

HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

May 31, 2017

**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 **Wednesday, May 31, 2017, 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. Budget for Fiscal Year-End 2018 and Capital Improvements Plan for Fiscal Years 2018-2022.
3. Approve reimbursement audit for reimbursement to CR V Hardy Yards, L.P.
4. Approve engagement of auditor for preparation of the audit for the fiscal year ending June 30, 2017.
5. 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.
6. Presentation by Compass Bank representative.
7. Application for a position on TxDot Committee.
8. Request regarding installation of cell phone towers.
9. Improvements to the Hernandez Tunnel.
10. Bookkeeper's Report, including:
 - a. payment of invoices;
 - b. investment report; and
 - c. resolution approving a new bank account and signatories.
11. Capital improvements plan, economic development projects and Zone boundary extensions.
12. 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.
13. 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.
14. Public comments.



Clark Stockton Lord
Attorney for the Authority and the Zone

MINUTES OF REGULAR MEETING

OF

HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

March 27, 2017

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 27th day of March 2017, 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 Burke, thus constituting a quorum.

Also present were: Clark Lord and Debbie Russell of Bracewell LLP; Yangling Liu of Bentley, Bratcher & Associates, P.C.; Jennifer Hilliard of Zayo; Anibeth Turcios of Greater Northside Management District; Ralph DeLeon of Tifworks; Joel Alba of the City of Houston; Clayton Black of Jones & Carter; Justin Jenkins of McCall Gibson Swedlund Barfoot PLLC.; and Tim Clark, Ed Wendell and Ken Belanger of Cypress Real Estate Advisors.

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 26, 2016. Following discussion, upon a motion made by Director Zamarripa and seconded by Director Cavazos, the Board voted unanimously to approve the minutes of September 26, 2016.

AUDIT ENGAGEMENT FOR REIMBURSEMENT FOR HARDY YARDS

Mr. Jenkins reviewed the proposed engagement letter related to reimbursement due to CRV Hardy Yards. The Board discussed the fees relating to the audit and agreed that the fee should not exceed \$10,000 without further consideration from the Board. Following discussion, upon a motion made by Director Cavazos and seconded by Director Zamarripa, the Board voted unanimously to approve the engagement letter as presented, subject to a fee limitation of \$10,000.

PRESENTATIONS REGARDING DEVELOPMENT IN THE AUTHORITY

Mr. DeLeon reported on a meeting with TxDot regarding the Houston Highway Project.

CELL PHONE TOWER

Ms. Hilliard addressed the Board regarding cell phone towers that her company hopes to install in the Authority. Ms. Turcios stated that some of the proposed towers may be in both the management district and the Authority. She stated that Zayo has been directed to file an application with the management district and that she will work with the Authority on determining the locations. The Board agreed to use the design standards adopted by the management district, but deferred other action on the matter.

BOOKKEEPER'S REPORT

Ms. Liu 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 Cavazos and seconded by Director Cantu, the Board voted unanimously to approve the bookkeeper's report and the invoices submitted for payment.

CONTRACT FOR HARDY YARDS IMPROVEMENTS

Mr. Clark reported on the overall development of the Hardy Yards Improvements. He stated that the total cost of the project was approximately 17 million dollars.

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

March 27, 2017

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Secretary

McCALL GIBSON SWEDLUND BARFOOT PLLC

Certified Public Accountants

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May 31, 2017

Board of Directors
Hardy/Near Northside Redevelopment Authority
City of Houston, Texas

We are pleased to confirm our understanding of the services we are to provide Hardy/Near Northside Redevelopment Authority (the "Authority") for the year ended June 30, 2017. We will audit the financial statements of the governmental activities and each major fund, which collectively comprise the basic financial statements of the Authority as of and for the year ended June 30, 2017. Accounting standards generally accepted in the United States of America provide for certain required supplementary information (RSI), such as management's discussion and analysis (MD&A) and the schedule of revenues, expenditures and changes in fund balance – budget and actual for the General Fund, to supplement the Authority's basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board (GASB) who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to the Authority's RSI in accordance with auditing standards generally accepted in the United States of America. These limited procedures will consist of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. The following RSI is required by generally accepted accounting principles and will be subjected to certain limited procedures, but will not be audited:

- 1) Management's Discussion and Analysis, and
- 2) Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – General Fund

We have also been engaged to report on supplementary information other than RSI that accompanies the Authority's financial statements. The document we submit to you will include various supplementary schedules, including supplementary information required by the City of Houston, Texas. This supplementary information will be subjected to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America and we will provide an opinion on it in relation to the financial statements as a whole except for that portion marked "unaudited", on which we will express no opinion.

Audit Objective

The objective of our audit is the expression of opinions as to whether your basic financial statements are fairly presented, in all material respects, in conformity with generally accepted accounting principles and to report on the fairness of the supplementary information referred to in the second paragraph when considered in relation to the financial statements as a whole. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and will include tests of the accounting records and other procedures we consider necessary to enable us to express such opinions. We will issue a written report upon completion of our audit of the Authority's financial statements. Our report will be addressed to the Board of Directors of the Authority. We cannot provide assurance that unmodified opinions will be expressed. Circumstances may arise in which it is necessary for us to modify our opinions or add emphasis-of-matter or other-matter paragraphs. If our opinions on the financial statements are other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or may withdraw from this engagement.

Audit Procedures - General

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We will plan and perform the audit to obtain reasonable rather than absolute assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the Authority or to acts by management or employees acting on behalf of the Authority.

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

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include direct confirmation of certain assets and liabilities by correspondence with selected individuals, creditors, and financial institutions. We will request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will also require certain written representations from you about the financial statements and related matters.

Audit Procedures – Internal Control

Our audit will include obtaining an understanding of the Authority and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards.

Audit Procedures – Compliance

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

Management Responsibilities

Management is responsible for establishing and maintaining effective internal controls, including monitoring ongoing activities; for the selection and application of accounting principles; and for the preparation and fair presentation of the financial statements in conformity with U.S. generally accepted accounting principles.

Management is also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, (2) additional information that we may request for the purpose of the audit, and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence.

Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the Authority involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the Authority received in communications from employees, former employees, consultants, regulators, or others. In addition, you are responsible for identifying and ensuring that the Authority complies with applicable laws and regulations.

Management Responsibilities (Continued)

You are responsible for the preparation of the supplementary information in conformity with the City's requirements. You agree to include our report on the supplementary information in any document that contains and indicates that we have reported on the supplementary information. You also agree to include the audited financial statements with any presentation of the supplementary information that includes our report thereon. Your responsibilities include acknowledging to us in the representation letter that (1) you are responsible for presentation of the supplementary information in accordance with the City's requirements, (2) that you believe the supplementary information, including its form and content, is fairly presented in accordance with the City's requirements, (3) that the methods of measurement or presentation have not changed from those used in the prior period, and (4) you have disclosed to us any significant assumptions or interpretations underlying the measurement or presentation of the supplementary information.

With regard to using the auditor's report, you understand that you must obtain our written consent to reproduce or use our report in bond offering official statements or other documents.

With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in these sites or to consider the consistency of other information in the electronic site with the original document.

Engagement Administration, Fees and Other

The Authority will not pay any consultant for services that are determined to be an ineligible Project Cost under the TIRZ Act and the consultant shall repay the Authority for any payment made by the Authority to the consultant that is determined to be an ineligible Project Cost.

We are aware of the City of Houston's requirement to have the audit completed by September 30, 2017, and barring any unforeseen circumstances every effort will be made to comply with this requirement

In accordance with provisions of the Local Records Retention Schedule Section 2-1: Item 1025-01 e) we agree to retain our audit work papers in our office for a period of three years after all questions arising from the audit have been resolved. In order to allow for all questions arising from the audit to be resolved and to comply with Rule 501.76(f) of the Rules of Professional Conduct of the Texas State Board of Public Accountancy the actual date will be the five-year anniversary of the audit report in question.

We expect to present a draft of the audit report within 45 days of the availability of the Authority's accounting records. Chris Swedlund is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign the report. The following is an estimate of our fees for the audit included in this engagement letter:

- Audit of the Authority's financial statements as of and for the year ended June 30, 2017, to range between \$7,000 and \$8,000

Engagement Administration, Fees and Other (Continued)

Not included in the fees above are out-of-pocket costs such as printing, postage, and other charges incidental to the completion of our audit. If for any reason our services are terminated prior to issuance of a final report, our engagement will be deemed to have been completed, even if we have not completed our report. The Authority will be obligated to compensate us for our time expended and to reimburse us for all out-of-pocket costs through the date of termination. The above fee is based on anticipated cooperation from your consultants and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

You agree that any dispute regarding this engagement will, prior to resorting to litigation, be submitted to mediation upon written request by either party. Both parties agree to try in good faith to settle the dispute in mediation. The American Arbitration Association will administer any such mediation in accordance with its Commercial Mediation Rules. The results of the mediation proceeding shall be binding only if each of us agrees to be bound. We will share any costs of mediation proceedings equally.

We believe this letter accurately summarizes the significant terms of the engagement. If you have any questions, please let us know. If you agree with the terms of the engagement as described in this letter, please sign the enclosed copy and return it to us. We appreciate the confidence you have placed in us by retaining this firm as your independent auditor in this matter.

Sincerely,

McCall Gibson Swedlund Barfoot PLLC

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants

This letter correctly sets forth the understanding of Hardy/Near Northside Redevelopment Authority.

_____ Signature	_____ Title	_____ Date
_____ Mayor's Office of Economic Development	_____ Date	

Engagement Letter

HARDY/NEAR NORTHSIDE TIRZ # 21

Balance Sheet

As of May 31, 2017

	<u>May 31, 17</u>
ASSETS	
Current Assets	
Checking/Savings	
Bank of America	443,961.16
Tex Pool AC 7932300001	<u>656,500.40</u>
Total Checking/Savings	1,100,461.56
Other Current Assets	
Accounts Receivable	<u>70,408.12</u>
Total Other Current Assets	<u>70,408.12</u>
Total Current Assets	1,170,869.68
Fixed Assets	
Devel. Cost - Hike and Bike Tr	<u>123,022.07</u>
Total Fixed Assets	<u>123,022.07</u>
TOTAL ASSETS	<u><u>1,293,891.75</u></u>
 LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	5,560.64
Other Current Liabilities	
Accounts Payable- CRV HARDY	<u>70,408.12</u>
Total Current Liabilities	<u>75,968.76</u>
Total Liabilities	75,968.76
Equity	
*Fund Balance	1,252,906.22
Net Income	<u>-34,983.23</u>
Total Equity	<u><u>1,217,922.99</u></u>
TOTAL LIABILITIES & EQUITY	<u><u>1,293,891.75</u></u>

HARDY/NEAR NORTHSIDE TIRZ # 21
Profit Loss Budget vs. Actual
 July 1, 2016 through May 31, 2017

	Actual	Budget		
	July 1, 2016 - May 31, 2017	July 1, 2016 - June 30, 2017	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Grant Income - Construction	0.00	4,027,518.00	-4,027,518.00	0.0%
Interest on TexPool	2,609.70	162.00	2,447.70	1,610.93%
Interest on TIRZ revenue	0.00	170.00	-170.00	0.0%
Tax increments	0.00	189,263.00	-189,263.00	0.0%
Total Income	2,609.70	4,217,113.00	-4,214,503.30	0.06%
Gross Profit	2,609.70	4,217,113.00	-4,214,503.30	0.06%
Expense				
Program and Project Consultants				
Engineering Consultants	0.00	45,000.00	-45,000.00	0.0%
General Counsel Representation	1,301.74	25,000.00	-23,698.26	5.21%
Planning Consultants	0.00	45,000.00	-45,000.00	0.0%
Total Program and Project Consultants	1,301.74	115,000.00	-113,698.26	1.13%
TIRZ Administration Overhead				
Accounting Services	13,891.00	10,000.00	3,891.00	138.91%
Administrative Services	10,748.07	25,000.00	-14,251.93	42.99%
Audit Services	10,500.00	10,000.00	500.00	105.0%
Bank Charges	227.00			
Insurance - Liability	925.12	1,000.00	-74.88	92.51%
Office Expense	0.00	250.00	-250.00	0.0%
Total TIRZ Administration Overhead	36,291.19	46,250.00	-10,185.81	78.47%
Total Expense	37,592.93	161,250.00	-123,657.07	23.31%
Net Ordinary Income	-34,983.23	4,055,863.00	-4,090,846.23	-0.86%
Net Income	-34,983.23	4,055,863.00	-4,090,846.23	-0.86%

HARDY/NEAR NORTHSIDE TIRZ #21
Profit & Loss Detail
 July 1, 2016 through May 31, 2017

Type	Date	Num	Memo	Paid Amount
Ordinary Income/Expense				
Income				
Interest on TexPool				
Deposit	07/31/2016		July Interest	204.92
Deposit	08/31/2016		August Interest	207.59
Deposit	09/30/2016		September Interest	204.35
Deposit	10/31/2016		October Interest	212.79
Deposit	11/30/2016		November Interest	214.57
Deposit	12/31/2016		December Interest	254.22
Deposit	01/31/2017		January Interest	299.64
Deposit	02/28/2017		February Interest	281.08
Deposit	03/31/2017		March Interest	346.50
Deposit	04/30/2017		April Interest	384.04
Total Interest on TexPool				2,609.70
Total Income				2,609.70
Expense				
Program and Project Consultants				
General Counsel Representation				
Bill	10/06/2016	21661847	Prepare for and attend Board meeting to 9.30.2016	540.00
Bill	11/04/2016	21664569	Professional service through 10.31.2016	221.74
Bill	04/04/2017	21677562	Professional service through 03.31.2017	540.00
Total General Counsel Representation				1,301.74
TIRZ Administration Overhead				
Accounting Services				
Bill	08/31/2016	13030-001-016	Preparation for June Bookkeeping and Board Meeting. Provide information for FIA	7,172.00
Bill	03/15/2017	13030-001-017	Complete Drafting of audited financial statements, Assistance to auditors and Attend September 2...	4,361.00
Bill	05/24/2017	13030-001-017	Bookkeeping March 2017 to April 2017. Prepare for and attend March Board Meeting. Coordination of new banking arrangements.	2,358.00
Total Accounting Services				13,891.00
Administrative Services				
Bill	07/31/2016	21656532	Meeting Services through May 31, 2016	1,096.93
Bill	08/31/2016	21659161	Meeting Services through May 31, 2016	585.03
Bill	10/06/2016	21661850	Meeting Services through 9.30.2016	2,245.11
Bill	11/04/2016	21664570	Meeting service through 10.31.2016	731.30
Bill	12/05/2016	21667308	Meeting service through 11.30.2016	527.66
Bill	01/11/2017	21670004	Meeting Services through 12.31.2016	939.56
Bill	02/03/2017	21672160	Meeting Services through 1.31.2017	1,130.68
Bill	03/09/2017	21675300	Meeting Services through 2.28.2017	829.16
Bill	04/07/2017	21677563	Meeting Services through 3.31.2017	2,662.64
Total Administrative Services				10,748.07

HARDY/NEAR NORTHSIDE TIRZ #21
Profit & Loss Detail
 July 1,2016 through May 31, 2017

Type	Date	Num	Memo	Paid Amount
Audit Services				
Bill	11/01/2016		FYE 06.30.16 Single Audit Billing	3,000.00
			Audit of Hardy as of and for the year ended June 30 2016.	
Bill	11/01/2016		Including distributions of the report ...	7,500.00
Total Audit Services				<u>10,500.00</u>
Bank Charges				
EFT	10/17/2016		October 2016 Account Analysis Fee	19.32
EFT	11/30/2016		November 2016 Account Analysis Fee	203.83
EFT	03/31/2017		November 2016 Account Analysis Fee	3.85
Total Bank Charges				<u>227.00</u>
Insurance - Liability				
Check	02/19/2017		TML Annual Insurance	925.12
Total Insurance - Liability				<u>925.12</u>
Total TIRZ Administration Overhead				<u>36,291.19</u>
Total Expense				<u>37,592.93</u>
Net Ordinary Income				<u>-34,983.23</u>
Net Income				<u><u>-34,983.23</u></u>

HARDY/NEAR NORTHSIDE TIRZ # 21

Unpaid Bills Detail

July 1, 2016 through May 31, 2017

	<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Open Balance</u>	<u>Page(s)</u>
Bentley, Bratcher & Associates, P.C.					
	Bill	05/24/2017	13030-001-018	2,358.00	6
Total Bentley, Bratcher & Associates, P.C.				<u>2,358.00</u>	
BRACEWELL LLP					
	Bill	04/07/2017	21677562	540.00	7
	Bill	04/07/2017	21677563	2,662.64	8-10
Total BRACEWELL LLP				<u>3,202.64</u>	
TOTAL				<u><u>3,202.64</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: May 24, 2017
Invoice Number: 13030-001-018

For professional services rendered through May 20, 2017 in connection with the following:

- ❖ Bookkeeping March 2017 to April 2017
- ❖ Prepare for and attend March Board Meeting
- ❖ Coordination of new banking arrangements

as well as miscellaneous advice and consultation related thereto

\$ 2,358.00

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 LLP
ATTORNEYS AT LAW

P. O. Box 848566
Dallas, TX 75284-8566
713 223-2300
TAX ID 74-1024827

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

April 7, 2017
Invoice: 21677562
B/A: 04674

Our Matter #: 037619.000001 For Services Through March 31, 2017
General Counsel

			Hours	Rate/Hr	Amount
03/27/17	Prepare for and attend Board meeting	Clark Stockton Lord	1.50	400.00	600.00
			Hours	Rate/Hr	Amount
		Clark Stockton Lord	<u>1.50</u>	<u>400.00</u>	<u>600.00</u>
		Total	1.50	400.00	600.00
	Less Discount				(60.00)
	Total Fees for Professional Services				\$ 540.00
	Fees for Professional Services.....				\$ 540.00
	Total Current Billing for this Matter				\$ 540.00

STATEMENT FOR PROFESSIONAL SERVICES IS PAYABLE UPON PRESENTATION
INVOICE AMOUNT DUE IN UNITED STATES DOLLARS

No Assurance Provided.

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Bellaire, Texas 77401-4108

April 7, 2017
Invoice: 21677563
B/A: 04674

Our Matter #: 037619.000003 For Services Through March 31, 2017
Meeting Services

			Hours	Rate/Hr	Amount
03/01/17	Prepare email to E Reyes regarding the scheduling of a March meeting date	Deborah Russell	0.25	301.50	75.38
03/02/17	Prepare an email to the distribution list regarding the change of the March meeting date	Deborah Russell	0.25	301.50	75.38
03/07/17	Email correspondence with the auditor regarding the engagement for the reimbursement to CR V Hardy Yards	Deborah Russell	0.25	301.50	75.38
03/08/17	Email correspondence with the auditor regarding the need for a form 1295 for the engagement for the AUP	Deborah Russell	0.25	301.50	75.38
03/10/17	Filing in accordance with the requirements of the Records Management Act	Deborah Russell	0.25	301.50	75.38
03/15/17	Review email from the Mayor; discussions with C Lord regarding same; prepare email to the Board transmitting the Mayor's email	Deborah Russell	0.25	301.50	75.38
03/17/17	Prepare the draft agenda for the March meeting	Deborah Russell	0.25	301.50	75.38
03/20/17	Implement attorney revisions to the agenda for the March meeting; prepare email to the Board transmitting same for review and comment; telephone call from E O'Brien and email correspondence regarding contact information for the chair; email to E Reyes notifying him of same	Deborah Russell	0.25	301.50	75.38
03/22/17	Review email from R Reyna regarding a request for installation of cell phone towers in the Authority; revise the agenda to add same; prepare email to J Hilliard regarding her	Deborah Russell	1.25	301.50	376.88

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Hardy/Near Northside Redevelopment Authority

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			Hours	Rate/Hr	Amount
	presentation regarding the towers; prepare email to L Rodriguez transmitting the agenda for posting; prepare email to the distribution list transmitting the agenda for the meeting; email from J Alba regarding a public information act request; locate the information and prepare email transmitting same; prepare the minutes of the zone				
03/23/17	Email from R Reyna regarding the cell phone tower standards for GNSMD; discussions regarding adding same to the board packet; email from J Hilliard transmitting the informational materials regarding the cell phone towers; discussions regarding adding same to the Board packet; emails transmitting the board packets to the board members; telephone conference with J Alba regarding pending matters and preparation for the meeting	Deborah Russell	0.50	301.50	150.75
03/24/17	Prepare email to the Board regarding quorum for the meeting	Deborah Russell	0.25	301.50	75.38
03/27/17	Telephone conference with representative of Jones and Carter regarding reimbursement matters; prepare the board file for the meeting; email correspondence with J Hilliard regarding meeting matters; travel to and attend the March meeting	Deborah Russell	2.75	301.50	829.13
03/28/17	Email correspondence with the auditor regarding follow up from the board meeting	Deborah Russell	0.25	301.50	75.38
03/29/17	Scan the auditor engagement letter; prepare email to the auditor transmitting a copy of same	Deborah Russell	0.25	301.50	75.38
03/30/17	Conduct follow up from the March Board meeting	Deborah Russell	0.25	301.50	75.38
03/31/17	Email correspondence with the auditor regarding the status of the form 1295 for the engagement letter; acknowledged same on the TEC website	Deborah Russell	0.25	301.50	75.38

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Summary of Fees

	Hours	Rate/Hr	Amount
Deborah Russell	7.75	301.50	2,336.70
Total	7.75	301.50	2,336.70

Total Fees for Professional Services **\$ 2,336.70**

Costs

	Amount
<u>Binding</u>	
03/24/17 Binding BATCH 2911 TABS	6.00
03/24/17 Binding BATCH 2911 GBC BINDINGS	17.55
<i>Total: Binding</i>	23.55
<u>Color Reproductions</u>	
03/24/17 Color Reproductions EQUITRAC COPIES 240 pagesBATCH 423HO	240.00
<u>Postage</u>	
03/31/17 Postage 01 033017 04707 POSTAGE Batch 784	1.19
<u>Reproductions</u>	
03/24/17 Reproductions EQUITRAC COPIES 408 pagesBATCH 423HO	61.20

Fees for Professional Services.....\$ 2,336.70

Costs325.94

Total Current Billing for this Matter **\$ 2,662.64**

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