

HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

JOINT MEETING OF THE BOARDS OF DIRECTORS

SEPTEMBER 26, 2022

BOARD PACKET

REINVESTMENT ZONE NUMBER

TWENTY-ONE

CITY OF HOUSTON, TEXAS

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

Notice is hereby given that the Board of Directors of the Hardy/Near Northside Redevelopment Authority (the “Authority”) and the Board of Directors of the Reinvestment Zone Number Twenty-One, City of Houston, Texas (the “Zone”) will hold a joint meeting, open to the public, on **September 26, 2022**, at 9:00 a.m., at 218 Joyce Street, Houston, Texas 77009, to consider, discuss and adopt such orders, resolutions or motions, and take direct or indirect actions as may be necessary, convenient, or desirable with respect to the following matters:

1. Establish quorum and call to order.
2. Public comments.
3. Approve Minutes from last meeting.
4. Financial and bookkeeping matters, including Financial Report and payment of bills and:
 - a. Ratification of Ordinance No. 2022-0681 related to the Operating Budget of the Authority for Fiscal Year 2023 and Capital Improvement Budget of the Zone for Fiscal Years 2023 thru 2027.
5. Adopt Fiscal Year Audit for year ending June 30, 2022.
6. Engagement Agreement Municipal Accounts & Consulting, L.P. for Bookkeeping Services.
7. Engagement Agreement Burton Accounting, P.L.L.C., for Agreed Upon Procedures Services.
8. SWA Group Task Order 3: Sub-Authorizations including Fulton Street Amendment Graphics, Zone Boundary Amendment Graphics and Hogan/Lorraine Walkable Places Streetscape Schematics.
9. Presentations, reports, or updates from the Directors, consultants, City of Houston Staff, Developers or others regarding development in the Authority and the Zone and implementation of Project Plan and Reinvestment Zone Financing Plan including:
 - a. Proposed Annexation Airline Corridor – Mr. De Leon,
 - b. Infrastructure Committee Report – Director Bustamante & Mr. De Leon including:
 - i. U.S. Department of Transportation Safe Streets and Roads for All (SS4A) Grant Program and,
 - ii. Tactical Urbanism.
 - c. Parks Committee Report – Director Ortiz, Director Large, Director Cavazos and SWA Group including:
 - i. Hogan/Lorraine Corridor and,
 - ii. METRO Parcels.
 - d. MTRP Amendment – Mr. De Leon,
10. Convene in Executive Session pursuant to Sections 551.071-551.089 of the Texas Government Code to receive advice from legal counsel and discuss matters relating to pending or contemplated litigation, personnel matters, gifts and donations, real estate transactions, the deployment, or specific occasions for the implementation of, security personnel or devices and or economic development negotiations.
11. Reconvene in Open Session and authorize appropriate action.
12. Discuss meeting schedule including date and time of next meeting for **October 25, 2022, at 9:00 a.m.**
13. Adjourn.



Ralph De Leon
Administrator for the Zone

The Board of Directors meeting packet can be found at: <https://nearnorthsidetirz21.com/calendar/>

TAB

THREE

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

May 23, 2022

The Board of Directors (the “Board”) of Hardy/Near Northside Redevelopment Authority (the “Authority”) convened in regular session, open to the public, on the 23th day of May 2022, at 9:00 a.m., at 218 Joyce Street, Houston, Texas 77009, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

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

Also present were Brandon Wallace of the City of Houston; Ralph De Leon of TIFWorks LLC; Clark Lord of Bracewell LLP; Muhammad Ali of Gauge Engineering; Michael Robinson of the SWA Group and Carlos Sanchez of the Greater Northside Management District; Chris McCall of University of Houston Downtown Campus; and Jeff Trevino President Super Neighborhood 51.

- 1. Establish quorum and call to order.** Director Reyes performed a roll call and noted that initially a quorum was not present. Director Reyes instructed consultants to provide reports per the Agenda and no action would occur. Upon establishment of a quorum Director Reyes called the meeting to order at 10:04 a.m.
- 2. Public Comments.** Mr. Trevino spoke against the proposed Marquette multi-family and commercial development, to be constructed at the intersection of Main Street and Boundary Street noting the current congestion at that location attributable to the METRO light rail alignment conflicting with vehicular traffic and pedestrian movements.
- 3. Approve Minutes from last meeting.** The Board considered approval of the minutes of March 28, 2022. Following discussion, upon a motion made by Director Ortiz, and seconded by Director Large, the Minutes were approved by unanimous vote.
- 4. Financial and bookkeeping matters, Financial Report and payment of bills.** Mr. De Leon provided an overview of the Financial Statements, the Quarterly Investment Report and reviewed current invoices. After review and discussion Director Bustamante made a motion to accept the Financial Statements and Quarterly Investment Report, and approve payment of current invoices, which was seconded by Director Ortiz, and which passed by

unanimous vote.

5. **Fiscal Year 2023 Operating Budget of the Authority and Fiscal Years 2023-2027 Capital Improvement Plan (CIP) Budget of the Zone.** Mr. De Leon provided an overview of the Annual Operating and 5-Year CIP Budgets. Mr. De Leon also noted both draft Budgets had been previously reviewed by the Parks and Infrastructure Committees. After review and discussion, Director Bustamante motioned to adopt the Annual Operating of the Authority and 5-Year CIP Budget of the Zone and authorize submittal to the City, which was seconded by Director Large, and which passed by unanimous vote.
6. **Accept disclosure statement for bookkeeper and Investment Officer.** Mr. De Leon noted review and acceptance of the disclosure statement from the bookkeeper was done annually. After review and discussion Director Ortiz motioned to accept the disclosure statement, which was seconded by Director Bustamante, and which passed by unanimous vote.
7. **Presentations, reports, or updates from the Directors, consultants, City of Houston Staff, or others regarding development in the Authority and the Zone and implementation of Project Plan and Reinvestment Zone Financing Plan including:**
 - a. **Proposed Annexation of Airline Corridor.** Director Ortiz reported he had met with Economic Development staff of the City and was asked if the Zone would consider annexing the Airline Corridor area into the boundaries of the Zone. After review and discussion, the Board assigned further investigation and field reconnaissance to the Infrastructure Committee.
 - b. **Infrastructure Committee Report** – Director Bustamante and Mr. Ali provided an overview of provisions included in the FY23 – FY27 Budget related proposed infrastructure improvements.
 - c. **Parks Committee Report – Director Ortiz and SWA Group** – Mr. Robinson provided a status report and provided an update on the Urban Design Guidelines.
 - d. **MTRP Amendment – Director Large** – Mr. De Leon noted the item will be included on the May 26, 2022 Super Neighborhood meeting Agenda for review by the community.
8. **Discuss meeting schedule including date and time of next meeting for June 27, 2022, at 9:00 a.m.** Director Reyes reported that the Board will next meet on June 27, 2022.
9. **Convene in Executive Session pursuant to Section 551.087, Texas Government Code, to discuss economic development matters of the Zone.** The Board did not enter a closed executive session at this meeting.
10. **Reconvene in Open Session and authorize appropriate action regarding economic development negotiations.** The Board did not enter a closed executive session at this meeting.
11. **Adjourn.** After discussion, Director Bustamante moved to adjourn the meeting at 10:12 a.m., which was seconded by Director Large and passed by unanimous vote.

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

Secretary

TAB

FOUR



**Hardy Near Northside Redevelopment Authority
Monthly Financial Report Summary
September Board Meeting
Monday, September 26, 2022**

At the beginning of July, the Hardy Near Northside Redevelopment Authority (TIRZ #21) beginning Operating Fund Balance was \$978,375. TIRZ #21 received a total of \$1,018, mainly from bank interest. During the period, TIRZ #21 processed \$428,375 in disbursements during the period. 85% of the disbursements related to a disbursement to CRV Hardy Yard for Developer Reimbursements (\$362,880). The ending balance as of month end August 31, 2022 was \$551,017.

The invoices pending approval total \$9,559. See attached "Unpaid Bills Detail" Report on page 3.

There was \$4,797 spent towards Capital Projects for the period. See attached Capital Improvement Plan report on page 4.

During July, the opening balance for the TexPool investment account was \$257,005. We received \$332 in interest (interest rate of 1.5206%) in July and \$473 received in August (interest rate of 2.1627%). The ending balance as of month end August 31, 2022 was \$257,810. See page 5 and 6 for "Investment" reports.

**Hardy Near Northside Redevelopment Authority
General Operating Fund
As of August 31, 2022**

General Operating Fund

BEGINNING BALANCE \$ 978,374.73

REVENUE

PNC Bank	0.59	Monthly Interest
PNC Bank	0.58	Monthly Interest
Texas Capital Money Mkt	0.39	Monthly Interest
Texas Capital Money Mkt	211.39	Monthly Interest
TexPool Investment	331.90	Monthly Interest
TexPool Investment	472.67	Monthly Interest

Total Revenue 1,017.52

DISBURSEMENTS

ACH	PNC Bank	25.00	Bank Service Charge
ACH	Bracewell LLP	3,302.70	Legal Services
ACH	Gauge Engineering	7,190.00	CIP Project
ACH	SWA Group	2,000.00	Consultants
ACH	TIFWorks LLC	4,000.00	Admin Consultants
ACH	CRV Hardy Yard	362,880.00	Developer Payment
ACH	Bracewell LLP	993.82	Legal Services
ACH	PNC Bank	25.25	Bank Service Charge
ACH	SWA Group	7,000.00	Consultants
ACH	Gauge Engineering	2,425.21	Reimbursement
ACH	TIFWorks LLC	4,000.00	Admin Consultants
ACH	The Morton Accounting Services	1,885.98	Accounting Services
ACH	Squidz Ink	1,188.00	Website
ACH	Texas Capital	138.00	Bank Service Charge
ACH	Bracewell LLP	845.00	Legal Services
ACH	Equitax	12,963.60	Tax Consultant
ACH	Gauge Engineering	4,797.18	CIP Project
ACH	SWA Group	4,000.00	Consultants
ACH	The Morton Accounting Services	4,528.43	Accounting Services
ACH	Texas Capital	186.90	Bank Charges
ACH	TIFWorks LLC	4,000.00	Admin Consultants

Total Disbursements 428,375.07

ENDING BALANCE \$ 551,017.18

August 31, 2022

Balance

Texas Capital Money Market	\$	200,211.78
Texas Capital Operating		24,809.50
PNC Operating		68,186.08
TexPool Investment		257,809.82
Total Account Balance	\$	<u><u>551,017.18</u></u>

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09/22/22

HARDY/NEAR NORTHSIDE TIRZ # 21

Unpaid Bills Detail

As of September 22, 2022

Type	Date	Num	Memo	Open Balance
Bracewell LLP				
Bill	08/31/2022	21941364	General Legal through August 31, 2022	200.00
Total Bracewell LLP				200.00
SWA Group				
Bill	08/31/2022	191682	Task 8 & 9 - Final Plans & Area Guidelines \$100,000 - August 20...	3,000.00
Total SWA Group				3,000.00
The Morton Accounting Services				
Bill	08/31/2022	2332	CPA Services and Invest. Officer July and Aug 2022	2,329.86
Total The Morton Accounting Services				2,329.86
TIFWorks, LLC				
Bill	09/19/2022	65	General Consulting Services Aug 18 through Sept18, 2022	4,029.40
Total TIFWorks, LLC				4,029.40
TOTAL				9,559.26

09/22/22

HARDY/NEAR NORTHSIDE TIRZ # 21

Capital Improvement Plan

July through August 2022

Type	Date	Num	Adj	Name	Memo	Debit	Credit	Balance
Capital Improvement Plan								
T-2105 Pickney St Hike & Bike								
Bill	07/31/2022	1985		Gauge Engineering LLC	Pickney Trail Connection through 8.12.22	2,382.18		2,382.18
Total T-2105 Pickney St Hike & Bike						2,382.18	0.00	2,382.18
Capital Improvement Plan - Other								
Bill	07/31/2022	1986		Gauge Engineering LLC	Sidewalk Assessment through 8.12.22	2,415.00		2,415.00
Total Capital Improvement Plan - Other						2,415.00	0.00	2,415.00
Total Capital Improvement Plan						4,797.18	0.00	4,797.18
TOTAL						4,797.18	0.00	4,797.18

HARDY/NEAR NORTHSIDE TIRZ # 21
Profit & Loss Prev Year Comparison
July through August 2022

	Jul - Aug 22	Jul - Aug 21	\$ Change	% Change
Ordinary Income/Expense				
Income				
Interest Income	1,017.52	17.74	999.78	5,635.7%
Tax increments	0.00	0.00	0.00	0.0%
Total Income	1,017.52	17.74	999.78	5,635.7%
Cost of Goods Sold				
Capital Improvement Plan				
T-2105 Pickney St Hike & Bike	2,382.18	0.00	2,382.18	100.0%
Capital Improvement Plan - Other	2,415.00	0.00	2,415.00	100.0%
Total Capital Improvement Plan	4,797.18	0.00	4,797.18	100.0%
Total COGS	4,797.18	0.00	4,797.18	100.0%
Gross Profit	-3,779.66	17.74	-3,797.40	-21,405.9%
Expense				
Developer Reimbursement				
Hardy Yards/Cypress - Offsite	268,531.00	300,736.00	-32,205.00	-10.7%
Hardy Yards/Cypress - Onsite	94,349.00	116,953.00	-22,604.00	-19.3%
Total Developer Reimbursement	362,880.00	417,689.00	-54,809.00	-13.1%
Program and Project Consultants				
Planning Consultants	7,000.00	0.00	7,000.00	100.0%
Legal Consultants	200.00	315.25	-115.25	-36.6%
Total Program and Project Consultants	7,200.00	315.25	6,884.75	2,183.9%
TIRZ Administration Overhead				
Tax Consultants	12,963.60	12,528.00	435.60	3.5%
Accounting Services	2,329.86	0.00	2,329.86	100.0%
Administrative Services	6,845.00	1,835.50	5,009.50	272.9%
Audit Services	0.00	7,500.00	-7,500.00	-100.0%
Bank Charges	375.15	84.35	290.80	344.8%
Office Expense	1,188.00	0.00	1,188.00	100.0%
Total TIRZ Administration Overhead	23,701.61	21,947.85	1,753.76	8.0%
Total Expense	393,781.61	439,952.10	-46,170.49	-10.5%
Net Ordinary Income	-397,561.27	-439,934.36	42,373.09	9.6%
Net Income	-397,561.27	-439,934.36	42,373.09	9.6%

HARDY/NEAR NORTHSIDE TIRZ # 21
Balance Sheet Prev Year Comparison
As of August 31, 2022

09/22/22

Accrual Basis

	Aug 31, 22	Aug 31, 21	\$ Change	% Change
ASSETS				
Current Assets				
Checking/Savings				
Texas Capital Money Mrkt	200,211.78	0.00	200,211.78	100.0%
Texas Capital Operating	24,809.50	0.00	24,809.50	100.0%
PNC Bank	68,186.08	715,303.19	-647,117.11	-90.5%
Tex Pool AC 7932300001	257,809.82	356,400.76	-98,590.94	-27.7%
Total Checking/Savings	551,017.18	1,071,703.95	-520,686.77	-48.6%
Total Current Assets	551,017.18	1,071,703.95	-520,686.77	-48.6%
TOTAL ASSETS	551,017.18	1,071,703.95	-520,686.77	-48.6%
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
*Accounts Payable	5,529.86	431,152.16	-425,622.30	-98.7%
Total Accounts Payable	5,529.86	431,152.16	-425,622.30	-98.7%
Total Current Liabilities	5,529.86	431,152.16	-425,622.30	-98.7%
Total Liabilities	5,529.86	431,152.16	-425,622.30	-98.7%
Equity				
*Fund Balance	943,048.59	1,080,486.15	-137,437.56	-12.7%
Net Income	-397,561.27	-439,934.36	42,373.09	9.6%
Total Equity	545,487.32	640,551.79	-95,064.47	-14.8%
TOTAL LIABILITIES & EQUITY	551,017.18	1,071,703.95	-520,686.77	-48.6%

8:47 AM

HARDY/NEAR NORTHSIDE TIRZ # 21

09/22/22

Profit & Loss Detail

Accrual Basis

July through August 2022

Type	Date	Num	Adj	Name	Memo	Amount
Ordinary Income/Expense						
Income						
Interest Income						
Deposit	07/01/2022			Interest		0.59
Deposit	07/31/2022			Interest		0.39
Deposit	07/31/2022			Interest		331.90
Deposit	08/31/2022			Interest		211.39
Deposit	08/31/2022			Interest		0.58
Deposit	08/31/2022			Interest		472.67
Total Interest Income						1,017.52
Total Income						1,017.52
Cost of Goods Sold						
Capital Improvement Plan						
T-2105 Pickney St Hike & Bike						
Bill	07/31/2022	1985		Gauge Engineering LLC	Pickney Trail Connection through 8.12.22	2,382.18
Total T-2105 Pickney St Hike & Bike						2,382.18
Capital Improvement Plan - Other						
Bill	07/31/2022	1986		Gauge Engineering LLC	Sidewalk Assessment through 8.12.22	2,415.00
Total Capital Improvement Plan - Other						2,415.00
Total Capital Improvement Plan						4,797.18
Total COGS						4,797.18
Gross Profit						-3,779.66
Expense						
Developer Reimbursement						
Hardy Yards/Cypress - Offsite						
Bill	07/01/2022	De...		CRV Hardy Yards, L. P.	Reimbursement to CRV Hardy Yards	268,531.00
Total Hardy Yards/Cypress - Offsite						268,531.00
Hardy Yards/Cypress - Onsite						
Bill	07/01/2022	De...		CRV Hardy Yards, L. P.	Reimbursement to CRV Hardy Yards	94,349.00
Total Hardy Yards/Cypress - Onsite						94,349.00
Total Developer Reimbursement						362,880.00
Program and Project Consultants						
Planning Consultants						
Bill	07/31/2022	191...		SWA Group	Task 8 & 9 - Final Plans & Area Guidelines \$100,000 - July 2022	4,000.00
Bill	08/31/2022	191...		SWA Group	Task 8 & 9 - Final Plans & Area Guidelines \$100,000 - August 2022	3,000.00
Total Planning Consultants						7,000.00
Legal Consultants						
Bill	08/31/2022	219...		Bracewell LLP	General Legal through August 31, 2022	200.00
Total Legal Consultants						200.00
Total Program and Project Consultants						7,200.00
TIRZ Administration Overhead						
Tax Consultants						
Bill	07/01/2022	587...		Equi-Tax Inc.	July - June 2023 Consultant Services fee per Contract	12,963.60
Total Tax Consultants						12,963.60
Accounting Services						
Bill	08/31/2022	2332		The Morton Accounting Services	CPA Services and Invest. Officer July and Aug 2022	2,329.86
Total Accounting Services						2,329.86
Administrative Services						
Bill	07/13/2022	64		TIFWorks, LLC	General Consulting Services July 1 through July 18, 2022	2,000.00
Bill	07/31/2022	219...		Bracewell LLP	Meeting services through July 31, 2022	845.00
Bill	07/31/2022	64		TIFWorks, LLC	General Consulting Services July 18 through August 18, 2022	4,000.00
Total Administrative Services						6,845.00

8:47 AM

09/22/22

Accrual Basis

HARDY/NEAR NORTHSIDE TIRZ # 21

Profit & Loss Detail

July through August 2022

Type	Date	Num	Adj	Name	Memo	Amount
Bank Charges						
Check	07/15/2022				Service Charge	25.00
Check	07/31/2022				Service Charge	138.00
Check	08/15/2022				Service Charge	25.25
Check	08/31/2022				Service Charge	186.90
Total Bank Charges						375.15
Office Expense						
Bill	07/01/2022	629...		Squidz Ink Design	Website Design/Hosting - 1 year	1,188.00
Total Office Expense						1,188.00
Total TIRZ Administration Overhead						23,701.61
Total Expense						393,781.61
Net Ordinary Income						-397,561.27
Net Income						-397,561.27

BRACEWELL

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

September 07, 2022
Invoice: 21941364
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000001 General Counsel
For Services Through August 31, 2022

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/24/22	Meeting with C Lord and A Vinson to discuss CR V Hardy Yards development agreement reimbursement sources and amounts	Mary Buzak	0.50	400.00	200.00
Total Fees					\$ 200.00

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary Buzak	Counsel	0.50	400.00	200.00
Total Summary of Fees		0.50		\$ 200.00

Total Fees, Expenses and Charges on This Invoice **\$ 200.00**

BRACEWELL

REMITTANCE PAGE

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

Invoice: 21941364

Matter No: 0037619.000001

Total Fees	\$ 200.00
Total Expenses	\$ 0.00
Total Fees, Expenses and Charges for this Invoice	\$ 200.00
Total Current Billing on this Invoice	\$ 200.00
Balance Forward	\$ 0.00
Please Remit Total Balance Due on this Invoice	\$ 200.00

PLEASE RETURN THIS REMITTANCE PAGE WITH YOUR PAYMENT

Wire Transfer Information

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

Name on Account: Bracewell LLP

Bank Account Number: 5436952757

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

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

Please include invoice number as a reference when sending the wire:**21941364**

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/>



Invoice

Date	Invoice #
8/31/2022	2332

Bill To
Hardy Near/Northside Redevelopment Auth 711 Louisiana St Suite 2300 Houston, TX 77002

Terms	Due Date
Net 30	9/30/2022

Serviced	Description	Hours	Rate	Amount
8/31/2022	Accounting/CPA Services and Investment Officer - July and August	2	900.00	1,800.00
8/31/2022	Meeting with bankers to fix log in errors, troubleshooting ACH sending error with bankers, finish account set up and profile set up, order new check stock	3.0473	125.00	380.91
8/31/2022	New Check Stock for Texas Capital Bank		148.95	148.95

Please Remit Payment to:
The Morton Accounting Service
1125 Cypress Station Dr. Bldg H-4
Houston, TX 77090

or via the Intuit payment link in the email.

Total	\$2,329.86
Payments/Credits	\$0.00
Balance Due	\$2,329.86



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

Date: September 12, 2022
Invoice No: 191682
For Period: August
Project No: NNRT101
Project Manager: Michael Robinson

Project Hardy/Near Northside Redev Authority

WORK PERFORMED:

Task 8: Final Plans & Guidelines (80% Complete)

Task 9: Perspective View (50% Complete)

Professional Services from August 1, 2022 to August 31, 2022

Fee

Total Fee Earned	100,000.00		
% Complete	86.00	Total Earned	86,000.00
		Previous Fee Billing	83,000.00
		Current Fee Billing	3,000.00
		Total Fee Earned	3,000.00
		Total Due this Invoice:	<u>\$3,000.00</u>

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

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

swa Houston

The Jones on Main
712 Main Street
6th Floor
Houston, Texas
77002
+1.713.868.1676
www.swagroup.com

PROJECT STATUS REPORT BY SWA

SCOPE: NEAR NORTHSIDE REDEVELOPMENT AUTHORITY –
URBAN DESIGN + LANDSCAPE ARCHITECTURE SERVICES
PROJECTS: TIRZ #21 CIP
DATE: September 26, 2022

CURRENT PROJECTS STATUS

1. ZONE URBAN DESIGN GUIDELINES (WO#1)

- Task 1: Board Workshop #1 – 100% Complete
- Task 2: Research – 100% Complete
- Task 3: Community Event #1 – 100% Complete
- Task 4: Board Workshop #2 – 100% Complete
- Task 5: Area Plans – 100% Complete
- Task 6: Area Guidelines – 90% Complete
- Task 7: Board Workshop #3 – 0% Complete
- Task 8: Final Guidelines – 80% Complete
 - SWA continued development of Guidelines document.
- Task 9: Perspective View and Sidewalk Assessment (coordination with Gauge) – 50% Complete
 - SWA continued Hogan-Lorraine streetscape concepts.

2. ZONE URBAN DESIGN GUIDELINES – PHASE 2 (WO#2)

- Task 1: Streetscape Character: Cut Sheets – 0% Complete
- Task 2: Board Workshop – Urban Design Character and Cut Sheets Review – 0% Complete
- Task 3: Final Plans & Guidelines: Cut Sheets – 0% Complete

3. MISCELLANEOUS DRAWINGS & VISUALIZATION (WO#3)

- Task 1: Fulton St MTFP Graphics: 100% Complete
 - SWA prepared graphics for MTFP Amendment
- Task 2: Zone Expansion Graphics: 100% Complete
 - SWA prepared graphics for Zone expansion
- Task 3: Hogan/Lorraine Street Schematics: 50% Complete
 - SWA prepared multiple alternative street cross sections and is developing schematic-level plans for the entire street length for two options.

END OF REPORT

TASK ORDER #3: Authorizations 1, 2, 3

TIRZ #21 Near Northside Redevelopment Authority

TASK ORDER #3: MISCELLANEOUS DRAWINGS & VISUALIZATION

September 26, 2022

SWA proposes three (3) authorizations for ongoing design and graphic support to the Zone per Task Order #3:

1. **Authorization #1: Fulton Street MTFP Amendment Graphics (Completed)**
 - a. Deliverables: Preparation of graphics to illustrate impacts to the proposed widening of Fulton Street ROW per the MTFP.
 - b. Schedule: July 2022
 - c. Fee: \$750.00
2. **Authorization #2: Zone Boundary Expansion Graphics (Completed)**
 - a. Deliverables: Preparation of graphics documenting proposed boundary for future expanded area.
 - b. Schedule: August 2022
 - c. Fee: \$1,250.00
3. **Authorization #3: Hogan/Lorraine Walkable Places Streetscape Schematics (Proposed)**
 - a. Deliverables: Preparation of Hogan/Lorraine alternative street sections and plans
 - i. Four (4) Section Alternatives
 - ii. Prototype plan views each of the four (4) options
 - iii. Street-length plan view of two options selected by Infrastructure Committee
 - iv. Meetings and Coordination with Infrastructure Committee and Parks Committee
 - v. Meeting with Council Member
 - vi. Revisions per received comments
 - b. Schedule: July 2022–December 2022
 - c. Fee: \$20,000.00

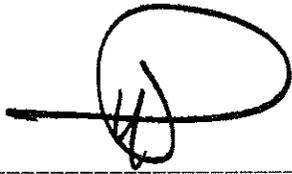
Total of Task Order # 3 Authorizations, including #1, #2, and #3: \$22,000.00

Amount Remaining to be authorized in Task Order #3: \$28,000.00

Approved By:

Near Northside Redevelopment Authority

Date

A handwritten signature in black ink, consisting of a large loop on the right and a horizontal line extending to the left, with some internal scribbles.

SWA Group

September 26, 2022

Date

END OF DOCUMENT

INVOICE

Date: 9/19/2022
 Invoice # Number 65

TIFWorks, LLC
 P.O. Box 10330
 Houston, Texas 77206
 (832)-978-5910
 ralph@tifworks.com

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 8/18/2022 thru 9/19/2022	Due Upon Receipt	
<i>Qty</i>	<i>Description</i>	<i>Unit Price</i>	<i>Line Total</i>
	BASIC SERVICES		\$4,000.00
	Receipt: HCAD Facet Maps needed for proposed annexation		\$29.40
Total			\$4,029.40

Make all checks payable to TIFWorks, LLC
Thank you for your business!

SINGLE SHEET OF PLAIN
COLORED PAPER

BRACEWELL

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

July 06, 2022
Invoice: 21936837
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000001 General Counsel
For Services Through June 30, 2022

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/27/22	Prepare for and attend June board meeting	Mary Buzak	1.75	400.00	700.00
Total Fees					\$ 700.00

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary Buzak	Counsel	1.75	400.00	700.00
Total Summary of Fees		1.75		\$ 700.00

Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
05/09/22	Online Research	Online Research 05/09/2022 Natalie Lira Texas Secretary of State	1.00
05/09/22	Online Research	Online Research 05/09/2022 Natalie Lira Texas Secretary of State	1.00
06/01/22	Filing/Court Fees	Capitol Services Inc - Vendor: Capitol Services Inc - Filing Assumed Name application with the Secretary of State Inv# 2022197703 Date: 06/01/2022	122.82
Total Expenses			\$ 124.82

Total Fees, Expenses and Charges on This Invoice **\$ 824.82**

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

Page 2

Client: Hardy/Near Northside Redevelopment Authority

Invoice: 21936837

BRACEWELL

REMITTANCE PAGE

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

Invoice: 21936837

Matter No: 0037619.000001

Total Fees	\$ 700.00
Total Expenses	\$ 124.82
Total Fees, Expenses and Charges for this Invoice	\$ 824.82
Total Current Billing on this Invoice	\$ 824.82
Balance Forward	\$ 1,900.00
Please Remit Total Balance Due on this Invoice	\$ 2,724.82

PLEASE RETURN THIS REMITTANCE PAGE WITH YOUR PAYMENT

Wire Transfer Information

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

Name on Account: Bracewell LLP

Bank Account Number: 5436952757

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

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

Please include invoice number as a reference when sending the wire:**21936837**

Check Information

Bracewell LLP

P.O. Box 207486

Dallas, TX 75320-7486

Tax ID 74-1024827

Courier Information

Wells Fargo Lockbox Services

P.O. Box 207486

2975 Regent Blvd

Irving, TX 75063

Credit Card Information

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

BRACEWELL

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

July 06, 2022
Invoice: 21936836
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000003 Meeting Services
For Services Through June 30, 2022

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/01/22	Attention to confirmation of filing of assumed name with secretary of state and coordinate with working group regarding the same.	Tiffany M. Ehmke	0.25	338.00	84.50
06/16/22	Attention to request for assumed name documentation and transmit to bookkeeper and administrator.	Tiffany M. Ehmke	0.25	338.00	84.50

Total Fees **\$ 169.00**

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffany M. Ehmke	Paralegal	0.50	338.00	169.00
Total Summary of Fees		0.50		\$ 169.00

Total Fees, Expenses and Charges on This Invoice **\$ 169.00**

BRACEWELL

REMITTANCE PAGE

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

Invoice: 21936836

Matter No: 0037619.000003

Total Fees	\$ 169.00
Total Expenses	\$ 0.00
Total Fees, Expenses and Charges for this Invoice	\$ 169.00
Total Current Billing on this Invoice	\$ 169.00
Balance Forward	\$ 1,402.70
Please Remit Total Balance Due on this Invoice	\$ 1,571.70

PLEASE RETURN THIS REMITTANCE PAGE WITH YOUR PAYMENT

Wire Transfer Information

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

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Bank Account Number: 5436952757

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Wells Fargo Lockbox Services

P.O. Box 207486

2975 Regent Blvd

Irving, TX 75063

Credit Card Information

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



Gauge Invoice Summary 7/2022										
Task Orders	TIRZ 21 CIP No.	Gauge Invoice Number	Total Contract Authorization	Total Invoiced to Date	Current Invoice	Remaining Authorization	MWDBE Participation	MWDBE Percentage	Fee Type	
1 On-Call	-		\$ 10,000.00	\$ 5,187.50	\$ -	\$ 4,812.50	-	0%	Hourly	
2 Capital Improvement Plan Development	-		\$ 179,460.39	\$ 179,460.39		\$ -	-	0%	Lump Sum	
3 Main Street Ped/Bike Improvements	T-2104		\$ 55,000.00	\$ 42,075.00		\$ 12,925.00	-	0%	Lump Sum	
4 Pinckney Trail Connection		1941	\$ 157,332.40	\$ 132,442.72	\$ 2,425.21	\$ 24,889.68	\$ 22,548.40	14%	Lump Sum	
5 Urban Design Guidelines Support			\$ 25,950.00	\$ 3,041.80		\$ 22,908.20	-	0%	Lump Sum	
Total Invoice Summary			\$ 427,742.79	\$ 362,207.41	\$ 2,425.21	\$ 65,535.38	\$ 22,548.40	14%		

Gauge Engineering
 11750 Katy Freeway, Suite 400
 Houston, TX 77079



Hardy/Near Northside Redevelopment Authority/TIRZ 21
 c/o Bracewll, LP and Tifworks
 711 Louisiana Street, Suite 2300
 Houston, TX 77002

Invoice number 1941
 Date 07/15/2022

Project 1136 PINCKNEY TRIAL CONNECTION

Professional Services Provided Through June 30, 2022

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Design Phase 90%, Final						
General Plan Sheets	5,622.50	100.00	5,622.50	5,622.50	0.00	0.00
Storm Sewer Design	45,275.00	100.00	45,275.00	45,275.00	0.00	0.00
Trial Design	30,210.00	98.00	28,699.50	29,605.80	604.20	906.30
Proj Mgmt/Specs/Agencies & Team Coordination/Qualities/Misc	23,130.00	98.00	21,973.50	22,667.40	462.60	693.90
Quality Assurance/Quality Control	3,525.00	100.00	3,525.00	3,525.00	0.00	0.00
Subtotal	107,762.50	99.01	105,095.50	106,695.70	1,066.80	1,600.20
Subcontracted/Additional Engineering Services						
Topo Survey Update (Plan & Profile) - Kuo	12,109.90	100.00	12,109.90	12,109.90	0.00	0.00
Geotechnical Investigation Addendum - Aviles	1,760.00	100.00	1,760.00	1,760.00	0.00	0.00
Structural design - Retaining Wall Design - Kuo	11,550.00	75.00	8,662.50	8,662.50	2,887.50	0.00
Tree Inventory/Protection - CN Koehl	3,080.00	100.00	2,254.99	3,080.00	0.00	825.01
TDLR Inspection - Accessibility Check	1,100.00	0.00	0.00	0.00	1,100.00	0.00
Subtotal	29,599.90	86.53	24,787.39	25,612.40	3,987.50	825.01
Expenses	350.00	38.46	134.62	134.62	215.38	0.00
Construction Phase Services	19,620.00	0.00	0.00	0.00	19,620.00	0.00
Total	157,332.40	84.18	130,017.51	132,442.72	24,889.68	2,425.21

Invoice total 2,425.21

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1941	07/15/2022	2,425.21	2,425.21				
	Total	2,425.21	2,425.21	0.00	0.00	0.00	0.00

I certify the above to be true and correct



Muhammad Ali, PE

Please note new mailing address

Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079

SQUIDZ INK DESIGN

web • print • identity

1005 E. 27th Houston, TX 77009 713.868.2500



Invoice

Bill To
Near Northside Redevelopment Authority

Date	Invoice #
7/1/2022	62904

Description	Qty	P.O. No.	Terms
		Rate	Amount
Web Site Hosting: 1 year term @ \$99/mo		1,188.00	1,188.00T
		Sales Tax (8.25%)	\$98.01
		Total	\$1,286.01



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

Date: July 11, 2022
 Invoice No: 190858
 For Period: June
 Project No: NNRT101
 Project Manager: Michael Robinson

Project Hardy/Near Northside Redev Authority

WORK PERFORMED:

Task 8: Final Plans & Guidelines (40% Complete)

Task 9: Perspective View (20% Complete)

Professional Services from June 1, 2022 to June 30, 2022

Fee

Total Fee Earned	100,000.00		
% Complete	79.00	Total Earned	79,000.00
		Previous Fee Billing	72,000.00
		Current Fee Billing	7,000.00
		Total Fee Earned	7,000.00
		Total Due this Invoice:	<u>\$7,000.00</u>

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

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

swa Houston

The Jones on Main
712 Main Street
6th Floor
Houston, Texas
77002
+1.713.868.1676
www.swagroup.com

PROJECT STATUS REPORT BY SWA

SCOPE: NEAR NORTHSIDE REDEVELOPMENT AUTHORITY –
URBAN DESIGN + LANDSCAPE ARCHITECTURE SERVICES
PROJECTS: TIRZ #21 CIP
DATE: July 25, 2022

CURRENT PROJECTS STATUS

1. ZONE URBAN DESIGN GUIDELINES (WO#1)

- Task 1: Board Workshop #1 – 100% Complete
- Task 2: Research – 100% Complete
- Task 3: Community Event #1 – 100% Complete
- Task 4: Board Workshop #2 – 100% Complete
- Task 5: Area Plans – 100% Complete
- Task 6: Area Guidelines – 90% Complete
 - SWA continued development of Area Guidelines with Parks Committee.
- Task 7: Board Workshop #3 – 0% Complete
- Task 8: Final Guidelines – 60% Complete
 - SWA continued development of Guidelines document.
- Task 9: Perspective View and Sidewalk Assessment (coordination with Gauge) – 30% Complete
 - SWA prepared draft plan and perspective views of Hogan-Lorraine Walkable Places corridor at Cochran St.

END OF REPORT



Invoice

Date	Invoice #
3/31/2022	2299

Bill To
Hardy Near/Northside Redevelopment Auth 711 Louisiana St Suite 2300 Houston, TX 77002

Terms	Due Date
Net 30	4/30/2022

Serviced	Description	Hours	Rate	Amount
2/28/2022	Accounting/CPA Services and Investment Officer - January and February	2	900.00	1,800.00
2/28/2022	Shipping costs for checks		32.61	32.61
2/28/2022	1099 NEC Forms and envelopes		42.57	42.57
2/28/2022	Shipping costs for 1099 forms and certified mail		10.80	10.80

Please Remit Payment to:
The Morton Accounting Service
1125 Cypress Station Dr. Bldg H-4
Houston, TX 77090

or via the Intuit payment link in the email.

Total	\$1,885.98
Payments/Credits	\$0.00
Balance Due	\$1,885.98



Invoice

Date	Invoice #
4/30/2022	2325

Bill To
Hardy Near/Northside Redevelopment Auth 711 Louisiana St Suite 2300 Houston, TX 77002

Terms	Due Date
Net 30	5/30/2022

Serviced	Description	Hours	Rate	Amount
4/30/2022	Accounting/CPA Services and Investment Officer - March and April	2	900.00	1,800.00
4/30/2022	Starting the set up of the new bank accounts	3.12574	125.00	390.72

Please Remit Payment to:
The Morton Accounting Service
1125 Cypress Station Dr. Bldg H-4
Houston, TX 77090

or via the Intuit payment link in the email.

Total	\$2,190.72
Payments/Credits	\$0.00
Balance Due	\$2,190.72

SINGLE SHEET OF PLAIN
COLORED PAPER

6:37 PM

07/26/22

HARDY/NEAR NORTHSIDE TIRZ # 21

Unpaid Bills Detail

As of July 26, 2022

Type	Date	Num	Memo	Open Balance
Bracewell LLP				
Bill	06/30/2022	21936836	Meeting services through June 30, 2022	169.00
Bill	06/30/2022	21936837	General Legal through June 30, 2022	824.82
Total Bracewell LLP				993.82
Equi-Tax Inc.				
Bill	07/01/2022	58798	July - June 2023 Consultant Services fee per Contract	12,963.60
Total Equi-Tax Inc.				12,963.60
Gauge Engineering LLC				
Bill	06/30/2022	1941	Pickney Trail Connection through 6.30.22	2,425.21
Total Gauge Engineering LLC				2,425.21
Squidz Ink Design				
Bill	07/01/2022	62904	Website Design/Hosting - 1 year	1,188.00
Total Squidz Ink Design				1,188.00
SWA Group				
Bill	06/30/2022	190858	Task 8 - Final Plans & Area Guidelines \$100,000 - June 2022	7,000.00
Total SWA Group				7,000.00
The Morton Accounting Services				
Bill	03/31/2022	2299	CPA Services and Invest. Officer Jan and Feb 2022	1,885.98
Total The Morton Accounting Services				1,885.98
TIFWorks, LLC				
Bill	06/30/2022	63	General Consulting Services June 18 through June 30, 2022	2,000.00
Bill	07/13/2022	64	General Consulting Services July 1 through July 18, 2022	2,000.00
Total TIFWorks, LLC				4,000.00
TOTAL				30,456.61

BRACEWELL

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

July 06, 2022
Invoice: 21936836
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000003 Meeting Services
For Services Through June 30, 2022

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/01/22	Attention to confirmation of filing of assumed name with secretary of state and coordinate with working group regarding the same.	Tiffany M. Ehmke	0.25	338.00	84.50
06/16/22	Attention to request for assumed name documentation and transmit to bookkeeper and administrator.	Tiffany M. Ehmke	0.25	338.00	84.50

Total Fees **\$ 169.00**

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffany M. Ehmke	Paralegal	0.50	338.00	169.00
Total Summary of Fees		0.50		\$ 169.00

Total Fees, Expenses and Charges on This Invoice **\$ 169.00**

BRACEWELL

REMITTANCE PAGE

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

Invoice: 21936836

Matter No: 0037619.000003

Total Fees	\$ 169.00
Total Expenses	\$ 0.00
Total Fees, Expenses and Charges for this Invoice	\$ 169.00
Total Current Billing on this Invoice	\$ 169.00
Balance Forward	\$ 1,402.70
Please Remit Total Balance Due on this Invoice	\$ 1,571.70

PLEASE RETURN THIS REMITTANCE PAGE WITH YOUR PAYMENT

Wire Transfer Information

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

Name on Account: Bracewell LLP

Bank Account Number: 5436952757

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

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

Please include invoice number as a reference when sending the wire:**21936836**

Check Information

Bracewell LLP

P.O. Box 207486

Dallas, TX 75320-7486

Tax ID 74-1024827

Courier Information

Wells Fargo Lockbox Services

P.O. Box 207486

2975 Regent Blvd

Irving, TX 75063

Credit Card Information

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

BRACEWELL

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

July 06, 2022
Invoice: 21936837
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000001 General Counsel
For Services Through June 30, 2022

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/27/22	Prepare for and attend June board meeting	Mary Buzak	1.75	400.00	700.00
Total Fees					\$ 700.00

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary Buzak	Counsel	1.75	400.00	700.00
Total Summary of Fees		1.75		\$ 700.00

Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
05/09/22	Online Research	Online Research 05/09/2022 Natalie Lira Texas Secretary of State	1.00
05/09/22	Online Research	Online Research 05/09/2022 Natalie Lira Texas Secretary of State	1.00
06/01/22	Filing/Court Fees	Capitol Services Inc - Vendor: Capitol Services Inc - Filing Assumed Name application with the Secretary of State Inv# 2022197703 Date: 06/01/2022	122.82
Total Expenses			\$ 124.82

Total Fees, Expenses and Charges on This Invoice **\$ 824.82**

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

Page 2

Client: Hardy/Near Northside Redevelopment Authority

Invoice: 21936837

BRACEWELL

REMITTANCE PAGE

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

Invoice: 21936837

Matter No: 0037619.000001

Total Fees	\$ 700.00
Total Expenses	\$ 124.82
Total Fees, Expenses and Charges for this Invoice	\$ 824.82
Total Current Billing on this Invoice	\$ 824.82
Balance Forward	\$ 1,900.00
Please Remit Total Balance Due on this Invoice	\$ 2,724.82

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Bank Account Number: 5436952757

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

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Please include invoice number as a reference when sending the wire:**21936837**

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/>



Gauge Invoice Summary 7/2022										
Task Orders		TIRZ 21 CIP No.	Gauge Invoice Number	Total Contract Authorization	Total Invoiced to Date	Current Invoice	Remaining Authorization	MWDBE Participation	MWDBE Percentage	Fee Type
1	On-Call	-		\$ 10,000.00	\$ 5,187.50	\$ -	\$ 4,812.50	\$ -	0%	Hourly
2	Capital Improvement Plan Development	-		\$ 179,460.39	\$ 179,460.39		\$ -	\$ -	0%	Lump Sum
3	Main Street Ped/Bike Improvements	T-2104		\$ 55,000.00	\$ 42,075.00		\$ 12,925.00	\$ -	0%	Lump Sum
4	Pinckney Trail Connection		1941	\$ 157,332.40	\$ 132,442.72	\$ 2,425.21	\$ 24,889.68	\$ 22,548.40	14%	Lump Sum
5	Urban Design Guidelines Support			\$ 25,950.00	\$ 3,041.80		\$ 22,908.20	\$ -	0%	Lump Sum
Total Invoice Summary				\$ 427,742.79	\$ 362,207.41	\$ 2,425.21	\$ 65,535.38	\$ 22,548.40	14%	

Gauge Engineering
 11750 Katy Freeway, Suite 400
 Houston, TX 77079



Hardy/Near Northside Redevelopment Authority/TIRZ 21
 c/o Bracewll, LP and Tifworks
 711 Louisiana Street, Suite 2300
 Houston, TX 77002

Invoice number 1941
 Date 07/15/2022

Project 1136 PINCKNEY TRIAL CONNECTION

Professional Services Provided Through June 30, 2022

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Design Phase 90%, Final						
General Plan Sheets	5,622.50	100.00	5,622.50	5,622.50	0.00	0.00
Storm Sewer Design	45,275.00	100.00	45,275.00	45,275.00	0.00	0.00
Trial Design	30,210.00	98.00	28,699.50	29,605.80	604.20	906.30
Proj Mgmt/Specs/Agencies & Team Coordination/Qualities/Misc	23,130.00	98.00	21,973.50	22,667.40	462.60	693.90
Quality Assurance/Quality Control	3,525.00	100.00	3,525.00	3,525.00	0.00	0.00
Subtotal	107,762.50	99.01	105,095.50	106,695.70	1,066.80	1,600.20
Subcontracted/Additional Engineering Services						
Topo Survey Update (Plan & Profile) - Kuo	12,109.90	100.00	12,109.90	12,109.90	0.00	0.00
Geotechnical Investigation Addendum - Aviles	1,760.00	100.00	1,760.00	1,760.00	0.00	0.00
Structural design - Retaining Wall Design - Kuo	11,550.00	75.00	8,662.50	8,662.50	2,887.50	0.00
Tree Inventory/Protection - CN Koehl	3,080.00	100.00	2,254.99	3,080.00	0.00	825.01
TDLR Inspection - Accessibility Check	1,100.00	0.00	0.00	0.00	1,100.00	0.00
Subtotal	29,599.90	86.53	24,787.39	25,612.40	3,987.50	825.01
Expenses	350.00	38.46	134.62	134.62	215.38	0.00
Construction Phase Services	19,620.00	0.00	0.00	0.00	19,620.00	0.00
Total	157,332.40	84.18	130,017.51	132,442.72	24,889.68	2,425.21

Invoice total **2,425.21**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1941	07/15/2022	2,425.21	2,425.21				
	Total	2,425.21	2,425.21	0.00	0.00	0.00	0.00

I certify the above to be true and correct



Muhammad Ali, PE

Please note new mailing address

Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079

SQUIDZ INK DESIGN

web • print • identity

1005 E. 27th Houston, TX 77009 713.868.2500



Invoice

Bill To
Near Northside Redevelopment Authority

Date	Invoice #
6/1/2022	62904

Description	Qty	P.O. No.	Terms
		Rate	Amount
Web Site Hosting: 1 year term @ \$99/mo		1,188.00	1,188.00
		Sales Tax (8.25%)	\$0.00
		Total	\$1,188.00



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

Date: July 11, 2022
 Invoice No: 190858
 For Period: June
 Project No: NNRT101
 Project Manager: Michael Robinson

Project Hardy/Near Northside Redev Authority

WORK PERFORMED:

Task 8: Final Plans & Guidelines (40% Complete)

Task 9: Perspective View (20% Complete)

Professional Services from June 1, 2022 to June 30, 2022

Fee

Total Fee Earned	100,000.00		
% Complete	79.00	Total Earned	79,000.00
		Previous Fee Billing	72,000.00
		Current Fee Billing	7,000.00
		Total Fee Earned	7,000.00
		Total Due this Invoice:	<u>\$7,000.00</u>

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

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

swa Houston

The Jones on Main
712 Main Street
6th Floor
Houston, Texas
77002
+1.713.868.1676
www.swagroup.com

PROJECT STATUS REPORT BY SWA

SCOPE: NEAR NORTHSIDE REDEVELOPMENT AUTHORITY –
URBAN DESIGN + LANDSCAPE ARCHITECTURE SERVICES
PROJECTS: TIRZ #21 CIP
DATE: July 25, 2022

CURRENT PROJECTS STATUS

1. ZONE URBAN DESIGN GUIDELINES (WO#1)

- Task 1: Board Workshop #1 – 100% Complete
- Task 2: Research – 100% Complete
- Task 3: Community Event #1 – 100% Complete
- Task 4: Board Workshop #2 – 100% Complete
- Task 5: Area Plans – 100% Complete
- Task 6: Area Guidelines – 90% Complete
 - SWA continued development of Area Guidelines with Parks Committee.
- Task 7: Board Workshop #3 – 0% Complete
- Task 8: Final Guidelines – 60% Complete
 - SWA continued development of Guidelines document.
- Task 9: Perspective View and Sidewalk Assessment (coordination with Gauge) – 30% Complete
 - SWA prepared draft plan and perspective views of Hogan-Lorraine Walkable Places corridor at Cochran St.

END OF REPORT



Invoice

Date	Invoice #
3/31/2022	2299

Bill To
Hardy Near/Northside Redevelopment Auth 711 Louisiana St Suite 2300 Houston, TX 77002

Terms	Due Date
Net 30	4/30/2022

Serviced	Description	Hours	Rate	Amount
2/28/2022	Accounting/CPA Services and Investment Officer - January and February	2	900.00	1,800.00
2/28/2022	Shipping costs for checks		32.61	32.61
2/28/2022	1099 NEC Forms and envelopes		42.57	42.57
2/28/2022	Shipping costs for 1099 forms and certified mail		10.80	10.80

Please Remit Payment to:
The Morton Accounting Service
1125 Cypress Station Dr. Bldg H-4
Houston, TX 77090

or via the Intuit payment link in the email.

Total	\$1,885.98
Payments/Credits	\$0.00
Balance Due	\$1,885.98

INVOICE

Date: 7/20/2022
 Invoice # Number 63

TIFWorks, LLC
 P.O. Box 10330
 Houston, Texas 77206
 (832)-978-5910
 ralph@tifworks.com

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 6/18/2022 thru 6/31/2022	Due Upon Receipt	
<i>Qty</i>	<i>Description</i>	<i>Unit Price</i>	<i>Line Total</i>
	BASIC SERVICES		\$2,000.00
Total			\$2,000.00

Make all checks payable to TIFWorks, LLC
Thank you for your business!

INVOICE

Date: 7/20/2022
 Invoice # Number 64

TIFWorks, LLC
 P.O. Box 10330
 Houston, Texas 77206
 (832)-978-5910
 ralph@tifworks.com

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 7/1/2022 thru 7/18/2022	Due Upon Receipt	
<i>Qty</i>	<i>Description</i>	<i>Unit Price</i>	<i>Line Total</i>
	BASIC SERVICES		\$2,000.00
Total			\$2,000.00

Make all checks payable to TIFWorks, LLC
Thank you for your business!

BRACEWELL

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

August 03, 2022
Invoice: 21938978
BA: 04674 Clark Stockton Lord

Our Matter: 0037619.000003 Meeting Services
For Services Through July 31, 2022

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/11/22	Annual review of conflict of interest filings.	Tiffany M. Ehmke	0.50	338.00	169.00
07/18/22	Prepare COI and related letter for submittal to the city; coordinate with working group regrading the same.	Tiffany M. Ehmke	0.50	338.00	169.00
07/21/22	Attention to administrator request for authority data and executed files; review, analyze and coordinate with working group regarding the same.	Tiffany M. Ehmke	1.00	338.00	338.00
07/22/22	Review requested auditor materials and coordinate with working group regarding the same; contact administrator to satisfy document deficiency.	Tiffany M. Ehmke	0.50	338.00	169.00

Total Fees **\$ 845.00**

Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tiffany M. Ehmke	Paralegal	2.50	338.00	845.00
Total Summary of Fees		2.50		\$ 845.00

Total Fees, Expenses and Charges on This Invoice **\$ 845.00**

BRACEWELL

REMITTANCE PAGE

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

Invoice: 21938978

Matter No: 0037619.000003

Total Fees	\$ 845.00
Total Expenses	\$ 0.00
Total Fees, Expenses and Charges for this Invoice	\$ 845.00
Total Current Billing on this Invoice	\$ 845.00
Balance Forward	\$ 0.00
Please Remit Total Balance Due on this Invoice	\$ 845.00

PLEASE RETURN THIS REMITTANCE PAGE WITH YOUR PAYMENT

Wire Transfer Information

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

Name on Account: Bracewell LLP

Bank Account Number: 5436952757

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

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

Please include invoice number as a reference when sending the wire:**21938978**

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/>

Gauge Engineering
 11750 Katy Freeway, Suite 400
 Houston, TX 77079



Hardy/Near Northside Redevelopment Authority/TIRZ 21
 c/o Bracewll, LP and Tifworks
 711 Louisiana Street, Suite 2300
 Houston, TX 77002

Invoice number 1985
 Date 08/15/2022

Project 1136 PINCKNEY TRIAL CONNECTION

Professional Services Provided Through August 12, 2022

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Design Phase 90%, Final						
General Plan Sheets	5,622.50	100.00	5,622.50	5,622.50	0.00	0.00
Storm Sewer Design	45,275.00	100.00	45,275.00	45,275.00	0.00	0.00
Trial Design	30,210.00	100.00	29,605.80	30,210.00	0.00	604.20
Proj Mgmt/Specs/Agencies & Team Coordination/Qualities/Misc	23,130.00	100.00	22,667.40	23,130.00	0.00	462.60
Quality Assurance/Quality Control	3,525.00	100.00	3,525.00	3,525.00	0.00	0.00
Subtotal	107,762.50	100.00	106,695.70	107,762.50	0.00	1,066.80
Subcontracted/Additional Engineering Services						
Topo Survey Update (Plan & Profile) - Kuo	12,109.90	100.00	12,109.90	12,109.90	0.00	0.00
Geotechnical Investigation Addendum - Aviles	1,760.00	100.00	1,760.00	1,760.00	0.00	0.00
Structural design - Retaining Wall Design - Kuo	11,550.00	75.00	8,662.50	8,662.50	2,887.50	0.00
Tree Inventory/Protection - CN Koehl	3,080.00	100.00	3,080.00	3,080.00	0.00	0.00
TDLR Inspection - Accessibility Check	1,100.00	100.00	0.00	1,100.00	0.00	1,100.00
Subtotal	29,599.90	90.24	25,612.40	26,712.40	2,887.50	1,100.00
Expenses	350.00	100.00	134.62	350.00	0.00	215.38
Construction Phase Services	19,620.00	0.00	0.00	0.00	19,620.00	0.00
Total	157,332.40	85.69	132,442.72	134,824.90	22,507.50	2,382.18

Invoice total **2,382.18**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1985	08/15/2022	2,382.18	2,382.18				
	Total	2,382.18	2,382.18	0.00	0.00	0.00	0.00

I certify the above to be true and correct



Muhammad Ali, PE

Please note new mailing address

Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079

Gauge Engineering

11750 Katy Freeway, Suite 400
Houston, TX 77079



Hardy/Near Northside Redevelopment Authority/TIRZ 21
c/o Bracewll, LP and Tifworks
711 Louisiana Street, Suite 2300
Houston, TX 77002

Invoice number 1986
Date 08/15/2022

Project 1175 SIDEWALK ASSESSMENT

Professional Services Provided Through August 12, 2022

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Remaining	Current Billed
Basic Services	23,000.00	10.50	0.00	2,415.00	20,585.00	2,415.00
Total	23,000.00	10.50	0.00	2,415.00	20,585.00	2,415.00

Invoice total **2,415.00**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
1986	08/15/2022	2,415.00	2,415.00				
	Total	2,415.00	2,415.00	0.00	0.00	0.00	0.00

I certify the above to be true and correct

Muhammad Ali, PE

Please note new mailing address

Please make checks payable to:
Gauge Engineering, LLC
11750 Katy Freeway, Suite 400
Houston, TX 77079



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

Date: August 8, 2022
Invoice No: 191281
For Period: July
Project No: NNRT101
Project Manager: Michael Robinson

Project Hardy/Near Northside Redev Authority

WORK PERFORMED:

Task 8: Final Plans & Guidelines (70% Complete)

Task 9: Perspective View (40% Complete)

Professional Services from July 1, 2022 to July 31, 2022

Fee

Total Fee Earned	100,000.00		
% Complete	83.00	Total Earned	83,000.00
		Previous Fee Billing	79,000.00
		Current Fee Billing	4,000.00
		Total Fee Earned	4,000.00
		Total Due this Invoice:	<u>\$4,000.00</u>

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

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

SWA Houston

The Jones on Main
712 Main Street
6th Floor
Houston, Texas
77002
+1.713.868.1676
www.swagroup.com

PROJECT STATUS REPORT BY SWA

SCOPE: NEAR NORTHSIDE REDEVELOPMENT AUTHORITY –
URBAN DESIGN + LANDSCAPE ARCHITECTURE SERVICES

PROJECTS: TIRZ #21 CIP

DATE: August 22, 2022

CURRENT PROJECTS STATUS

1. ZONE URBAN DESIGN GUIDELINES (WO#1)

- Task 1: Board Workshop #1 – 100% Complete
- Task 2: Research – 100% Complete
- Task 3: Community Event #1 – 100% Complete
- Task 4: Board Workshop #2 – 100% Complete
- Task 5: Area Plans – 100% Complete
- Task 6: Area Guidelines – 90% Complete
- Task 7: Board Workshop #3 – 0% Complete
- Task 8: Final Guidelines – 70% Complete
 - SWA continued development of Guidelines document.
- Task 9: Perspective View and Sidewalk Assessment (coordination with Gauge) – 40% Complete
 - SWA continued Hogan-Lorraine streetscape concepts.

END OF REPORT

INVOICE

Date: 8/18/2022
 Invoice # Number 64

TIFWorks, LLC
 P.O. Box 10330
 Houston, Texas 77206
 (832)-978-5910
 ralph@tifworks.com

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 7/18/2022 thru 8/18/2022	Due Upon Receipt	
<i>Qty</i>	<i>Description</i>	<i>Unit Price</i>	<i>Line Total</i>
	BASIC SERVICES		\$4,000.00
	Receipt: HCAD Facet Maps needed for proposed annexation		\$29.40
Total			\$4,029.40

Make all checks payable to TIFWorks, LLC
Thank you for your business!



Invoice

Date	Invoice #
6/30/2022	2326

Bill To
Hardy Near/Northside Redevelopment Auth 711 Louisiana St Suite 2300 Houston, TX 77002

Terms	Due Date
Net 30	7/30/2022

Serviced	Description	Hours	Rate	Amount
6/30/2022	Accounting/CPA Services and Investment Officer - May and June	2	900.00	1,800.00
6/30/2022	Set up of the new bank accounts, getting ACH access set up, meeting with bankers to fix log in errors, troubleshooting ACH sending error with bankers	4.30169	125.00	537.71

Please Remit Payment to:
The Morton Accounting Service
1125 Cypress Station Dr. Bldg H-4
Houston, TX 77090

or via the Intuit payment link in the email.

Total	\$2,337.71
Payments/Credits	\$0.00
Balance Due	\$2,337.71

SINGLE SHEET OF PLAIN
COLORED PAPER

City of Houston, Texas, Ordinance No. 2022 - 681

AN ORDINANCE RELATING TO THE FISCAL AFFAIRS OF HARDY/NEAR NORTHSIDE REDEVELOPMENT AUTHORITY ON BEHALF OF REINVESTMENT ZONE NUMBER TWENTY-ONE, CITY OF HOUSTON, TEXAS (HARDY/NEAR NORTHSIDE ZONE); APPROVING THE FISCAL YEAR 2023 OPERATING BUDGET FOR THE AUTHORITY AND THE FISCAL YEARS 2023-2027 CAPITAL IMPROVEMENT PLAN BUDGET FOR THE ZONE; CONTAINING FINDINGS AND OTHER PROVISIONS RELATED TO THE FOREGOING SUBJECT; AND DECLARING AN EMERGENCY.

* * * * *

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

WHEREAS, the Hardy/Near Northside Redevelopment Authority (the "Authority"), a local government corporation acting on behalf of the City in connection with the Zone, has submitted an Operating Budget for Fiscal Year 2023 (the "Operating Budget") and a Capital Improvement Plan Budget for Fiscal Years 2023-2027 (the "CIP Budget" and, collectively with the Operating Budget, the "Budgets") to the City Council for approval pursuant to that certain agreement among the City, the Authority, and the Zone approved by Ordinance No. 2009-1271 on December 9, 2009; and

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

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

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

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

from one line item of Project Costs to another, provided that the aggregate of such transfers does not exceed the lesser of \$400,000 or 5% of Project Costs during Fiscal Year 2023. Subject to the foregoing, the Operating Budget attached hereto as Exhibit "A" is hereby approved for the Authority.

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

Section 4. That not later than March 31, 2023, the Zone shall, in cooperation with City representatives: (1) identify surplus funds in the Zone's Fiscal Year 2023 Operating Budget based on the difference between Zone revenues and the Fiscal Year 2023 Operating Budget approved by the City; and (2) make available any surplus Zone funds, through appropriate agreement, for projects identified by the City that are eligible for tax increment funding, such as affordable housing, areas of public assembly, incremental costs of municipal services attributable to development and redevelopment in the Zone, and capital projects that benefit the City and the Zone. The agreement may provide for the payment of surplus funds into one or more accounts established by the City or may provide for direct payment by the Zone for that purpose. The Zone shall consider amendments to the Zone Project Plan and Reinvestment Zone Financing Plan that may be necessary to accomplish this purpose, and shall expedite any such amendments.

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

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

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

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

PASSED AND ADOPTED this 7th day of September, 2022.

APPROVED this _____ day of _____, 2022.

Mayor of the City of Houston

Pursuant to Article VI, Section 6, Houston City Charter, the effective date of the foregoing Ordinance is SEP 13 2022.

[Signature]
City Secretary

DocuSigned by: [Signature] ^{DS}
605195BC0010AC0...

(Prepared by Legal Department
(JN:gd 08.19.2022)
(Requested by Andy Icken, Chief Development Officer, Office of the Mayor)
(LD-RE-0000000393)
Assistant City Attorney

Meeting

Aye	No	
✓		Mayor Turner
....	Council Members
✓		Peck
✓		Jackson
✓		Kamin
✓		Evans-Shabazz
✓		Martin
✓		Thomas
Absent on personal business		Huffman
✓		Cisneros
✓		Gallegos
✓		Pollard
Out of the city on city business		Castex-Tatum
✓		Knox
✓		Robinson
✓		Kubosh
Out of the city on city business		Plummer
✓		Alcorn
Caption	Adopted	

Captions Published in DAILY COURT REVIEW

Date: 8/2/2022

EXHIBIT "A"

**Fiscal Year 2023 Operating Budget
for the Hardy/Near Northside Redevelopment Authority**

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2023 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 (TY2022):	\$ 769,680,654
	Current Taxable Value (TY2021):	\$ 743,387,921
	Acres:	1,450.21
	Administrator (Contact):	Ralph De Leon
	Contact Number:	(832) 978-5910

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

P R O J E C T		Total Plan	Cumulative Expenses (to 6/30/21)	Variance
		Capital Projects:		
	Roadway, Sidewalk and Landscape	\$ 37,692,000	\$ 12,611,160	\$ 25,080,840
	Roadway, Sidewalk and Bridge	60,000,000	-	60,000,000
	Public Utility Improvements	47,844,000	-	47,844,000
	Parks, Landscape and Recreational Facilities	29,238,000	-	29,238,000
	Land Cost, Site Prep, Environmental Remediation	9,820,000	-	9,820,000
		-	-	-
	Total Capital Projects	\$ 184,594,000	\$ 12,611,160	\$ 171,982,840
P L A N	Affordable Housing	32,920,874	2,203,525	30,717,349
	School & Education/Cultural Facilities	-	-	-
	Financing Costs	1,700,000	-	1,700,000
	Administration Costs/ Professional Services	4,200,000	1,027,917	3,172,083
	Creation Costs	-	-	-
	Total Project Plan	\$ 223,414,874	\$ 15,842,602	\$ 207,572,272

D E B T	Additional Financial Data	FY2022 Budget	FY2022 Estimates	FY2023 Budget
	Debt Service	\$ -	\$ -	\$ -
Principal	\$ -	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -	\$ -
	Balance as of 6/30/21		Projected Balance as of 6/30/22	Projected Balance as of 6/30/23
	Year End Outstanding (Principal)			
	Bond Debt	\$ -	\$ -	\$ -
	Bank Loan	\$ -	\$ -	\$ -
	Line of Credit	\$ -	\$ -	\$ -
	Developer Agreement - Onsite Improvements	\$ 4,316,310	\$ 4,246,626	\$ 4,188,939
	Developer Agreement - Offsite Improvements	\$ 1,668,682	\$ 1,322,843	\$ 1,019,988
	Other	\$ -	\$ -	\$ -

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2023 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2022 Budget	FY2022 Estimates	FY2023 Budget
RESOURCES			
RESTRICTED Funds - Capital Projects	\$ -	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Planning and Development	\$ 1,161,784	\$ 1,080,482	\$ 931,760
Beginning Balance	\$ 1,161,784	1,080,482	931,760
City tax revenue	\$ 1,023,752	\$ 1,059,183	\$ 1,625,233
County tax revenue	\$ -	\$ -	\$ -
ISD tax revenue	\$ -	\$ -	\$ -
ISD tax revenue - Pass Through	\$ -	\$ -	\$ -
Community College tax revenue	\$ -	\$ -	\$ -
Incremental property tax revenue	\$ 1,023,752	1,059,183	1,625,233
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
Miscellaneous revenue	\$ -	\$ -	\$ -
COH TIRZ interest	\$ 170	\$ -	\$ -
Interest Income	\$ 1,620	\$ 137	\$ 137
Other Interest Income	\$ 1,790	\$ 137	\$ 137
	\$ -	\$ -	\$ -
Harris County Precinct Two Matching Grant	\$ -	\$ -	\$ 275,000
Grant Proceeds	\$ -	\$ -	\$ 275,000
	\$ -	\$ -	\$ 550,000
Proceeds from Bank Loan	\$ -	\$ -	\$ 550,000
	\$ -	\$ -	\$ -
Contract Revenue Bond Proceeds	\$ -	\$ -	\$ -
TOTAL AVAILABLE RESOURCES	\$ 2,187,326	2,139,802	3,382,130

CITY OF HOUSTON
 ECONOMIC DEVELOPMENT DIVISION
 FISCAL YEAR 2023 BUDGET DETAIL

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

TIRZ Budget Line Items	FY2022 Budget	FY2022 Estimates	FY2023 Budget
EXPENDITURES			
Accounting	\$ 12,000	\$ 8,275	\$ 12,000
Administration Salaries & Benefits	\$ 50,000	\$ 44,993	\$ 50,000
Auditor	\$ 10,000	\$ 9,250	\$ 10,000
Tax Advisor	\$ 2,000	\$ 12,528	\$ 15,000
Insurance	\$ 1,000	\$ 1,249	\$ 1,300
Office Expense	\$ 4,000	\$ 6,245	\$ 4,000
TIRZ Administration and Overhead	\$ 79,000	82,540	92,300
Engineering Consultants	\$ 225,000	\$ 44,074	\$ 50,000
Legal	\$ 20,000	\$ 33,530	\$ 35,000
Construction Audit	\$ -	\$ -	\$ -
Planning Consultants	\$ 100,000	\$ 100,000	\$ 100,000
Program and Project Consultants	\$ 346,000	\$ 177,604	\$ 185,000
Management consulting services	\$ 424,000	260,144	277,300
	\$ -	\$ -	\$ -
Capital Expenditures (See CIP Schedule)	\$ 716,500	\$ 106,355	\$ 919,000
TIRZ Capital Expenditures	\$ 716,500	106,355	919,000
Hardy Yards/Cypress - OnSite	\$ 122,648	69,684	57,687
Hardy Yards/Cypress - OffSite	\$ 315,381	365,839	302,855
Developer / Project Reimbursements	\$ 438,029	\$ 435,523	\$ 360,542
System debt service	\$ -	\$ -	\$ -
TOTAL PROJECT COSTS	\$ 1,578,529	802,022	1,556,842
Payment/transfer to ISD - educational facilities	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 51,188	\$ 52,959	\$ 81,262
County	\$ -	\$ -	\$ -
ISD	\$ -	\$ -	\$ -
HCC	\$ -	\$ -	\$ -
Affordable Housing:			
City	\$ 341,251	\$ 353,061	\$ 541,744
County	\$ -	\$ -	\$ -
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services (Payable to COH)	\$ -	\$ -	\$ -
Total Transfers	\$ 392,439	406,020	623,006
Total Budget	\$ 1,970,968	1,208,042	2,179,848
RESTRICTED Funds - Capital Projects	\$ -	\$ -	\$ -
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Planning and Development	\$ 216,358	931,760	1,202,282
Ending Fund Balance	\$ 216,358	931,760	1,202,282
Total Budget & Ending Fund Balance	\$ 2,187,326	\$ 2,139,802	\$ 3,382,130

Notes:

EXHIBIT "B"

**Fiscal Years 2023-2027 Capital Improvement Plan Budget
for the Hardy/Near Northside Zone**

2023 - 2027 CAPITAL IMPROVEMENT PLAN
TIRZ NO.21 - HARDY YARDS/NEAR NORTHSIDE

CITY OF HOUSTON - TIRZ PROGRAM
Economic Development Division

Council District	CIP No.	Project	Fiscal Year Planned Appropriations										Cumulative Total (To Date)		
			Through 2021	Projected 2022	2023	2024	2025	2026	2027	FY23 - FY27 Total					
H	T-2101	Near Northside Hernandez Tunnel	\$ -	-	-	-	-	-	-	-	-	-	-	-	-
H	T-2102	Hernandez Tunnel Mural	\$ 15,000	-	-	-	-	-	-	-	-	-	-	-	15,000
H	T-2103	METRO Parcel Acquisition and Planning	\$ -	-	9,000	4,000	-	-	-	-	-	-	-	13,000	13,000
H	T-2104	2600 - 3500 Block Main PER	\$ -	4,995	-	-	-	250,000	-	-	-	-	-	250,000	254,995
H	T-2105	Pickney Street Hike and Bike Trail	\$ -	101,360	560,000	-	-	-	-	-	-	-	-	560,000	661,360
H	T-2106	ADA Compliant Sidewalks and related pedestrian	\$ -	-	100,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	75,000	400,000	400,000
H	T-2107	Hogant/Lorraine Corridor Schematic Design	\$ -	-	100,000	-	-	-	-	-	-	-	-	100,000	100,000
H	T-2199	Concrete Panel & Sidewalk Replacement Program	\$ -	-	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	125,000	125,000
H	T-2108	UPRR Ped/Bike/Fulton/Burnett Roundabout Schematic Design	\$ -	-	75,000	-	-	-	-	-	-	-	-	75,000	75,000
H	T-2109	Street Trees	\$ -	-	50,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	150,000	150,000
H	T-2110	Burnett Street Dedicated Bike Lane PER	\$ -	-	-	50,000	50,000	-	-	-	-	-	-	50,000	50,000
Totals			\$ 15,000	106,355	919,000	179,000	125,000	375,000	125,000	1,723,000	\$ 1,844,355				

* NOTE
** NOTE
*** NOTE

2023 - 2027 CAPITAL IMPROVEMENT PLAN
TIRZ NO.21 - HARDY YARDS/NEAR NORTHSIDE

CITY OF HOUSTON - TIRZ PROGRAM
Economic Development Division

Source of Funds	Fiscal Year Planned Appropriations										FY25 - FY27 Total	Cumulative Total (To Date)
	Through 2021	Projected 2022	2023	2024	2025	2026	2027	2028	2029	2030		
TIRZ Funds	15,000	106,355	644,000	179,000	125,000	375,000	125,000	1,448,000				1,569,355
City of Houston	-	-	-	-	-	-	-	-	-	-	-	-
Grants	-	-	275,000	-	-	-	-	275,000	-	-	-	275,000
Other	-	-	-	-	-	-	-	-	-	-	-	-
Project Total	15,000	106,355	919,000	179,000	125,000	375,000	125,000	1,723,000	125,000	1,844,355		

Project:	2600 - 3500 Block Main PER		City Council District:	H		Key Map:	T-2104	
			Location:	H		Geo. Ref.:	WBS.:	
			Served:	H		Neighborhood:		
Description:	Amendment to Major Thoroughfare Plan to provide for adequate sidewalks/multi-purpose pathway from I-45 to the METRO light rail facility on Fulton Street.							
Justification:	Existing conditions consist of irregular stretches of non-connected segments of sidewalks, often blocked by telephone poles, or other conditions that render them useless.							
	Operating and Maintenance Costs: (\$ Thousands)							
	2023	2024	2025	2026	2027	Total		
Personnel	-	-	-	-	-	-	\$	\$
Supplies	-	-	-	-	-	-	\$	\$
Svcs. & Chgs.	-	-	-	-	-	-	\$	\$
Capital Outlay	-	-	-	-	-	-	\$	\$
Total	\$	\$	\$	\$	\$	\$		
FTEs	-	-	-	-	-	-		

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	27,500	4,995	-	-	-	250,000	-	\$ 250,000	\$ 254,995
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	-	-	-	-	-	-	-	-	\$	\$
4 Construction	-	-	-	-	-	-	-	-	\$	\$
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
Other Sub-Total:	-	-	-	-	-	-	-	-	\$	\$
Total Allocations	\$	\$ 27,500	\$ 4,995	\$	\$	\$	\$ 250,000	\$	\$ 250,000	\$ 254,995

Source of Funds	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	250,000	-	\$ 250,000	\$ 254,995
City of Houston	-	-	-	-	-	\$	\$
Grants	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	\$	\$
Total Funds	\$	\$ 27,500	\$ 4,995	\$ 250,000	\$	\$ 250,000	\$ 254,995

*NOTE:

Project:	Pickney Street Hike and Bike Trail			City Council District	Key Map:			WBS.:			T-2105											
Description:	Trail connection to the White Oak Bayou Regional Trail System providing access from the neighborhood to the White Oak and Buffalo Bayou Trail Systems.			Location:	Geo. Ref.:			Neighborhood:														
Justification:	Trail is identified on the Houston Bike Plan, Houston Park Board's Bayou Greenways Plan, Near Northside Complete Communities Plan, Vision Zero Plan and the Heights/Near Northside Mobility Study.			Served:	2023			2024			2025			2026			2027			Total		
	Personnel																					
	Supplies																					
	Svcs. & Chgs.																					
	Capital Outlay																					
	Total																					
	FTEs																					

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	50,000	101,360	-	-	-	-	-	\$ -	\$ 101,360
4 Construction	-	550,000	-	550,000	-	-	-	-	\$ 550,000	\$ 550,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	5,000	-	10,000	-	-	-	-	\$ 10,000	\$ 10,000
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
Other Sub-Total:		5,000	-	10,000	-	-	-	-	\$ 10,000	\$ 10,000

Total Allocations	\$ -	\$ 605,000	\$ 101,360	\$ 560,000	\$ -	\$ -	\$ -	\$ -	\$ 560,000	\$ 661,360
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Source of Funds										
TIRZ Funds	-	385,000	101,360	285,000	-	-	-	-	\$ 285,000	\$ 386,360
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
Grants	-	270,000	-	275,000	-	-	-	-	\$ 275,000	\$ 275,000
Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ -	\$ 605,000	\$ 101,360	\$ 560,000	\$ -	\$ -	\$ -	\$ -	\$ 560,000	\$ 661,360

Project:	Hogan/Lorraine Corridor Schematic Design	City Council District	Key Map:	WBS.:	T-2107		
Description:	Mobility improvements and pedestrian safety improvements along a developing commercial and retail corridor connected to a METRO light rail alignment.	Location: H	Geo. Ref:				
Justification:	Hogan/Lorraine is a City designated walkable places street pursuant to Ordinance 2020-0686 adopted by City Council on 0805-2020.	Served: H	Neighborhood:				
		Operating and Maintenance Costs: (\$ Thousands)					
		2023	2024	2025	2026	2027	Total
	Personnel	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	\$ -
	Svcs. & Ctrgs.	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	\$ -
	Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs						-

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	15,000	-	-	-	-	\$ 15,000	\$ 15,000
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	-	-	75,000	-	-	-	-	\$ 75,000	\$ 75,000
4 Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	10,000	-	-	-	-	\$ 10,000	\$ 10,000
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
Other Sub-Total:				10,000					\$ 10,000	\$ 10,000

Total Allocations	\$ -	\$ -	\$ -	\$ 100,000	\$ -	\$ -	\$ -	\$ -	\$ 100,000	\$ 100,000
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Source of Funds										
TIRZ Funds	-	-	-	100,000	-	-	-	-	\$ 100,000	\$ 100,000
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ -	\$ -	\$ -	\$ 100,000	\$ -	\$ -	\$ -	\$ -	\$ 100,000	\$ 100,000

Project: Street Trees	City Council District	Key Map:	WBS.:		T-2109
	Location: H	Geo. Ref.:			
	Served: H	Neighborhood:			
Description:	Partnership with Trees for Houston to establish an urban canopy on major and minor thoroughfares and collector streets throughout the Near Northside.				Total
Justification:	Creation of walkable streets with ample shade will encourage non-vehicular activities, increase property values and attract investments into the Zone.				Total
	Operating and Maintenance Costs: (\$ Thousands)				
	2023	2024	2025	2026	2027
Personnel	-	-	-	-	-
Supplies	-	-	-	-	-
Svs. & Chgs.	-	-	-	-	-
Capital Outlay	-	-	-	-	-
Total	\$ -	\$ -	\$ -	\$ -	\$ -
FTEs	-	-	-	-	-

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	15,500	-	-	-	-	\$ 15,500	\$ 15,500
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4 Construction	-	-	-	34,500	25,000	25,000	25,000	25,000	\$ 134,500	\$ 134,500
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations	\$ -	\$ -	\$ -	\$ 50,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 150,000	\$ 150,000

Source of Funds	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
TIRZ Funds	-	25,000	25,000	25,000	25,000	\$ 150,000	\$ 150,000
City of Houston	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ -	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 150,000	\$ 150,000

Project: Burnett Street Dedicated Bike Lane PER		City Council District	Key Map:	WBS.:		T-2110				
		Location:	Geo. Ref.:							
		Served:	Neighborhood:							
		Operating and Maintenance Costs: (\$ Thousands)					Total			
		2014	2015	2016	2017	2018	Total			
Description:	Dedicated east/west bicycle connection between Main Street and Elysian Street needed to better connect Hardy Yards to the METRO light rail and adjacent hike/bike trail alignments.	-	-	-	-	-	\$ -			
Justification:	Current roadway configuration encourages drag-racing resulting in unsafe conditions. Dedicated bike lane to be configured within the existing roadway cross section to provide projected pathway for bicyclists.	-	-	-	-	-	\$ -			
	Personnel	-	-	-	-	-	\$ -			
	Supplies	-	-	-	-	-	\$ -			
	Svcs. & Chgs.	-	-	-	-	-	\$ -			
	Capital Outlay	-	-	-	-	-	\$ -			
	Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -			
	FTEs	-	-	-	-	-	-			
Fiscal Year Planned Expenses										
Project Allocation	Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	-	50,000	-	-	-	\$ 50,000	\$ 50,000
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4 Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
									\$ -	\$ -
Other Sub-Total:									\$ -	\$ -
Total Allocations	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ -	\$ -	\$ -	\$ 50,000	\$ 50,000
Source of Funds										
TIRZ Funds	-	-	-	-	50,000	-	-	-	\$ 50,000	\$ 50,000
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -
Grants	-	-	-	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ -	\$ -	\$ -	\$ -	\$ 50,000	\$ -	\$ -	\$ -	\$ 50,000	\$ 50,000

Project: Concrete Panel & Sidewalk Replacement Program		City Council District: H		Key Map:		WBS.:		T-2199	
		Location: H		Geo. Ref.:					
		Served: H		Neighborhood:					
		Operating and Maintenance Costs: (\$ Thousands)							
Description: Street and/or sidewalk maintenance program.		2023	2024	2025	2026	2027	Total		
Personnel		-	-	-	-	-	-		
Supplies		-	-	-	-	-	-		
Svcs. & Chgs.		-	-	-	-	-	-		
Capital Outlay		-	-	-	-	-	-		
Total		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
Justification: Mobility improvements to extend life of roads.									
FTEs									

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/21	2022 Budget	2022 Estimate	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	-	-	-	-	-	\$ -	\$ -
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -
3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4 Construction	-	25,000	-	25,000	25,000	25,000	25,000	25,000	\$ 125,000	\$ 125,000
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:	-	-	-	-	-	-	-	-	\$ -	\$ -
Total Allocations	\$ -	\$ 25,000	\$ -	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 125,000	\$ 125,000

Source of Funds	2023	2024	2025	2026	2027	FY23 - FY27 Total	Cumulative Total (To Date)
TIRZ Funds	-	25,000	25,000	25,000	25,000	\$ 125,000	\$ 125,000
City of Houston	-	-	-	-	-	\$ -	\$ -
Grant	-	-	-	-	-	\$ -	\$ -
Other	-	-	-	-	-	\$ -	\$ -
Total Funds	\$ -	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 125,000	\$ 125,000

TAB

FIVE

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September 26, 2022

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

We have audited the financial statements of the governmental activities and major fund of Near Northside Redevelopment Authority (the "Authority") for the year ended June 30, 2022. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated June 27, 2022. Professional standards also require that we communicate to you the following information related to our audit. For the purposes of this letter, the term "management" refers to the Board of Directors and/or Authority consultants.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. Significant accounting policies used by the Authority, including new accounting policies, if any, that have been adopted and implemented during the current fiscal year, are discussed in Note 2. We noted no transactions entered into by the Authority during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period. The financial statement disclosures are neutral, consistent, and clear.

Accounting estimates are an integral part of the financial statements and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. If applicable, we evaluated the key factors and assumptions used to develop these estimates in determining that they are reasonable in relation to the financial statements taken as a whole.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. No such adjustments were noted.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated September 26, 2022.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Authority's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Authority's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

We applied certain limited procedures to the Management's Discussion and Analysis and the budgetary comparison schedule for the General Fund, which are required supplementary information ("RSI") that supplements the basic financial statements. Our procedures consisted 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 did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

We were engaged to report on supplementary information required by the City of Houston, Texas and Other Supplementary Information, which accompany the financial statements but are not RSI. With respect to this information, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting principles generally accepted in the United States of America, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled this information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

Restriction on Use

This information is intended solely for the use of the Board of Directors of the Authority and is not intended to be, and should not be, used by anyone other than the specified party.

Sincerely,

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

CITY OF HOUSTON, TEXAS

ANNUAL FINANCIAL REPORT

JUNE 30, 2022

DRAFTS SUBJECT TO CHANGE

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INDEPENDENT AUDITOR'S REPORT

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

Opinions

We have audited the accompanying financial statements of the governmental activities and major fund of Near Northside Redevelopment Authority (the "Authority"), a component unit of the City of Houston, Texas, as of and for the year ended June 30, 2022, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and major fund of the Authority as of June 30, 2022 and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Authority and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Authority's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Authority's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Schedule of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - General Fund be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about 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 do 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.

Board of Directors
Near Northside Redevelopment Authority

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The supplementary information required by the City of Houston, Texas and other supplementary information is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. This information, excluding that portion marked "Unaudited" on which we express no opinion or provide any assurance, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

September 26, 2022

DRAFTS SUBJECT TO CHANGE

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2022

Management's discussion and analysis of Near Northside Redevelopment Authority's (the "Authority") financial performance provides an overview of the Authority's financial activities for the fiscal year ended June 30, 2022. Please read it in conjunction with the Authority's financial statements.

FINANCIAL HIGHLIGHTS

- The Authority anticipates that tax increment revenues derived from the development and redevelopment of the Authority will be sufficient to cover expenditures associated with certain design, construction and financing of planned infrastructure, and other specific project related costs throughout the duration of the Authority. The City of Houston ("City"), at its sole discretion, may issue bonds, notes or other obligations secured by the tax increment revenues; the proceeds of which could be used to pay for or reimburse developers for project costs. However, the City may elect to pay for project costs directly from tax increment proceeds as they become available without the sale of bonds or notes.
- Tax increment revenues of \$653,163 were received from the City in June 2022 for the tax year 2021 versus budgeted revenues from tax increments of \$631,313, a budgeted surplus of \$21,850. The Authority received no grant income for year ended June 30, 2022 and no grant revenue was budgeted.
- Total management and consulting expenses for the year ended June 30, 2022 were \$236,112 versus budgeted expenses of \$424,000, a budgeted surplus of \$187,888.
- In the Authority's government-wide financial statements, liabilities exceeded assets by \$4,521,234 (net position) at June 30, 2022, compared to \$4,801,488 at June 30, 2021, a \$280,254 increase.

USING THIS ANNUAL REPORT

This annual report consists of a series of financial statements. The basic financial statements include: (1) fund financial statements and government-wide financial statements and (2) notes to the basic financial statements. The fund financial statements and government-wide financial statements combine both: (1) the Statement of Net Position and Governmental Fund Balance Sheet and (2) the Statement of Activities and Governmental Fund Revenue, Expenditures, and Changes in Fund Balance. This report also includes required and other supplementary information in addition to the basic financial statements.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

The Authority's annual report includes two financial statements combining the government-wide financial statements and the fund financial statements. The government-wide portion of these statements provides both long-term and short-term information about the Authority's overall status. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting and elimination or reclassification of internal activities.

The Statement of Net Position includes the Authority's assets and liabilities, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating. Evaluation of the overall financial health of the Authority would extend to other non-financial factors.

The Statement of Activities reports how the Authority's net position changed during the current fiscal year. All current year revenues and expenses are included regardless of when cash is received or paid.

FUND FINANCIAL STATEMENTS

The combined statements also include fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Authority has one governmental fund type. The General Fund is the operating fund of the Authority and accounts for all resources of the Authority.

Governmental funds are reported in each of the financial statements. The focus in the fund statements provides a distinctive view of the Authority's governmental funds. These statements report short-term fiscal accountability focusing on the use of spendable resources and balances of spendable resources available at the end of the year. They are useful in evaluating annual financing requirements of the Authority and the commitment of spendable resources for the near-term.

Since the government-wide focus includes the long-term view, comparisons between these two perspectives may provide insight into the long-term impact of short-term financing decisions. The adjustments columns, the Reconciliation of the Governmental Fund Balance Sheet to the Statement of Net Position and the Reconciliation of the Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balance to the Statement of Activities explain the differences between the two presentations and assist in understanding the differences between these two perspectives.

NOTES TO THE FINANCIAL STATEMENTS

The accompanying notes to the financial statements provide information essential to a full understanding of the government-wide and fund financial statements.

OTHER INFORMATION

In addition to the financial statements and the accompanying notes, this report also presents certain required supplementary information (“RSI”). A budgetary comparison schedule is included as RSI for the General Fund.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as useful indicator of the Authority’s financial position. In the case of the Authority, liabilities exceeded assets by \$4,521,234 as of June 30, 2022.

The following table provides a summary of changes in the Statement of Net Position as of June 30, 2022 and June 30, 2021.

	<u>Summary of Changes in the Statement of Net Position</u>		
	<u>2022</u>	<u>2021</u>	<u>Variance Positive (Negative)</u>
ASSETS			
Cash and Investments	\$ 978,373	\$ 508,260	\$ 470,113
Tax Increment Receivable	-	590,729	(590,729)
Capital Assets	123,022	123,022	-
TOTAL ASSETS	<u>\$ 1,101,395</u>	<u>\$ 1,222,011</u>	<u>\$ (120,616)</u>
LIABILITIES			
Accounts Payable	\$ 35,326	\$ 18,507	\$ (16,819)
Due to Developer	5,587,303	6,004,992	417,689
TOTAL LIABILITIES	<u>\$ 5,622,629</u>	<u>\$ 6,023,499</u>	<u>\$ 400,870</u>
NET POSITION			
Net Investment in Capital Assets	\$ 123,022	\$ 123,022	\$ -
Unrestricted	(4,644,256)	(4,924,510)	280,254
TOTAL NET POSITION	<u>\$ (4,521,234)</u>	<u>\$ (4,801,488)</u>	<u>\$ 280,254</u>

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

The following table provides a summary of the Statement of Activities for the fiscal year ended June 30, 2022, and June 30, 2021:

	<u>Summary of Changes in the Statement of Activities</u>		
	<u>2022</u>	<u>2021</u>	<u>Variance Positive (Negative)</u>
Revenues:			
Tax Increment Revenue	\$ 653,163	\$ 590,729	\$ 62,434
Interest Revenue	641	646	(5)
Total Revenues	<u>\$ 653,804</u>	<u>\$ 591,375</u>	<u>\$ 62,429</u>
Expenses:			
Administrative Consultant	\$ 46,545	\$ 51,266	\$ 4,721
Accounting	15,031	13,532	(1,499)
Auditing	9,250	9,000	(250)
Engineering Consultant	35,924	151,765	115,841
Planning Consultant	79,000	-	(79,000)
Legal Consultant	30,177	18,940	(11,237)
Insurance	1,248	930	(318)
Other Consultant	12,528	1,868	(10,660)
Bank Charges	267	236	(31)
Office Expense	6,142		(6,142)
Conveyance of Assets	137,438	37,080	(100,358)
Total Expenses	<u>\$ 373,550</u>	<u>\$ 284,617</u>	<u>\$ (88,933)</u>
Change in Net Position	\$ 280,254	\$ 306,758	\$ (26,504)
Net Position, Beginning of Year	<u>(4,801,488)</u>	<u>(5,108,246)</u>	<u>306,758</u>
Net Position, End of Year	<u>\$ (4,521,234)</u>	<u>\$ (4,801,488)</u>	<u>\$ 280,254</u>

FINANCIAL ANALYSIS OF THE AUTHORITY'S GOVERNMENTAL FUND

The Authority's only governmental fund is the General Fund. This fund is the operating fund of the Authority and is the source of the day-to-day operations. As discussed, governmental funds are reported in the fund statements with a short-term, inflow and outflow of spendable resources focus. This information is useful in assessing resources available at the end of the year in comparison with upcoming financing requirements. The General Fund reported an ending fund balance of \$943,047.

GENERAL FUND BUDGETARY HIGHLIGHTS

The Board of the Authority did not amend the budget during the current fiscal year. Actual revenues were \$20,701 more than budgeted. Actual expenditures were \$787,290 less than budgeted due to the timing of capital projects. A budgetary comparison schedule is included as RSI for the General Fund.

CAPITAL ASSETS

During the fiscal year ending June 30, 2022, the Authority did not incur any development costs.

LONG-TERM DEBT ACTIVITY

As of June 30, 2022, the Authority did not have any long-term debt, but has recorded an amount due to the Developer of \$5,587,303 which includes project costs for onsite and offsite public improvements as well as reimbursable interest.

CONTACTING THE AUTHORITY'S MANAGEMENT

This financial report is designed to provide a general overview of the Authority's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Near Northside Redevelopment Authority, c/o Bracewell LLP 711 Louisiana Street, Suite 2300, Houston, Texas 77002-2770.

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
STATEMENT OF NET POSITION AND
GOVERNMENTAL FUND BALANCE SHEET
JUNE 30, 2022

	<u>General Fund</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS			
Cash	\$ 721,368	\$ -	\$ 721,368
Investments	257,005	-	257,005
Capital Assets - Development Costs	-	123,022	123,022
TOTAL ASSETS	<u>\$ 978,373</u>	<u>\$ 123,022</u>	<u>\$ 1,101,395</u>
LIABILITIES			
Accounts Payable	\$ 35,326	\$ -	\$ 35,326
Due to Developer	-	5,587,303	5,587,303
TOTAL LIABILITIES	<u>\$ 35,326</u>	<u>\$ 5,587,303</u>	<u>\$ 5,622,629</u>
FUND BALANCE			
Unassigned	\$ 739,694	\$ (739,694)	\$ -
Assigned for 2023 Budget Deficit	203,353	(203,353)	-
TOTAL FUND BALANCE	<u>\$ 943,047</u>	<u>\$ (943,047)</u>	<u>\$ -</u>
TOTAL LIABILITIES AND FUND BALANCE	<u>\$ 978,373</u>		
NET POSITION			
Net Investment in Capital Assets		\$ 123,022	\$ 123,022
Unrestricted		(4,644,256)	(4,644,256)
TOTAL NET POSITION		<u>\$ (4,521,234)</u>	<u>\$ (4,521,234)</u>

The Accompanying notes to the financial
Statements are an integral part of this report.

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2022

Total Fund Balance - Governmental Fund	\$ 943,047
Amounts reported for governmental activities in the Statement of Net Position are different because:	
Development costs incurred in governmental activities are not a financial resource and therefore are not reported as an asset in governmental funds.	123,022
Certain liabilities are not due and payable in the current period and therefore are not reported as liabilities in the governmental funds. These liabilities at year end consisted of an amount due to the Developer for development costs.	<u>(5,587,303)</u>
Total Net Position - Governmental Activities	<u><u>\$ (4,521,234)</u></u>

The Accompanying notes to the financial
Statements are an integral part of this report.

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
STATEMENT OF ACTIVITIES AND GOVERNMENTAL FUND REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCE
FOR THE YEAR ENDED JUNE 30, 2022

	<u>General Fund</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
REVENUES			
Tax Increment Revenue	\$ 653,163	\$ -	\$ 653,163
Interest Revenue	641	-	641
TOTAL REVENUES	<u>\$ 653,804</u>	<u>\$ -</u>	<u>\$ 653,804</u>
EXPENDITURES/EXPENSES:			
Administrative Consultant	\$ 46,545	\$ -	\$ 46,545
Accounting	15,031	-	15,031
Auditing	9,250	-	9,250
Capital Expenditures	137,438	(137,438)	-
Engineering Consultant	35,924	-	35,924
Legal Consultant	30,177	-	30,177
Planning Consultant	79,000	-	79,000
Insurance	1,248	-	1,248
Other Consultant	12,528	-	12,528
Bank Charges	267	-	267
Office Expense	6,142	-	6,142
Developer Reimbursement	417,689	(417,689)	-
Conveyance of Assets	-	137,438	137,438
TOTAL EXPENDITURES/EXPENSES	<u>\$ 791,239</u>	<u>\$ (417,689)</u>	<u>\$ 373,550</u>
NET CHANGE IN FUND BALANCE	\$ (137,435)	\$ 137,435	\$ -
CHANGE IN NET POSITION	-	280,254	280,254
FUND BALANCE/NET POSITION - JULY 1, 2021	<u>1,080,482</u>	<u>(5,881,970)</u>	<u>(4,801,488)</u>
FUND BALANCE/NET POSITION - JUNE 30, 2022	<u>\$ 943,047</u>	<u>\$ (5,464,281)</u>	<u>\$ (4,521,234)</u>

The Accompanying notes to the financial
Statements are an integral part of this report.

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCE TO THE
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2022

Net Change in Fund Balance - Governmental Fund	\$ (137,435)
<p>Amounts reported for governmental activities in the Statement of Activities are different because:</p>	
<p>Governmental funds report capital outlay for developer reimbursements as expenditures. However, such costs are not reported as expenses on the Statement of Activities, but are instead used to reduce the long-term liability in the Statement of Net Position.</p>	417,689
<p>Assets conveyed to other entities for operations and maintenance are recorded as expenses in the Statement of Assets.</p>	(137,438)
<p>Governmental funds report capital outlay for development costs as expenditures. However, such costs are not reported as expenses on the Statement of Activities, but are instead capitalized in the Statement of Net Position.</p>	<u>137,438</u>
Change in Net Position - Governmental Activities	<u><u>\$ 280,254</u></u>

The Accompanying notes to the financial
Statements are an integral part of this report.

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NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2022

NOTE 1. CREATION OF CORPORATION

The City of Houston, Texas (the “City”) authorized the creation of the Hardy/Near Northside Authority (the “Authority”) by Ordinance No. 2009-32 on November 10, 2009. The State of Texas Certificate of Incorporation became effective November 20, 2009. The Authority was created and organized as a local government corporation pursuant to provisions of Chapter 311 of the Texas Tax Code. The Authority is organized as a public non-profit corporation for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental function to promote the common good and general welfare of the Hardy/Near Northside Zone (the Zone), approximately 326.1 acres generally bounded by Quitman Street on the North, U.S. Highway 59 on the East, Interstate 10 on the South, and Interstate Highway 45 on the West. The Zone is described in City of Houston, Texas, Ordinance No 2003-1258. The primary focus of the Zone is to facilitate affordable housing, transit orientated mixed-use development, and the extension and potential grade separation of San Jacinto Street north from Interstate 10 to the southern terminus of Fulton Street. Additional efforts will focus on improvements to public utility systems, parks and the repositioning of distressed infrastructure conditions. The basis for the creation of the Authority in 2009 was to a) facilitate the implementation of the Project Plan and a Reinvestment Zone Financial Plan for the Hardy/Near Northside Zone and the implementation of amendments thereto; b) facilitate the development of a policy for and implementation of the financing and construction of public infrastructure improvements and open space improvements necessary for the development of residential, commercial, public and other land uses in the Hardy/Near Northside Zone; and c) facilitate the development and implementation of a redevelopment policy for the Hardy/Near Northside Zone, including the acquisition of land for redevelopment purposes. The Authority may issue tax-exempt bonds or notes with consent of City Council to fund improvements. The Authority is governed by a Board of Directors consisting initially of four (4) persons who are appointed by the Mayor with the approval of City Council. Additional persons may be added to the Board of the Authority in accordance with the provisions of the Bylaws. The Authority has filed documents to be known as Near Northside Redevelopment Authority.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (“GASB”).

The GASB has established the criteria for determining whether or not a given entity is a component unit. The criteria are: (1) is the potential component unit a legally separate entity, (2) does the primary government appoint a voting majority of the potential component unit’s board, (3) is the primary government able to impose its will on the potential component unit and (4) is there a financial benefit or burden relationship. The Authority was created as an instrumentality of the City. The Authority does meet the criteria for inclusion as a component unit of the City. Copies of the financial statements for the City may be obtained from the City Secretary’s office.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Statement Presentation

These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting (“GASB Codification”).

The GASB Codification sets forth standards for external financial reporting for all state and local government entities, which includes a requirement for a Statement of Net Position and a Statement of Activities. It requires the classification of net assets into three components: Net Investment in Capital Assets; Restricted; and Unrestricted. These classifications are defined as follows:

- Net Investment in Capital Assets – This component of net position consists of capital assets, including restricted capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets.
- Restricted Net Position – This component of net position consists of external constraints placed on the use of assets imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulation of other governments or constraints imposed by law through constitutional provisions or enabling legislation.
- Unrestricted Net Position – This component of net position consists of assets that do not meet the definition of “Restricted” or “Net Investment in Capital Assets.”

When both restricted and unrestricted resources are available for use, generally it is the Authority’s policy to use restricted resources first.

Government-Wide Financial Statements

The Statement of Net Position and the Statement of Activities display information about the Authority as a whole. The Authority’s Statement of Net Position and Statement of Activities are combined with the governmental fund financial statements. The Authority is viewed as a special purpose government and has the option of combining these financial statements.

The Statement of Net Position is reported by adjusting the General Fund to report on the full accrual basis, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government-Wide Financial Statements (Continued)

The Statement of Activities is reported by adjusting the general fund to report only items related to current year revenues and expenditures. Items such as land and land improvements are charged to cost of sales when sold. Internal activities between governmental funds, if any, are eliminated by adjustment to obtain net total revenue and expense in the government-wide Statement of Activities.

Fund Financial Statements

As discussed above, the Authority's fund financial statements are combined with the government-wide financial statements. The fund financial statements include a Balance Sheet and Statement of Revenues, Expenditures and Changes in Fund Balance.

Governmental Funds

The Authority has only one major governmental fund type – the General Fund. This fund is the general operating fund of the Authority and accounts for all resources of the Authority.

Basis of Accounting

The District uses the modified accrual basis of accounting for governmental fund types. The modified accrual basis of accounting recognizes revenues when both “measurable and available.” Measurable means the amount can be determined. Available means collectable within the current period or soon enough thereafter to pay current liabilities. The Authority considers revenues reported in the governmental funds to be available if they are collectable within sixty (60) days after year-end. Also, under the modified accrual basis of accounting, expenditures are recorded when the related fund liability is incurred, except for principal and interest on long-term debt, which are recognized as expenditures when payment is due.

Cash

The Authority's cash consists of amounts in demand deposits.

Investments

The Authority invests cash not needed for near term operating needs in the Texas Local Government Investment Pool (“TexPool”).

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Budgeting

In compliance with the Tri-Party Agreement (see Note 4), the Authority's board members adopted an unappropriated budget for the General Fund.

Measurement Focus

Measurement focus is a term used to describe which transactions are recognized within the various financial statements. In the government-wide Statement of Net Position and Statement of Activities, the governmental activities are reported using the economic resources measurement focus. The accounting objectives of this measurement focus are the determination of operating income, changes in net position, financial position, and cash flows. All assets and liabilities associated with the activities are reported, regardless of the timing of related cash flows. Fund equity is classified as net position.

Governmental fund types are accounted for on a spending or financial flow measurement focus. Accordingly, only current assets and current liabilities are included on the balance sheet, and the reported fund balances provide an indication of available spendable or appropriable resources. Operating statements of governmental fund types report increases and decreases in available spendable resources. Fund balances in governmental funds are classified using the following hierarchy:

Nonspendable - amounts that cannot be spent either because they are in nonspendable form or because they are legally or contractually required to be maintained intact. The Authority does not have any nonspendable fund balances.

Restricted - amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally required. The Authority does not have any restricted fund balances.

Committed - amounts that can be used only for specific purposes determined by a formal action of the Board of Directors. The Board is the highest level of decision-making authority for the Authority. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. The Authority does not have any committed fund balances.

Assigned - amounts that do not meet the criteria to be classified as restricted or committed but that are intended to be used for specific purposes. The Authority has assigned \$203,353 of its General Fund balance to offset a FY2023 budgeted deficit.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (Continued)

Unassigned - all other spendable amounts in the General Fund.

When expenditures are incurred for which restricted, committed, assigned, or unassigned fund balances are available, the Authority considers amounts to have been spent first out of restricted funds, then committed funds, then assigned funds, and finally unassigned funds.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

NOTE 3. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes.

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the Authority of securities eligible under the laws of Texas to secure the funds of the Authority, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At June 30, 2022, none of the Authority's bank balances were exposed to custodial credit risk.

The carrying values of the deposits are included in the Governmental Fund Balance Sheet and the Statement of Net Position at June 30, 2022, as listed below:

Total Cash Deposits	<u>\$721,368</u>
---------------------	------------------

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments

Under Texas statute, the Authority is required to invest its funds under written investment policies that primarily emphasize safety of principal and liquidity and that address investment diversification, yield, maturity, and the quality and capability of investment management, and all Authority funds must be invested in accordance with the following investment objectives: understanding the suitability of the investment to the Authority’s financial requirements, first; preservation and safety of principal, second; liquidity, third; marketability of the investments if the need arises to liquidate the investment before maturity, fourth; diversification of the investment portfolio, fifth; and yield, sixth. The Authority’s investments must be made “with the judgment and care, under prevailing circumstances, that a person of prudence, discretion, and intelligence would exercise in the management of the person’s own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived.” No person may invest Authority funds without express written authority from the Board of Directors.

Texas statutes include specifications for and limitations applicable to the Authority and its authority to purchase investments as defined in the Public Funds Investment Act. The Authority has adopted a written investment policy to establish the guidelines by which it may invest. This policy is reviewed annually. The Authority’s investment policy may be more restrictive than the Public Funds Investment Act.

The Authority invests in TexPool, an external investment pool that is not SEC-registered. The State Comptroller of Public Accounts of the State of Texas has oversight of the pool. Federated Investors manages the daily operations of the pool under a contract with the Comptroller. TexPool measures its investments in TexPool at amortized cost for financial reporting purposes. There are no limitations or restrictions on withdrawals from TexPool.

As of June 30, 2022, the Authority had the following investments and maturities:

Type	Fair Value	Maturities in Years			
		Less Than 1	1-5	6-10	More Than 10
<u>GENERAL FUND -</u> TexPool	\$ 257,005	\$ 257,005	\$ -	\$ -	\$ -
					=

Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. At June 30, 2022, the Authority’s investment in TexPool, an external investment pool, was rated AAAm by Standard & Poor’s.

NOTE 3. DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The Authority considers the investment in TexPool to have a maturity of less than one year due to the fact the share position can usually be redeemed each day at the discretion of the Authority, unless there has been a significant change in value.

NOTE 4. TRI-PARTY AGREEMENT

The City of Houston, Reinvestment Zone Number Twenty-One, and the Authority entered into the Tri-Party Agreement pursuant to City Ordinance No. 2009-1271 effective December 15, 2009. The Tri-Party Agreement states in detail the scope of services to be provided to the Zone by the Authority. The services include management and administrative service for the Zone, as requested by the Zone Board, services with respect to the Project Plan and Reinvestment Zone Financing Plan (the "Plan"), including implementation and updating, and services with respect to the tax rolls pertaining to the Zone, including analysis and coordination with taxing units. The Authority is also required to assist the Zone Board in establishing a program to increase the level of safety within the Zone, preparing development plans, establishing a marketing and public relations program and in planning, design and construction of infrastructure improvements and land acquisition.

The Tri-Party Agreement also provides for the Authority to issue bonds and notes, enter into obligations with developers or builders, and enter into contracts with consultants and to be repaid from Contract Tax Increments. All bonds must be approved by City Council and the Director of the Finance Department of the City of Houston must approve all development agreements. This Agreement shall end upon termination of the Zone.

Pursuant to the Agreement, the City and the Zone have agreed to pay the Authority not later than the first business day of each July in which a current approved budget is in effect for the Authority, all monies available in the Tax Increment Fund, less (a) a reserve of up to five percent of the monies then available in the Tax Increment Fund for administrative costs of the City, (b) the amount due to the City from the Zone pursuant to the affordable housing agreement, and (c) certain tax increments constituting educational facilities project costs to be paid to the Houston Independent School District. Notwithstanding the above, in the event the Authority's budget is not approved by the thirtieth (30th) day before the date of a principal and interest payment on the Authority's bonds or notes, the City shall pay from available funds sufficient monies to the Authority to allow for meeting the Authority's debt service obligations.

NOTE 5. TAX INCREMENTS

The City of Houston, Texas has agreed to deposit tax increments into the Tax Increment Fund established by the Zone (See Note 6).

The amount of a Participant's tax increment for a year is the amount of property taxes levied and collected by the Participant for that year on the Captured Appraised Value of real property taxable by the Participant and located in the Zone. The Captured Appraised Value of real property taxable by a Participant for a year is the total appraised value of all real property taxable by the Participant and located in the Zone for that year less the Tax Increment Base, which is the total appraised value of all real property taxable by the Participant and located in the Zone on January 1 of the year in which the Zone was designated as such under the Tax Increment Financing Act (the "TIF Act"). In the event property is annexed into the Zone by ordinance of the City, the Tax Increment Base for annexed property is the value of all real property taxable by a Participant and located in the annexed area on January 1 of the year of annexation. No Participant is required to deposit tax increments derived from property annexed into the Zone unless the Participant has agreed to do so.

Each Participant is required to collect taxes on property located within the Zone in the same manner as other taxes are collected. The Participant is required to pay into the tax increment fund the collected tax increments by no later than the 90th day after the delinquency date for the Participant's property taxes.

NOTE 6. CITY OF HOUSTON TAX INCREMENTS

Pursuant to City Ordinance No. 2009-1271, the City and the Zone have established the Tax Increment Fund, a separate fund in the City Treasury into which tax increments have and will be deposited.

Tax increments of \$653,163 were remitted from the fund to the Authority for tax year 2021. In addition, the City withheld \$353,061 from the tax increment to fund affordable housing and \$52,959 to pay City administrative fees.

NOTE 7. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts: theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The Authority participates in the Texas Municipal League Intergovernmental Risk Pool ("TML") to provide general liability, errors and omission and automobile liability. The Authority, along with other participating entities, contributes annual amounts determined by TML's management. As claims arise they are submitted and paid by TML. During the year ended June 30, 2022, the Authority contributed \$1,248 to the fund for this insurance coverage. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in the past three years.

NOTE 8. DEVELOPMENT AGREEMENT

The Authority has entered into a Development Agreement dated March 4, 2010, and as amended on May 14, 2012, with CR V Hardy Yards, L.P. (“Hardy Yards LP”), the owner of property located within the Hardy/Near Northside Zone. Hardy Yards LP is responsible for the inspection, supervision and management of the construction and installation of the improvements to the Hardy/Near Northside Zone. The improvements are to be made in accordance with the terms of the Development Agreement and amendment thereto and relevant City ordinances or procedures.

The Authority shall reimburse Hardy Yards LP for the amount of actual project costs incurred plus accrued interest. Hardy Yards LP is responsible for determining that project costs are eligible in accordance with terms defined in the Developer Reimbursement Agreement and amendment thereto. The costs to be reimbursed are not to exceed \$33,312,000 as noted in the original agreement. Included in the original reimbursable amount were costs related to the purchase or condemnation of right-of-way for the San Jacinto Street Extension Project in the amount of \$2,700,000. During fiscal year 2012, an ordinance was passed that authorized the appropriation of \$2,033,223 out of the Woodlands Regional Participation Fund to fund these costs.

The Authority will utilize available tax increments in order to reimburse Hardy Yards LP for the costs incurred until all project costs have been fully reimbursed. Hardy Yards LP has no right to claim any reimbursement other than from available tax increment or bond proceeds.

As of June 30, 2022, Hardy Yards LP has incurred a total of \$7,849,582 in development costs on behalf of the Authority. The Authority has reimbursed the Developer \$2,262,279, of which \$417,689 was reimbursed during the fiscal year ended June 30, 2022, leaving a balance of \$5,587,303 due to the Developer at June 30, 2022. The total is comprised of \$4,199,357 for onsite public improvements and \$1,387,946 for offsite public improvements.

NOTE 9. CAPITAL ASSETS – DEVELOPMENT COSTS

During the fiscal year ended June 30, 2022, the Authority did not incur development costs with Central Houston Civic Improvement for planning and design work in connection with a project for a hike and bike trail within the Zone. Cumulative costs for this project as of June 30, 2022, totaled \$123,022.

During the fiscal year ended June 30, 2022, Hardy Yards LP did not incur development costs related to onsite and offsite public improvements within the boundaries of the Authority. The project has been completed and assets were conveyed to the City of Houston for maintenance and operation. The Authority will reimburse the Developer for project costs in the amount of the actual costs of the public improvements to the extent that the Developer’s project generates tax increment revenues.

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NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

REQUIRED SUPPLEMENTARY INFORMATION

JUNE 30, 2022

DRAFTS SUBJECT TO CHANGE

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE – BUDGET AND ACTUAL – GENERAL FUND
FOR THE YEAR ENDED JUNE 30, 2022

	General Fund		
	Original and Final Budget	Actual	Variance Positive (Negative)
REVENUES			
Tax Increment Revenue	\$ 631,313	\$ 653,163	\$ 21,850
Grant Revenue	-	-	-
Interest Revenue	1,790	641	(1,149)
TOTAL REVENUES	\$ 633,103	\$ 653,804	\$ 20,701
EXPENDITURES			
Maintenance and Operations	\$ 424,000	\$ 236,112	\$ 187,888
Capital Expenditures	716,500	137,438	579,062
Developer/Project Reimbursements	438,029	417,689	20,340
TOTAL EXPENDITURES	\$ 1,578,529	\$ 791,239	\$ 787,290
NET CHANGE IN FUND BALANCE	\$ (945,426)	\$ (137,435)	\$ 807,991
FUND BALANCE - JULY 1, 2021	1,161,784	1,080,482	(81,302)
FUND BALANCE - JUNE 30, 2022	\$ 216,358	\$ 943,047	\$ 726,689

See accompanying independent auditor's report.

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NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

SUPPLEMENTARY INFORMATION

REQUIRED BY THE CITY OF HOUSTON

JUNE 30, 2022

DRAFTS SUBJECT TO CHANGE

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
OPERATING AND CAPITAL EXPENDITURES
FOR THE YEAR ENDED JUNE 30, 2022

Category	Vendor	Budget	Actual Expenditures	Variance Positive (Negative)
ADMINISTRATION AND OVERHEAD				
Accounting	The Morton Accounting Serv.	\$ 12,000	\$ 15,031	\$ (3,031)
Administrative Consultant	Bracewell LLP and TIFWorks, LLC	50,000	46,545	3,455
Auditor	McCall Gibson Swedlund			
	Barfoot PLLC	10,000	9,250	750
Tax Advisor	Equitax, Inc	2,000	12,528	(10,528)
Insurance	Texas Municipal League	1,000	1,248	(248)
Office Administration	Squidz Ink Design, City of Houston	4,000	6,409	(2,409)
SUBTOTAL		<u>\$ 79,000</u>	<u>\$ 91,011</u>	<u>\$ (12,011)</u>
PROGRAM AND PROJECT CONSULTANTS				
Engineering Consultant	Gauge Engineering	\$ 225,000	\$ 35,924	\$ 189,076
Planning Consultant	SWA Group	100,000	79,000	21,000
Legal Consultant	Bracewell LLP	20,000	30,177	(10,177)
SUBTOTAL		<u>\$ 345,000</u>	<u>\$ 145,101</u>	<u>\$ 199,899</u>
TOTAL MANAGEMENT CONSULTING SERVICES		<u>\$ 424,000</u>	<u>\$ 236,112</u>	<u>\$ 187,888</u>
CAPITAL EXPENDITURES				
Project T-2103: METRO Parcel Acquisition & Planning		\$ 59,000	\$ -	\$ 59,000
Project T-2104: 2600-3500 Blk Main St Pedestrian/Bicycle		27,500	4,995	22,505
Project T-2105: Pickney Street Hike & Bike Trail		605,000	132,443	472,557
Project T-2199: Concrete Panel & Sidewalk Replacement		25,000	-	25,000
TOTAL CAPITAL EXPENDITURES		<u>\$ 716,500</u>	<u>\$ 137,438</u>	<u>\$ 579,062</u>
DEVELOPER/PROJECT REIMBURSEMENTS				
CRV Hardy Yards: Roadway and Sidewalk Improvements		\$ 438,029	\$ 417,689	\$ 20,340

See accompanying independent auditor's report.

**NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
PROJECT PLAN RECONCILIATION
FOR THE YEAR ENDED JUNE 30, 2022**

	Project Plan Estimated Amount	Cumulative Expenditures as of the Fiscal Year Ended 2022	Variance Positive (Negative)
ESTIMATED PROJECT COSTS			
Roadway, Sidewalk and Landscape Improvements	\$ 37,692,000	\$ 13,166,287	\$ 24,525,713
Roadway, Sidewalk and Bridge Improvements	60,000,000		60,000,000
Public Utility Improvements	47,884,000	-	47,884,000
Parks, Plazas and Recreational Facilities	29,328,000	-	29,328,000
Land Cost	9,820,000	-	9,820,000
Affordable Housing	32,920,874	2,556,586	30,364,288
Financing Costs	1,700,000	-	1,700,000
Zone Creation and Administration	4,200,000	1,316,988	2,883,012
TOTAL ESTIMATED PROJECT COSTS	<u>\$ 223,544,874</u>	<u>\$ 17,039,861</u>	<u>\$ 206,505,013</u>

See accompanying independent auditor's report.

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

OTHER SUPPLEMENTARY INFORMATION

JUNE 30, 2022

DRAFTS SUBJECT TO CHANGE

**NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
BOARD OF DIRECTORS
JUNE 30, 2022**

Authority Mailing Address - NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
C/O Bracewell LLP
711 Louisiana Street, Suite 2300
Houston, TX 77002-2770

Authority Telephone Number - (713) 223-2300

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

See accompanying independent auditor's report.

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY
CITY OF HOUSTON, TEXAS
SEPTEMBER 26, 2022

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
13100 Wortham Center Drive, Suite 235
Houston, Texas 77065-5610

Ladies and Gentlemen:

This representation letter is provided in connection with your audit of the financial statements Near Northside Redevelopment Authority (the "Authority"), which comprise the respective financial position of the governmental activities and major fund as of June 30, 2022, and the respective changes in financial position for the year then ended, and the related notes to the financial statements, for the purpose of expressing opinions as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of September 26, 2022, the following representations made to you during your audit.

Financial Statements

- 1) We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated June 27, 2022, including our responsibility for the preparation and fair presentation of the financial statements and for preparation of the supplementary information in accordance with the applicable criteria.
- 2) The financial statements referred to above are fairly presented in conformity with U.S. GAAP and include all properly classified funds and other financial information of the primary government and all component units required by generally accepted accounting principles to be included in the financial reporting entity.
- 3) We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
- 4) We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- 5) Significant assumptions we used in making accounting estimates are reasonable.
- 6) Related party relationships and transactions, if any, including revenues, expenditures/expenses, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
- 7) Adjustments or disclosures have been made for all events, including instances of noncompliance, subsequent to the date of the financial statements that would require adjustment to or disclosure in the financial statements.

- 8) The effects of all known actual or possible litigation, claims, and assessments have been accounted for and disclosed in accordance with U.S. GAAP.
- 9) Guarantees, whether written or oral, under which the Authority is contingently liable, if any, have been properly recorded or disclosed.

Information Provided

- 10) We have provided you with:
 - a) Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters.
 - b) Additional information that you have requested from us for the purpose of the audit.
 - c) Unrestricted access to persons within the Authority from whom you determined it necessary to obtain audit evidence.
 - d) Minutes of the meetings of the Authority or summaries of actions of recent meetings for which minutes have not yet been prepared.
- 11) All material transactions have been recorded in the accounting records and are reflected in the financial statements.
- 12) We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- 13) We have no knowledge of any fraud or suspected fraud that affects the Authority and involves:
 - a) Management,
 - b) Employees who have significant roles in internal control, or
 - c) Others where the fraud could have a material effect on the financial statements.
- 14) We have no knowledge of any allegations of fraud or suspected fraud affecting the Authority's financial statements communicated by employees, former employees, regulators, or others.
- 15) We have no knowledge of instances of noncompliance or suspected noncompliance with provisions of laws, regulations, contracts, or grant agreements, or abuse, whose effects should be considered when preparing financial statements.
- 16) We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements, and we have not consulted a lawyer concerning litigation, claims or assessments.
- 17) We have disclosed to you the identity of the Authority's related parties and all the related party relationships and transactions of which we are aware.

Government—specific

- 18) There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
- 19) We have identified to you any previous audits, attestation engagements, and other studies related to the audit objectives and whether related recommendations have been implemented.
- 20) The Authority has no plans or intentions that may materially affect the carrying value or classification of assets, liabilities, or equity.

- 21) We are responsible for compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to us, including tax or debt limits and debt contracts; and we have identified and disclosed to you all laws, regulations and provisions of contracts and grant agreements that we believe have a direct and material effect on the determination of financial statement amounts or other financial data significant to the audit objectives, including legal and contractual provisions for reporting specific activities in separate funds.
- 22) There are no violations or possible violations of laws and regulations, provisions of contracts and grant agreements, tax or debt limits, and any related debt covenants whose effects should be considered for disclosure in the financial statements, or as a basis for recording a loss contingency, or for reporting on noncompliance.
- 23) The Authority has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral, except as disclosed in the basic financial statements.
- 24) The Authority has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
- 25) We have followed all applicable laws and regulations in adopting, approving, and amending budgets.
- 26) The financial statements include all component units as well as joint ventures with an equity interest, and properly disclose all other joint ventures and other related organizations, if applicable.
- 27) The financial statements properly classify all funds and activities, in accordance with GASB Statement No. 34.
- 28) All funds that meet the quantitative criteria for presentation as major are identified and presented as such and all other funds that are presented as major are particularly important to financial statement users.
- 29) Components of net position (net investment in capital assets; restricted; and unrestricted), and components of fund balance (nonspendable, restricted, committed, assigned, and unassigned) are properly classified and, if applicable, approved.
- 30) Provisions for uncollectible receivables have been properly identified and recorded, if applicable.
- 31) Expenses have been appropriately classified in or allocated to functions and programs in the statement of activities, and allocations have been made on a reasonable basis.
- 32) Revenues are appropriately classified in the statement of activities within program revenues, general revenues, contributions to term or permanent endowments, or contributions to permanent fund principal.
- 33) Interfund, internal, and intra-entity activity and balances have been appropriately classified and reported.
- 34) Deposits and investment securities are properly classified as to risk and are properly disclosed.
- 35) Capital assets, including infrastructure and intangible assets, are properly capitalized, reported, and, if applicable, depreciated.
- 36) We have appropriately disclosed the Authority's policy regarding whether to first apply restricted or unrestricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available and have determined that net position is properly recognized under the policy.

- 37) We are following our established accounting policy regarding which resources (that is, restricted, committed, assigned, or unassigned) are considered to be spent first for expenditures for which more than one resource classification is available. That policy determines the fund balance classifications for financial reporting purposes.
- 38) We acknowledge our responsibility for the required supplementary information (RSI). The RSI is measured and presented within prescribed guidelines and the methods of measurement and presentation have not changed from those used in the prior period. We have disclosed to you any significant assumptions and interpretations underlying the measurement and presentation of the RSI.
- 39) With respect to the supplementary information required by the City of Houston, Texas,
 - a) We acknowledge our responsibility for presenting this information in accordance with accounting principles generally accepted in the United States of America, and we believe this information, including its form and content, is fairly presented in accordance with accounting principles generally accepted in the United States of America. The methods of measurement and presentation of this information have not changed from those used in the prior period, and we have disclosed to you any significant assumptions or interpretations underlying the measurement and presentation of the supplementary information.
 - b) If this information is not presented with the audited financial statements, we will make the audited financial statements readily available to the intended users of the supplementary information no later than the date we issue the supplementary information and the auditor's report thereon.

NEAR NORTHSIDE REDEVELOPMENT AUTHORITY

Signature on behalf of the Board of Directors

Board Member
D-007

Title

TAB

SIX

AGREEMENT FOR BOOKKEEPING SERVICES

THIS AGREEMENT FOR BOOKKEEPING SERVICES (this "Agreement") effective September 12th 2022 ("Effective Date"), is made by and between NEAR NORTHSIDE REDEVELOPMENT AUTHORITY ("Authority"), a local government corporation created and organized under the provisions of the Texas Transportation Corporation Act, Chapter 431, Transportation Code, acting by and through its board of directors ("Authority Board"), and acting on behalf of REINVESTMENT ZONE NUMBER TWENTY-ONE, CITY OF HOUSTON, TEXAS, a tax increment reinvestment zone created by the City of Houston, Texas, pursuant to Chapter 311 of the Texas Tax Code, and MUNICIPAL ACCOUNTS & CONSULTING, L.P., a Texas limited partnership (the "Bookkeeper"), in consideration of the mutual covenants and agreements herein contained.

ARTICLE I

Bookkeeper shall render the following services to the Authority:

1. Establish and maintain, if applicable, checking accounts, journals and ledgers pertaining to the Authority's Debt Service Fund, Capital Projects Fund, and General Operating Fund all in accordance with generally accepted accounting procedures, the laws of the State of Texas, and policies and regulations adopted by the Authority Board.
2. Reconcile all accounts at least every thirty (30) days, and promptly report any discrepancies to the appropriate depository institution and the Authority Board at its next meeting.
3. Maintain a summary general ledger for the Tax Fund from reports supplied by the Harris County Tax Office.
4. Prepare and present for Authority Board approval all checks, with invoices attached, drawn on the Authority's Debt Service Fund, Capital Projects Fund, and General Operating Fund.
5. At each meeting of the Authority Board (but not more often than monthly), prepare and present a cash flow report and account balance report indicating all activity within each of the above funds and the current distribution and investment of moneys within each fund and prepare and present an actual versus budget comparison statement and balance sheet in the General Operating Fund.
6. Complete postings and close all journals and ledgers within forty-five (45) days after the end of Authority's fiscal year.
7. Travel to and attend meetings of the Authority Board.
8. Prepare Internal Revenue Service Forms 1099 and 1096.
9. Correct vendor invoices/reports.
10. Prepare audit schedules.
11. Be accessible to the Authority's auditor to efficiently perform the annual audit, including use of Bookkeeper's office facilities during the field audit.

12. To the extent the Authority enters into a payroll processing service agreement (a "Payroll Agreement") with a third party vendor, Bookkeeper shall handle all responsibilities and obligations of the Authority thereunder.

All such services shall be rendered in a professional, competent and timely manner and in accordance with the provisions of the Authority's order establishing policies for investment of Authority funds, as same may be amended from time to time (the "Investment Policy"). Bookkeeper shall promptly pay or reimburse the Authority for any financial liabilities incurred by the Authority that arise out of Bookkeeper's acts or omissions in handling the Authority's responsibilities and obligations set forth in a Payroll Agreement.

ARTICLE II

As consideration for the services rendered by the Bookkeeper to the Authority as set forth in Article I above, the Authority shall pay the Bookkeeper an hourly fee based upon Bookkeeper's current hourly rates as shown on **Exhibit A** attached hereto and incorporated herein for all purposes. Bookkeeper's, and if so elected hereunder, the Investment Officer's, hourly rates are subject to annual revision in January of each year that this Agreement is in force. Bookkeeper shall provide Authority with a revised schedule of hourly rates at least thirty (30) days prior to the institution of same.

If the Authority so elects, Mark M. Burton and Ghia Lewis, or such other employee(s) of Bookkeeper as the Authority and Bookkeeper may agree to in writing, shall jointly serve as the Authority's Investment Officer and as such, shall comply with all terms and provisions of the Investment Policy and all applicable laws, including but not limited to, the Public Funds Investment Act, Texas Government Code, Chapter 2256, as may be amended from time to time. Should the Authority elect for the above employee(s) of Bookkeeper to serve as the Authority's Investment Officer, the Authority shall pay an hourly fee for such services based upon Bookkeeper's current hourly rates as shown on **Exhibit A** attached hereto and incorporated herein for all purposes, which services shall include the preparation of the quarterly report of investment transactions as required by the Investment Policy and arranging for appropriate security of Authority funds as required by the Investment Policy.

At each Authority bond funding, the Bookkeeper shall supply the Authority's financial advisor with Debt Service Fund balances; verify bond funds to be deposited into the Authority's Debt Service Fund, Capital Projects Fund, and General Operating Fund; establish schedules for anticipated payment of future construction pay estimates; invest all surplus bond proceeds; wire and/or disburse Authority funds in accordance with instructions from the Authority Board; arrange for appropriate security of Authority funds as required by law and the Investment Policy; prepare annual debt service requirement schedules in connection with the levy of taxes; and prepare outstanding debt service obligation schedules and amendments to same if the Authority sells bonds as required by the legal counsel and/or financial advisor for the Authority, all of which services shall be paid at the rate set forth in **Exhibit A**.

In addition to the fees set forth above, the Authority shall pay the Bookkeeper for all out-of-pocket expenses reasonably and necessarily incurred by Bookkeeper in the performance of the services described herein, including but not limited to, printing, reproduction of documents, fax,

long distance telephone calls, document storage and retention, data storage, travel expense, courier services, and postage.

ARTICLE III

The Authority shall instruct all contractors, vendors and service representatives of the Authority to submit all bills and invoices to Bookkeeper at least five (5) days prior to any scheduled meetings of the Authority Board, or in accordance with the deadline for the Bookkeeper's report as required by the Authority Board. It is understood that any bill or invoice submitted subsequent to said five (5) day period shall be paid if possible at said meeting, but will not necessarily be reflected on the cash flow report. Bills, invoices and/or reports requested to be prepared for any scheduled meeting after this cutoff date shall be billed at Bookkeeper's hourly rates as shown on **Exhibit A**.

ARTICLE IV

All records and documents related to the services of the Bookkeeper to the Authority hereunder shall be the Authority's property. The Authority and the Bookkeeper each acknowledge that the requirements of Chapter 552, Texas Government Code, as amended (the "Public Information Act"), and Chapters 201-205, Texas Local Government Code, as amended (the "Local Government Records Act," and together with the Public Information Act, the "Acts"), each apply to all public information, as defined by the Public Information Act, and all local government records, as defined by the Local Government Records Act, related to the relationship between the Authority and the Bookkeeper, and to any work carried out thereunder. The Bookkeeper covenants that it will comply with all requirements of the Acts, the Authority's records management program, and all applicable rules, regulations, policies and retention schedules adopted thereunder. Upon termination of this Agreement, said records and documents, other than in proprietary form, shall be promptly delivered by the Bookkeeper to the Authority or the Authority's designee.

ARTICLE V

Bookkeeper shall provide and maintain in full force and effect at Bookkeeper's expense insurance in the amount of \$3,000,000 ensuring that Bookkeeper will faithfully account for all monies, which shall come into Bookkeeper's custody under terms of its service agreements. If the Authority elects, Bookkeeper shall also provide the Authority with a public employee blanket bond, acceptable to the Authority, in a minimum amount of \$10,000 or, if greater, the minimum amount required by law. The cost of such bond shall be borne by the Authority.

ARTICLE VI

The term of this Agreement shall be for a period of one (1) year from the date hereof and shall continue thereafter for successive one-year periods until terminated by either party. This Agreement may be terminated at any time by either party hereto by providing thirty (30) days advance written notice to the other party. All work associated with transitioning to or from another party will be billed at Bookkeeper's hourly rate. In the event the Authority incurs any early termination fees or similar financial liabilities by virtue of a Payroll Agreement that contains a longer termination notice provision that this Agreement, Bookkeeper shall reimburse the Authority for any early termination fees and other financial liabilities incurred in connection with termination

of the Payroll Agreement on or about the date of termination of this Agreement pursuant to this Article VI.

ARTICLE VII

Bookkeeper represents that, at the time of execution of this Agreement neither the Bookkeeper, nor any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of the same, is a company listed by the Texas Comptroller of Public Accounts under Sections 2270.0201 or 2252.153 of the Texas Government Code, and posted on any of the following pages of such officer's internet website:

<https://comptroller.texas.gov/purchasing/docs/sudan-list.pdf>,
<https://comptroller.texas.gov/purchasing/docs/iran-list.pdf>, or
<https://comptroller.texas.gov/purchasing/docs/fto-list.pdf>.

The foregoing representation is made solely to enable the Bookkeeper to comply with Section 2252.152, Texas Government Code, and to the extent such Section does not contravene applicable Federal or Texas law and excludes the Bookkeeper and each of its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, that the United States government has affirmatively declared to be excluded from its federal sanctions regime relating to Sudan or Iran or any federal sanctions regime relating to a foreign terrorist organization. As used in this provision, Bookkeeper understands "affiliate" to mean an entity that controls, is controlled by, or is under common control with the Bookkeeper within the meaning of SEC Rule 405, 17 C.F.R. § 230.405, and exists to make a profit.

Bookkeeper will provide a completed Form 1295 generated by the Texas Ethics Commission (the "TEC")'s electronic filing application in accordance with the provisions of Section 2252.908 of the Texas Government Code and the rules promulgated by the TEC (a "Form 1295"), in connection with entry into this Agreement. Upon receipt of Bookkeeper's Form 1295, the Authority agrees to acknowledge Bookkeeper's Form 1295 through its electronic filing application. Bookkeeper and the Authority understand and agree that, with the exception of information identifying the Authority and the contract identification number, neither the Authority nor its consultants are responsible for the information contained in Bookkeeper's Form 1295 and neither the Authority nor its consultants have verified such information.

This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, including all matters of construction, validity, performance and enforcement.

IN WITNESS WHEREOF, the Authority and the Bookkeeper have executed this Agreement in multiple counterparts, each of which shall be deemed to be an original, as of the date first set forth above. Each person signing this Agreement represents and warrants that he or she is duly authorized and has legal capacity to execute and deliver this Agreement. Each party represents and warrants to the other that the execution and delivery of this Agreement and the performance of such party's obligations hereunder have been duly authorized, and that the Agreement is a valid and legal agreement binding on such party and enforceable in accordance with its terms. The parties hereby agree that each party may sign and deliver this Agreement electronically or by electronic means and that an electronic transmittal of a signature, including but not limited to, a scanned signature page, will be as good, binding, and effective as an original signature.

NEAR NORTHSIDE REDEVELOPMENT
AUTHORITY

By _____
Chair, Board of Directors

MUNICIPAL ACCOUNTS &
CONSULTING, L.P.

By _____
Mark M. Burton, Managing Member
The Asher Group, LLC, General Partner

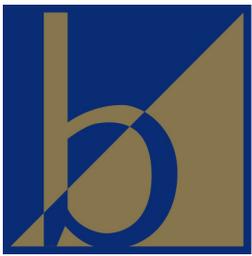
Exhibit A

Bookkeeper's Hourly Rates

[to be inserted]

TAB

SEVEN



BURTON ACCOUNTING, P.L.L.C.
Certified Public Accountants
HOUSTON • AUSTIN • CONROE

September 8, 2022

Ed Reyes, Chair, Board of Directors
Near Northside Redevelopment Authority
c/o Bracewell LLP
711 Louisiana Street, Suite 2300
Houston, Texas 77002

RE: AGREED UPON PROCEDURES ENGAGEMENT

We are pleased to confirm our understanding of the terms of Burton Accounting, P.L.L.C. (“Burton”)’s engagement and the nature and limitations of the services provided to Near Northside Redevelopment Authority (hereinafter called the “Client”).

We will apply the procedures enumerated in this letter to solely assist Client in the determining the status of the agreed-upon procedures which Client has specified below for the fiscal year ended June 30, 2022:

- Review adjusted trial balances.
- Review capital asset and depreciation schedules.
- Review fund journal entries.
- Review government-wide adjustments.
- Review draft financial statements.
- Complete or review GASB 34 disclosure checklist.

By signing this engagement letter, Client agrees to those procedures and acknowledge that the procedures to be performed are appropriate for the intended purpose of the engagement which is to eliminate financial reporting weaknesses. Our engagement to apply agreed-upon procedures will be conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we obtain Client’s written agreement to the procedures to be applied and Client’s acknowledgment that those procedures are appropriate for the intended purpose of the engagement, as described in this letter. A refusal to provide such agreement and acknowledgment will result in our withdrawal from the engagement. We make no representation that the procedures we will perform are appropriate for the intended purpose of the engagement or for any other purpose.

Because the agreed-upon procedures do not constitute an examination or review, we will not express an opinion or conclusion on the audit review. In addition, we have no obligation to perform any procedures beyond those to which Client agrees.

We plan to begin our procedures when we receive the necessary documents from the Client’s auditors, and, unless unforeseeable problems are encountered, the engagement should be completed within two weeks after receiving the documents.

We will issue a written report upon completion of our engagement that lists the procedures performed and our findings. Our report will be addressed to the Chair of Client's board of directors. If we encounter restrictions in performing our procedures, we will discuss the matter with Client. If we determine the restrictions are appropriate we will disclose the restrictions in our report. Our report will contain a paragraph indicating that had we performed additional procedures, other matters might have come to our attention that would have been reported to Client.

There may exist circumstances that, in our professional judgment, will require we withdraw from the engagement. Such circumstances include the following:

- Client refuses to provide written agreement to the procedures and acknowledge that they are appropriate for the intended purpose of the engagement.
- Client fails to provide requested written representations, or we conclude that there is sufficient doubt about the competence, integrity, ethical values, or diligence of those providing the written representations, or we conclude that the written representations provided are otherwise not reliable.
- We determine that the description of the procedures performed or the corresponding findings are misleading in the circumstances of the engagement.
- We determine that restrictions on the performance of procedures are not appropriate.

An agreed-upon procedures engagement is not designed to detect instances of fraud or noncompliance with laws or regulations; however, should any such matters come to our attention, we will communicate them in accordance with professional standards and applicable law. In addition, if, in connection with this engagement, matters come to our attention that contradict the audit review, we will communicate such matters to Client.

Client agrees to the procedures to be performed and acknowledge that they are appropriate for the intended purpose of the engagement.

Client is responsible for the audit review. In addition, Client is responsible for providing us with (1) access to all information of which Client or the appropriate party is aware that is relevant to the performance of the agreed-upon procedures on the subject matter, (2) additional information that we may request from the appropriate party for the purpose of performing the agreed-upon procedures, and (3) unrestricted access to persons within the entity from whom we determine it necessary to obtain evidence relating to performing those procedures.

At the conclusion of our engagement, we will require certain written representations in the form of a representation letter from management that, among other things, will confirm management's responsibility for the audit review.

Chris Palis is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it.

We estimate that our fees for these services will range from \$2,500.00 to \$3,000.00. Client will also be billed for travel and other out-of-pocket costs such as report production, word processing, postage, etc. Additional expenses are estimated to be \$85.00 to \$250.00 per our hourly billing rate. The fee estimate is based on anticipated cooperation from Client's consultants and the assumption that unexpected circumstances will not be encountered during the engagement. If significant additional time is necessary, we will discuss it with Client and arrive at a new fee estimate before we incur the additional costs. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. In accordance with our firm policies, work may be suspended if Client's account becomes 60 days or more overdue and will not be resumed until Client's account is paid in full. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed upon written notification of termination even if we have not completed our report. Client will be obligated to

compensate us for all time expended and to reimburse us for all out-of-pocket expenditures through the date of termination.

We represent that, at the time of execution of this engagement letter neither Burton, nor any wholly owned subsidiary, majority-owned subsidiary, parent company or affiliate of Burton, is a company listed by the Texas Comptroller of Public Accounts under Sections 2270.0201 or 2252.153 of the Texas Government Code, and posted on any of the following pages of such officer's internet website:

<https://comptroller.texas.gov/purchasing/docs/sudan-list.pdf>,
<https://comptroller.texas.gov/purchasing/docs/iran-list.pdf>, or
<https://comptroller.texas.gov/purchasing/docs/fto-list.pdf>.

The foregoing representation is made solely to enable Burton to comply with Section 2252.152, Texas Government Code, and to the extent such Section does not contravene applicable Federal or Texas law and excludes Burton and each of its parent company, wholly- or majority-owned subsidiaries, and other affiliates, if any, that the United States government has affirmatively declared to be excluded from its federal sanctions regime relating to Sudan or Iran or any federal sanctions regime relating to a foreign terrorist organization. As used in this provision, we understand "affiliate" to mean an entity that controls, is controlled by, or is under common control with Burton within the meaning of SEC Rule 405, 17 C.F.R. § 230.405, and exists to make a profit.

Burton will provide a completed Form 1295 generated by the Texas Ethics Commission (the "TEC")'s electronic filing application in accordance with the provisions of Section 2252.908 of the Texas Government Code and the rules promulgated by the TEC (a "Form 1295"), in connection with entry into this Agreement. Upon receipt of Burton's Form 1295, Client agrees to acknowledge Burton's Form 1295 through its electronic filing application. Burton and Client understand and agree that, with the exception of information identifying Client and the contract identification number, neither Client nor its consultants are responsible for the information contained in Burton's Form 1295 and neither Client nor its consultants have verified such information.

We appreciate the opportunity to assist Client and believe this letter accurately summarizes the significant terms of Burton's engagement. If you have any questions, please let us know. If Client is in agreement with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us. If the need for additional procedures arises, or the procedures need to be modified, our agreement with Client will need to be revised. It is customary for us to enumerate these revisions in an addendum to this letter. If additional specified parties of the report are added, we may require that they acknowledge in writing their agreement with the procedures performed, or to be performed, and their acknowledgment that the procedures are appropriate for their purposes.

Very truly yours,



Burton Accounting, P.L.L.C.

RESPONSE:

This letter correctly sets forth the understanding of Client with respect to the engagement described herein.

Near Northside Redevelopment Authority

By: _____

Title: _____

Date: _____

TAB

EIGHT

TASK ORDER #3: Authorizations 1, 2, 3

TIRZ #21 Near Northside Redevelopment Authority

TASK ORDER #3: MISCELLANEOUS DRAWINGS & VISUALIZATION

September 26, 2022

SWA proposes three (3) authorizations for ongoing design and graphic support to the Zone per Task Order #3:

1. **Authorization #1: Fulton Street MTFP Amendment Graphics** (Completed)
 - a. Deliverables: Preparation of graphics to illustrate impacts to the proposed widening of Fulton Street ROW per the MTFP.
 - b. Schedule: July 2022
 - c. Fee: \$750.00
2. **Authorization #2: Zone Boundary Expansion Graphics** (Completed)
 - a. Deliverables: Preparation of graphics documenting proposed boundary for future expanded area.
 - b. Schedule: August 2022
 - c. Fee: \$1,250.00
3. **Authorization #3: Hogan/Lorraine Walkable Places Streetscape Schematics** (Proposed)
 - a. Deliverables: Preparation of Hogan/Lorraine alternative street sections and plans
 - i. Four (4) Section Alternatives
 - ii. Prototype plan views each of the four (4) options
 - iii. Street-length plan view of two options selected by Infrastructure Committee
 - iv. Meetings and Coordination with Infrastructure Committee and Parks Committee
 - v. Meeting with Council Member
 - vi. Revisions per received comments
 - b. Schedule: July 2022-December 2022
 - c. Fee: \$20,000.00

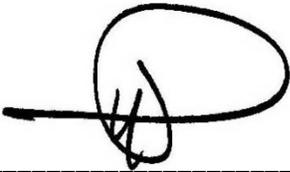
Total of Task Order # 3 Authorizations, including #1, #2, and #3: \$22,000.00

Amount Remaining to be authorized in Task Order #3: \$28,000.00

Approved By:

Near Northside Redevelopment Authority

Date

A handwritten signature in black ink, consisting of a large, stylized loop on the right and a horizontal line extending to the left, with some internal scribbles.

SWA Group

September 26, 2022

Date

END OF DOCUMENT

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NINE

SWA Houston

The Jones on Main
712 Main Street
6th Floor
Houston, Texas
77002
+1.713.868.1676
www.swagroup.com

PROJECT STATUS REPORT BY SWA

SCOPE: NEAR NORTHSIDE REDEVELOPMENT AUTHORITY –
URBAN DESIGN + LANDSCAPE ARCHITECTURE SERVICES

PROJECTS: TIRZ #21 CIP

DATE: September 26, 2022

CURRENT PROJECTS STATUS

1. ZONE URBAN DESIGN GUIDELINES (WO#1)

- Task 1: Board Workshop #1 – 100% Complete
- Task 2: Research – 100% Complete
- Task 3: Community Event #1 – 100% Complete
- Task 4: Board Workshop #2 – 100% Complete
- Task 5: Area Plans – 100% Complete
- Task 6: Area Guidelines – 90% Complete
- Task 7: Board Workshop #3 – 0% Complete
- Task 8: Final Guidelines – 80% Complete
 - SWA continued development of Guidelines document.
- Task 9: Perspective View and Sidewalk Assessment (coordination with Gauge) – 50% Complete
 - SWA continued Hogan-Lorraine streetscape concepts.

2. ZONE URBAN DESIGN GUIDELINES – PHASE 2 (WO#2)

- Task 1: Streetscape Character: Cut Sheets – 0% Complete
- Task 2: Board Workshop – Urban Design Character and Cut Sheets Review – 0% Complete
- Task 3: Final Plans & Guidelines: Cut Sheets – 0% Complete

3. MISCELLANEOUS DRAWINGS & VISUALIZATION (WO#3)

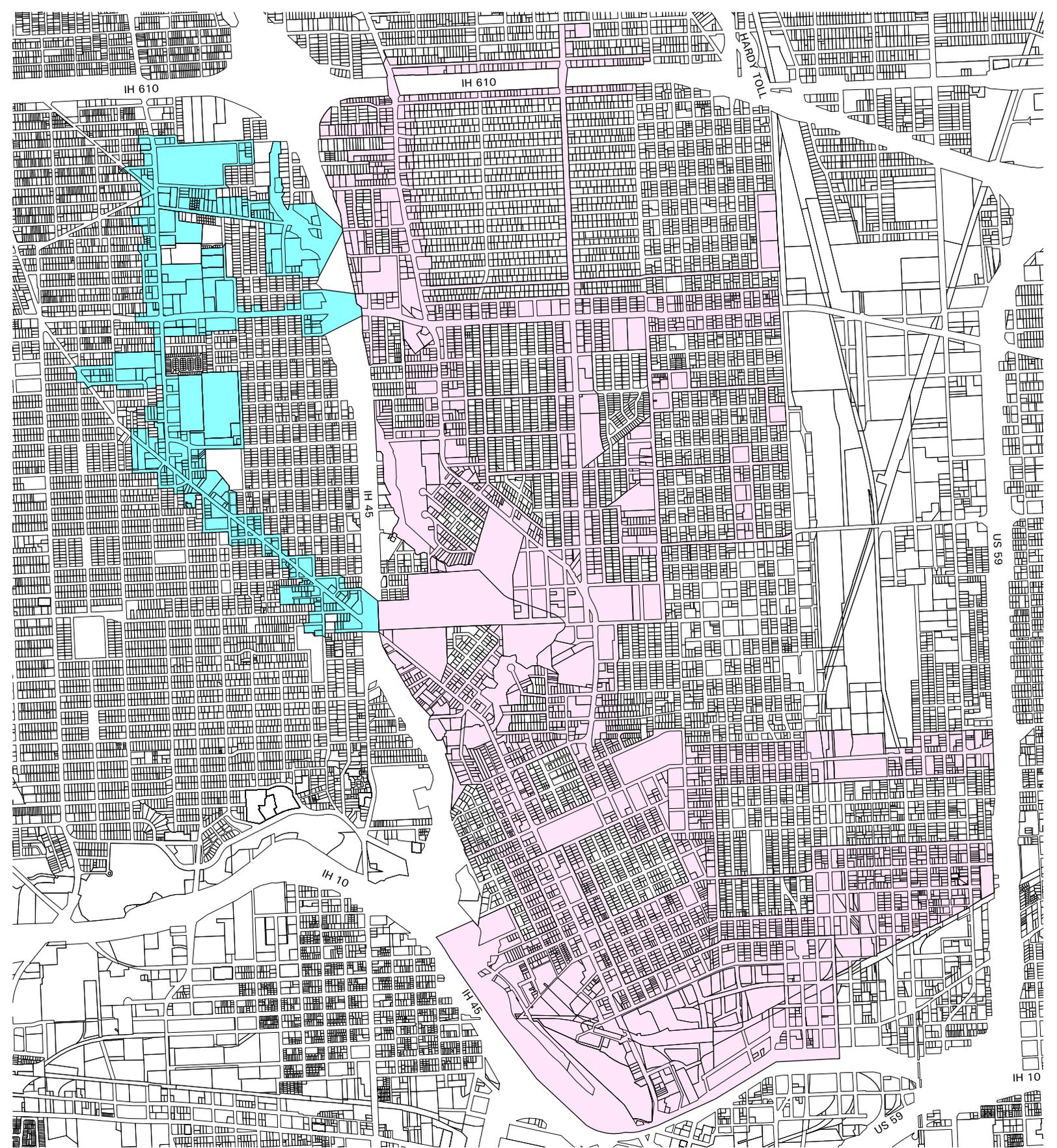
- Task 1: Fulton St MTFP Graphics: 100% Complete
 - SWA prepared graphics for MTFP Amendment
- Task 2: Zone Expansion Graphics: 100% Complete
 - SWA prepared graphics for Zone expansion
- Task 3: Hogan/Lorraine Street Schematics: 50% Complete
 - SWA prepared multiple alternative street cross sections and is developing schematic-level plans for the entire street length for two options.

END OF REPORT

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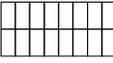
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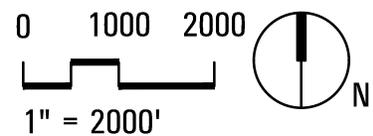
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**TAX INCREMENT REINVESTMENT
ZONE NUMBER TWENTY ONE
NEAR NORTHSIDE
CITY OF HOUSTON**

DRAWING DATE: AUGUST 05, 2022

LEGEND	
	PARCELS
	NEAR NORTHSIDE AS ENLARGED
	PROPOSED ANNEXED AREA



DRAFT

TIRZ 21 - Proposed Annexation Analysis

Code	Description	Sq. Feet	Percentage
A	Single Family Residential	653,256	9.02%
B	Multi-Family Residential	890,974	12.31%
C	Vacant Lots/Tracts of Land	630,578	8.71%
D	Ag Exempt/Qualified Open Space	0	0.00%
E	Rural Land/Improvements	0	0.00%
F	Commercial/Industrial	4,057,364	56.04%
J	Utilities	0	0.00%
X	Totally Exempt Property	1,008,245	13.93%
N/A	Open Water/Rights-of-Way/Easements	0	0.00%
Total		7,240,417	100%

2022 Base Value Proposed Annexation \$ 358,149,553
 Acres 166

TIRZ 21 - Airline Corridor Annexation Net Revenue

Tax Year	2022 Annexed Area	Less City Admin Fees	Less City Affordable Housing	Net Revenue (Total Increment Revenue less Transfers)
	City			
2022	\$ -	\$ -	\$ -	\$ -
2023	\$ 93,708	\$ 4,685	\$ 30,924	\$ 58,099
2024	\$ 192,101	\$ 9,605	\$ 63,393	\$ 119,103
2025	\$ 295,414	\$ 14,771	\$ 97,487	\$ 183,157
2026	\$ 403,892	\$ 20,195	\$ 133,284	\$ 250,413
2027	\$ 517,795	\$ 25,890	\$ 170,872	\$ 321,033
2028	\$ 637,392	\$ 31,870	\$ 210,339	\$ 395,183
2029	\$ 762,969	\$ 38,148	\$ 251,780	\$ 473,041
2030	\$ 894,826	\$ 44,741	\$ 295,292	\$ 554,792
2031	\$ 1,033,275	\$ 51,664	\$ 340,981	\$ 640,630
2032	\$ 1,178,646	\$ 58,932	\$ 388,953	\$ 730,761
2033	\$ 1,331,286	\$ 66,564	\$ 439,324	\$ 825,398
2034	\$ 1,491,558	\$ 74,578	\$ 492,214	\$ 924,766
2035	\$ 1,659,844	\$ 82,992	\$ 547,749	\$ 1,029,103
2036	\$ 1,836,544	\$ 91,827	\$ 606,060	\$ 1,138,657
2037	\$ 2,022,079	\$ 101,104	\$ 667,286	\$ 1,253,689
2038	\$ 2,216,891	\$ 110,845	\$ 731,574	\$ 1,374,472
2039	\$ 2,421,443	\$ 121,072	\$ 799,076	\$ 1,501,295
2040	\$ 2,636,223	\$ 131,811	\$ 869,954	\$ 1,634,458
	\$ 21,625,887	\$ 1,081,294	\$ 7,136,543	\$ 13,408,050

TIRZ 21 Revenue Schedule
Airline Corridor

Tax Year	Base Value	Projected Value	Captured Appraised Value	Collection Rate	Tax Rate	Gross Increment Revenue	Contribution Rate	Increment Revenue
2022	\$ 358,149,553	\$ 358,149,553	\$ -	95.00%	0.55083	\$ -	100.00%	\$ -
2023	\$ 358,149,553	\$ 376,057,031	\$ 17,907,478	95.00%	0.55083	\$ 93,708	100.00%	\$ 93,708
2024	\$ 358,149,553	\$ 394,859,882	\$ 36,710,329	95.00%	0.55083	\$ 192,101	100.00%	\$ 192,101
2025	\$ 358,149,553	\$ 414,602,876	\$ 56,453,323	95.00%	0.55083	\$ 295,414	100.00%	\$ 295,414
2026	\$ 358,149,553	\$ 435,333,020	\$ 77,183,467	95.00%	0.55083	\$ 403,892	100.00%	\$ 403,892
2027	\$ 358,149,553	\$ 457,099,671	\$ 98,950,118	95.00%	0.55083	\$ 517,795	100.00%	\$ 517,795
2028	\$ 358,149,553	\$ 479,954,655	\$ 121,805,102	95.00%	0.55083	\$ 637,392	100.00%	\$ 637,392
2029	\$ 358,149,553	\$ 503,952,387	\$ 145,802,834	95.00%	0.55083	\$ 762,969	100.00%	\$ 762,969
2030	\$ 358,149,553	\$ 529,150,007	\$ 171,000,454	95.00%	0.55083	\$ 894,826	100.00%	\$ 894,826
2031	\$ 358,149,553	\$ 555,607,507	\$ 197,457,954	95.00%	0.55083	\$ 1,033,275	100.00%	\$ 1,033,275
2032	\$ 358,149,553	\$ 583,387,882	\$ 225,238,329	95.00%	0.55083	\$ 1,178,646	100.00%	\$ 1,178,646
2033	\$ 358,149,553	\$ 612,557,277	\$ 254,407,724	95.00%	0.55083	\$ 1,331,286	100.00%	\$ 1,331,286
2034	\$ 358,149,553	\$ 643,185,140	\$ 285,035,587	95.00%	0.55083	\$ 1,491,558	100.00%	\$ 1,491,558
2035	\$ 358,149,553	\$ 675,344,397	\$ 317,194,844	95.00%	0.55083	\$ 1,659,844	100.00%	\$ 1,659,844
2036	\$ 358,149,553	\$ 709,111,617	\$ 350,962,064	95.00%	0.55083	\$ 1,836,544	100.00%	\$ 1,836,544
2037	\$ 358,149,553	\$ 744,567,198	\$ 386,417,645	95.00%	0.55083	\$ 2,022,079	100.00%	\$ 2,022,079
2038	\$ 358,149,553	\$ 781,795,558	\$ 423,646,005	95.00%	0.55083	\$ 2,216,891	100.00%	\$ 2,216,891
2039	\$ 358,149,553	\$ 820,885,336	\$ 462,735,783	95.00%	0.55083	\$ 2,421,443	100.00%	\$ 2,421,443
2040	\$ 358,149,553	\$ 861,929,603	\$ 503,780,050	95.00%	0.55083	\$ 2,636,223	100.00%	\$ 2,636,223
								\$ 21,625,887

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Safe Streets and Roads for All Grants >

[About Safe Streets and Roads for All Grants](#)

[Announcement](#)

[Webinar Series](#)

[How to Apply](#)

[Resources](#)

[FAQs](#)

Related Links

- [Bipartisan Infrastructure Law Technical Assistance and Local Support \(FHWA\)](#)
- [Complete Streets \(FHWA\)](#)
- [Countermeasures That Work \(NHTSA\)](#)
- [Local Road Safety Plans \(FHWA\)](#)
- [Our Roads, Our Safety \(FMCSA\)](#)
- [Proven Safety Countermeasures \(FHWA\)](#)
- [Zero Deaths – Saving Lives through a Safety Culture and a Safe System \(FHWA\)](#)

Related Documents

- [Amended Notice of Funding Opportunity for the Safe Streets and Roads for All Discretionary Grant Opportunity](#)
- [Highlights of Changes to the FY22 SS4A Notice of Funding Opportunity](#)
- [USDOT National Roadway Safety Strategy](#)

Safe Streets and Roads for All (SS4A) Grant Program

The [Bipartisan Infrastructure Law](#) (BIL) established the new Safe Streets and Roads for All (SS4A) discretionary program with \$5 billion in appropriated funds over the next 5 years. In fiscal year 2022 (FY22), up to \$1 billion is available. The SS4A program funds regional, local, and Tribal initiatives through grants to prevent roadway deaths and serious injuries.

The SS4A program supports Secretary of Transportation Pete Buttigieg’s National Roadway Safety Strategy and the Department’s goal of zero deaths and serious injuries on our nation’s roadways.



Amended FY22 Notice of Funding Opportunity is open, now through September 15, 2022

The [FY22 Notice of Funding Opportunity \(NOFO\)](#) for Safe Streets and Roads for All grants has been [amended](#) to include technical corrections and is live on [Grants.gov](#).

The deadline for applications remains unchanged as 5:00 p.m. EDT on September 15, 2022. For details, more information, and applicant guidance:

- [Review the amended NOFO](#)
- [Review highlights of changes to the FY22 SS4A NOFO](#)
- [Visit our “How to Apply” assistance page](#)
- [Visit our "Resources" page](#)
- [Review answers to Frequently Asked Questions](#)
- [Watch a “How to Apply” webinar](#)

Award announcements are expected to be made by the end of calendar year 2022 or early 2023.

Who is eligible to apply for grant funding?

- Metropolitan planning organizations;
- Counties, cities, towns, and transit agencies or other special districts that are subdivisions of a State;
- Federally recognized Tribal governments; and
- Multijurisdictional groups comprised of the above entities.

Eligible activities

The following activities are eligible for the SS4A program:

- Develop or update a comprehensive safety action plan (Action Plan).
- Conduct planning, design, and development activities in support of an Action Plan.
- Carry out projects and strategies identified in an Action Plan.

There are two types of SS4A grants: Action Plan Grants and Implementation Grants.

Action Plan Grant example activities

Communities can use Action Plan Grants to develop or complete an Action Plan or to conduct supplemental planning activities.

Below are illustrative examples of activities that could directly assist in the process of developing or updating an Action Plan by conducting outreach, data collection, analysis, and other related tasks:

- **Leadership commitment and goal setting** that includes a goal timeline for eliminating roadway fatalities and serious injuries.
- **Planning structure** through a committee, task force, implementation group, or similar body charged with oversight of the Action Plan development, implementation, and monitoring.
- **Safety analysis** of the existing conditions and historical trends that provides a baseline level of crashes involving fatalities and serious injuries across a jurisdiction, locality, Tribe, or region.
- **Engagement and collaboration** with the public and relevant stakeholders, including the private sector and community groups, that allows for both community representation and feedback.
- **Equity** considerations developed through a plan using inclusive and representative processes.
- **Policy and process changes** that assess the current policies, plans, guidelines, and/or standards to identify opportunities to improve how processes prioritize transportation safety.
- **Strategy and project selections** that identify a comprehensive set of projects and strategies, shaped by data, the best available evidence and noteworthy practices, as well as stakeholder input and equity considerations, that will address the safety problems described in the Action Plan.
- **Progress and transparency methods** that measure progress over time after an Action Plan is developed or updated, including outcome data.

Supplemental planning example activities (must have an eligible Action Plan in place)

Supplemental Action Plan activities that support or enhance an existing Action Plan could include, but are not limited to:

- Additional analysis
- Expanded data collection and evaluation using integrated data
- Testing Action Plan concepts before project and strategy implementation
- Feasibility studies using quick-build strategies that inform permanent projects in the future (e.g., paint, plastic bollards)
- Follow-up stakeholder engagement and collaboration
- Targeted equity assessments
- Progress report development
- Complementary planning efforts such as speed management plans, accessibility and transition plans, racial and health equity plans, and lighting management plans

Implementation Grant example activities

Below are illustrative examples of activities that could be conducted as part of an Implementation Grant. This list is not intended to be exhaustive in nature and could include infrastructure, behavioral, and operational safety activities identified in an Action Plan:

- **Applying low-cost roadway safety treatments** system-wide, such as left- and right-turn lanes at intersections, centerline and shoulder rumble strips, wider edge lines, high-friction surface treatments, road diets, and better signage along high-crash urban and rural corridors.
- **Identifying and correcting common risks** across a network, such as improving pedestrian crosswalks by adding high-visibility pavement markings, lighting, and signage at transit stops, in a designated neighborhood, or along a busy public transportation route.
- **Transforming a roadway corridor** on a High-Injury Network into a Complete Street with safety improvements to control speed, separate users, and improve visibility, along with other measures that improve safety for all users.
- **Installing pedestrian safety enhancements and closing network gaps** with sidewalks, rectangular rapid-flashing beacons, signal improvements, and audible pedestrian signals for people walking, rolling, or using mobility assisted devices.

- **Working with community members in an identified problem area** to carry out quick-build street design changes informed by outreach and user input.
- **Supporting the development of bikeway networks** with bicycle lanes for different roadway volumes and speeds that are safe for people of all ages and abilities.
- **Carrying out speed management strategies** such as implementing traffic calming road design changes, addressing speed along key corridors through infrastructure, conducting education and outreach, setting appropriate speed limits, and making strategic use of speed safety cameras.
- **Creating safe routes to school and public transit services** through multiple activities that lead to people safely walking, biking, and rolling in underserved communities.
- **Promoting the adoption of innovative technologies or strategies to promote safety** and protect vulnerable road users in high-traffic areas where commercial motor vehicles (CMVs), pedestrians, bicyclists, motorcyclists, etc. interact.
- **Conducting education campaigns to accompany new or innovative infrastructure**, such as roundabouts, pedestrian hybrid beacons, or pedestrian-only zones.
- **Implementing standard and novel data collection and analysis technologies and strategies** to better understand vulnerable road user (pedestrian/bicycle/transit rider) network gaps and to collect exposure data.
- **Deploying advanced transportation technologies**, such as the installation of connected intersection-based safety solutions and vehicle-to-infrastructure (V2I) advisory speed limit systems (e.g., Intelligent Speed Assistance [ISA]).
- **Combating roadway departure crashes** through enhanced delineation, shoulder widening, rumble strips, and roadside safety improvements.
- **Evaluating and improving the safety of intersections** by considering innovative design changes, improved delineation, and advanced warning.
- **Improving first responder services** with improved crash data collection, formalizing street names and addressing, and enhancing emergency vehicle warning systems.
- **Unifying and integrating safety data across jurisdictions** where local agencies share their crash, roadway inventory, and traffic volume data to create an analytic data resource.

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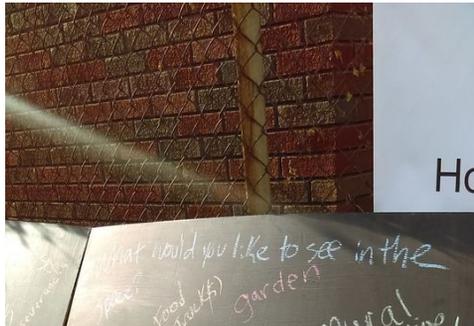
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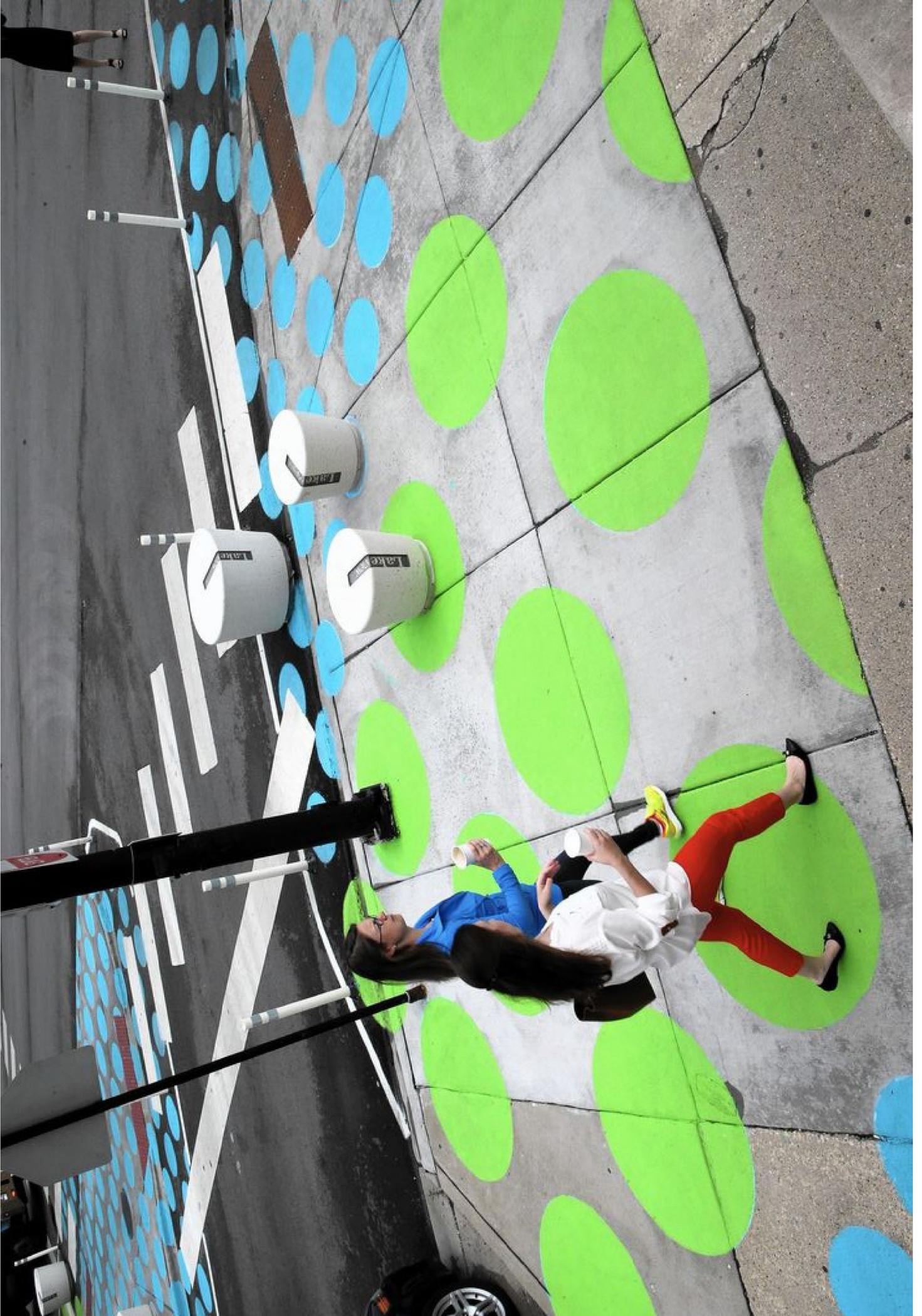
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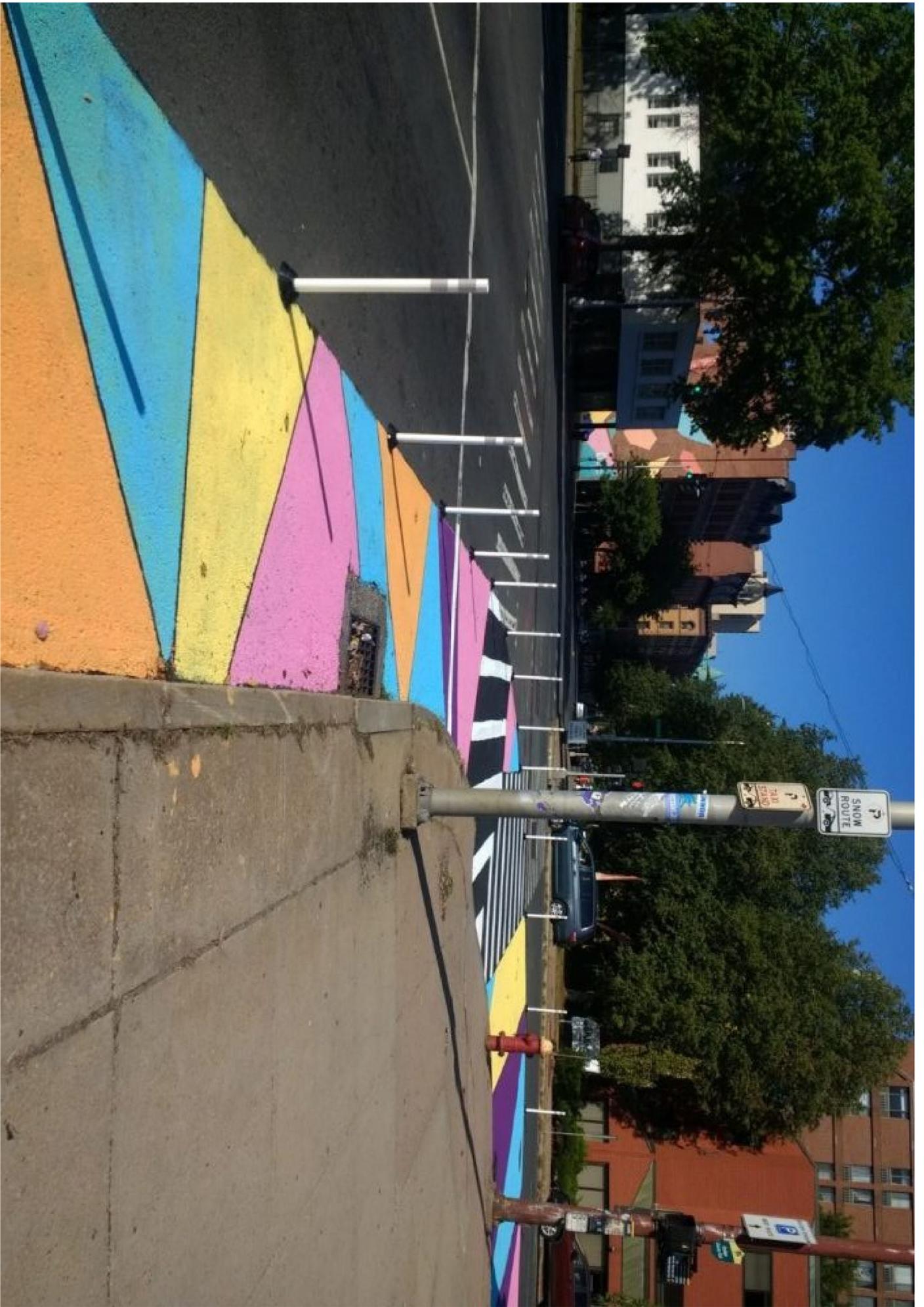
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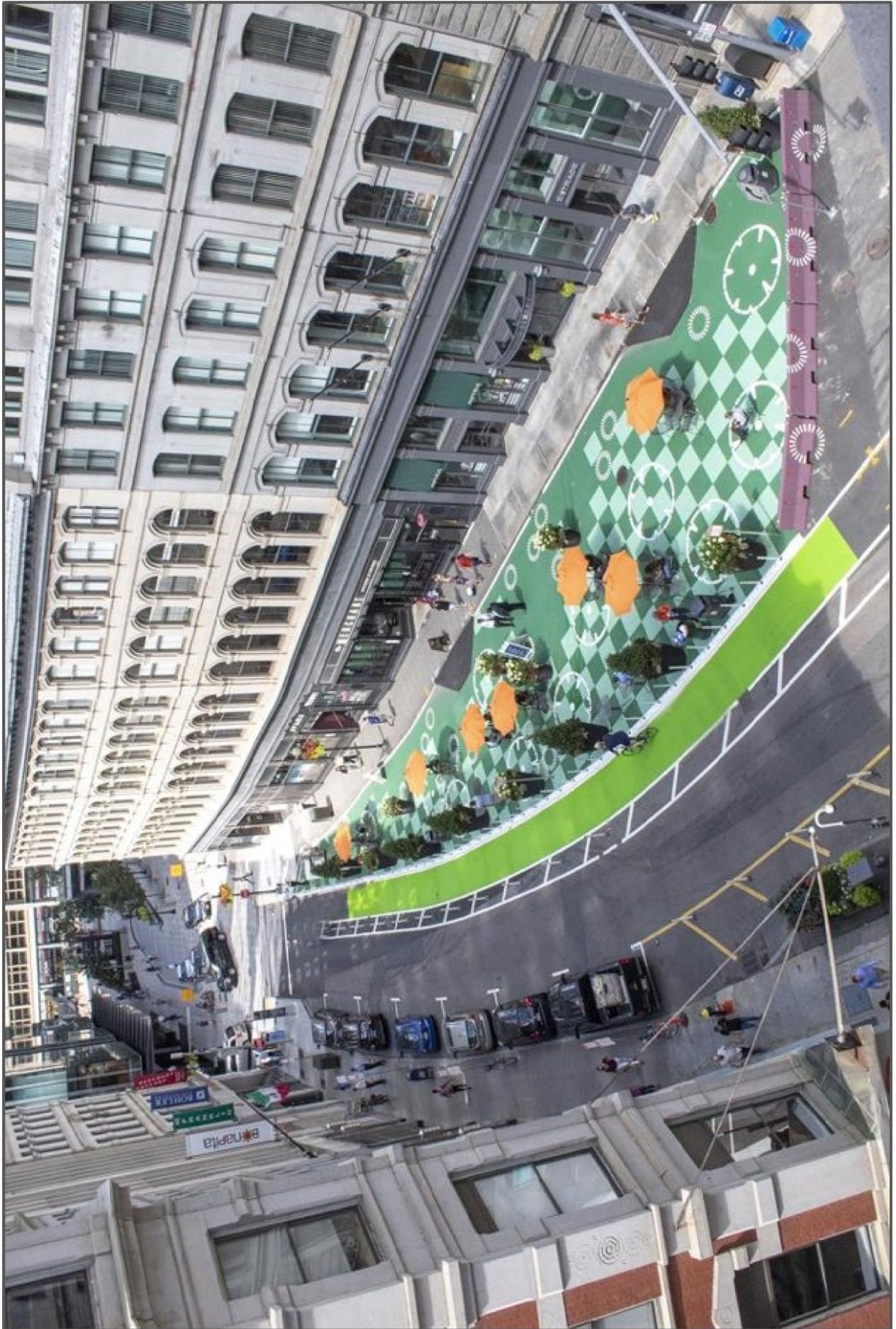
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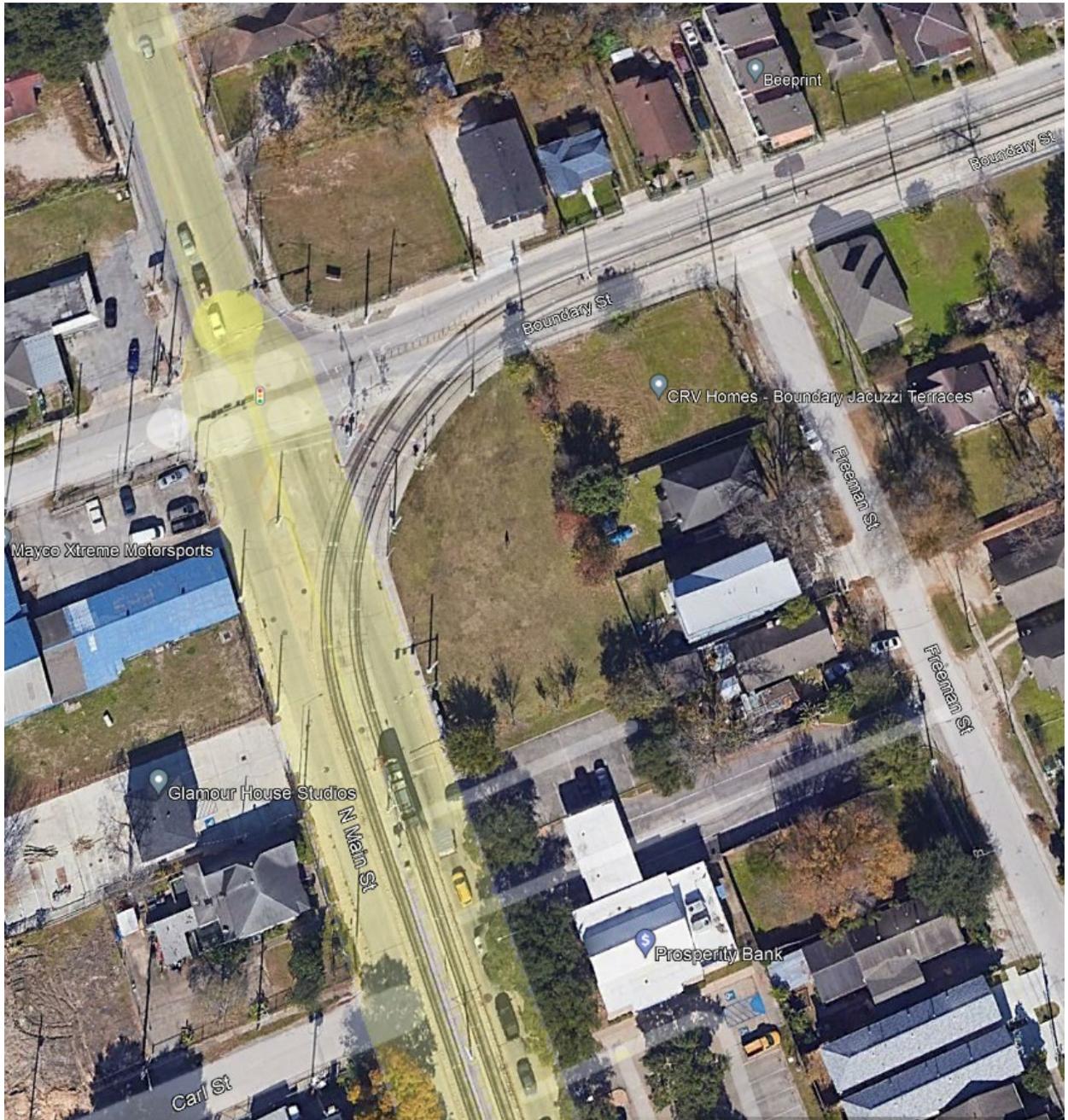
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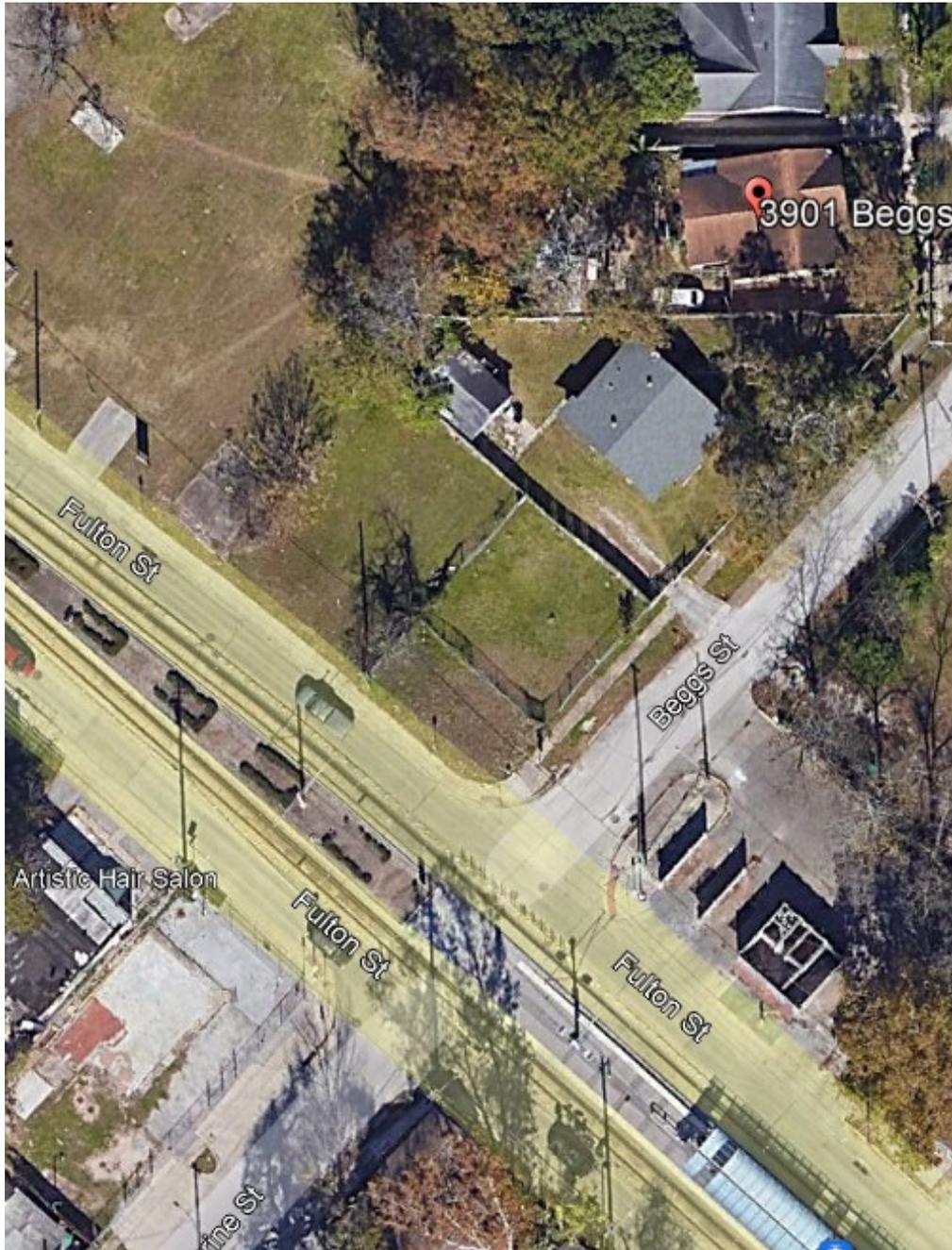
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2518 Main Street & Boundary Street (15,773 sq. ft.)



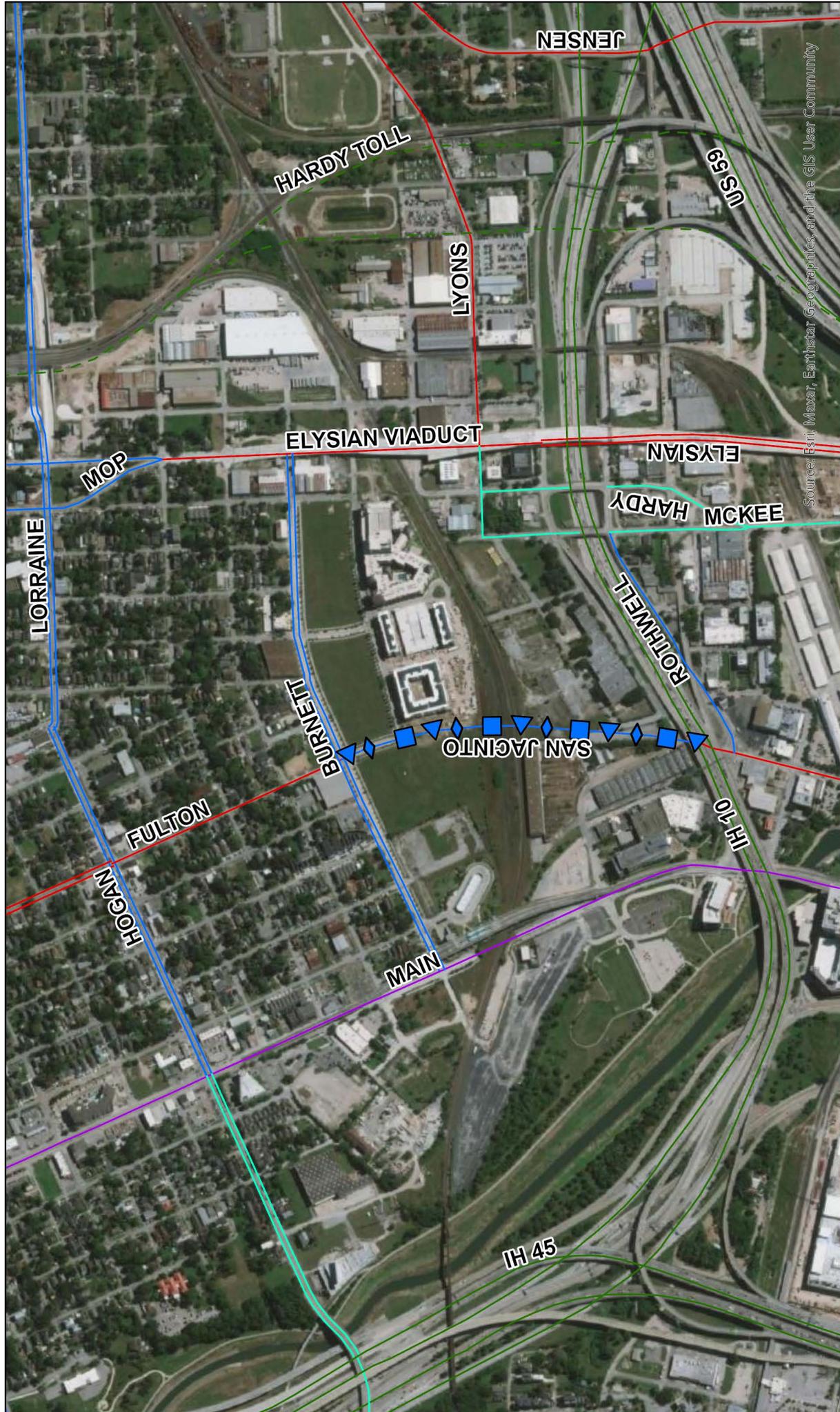
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Source: Esri, Maxar, Earthstar Geographics, and the GIS User Community

B. Fulton/San Jacinto Street - 2022 Major Thoroughfare and Freeway Plan Amendment Request - Staff Proposed Alignment

<p>2022 MTFP Amendment</p> <ul style="list-style-type: none"> Add Realign Remove 		<p>Street Class</p> <ul style="list-style-type: none"> Reclassify ROW Width No. Lanes 	
<p>2021 MTFP</p> <ul style="list-style-type: none"> Freeway Major Thoroughfare Major Collector Minor Collector Transit Corridor Street 		<p>Local Street </p> <p>Railroad </p> <p>Waterway </p> <p>Houston ETJ </p>	
<p>2022 MTFP Amendment</p> <ul style="list-style-type: none"> Local Street Railroad Waterway Houston ETJ 		<p>Scale</p> <p>0 0.07 0.14 Miles</p> <p>North Arrow</p> <p>N</p>	
<p>Vicinity Map</p>			