

Board of Directors Meeting August 13, 2024

Tax Increment Reinvestment Zone, Number Three City of Houston





Board of Directors Meeting August 13, 2024

TABLE OF CONTENTS

| | <u>Page</u> |
|--------------------------------------------------------------|------------------------------|
| Minutes of Previous Meetings | |
| Downtown Redevelopment Authority – June 11, 2024 | 3 |
| Tax Increment Reinvestment Zone Number Three – June 11, 2024 | 6 |
| Finance Matters | |
| Finance Summary – June & July 2024 | 9 |
| Check Register – June 2024 | |
| Check Register – July 2024 | |
| Financial Statements – 4Q24 / FY24 | |
| Investment Report – 4Q24 / FY24 | |
| | |
| Pedestrian Lighting Project Update - Polk & Texas | |
| Update on More Space Main Street 2.0 | No Material / Presentation |
| | . No Matchar / Proschation |
| Homelessness in Downtown | NoMaterial/Presentation |
| Budget Discussion Update | . No Material / Presentation |
| EaDo Cap Discussion | No Material / Presentation |
| Hurricane Beryl Recovery & Clean Up | |
| numcane beryi Recovery & Clean Op | . No Material / Presentation |
| Strategic Alignment Updates | |
| Goal 1 – Champion Downtown | 24 |
| Goal 2 – Enhance Downtown | |
| Goal 3 – Connect Downtown | |
| Goal 4 – Thrive Downtown | |
| Goal 5 – Engage Downtown | |
| 5.5 | |

MINUTES OF THE REGULAR MEETING OF THE DOWNTOWN REDEVELOPMENT AUTHORITY

June 11, 2024

The Board of Directors (the "Board") of the Downtown Redevelopment Authority (the "Authority") convened in regular session, in person and open to the public, inside the H-Town Conference Room at the Authority's office, located at 1221 McKinney Street, Suite 4250, Houston, TX 77010, on June 11, 2024, and the roll was called of the duly constituted officers and members of the Board, to wit:

| Curtis Flowers | Chair |
|-----------------------|------------|
| Michele Sabino | Vice Chair |
| Barry Mandel | Secretary |
| Keith Hamm | Treasurer |
| Regina Garcia | Director |
| James Harrison | Director |
| Kirby Liu | Director |
| Tiko Reynolds-Hausman | Director |
| William Taylor | Director |
| | |

and all of said persons were present except for Vice Chair Sabino and Director Garcia. Also attending were Allen Douglas, Executive Director ("ED"); Kris Larson, President; Jana Gunter, Director of Finance, all with the Authority; and staff members Brett DeBord, David Fields, Jamie Perkins, Albert Sanchez, and Ann Taylor, all with the Authority; Algenita Davis, consultant to the Authority; and Clark Lord with Bracewell, outside counsel to the Authority. Nicole Boudreau with Hines was invited to share an update and presentation. Andrew Busker with the City of Houston; and LeRon Wilson with TIRZ #25 attended from the public.

DETERMINE QUORUM; CALL TO ORDER

Chair Flowers conducted a roll call, and a quorum was established. The meeting was called to order at 12:10 PM.

INTRODUCTIONS AND PUBLIC COMMENTS

Chair Flowers asked if anyone attending from the public wished to comment. There were no comments from the public.

MINUTES OF PREVIOUS MEETING

The Board considered approving the minutes of the May 14, 2024 regular joint board meeting. Chair Flowers asked the Board for questions or revisions.

Hearing none, Chair Flowers called for a motion, moved by Director Harrison; seconded by Director Taylor; and the minutes of the May 14, 2024 regular joint board meeting were approved as presented.

FINANCE MATTERS

May 2024 Check Register

Chair Flowers called on Jana Gunter to present financial updates from the month prior. Ms. Gunter shared highlights from the check register for the month ending May 31, 2024. No questions were raised.

Chair Flowers entertained a motion to accept the May check register; moved by Secretary Mandel; and seconded by Director Harrison; and the Board accepted the May check register as presented.

UPDATE AND PRESENTATION ON INFRASTRUCTURE RESILIENCY PROJECT

Chair Flowers asked ED Douglas to provide updates on the Infrastructure Resiliency Project. ED Douglas opened with a brief statement and overview of the project's history, then welcomed Nicole Boudreau with Hines to present the latest project updates to the Board. Ms. Boudreau gave a presentation, highlighting the current work in progress on the storm water system upgrades and showed visuals of its evolution. She also touched on the building construction schedule and next steps. Discussion ensued and questions were asked and answered. No further action was required.

RETENTION OF CARR, RIGGS & INGRAM FOR DRA FY24 AUDIT

Next, Chair Flowers called on Jana Gunter to present an action item, authorizing staff to engage with and for Authority Officers to enter into any necessary agreements with the audit firm Carr, Riggs and Ingram to conduct the FY24 DRA/TIRZ #3 audit, in an amount not to exceed \$23,000. No questions were raised, and discussion did not occur.

Chair Flowers called for a motion, moved by Secretary Mandel and seconded by Director Harrison, and the Board approved the request to engage Carr, Riggs and Ingram to conduct the FY24 DRA/TIRZ #3 yearly audit, as presented.

DRA/TIRZ #3 FY25 DRAFT BUDGET

Chair Flowers called on ED Douglas to introduce this item. He presented a draft of the FY25 Authority budget, which was previously reviewed by the Budget & Finance Committee on June 4, 2024. Next, ED Douglas provided an overview of future planned capital project expenses. Discussion ensued and questions were asked and answered. He concluded by sharing the Budget & Finance Committee's recommendation for the Board to accept and approve the draft FY25 budget as presented.

A motion was called, moved by Secretary Mandel and seconded by Director Harrison; and the Board accepted the Budget & Finance Committee's recommendation to accept and approve the Authority's draft FY25 Operation & CIP Budget as presented, for release to the City of Houston for City Council vetting and approval.

CENTRAL HOUSTON CIVIC IMPROVEMENT - CIVIC OPPORTUNITIES FOR NHHIP PROJECT

Chair Flowers asked ED Douglas to continue by presenting this item. ED Douglas began by giving a brief background and history of this budgeted item. He then explained how this seventh installment to Central Houston Civic Improvement ("CHCI") will continue to assist with the advocacy and expansion of civic opportunities associated with TxDOT's North Houston Highway Improvement Project ("NHHIP"). No discussion occurred and there were no questions presented.

A motion was called to approve the seventh installment to Central Houston Civic Improvement for the advocacy of civic opportunities associated with the NHHIP Project, in an amount not to exceed \$400,000, along with the execution of the necessary agreements by the appropriate officer of the Authority. This motion was moved by Director Liu, seconded by Treasurer Hamm, and the Board approved this request as presented.

STRATEGIC ALIGNMENT UPDATES

President Larson was invited to share the latest updates on the cross-organizational Strategic Alignment goals. Questions were asked and answered. No further action was taken.

NEXT MEETINGS

Chair Flowers announced the July Board, and all Collaborative Committee meetings are cancelled. The next Board meeting will take place on Tuesday, August 13, 2024 at 12:00 PM.

OTHER BUSINESS

He then asked if there was any further business to be discussed. No additional business was brought forth to the Board.

ADJOURN BOARD MEETING / EXECUTIVE SESSION

Finally, Chair Flowers announced a closed Executive Session will be held immediately after the Board meeting and invited Board members to stay to participate. He then called for a motion to adjourn the regular Board meeting; which was moved and seconded; and the regular Board meeting was adjourned at 1:23 PM.

Barry Mandel, Secretary Downtown Redevelopment Authority ("Authority")

MINUTES OF THE REGULAR MEETING OF THE TAX INCREMENT REINVESTMENT ZONE NUMBER THREE

June 11, 2024

The Board of Directors (the "Board") of the Tax Increment Reinvestment Zone Number Three (the "Zone") convened in regular session, in person and open to the public, inside the H-Town Conference Room at the Zone's office, located at 1221 McKinney Street, Suite 4250, Houston, TX 77010, on June 11, 2024, and the roll was called of the duly constituted officers and members of the Board, to wit:

| Curtis Flowers | Chair |
|-----------------------|------------|
| Michele Sabino | Vice Chair |
| Barry Mandel | Secretary |
| Keith Hamm | Treasurer |
| Regina Garcia | Director |
| James Harrison | Director |
| Kirby Liu | Director |
| Tiko Reynolds-Hausman | Director |
| William Taylor | Director |
| | |

and all of said persons were present except for Vice Chair Sabino and Director Garcia. Also attending were Allen Douglas, Executive Director ("ED"); Kris Larson, President; Jana Gunter, Director of Finance, all with the Zone; and staff members Brett DeBord, David Fields, Jamie Perkins, Albert Sanchez, and Ann Taylor, all with the Zone; Algenita Davis, consultant to the Zone; and Clark Lord with Bracewell, outside counsel to the Zone. Nicole Boudreau with Hines was invited to share an update and presentation. Andrew Busker with the City of Houston; and LeRon Wilson with TIRZ #25 attended from the public.

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Barry Mandel, Secretary Tax Increment Reinvestment Zone Number Three ("Zone")



- Total checks issued in June 2024 were \$43K
 - Walter P. Moore
 - Contractors \$40,300
 - Bracewell LLP
 - Outside Legal Consultation \$3,000

Check register for July 2024

- Total checks issued in July 2024 were \$4.2M
 - Buffalo Bayou Partnership
 - Maintenance Agreement \$1,362,620
 - City of Houston
 - Shared Sacrifice \$980,000
 - HPD Supplemental \$933,825
 - Fairfield Block 334 LP
 - DLI Y23 Tax Rebate \$193,273
 - Woodbranch Tower, LLC
 - DLI Y23 Tax Rebate \$726,515
 - HDT Hotels, LLC
 - DLI Y23 Tax Rebate \$19,807



11

Statement of Net Position, June 30, 2024



Assets

- Cash and Investments are \$41.1M
- Other Receivables \$611K
 HDMD support for DLI \$608K
- Accounts Payable & Accrued Expense are \$7.8M.
 - DLI and Economic Development Grants outstanding \$5.8M
 - Accounts Payable \$1.5M includes \$1.3M to BBP
 - Due to/Due From Affiliates \$533K CHCI (NHHIP) Pledge of \$250K, Reimbursement for Allen Parkway maintenance \$149K and Admin Contractor \$134K
- Bonds Payable due Aug 2024 \$2.34 million



- Total Revenues of \$22.4M is \$2.9M less than budget due to 2023 increment being less than forecasted by COH.
- Project Costs are \$8.8M, \$10.1M under budget due to funds not expended in FY2024 now forecasted in FY2025 budget.
 - Pedestrian Lighting Improvements of \$1.5M
 - Main Street Market Square of \$900K
 - Targeted Blight Remediation of \$4.7M
 - Montrose Bridge at Allen Parkway of \$690K
 - Hike & Bike Trails East of Allen's Landing of \$942K
 - and \$1M forecasted for future Project Costs has not been utilized.



13 Downtown Redevelopment Authority

- Cash balance \$238,107
- Investment Funds
 - Logic Increment \$22.0 million
 - Texas Class \$8.8 million
- Debt Service
 - Morgan Stanley Investment Fund
 - Debt Service \$5.7 million
 - Bond Reserve \$4.3 million
 - Bank of New York Mellon
 - Pledged Funds \$8,800

DRA 0879 - JP Morgan Chase, N.A.

Check register

June 2024

| Date | Payee | Amount | Cleared |
|----------------|------------------------------------|-----------|-----------|
| Account no: 51 | 5270879 | | |
| 6/26/2024 | VEN-00017Bee-line Delivery Service | 31.40 | 6/30/2024 |
| 6/26/2024 | VEN-00021Bracewell | 1,250.00 | 6/30/2024 |
| 6/5/2024 | VEN-00021Bracewell | 1,750.00 | 6/30/2024 |
| 6/17/2024 | VEN-00539Walter P Moore | 40,300.00 | 6/30/2024 |
| | - | 43,331.40 | • |

Central Houston

Check register

July 2024

DRA--Main Street Market Sq Redevelopment Auth

| Date | Payee | Document | Amount | Cleared |
|---------------|------------------------------------|----------|--------------|-----------|
| Account no: 5 | 15270879 | | | |
| 7/29/2024 | VEN-00021Bracewell | | 1,250.00 | 7/31/2024 |
| 7/5/2024 | VEN-00024Buffalo Bayou Partnership | | 1,362,620.47 | 7/31/2024 |
| 7/11/2024 | VEN-00036City of Houston | 2 | 980,000.00 | 7/31/2024 |
| 7/11/2024 | VEN-00036City of Houston | 1 | 933,825.00 | 7/31/2024 |
| 7/18/2024 | VEN-00566Fairfield Block 334 LP | 3 | 193,273.00 | 7/31/2024 |
| 7/24/2024 | VEN-00571HDT HOTELS, LLC | 1003 | 19,807.00 | 7/31/2024 |
| 7/5/2024 | VEN-00214Ryan M. Levasseur | | 10,000.00 | 7/31/2024 |
| 7/18/2024 | VEN-00567Woodbranch Tower, LLC | 1002 | 726,515.00 | 7/31/2024 |
| | | _ | 4,227,290.47 | • |

Downtown Redevelopment Authority Statement of Net Position June 30, 2024 and June 30, 2023

| | 06/30/24 | 06/30/23 |
|--------------------------------------|------------------|------------------|
| Assets | | |
| Cash | \$ 238,107 | \$ 616,131 |
| Investments - Project Funds | - | - |
| Investments - Debt Service | 10,043,706 | 8,585,226 |
| Investments - General | 30,835,684 | 21,270,676 |
| Tax Increments Receivable | - | 136,966 |
| Other Receivables & Prepaid Expenses | 610,705 | 1,064,775 |
| Capital Assets, Net | 10,001,514 | 10,589,671 |
| Cost of Issuance | 327,320 | 357,533 |
| Total Assets | \$ 52,057,036 | \$ 42,620,978 |
| Liabilities | | |
| Accounts Payable & Accrued Expenses | \$ 7,842,477 | \$ 4,312,464 |
| Accrued Interest Payable | 636,884 | 667,117 |
| Lease Liabilities Due in One Year | 442,703 | 408,374 |
| Lease Liabilities Due After One Year | 10,116,722 | 10,559,425 |
| Notes Payable Due in One Year | - | - |
| Bonds Payable Due in One Year | 2,340,000 | 2,250,000 |
| Notes Payable Due After One Year | - | - |
| Bonds Payable Due After One Year | 39,997,352 | 42,560,493 |
| Total Liabilities | 61,376,138 | 60,757,872 |
| Net Position | | |
| Net Position | (9,319,103) | (18,136,893) |
| Total Liabilities & Net Position | \$ 52,057,036 | \$ 42,620,978 |

Downtown Redevelopment Authority Statement of Activities For the Fourth Quarter and Year ended June 30, 2024

| Revenues | | (| 2024 Q4 Actual | Y | 2024 TD Actual | <u> </u> | 2024 TD Budget | av (Unfav) Variance |
|--------------|---------------------------|----|-------------------|----|-------------------|----------|-------------------|------------------------|
| Revenues | Tax Increments | \$ | 126,381 | \$ | 23,299,568 | \$ | 30,897,582 | (7,598,014) |
| | Other Revenues | | - | | 182 | | - | 182 |
| | Interest Income | | 262,461 | | 1,231,499 | | 260,325 | 971,174 |
| Total Reven | ues | \$ | 388,842 | \$ | 24,531,249 | \$ | 31,157,907 | \$ (6,626,658) |
| Transfers | | | | | | | | |
| | Administrative Fees | | 73,161 | | 968,589 | | 1,193,904 | 225,315 |
| | HISD Adjustment | | (2,308,877) | | 1,126,124 | | 4,580,001 | 3,453,877 |
| | | | (2,235,716) | | 2,094,713 | | 5,773,905 | 3,679,192 |
| Net Revenue | es | \$ | 2,624,558 | \$ | 22,436,536 | \$ | 25,384,002 | \$ (2,947,466) |
| Expenses | | | | | | | | |
| • | Project Costs | | 4,975,569 | | 8,845,578 | | 19,000,645 | 10,155,067 |
| | Municipal Services | | 1,913,625 | | 1,913,625 | | 2,045,000 | 131,375 |
| | Professional Fees | | 4,250 | | 58,978 | | 63,500 | 4,522 |
| | Administrative Contractor | | 270,907 | | 1,048,554 | | 700,000 | (348,554) |
| | Insurance | | 721 | | 4,054 | | 36,500 | 32,446 |
| | Office Expense | | 3,293 | | 24,838 | | 7,500 | (17,338) |
| | Interest Expense - Bonds | | 422,253 | | 1,692,905 | | 1,703,374 | 10,469 |
| | Cost of Issuance | | 30,214 | | 30,214 | | 30,214 | - |
| Total Exper | ises | \$ | 7,620,832 | \$ | 13,618,746 | \$ | 23,586,733 | \$ 9,967,987 |
| Change in N | let Position | | (4,996,274) | | 8,817,790 | | 1,797,269 | 7,020,521 |
| Net Position | Beginning of Year | | | | (18,136,893) | | (18,136,893) | - |
| Net Position | End of Period | | | \$ | (9,319,103) | \$ | (16,339,624) | \$ 7,020,521 |

Downtown Redevelopment Authority Statement of Activities For the Year ended June 30, 2024 and June 30, 2023

| P | | | 2024 TD Actual | Y | 2023 TD Actual | av (Unfav) Variance |
|--------------|---------------------------|----|-------------------|----|-------------------|------------------------|
| Revenues | Tax Increments | \$ | 23,299,568 | \$ | 24,156,187 | (856,619) |
| | Other Revenues | Ψ | 182 | Ψ | 168 | 14 |
| | Interest Income | | 1,231,499 | | 1,186,135 | 45,364 |
| Total Rever | nues | \$ | 24,531,249 | \$ | 25,342,490 | \$ (811,241) |
| Transfers | | | | | | |
| 11 ansiers | Administrative Fees | | 968,589 | | 985,461 | 16,872 |
| | HISD Adjustment | | 1,126,124 | | 1,922,208 | 796,084 |
| | | | 2,094,713 | | 2,907,669 | 812,956 |
| Net Revenu | es | \$ | 22,436,536 | \$ | 22,434,821 | \$ 1,715 |
| Expenses | | | | | | |
| - | Project Costs | | 8,845,578 | | 17,165,431 | 8,319,853 |
| | Municipal Services | | 1,913,625 | | 1,882,161 | (31,464) |
| | Professional Fees | | 58,978 | | 44,917 | (14,061) |
| | Administrative Contractor | | 1,048,554 | | 690,945 | 357,609 |
| | Insurance | | 4,054 | | 5,280 | (1,226) |
| | Office Expense | | 24,838 | | 37,953 | (13,115) |
| | Interest Expense - Bonds | | 1,692,905 | | 1,771,179 | (78,274) |
| | Cost of Issuance | | 30,214 | | 30,214 | (0) |
| Total Exper | ISES | \$ | 13,618,746 | \$ | 21,628,080 | \$ 8,539,321 |
| Change in N | Net Position | | 8,817,790 | | 806,741 | 8,541,036 |
| Net Position | Beginning of Year | | (18,136,893) | | (18,943,634) | 806,741 |
| Net Position | n End of Period | \$ | (9,319,103) | \$ | (18,136,893) | \$ 9,347,777 |

Downtown Redevelopment Authority Project Cost Detail For the Year ended June 30, 2024

| | 2024 YTD Actual | 2024 YTD Budget | Fav (Unfav) Variance |
|-------------------------------------------|--------------------|--------------------|-------------------------|
| Project Costs | | | |
| Capital Improvement Projects | | | |
| Main Street Market Square 2.0 | 100,268 | 1,000,000 | 899,732 |
| Allen Parkway | 148,708 | 150,000 | 1,292 |
| Trebly Park | 854,748 | 835,750 | (18,998) |
| Bagby Street Improvements | 13,318 | - | (13,318) |
| NHHIP Civic Opportunities | 250,000 | 250,000 | - |
| Montrose Bridge at Allen Parkway | 310,000 | 1,000,000 | 690,000 |
| Targeted Blight Remediation | 303,851 | 5,000,000 | 4,696,149 |
| Pedestrian Lighting Improvements | 43,617 | 1,500,000 | 1,456,383 |
| Concrete Panel Replacement Program | | 20,000 | 20,000 |
| Total Capital Improvement Projects | 2,024,510 | 9,755,750 | 7,731,240 |
| Future Project Costs | - | 1,000,000 | 1,000,000 |
| Buffalo Bayou Park | 2,768,771 | 2,836,045 | 67,274 |
| 806 Main/JW Marriott | 171,290 | 185,541 | 14,251 |
| Hotel Alessandra | 69,818 | 59,981 | (9,837) |
| Holiday Inn/Savoy Hotel | 19,807 | 23,972 | 4,165 |
| 723 Main/AC Hotel | 30,504 | 28,154 | (2,350) |
| Downtown Living Initiative | - | 10,000 | 10,000 |
| Economic Development/Retail Program | 150,684 | 50,000 | (100,684) |
| Texaco Building/The Star | 321,772 | 284,422 | (37,350) |
| SkyHouse Houston | 247,750 | 290,459 | 42,709 |
| Fairfield Block 334 | 152,258 | 158,341 | 6,083 |
| Hines Market Square | 331,994 | 440,560 | 108,566 |
| Market Square Tower | 577,331 | 710,442 | 133,111 |
| SkyHouse Main | 248,758 | 272,935 | 24,177 |
| Fairfield Residential | 278,416 | 280,456 | 2,040 |
| Post HTX | 459,928 | 365,767 | (94,161) |
| Hike & Bike Trails East of Allens Landing | 58,346 | 1,000,000 | 941,654 |
| Downtown Launchpad | 683,641 | 997,820 | 314,179 |
| Gener8tor | 250,000 | 250,000 | - |
| Total Developer/Project Reimbursements | 6,821,068 | 9,244,895 | 2,423,827 |
| Total Project Costs | 8,845,578 | 19,000,645 | 10,155,067 |

DOWNTOWN REDEVELOPMENT AUTHORITY INVESTMENT REPORT, FOURTH QUARTER FYE 2024 FOR THE PERIOD APRIL 1, 2024 THROUGH JUNE 30, 2024

| FUND | BEGINNING BAL. BOOK VALUE | BEGINNING BAL. MARKET VALUE | GAIN (LOSS) TO MARKET FILE | INTEREST EARNED / ACCRUED THIS PERIOD | NET DEPOSITS OR (WITHDRAWALS) | ENDING BALANCE BOOK VALUE | ENDING BALANCE MARKET VALUE | ENDING BALANCE % OF PORTFOLIO | SIMPLE INTEREST YIELD | WT AVG MAT. DAYS |
|-------------------------------------------------|------------------------------|--------------------------------|-------------------------------|---------------------------------------------|-------------------------------------|---------------------------------|-----------------------------------|-------------------------------------|-----------------------------|---------------------|
| OPERATING | | | | | | | | | | |
| JP MORGAN CHASE OPERATING | 211,103.59 | 211,103.59 | 0.00 | 0.00 | 27,003.41 | 238,107.00 | 238,107.00 | 0.58% | N/A | 1 |
| JP MORGAN CHASE BOND OPERATING | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00% | N/A | 1 |
| TOTAL JPM | 211,103.59 | 211,103.59 | 0.00 | 0.00 | 27,003.41 | 238,107.00 | 238,107.00 | 0.58% | | |
| POOLED INVESTMENT FUNDS | | | | | | | | | | |
| LOGIC INCREMENT | 6,153,643.92 | 6,153,643.92 | 0.00 | 84,698.77 | 15,829,943.40 | 22,068,286.09 | 22,068,286.09 | 53.67% | 5.4286% | 43 |
| TEXAS CLASS | 8,649,887.20 | 8,649,887.20 | 0.00 | 117,510.47 | 0.00 | 8,767,397.67 | 8,767,397.67 | 21.32% | 5.4279% | 26 |
| TOTAL POOLED | 14,803,531.12 | 14,803,531.12 | 0.00 | 202,209.24 | 15,829,943.40 | 30,835,683.76 | 30,835,683.76 | 74.99% | | |
| REPURCHASE AGREEMENTS | | | | | | | | | | |
| BAYERISCHE LANDESBANK | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00% | | |
| TOTAL BLB | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00% | | |
| DEBT SERVICE | | | | | | | | | | |
| MORGAN STANLEY INVESTMENT FUND | 81,809.36 | 81,809.36 | 0.00 | 1,065.36 | 5,586,631.28 | 5,669,506.00 | 5,669,506.00 | 13.79% | 3.9130% | 1 |
| BOND RESERVE | 4 507 700 07 | 4 503 300 03 | 0.00 | 50 400 70 | (004,400,45) | 4 005 400 00 | 4 005 400 00 | 40.00% | 0.04000/ | |
| MORGAN STANLEY INVESTMENT FUND | 4,537,702.37 | 4,537,702.37 | 0.00 | 59,186.78 | (231,489.15) | 4,365,400.00 | 4,365,400.00 | 10.62% | 3.9130% | 1 |
| <u>PLEDGED FUNDS</u> BANK OF NEW YORK MELLON | 689,031.18 | 689,031.18 | 0.00 | 0.00 | (680,231.18) | 8,800.00 | 8,800.00 | 0.02% | N/A | 1 |
| | , | , | | | | -, | -, | | | |
| PROJECT FUNDS BANK OF NEW YORK MELLON | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00% | N/A | 1 |
| TOTAL BNY | 5,308,542.91 | 5,308,542.91 | 0.00 | 60,252.14 | 4,674,910.95 | 10,043,706.00 | 10,043,706.00 | 24.43% | | |
| | | | | | | | | | | |
| GRAND TOTAL | 20,323,177.62 | 20,323,177.62 | 0.00 | 262,461.38 | 20,531,857.76 | 41,117,496.76 | 41,117,496.76 | 100% | | |

| AGENDA ITEM | Overpass Light-Art Installation – Authorization for Expenditures |
|--------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| REQUEST | Authorization of \$600,000 to advance the curation and installation of a permanent overpass light-art installation beneath the overpasses located at Downtown's Texas and Polk Streets, respectively, in accordance with the Downtown Houston Pedestrian Lighting Master Plan. |
| ITEM HISTORY | January 2024: Authority Staff published the Downtown Houston Pedestrian Lighting Study and Master Plan; a priority recommendation includes illuminating the pedestrian paths beneath popular overpasses to improve safety. |
| | April 2024: Authority Staff present a memo with their analysis of the Study and Master Plan with recommended projects to advance in 2024, including overpass lighting, enhancing lighting at the street entrances and edges of Buffalo Bayou, and illuminating the several dozen murals from the Big Art. Bigger Change. program. |
| | June 2024: Authority Staff confirmed with TxDOT and the City of Houston that the overpass installation is a workable project and would comply with their permitting structures; the Downtown District confirmed their ability to maintain a future installation. |
| | July 2024: Authority Staff contacted a professional public art curator to determine the site's ability to feature an iconic, weather-resilient, and long-lasting public light-art installation. |
| DESCRIPTION | Authority Staff is requesting authorization of \$600,000 to advance the curation and installation of a permanent overpass light-art installation beneath the overpasses located at Downtown's Texas and Polk Streets, respectively. This project is in alignment with the Downtown Houston Pedestrian Lighting Master Plan. |
| | The artistic approach for this installation was determined as a strategy to (1) increase and sustain pedestrian activity and (2) provide an iconic and clear site for connectivity between Downtown and EaDo while construction advances at St. Emanuel, which stands to cause disruption in economic activity. |
| | Placer.ai analysis revealed that the thoroughfares beneath the Texas and Polk overpasses represent the most trafficked paths of travel in |

| | comparison to all other overpasses; the Pedestrian Lighting Master Plan confirms that that these overpasses are insufficiently illuminated for pedestrian safety and comfort. An installation introduced in 2025 will be able to remain in place up to the demolition that will occur beneath I-H 59/69 in 5-10 years as part of the NHHIP (North Houston Highway Improvement Project). Once NHHIP construction starts at the site, the installation can be moved to a new location, in partnership with the TBD artist. |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | This authorization request follows substantial due diligence, including commitments of project feasibility with the City of Houston, TxDOT, and a professional public art curator with experience in light-art installations. Following this authorization's approval, Authority Staff will advance the project in collaboration with a professional light-art curator, who will provide vetted recommendations of artists that can produce a permanent, resilient, and iconic light-art installation. They will be responsible for providing several options for stakeholders to review before advancing a specific design. |
| | Target date for installation is Summer 2025 to allow for the required time for curation, design development, permitting, fabrication, and installation. |
| | Authority Staff will be responsible for design development, installation permitting, and stakeholder engagement. Engagement plans include Authority Board Directors, the EaDo Cap Steering Committee, Houston First, and the Astros. |
| CONTACTS | DRA: Cassie Hoeprich, Director of Planning & Economic Development DRA: Brett DeBord, Director of Capital Projects & Operations DRA: Jacque Gonzalez-Garica, Urban Design & Planning Manager |

AUGUST 2024

STRATEGIC ALIGNMENT PLAN UPDATES

DOWNTOWN HOUSTON+



Champion major projects, initiatives and investments that improve Downtown.

1.2 Continue to advocate for the implementation of TxDOT's North Houston Highway Improvement Project and the Civic Opportunities that reconnect communities.

Highlight: TxDOT will start the first phase of NHHIP construction in October 2024. To help Downtown communities stay connected with critical information about this imminent and ongoing project, Downtown Houston+ has published an on-line toolkit that will:

- Equip stakeholders with clear and consistent messages about rebuilding the highway as we talk with various audiences, including business owners, residents, commuters, event organizers, and media.
- Provide helpful resources to improve stakeholders' experience throughout each construction phase.
- Empower Downtown stakeholders to counter false narratives and foster understanding about the project's benefits.

DTH+ will update the on-line toolkit regularly with information about road closures, transit detours, TxDOThosted public meetings, and dates of major events that require additional travel planning, all to communicate the message that "*Downtown is Open for Business*."

Participating Agencies:



1.3 Plan collaboratively for Downtown's evolving edges, connections, and major attractions.

Highlight: Mayor Whitmire has convened a small group of local leaders to help shepherd the design of the EaDo Cap. The group includes leadership from DTH+, EaDo, Houston First, GHP, the Houston Endowment, Houston Parks Board and TxDOT. The first meeting of this committee was held on Friday, July 26th.

The committee's charge is motivated by a requirement from TxDOT to calculate the final structural load created by the components & amenities on the Cap to determine the incremental amount of engineering & structural support required. The conceptual design of the Cap must be to a point where this load can be calculated, funded, and ultimately constructed so that the Cap supports any landscaping and other amenities envisioned. Per the voluntary reconciliation agreement between the City and TxDOT, the Houston community is responsible for covering the cost of this additional structural support capacity and any amenities on the Cap.

Finally, Houston First is conducting master planning for an expanded and enhanced convention and entertainment district, and the EaDo Cap, due to its direct adjacency, will play a significant role in supporting that overall vision. It is essential that this work be done in parallel to help optimize the immense city building opportunities in the area.

Participating Agencies:



GOAL 2

Enhance and maintain a comfortable, welcoming, and well-managed public realm.

2.10 Broadly address the needs of people experiencing homelessness and the associated impacts.

Highlight: A small team of experts from the local homelessness response ecosystem have crafted a strategic proposal for the Whitmire administration to consider for addressing the massive funding shortfall due to expired federal stimulus funding. After several meetings, the Mayor's office has embraced the approach, including short and long-term key steps. In the short-term, \$70M is needed to maintain funding in 2025. The current strategy for addressing that funding shortfall is to work to have the City / County / Philanthropic Community each provide \$20-25M. The City will be looking for TIRZs and Management Districts to provide as much of their \$25M portion as is feasible. The City will then be responsible for addressing the long-term recurring amount, either through a policy tool enabled by the State legislature or a local funding referendum. The expert community, given their established roles both in homelessness as well as broader civic matters.

Participating Agencies:



2.11 Prepare for and respond to emergencies.

Highlight: Just as we were getting back on our feet from the May 16 Derecho storm event, our region got hit with another major storm event in the likes of Hurricane Beryl. In anticipation of the hurricane, the Operations staff assembled a ride-out team in Downtown to ensure we had available resources in place to immediately begin damage assessments and clean-up efforts once the storm had passed. With the HDMD Board's emergency authorization of funds to advance the clean-up efforts, the staff brought in crews from several local contractors to supplement the Operations Team. Although Hurricane Beryl did not have the same impacts in terms of building damage and broken windows, Downtown did suffer significant damage and loss to its landscape and tree canopies.

Participating Agencies:



Drive vibrancy through improved street-level connectivity, a commitment to walkability, and inclusive programming strategies.

3.3 Leverage Downtown's adjacency to the Buffalo Bayou as an integral part of the Downtown experience.

Highlight: As one part of the 2024 Strategic Action Item: "Identify and install distinctive, strategically positioned holiday décor," during its six-week "Snow Glow" celebration of Downtown City Lights, HDMD will activate Allen's Landing and Buffalo Bayou with a multimedia light and sound spectacular from Dec. 20 - 29. This unique animated, immersive light show will be projected 100 feet on a water screen and reflected off the water's surface. Downtown visitors may experience it from multiple vantage points around Downtown, as well as from the bayou's banks or trails, or on a Christmas Cruise boat tour operated by Buffalo Bayou Partnership.

Participating Agency:



3.7 Prioritize investments in pedestrian lighting on key walking corridors and near residential buildings.

Highlight: As recommended in the 2023 Pedestrian Lighting Master Plan, the DTH+ Planning Team has received approval from TxDOT and the City of Houston to pursue a permanent public art lighting installation beneath the highway overpasses at Texas Avenue (adjacent to Minute Maid Park) and Polk Street (adjacent to GRB and Toyota Center). These two locations were designated as top-priority sites due to their high volume of pedestrian traffic in the evenings, a datapoint confirmed by a Placer.ai analysis. The installation will be designed by a professional artist with extensive experience in lighting installations, and the HDMD will maintain the installation.

Once completed, these installations will serve as iconic and weather-resilient wayfinding for pedestrians until the highway overpass is recessed as part of the North Houston Highway Improvement Project (NHHIP). Lighting will ensure a safer passage for Downtown visitors and residents, especially Downtown's hotel guests and patrons of our sports stadiums who access parking lots on either side of the underpass. Moreover, the draw of illuminated public art will help to reinforce the connection between Downtown and EaDo throughout the construction occurring along St. Emanuel as part of the NHHIP. When the time comes for the highway to be demolished, the intention will be for the public art lighting installation to be relocated to a new site.

Participating Agency:



GOAL 4

Foster a vital and thriving economy through business growth, residential expansion, and enhanced reasons to be in Downtown.

4.11 Foster a thriving storefront economy, prioritizing recruitment efforts, where possible, to fill available properties that have favorable co-tenancy on key corridors.

Highlight: As of July 31, 2024, David Cisneros has joined the Downtown Houston+ team as Economic Development Manager. As the DTH+ Economic Development Manager, David will oversee the completion of our retail storefront strategy for Downtown Houston in collaboration with MJB Consulting, strategically introduce and manage our Downtown Enhancement Grants for businesses and properties (e.g., Storefront Grants, Historic Façade Improvement Grants, etc.), serve as a source of intelligence and understanding of the broader commercial market, and support the Downtown Redevelopment Authority with development incentives.

Participating Agencies:



4.15 Be the go-to organization for Downtown market research and intelligence.

Highlight: The Q2 2024 Downtown Market Report unpacked the strength of Downtown and the commitment of Houstonians to their urban core—whether they are faced with an unprecedented weather event or coming together to celebrate our Art Cars. Visitor numbers jumped 12% compared to the previous quarter, with people staying longer on average. Public transportation ridership also climbed, nearing pre-pandemic levels. Hotels saw a significant boost in occupancy, fueled by events and unusual weather. The report highlights a shift in office space pursuits, as companies increasingly seek unique Downtown locations. Additionally, Downtown housing is leasing up, a trend supported by Houston's young and diverse population seeking a vibrant and flexible lifestyle.

Participating Agency:





Develop a hivemind of intelligence and goodwill by genuinely engaging and convening stakeholders.

5.5 Consolidate websites to be more user-friendly, Downtown-focused, and valued as the most critical information clearinghouse about Downtown.

Highlight: When two major storm disasters struck Houston in less than a month, a user-friendly website proved critical for effective emergency response. The Downtown Houston+ team of inhouse communicators produced daily news alerts, updated and posted street and sidewalk closure maps, and added a new web page at DowntownHouston.org dedicated to all modes of transportation impacts. News media and other stakeholders relied on these tools to stay informed. Now this rapid response experience will be standard operating procedure for future emergency events.

Participating Agencies:



5.6 Improve and expand external communications to increase awareness of CHI, its actions, and general Downtown happenings.

Highlight: With City support and financing ready for transformational investments in Downtown's convention area, Houston Business Journal reporter Chandler France wanted to examine two decades of impact from Minute Maid Park and Toyota Center and how these major venues impact Downtown's future. His cover feature story included interviews with Downtown Houston+ former and current CEOs, Bob Eury and Kris Larson, and leveraged the Downtown Houston+ research team's data analysis. Welcoming media inquiry, providing credible data and insight, and effectively delivering strategic messaging resulted in highly visible and favorable news coverage.

Participating Agency:

