

HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

OCTOBER 25 2021

BOARD PACKET

REINVESTMENT ZONE NUMBER

TWENTY-ONE

CITY OF HOUSTON, TEXAS

**HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
AND
REINVESTMENT ZONE NUMBER TWENTY-ONE, CITY OF HOUSTON, TEXAS
NOTICE OF JOINT MEETING**

Notice is hereby given that the Board of Directors of the Hardy/Near Northside Redevelopment Authority (the “Authority”) and the Board of Directors of the Reinvestment Zone Number Twenty-One, City of Houston, Texas (the “Zone”) will hold a joint meeting, open to the public, on **October, 25, 2021**, at 9:00 a.m., at 218 Joyce Street, Houston, Texas 77009, and is open to the public, to consider, 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:

1. Establish quorum and call to order.
2. Public comments.
3. Approve Minutes from last meeting.
4. Financial and bookkeeping matters, Financial Report and payment of bills including:
 - a. Ratify Fiscal Year 2022 Budget Ordinance.
5. Supplement No. 1: Exhibit A Agreement by and between Hardy Near/Northside Redevelopment Authority and TIFWORKS, LLC.
6. Gauge Engineering Task Order No. 6: Proposal for Support – Urban Design Guidelines.
7. Presentations, reports, or updates from the Directors, consultants, City of Houston Staff, or others regarding development in the Authority and the Zone and implementation of Project Plan and Reinvestment Zone Financing Plan including:
 - a. Infrastructure Committee Report – Director Bustamante,
 - i. Harris County Interlocal Agreement related to the Pickney Trail Project.
 - b. Parks Committee Report – Director Ortiz,
 - c. Attorney’s Report – DBA,
8. Fiscal Year 2022 Board and Committee Meeting Calendar.
9. Presentation: METROInner Katy Project.
10. Convene in Executive Session pursuant to section 551.087, Texas Government Code, to receive advice from legal counsel and discuss matters relating to affordable housing matters.
11. Reconvene in Open Session and authorize appropriate action regarding affordable housing matters.
12. Discuss meeting schedule including date and time of next meeting for **November 22, 2021, at 9:00 a.m.**
13. Adjourn.



Ralph De Leon
Administrator for the Zone

The Board of Directors meeting packet
can be found at: <https://bracewell.sharefile.com/d-s3bee68d53d30476e9e8b6c607b3a4>

TAB

THREE

HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY AND
TAX INCREMENT REINVESTMENT ZONE NUMBER TWENTY-ONE,
CITY OF HOUSTON, TEXAS
JOINT BOARD OF DIRECTORS MEETING

September 20, 2021

The Board of Directors (the “Board”) of Hardy/Near Northside Redevelopment Authority (the “Authority”) convened in regular session, open to the public, on the 20st day of September 2021, at 218 Joyce Street, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Edward Reyes	Chair/Investment Officer
Jorge Bustamante	Vice Chair
Sylvia Cavazos	Secretary/
Elia Quiles	Assistant Secretary
Daniel Ortiz	Treasurer
Fernando Zamarripa	Director
Monte Large	Director

All members of the Board of Directors except Director Cavazos and Zamarripa were present, thus constituting a quorum.

Also present were Ramiro Fonseca of the City of Houston; Ralph De Leon of TIFWorks LLC; Clark Lord of Bracewell LLP; Muhammed Ali of Gauge Engineering; Melissa Morton of The Morton Accounting Services; Michael Robinson of the SWA Group; Carlos Espinosa y Sanchez of the Near Northside Management District; Chris McCall of University of Houston Downtown Campus; and Julia McCain of McCall Gibson Swedlund Barfoot PLLC. There were no members of the public at the meeting.

- 1. Establish quorum and call to order.** Director Reyes performed a roll call and noted that a quorum was present. He called the meeting to order at 9:04 a.m.
- 2. Public Comments.** There were no public comments.
- 3. Approve Minutes from last meeting.** The Board considered approval of the minutes of June 21, 2021. Following discussion, upon a motion made by Director Bustamante, and seconded by Director Ortiz and approval of the Minutes were passed by unanimous vote.
- 4. Financial and bookkeeping matters, including Financial Report and payment of bills including Tax Year 2020 Payment to CR V Hardy Yards, L.P.** Ms. Morton provided an overview of the monthly transactions, investment report, receipt of Tax Year 2020 Increment from the City and the Unpaid Bills Report. Additionally, Mr. De Leon reported on the CR V Hardy Yards, L. P. Tax Year 2020 payment calculation. After review and discussion Director Large motioned to accept the Financial Report and authorize payment of Invoices including the CR V Hardy Yards, L.P. developer

reimbursement payment, which was seconded by Director Ortiz and passed by unanimous vote.

5. **Adopt Audit for Fiscal Year end June 30, 2021.** Ms. McCall of MGWB provided a detailed overview of the draft Audit for Fiscal Year ending June 30, 2021. After review and discussion, Director Large motion to adopt the Audit for Fiscal Year ending June 30, 2021 and authorize MGWB to forward same to the City Controller by September 30, 2021, which was seconded by Director Quiles and passed by unanimous vote.
6. **Gauge Engineering Amendment No. 1 – Task Order No. 2 related to Capital Improvement Development Plan.** Mr. Ali provide an overview of the proposed Amendment. Additionally, Director Bustamante commented on the approach to document the process and procedures previously completed. After review and discussion, Director Ortiz motioned to adopt Amendment No. 1 – Task Order No. 2, which was seconded by Director Large, and which passed by unanimous vote.
7. **Gauge Engineering Task Order No. 4 related to the Pickney Trail Project.** Director Bustamante reported that Gauge will complete the Pickney Trail Project Construction Documents and prepare a Bid Set of Plans. Mr. De Leon reported that Gauge, as part of Task Order No. 4 work efforts will assist Harris County in obtaining required regulatory approvals needed to construct the Project. After review and discussion, Director Ortiz motioned to adopt Task Order No. 4, which was seconded by Director Large, and which passed by unanimous vote.
8. **Engagement Agreement Squidz Ink Design for web site design services.** Director Large reported that he and Director Quiles met with the website developer and refined the scope, level of effort and fee schedule to provide for anticipated progressively evolving needs of the Authority as initiatives progress. Subsequently, Director Ortiz motioned to adopt the Engagement Agreement with Squidz Ink Design, subject to a change from Estimated Cost to Not to Exceed under Cost on the Statement of Work, as Task Order No. 1, under Website Design and Development, which was seconded by Director Large, and which passed by unanimous vote.
9. **Third Amendment to Development Agreement with CR V Hardy Yards, L.P.** Mr. Lord provide an overview of the Third Amendment to the Development Agreement and reported the Developer and the City have completed their negotiation related to matters related to the proposed Amendment not directly involving the Authority. Subsequently the City has asked the Authority to consider the Amendment. Mr. Lord reported on the benefits to the Zone included in the Amendment including the overall reduction of the area of the Zone pledged to the developer reimbursement. After review and discussion, Director Ortiz motioned to adopt the Third Amendment to the CR V Hardy Yards, L.P., which was seconded by Director Large, and which passed by unanimous vote.
10. **Presentations, reports, or updates from the Directors, consultants, City of Houston Staff, or other regarding development in the Zone and implementation of the Project Plan and Reinvestment Zone Financing Plan including:**

- a. **Infrastructure Committee Report – Director Bustamante.** Director Bustamante indicated his report was included under items 6 and 7 and had no further reports.
 - b. **Parks Committee Report – Director Ortiz.** Director Ortiz reported on ongoing efforts by the SWA Group related to the Place Making exercise.
- 11. Attorney’s report.** There was no report from the Attorney at this time.
- 12. Discuss meeting schedule including date and time of next meeting for October 25, 2021, at 9:00 a.m.** No action was taken.
- 13. Convene in Executive Session pursuant to section 551.087, Texas Government Code, to discuss economic development matters of the Zone.** No executive session was necessary.
- 14. Reconvene in Open Session and authorize appropriate action regarding economic development negotiations.**
- 15. Adjourn.** After discussion, Director Bustamante moved to adjourn the meeting at 10:14 a.m., which was seconded by Director Ortiz and passed by unanimous vote.

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

Secretary

TAB

FOUR

1:06 PM

10/20/21

HARDY/NEAR NORTHSIDE TIRZ # 21

Unpaid Bills Detail

As of October 20, 2021

Type	Date	Num	Memo	Open Balance
Bracewell LLP				
Bill	09/30/2021	21918814	General Legal through September 30, 2021	3,646.50
Bill	09/30/2021	21918504	Meeting services through September 30, 2021	1,248.75
Total Bracewell LLP				4,895.25
SWA Group				
Bill	09/30/2021	187088	Task 3: Community Event 1 \$100,000	3,000.00
Total SWA Group				3,000.00
TIFWorks, LLC				
Bill	10/18/2021	54	General Consulting Services September 13 through October 18, 2021	3,375.00
Total TIFWorks, LLC				3,375.00
TOTAL				11,270.25

BRACEWELL

Hardy/Near Northside Redevelopment Authority
Melissa Morton, Bookkeeper
1125 Cypress Station Drive
Building H-4
Houston, TX 77090

October 12, 2021
Invoice: 21918814
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000001 General Counsel
For Services Through September 30, 2021

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/13/21	Review affordable housing agreement and project plan amendment provisions regarding allocation of increment for same; prepare for and attend meeting with R De Leon and C Lord regarding same.	Mary Buzak	1.50	400.00	600.00
09/14/21	Draft summary of affordable housing agreement and project plan amendment provisions regarding allocation of tax increment for same; email correspondence with R De Leon regarding same.	Mary Buzak	1.75	400.00	700.00
09/15/21	Review background documentation regarding affordable housing set-aside for previous fiscal year budgets; discussion with C Lord regarding same; email correspondence with R De Leon regarding approval of third amendment to Hardy Yards development agreement.	Mary Buzak	1.00	400.00	400.00
09/20/21	Prepare for and attend board meeting.	Clark Stockton Lord	2.50	400.00	1,000.00
09/21/21	Draft summary of history and issues regarding annual affordable housing set-aside amount.	Mary Buzak	2.00	400.00	800.00
09/27/21	Review client matters and billing, and prepare audit letter to McCall Gibson.	Scott E. Legg	0.50	293.00	146.50
Total Fees					\$ 3,646.50

BRACEWELL

Client: Hardy/Near Northside Redevelopment Authority

Invoice: 21918814

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary Buzak	Counsel	6.25	400.00	2,500.00
Scott E. Legg	Paralegal	0.50	293.00	146.50
Clark Stockton Lord	Partner	2.50	400.00	1,000.00
Total Summary of Fees		9.25		\$ 3,646.50

Total Fees, Expenses and Charges on This Invoice

\$ 3,646.50

BRACEWELL

REMITTANCE PAGE

Client: Hardy/Near Northside Redevelopment Authority
Matter: General Counsel

Invoice: 21918814

Matter No: 0037619.000001

Total Fees	\$ 3,646.50
Total Expenses	\$ 0.00
Total Fees, Expenses and Charges for this Invoice	\$ 3,646.50
Total Current Billing on this Invoice	\$ 3,646.50
Balance Forward	\$ 315.25
Please Remit Total Balance Due on this Invoice	\$ 3,961.75

PLEASE RETURN THIS REMITTANCE PAGE WITH YOUR PAYMENT

Wire Transfer Information

Wire to: Wells Fargo Bank, N.A., 420 Montgomery, San Francisco, CA 94104

Name on Account: Bracewell LLP

Bank Account Number: 5436952757

ABA Number **(For Wire Transfers Only)**:121000248; **(For ACH's Only)**:111900659

For International Wires Also Include Swift Code (for both US and Foreign Funds): **WFBIUS6S**

Please include invoice number as a reference when sending the wire:**21918814**

Check Information

Bracewell LLP

P.O. Box 207486

Dallas, TX 75320-7486

Tax ID 74-1024827

Courier Information

Wells Fargo Lockbox Services

P.O. Box 207486

2975 Regent Blvd

Irving, TX 75063

Credit Card Information

<https://www.e-billexpress.com/ebpp/Bracewell/>

BRACEWELL

Hardy/Near Northside Redevelopment Authority
Melissa Morton, Bookkeeper
1125 Cypress Station Drive
Building H-4
Houston, TX 77090

October 07, 2021
Invoice: 21918504
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000003 Meeting Services
For Services Through September 30, 2021

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/23/21	Provide request documents and information to auditor.	Brenda Presser	1.00	333.00	333.00
09/07/21	Receive and respond to correspondence.	Brenda Presser	0.25	333.00	83.25
09/15/21	Receive and respond to correspondence.	Brenda Presser	0.25	333.00	83.25
09/17/21	Follow up on meeting documents to present for signature.	Brenda Presser	0.50	333.00	166.50
09/22/21	Follow up on circulation of Third Amendment to Development Agreement to CR V Hardy Yards for signature.	Brenda Presser	0.25	333.00	83.25
09/27/21	Receive and review District correspondence and update District's records.	Brenda Presser	0.50	333.00	166.50
09/28/21	Update District records. Prepare transmittal package to CR V Hardy for signatures for Third Amendment to Development Agreement.	Brenda Presser	0.75	333.00	249.75
09/29/21	Receive and respond to District correspondence.	Brenda Presser	0.25	333.00	83.25
Total Fees					\$ 1,248.75

BRACEWELL

Client: Hardy/Near Northside Redevelopment Authority

Invoice: 21918504

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brenda Presser	Paralegal	3.75	333.00	1,248.75
Total Summary of Fees		3.75		\$ 1,248.75

Total Fees, Expenses and Charges on This Invoice

\$ 1,248.75

BRACEWELL

REMITTANCE PAGE

Client: Hardy/Near Northside Redevelopment Authority
Matter: Meeting Services

Invoice: 21918504

Matter No: 0037619.000003

Total Fees	\$ 1,248.75
Total Expenses	\$ 0.00
Total Fees, Expenses and Charges for this Invoice	\$ 1,248.75
Total Current Billing on this Invoice	\$ 1,248.75
Balance Forward	\$ 185.50
Please Remit Total Balance Due on this Invoice	\$ 1,434.25

PLEASE RETURN THIS REMITTANCE PAGE WITH YOUR PAYMENT

Wire Transfer Information

Wire to: Wells Fargo Bank, N.A., 420 Montgomery, San Francisco, CA 94104

Name on Account: Bracewell LLP

Bank Account Number: 5436952757

ABA Number **(For Wire Transfers Only)**:121000248; **(For ACH's Only)**:111900659

For International Wires Also Include Swift Code (for both US and Foreign Funds): **WFBIUS6S**

Please include invoice number as a reference when sending the wire:**21918504**

Check Information

Bracewell LLP

P.O. Box 207486

Dallas, TX 75320-7486

Tax ID 74-1024827

Courier Information

Wells Fargo Lockbox Services

P.O. Box 207486

2975 Regent Blvd

Irving, TX 75063

Credit Card Information

<https://www.e-billexpress.com/ebpp/Bracewell/>



To: Hardy/Near Northside Redev Authority
Attn: Clark Stockton Lord
c/o Bracewell LLP
711 Louisiana Street, Suite 2300
Houston, TX 7702-2770

Date: October 12, 2021
Invoice No: 187088
For Period: September
Project No: NNRT101
Project Manager: Michael Robinson

Project Hardy/Near Northside Redev Authority

WORK PERFORMED:

Task 3: Community Event 1 (30% Complete): Advance Planning and Documentation Preparation.

Professional Services from September 16, 2021 to September 30, 2021

Fee

Total Fee Earned	100,000.00		
% Complete	18.00	Total Earned	18,000.00
		Previous Fee Billing	15,000.00
		Current Fee Billing	3,000.00
		Total Fee Earned	3,000.00

Total Due this Invoice: \$3,000.00

Remit to:
SWA Group
P.O. Box 5904
Sausalito, CA 94966

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.

TAB

FOUR A

City of Houston, Texas, Ordinance No. 2021 - 179

AN ORDINANCE RELATING TO THE FISCAL AFFAIRS OF HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY ON BEHALF OF REINVESTMENT ZONE NUMBER TWENTY-ONE, CITY OF HOUSTON, TEXAS (HARDY/NEAR NORTHSIDE ZONE); APPROVING THE FISCAL YEAR 2022 OPERATING BUDGET FOR THE AUTHORITY AND THE FISCAL YEARS 2022-2026 CAPITAL IMPROVEMENT PLAN BUDGET FOR THE ZONE; CONTAINING FINDINGS AND OTHER PROVISIONS RELATED TO THE FOREGOING SUBJECT; AND DECLARING AN EMERGENCY.

* * * * *

WHEREAS, the City of Houston (the "City") created Reinvestment Zone Number Twenty-One, City of Houston, Texas (the "Zone" or "Hardy/Near Northside Zone") by Ordinance No. 2003-1258 effective on December 23, 2003; and

WHEREAS, the Hardy/Near Northside Redevelopment Authority (the "Authority"), a local government corporation acting on behalf of the City in connection with the Zone, has submitted an Operating Budget for Fiscal Year 2022 (the "Operating Budget") and a Capital Improvement Plan Budget for Fiscal Years 2022-2026 (the "CIP Budget" and, collectively with the Operating Budget, the "Budgets") to the City Council for approval pursuant to that certain agreement among the City, the Authority, and the Zone approved by Ordinance No. 2009-1271 on December 9, 2009; and

WHEREAS, the City Council desires to approve the Budgets for the Authority on behalf of the Zone; **NOW, THEREFORE**,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF HOUSTON, TEXAS:

Section 1. That the findings contained in the preamble of this Ordinance are determined to be true and correct and are hereby adopted as part of this Ordinance.

Section 2. That the City Council takes cognizance of the fact that in order to implement the Project Plan and Reinvestment Zone Financing Plan for the Zone, and to make adjustments occasioned by events transpiring during the year, the Authority, upon the approval of the City's Chief Development Officer, may transfer funds from one line item of Project Costs shown on Exhibit "A" to another. Unless approved by the City Council, the Authority may transfer funds only (1) as needed for Debt Service; and (2)

from one line item of Project Costs to another, provided that the aggregate of such transfers does not exceed the lesser of \$400,000 or 5% of Project Costs during Fiscal Year 2022. Subject to the foregoing, the Operating Budget attached hereto as Exhibit "A" is hereby approved for the Authority.

Section 3. That the CIP Budget attached hereto as Exhibit "B" is hereby approved for the Zone.

Section 4. That not later than March 31, 2022, the Zone shall, in cooperation with City representatives: (1) identify surplus funds in the Zone's Fiscal Year 2022 Operating Budget based on the difference between Zone revenues and the Fiscal Year 2022 Operating Budget approved by the City; and (2) make available any surplus Zone funds, through appropriate agreement, for projects identified by the City that are eligible for tax increment funding, such as affordable housing, areas of public assembly, incremental costs of municipal services attributable to development and redevelopment in the Zone, and capital projects that benefit the City and the Zone. The agreement may provide for the payment of surplus funds into one or more accounts established by the City or may provide for direct payment by the Zone for that purpose. The Zone shall consider amendments to the Zone Project Plan and Reinvestment Zone Financing Plan that may be necessary to accomplish this purpose, and shall expedite any such amendments.

Section 5. That the approval of the Budgets is contingent upon receipt by the City's Chief Development Officer of a document signed by the Administrator of the Zone disclosing the name of each owner or developer of property within the Zone from which the Administrator has received compensation during the last five calendar years, and the

amount of compensation by owner by year. Compensation may be expressed by category as follows:

- Category I Less than \$1,000.00
- Category II At least \$1,000.00 but less than \$10,000.00
- Category III At least \$10,000.00 but less than \$50,000.00
- Category IV At least \$50,000.00 but less than \$100,000.00
- Category V At least \$100,000.00 but less than \$500,000.00
- Category VI At least \$500,000.00 but less than \$1,000,000.00
- Category VII \$1,000,000.00 or more

Section 6. That there exists a public emergency requiring that this Ordinance be passed finally on the date of its introduction as requested in writing by the Mayor; therefore, this Ordinance shall be passed finally on such date and shall take effect immediately upon its passage and approval by the Mayor; however, in the event that the Mayor fails to sign this Ordinance within five days after its passage and adoption, it shall take effect in accordance with Article VI, Section 6, Houston City Charter.

PASSED AND ADOPTED this 8th day of September, 2021.
APPROVED this _____ day of _____, 2021.

Mayor of the City of Houston

Pursuant to Article VI, Section 6, Houston City Charter, the effective date of the foregoing Ordinance is SEP 14 2021.

[Signature]
City Secretary

DocuSigned by: [Signature]
605195BC001D4C0

(Prepared by Legal Department
(JN:gd 08.20.2021)
(Requested by Andy Icken, Chief Development Officer, Office of the Mayor)
(L.D. File No. 042-1400131-012)

AYE	NO	
✓		MAYOR TURNER
....	COUNCIL MEMBERS
✓		PECK
✓		JACKSON
✓		KAMIN
✓		EVANS-SHABAZZ
✓		MARTIN
✓		THOMAS
✓		TRAVIS
✓		CISNEROS
✓		GALLEGOS
✓		POLLARD
✓		MARTHA CASTEX-TATUM
✓		KNOX
✓		ROBINSON
✓		KUBOSH
	ABSENT-ON PERSONAL BUSINESS	PLUMMER
✓		ALCORN
CAPTION	ADOPTED	

EXHIBIT "A"

**Fiscal Year 2022 Operating Budget
for the Hardy/Near Northside Redevelopment Authority**

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2022 BUDGET PROFILE

Fund Summary
 Fund Name: **Hardy Yards/Near Northside**
 TIRZ: **21**
 Fund Number: **7569/50**

P R O F I L E	Base Year:		2003
	Base Year Taxable Value:	\$	40,313,080
	Projected Taxable Value (TY2021):	\$	734,153,776
	Current Taxable Value (TY2020):	\$	719,758,604
	Acres:		1450.21
	Administrator (Contact):		Ralph De Leon
Contact Number:		(832) 978-5910	

N A R R A T I V E	Zone Purpose:
	Tax Increment Reinvestment Zone Number Twenty-One, City of Houston, Texas was created to provide plans and programs needed to transform a former Union Pacific rail yard site into a transit-oriented, mixed-use development consisting of affordable housing, the construction or reconstruction of roadways and streets, utility systems, parks, hike and bike trails, mobility improvements, land acquisition, environmental remediation, and other community focused enhancements.

P R O J E C T P L A N		Total Plan		Cumulative Expenses (to 6/30/20)	Variance
	Capital Projects:				
	Roadway and Sidewalk Improvements	\$	37,692,000	\$ 12,131,186	\$ 25,560,814
	Public Utility Improvements		7,884,000	-	7,884,000
	Parks, Plazas and Recreational Facilities		4,328,000	-	4,328,000
			-	-	-
			-	-	-
			-	-	-
	Total Capital Projects	\$	49,904,000	\$ 12,131,186	\$ 37,772,814
	Affordable Housing		24,920,874	1,884,212	23,036,662
	School & Education/Cultural Facilities		-	-	-
	Financing Costs		1,700,000	-	1,700,000
	Administration Costs/ Professional Services		2,200,000	732,483	1,467,517
	Creation Costs		-	-	-
	Total Project Plan	\$	78,724,874	\$ 14,747,881	\$ 63,976,993

D E B T	Additional Financial Data	FY2021 Budget	FY2021 Estimates	FY2022 Budget
		<u>Debt Service</u>	\$ -	\$ -
	Principal	\$ -	\$ -	\$ -
	Interest	\$ -	\$ -	\$ -
		Balance as of 6/30/20	Projected Balance as of 6/30/21	Projected Balance as of 6/30/22
	<u>Year End Outstanding (Principal)</u>			
	Bond Debt	\$ -	\$ -	\$ -
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement - Onsite Improvements	\$ 4,440,321	\$ 4,314,848	\$ 4,192,200
	Developer Agreement - Offsite Improvements	\$ 2,007,565	\$ 1,684,919	\$ 1,369,538
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2022 BUDGET DETAIL

Fund Summary
 Fund Name: Hardy Yards/Near Northside
 TIRZ: 21
 Fund Number: 7569/50

TIRZ Budget Line Items	FY2021 Budget	FY2021 Estimates	FY2022 Budget
RESOURCES			
RESTRICTED Funds - Capital Projects	\$ -	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Planning and Development	\$ 1,233,408	\$ 1,216,618	\$ 1,161,784
Beginning Balance	\$ 1,233,408	\$ 1,216,618	\$ 1,161,784
City tax revenue	\$ 786,980	\$ 957,938	\$ 1,023,752
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
Incremental property tax revenue	\$ 786,980	\$ 957,938	\$ 1,023,752
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Miscellaneous revenue	\$ -	\$ -	\$ -
COH TIRZ interest	\$ 170	\$ 170	\$ 170
Interest Income	\$ 1,620	\$ 3,809	\$ 1,620
Other Interest Income	\$ 1,790	\$ 3,979	\$ 1,790
	\$ -	\$ -	\$ -
GLO Texas Community Block Grant Program	\$ -	\$ -	\$ -
Grant Proceeds	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Proceeds from Bank Loan	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Contract Revenue Bond Proceeds	\$ -	\$ -	\$ -
TOTAL AVAILABLE RESOURCES	\$ 2,022,178	\$ 2,178,535	\$ 2,187,326

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2022 BUDGET DETAIL

Fund Summary
 Fund Name: Hardy Yards/Near Northside
 TIRZ: 21
 Fund Number: 7569/50

TIRZ Budget Line Items	FY2021 Budget	FY2021 Estimates	FY2022 Budget
EXPENDITURES			
Accounting	\$ 10,000	\$ 16,140	\$ 12,000
Administration Salaries & Benefits	\$ 35,000	\$ 26,548	\$ 50,000
Auditor	\$ 10,000	\$ 8,000	\$ 10,000
Tax Advisor	\$ 2,000	\$ 1,090	\$ 2,000
Insurance	\$ 1,000	\$ 928	\$ 1,000
Office Expense	\$ 250	\$ 440	\$ 4,000
TIRZ Administration and Overhead	\$ 58,250	\$ 53,146	\$ 79,000
Engineering Consultants	\$ 225,000	\$ 92,408	\$ 225,000
Legal	\$ 20,000	\$ 8,486	\$ 20,000
Construction Audit	\$ -	\$ -	\$ -
Planning Consultants	\$ -	\$ 19,882	\$ 100,000
Program and Project Consultants	\$ 245,000	\$ 120,776	\$ 345,000
Management consulting services	\$ 303,250	\$ 173,922	\$ 424,000
Capital Expenditures (See CIP Schedule)	\$ 202,000	\$ 27,500	\$ 716,500
TIRZ Capital Expenditures	\$ 202,000	\$ 27,500	\$ 716,500
Hardy Yards/Cypress - OnSite	\$ 125,175	\$ 125,473	\$ 122,648
Hardy Yards/Cypress - OffSite	\$ 321,879	\$ 322,646	\$ 315,381
Developer / Project Reimbursements	\$ 447,054	\$ 448,119	\$ 438,029
System debt service	\$ -	\$ -	\$ -
TOTAL PROJECT COSTS	\$ 952,304	649,541	1,578,529
Payment/transfer to ISD - educational facilities	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 39,349	\$ 47,897	\$ 51,188
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ 262,327	\$ 319,313	\$ 341,251
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services (Payable to COH)	\$ -	\$ -	\$ -
Total Transfers	\$ 301,676	367,210	392,439
Total Budget	\$ 1,253,980	1,016,751	1,970,968
RESTRICTED Funds - Capital Projects	\$ -	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Planning and Development	\$ 768,198	\$ 1,161,784	\$ 216,358
Ending Fund Balance	\$ 768,198	1,161,784	216,358
Total Budget & Ending Fund Balance	\$ 2,022,178	\$ 2,178,535	\$ 2,187,326

Notes:

EXHIBIT "B"

**Fiscal Years 2022-2026 Capital Improvement Plan Budget
for the Hardy/Near Northside Zone**

2022 - 2026 CAPITAL IMPROVEMENT PLAN
 TIRZ NO.21 - HARDY YARDS/NEAR NORTHSIDE

Council District	CIP No.	Project	Fiscal Year Planned Appropriations						
			Through 2020	Projected 2021	2022	2023	2024	2025	
H	T-2101	Near Northside Hernandez Tunnel	\$ -	-	-	-	-	-	-
H	T-2102	Hernandez Tunnel Murat	\$ 15,000	-	-	-	-	-	-
H	T-2103	METRO Parcel Acquisition and Planning	\$ -	-	59,000	4,000	-	-	-
H	T-2104	2600 - 3500 Block Main Street Pedestrian/Bicycle	\$ -	27,500	27,500	-	-	-	-
O	T-2105	Pickney Street Hike and Bike Trail	\$ -	-	605,000	-	-	-	-
O	T-2106	ADA Compliant Sidewalks and related pedestrian	\$ -	-	-	-	-	-	-
H	T-2199	Concrete Panel & Sidewalk Replacement Program	\$ -	-	25,000	25,000	25,000	25,000	25,000
Totals			\$ 15,000	27,500	716,500	\$ 29,000	\$ 25,000	\$ 25,000	\$

* NOTE:
 ** NOTE:
 *** NOTE:

2022 - 2026 CAPITAL IMPROVEMENT PLAN
 TIRZ NO.21 - HARDY YARDS/NEAR NORTHSIDE

Source of Funds	Fiscal Year Planned Appropriations					
	Through 2020	Projected 2021	2022	2023	2024	2025
TIRZ Funds	15,000	27,500	446,500	29,000	25,000	25,000
City of Houston	-	-	-	-	-	-
Grants	-	-	270,000	-	-	-
Other	-	-	-	-	-	-
Project Total	15,000	27,500	716,500	29,000	25,000	25,000

Project:	METRO Parcel Acquisition and Planning	City Council District		Key Map:		
		Location:	H	Geo. Ref.:		
		Served:	ALL	Neighborhood:		
Description:	METRO owned remnant parcels remaining after construction of light rail line on Fulton Street and Main Street.	Operating and Maintenance Costs: (
			2022	2023	2024	
Justification:	Various Parcels located adjacent to Light Rail Stops, which will provide a non-vehicular safe haven with pedestrian amenities for transit users and open green space for the community.	Personnel	-	-	-	
		Supplies	-	-	-	
		Svcs. & Chgs.	-	-	-	
		Capital Outlay	-	-	-	
		Total	\$ -	\$ -	\$ -	\$ -
	FTEs					

Fiscal Year Planned Expenses

Project Allocation		Projected Expenses thru 6/30/20	2021 Budget	2021 Estimate	2022	2023	2024	2025
Phase								
1	Planning	-	15,000	-	5,000	-	-	-
2	Acquisition	-	50,000	-	5,000	-	-	-
3	Design	-	45,000	-	45,000	-	-	-
4	Construction	-	-	-	-	-	-	-
5	Equipment	-	-	-	-	-	-	-
6	Close-Out	-	-	-	-	-	-	-
7	Other	-	12,000	-	4,000	4,000	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
	Other Sub-Total:	-	12,000	-	4,000	4,000	-	-
Total Allocations		\$ -	\$ 122,000	\$ -	\$ 59,000	\$ 4,000	\$ -	\$ -
Source of Funds								
	TIRZ Funds	-	122,000	-	59,000	4,000	-	-
	City of Houston	-	-	-	-	-	-	-
	Grants	-	-	-	-	-	-	-
	Other	-	-	-	-	-	-	-
	Total Funds	\$ -	\$ 122,000	\$ -	\$ 59,000	\$ 4,000	\$ -	\$ -

Project:	Pickney Street Hike and Bike Trail	City Council District		Key Map:		
		Location:		Geo. Ref.:		
		Served:		Neighborhood:		
Description:	Trail connection to the White Oak Bayou Regional Trail System providing access from the neighborhood to the White Oak and Buffalo Bayou Trail Systems.	Operating and Maintenance Costs: (
			2022	2023	2024	
Justification:	Trail is identified on the Houston Bike Plan, Houston Park Board's Bayou Greenways Plan, Near Northside Complete Communities Plan, Vision Zero Plan and the Heights/Near Northside Mobility Study.	Personnel	-	-	-	
		Supplies	-	-	-	
		Svcs. & Chgs.	-	-	-	
		Capital Outlay	-	-	-	
		Total	\$ -	\$ -	\$ -	\$ -
		FTEs				

Fiscal Year Planned Expenses

Project Allocation		Projected Expenses thru 6/30/20	2021 Budget	2021 Estimate	2022	2023	2024	2025
Phase								
1	Planning	-	-	-	-	-	-	-
2	Acquisition	-	-	-	-	-	-	-
3	Design	-	-	-	50,000	-	-	-
4	Construction	-	-	-	550,000	-	-	-
5	Equipment	-	-	-	-	-	-	-
6	Close-Out	-	-	-	-	-	-	-
7	Other	-	-	-	5,000	-	-	-
Other Sub-Total:		-	-	-	5,000	-	-	-
Total Allocations		\$ -	\$ -	\$ -	\$ 605,000	\$ -	\$ -	\$ -
Source of Funds								
TIRZ Funds		-	-	-	335,000	-	-	-
City of Houston		-	-	-	-	-	-	-
Grants		-	-	-	270,000	-	-	-
Other		-	-	-	-	-	-	-
Total Funds		\$ -	\$ -	\$ -	\$ 605,000	\$ -	\$ -	\$ -

Project:	Concrete Panel & Sidewalk Replacement Program	City Council District		Key Map:		
		Location: H		Geo. Ref.:		
		Served: H		Neighborhood:		
Description:	Street and/or sidewalk maintenance program.	Operating and Maintenance Costs: (
			2022	2023	2024	
		Personnel	-	-	-	-
		Supplies	-	-	-	-
		Svcs. & Chgs.	-	-	-	-
		Capital Outlay	-	-	-	-
		Total	\$ -	\$ -	\$ -	\$ -
Justification:	Mobility improvements to extend life of roads.	FTEs				

Fiscal Year Planned Expenses

Project Allocation		Projected Expenses thru 6/30/20	2021 Budget	2021 Estimate	2022	2023	2024	2025
Phase								
1	Planning	-	-	-	-	-	-	-
2	Acquisition	-	-	-	-	-	-	-
3	Design	-	-	-	-	-	-	-
4	Construction	-	25,000	-	25,000	25,000	25,000	25,000
5	Equipment	-	-	-	-	-	-	-
6	Close-Out	-	-	-	-	-	-	-
7	Other	-	-	-	-	-	-	-
Other Sub-Total:		-	-	-	-	-	-	-
Total Allocations		\$ -	\$ 25,000	\$ -	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Source of Funds								
TIRZ Funds		-	25,000	-	25,000	25,000	25,000	25,000
City of Houston		-	-	-	-	-	-	-
Grant		-	-	-	-	-	-	-
Other		-	-	-	-	-	-	-
Total Funds		\$ -	\$ 25,000	\$ -	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000

TAB

FIVE

Supplement to Exhibit A of Master Agreement between Hardy Near/Northside Redevelopment Authority (“HNNRDA) and TIFWorks, LLC (“Contractor”).

Agreement is hereby revised to a fixed monthly rate of \$4,000.00 (plus defined reimbursable expenses) for the following Basic Services:

1. HNNRDA/TIRZ21 Administration:

- a. Maintain calendar of required administrative matters (such as city requirements on CIP, increment calculation and payment, and general operations), reports to and from the HNNRDA/TIRZ21, financial requirements (such as insurance renewals, bill payments, audit), statutory and bylaw compliance, administer board of director duties and service issues, and work with Committee Chairman(s), bookkeeper, EDRA legal counsel, COH officers and staff, and other related government entities to ensure timely compliance and action on the foregoing.
- b. Provide timely assistance and input on meeting agendas and meeting materials for Board of Directors Meetings (agenda preparation, board books, quorum, minutes, notices, etc. to stay with Bracewell) and attend meetings.
- c. Schedule and prepare agendas and meeting materials for meetings of Board committees and workshops, including Projects Committee (monthly), Finance Committee (monthly, telephonic), and attend meetings.
- d. Coordinate with HNNRDA/TIRZ21 legal counsel to ensure proper legal notice requirements are met for all meetings and workshops.
- e. Provide contractual oversight of all other consultants working on behalf of the HNNRDA/TIRZ21, including ensuring contract compliance by consultants and timely receipt of work product and reports.
- f. Facilitate the development of a website for the HNNRDA/TIRZ21 and maintain same as needed.

2. Financial Oversight:

- a. Prepare annual 5-Year Capital Improvement Plan for HNNRDA/TIRZ21, including scheduling and attending required meetings with COH personnel, preparing clear and concise project descriptions of each project, and assessment of projects planned or undertaken by other entities that may affect projects; coordinate with COH to prepare revenue projections and increment analysis.
- b. Prepare annual operating budget for HNNRDA/TIRZ21.
- c. Work with City staff and accountant to ensure sufficient funds are available to meet financial obligations of the HNNRDA/TIRZ21 at all times.
- d. Work with auditor to facilitate annual audit and address any findings; continuing research and analysis of HNNRDA/TIRZ21 statistics and performance indicators.

3. Project Facilitation:

- a. Coordinate with appropriate public agencies, including but not limited to City of Houston, Harris County, Houston Parks Board, and the Texas Department of Transportation, METRO or other sister entities on HNNRDA/TIRZ21 projects and

agreements.

- b. Monitor progress on all projects and efforts being planned, designed or constructed by or on behalf of the HNNRDA/TIRZ21.
- c. Coordinate with property owners, developers, City staff and other required public agencies to facilitate developer agreements with the HNNRDA/TIRZ21.
- d. Prepare project descriptions and RFQs for individual projects, assist Board in review of RFQ submissions, and assist in Board process in developing and approving projects and awarding contracts.
- e. Meet with representatives of governmental authorities to determine the approval process for each project, the estimated duration of such approval process and the sequence of permits required, develop and maintain the approvals and design portion of the development schedule, and assist the design professionals involved in securing all necessary approvals.
- f. Review progress payments requested by design professionals and make recommendations on payment to Board or appropriate committee of Board.

Additional Services to be provided under Work Orders approved by Board from time to time, at a rate not to exceed \$150.00 per hour. These services may include:

- a. Prepare analysis of and documentation required for annexations or local government agreements, such as with other Zones or Authorities.
- b. Prepare amendments to Project Plan.
- c. Special assignments as requested by the Board from time to time.

Agreement requires that the Zone and Contractor agree on Scope/Fee for any additional services not described above in advance of the services being rendered;

Agreement requires Zone approval of any subcontractors to the Contractor on work related to the Zone;

Agreement to include insurance and indemnity provisions as required by the City;

Agreement is good for a period of one year with 30-day termination by either party without cause, with subsequent one-year renewable periods after initial term of Agreement

Reimbursable expenses specified in exhibit but not to include travel, lodging or incidentals unless authorized in advance by Board.

AGREED AND ACCEPTED THIS _____ DAY OF _____, 2021.

On Behalf of the HARDY NEAR/NORTHSIDE REDEVELOPMENT
AUTHORITY:

By _____
:
-
Chairman, Board of Directors

On Behalf of the TIFWorks, LLC:

By _____
:
-
Ralph De Leon, Manager

TAB

SIX

TASK ORDER NO. 6



October 8th, 2021

Ed Reyes, Chairman
Hardy/Near Northside Redevelopment Authority/TIRZ 21
c/o Bracewell, LLP and Tifworks
711 Louisiana Street, Suite 2300
Houston, Texas 77002

Re: Proposal for TIRZ 21 Urban Design Guidelines - Support

Dear Ms. Reyes,

Gauge Engineering, LLC (Gauge) is pleased to submit this proposal for supporting the efforts on developing TIRZ 21's Urban Design Guidelines. Our effort aligns with SWA's scope and schedule. Gauge will collaborate with SWA in developing proposed section in accordance with City of Houston Standards and also the Board's aspirations.

We propose to perform these services for a lump sum amount of \$28,300. A detailed breakdown of the work tasks and fee can be found under Exhibit "A". We are prepared to begin this work immediately. Please feel free to contact me at (713) 254-5946 if you have any questions or need additional information.

Sincerely,

A handwritten signature in black ink, appearing to be "MA", written over a horizontal line.

Muhammad Ali, P.E.
Principal

Accepted for
Hardy/Near Northside Redevelopment Authority/TIRZ 21

Signature Date

Attachments:
Exhibit A – Level-of-Effort

Print

Accepted for
City of Houston

Signature Date

Print

EXHIBIT A
TIRZ 21 URBAN DESIGN GUIDELINES - SUPPORT
LEVEL-OF-EFFORT



DESCRIPTION OF WORK TASKS	Sr. PROJ MGR	Sr. PROJ ENGINEER	GRAD ENGINEER	CADD TECH	ADMIN ASST	TOTAL HOURS	LABOR COSTS
A. Support Landscape Architect, SWA's effort							
1 Assist in Prep/Attend/participate in Community Event #1	4					4	\$900.00
2 Assist in Prep/Attend/participate in Board Workshop #2	2	2	4	8		16	\$1,980.00
3 Assist in Prep/Attend/participate in Board Workshop #3	2	2	4	8		16	\$1,980.00
4 Assist in Prep/Attend/participate in Community Event #2	2	2	4	8		16	\$1,980.00
5 Collaborate/Develop Existing and Typical Sections in accordance with City standards	12	16	40	48		116	\$14,460.00
6 Coordinate with Landscape Architect/Board	8	6					\$2,790.00
7 PM/QC/Proj controls	4	4	8	8	6	30	\$3,750.00
<i>Total</i>	34	32	60	80	6	212	\$27,840.00
TOTAL HOURS	34	32	60	80	6	212	
Contract Labor Rate	\$225.00	\$165.00	\$120.00	\$90.00	\$85.00		
TOTAL LABOR COSTS BASIC ENGINEERING SERVICES	\$7,650.00	\$5,280.00	\$7,200.00	\$7,200.00	\$510.00		\$27,840.00

EXPENSES	TOTAL
1 Printing, Reproduction, Mileage, Deliveries	\$460.00
TOTAL REIMBURSABLE EXPENSES	\$460.00

GRAND TOTAL	
I. Basic Services	\$27,840.00
II. Expenses	\$460.00
GRAND TOTAL	\$28,300

TAB

EIGHT

**HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
TIRZ NUMBER TWENTY-ONE, CITY OF HOUSTON, TEXAS
CALENDAR YEAR 2021 – Version 3**

Calendar Year 2022	Board Meeting Date	Infrastructure Committee	Parks Committee
JANUARY	Monday, 24 th	Friday, 21 st	
FEBRUARY	Break	Friday, 18 th	Friday, 11 th
MARCH	Monday, 28 th	Friday, 18 th	
APRIL	Break	Friday, 15 th	Friday, 8 th
MAY	Monday, 23 rd	Friday, 20 th	
JUNE	Monday, 27 th	Friday, 17 th	Friday, 10 th
JULY	Break	Friday, 15 th	
AUGUST	Break	Friday, 19 th	Friday, 12 th
SEPTEMBER	Monday, 26 th	Friday, 16 th	
OCTOBER	Monday, 24 th	Friday, 21 st	Friday, 14 th
NOVEMBER	Monday, 28 th	Friday, 18 th	
DECEMBER	Break	Friday, 16 th	Friday, 9 th

- Board of Directors meetings will be held on the fourth Monday of the Month at 9:00 a.m. at 218 Joyce Street, Houston, Texas 77009.
- Infrastructure Committee meetings will be held on the third Friday of the Month at 3:00 p.m., both in person at the RDL Architects, 800 Sampson Street, Unit 4, Houston, Texas 77003, and virtually via Zoom.
- Parks Committee will be held both in person on the second Friday of the month at 3:00 via Zoom.