

HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

June 18, 2018

**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 **Monday, June 18, 2018, at 4:00 p.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. 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.
3. Improvements to the Hernandez Tunnel:
 - a. Construction payment approval process; and
 - b. Update on construction of the Hernandez Tunnel.
4. Adopt Annual Fiscal Year 2019 Operating Budget of the Authority, and Five-Year CIP Budget for the Zone.
 - a. TIRZ 21 – Tax Year 2017 Increment Report.
5. Bookkeeper's Report, including:
 - a. payment of invoices;
 - b. investment report.
6. Capital improvements plan, economic development projects and Zone boundary extensions, including:
 - a. Jones and Carter: Work Order No. 1 – Mapping of future 1-10 realignment within boundaries of the Zone.
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.



Clark Stockton Lord
Attorney for the Authority and the Zone

MINUTES OF REGULAR MEETING

OF

HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

April 23, 2018

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 23rd day of April 2018, 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

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

Also present were: Clark Lord and Debbie Russell of Bracewell LLP; Tracy Salinas of Bentley, Bratcher & Associates, P.C.; Ralph DeLeon of Tifworks; Joel Alba with the City of Houston; Justin Jenkins of McCall Gibson Swedlund and Barfoot, PLLC and Kristen Hennings of Jones Carter.

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 September 25, 2017. Following discussion, upon a motion made by Director Cavazos and seconded by Director Zamarripa, the Board voted unanimously to approve the minutes of September 25, 2017.

ENGAGE AUDITOR FOR FISCAL YEAR ENDING JUNE 30, 2018

Mr. Jenkins then presented an engagement letter from McCall Gibson Swedlund Barfoot, PLLC to conduct the Authority’s audit for fiscal year ending June 30, 2018, noting a cost range of \$7,250-\$8,000. Following discussion, upon a motion made by Director Burke and seconded by Director Cavazos, the Board voted unanimously to approve the audit engagement letter presented by Mr. Jenkins.

AGREEMENT WITH EQUI-TAX INC.

Mr. Lord presented the proposed agreement between the Authority and Equi-Tax Inc. Mr. DeLeon explained that Equi-Tax would examine the tax rolls to identify any properties that were not coded to the Authority. After discussion, Director Burke moved that the Board approve the agreement with Equi-Tax as presented. Director Cavazos seconded the motion and it carried by unanimous vote.

CONTRACT WITH JONES CARTER FOR ENGINEERING SERVICES

The Board next considered an agreement with Jones Carter for engineering services. After discussion, Director Burke moved that the Board approve the agreement as presented. Director Zamarripa seconded the motion and it carried by unanimous vote.

AMENDMENT TO INTERLOCAL AGREEMENT FOR HERNANDEZ TUNNEL

Mr. Lord informed the Board that the original interlocal agreement with the City must be amended to provide for a second phase of work which includes the rehabilitation of Hernandez Tunnel. He presented the First Amendment to Interlocal Agreement for the Board's review. After review and discussion, Director Burke moved that the Board approve the First Amendment to Interlocal Agreement. Director Cavazos seconded the motion which carried unanimously.

CONSTRUCTION PAYMENT APPROVAL PROCESS

The Board next discussed procedures for approving construction pay estimates relating to the Hernandez Tunnel. After discussion, Director Cavazos moved the Board authorize Directors Reyes, Zamarripa and Burke to approve construction pay estimates that are submitted outside of Authority meetings. Director Burke seconded the motion and it carried unanimously.

MURAL FOR HERNANDEZ TUNNEL

Mr. Lord presented an interlocal agreement between the Authority and Greater Northside Management District (the "District") relating the proposed mural for the Hernandez Tunnel providing that the Authority will pay one-half of the cost of the mural up to \$15,000. After discussion, Director Burke moved that the Board approve the Interlocal Agreement with the District as presented. Director Zamarripa seconded the motion and it carried by unanimous vote.

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.

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

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.

Secretary

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MINUTES OF REGULAR MEETING

OF

REINVESTMENT ZONE NUMBER TWENTY-ONE, CITY OF HOUSTON

April 23, 2018

The Board of Directors (the "Board") of Reinvestment Zone Number Twenty-One, City of Houston (the "Zone") convened in regular session, open to the public, at 218 Joyce Street, Houston, Texas, 77009, on the 18th day of April 2018, 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

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

Also present were: Clark Lord and Debbie Russell of Bracewell LLP; Tracy Salinas of Bentley, Bratcher & Associates, P.C.; Ralph DeLeon of Tifworks; Joel Alba with the City of Houston; Justin Jenkins of McCall Gibson Swedlund and Barfoot, PLLC and Kristen Hennings of Jones Carter.

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 September 25, 2017. Following discussion, upon a motion made by Director Cavazos and seconded by Director Zamarripa, the Board voted unanimously to approve the minutes of September 25, 2017.

AGREEMENT WITH EQUI-TAX INC.

Mr. Lord presented the proposed agreement between the Authority and Equi-Tax Inc. Mr. DeLeon explained that Equi-Tax would examine the tax rolls to identify any properties that were not coded to the Authority. After discussion, Director Burke moved that the Board approve the agreement with Equi-Tax as presented. Director Cavazos seconded the motion and it carried by unanimous vote.

AMENDMENT TO INTERLOCAL AGREEMENT FOR HERNANDEZ TUNNEL

Mr. Lord informed the Board that the original interlocal agreement with the City must be amended to provide for a second phase of work which includes the rehabilitation of Hernandez Tunnel. He presented the First Amendment to Interlocal Agreement for the Board's review. After review and discussion, Director Burke moved that the Board approve the First Amendment to Interlocal Agreement. Director Cavazos seconded the motion which carried unanimously.

CONSTRUCTION PAYMENT APPROVAL PROCESS

The Board next discussed procedures for approving construction pay estimates relating to the Hernandez Tunnel. After discussion, Director Cavazos moved the Board authorize Directors Reyes, Zamarrilla and Burke to approve construction pay estimates that are submitted outside of Authority meetings. Director Burke seconded the motion and it carried unanimously.

MURAL FOR HERNANDEZ TUNNEL

Mr. Lord presented an interlocal agreement between the Authority and Greater Northside Management District (the "District") relating the proposed mural for the Hernandez Tunnel providing that the Authority will pay one-half of the cost of the mural up to \$15,000. After discussion, Director Burke moved that the Board approve the Interlocal Agreement with the District as presented. Director Zamarrilla seconded the motion and it carried by unanimous vote.

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.

Secretary

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2019 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 (TY2018):	\$	172,685,374
	Current Taxable Value (TY2017):	\$	166,043,629
	Acres:		326.1
	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 reposition a former Union Pacific rail yard site into a mixed-use development consisting of affordable housing and transit oriented mixed-use development through the design and construction of roadways and streets, utility systems, parks, hike and bike trails, mobility improvements, land acquisition and environmental remediation.
	402/518 /958481

P R O J E C T		Total Plan	Cumulative Expenses (to 6/30/17)	Variance
		Capital Projects:		
	Roadway and Sidewalk Improvements	\$ 37,692,000	\$ 10,074,912	\$ 27,617,088
	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	\$ 10,074,912	\$ 39,829,088
P L A N	Affordable Housing	24,920,874	1,140,515	23,780,359
	School & Education/Cultural Facilities	-	-	-
	Financing Costs	1,700,000	-	1,700,000
	Administration Costs/ Professional Services	2,200,000	436,309	1,763,691
	Creation Costs	-	-	-
	Total Project Plan	\$ 78,724,874	\$ 11,651,736	\$ 67,073,138

D E B T	Additional Financial Data	FY2018 Budget	FY2018 Estimates	FY2019 Budget
		<u>Debt Service</u>	\$ -	\$ -
	Principal	\$ -	\$ -	\$ -
	Interest	\$ -	\$ -	\$ -
		Balance as of 6/30/17	Projected Balance as of 6/30/18	Projected Balance as of 6/30/19
	<u>Year End Outstanding (Principal)</u>			
	Bond Debt	\$ -	\$ -	\$ -
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement	\$ 7,825,483	\$ 7,541,645	\$ 7,257,707
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2019 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2018 Budget	FY2018 Estimates	FY2019 Budget
RESOURCES			
RESTRICTED Funds - Capital Projects	\$ 1,482,469	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Planning and Development	\$ -	\$ 613,107	\$ 613,107
UNRESTRICTED Funds	\$ -	\$ -	\$ -
Beginning Balance	\$ 1,482,469	\$ 613,107	\$ 613,107
City tax revenue	\$ 683,662	\$ 723,318	\$ 761,528
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
Incremental property tax revenue	\$ 683,662	\$ 723,318	\$ 761,528
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Miscellaneous revenue	\$ -	\$ -	\$ -
COH TIRZ interest	\$ 170	\$ 170	\$ 170
Interest Income	\$ 162	\$ 7,579	\$ 162
Other Interest Income	\$ 332	\$ 7,749	\$ 332
	\$ -	\$ -	\$ -
GLO Texas Community Block Grant Program	\$ 1,286,961	\$ -	\$ 87,381
Grant Proceeds	\$ 1,286,961	\$ -	\$ 87,381
	\$ -	\$ -	\$ -
Proceeds from Bank Loan	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Contract Revenue Bond Proceeds	\$ -	\$ -	\$ -
TOTAL AVAILABLE RESOURCES	\$ 3,453,424	\$ 1,344,174	\$ 1,462,348

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2019 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2018 Budget	FY2018 Estimates	FY2019 Budget
EXPENDITURES			
Accounting	\$ 10,000	\$ 10,674	\$ 10,000
Administration Salaries & Benefits	\$ 25,000	\$ 7,822	\$ 8,000
Auditor	\$ 10,000	\$ 8,000	\$ 10,000
Bond Services/Trustee/Financial Advisor	\$ -	\$ -	\$ -
Insurance	\$ 1,000	\$ 928	\$ 2,000
Office Administration	\$ 250	\$ 160	\$ 250
TIRZ Administration and Overhead	\$ 46,250	\$ 27,584	\$ 30,250
Engineering Consultants	\$ -	\$ -	\$ 40,000
Legal	\$ 25,000	\$ 14,702	\$ 20,000
Construction Audit	\$ -	\$ -	\$ -
Planning Consultants	\$ 45,000	\$ 9,540	\$ 25,000
Program and Project Consultants	\$ 70,000	\$ 24,242	\$ 85,000
Management consulting services	\$ 116,250	\$ 51,826	\$ 115,250
Capital Expenditures (See CIP Schedule)	\$ 1,286,961	\$ -	\$ 137,381
TIRZ Capital Expenditures	\$ 1,286,961	\$ -	\$ 137,381
Hardy Yards/Cypress - On-Site	\$ -	\$ 110,382	\$ 110,420
Hardy Yards/Cypress Off-Site	\$ 878,685	\$ 283,839	\$ 283,938
Developer / Project Reimbursements	\$ 878,685	\$ 394,220	\$ 394,358
System debt service	\$ -	\$ -	\$ -
TOTAL PROJECT COSTS	\$ 2,281,896	\$ 446,046	\$ 646,989
Payment/transfer to ISD - educational facilities	\$ -	\$ -	\$ -
Payment/transfer to ISD - educational facilities (Pass Through)	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 34,183	\$ 36,166	\$ 38,076
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ 227,887	\$ 241,106	\$ 253,843
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services (Payable to COH)	\$ -	\$ -	\$ -
Total Transfers	\$ 262,070	\$ 277,272	\$ 291,919
Total Budget	\$ 2,543,966	\$ 723,318	\$ 938,909
RESTRICTED Funds - Capital Projects	\$ 706,523	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds -Planning and Development	\$ -	\$ 613,107	\$ 523,107
UNRESTRICTED Funds	\$ 202,935	\$ -	\$ -
Ending Fund Balance	\$ 909,458	\$ 613,107	\$ 523,107
Total Budget & Ending Fund Balance	\$ 3,453,424	\$ 1,336,425	\$ 1,462,016

Notes:

Council District	CIP No.	Project	Fiscal Year Planned Appropriations								FY19 - FY23 Total	Cumulative Total (To Date)
			Through 2017	Projected 2018	2019	2020	2021	2022	2023			
H	T-2101	Near Northside Hernandez Tunnel	\$ -	-	87,381	-	-	-	-	-	87,381	87,381
0	T-2102	Hernandez Tunnel Mural	\$ -	-	50,000	-	-	-	-	-	50,000	50,000
0	T-2103	FUTURE CIP PROJECT	\$ -	-	-	-	-	-	-	-	-	-
0	T-2104	FUTURE CIP PROJECT	\$ -	-	-	-	-	-	-	-	-	-
H	T-2199	Concrete Panel Replacement Program	\$ -	-	-	-	-	-	-	-	-	-
Totals			\$ -	\$ -	\$ 137,381	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 137,381	\$ 137,381

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Source of Funds	Fiscal Year Planned Appropriations										Cumulative Total (To Date)	
	Through 2017	Projected 2018	2019	2020	2021	2022	2023	FY19 - FY23 Total				
TIRZ Funds	-	-	50,000	-	-	-	-	-	-	-	50,000	50,000
City of Houston	-	-	-	-	-	-	-	-	-	-	-	-
Grants	-	-	87,381	-	-	-	-	-	-	-	87,381	87,381
Other	-	-	-	-	-	-	-	-	-	-	-	-
Project Total	-	-	137,381	-	-	-	-	-	-	-	137,381	137,381

Project: Near Northside Hernandez Tunnel		City Council District: 491	Key Map:	WBS.: T-2101			
Description: Tunnel rehabilitation and South Ramp rehabilitation. Pavement resurfacing, concrete wall surface repairs, pedestrian railing replacements, safety lighting and warning system, graffiti removal		Location: H	Geo. Ref.:				
Justification: Improve walkable and livable communities. Promote common good and general welfare of the community.		Served: H	Neighborhood:				
Operating and Maintenance Costs: (\$ Thousands)							
		2019	2020	2021	2022	2023	Total
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs	-	-	-	-	-	-

Fiscal Year Planned Expenses

Project Allocation	Phase	Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
1	Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2	Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3	Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4	Construction	-	1,199,580	-	87,381	-	-	-	-	\$ 87,381	\$ 87,381
5	Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6	Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7	Other: Construction Mgmt	-	87,381	-	-	-	-	-	-	\$ -	\$ -
	Other Sub-Total:	-	87,381	-	-	-	-	-	-	\$ -	\$ -

Total Allocations	\$ -	\$ 1,286,961	\$ -	\$ -	\$ 87,381	\$ -	\$ -	\$ -	\$ -	\$ 87,381	\$ 87,381
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Source of Funds	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$ -	\$ -
City of Houston	-	-	-	-	-	\$ -	\$ -
Grant Funds	-	1,286,961	-	-	-	\$ 1,286,961	\$ 1,286,961
Other	-	-	-	-	-	\$ -	\$ -

Project: Hernandez Tunnel Mural		City Council District		Key Map:		WBS.:		T-2102	
Description: Mural for Hernandez Tunnel at 50% Cost Sharing with the Near Northside Management District.		Location:		Geo. Ref.:		Neighborhood:			
Justification: Hernandez Tunnel on Main Street is the primary pedestrian pathway between Near Northside communities and downtown Houston.		Served:							
		Operating and Maintenance Costs: (\$ Thousands)							
		2019	2020	2021	2022	2023	Total		
	Personnel	-	-	-	-	-	-		
	Supplies	-	-	-	-	-	-		
	Svcs. & Chgs.	-	-	-	-	-	-		
	Capital Outlay	-	-	-	-	-	-		
	Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
	FTEs	-	-	-	-	-	-		

Fiscal Year Planned Expenses

Project Allocation	Phase	Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
	1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
	2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
	3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
	4 Construction	-	-	-	50,000	-	-	-	-	\$ 50,000	\$ 50,000
	5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
	6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
	7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
	Other Sub-Total:	-	-	-	-	-	-	-	-	\$ -	\$ -

Total Allocations	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ 50,000
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Source of Funds	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$ -	\$ -
City of Houston	50,000	-	-	-	-	\$ 50,000	\$ 50,000
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ 50,000	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ 50,000

HARDY/NEAR NORTHSIDE TIRZ # 21
Balance Sheet
As of June 18, 2018

	June 18, 2018
ASSETS	
Current Assets	
Checking/Savings	
BBVA Compass	585,511.99
Tex Pool AC 7932300001	665,003.41
Total Checking/Savings	1,250,515.40
Other Current Assets	
Accounts Receivable	70,408.12
Total Other Current Assets	70,408.12
Total Current Assets	1,320,923.52
TOTAL ASSETS	1,320,923.52
 LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	34,791.45
Other Current Liabilities	
Due to Developers	7,660,828.75
Accounts Payable- CRV HARDY	70,408.12
Total Current Liabilities	7,766,028.32
Total Liabilities	7,766,028.32
Equity	
Fund Balance	-6,246,729.87
Net Income	-198,374.93
Total Equity	-6,445,104.80
TOTAL LIABILITIES & EQUITY	1,320,923.52

Hardy Near Northside Tirz
 Quarterly Investment Report
 As of June 30, 2018

INVESTMENT IN TEXPOOL

FUND	BEGINNING BALANCE	DEPOSIT (WITHDRAW)	INTEREST EARNED	ENDING BALANCE
REVENUE FUND	\$ 663,125.25	-	910.44	664,035.69
TOTAL	663,125.25	-	910.44	664,035.69

TexPool Average interest for the month of April 2018	0.1373%
TexPool Average interest for the month of May 2018	
TexPool Average interest for the month of June 2018	

The above information comprises the quarterly investment report for Hardy Near Northside Tirz for the quarter ended June 30, 2018. 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.

<hr/> Edward Reyes -- Chair	<hr/> Lloyd Burke	<hr/> Richard Cantu
<hr/> Sylvia Cavazos -- Secretary	<hr/> Fernando Zamarripa	

HARDY/NEAR NORTHSIDE TIRZ # 21
Profit Loss Budget vs. Actual
July 1, 2017 through June 18, 2018

	Actual	Budget	\$ Over Budget	% of Budget
	July 1, 2017 - June 18, 2018	July 1, 2017 - June 30, 2018		
Ordinary Income/Expense				
Income				
Grant Income - Construction	0.00	0.00	0.00	0.0%
Interest on TexPool	7,598.25	162.00	7,436.25	4,690.28%
Interest on Checking Account	729.13	170.00	559.13	428.9%
Tax increments	0.00	433,151.00	-433,151.00	0.0%
Total Income	8,327.38	433,483.00	-425,155.62	1.92%
Gross Profit	8,327.38	433,483.00	-425,155.62	1.92%
Expense				
Program and Project Consultants				
Developments Costs-Hike and Bike Trail	123,022.07	0.00	0.00	0.0%
General Counsel Representation	27,339.18	25,000.00	2,339.18	109.36%
Planning Consultants	11,587.50	45,000.00	-33,412.50	25.75%
Other Consultants	465.30	0.00	0.00	0.0%
Total Program and Project Consultants	162,414.05	70,000.00	-31,073.32	232.02%
TIRZ Administration Overhead				
Accounting Services	11,739.00	10,000.00	1,739.00	117.39%
Administrative Services	13,482.72	25,000.00	-11,517.28	53.93%
Audit Services	18,000.00	10,000.00	8,000.00	180.0%
Bank Charges	3.61	0.00	3.61	100.0%
Insurance - Liability	928.06	1,000.00	-71.94	92.81%
Office Expense	134.87	250.00	-115.13	53.95%
Total TIRZ Administration Overhead	44,288.26	46,250.00	-1,961.74	95.76%
Total Expense	206,702.31	116,250.00	90,452.31	177.81%
Net Ordinary Income	-198,374.93	317,233.00	-515,607.93	-62.53%
Net Income	-198,374.93	317,233.00	-515,607.93	-62.53%

No Assurance Is Provided.

HARDY/NEAR NORTHSIDE TIRZ #21

Profit & Loss Detail

July 1, 2017 through June 18, 2018

Ordinary Income/Expense	Type	Date	Memo	Balance
Income				
Interest Income checking				
	General Journal	07/03/2017	BBVA Bank Interest for July	4.61
	Deposit	08/01/2017	Deposit	78.35
	Deposit	09/30/2017	Deposit	90.91
	Deposit	10/31/2017	Deposit	87.79
	Deposit	11/01/2017	Deposit	73.60
	Deposit	12/31/2017	Deposit	65.32
	Deposit	01/02/2018	Deposit	67.51
	Deposit	02/01/2018	Deposit	67.51
	Deposit	03/01/2018	Deposit	60.99
	Deposit	04/01/2018	Deposit	67.53
	Deposit	05/01/2018	Deposit	65.01
				<u>729.13</u>
Total Interest Income checking				<u>729.13</u>
Interest on TexPool				
	Deposit	07/31/2017	July Interest	542.30
	Deposit	08/01/2017	August Interest	558.22
	Deposit	09/30/2017	September Interest	549.44
	Deposit	10/31/2017	October Interest	577.50
	Deposit	11/15/2017	November Interest	569.57
	Deposit	12/31/2017	December Interest	659.63
	Deposit	01/31/2018	January Interest	728.99
	Deposit	02/28/2018	February Interest	681.99
	Deposit	03/31/2018	March Interest	852.45
	Deposit	04/30/2018	April Interest	910.44
	Deposit	05/31/2018	May interest	967.72
				<u>7,598.25</u>
Total Interest on TexPool				<u>7,598.25</u>
Total Income				<u>8,327.38</u>
Expense				
Development Costs				
	General Journal	06/01/2018	To record development costs -Hike and Bike Trail	123,022.07
Total Development Costs				<u>123,022.07</u>
IT Consulting				
	Check	09/30/2017	Third Amended Project Plan and Reinvesting Zone Financing Plan	7,950.00
	Bill	06/07/2018	General Consulting Services from September 2017 through June 2018	3,637.50
Total IT Consulting				<u>11,587.50</u>

No Assurance Is Provided.

HARDY/NEAR NORTHSIDE TIRZ #21
Profit & Loss Detail
July 1 , 2017 through June 18, 2018

	Type	Date	Memo	Balance
Operations				
Supplies				
	Check	08/15/2017	Check Book	134.87
Total Supplies				<u>134.87</u>
Total Operations				<u>134.87</u>
Program and Project Consultants				
Legal Consultants				
Net Ordinary General Counsel Representation				
	Bill	07/01/2017	General Counsel through May 31, 2017	1,980.00
	Bill	07/06/2017	General Counsel Service through July 31, 2017	180.00
	Bill	09/07/2017	Capital Improvement Project Counsel through August 31, 2017	885.00
	Bill	09/30/2017	General Counsel through September 30, 2017	699.00
	Bill	10/31/2017	General Counsel for October 31, 2017	115.00
	Bill	01/29/2018	General Counsel through December 31 2017	140.75
	Bill	02/14/2018	General Counsel through January 31, 2018	78.75
	Bill	03/07/2018	General Counsel through February 28 2018	315.00
	Bill	03/09/2018	General Counsel through February 28,2018.	4,994.00
	Bill	03/31/2018	General Counsel through March 31,2018	4,845.00
	Bill	05/07/2018	General Counsel through April 30,2018	6,594.18
	Bill	05/14/2018	Capital Improvement Project Counsel through April 30,2018	5,512.50
	Bill	06/06/2018	General Counsel through May 31, 2018	1,000.00
Total General Counsel Representation				<u>27,339.18</u>
Total Legal Consultants				<u>27,339.18</u>
Other Consultants				
	Bill	04/01/2018	Monthly Consultant Services fee per Contract	155.10
	Bill	05/01/2018	Monthly Consultant Services fee per Contract	155.10
	Bill	06/01/2018	Monthly Consultant Services fee per Contract	155.10
Total Other Consultants				<u>465.30</u>
Total Program and Project Consultants				<u>27,804.48</u>
TIRZ Administration Overhead				
Accounting Services				
	Bill	09/18/2017	Bookkeeping March 2017 and April 2017. Prepare for and attend March Board Meeting. Coordination	6,442.00
	Bill	04/04/2018	Prepare for and attend September 2017 Board meeting, Bookkeeping June through November 2017	2,453.00
	Bill	06/02/2018	Prepare for and attend April 2018 Board meeting, Bookkeeping for December 2017 through March 2018, Post board meeting procedures, Discussion with Ralph Leon regarding 2019 budgets and expenditures	2,844.00
Total Accounting Services				<u>11,739.00</u>

HARDY/NEAR NORTHSIDE TIRZ #21
Profit & Loss Detail
July 1 , 2017 through June 18, 2018

	Type	Date	Memo	Balance
Administrative Services				
	Bill	07/01/2017	Meeting Service through May 31, 2017	2,225.53
	Bill	07/06/2017	Meeting Service through July 31, 2017	979.90
	Bill	09/07/2017	Meeting Services through August 31, 2017	75.38
	Bill	09/30/2017	Meeting Services through September 30, 2017	2,964.75
	Bill	10/31/2017	Meeting Service through October 31, 2017	639.75
	Bill	12/07/2017	Meeting Service through November 30, 2017	283.50
	Bill	01/29/2018	Meeting Service through December 31 2017	249.09
	Bill	04/09/2018	Meeting Services through March 31,2018	1,326.85
	Bill	05/04/2018	Meeting Services through April 30, 2018	2,769.22
	Bill	06/06/2018	Meeting Services through May 31, 2018	1,968.75
Total Administrative Services				13,482.72
Audit Services				
	Bill	09/18/2017	Audit of Hardy as of and for the year ended June 30 2017. Including distributions of the report ...	6,000.00
	Bill	10/09/2017	Audit of Hardy as of and for the year ended June 30 2017. Including distributions of the report ...	2,000.00
	Bill	10/12/2017	Preparation of Agreed Upon Procedures Report dated May 31, 2017 for City of Houston Tax Increment Zone 21	10,000.00
Total Audit Services				18,000.00
Bank Charges				
	General Journal	07/03/2017	BBVA Bank Fee	0.95
	Check	08/15/2017	BBVA Bank Fee	0.95
	Check	10/31/2017	BBVA Bank Fee	0.38
	Check	11/15/2017	BBVA Bank Fee	0.57
	Check	05/15/2018	BBVA Bank Fee	0.76
Total Bank Charges				3.61
Insurance - Liability				
	Bill	04/18/2018	2017-2018FY Insurance	928.06
Total Insurance - Liability				928.06
Total Expense				206,702.31
Net Ordinary Income				-198,374.93

HARDY/NEAR NORTHSIDE TIRZ # 21
Unpaid Bills Detail
July 1, 2017 through June 18, 2018

	Type	Date	Number	Memo	Open Balance	Page(s)
Bentley, Bratcher & Associates, P.C.						
	Bill	06/02/2018	13030-001-022	Prepare for and attend April 2018 Board meeting, Bookkeeping for December 2017 through March 2018, Post board meeting procedures, Discussion with Ralph Leon regarding 2019 budgets and expenditures		
					<u>2,844.00</u>	7
Total Bentley, Bratcher & Associates, P.C.					<u>2,844.00</u>	
BRACEWELL LLP						
	Bill	05/04/2018	21823593	General Counsel Services through April 30,2018	6,594.18	8-9
	Bill	05/07/2018	21823432	Meeting Services through April 30,2018	2,769.22	10-12
	Bill	05/14/2018	21824204	Capital Improvement Counsel through April 30,2018	5,512.50	13-14
	Bill	06/06/2018	21825065	General Counsel Services through May 31, 2018	1,000.00	15
	Bill	06/06/2018	21825066	Meeting Services through May 31, 2018	1,968.75	16-17
Total BRACEWELL LLP					<u>17,844.65</u>	
Equi-Tax Inc.						
	Bill	04/01/2018	52591	Monthly Consultant Services fee per Contract	155.10	18
	Bill	05/01/2018	52593	Monthly Consultant Services fee per Contract	155.10	19
	Bill	06/01/2018	52594	Monthly Consultant Services fee per Contract	155.10	20
Total Equi-Tax Inc.					<u>465.30</u>	
MCCALL GIBSON SWEDLUND BARFOOT PLLC						
	Bill			Preparation of Agreed Upon Procedures Report dated May 31, 2017 for City of Houston-Tax Increment Reinvestment Zone		
		10/12/2017			10,000.00	21
Total McCall Gibson Swedlund Barfoot PLLC					<u>10,000.00</u>	
TIFWorks, LLC						
	Bill			General Consulting Services from September 2017 through June 2018		
		06/07/2017	6		3,637.50	22
Total TIFWorks LLC					<u>3,637.50</u>	
Total Unpaid Invoices					<u><u>34,791.45</u></u>	



BENTLEY, BRATCHER & ASSOCIATES, P.C.

Certified Public Accountants

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

Invoice Date: June 6, 2018
Invoice Number: 13030-001-022

For professional services rendered through June 2, 2018 in connection with the following:

- ❖ Prepare for and attend April 2018 board meeting
- ❖ Bookkeeping for December 2017 through March 2018
- ❖ Post board meeting procedures, April 2018 meeting
- ❖ Discussions with Ralph DeLeon regarding financial statements, 2019 budget and expenditures

as well as miscellaneous advice and consultation related thereto \$ 2,844

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.

• 515 West Greens Road, Suite 710 • Houston, Texas 77067-4525 • 281/875-8181 • Fax 281/875-9002 • www.bentleyassoc.com •

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

May 07, 2018
 Invoice Number: 21823593
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000001 For Services Through April 30, 2018
 General Counsel

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/02/18	Discuss original signature pages to S. Ladell, preparing agenda with M. Cannon and R. Weist	Sandy Rivera-Ramirez	0.40	266.00	106.40
04/03/18	Discuss availability for Board Meeting with D. Russell and M. Cannon	Sandy Rivera-Ramirez	0.33	266.00	87.78
04/17/18	review, analyze and provide comments to April agenda and September minutes	Mona M. Cannon	0.75	400.00	300.00
04/18/18	review, analyze and provide comments to September minutes; various correspondence with D Russell regarding same; review and analyze Equi-Tax Consultant agreement	Mona M. Cannon	2.75	400.00	1,100.00
04/19/18	review, analyze and respond to correspondence from D Russell regarding inclusion of documents in board packet; review and analyze Engineering Services Agreement with Jones Carter; correspond with C Lord regarding same	Mona M. Cannon	4.50	400.00	1,800.00
04/20/18	review, analyze and respond to various correspond regarding Equi-Tax agreement and engineering service agreement with Jones Carter	Mona M. Cannon	0.25	400.00	100.00
04/22/18	review, analyze and revise engineering services agreement with Jones Carter	Mona M. Cannon	4.25	400.00	1,700.00
04/23/18	review, revise and finalize engineering services agreement with Jones Carter; review, analyze and respond to various correspondence regarding same; prepare consultant contract with RPS and interlocal agreement with management district for April meeting;	Mona M. Cannon	2.00	400.00	800.00
04/23/18	Prepare for and attend Board meeting	Clark Stockton Lord	1.50	400.00	600.00
Total Fees:					\$ 6,594.18

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Client: Hardy/Near Northside Redevelopment Authority

May 07, 2018
Invoice Number: 21823593

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mona M. Cannon	Counsel	14.50	400.00	5,800.00
Clark Stockton Lord	Partner	1.50	400.00	600.00
Sandy Rivera-Ramirez	Paralegal	0.73	266.00	194.18
Total Summary of Fees		16.73		\$ 6,594.18

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 c/o John R. Madsen
 6750 West Loop South Freeway
 Bellaire, TX 77401-4108

May 04, 2018
 Invoice Number: 21823432
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000003 For Services Through April 30, 2018
 Meeting Services

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/04/18	Discussions regarding meeting dates and quorum for same	Deborah Russell	0.25	315.00	78.75
04/05/18	Discussion with M Cannon regarding the status of the approval of City Council of the agreement for Hernandez Tunnel	Deborah Russell	0.25	315.00	78.75
04/10/18	Review the Summary of Claim Experience from TML and route for filing.	Deborah Russell	0.25	315.00	78.75
04/11/18	Email from the Harris County budget office regarding the addition of personnel to the agenda distribution list; update the list accordingly; prepare email to the agenda distribution list transmitting the April meeting date	Deborah Russell	0.25	315.00	78.75
04/17/18	Email correspondence with S Ladell regarding the payment process for Hernandez Tunnel; implement revisions to the agenda for the April meeting; discussions with C Lord regarding same; prepare email to J Alba transmitting the agenda for review and comment; prepare email to the bookkeeper to confirm receipt of the invoice from TML for the insurance renewal; implement revisions to the agenda to add the budget and new contracts for engineering and Equi tax; discussions with C Lord regarding same; telephone conference with R Reyna's office regarding email problems; implement revisions to the distribution list; prepare the minutes for the Authority	Deborah Russell	3.00	315.00	945.00
04/18/18	Email correspondence from the auditor regarding the directory for the Authority; email same; review email from Jones and Carter transmitting the engineering contract; email same to R Weist for the board packet; implement attorney revisions to the minutes of the September meeting; review the summary of claim experience report from TML and route for filing	Deborah Russell	0.75	315.00	236.25

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Client: Hardy/Near Northside Redevelopment Authority

May 04, 2018
Invoice Number: 21823432

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/19/18	Prepare the Zone minutes and discussions regarding the board packets; prepare email to the distribution list transmitting the agenda for the April meeting; prepare email to L Rodriguez transmitting the agenda for posting; prepare email to the board transmitting the Board packet; filing in accordance with the requirements of the Records Management Act	Deborah Russell	1.00	315.00	315.00
04/20/18	Email correspondence from E Reyes requesting a pdf copy of the agenda; transmit same	Deborah Russell	0.25	315.00	78.75
04/23/18	Travel to and attend the meeting	Deborah Russell	2.50	315.00	787.50
04/26/18	Email correspondence regarding the improper use of greater northside management district vehicle; transmit a copy of the interlocal amendment to the auditor; telephone conference with R Reyna and E Reyes regarding the email about the security vehicle; email with C Lord regarding same	Deborah Russell	0.75	315.00	236.25
Total Fees:					\$ 2,913.75
Adjustment					(\$291.38)
Total Fees After Adjustments					\$ 2,622.37

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Deborah Russell	Paralegal	9.25	315.00	2,913.75
Total Summary of Fees		9.25		\$ 2,913.75

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Client: Hardy/Near Northside Redevelopment Authority

May 04, 2018
Invoice Number: 21823432

Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
04/20/18	Copying	Copying 04/20/2018 Clark Stockton Lord 979 Pages	\$146.85
Total Expenses			\$146.85
Total Fees, Expenses and Charges			\$ 2,769.22

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Hardy/Near Northside Redevelopment Authority
 218 Joyce
 Houston, TX 77009

May 14, 2018
 Invoice Number: 21824204
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000002 For Services Through April 30, 2018
 Capital Improvement Projects

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/05/18	Review and analyze various correspondence regarding payment of mural and construction management services agreement for Hernandez tunnel project	Mona M. Cannon	1.00	510.00	510.00
02/07/18	Review and analyze various documents and correspondence regarding Hernandez tunnel project	Mona M. Cannon	0.50	510.00	255.00
02/08/18	Review and analyze documents regarding Hernandez tunnel project; contact R Reyna regarding same	Mona M. Cannon	0.50	510.00	255.00
02/14/18	Participate in call with R Reyna regarding agreement for Hernandez Tunnel mural	Mona M. Cannon	0.25	510.00	127.50
02/20/18	Telephone conference with G Tillotson regarding housing and Hernandez Tunnel	Clark Stockton Lord	0.50	630.00	315.00
02/27/18	Commence drafting reimbursement agreement with district for Hernandez tunnel mural	Mona M. Cannon	0.75	510.00	382.50
02/28/18	Draft, review and revise interlocal agreement with management district for mural on Hernandez tunnel; commence drafting construction management agreement; review and analyze various documents regarding same	Mona M. Cannon	8.75	510.00	4,462.50
04/02/18	Review and analyze RPS proposal for consulting services for Hernandez Tunnel	Mona M. Cannon	0.50	510.00	255.00
04/03/18	Commence drafting consultant contract with RPS for Hernandez Tunnel	Mona M. Cannon	3.25	510.00	1,657.50
04/04/18	Draft, review and revise consultant contract with RPS for Hernandez Tunnel; review, analyze and respond to correspondence regarding April agenda items	Mona M. Cannon	5.00	510.00	2,550.00

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Client: Hardy/Near Northside Redevelopment Authority

May 14, 2018
Invoice Number: 21824204

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
04/05/18	Review and analyze correspondence regarding status of amendment to interlocal agreement with the City	Mona M. Cannon	0.25	510.00	127.50
04/10/18	Draft email to R Reyna regarding Interlocal Agreement for Hernandez Tunnel mural project	Mona M. Cannon	0.25	510.00	127.50
Total Fees:					\$ 11,025.00
Adjustment					(\$5,512.50)
Total Fees After Adjustments					\$ 5,512.50

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mona M. Cannon	Counsel	21.00	510.00	10,710.00
Clark Stockton Lord	Partner	0.50	630.00	315.00
Total Summary of Fees		21.50		\$ 11,025.00

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

June 06, 2018
 Invoice Number: 21825065
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000001 For Services Through May 31, 2018
 General Counsel

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/02/18	review, analyze and respond to various correspondence regarding finalization and execution of construction management agreement with RPS and interlocal agreement with the management district	Mona M. Cannon	0.75	400.00	300.00
05/03/18	participate in call and correspond with J Cleveland regarding interlocal agreement with district; review, analyze and provide comments to revised agreement	Mona M. Cannon	0.75	400.00	300.00
05/14/18	review, analyze and provide comments to revised consultant contract with RPS	Mona M. Cannon	0.50	400.00	200.00
05/22/18	review, analyze and respond to various correspondence from D Russell regarding status of interlocal agreement, Jones and Carter agreement and RPS agreement, and scheduling June board meeting	Mona M. Cannon	0.50	400.00	200.00
Total Fees:					\$ 1,000.00

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mona M. Cannon	Counsel	2.50	400.00	1,000.00
Total Summary of Fees		2.50		\$ 1,000.00

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 c/o John R. Madsen
 6750 West Loop South Freeway
 Bellaire, TX 77401-4108

June 06, 2018
 Invoice Number: 21825066
 BA: 04674 Clark Stockton Lord

Our Matter #: 0037619.000003 For Services Through May 31, 2018
 Meeting Services

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/02/18	Review email from S Ladell regarding the status of the contract with RPS; discussions with M Cannon and C Lord regarding same; email correspondence with S Ladell regarding contact information for RPS; prepare email to RPS transmitting the draft contract for review	Deborah Russell	0.25	315.00	78.75
05/03/18	Email correspondence regarding revisions to the cost sharing agreement with Greater Northside MD; print the new agreement and substitute signature pages; filing in accordance with the requirements of the Records Management Act	Deborah Russell	0.50	315.00	157.50
05/10/18	Telephone conference with L Garcia of Metro regarding ongoing projects in the Authority	Deborah Russell	0.25	315.00	78.75
05/11/18	Review the summary of claim experience report received from TML; route for filing	Deborah Russell	0.25	315.00	78.75
05/14/18	Telephone conference with R DeLeon regarding ongoing matters; email correspondence with RPS regarding comments to the contract; email to the agenda distribution list regarding the next meeting of the board	Deborah Russell	0.50	315.00	157.50
05/15/18	Email correspondence with the Harris County Budget Office regarding meeting place information	Deborah Russell	0.25	315.00	78.75
05/18/18	Filing in accordance with the requirements of the Records Management Act	Deborah Russell	0.25	315.00	78.75
05/21/18	Prepare email to R Reyna regarding the status of the execution of the mural agreement by the District	Deborah Russell	0.25	315.00	78.75
05/22/18	Discussions with M Cannon and email correspondence with R DeLeon regarding ongoing matters and final execution of documents	Deborah Russell	0.25	315.00	78.75

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Client: Hardy/Near Northside Redevelopment Authority

June 06, 2018
Invoice Number: 21825066

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/23/18	Compile the Jones Carter contracts; prepare letter to the City transmitting same for approval; compile the contracts for the Hernandez Tunnel mural; prepare letter to the City transmitting same for approval; discussions regarding ongoing matters; prepare email to P Hall requesting execution copies of the contract with the Authority and Equitax	Deborah Russell	0.75	315.00	236.25
05/24/18	Discussions regarding a June Board meeting	Deborah Russell	0.25	315.00	78.75
05/29/18	Email correspondence with the auditor regarding the next meeting date	Deborah Russell	0.25	315.00	78.75
05/30/18	Prepare the agenda for the June meeting; prepare email to R DeLeon transmitting same for review; prepare the minutes of the April meeting; email correspondence with the auditor regarding the status of approval of the engagement letter; email correspondence with R DeLeon regarding contact information for the bookkeeper; prepare email to the bookkeeper transmitting the invoices from Equitax	Deborah Russell	2.00	315.00	630.00
05/31/18	Prepare email to TML regarding coverage question on directors and officers insurance; transmit same to R DeLeon; implement R DeLeon revisions to the agenda for the June meeting	Deborah Russell	0.25	315.00	78.75
Total Fees:					\$ 1,968.75

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Equi-Tax Inc.

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

Invoice

DATE	INVOICE #
4/1/2018	52591

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

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract	155.10
Invoice emailed to Ralph DeLeon at rdeleon1028@sbcglobal.net	

Total	\$155.10
--------------	----------

Equi-Tax Inc.

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

Invoice

DATE	INVOICE #
5/1/2018	52593

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

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract	155.10
Invoice emailed to Ralph DeLeon at rdeleon1028@sbcglobal.net	

Total	\$155.10
--------------	-----------------

Equi-Tax Inc.

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

Invoice

DATE	INVOICE #
6/1/2018	52594

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

DESCRIPTION	AMOUNT
Monthly Consultant Services fee per Contract	155.10
Invoice emailed to Ralph DeLeon at rdeleon1028@sbcglobal.net	

Total	\$155.10
--------------	-----------------

McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

13100 Wortham Center Drive
Suite 235
Houston, Texas 77065-5610
(713) 462-0341
Fax (713) 462-2708
E-Mail: mgsb@mgsbpllc.com

9600 Great Hills Trail
Suite 150W
Austin, Texas 78759
(512) 610-2209
www.mgsbpllc.com

October 2, 2017

Hardy/Near Northside Redevelopment Authority
c/o Bracewell LLP
711 Louisiana Street, Suite 2300
Houston, TX 77002

Client Number: 300-20

Preparation of the Agreed-Upon Procedures Report dated May 31, 2017, for City of Houston, Texas – Tax Increment Reinvestment Zone No. 21 for the Construction, Engineering and Related Costs Reimbursable to CR V Hardy Yards, L.P.

Total Due \$ 10,000.00

Member of
American Institute of Certified Public Accountants
Texas Society of Certified Public Accountants

INVOICE

Date: 6/7/2018
 Invoice # Number 6

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	9/25/2018 -Prepare for and Attend Board of Directors meeting including mileage and travel.	\$150.00	\$337.50	
2.5	10/16/2017 - Jones and Carter meet with Kristen and Martin to discuss Agreement for Engineering Services for Zone, including mileage and travel.	\$150.00	\$375.00	
1.5	4/23/018 - Jones and Carter review of draft Agreement, including comments and edits.	\$150.00	\$225.00	
2.25	4/23/2018 - Prepare for and attend Board of Directors meeting, including mileage and travel.	\$150.00	\$337.50	
2	5/1/2018 - Meet with Chairman to discuss ongoing projects and initiatives of the Zone, including Mileage and Travel.	\$150.00	\$300.00	
4	5/8/2018 - Fiscal Year 2019 Budget preparation including conference call to discuss changes to Budget Template with Joel Alba, ED Staff.	\$150.00	\$600.00	
1	5/14/2018 - Preparation for and participation on conference Call with Housing and ED Staff to discuss GLO funding process, and status of RPS Construction Management Agreement.	\$150.00	\$150.00	
2.5	5/21/2018 - Fiscal Year 2019 draft Budget edits, Budget Template Modifications, conference call with Joel Alba ED Staff, review of RPS Construction Management Agreement.	\$150.00	\$375.00	
2.5	5/22/2018 - Housing Department, Sheronda Ladell, discuss process of funding transfer from GLO to City to Authority, confirmation of Budget formatting, including mileage and travel.	\$150.00	\$375.00	
.25	5/23/2018 - Housing Department, Sheronda Ladell, edits to RPS Agreement formatting.	\$150.00	\$37.50	
1	5/30/2018 - Tracey Salinas, Bentley Associates, preparing for and review of draft Fiscal Year 2019 Budget overview, Authority Account Information on file at City Controller, GLO RPS Agreement.	\$150.00	\$150.00	
.5	5/31/2018 - Jones and Carter, review and edits to Work Order No. 1, Mapping.	\$150.00	\$75.00	
2	6/6/2018 - RPS Executed Agreements retrieval and delivery to Chairman including mileage and travel.	\$150.00	\$300.00	
Subtotal			\$3,637.50	
Total			\$3,637.50	

Make all checks payable to TIFWorks, LLC

Thank you for your business!

Hardy Near Northside Tirz
 Quarterly Investment Report
 As of June 30, 2018

INVESTMENT IN TEXPOOL

FUND	BEGINNING BALANCE	DEPOSIT (WITHDRAW)	INTEREST EARNED	ENDING BALANCE
REVENUE FUND	\$ 663,125.25	-	1,878.16	665,003.41
TOTAL	663,125.25	-	1,878.16	665,003.41

TexPool Average interest for the month of April 2018
 TexPool Average interest for the month of May 2018
 TexPool Average interest for the month of June 2018

0.1373%
 0.1457%

The above information comprises the quarterly investment report for Hardy Near Northside Tirz for the quarter ended June 30, 2018. 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

Fernado Zamarripa

EXHIBIT "D"

Form of Work Authorization

**WORK AUTHORIZATION No. 1 FOR
HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY**

This Work Authorization authorizes consultant services to be performed by JONES | CARTER (the "Consultant") pursuant to the Agreement for Program Management and Engineering Services (the "Agreement") between the Consultant and Hardy/Near Northside Redevelopment Authority (the "Owner"). Unless otherwise defined herein, all capitalized terms used in this Work Authorization are defined in the Agreement.

This Work Authorization consists of the following:

- 1.0 PROJECT DESCRIPTION: Generate a library of maps for the Owner showing the impact of the North Houston Highway Improvements Project on the District. (See **Attachment 1** for a detailed scope).
- 2.0 PROJECT SCHEDULE: The Consultant will complete the work within 30 days from execution of this Work.
- 3.0 FEE AND PAYMENT: The Consultant will complete the tasks in this Work Authorization for an hourly, not to exceed amount of \$10,000.00. Payment to the Consultant for the Services rendered in connection with the Project shall be made in accordance with **Exhibit "B"** to the Agreement.

IN WITNESS WHEREOF, the parties have executed this Work Authorization as of _____, 20__.

**OWNER:
HARDY/NEAR NORTHSIDE
REDEVELOPMENT AUTHORITY**

**CONSULTANT:
JONES | CARTER**

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ATTEST:
By: _____
Name: _____
Title: _____



JONES | CARTER

MEMO

TO: Hardy/ Near Northside Redevelopment Authority (TIRZ #21)

FROM: Kristen Hennings, PE, CFM, LEED® Green Associate

DATE: June 1, 2018

RE: Work Authorization #1 – Map Generation

Jones | Carter (JC) will work with the Board and staff to determine what maps are needed to help illustrate the potential impacts of the North Houston Highway Improvements Project (NHHIP) to the Hardy/Near Northside Redevelopment Authority (TIRZ #21). JC will prepare an initial set of maps outlining the TIRZ #21 boundaries and the existing alignment and the proposed realignment of the freeway mainlanes and service roads and continue to work with the Board and staff to fully develop the maps.

Scope Items include:

- Project Management
- Meetings with TIRZ #21 representatives and Consultants
- Generation of Maps
- Quality Assurance/ Quality Control Reviews

JES JONES CARTER		Corporate Manager	Senior Manager	Division Manager	Sr PM	Sr Project Eng.	EII	EI	GIS Operator III	Sub-Total	Sub Cons.	Sub Cons. (cost + 10%)	Total Budget	
BASIC SERVICES														
Task 100 - Basic Consultant Services														
1	Project Management				4					\$800		\$0.00	\$800.00	
2	Meetings				4					\$800		\$0.00	\$800.00	
3	Map Generation (2 versions of 2 maps)				8		24		40	\$7,456		\$0.00	\$7,456.00	
4	QA/QC			4						\$840		\$0.00	\$840.00	
Task 300 - Reimbursable Expenses														
1	Repro/Mileage/Plan Approval Expenses											\$92.00	\$92.00	
Hours Subtotal														
		\$	0	\$	4	\$	2,256	\$	0	\$	3,600	\$	\$9,988.00	
SUBTOTAL BASIC SERVICES											\$	0.00	\$	\$9,988.00