

**HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY**

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**JOINT MEETING OF THE BOARDS OF DIRECTORS**

**May 13, 2019**

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**REINVESTMENT ZONE NUMBER TWENTY-ONE,  
CITY OF HOUSTON, TEXAS  
(HARDY/NEAR NORTHSIDE ZONE)**

**HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY**

**AND**

**REINVESTMENT ZONE NUMBER TWENTY-ONE, CITY OF HOUSTON, TEXAS  
NOTICE OF JOINT MEETING**

**TO: THE BOARD OF DIRECTORS OF THE HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY AND REINVESTMENT ZONE NUMBER TWENTY-ONE, CITY OF HOUSTON, TEXAS, AND TO ALL OTHER INTERESTED PERSONS:**

Notice is hereby given that the Board of Directors of the Hardy/Near Northside Redevelopment Authority (the "Authority") will hold a joint meeting with the Board of Directors of the Reinvestment Zone Number Twenty-One, City of Houston, Texas (the "Zone") to be held on **May 13, 2019, at 9:00 a.m., at 218 Joyce Street, Houston, Texas, 77009**, open to the public, to consider, discuss and adopt such orders, resolutions or motions, and take other direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

1. Minutes of the previous meetings.
2. Engage auditor to prepare the audit for the fiscal year ending June 30, 2019.
3. 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.
4. Discuss proposed annexation and consider acting thereon.
5. Bookkeeper's Report, including:
  - a. payment of invoices; and
  - b. investment report.
6. Hear Engineer's report and consider acting thereon.
  - a. Improvements to the Hernandez Tunnel; and
  - b. project payment request guide.
7. Executive Session – the Authority:
  - a. confer with legal counsel, Open Meetings Act, V.T.C.A., Government Code § 551.071;
  - b. purchase, exchange, lease or value of real property, Open Meetings Act, V.T.C.A., Government Code § 551.072; and
  - c. economic development negotiations, Open Meetings Act, V.T.C.A., Government Code § 551.087.
8. Executive Session – the Zone:
  - a. confer with legal counsel, Open Meetings Act, V.T.C.A., Government Code § 551.071;
  - b. purchase exchange, lease or value of real property, Open Meetings Act, V.T.C.A., Government Code §551.072; and
  - c. economic development negotiations, Open Meetings Act, V.T.C.A., Government Code § 551.087.
9. Public comments.



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Clark Stockton Lord  
Attorney for the Authority and the Zone

## MINUTES OF REGULAR MEETING

OF

### HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

February 11, 2019

The Board of Directors (the “Board”) of Hardy/Near Northside Redevelopment Authority (the “Authority”) convened in regular session, open to the public, at 218 Joyce Street, Houston, Texas, 77009, on the 11th day of February 2019, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Edward Reyes	Chair/Assistant Secretary
Lloyd Burke	Vice Chair/Investment Officer
Sylvia Cavazos	Secretary
Richard Cantu	Assistant Secretary
Fernando Zamarripa	Assistant Secretary
Mario Castillo	Director

and all of said persons were present except Director Burke, thus constituting a quorum.

Also present were: Clark Lord and Debbie Russell of Bracewell LLP; Mike McClung of RPS; Kristen Hennings of Jones Carter; John Madsen and Tracy Salinas of Bentley, Bratcher & Associates, P.C.; Ralph DeLeon of Tifworks; and Joel Alba with the City of Houston (the “City”).

#### **DETERMINE QUORUM; CALL TO ORDER**

Director Reyes noted that a quorum was present and called the meeting to order.

#### **MINUTES OF PREVIOUS MEETINGS**

The Board considered approval of the minutes of October 19, 2018. Following discussion, upon a motion made by Director Cantu and seconded by Director Cavazos, the Board voted unanimously to approve the minutes of October 19, 2018.

#### **REPORTS REGARDING DEVELOPMENT**

Mr. DeLeon presented report regarding planned development in the Authority and stated that a new apartment complex is planned in Hardy Yards Reserve.

#### **HERNANDEZ TUNNEL**

Mr. McClung reported on the work planned for the tunnel. He noted that the tunnel will be closed for the entire construction period. Mr. McClung also reported that the mural will be

painted upon completion of construction and will reflect Judge Hernandez's interests. The Board discussed options for informing the community of the pending closure of the tunnel.

### **BOOKKEEPER'S REPORT**

Ms. Salinas then presented the bookkeeper's report and invoices submitted for payment to the Board for review and approval. A copy of the bookkeeper's report is attached to these minutes. Mr. Madsen asked for clarification of the procedures for processing invoices that are to be paid outside of a Board meeting. The Board stated that all invoices should be sent to Mr. DeLeon, the bookkeeper and Directors Reyes, Zamarripa and Cavazos for approval.

Following discussion on the bookkeeper's report and the invoices submitted for payment, upon a motion made by Director Zamarripa and seconded by Director Cavazos, the Board voted unanimously to approve the bookkeeper's report and the invoices submitted for payment.

### **CAPITAL IMPROVEMENTS**

Mr. DeLeon informed the Board that the North Houston Highway Improvements Project (the "Project") will go through the boundaries of the Authority and take value from the Authority. He stated that the Authority has contracted with Jones & Carter to generate a library of maps for the Authority showing the impact of the Project. Mr. Lord informed the Board that the developer has been notified of the pending loss of value. He also reported that the City is not considering annexations by TIRZs. No Board action was necessary.

### **REQUESTS FOR QUALIFICATIONS**

Director Castillo reported that the Authority had two responses to the requests for qualifications for bookkeeping services. Mr. Madsen questioned whether the request was a reflection on his firm's services and the Board replied no. The Board requested that Mr. Madsen's firm be allowed to submit a proposal and deferred action on the matter until the next meeting.

### **PUBLIC COMMENTS**

There were no comments from the public.

### **CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTIONS 551.087, CHAPTER 551, TEXAS GOVERNMENT CODE**

The Board did not go into executive session.

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

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Secretary

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Bookkeeper's Report .....	3
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## **MINUTES OF REGULAR MEETING**

**OF**

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Secretary

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HARDY/NEAR NORTHSIDE TIRZ #21

Balance Sheet

As of May 13, 2019

	<u>May 13, 19</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
BBVA Compass	100,517.39
Tex Pool AC 7932300001	678,329.92
<b>Total Checking/Savings</b>	<u>778,847.31</u>
<b>TOTAL ASSETS</b>	<u><u>778,847.31</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
*Accounts Payable	30,693.61
<b>Total Liabilities</b>	<u>30,693.61</u>
<b>Equity</b>	
*Fund Balance	1,620,067.27
Net Income	-871,913.57
<b>Total Equity</b>	<u>748,153.70</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>778,847.31</u></u>

**HARDY/NEAR NORTHSIDE TIRZ # 21**

**Profit Loss Budget vs. Actual**

July 1, 2018 through May 13, 2019

	Actual	Budget		
	July 1, 2018 - May 13, 2019	July 1, 2018 - June 30, 2019	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
Grant Income - Construction	0.00	87,381.00	-87,381.00	0.00%
Interest on Checking Account	432.77	162.00	270.77	267.14%
Interest on TexPool	12,336.64	170.00	12,166.64	7256.85%
Tax Increments	0.00	469,609.00	-469,609.00	0.00%
<b>Total Income</b>	<b>12,769.41</b>	<b>557,322.00</b>	<b>-544,552.59</b>	<b>2.29%</b>
<b>Gross Profit</b>	<b>12,769.41</b>	<b>557,322.00</b>	<b>-544,552.59</b>	<b>2.29%</b>
<b>Expense</b>				
<b>Program and Project Consultants</b>				
General Counsel Representation	14,722.36	20,000.00	-5,277.64	73.61%
Planning Consultants	13,912.50	25,000.00	-11,087.50	55.65%
Engineering Consultants	2,465.75	40,000.00	-37,534.25	6.16%
Other Consultants	1,708.50	0.00	1,708.50	100.00%
<b>Total Program and Project Consultants</b>	<b>32,809.11</b>	<b>85,000.00</b>	<b>-52,190.89</b>	<b>38.60%</b>
<b>TIRZ Administration Overhead</b>				
Accounting Services	18,795.00	10,000.00	8,795.00	187.95%
Administrative Services	9,743.41	8,000.00	1,743.41	121.79%
Audit Services	8,250.00	10,000.00	-1,750.00	82.50%
Office Expense	0.00	250.00	-250.00	0.00%
Insurance	928.06	2,000.00	-1,071.94	46.40%
Bank Charges	14.40	0.00	14.40	100.00%
<b>Total TIRZ Administration Overhead</b>	<b>37,730.87</b>	<b>30,250.00</b>	<b>7,480.87</b>	<b>124.73%</b>
Developer Reimbursement	814,143.00	531,739.00	282,404.00	153.11%
<b>Total Expense</b>	<b>884,682.98</b>	<b>646,989.00</b>	<b>237,693.98</b>	<b>136.74%</b>
<b>Net Loss</b>	<b>-871,913.57</b>	<b>-89,667.00</b>	<b>-782,246.57</b>	<b>972.39%</b>

# HARDY/NEAR NORTHSIDE TIRZ # 21

## Profit Loss Detail

July 1, 2018 through May 13, 2019

Type	Date	Memo	Amount
<b>Ordinary Income/Expense</b>			
<b>Income</b>			
<b>Interest Income checking</b>			
Deposit	07/02/2018	Interest	67.26
Deposit	08/01/2018	Interest	160.94
Deposit	09/01/2018	Interest	53.13
Deposit	10/31/2018	Interest	26.20
Deposit	11/30/2018	Interest	26.56
Deposit	12/31/2018	Interest	21.09
Deposit	01/02/2019	Interest	21.44
Deposit	02/01/2019	Interest	21.45
Deposit	03/01/2019	Interest	17.63
Deposit	04/01/2019	Interest	17.07
Total Interest Income checking			432.77
<b>Interest on TexPool</b>			
Deposit	07/31/2018	Interest	1,068.81
Deposit	08/31/2018	Interest	1,088.05
Deposit	09/28/2018	Interest	1,095.73
Deposit	10/28/2018	Interest	1,218.55
Deposit	11/30/2018	Interest	1,213.98
Deposit	12/31/2018	Interest	1,304.77
Deposit	01/31/2019	Interest	1,365.64
Deposit	02/28/2019	Interest	1,240.09
Deposit	03/29/2019	Interest	1,386.47
Deposit	04/30/2019	Interest	1,354.55
Total Interest on TexPool			12,336.64
Total Income			12,769.41
Gross Profit			12,769.41
<b>Expense</b>			
<b>Program and Project Consultants</b>			
<b>Planning Consultants</b>			
Bill	10/01/2018	General Consulting Services June 2018 through September 2018	2,775.00
Bill	02/06/2019	General Consulting Services July 2018 through February 2019	3,712.50
Bill	05/06/2019	General Consulting Services February through May 2019	7,425.00
Total Planning Consultants			13,912.50
<b>Engineering Consultation</b>			
Bill	08/06/2018	Professional services from June 30, 2018 to July 27, 2018	2,065.75
Bill	11/09/2018	Professional services from September 29, 2018 to October 26, 2018	400.00
Total Engineering Consultation			2,465.75

**No Assurance Is Provided.**

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# HARDY/NEAR NORTHSIDE TIRZ # 21

## Profit Loss Detail

July 1, 2018 through May 13, 2019

### Legal Consultants

#### General Counsel Representation

Bill	07/23/2018	Meeting Services through June 30 2018	200.00
Bill	08/31/2018	Meeting Services through August 31 2018	1,600.00
Bill	10/04/2018	Capital Improvements Project through September 2018	630.00
Bill	11/08/2018	General Counsel services through October 31, 2018	2,868.75
Bill	11/08/2018	General Counsel services through October 31, 2018	919.50
Bill	12/06/2018	Capital Improvements Project through November 2018	7,632.00
Bill	01/07/2019	Capital Improvements Project through December 2018	715.50
Bill	03/05/2019	General Counsel services through February 28, 2019	1,047.00
Bill	04/04/2019	General Counsel services through March 31, 2019	145.25
Credit	04/04/2019	Credit applied toward Bracewell invoice #21845225	-1,035.64
		Total General Counsel Representation	<u>14,722.36</u>
		Total Legal Consultants	<u>14,722.36</u>

#### Other Consultants

Bill	07/01/2018	Monthly Consultant Services fee per Contract	155.10
Bill	08/01/2018	Monthly Consultant Services fee per Contract	155.10
Bill	09/01/2018	Monthly Consultant Services fee per Contract	155.10
Bill	10/01/2018	Monthly Consultant Services fee per Contract	155.10
Bill	11/01/2018	Monthly Consultant Services fee per Contract	155.10
Bill	12/01/2018	Monthly Consultant Services fee per Contract	155.10
Bill	01/01/2019	Monthly Consultant Services fee per Contract	155.10
Bill	02/01/2019	Monthly Consultant Services fee per Contract	155.70
Bill	03/01/2019	Monthly Consultant Services fee per Contract	155.70
Bill	04/01/2019	Monthly Consultant Services fee per Contract	155.70
Bill	05/01/2019	Monthly Consultant Services fee per Contract	155.70
		Total Other Consultants	<u>1,708.50</u>
		Total Program and Project Consultants	<u>32,809.11</u>

### TIRZ Administration Overhead

#### Accounting Services

Bill	09/18/2018	Prepare for and attend June 2018 Board meeting, Bookkeeping procedures for April 2018 through June 2018, Prepare for September 2018 board meeting	9,063.00
Bill	10/11/2018	Prepare for September 2018 Board meeting, Bookkeeping procedures through October 1 2018, Prepare for October 1, 2018 board meeting	2,093.00
Bill	02/05/2019	Prepare for October 2018 Board meeting, Bookkeeping procedures through February 3, 2019, Preparation of year end Forms 1099, Preliminary preparation for February 11, 2019 board meetings	3,467.00

No Assurance Is Provided.

# HARDY/NEAR NORTHSIDE TIRZ # 21

## Profit Loss Detail

July 1, 2018 through May 13, 2019

### Accounting Services (Continued)

Prepare for February 2019 Board meeting,  
Bookkeeping procedures through April 30, 2019,  
Post Board meeting procedures, Assistance with

Bill	05/02/2019	ACH set-up process	4,172.00
Total Accounting Services			18,795.00

### Administrative Services

Bill	07/31/2018	Meeting services through July 31 2018	1,102.50
Bill	08/13/2018	Meeting services through August 31 2018	395.38
Bill	10/04/2018	Meeting services through September 30, 2018	2,501.85
Bill	11/08/2018	Meeting services through October 31, 2018	2,677.50
Bill	12/05/2018	Meeting services through November 30, 2018	393.75
Bill	01/07/2019	Meeting services through December 31, 2018	708.75
Bill	02/05/2019	Meeting services through January 31, 2019	1,260.00
Credit	02/05/2019	Credit applied toward Bracewell invoice #21842948	-2,769.22
Bill	03/05/2019	Meeting services through February 28, 2019	2,520.00
Bill	04/04/2019	Meeting services through March 31, 2019	171.90
Bill	05/03/2019	Meeting services through April 30, 2019	781.00
Total Administrative Services			9,743.41

### Audit Services

Bill	09/10/2018	FYE 06.30.18 Audit	6,000.00
Bill	10/29/2018	FYE 06.30.18 Audit - final billing	2,250.00
Total Audit Services			8,250.00

### Bank Charges

Check	07/16/2018	Service Charge	1.80
Check	11/16/2018	Service Charge	0.60
Check	12/16/2018	Service Charge	0.60
Check	03/15/2019	Service Charge	11.40
Total Bank Charges			14.40

### Insurance - Liability

Bill	12/01/2018	2018-2019 FY Insurance	928.06
Total Insurance - Liability			928.06

Total TIRZ Administration Overhead			37,730.87
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### Developer Reimbursement

Check	07/31/2018	Reimbursement to CRV Hardy Yards	799,143.00
Bill	02/19/2019	Alfred J. Hernandez Tunnel Mural	15,000.00

Total Developer Reimbursement			814,143.00
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Total Expense			884,682.98
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Net Loss			-871,913.57
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No Assurance Is Provided.

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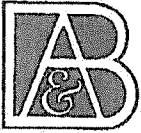
**HARDY/NEAR NORTHSIDE TIRZ # 21**

**Unpaid Bills Detail**

As of May 13, 2019

Type	Date	Num	Memo	Open Balance	Pages
<b>Bentley, Bratcher &amp; Associates, P.C.</b>					
			Prepare for February 2019 Board meeting, Bookkeeping procedures through April 30, 2019, Post Board meeting procedures, Assistance with ACH set-up process		
Bill	05/02/2019	13030-001-026		4,172.00	7
Total Bentley, Bratcher & Associates, P.C.				<u>4,172.00</u>	
<b>BRACEWELL LLP</b>					
Bill	03/05/2019	21845224	Meeting services through February 28, 2019	2,520.00	8
Bill	03/05/2019	21845225	General Counsel Services through February 28, 2019	1,047.00	11
Bill	04/04/2019	21847869	Meeting services through March 31, 2019	171.90	12
Bill	04/04/2019	21847903	General Counsel Services through March 31, 2019	145.25	14
Credit	04/04/2019	21845225C	Credit applied toward Bracewell invoice #21845225	-1,035.64	15
Bill	05/03/2019	21849319	Meeting services through April 30, 2019	781.00	16
Total BRACEWELL LLP				<u>3,629.51</u>	
<b>Equi-Tax Inc.</b>					
Bill	03/01/2019	53675	Monthly Consultant Services fee per Contract	155.70	17
Bill	04/01/2019	53854	Monthly Consultant Services fee per Contract	155.70	18
Bill	05/01/2019	53960	Monthly Consultant Services fee per Contract	155.70	19
Total Equi-Tax Inc.				<u>467.10</u>	
<b>Greater Northside Management District</b>					
Bill	02/19/2019	1	Alfred J. Hernandez Tunnel Mural	15,000.00	20
Total Greater Northside Management District				<u>15,000.00</u>	
<b>TIFWorks, LLC</b>					
Bill	05/06/2019	9	General Consulting Services February through May 2019	7,425.00	21
Total TIFWorks, LLC				<u>7,425.00</u>	
<b>TOTAL</b>				<u><u>30,693.61</u></u>	





# BENTLEY, BRATCHER & ASSOCIATES, P.C.

Certified Public Accountants

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Hardy/Near Northside Redevelopment Authority  
515 W. Greens Rd., Suite 710  
Houston, TX 77067

**Invoice Date:** May 2, 2019  
**Invoice Number:** 13030-001-026

For professional services rendered through April 30, 2019 in connection with the following:

- ❖ Prepare for February Board meeting
- ❖ Attend February Board meeting
- ❖ Post Board meeting procedures
- ❖ Bookkeeping procedures April 30, 2019
- ❖ Assistance with ACH set-up process

as well as miscellaneous advice and consultation related thereto \$ 4,172

*As a reminder, our invoices are due and payable within 30 days from the invoice date, noted above. Interest commences at the rate of 1.5% per month for any portion of a month the invoice is outstanding beyond this time period.*

# BRACEWELL

Hardy/Near Northside Redevelopment Authority  
c/o John R. Madsen  
6750 West Loop South Freeway  
Bellaire, TX 77401-4108

March 05, 2019  
Invoice Number: 21845224  
BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000003 For Services Through February 28, 2019  
Meeting Services

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/01/19	Email to the auditor regarding information requested by the City and the GLO; discussions regarding sending a messenger to pick up cds of the hardy yards documentation requested by the City/GLO; prepare email to the Board and consultants transmitting the draft agenda for review and comment; research cds and Authority files for the Texas Sterling contract; implement R DeLeon's comments to the agenda; email correspondence regarding meeting matters	Deborah Russell	2.75	315.00	866.25
02/04/19	Email correspondence with C Black and S Ladell regarding the information needed by the GLO to conduct the audit of Hardy Yards project	Deborah Russell	0.25	315.00	78.75
02/05/19	Email correspondence with R DeLeon regarding a request for the Interlocal Agreement related to the GLO funds; transmit same; email correspondence from S Ladell and Jones Carter regarding the GLO requests for reviewing the Hardy Yards project	Deborah Russell	0.25	315.00	78.75
02/06/19	Discussions with C Lord regarding the minutes of the October meeting and the agenda for the February meeting	Deborah Russell	0.25	315.00	78.75
02/07/19	Prepare email to the board transmitting the board packet for the February meeting; prepare email to L Rodriguez transmitting the agenda for posting; prepare email to the board requesting a response regarding quorum for the meeting	Deborah Russell	0.25	315.00	78.75

# BRACEWELL

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Client: Hardy/Near Northside Redevelopment Authority

March 05, 2019  
Invoice Number: 21845224

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/08/19	Prepare email to the distribution list transmitting the agenda for the February meeting; implement revisions to the distribution list; email correspondence with the auditor regarding meeting matters; email from J Alba regarding the posting of the agenda; conference call with the City, Grantworks, engineer, R DeLeon regarding the GLO review of the Hardy Yards project	Deborah Russell	0.50	315.00	157.50
02/11/19	Travel to and attend the February meeting	Deborah Russell	2.00	315.00	630.00
02/12/19	Email correspondence with S Ladell regarding information needed by the GLO; transmit same; email from S Ladell requesting additional minutes from the October meeting; review email from Jones Carter regarding the construction contract documentation; discussions regarding saving the file to the Authority's electronic files	Deborah Russell	0.25	315.00	78.75
02/13/19	Scan the minutes of the October meeting; prepare email to S Ladell as requested in connection with the GLO review of the construction contracts	Deborah Russell	0.25	315.00	78.75
02/15/19	Prepare the minutes of the February meeting	Deborah Russell	1.00	315.00	315.00
02/25/19	Telephone conference with R Reyna regarding director information	Deborah Russell	0.25	315.00	78.75
<b>Total Fees</b>					<b>\$ 2,520.00</b>

Bracewell LLP 711 Louisiana Street, Suite 2300 Houston, Texas 77002 bracewell.com

AUSTIN CONNECTICUT DALLAS DUBAI HOUSTON LONDON NEW YORK SAN ANTONIO SEATTLE WASHINGTON, DC

# BRACEWELL

Client: Hardy/Near Northside Redevelopment Authority

March 05, 2019  
Invoice Number: 21845224

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Deborah Russell	Paralegal	<u>8.00</u>	315.00	<u>2,520.00</u>
		8.00		\$ 2,520.00
<b>Total Summary of Fees</b>				

**Total Fees, Expenses and Charges**

**\$ 2,520.00**

# BRACEWELL

Hardy/Near Northside Redevelopment Authority  
 c/o John R. Madsen, Bookkeeper  
 6750 West Loop South Freeway  
 Bellaire, TX 77401-4108

March 05, 2019  
 Invoice Number: 21845225  
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000001 For Services Through February 28, 2019  
 General Counsel

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/08/19	Telephone conference regarding GLO audit; handle audit issues	Clark Stockton Lord	1.00	400.00	400.00
02/11/19	Prepare for and attend Board meeting	Clark Stockton Lord	1.50	400.00	600.00
<b>Total Fees</b>					<b>\$ 1,000.00</b>

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Clark Stockton Lord	Partner	2.50	400.00	1,000.00
<b>Total Summary of Fees</b>				<b>\$ 1,000.00</b>

## Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
02/01/19	Delivery Services/Messenger	3rd Party Courier 2019-02-01 Deborah Russell #382050	\$47.00
<b>Total Expenses</b>			<b>\$47.00</b>

**Total Fees, Expenses and Charges** **\$ 1,047.00**

Bracewell LLP 711 Louisiana Street, Suite 2300 Houston, Texas 77002 bracewell.com

# BRACEWELL

Hardy/Near Northside Redevelopment Authority  
 c/o John R. Madsen  
 6750 West Loop South Freeway  
 Bellaire, TX 77401-4108

April 04, 2019  
 Invoice Number: 21847869  
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000003 For Services Through March 31, 2019  
 Meeting Services

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
03/07/19	filing in accordance with the Records Management Act	Deborah Russell	0.25	315.00	78.75
03/22/19	Email correspondence with R DeLeon regarding the Hernandez Tunnel contract	Deborah Russell	0.25	315.00	78.75
<b>Total Fees</b>					<b>\$ 157.50</b>

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Deborah Russell	Paralegal	0.50	315.00	157.50
<b>Total Summary of Fees</b>				<b>\$ 157.50</b>

## Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
03/01/19	Local Travel	Russell, Deborah J. - : 04/23/18 - Mileage Debbie Russell Attend the Hardy/Near Northside RA Board meeting 010031370909	\$4.80
03/01/19	Local Travel	Russell, Deborah J. - : 09/24/18 - Mileage Debbie Russell Attend the Hardy/Near Northside RA Board meeting 010031370909	\$4.80

Bracewell LLP 711 Louisiana Street, Suite 2300 Houston, Texas 77002 bracewell.com

AUSTIN CONNECTICUT DALLAS DUBAI HOUSTON LONDON NEW YORK SAN ANTONIO SEATTLE WASHINGTON, DC

# BRACEWELL

Client: Hardy/Near Northside Redevelopment Authority

April 04, 2019  
Invoice Number: 21847869

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
03/01/19	Local Travel	Russell, Deborah J. - : 05/11/18 - Mileage Debbie Russell Attend the Hardy/Near Northside RA Board meeting 010031370909	\$4.80
<b>Total Expenses</b>			<hr/> <b>\$14.40</b>

**Total Fees, Expenses and Charges**

**\$ 171.90**

# BRACEWELL

Hardy/Near Northside Redevelopment Authority  
c/o John R. Madsen, Bookkeeper  
6750 West Loop South Freeway  
Bellaire, TX 77401-4108

April 04, 2019  
Invoice Number: 21847903  
BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000001 For Services Through March 31, 2019  
General Counsel

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/05/18	Audit letter preparation	Mary D. Bishop	0.25	581.00	145.25
<b>Total Fees</b>					<b>\$ 145.25</b>

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary D. Bishop	Counsel	0.25	581.00	145.25
<b>Total Summary of Fees</b>				<b>\$ 145.25</b>

**Total Fees, Expenses and Charges** **\$ 145.25**



# BRACEWELL

## REMITTANCE PAGE

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

April 04, 2019  
Invoice Number: 21847903

Matter No: 0037619.000001

Total Fees	\$ 145.25
Total Expenses	\$ 0.00
Total Fees, Expenses and Charges	\$ 145.25
<b>Total Current Billing for this Matter</b>	<b>\$ 145.25</b>
Balance Forward	\$1,047.00
Credit applied to Invoice 21845225	-1,035.64
<b>Please Remit Total Balance Due</b>	<b>\$ 156.61</b>

**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 No: 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 the invoice number as a reference when sending the wire. 21847903

### 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 LLP 711 Louisiana Street, Suite 2300 Houston, Texas 77002 bracewell.com

AUSTIN CONNECTICUT DALLAS DUBAI HOUSTON LONDON NEW YORK SAN ANTONIO SEATTLE WASHINGTON, DC

# BRACEWELL

Hardy/Near Northside Redevelopment Authority  
 c/o John R. Madsen  
 6750 West Loop South Freeway  
 Bellaire, TX 77401-4108

May 03, 2019  
 Invoice Number: 21849319  
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000003 For Services Through April 30, 2019  
 Meeting Services

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/29/19	Conference call with R. De Leon regarding upcoming meeting and agenda items; Conference call with C. Lord regarding the same.	Tiffany N. Marquez	0.25	284.00	71.00
04/30/19	Review meeting minutes; Draft agenda; Conference call with auditor regarding proposal for auditing services for fiscal year end 2019; Conference call with C. Lord regarding the same; Organize and coordinate meeting file.	Tiffany N. Marquez	2.50	284.00	710.00
<b>Total Fees</b>					<b>\$ 781.00</b>

### Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffany N. Marquez	Paralegal	2.75	284.00	781.00
<b>Total Summary of Fees</b>		<b>2.75</b>		<b>\$ 781.00</b>

**Total Fees, Expenses and Charges** **\$ 781.00**

# Equi-Tax Inc.

# Invoice

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

DATE	INVOICE #
3/1/2019	53675

BILL TO
TIRZ 21 - Hardy / Near Northside c/o Ralph DeLeon Tifworks, L.L.C. P.O. Box 10330 Houston TX 77206

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract	155.70
Invoice emailed to: Tracy Salinas at <a href="mailto:tracy@bentleyassoc.com">tracy@bentleyassoc.com</a> Middy Ragwar at <a href="mailto:middy@bentleyassoc.com">middy@bentleyassoc.com</a> John Madsen at <a href="mailto:john@bentleyassoc.com">john@bentleyassoc.com</a> Ralph DeLeon at <a href="mailto:rdeleon1028@sbcglobal.net">rdeleon1028@sbcglobal.net</a> cc'ed	

<b>Total</b>	<b>\$155.70</b>
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# Equi-Tax Inc.

# Invoice

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

DATE	INVOICE #
4/1/2019	53854

BILL TO
TIRZ 21 - Hardy / Near Northside c/o Ralph DeLeon Tifworks, L.L.C. P.O. Box 10330 Houston TX 77206

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract	155.70
Invoice emailed to: Tracy Salinas at <a href="mailto:tracy@bentleyassoc.com">tracy@bentleyassoc.com</a> Middy Ragwar at <a href="mailto:middy@bentleyassoc.com">middy@bentleyassoc.com</a> John Madsen at <a href="mailto:john@bentleyassoc.com">john@bentleyassoc.com</a> Ralph DeLeon at <a href="mailto:rdeleon1028@sbcglobal.net">rdeleon1028@sbcglobal.net</a> cc'ed	

<b>Total</b>	<b>\$155.70</b>
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# Equi-Tax Inc.

# Invoice

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

DATE	INVOICE #
5/1/2019	53960

BILL TO
TIRZ 21 - Hardy / Near Northside c/o Ralph DeLeon Tifworks, L.L.C. P.O. Box 10330 Houston TX 77206

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract	155.70
Invoice emailed to: Tracy Salinas at <a href="mailto:tracy@bentleyassoc.com">tracy@bentleyassoc.com</a> Middy Ragwar at <a href="mailto:middy@bentleyassoc.com">middy@bentleyassoc.com</a> John Madsen at <a href="mailto:john@bentleyassoc.com">john@bentleyassoc.com</a> cc'ed Ralph DeLeon at <a href="mailto:rdeleon1028@sbcglobal.net">rdeleon1028@sbcglobal.net</a>	

<b>Total</b>	<b>\$155.70</b>
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Greater Northside Management District  
615 North Loop East Ste. 104  
Houston Texas 77022  
713-229-0900



INVOICE REQUEST NO. 1 HERNANDEZ TUNNEL MURAL

2/19/19

**BILL TO**

TIRZ #21 Hardy/Near Northside  
Economic Development

Attention: Debbie Russell  
BRACEWELL LLP  
711 Louisiana Street Suite 2300 |  
Houston, TX | 77002-2770

QUANTITY	DESCRIPTION	UNIT PRICE	TOTAL
1	Alfred J. Hernandez Tunnel Mural by Muralist Artist Gelson D. Lemus (W3R3ON3)	\$15,000	\$15,000
<b>TOTAL</b>			<b>\$15,000</b>

Thank you

Greater Northside Management District

Make all checks payable to Greater Northside Management District

# INVOICE

Date: 5/6/2019  
Invoice # Number 9

TIFWorks, LLC  
P.O. Box 10330  
Houston, Texas 77206  
(832)-978-5910  
rdeleon1028@sbcglobal.net

To

Ed Reyes  
Chairman of the Board  
Hardy/Near Northside Redevelopment Authority  
Tax Increment Investment Zone Number  
Twenty-One, City of Houston

<i>Salesperson</i>	<i>Job</i>	<i>Payment Terms</i>	
Ralph De Leon	Hardy/Near Northside Redevelopment Authority General Consulting Services	Due Upon Receipt	
<i>Qty</i>	<i>Description</i>	<i>Unit Price</i>	<i>Line Total</i>
Labor (Hours)	Meetings, Travel, Mileage, Electronic Correspondence and Telephone Calls:		
2.25	Electronic and Telephonic Correspondence February, March, April thru May 12, 2019.	\$150.00	\$337.00
2.5	2/11/2019 - Preparation for and attend Board of Directors meeting, debriefing with Mario and ED Staff, includes mileage and travel.	\$150.00	\$375.00
6	3/4/2019 - Preparation for and drafting of TIRZ Annexation Executive Summary, development of informational packages, including maps and financials, attend and participate in meeting with CM Cisneros, includes mileage, travel and parking.	\$150.00	\$900.00
2.25	3/11/2019 - Research and draft Proposed Annexation Information Summary for Harris County Commissioner Adrian Garcia, including documentation of developer debt, tax increments gross and net, and loss of increment reports attributable to TxDOT I-10 Expansion Project.	\$150.00	\$337.50
3.5	3/12/2019 - Research and draft Harris County TIRZ Participation Request Sheets and Harris County TIRZ System Participation Fact Sheet for Commissioner Adrian Garcia, scan and distribution of same.	\$150.00	\$525.00
.75	3/18/2019 - Review of documents and participation on conference call with COH, GLO, RPS and Contractor regarding Hernandez Tunnel Project.	\$150.00	\$112.50
6	3/19/2019 - Field Work including photo-documentation of existing conditions, development of and drafting of Cut-Sheets, narrative, Executive Summary and preparation of packages needed for meeting with CM Cisneros and COH ED Staff, includes mileage and travel.	\$150.00	\$900.00
2.0	3/24/2019 - Prepare of and review of Notice to Proceed documents for Hernandez Tunnel Project, deliver to Chairman for signature, retrieve executed document, scan and distribute same to COH, RPS, and Contractor. Includes mileage and travel.	\$150.00	\$300.00
2.25	3/25/2019 - Preparation for and attendance of meeting with CM Cisneros, TIRZ Board Members, ED Staff NO-	\$150.00	\$337.50

	SHOWED, meeting was canceled, includes mileage, travel and parking.		
5	3/25/2019 - Preparation and assemble of packages needed for distribution to community members, staff TIRZ info table at District H CIP meeting, including mileage and travel.	\$150.00	\$750.00
2.5	3/29/2019 - Field Work, photo-documentation of existing conditions, development of and drafting of Cut-Sheets, narrative, Executive Summary and preparation of packages needed for meeting with CM Cisneros and COH ED Staff, includes mileage and travel.	\$150.00	\$375.00
3.25	4/1/2019 - Draft forms and process Pay Application No. 1 documentation for Hernandez Tunnel Project, deliver to Chairman/Secretary for signature, retrieval for same, scan and distribute to COH, GLO, RPS for processing. Field inspection/verification of same, includes mileage and travel.	\$150.00	\$487.50
4.25	4/2/2019 - Prepare for and attend meeting with CM Cisneros, TIRZ Board members and ED Staff regarding Proposed Annexation, includes mileage, travel and parking.	\$150.00	\$637.50
.5	4/12/2019 - Preparation for and participation on conference call with COH, GLO RPS, regarding Hernandez Tunnel Project.	\$150.00	\$75.00
6.5	5/1/2019 - Research Proposed Annexation territory, download relevant Facet Maps from HCAD, assemble Facet Maps, prepare for community input workshops, includes mileage and travel.	\$150.00	\$975.00
<b>Subtotal</b>			\$7,425.00
<b>Total</b>			\$7,425.00

Make all checks payable to TIFWorks, LLC

**Thank you for your business!**



Hardy Near Northside Tirz  
 Quarterly Investment Report  
 As of March 31, 2019

INVESTMENT IN TEXPOOL

FUND	BEGINNING BALANCE	DEPOSIT (WITHDRAW)	INTEREST EARNED	ENDING BALANCE
REVENUE FUND	\$ 672,983.17	-	3,992.20	676,975.37
TOTAL	672,983.17	-	3,992.20	676,975.37

TexPool Average interest for the month of January 2019

TexPool Average interest for the month of February 2019

TexPool Average interest for the month of March 2019

0.2025%  
 0.1836%  
 0.2048%

The above information comprises the quarterly investment report for Hardy Near Northside Tirz for the quarter ended March 31, 2019. The undersigned acknowledge that the Board's investment portfolio has been and is in compliance with the policies and strategies as contained in the Board's Investment Policy and also in compliance with the Public Funds Investment Act of the State of Texas.

Edward Reyes -- Chair

Lloyd Burke

Richard Cantu

Sylvia Cavazos -- Secretary

Fernando Zamarripa