09/20/2018 10:55:27 AM

TAX INCREMENT REINVESTMENT ZONE NUMBER TWO (TIRZ NO. 2), ALSO KNOWN AS SHADOW CREEK RANCH, CITY OF PEARLAND TEXAS
REGULAR MEETING **SEPTEMBER 24, 2018 | 4:00 P.M.**
CITY HALL ANNEX BUILDING | 3523 LIBERTY DRIVE | HOUSTON ROOM

I. CALL TO ORDER AND ROLL CALL

II. PURPOSE OF THE MEETING

1. **Consideration and Possible Action –** Regular Meeting Minutes of June 18, 2018, Tax Increment Reinvestment Zone Number 2 (TIRZ No. 2) Board of Directors Meeting.

2. **Consideration and Possible Action**
   a. Financial Report for the period ending July 31, 2018.

3. **Consideration and Possible Action –** Investment Report for the Quarter Ending June 2018.

4. **Consideration and Possible Action –** Ratification of invoices authorized for payment by the Invoice Review Committee and approving invoices presented for payment.

5. **Discussion Item** – City Council approval of TIRZ Plan Amendment #4.

6. **Consideration and Possible Action –** Regarding recommending issuance of Tax Increment Contract Revenue Bonds, Series 2018

7. **Consideration and Possible Action –** Regarding authorizing developer reimbursements from available surplus increment.

8. **Consideration and Possible Action -** Revised McGrath & Company engagement letter

9. **Discussion Item –** Possible dates for next Board meeting.

III. ADJOURN.

Sue Darcy

Sue Darcy, Marsh Darcy Partners, Inc.
On Behalf of the Board

In Accordance with the provisions of the Americans with Disabilities Act (ADA), persons in need of a special accommodation to participate in this proceeding shall, within three (3) days prior to any proceeding, contact the City Secretary's office at (281) 652-1840.

AGENDA ITEM NO. 1

MINUTES OF THE BOARD OF DIRECTORS MEETING
TAX INCREMENT REINVESTMENT ZONE NUMBER TWO / SHADOW CREEK RANCH
CITY OF PEARLAND TEXAS
JUNE 18, 2018 4:00 P.M.
CITY HALL ANNEX BUILDING, 3523 LIBERTY DRIVE, PEARLAND, TEXAS.

I. CALL TO ORDER AND ROLL CALL

Chair Fain called the meeting to order at 4:00 p.m. and declared a quorum with the following Directors present:

Chair	Herb Fain
Vice Chair	Gary Cook
Director	Tommy King
Director	Kenneth R. Phillips
Director	Jo Knight
Director	Geoff Tonini
Director	Ali Hasanali
Director	Larry Loessin

Chair Fain asked those present to introduce themselves and noted new Director Geoff Tonini. Others in attendance: Tom Reid, Mayor City of Pearland; Cynthia Pearson, Director of Finance City; Rhonda Daugherty, Assistant Director of Finance City; Tom March, Financial Analyst City; Maria Rodriguez, Deputy City Secretary; Clay Pearson, City Manager; Jon Branson, Deputy City Manager; Trent Epperson, Assistant City Manager; John McCarter, Budget Officer City; Neelie Walker, Senior Budget Analyst City; Matt Buchanan, Pearland EDC; Daniel Baum and Vince Riley, Pearland Fire Department; Lynne Humphries, Allen Boone Humphries Robinson LLP; Drew Pelter, Shadow Creek Development; James Ross, LJA; Sue Darcy, Alan Mueller, and Jan Buehler, Marsh Darcy Partners; Tayo Ilori CPA CFE, McGrath & Co.

II. PURPOSE OF THE MEETING:

1. Consideration and Possible Action - Regarding the Regular Meeting Minutes of the October 23, 2017, Tax Increment Reinvestment Zone Number 2 (TIRZ No. 2) Board of Directors Meeting.

A motion by Director Phillips to approve the Regular Meeting Minutes of October 23, 2017 as presented was seconded by Director Hasanali, and passed unanimously.

2. Consideration and Possible Action

a. Acknowledgement of service by Mike Pyburn to the Board.

Mr. Mueller reviewed a Resolution thanking Mike Pyburn, an original member of the Board, who submitted a letter of resignation for his Board service. A motion by Director King to approve the Resolution as presented was seconded by Director Cook, and passed unanimously.

b. Elect Board Secretary.

Mr. Mueller advised that Mr. Pyburn had been Secretary of the board and requested a Director to volunteer for the position. Director Hasanali requested clarification of the position and agreed to serve. A motion by Director King was seconded by Director Phillips and passed unanimously.

c. Appoint member to the Invoice Review Committee.

Mr. Mueller advised that Mr. Pyburn had been a member of the Invoice Review Committee, and described the process of the position. Director King volunteered to serve. A motion by Director Phillips to appoint Director King to the Invoice Review Committee was seconded by Director Hasanali, and passed unanimously.

3. Consideration and Possible Action

a. Financial Report for the Fiscal Year ending September 30, 2017.

Mr. March reviewed FY 2017 CAFR reports noting TIRZ reporting of revenue expense and asset liabilities, and the highlighted portions of the notes. Mr. March referred to the Auditors report noting that the TIRZ is a portion of the whole CAFR which received an unqualified opinion.

b. Financial Report for the period ending April 30, 2018.

Mr. March advised that the balance sheet is reporting through April 30, 2018.

A motion by Director Tonini to accept the Financial Reports as presented was seconded by Director Phillips, and passed unanimously.

4. Consideration and Possible Action - Investment Report for the Quarters Ending September 2017, December 2017, and March 2018.

Ms. Pearson presented the Investment Report for the periods ending September 30, 2017, December 31, 2017 and March 31, 2018 noting the portfolio market value and interest earned, and the liquidity of the distribution of holdings.

A motion by Director Hasanali to approve the Investment Report as presented was seconded by Director Cook and passed unanimously.

5. Consideration and Possible Action - 2017 Annual Report.

Mr. Mueller reviewed the 2017 TIRZ Annual Report noting that the reporting is based on a calendar year format. He referred to Table B noting the comparison of base market value by jurisdiction to the 2017 value. A review of Table C of increment revenue compared over years indicates a fund balance of $3.8 million with an additional $2.3 million in a suspense account of Alvin ISD. Mr. Mueller referred to the report of bond issues to respond to Director Loessin's question noting that the 2015 series debt refunded all bonds prior to 2013. A review of Table F listed all LFA's approved and outstanding.

A motion by Director Phillips to approve the 2017 Annual Report was seconded by Director King, and passed unanimously.

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6. **Consideration and Possible Action – Ratification of invoices authorized for payment by the Invoice Review Committee and approving invoices presented for payment**.

Mr. Mueller presented the summary of invoices that had been reviewed by the IRC since the last meeting in October 2017.

A motion by Director King to ratify payment of the invoices and pay new invoices as presented was seconded by Director Cook, and passed unanimously.

7. **Consideration and Possible Action – Cancellation of LFA 04-07-001**.

Mr. Mueller advised that the referenced LFA had been previously approved yet never acted upon; therefore, for recordkeeping purposes, the request is to cancel the agreement as described by Mr. Ross.

A motion by Director Hasanli to cancel the LFA as requested was seconded by Director Cook and passed unanimously.

8. **Consideration and Possible Action – Acknowledgement of the assignment of the right to TIRZ reimbursements from Shadow Creek Ranch Development Company, LP to SCRDC Liquidating Trust.**

Mr. Cook described the provision of the Development Agreement where the developer had the right to assign its interest to another entity. Mr. Cook advised that the developer's interest has been assigned to a liquidating trust now that the development entity has completed the development of its property. Mr. Mueller further noted that this acknowledgement will aid in directing the City to make payments to the proper entity.

A motion by Director Phillips to acknowledge the assignment from Shadow Creek Ranch Development Company, L.P. to SCRDC Liquidating Trust. The motion was seconded by Director Hasanali, and passed unanimously.

9. **Consideration and Possible Action – Professional Services Agreement with McGrath & Co. to perform LFA agreed upon procedures reviews and interest calculations.**

Mr. Mueller presented for renewal the Professional Services Agreement with McGrath & Co to review completed LFAs presented for reimbursement and verify interest calculations. To a question from Director Hasanali regarding the new fee schedule, Mr. Ilori replied that the prior fee schedule was from 2010, and the new agreement also contains updated professional standards requirements. He also noted that a management representation letter would be presented for signature.

A motion by Director Hasanali to accept the updated Professional Services Agreement and Management Representation Letter as presented was seconded by Director Phillips, and passed unanimously.

10. **Consideration and Possible Action – Auditor's Report for completed LFA numbers 13-06-002 and 14-06-001 and recommendation for reimbursements.**

Mr. Ilori presented an updated report for Southlake Phases 2 and 3 and reviewed the details of each schedule. Mr. Mueller reported that both LFAs completed actual cost was substantially less than what was approved in the budget. Ms. Humphries advised that ABHR and LJA had previously reviewed the updated report.

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A motion by Director Hasanali to approve the amended Auditor's Report as presented was seconded by Director Tonini, and passed unanimously.

11. Consideration and Possible Action - Projection of future TIRZ Fund performance and payment of existing LFAs.

Mr. Mueller reviewed the highlights and assumptions of the projection model, and presented the tables of value, increment, reimbursement and cash flow projections. He noted that all existing LFAs are expected to be paid off by 2025 and that the end of the zone would be in 2028, with final payments in 2029. Mr. Mueller advised that the projection model would be updated as needed.

12. Consideration and Possible Action – Recommendation to City Council of Plan Amendment #4.

Mr. Epperson presented the proposed amendment reporting that certain projects, including the library and fire station, in the original TIRZ need to be revised for increased budget amounts to match the current scope and cost of the projects. A discussion ensued of each project description and planned improvements. Mr. Epperson reported that the overall recommended budget increase would be approximately $52 million.

A motion by Director Phillips to recommend to City Council to accept the 4th Amendment to the Project Plan and Reinvestment Zone Financing Plan was seconded by Director Hasanali, and passed unanimously.

13. Discussion Item – Possible dates for next Board meeting.

Mr. Mueller stated that the next meeting will occur later in September when the financial advisor is ready to recommend debt issuance and cash reimbursement calculations have been completed.

Mayor Reid complimented the Board of Directors and acknowledged all of the progress within the Zone and area.

III. ADJOURN

There being no further business, Director Phillips moved to adjourn at 5:25pm, which was seconded by Director King.

APPROVED:

_____
Herb Fain
Chair, Board of Directors

ATTEST:

_____

Director, Board of Directors

Minutes approved as submitted and/or amended on September 24, 2018.

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AGENDA ITEM NO. 2

Income Statement

Through 08/31/18
Detail Listing
Include Rollup Account/Rollup to Base Account

Account	Account Description	Annual Budget Amount	MTD Actual Amount	YTD Actual Amount	Budget Less YTD Actual	% of Budget	Prior Year Total Actual
Fund Category	**Other**						
Fund Type							
Fund	**930 - TIRZ #2 Shadow Creek**						
REVENUE							
Department	**610 - TIRZ #2 Shadow Creek Ranch**						
Division	**100 - Administration**						
3000	**Property Taxes**						
3000.050	Property Taxes TIRZ - City of Pearland	.00	33,201.85	16,265,258.16	(16,265,258.16)	+++	14,782,538.48
3000.060	Property Taxes TIRZ - Brazoria County	.00	.00	2,282,781.63	(2,282,781.63)	+++	2,089,519.94
3000.070	Property Taxes TIRZ - Alvin ISD	.00	172,279.76	6,608,908.27	(6,608,908.27)	+++	6,045,808.60
3000.080	Property Taxes TIRZ - Fort Bend County	.00	.00	1,783,418.44	(1,783,418.44)	+++	1,611,046.91
3000.090	Property Taxes TIRZ - Supplemental	.00	.00	1,938,413.25	(1,938,413.25)	+++	1,646,305.50
	3000 - Property Taxes Totals	$0.00	$205,481.61	$28,878,779.75	($28,878,779.75)	+++	$26,175,219.43
3600	**Interest Earnings**						
3600.010	Interest Earnings Interest	.00	6,270.70	128,206.37	(128,206.37)	+++	44,123.24
3600.030	Interest Earnings AISD Interest	.00	218.77	1,664.43	(1,664.43)	+++	7,010.94
	3600 - Interest Earnings Totals	$0.00	$6,489.47	$129,870.80	($129,870.80)	+++	$51,134.18
	Division **100 - Administration** Totals	$0.00	$211,971.08	$29,008,650.55	($29,008,650.55)	+++	$26,226,353.61
	Department **610 - TIRZ #2 Shadow Creek Ranch** Totals	$0.00	$211,971.08	$29,008,650.55	($29,008,650.55)	+++	$26,226,353.61
	REVENUE TOTALS	$0.00	$211,971.08	$29,008,650.55	($29,008,650.55)	+++	$26,226,353.61
EXPENSE							
Department	**610 - TIRZ #2 Shadow Creek Ranch**						
Division	**100 - Administration**						
5400	**Professional/Contractual Services**						
5400.070	Professional/Contractual Services Legal Expense	.00	7,713.17	70,299.23	(70,299.23)	+++	20,192.44
5400.160	Professional/Contractual Services Miscellaneous	.00	4,384.93	17,136.41	(17,136.41)	+++	312.13
	5400 - Professional/Contractual Services Totals	$0.00	$12,098.10	$87,435.64	($87,435.64)	+++	$20,504.57
5420	**Other Services**						
5420.160	Other Services TIRZ Administration Fees	.00	21,249.18	10,409,765.23	(10,409,765.23)	+++	9,460,824.63
	5420 - Other Services Totals	$0.00	$21,249.18	$10,409,765.23	($10,409,765.23)	+++	$9,460,824.63
5650	Interfund Reimbursement	.00	.00	1,938,413.25	(1,938,413.25)	+++	1,646,305.50
5900	Transfers Out	.00	13,758,032.16	13,758,032.16	(13,758,032.16)	+++	14,039,116.81
	Division **100 - Administration** Totals	$0.00	$13,791,379.44	$26,193,646.28	($26,193,646.28)	+++	$25,166,751.51
	Department **610 - TIRZ #2 Shadow Creek Ranch** Totals	$0.00	$13,791,379.44	$26,193,646.28	($26,193,646.28)	+++	$25,166,751.51
	EXPENSE TOTALS	$0.00	$13,791,379.44	$26,193,646.28	($26,193,646.28)	+++	$25,166,751.51
	Fund **930 - TIRZ #2 Shadow Creek** Totals						
	REVENUE TOTALS	.00	211,971.08	29,008,650.55	(29,008,650.55)	+++	26,226,353.61
	EXPENSE TOTALS	.00	13,791,379.44	26,193,646.28	(26,193,646.28)	+++	25,166,751.51

Income Statement

Through 08/31/18
Detail Listing
Include Rollup Account/Rollup to Base Account

Account	Account Description	Annual Budget Amount	MTD Actual Amount	YTD Actual Amount	Budget Less YTD Actual	% of Budget	Prior Year Total Actual
Fund Category	**Other**						
Fund Type							
	Fund **930 - TIRZ #2 Shadow Creek** Net Gain (Loss)	$0.00	($13,579,408.36)	$2,815,004.27	$2,815,004.27	+++	$1,059,602.10
	Fund Type Totals						
	REVENUE TOTALS	.00	211,971.08	29,008,650.55	(29,008,650.55)	+++	26,226,353.61
	EXPENSE TOTALS	.00	13,791,379.44	26,193,646.28	(26,193,646.28)	+++	25,166,751.51
	Fund Type Net Gain (Loss)	$0.00	($13,579,408.36)	$2,815,004.27	$2,815,004.27	+++	$1,059,602.10
	Fund Category **Other** Totals						
	REVENUE TOTALS	.00	211,971.08	29,008,650.55	(29,008,650.55)	+++	26,226,353.61
	EXPENSE TOTALS	.00	13,791,379.44	26,193,646.28	(26,193,646.28)	+++	25,166,751.51
	Fund Category **Other** Net Gain (Loss)	$0.00	($13,579,408.36)	$2,815,004.27	$2,815,004.27	+++	$1,059,602.10
	Grand Totals						
	REVENUE TOTALS	.00	211,971.08	29,008,650.55	(29,008,650.55)	+++	26,226,353.61
	EXPENSE TOTALS	.00	13,791,379.44	26,193,646.28	(26,193,646.28)	+++	25,166,751.51
	Grand Total Net Gain (Loss)	$0.00	($13,579,408.36)	$2,815,004.27	$2,815,004.27	+++	$1,059,602.10

Balance Sheet

Through 08/31/18
Detail Listing
Include Rollup Account/Rollup to Base Account

Account	Account Description	Current YTD Balance	Prior Year Total Actual	Net Change	Change %
Fund Category	**Other**				
Fund Type					
Fund	**930 - TIRZ #2 Shadow Creek**				
ASSETS					
1000	**Cash**				
1000.050	Cash AISD	6,610,404.48	2,302,655.92	4,307,748.56	187.08
1000.999	Cash Investment in Pooled Cash Fund	(1,473,423.33)	72,117.64	(1,545,540.97)	(2,143.08)
	1000 - Cash Totals	$5,136,981.15	$2,374,773.56	$2,762,207.59	116.31%
1030	**Investments**				
1030.040	Investments Investment Pool - TexStar	3,829,474.84	3,777,297.02	52,177.82	1.38
1030.050	Investments Investment Pool - Texas Class	14,771.00	14,525.19	245.81	1.69
	1030 - Investments Totals	$3,844,245.84	$3,791,822.21	$52,423.63	1.38%
	ASSETS TOTALS	$8,981,226.99	$6,166,595.77	$2,814,631.22	45.64%
LIABILITIES AND FUND EQUITY					
LIABILITIES					
2000	**Accounts Payable**				
2000.000	Accounts Payable Accounts Payable	.00	373.05	(373.05)	(100.00)
	2000 - Accounts Payable Totals	$0.00	$373.05	($373.05)	(100.00%)
	LIABILITIES TOTALS	$0.00	$373.05	($373.05)	(100.00%)
FUND EQUITY					
2950	Fund Balance - Unassigned	6,166,222.72	6,166,222.72	.00	.00
	FUND EQUITY TOTALS Prior to Current Year Changes	$6,166,222.72	$6,166,222.72	$0.00	0.00%
	Prior Year Fund Equity Adjustment	.00			
	Fund Revenues	(29,008,650.55)			
	Fund Expenses	26,193,646.28			
	FUND EQUITY TOTALS	$8,981,226.99	$6,166,222.72	$2,815,004.27	45.65%
	LIABILITIES AND FUND EQUITY TOTALS	$8,981,226.99	$6,166,595.77	$2,814,631.22	45.64%
	Fund **930 - TIRZ #2 Shadow Creek** Totals	$0.00	$0.00	$0.00	+++
	Fund Type Totals	$0.00	$0.00	$0.00	+++
	Fund Category **Other** Totals	$0.00	$0.00	$0.00	+++
	Grand Totals	$0.00	$0.00	$0.00	+++

AGENDA ITEM NO. 3

Tax Increment Reinvestment Zone No. 2
Quarterly Investment Report
March 31, 2018 to June 30, 2018

This report is prepared for the Tax Increment Reinvestment Zone No. 2 in accordance with Chapter 2256 of the Public Funds Investment Act (PFIA). Section2256.023 (a) of the PFIA states that "Not less than quarterly, the investment officer shall prepare and submit to the governing body of the entity a written report of the investment transactions for all funds covered by this chapter for the preceding reporting period." This report is signed by the Investment Officer and includes the disclosures required in the PFIA.

Month	Market Value	Book Value	Unrealized Gain/Loss	YTM @ Cost	Treasury 1 Year	Interest Earned	Days To Maturity
4/30/2018	16,984,063.25	16,984,063.25	0.00	1.06	2.15	16,613.91	1
5/31/2018	20,165,400.97	20,165,400.97	0.00	0.95	2.27	17,540.25	1
6/30/2018	20,251,382.49	20,251,382.49	0.00	1.04	2.33	16,758.12	1
Total / Average	**19,133,615.57**	**19,133,615.57**	**0.00**	**1.01**	**2.25**	**50,912.28**	**1**

Cynthia Pearson, Director of Finance — Date: 8/6/2018

Rhonda Daugherty, Assistant Director of Finance — Date: 8/3/18

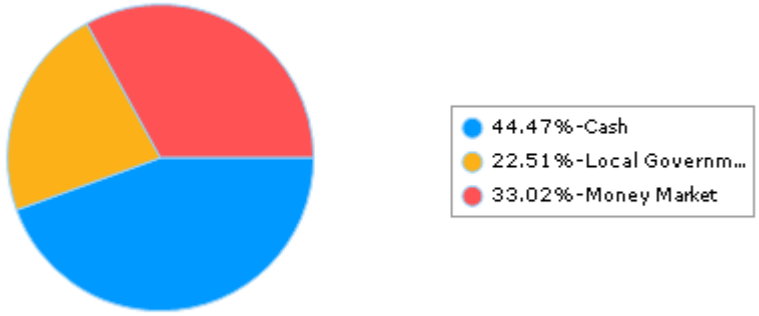
City of Pearland
Distribution by Security Type - Book Value
Report Group: TIRZ II

Begin Date: 3/31/2018, End Date: 6/30/2018

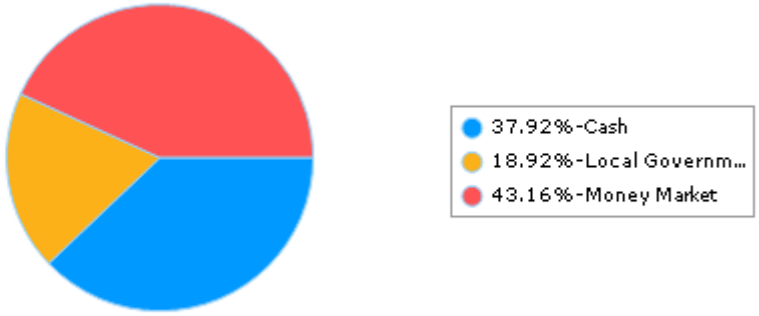
Security Type Allocation

Security Type	Book Value 3/31/2018	% of Portfolio 3/31/2018	Book Value 6/30/2018	% of Portfolio 6/30/2018
Cash	7,537,167.70	44.47	7,679,242.07	37.92
Local Government Investment Pool	3,815,312.47	22.51	3,831,798.03	18.92
Money Market	5,595,728.44	33.02	8,740,342.39	43.16
Total / Average	**16,948,208.61**	**100.00**	**20,251,382.49**	**100.00**

Portfolio Holdings as of 3/31/2018



Portfolio Holdings as of 6/30/2018



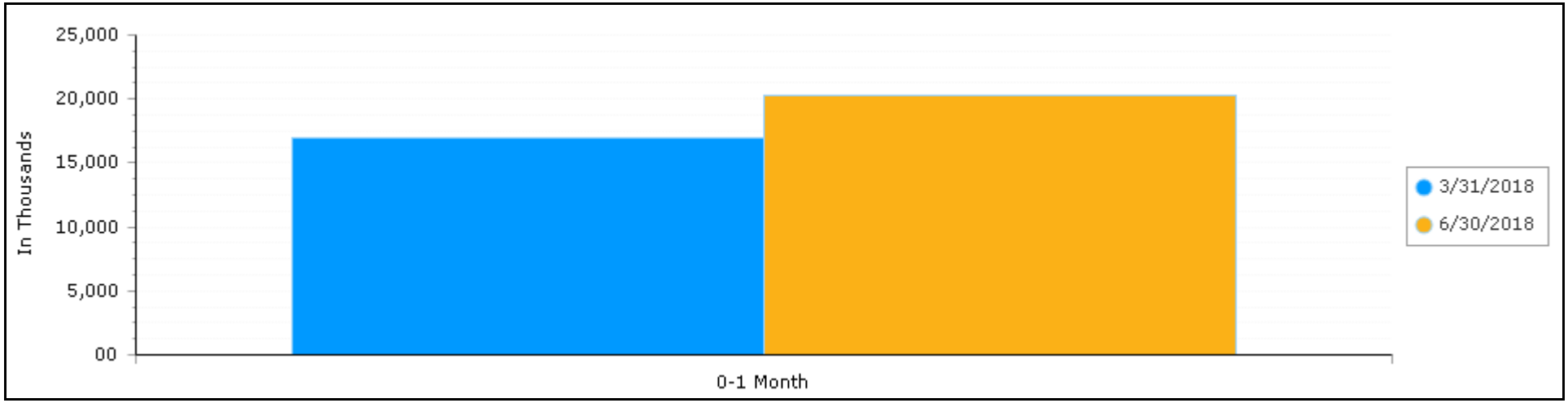
City of Pearland
Distribution by Maturity Range - Book Value
Report Group: TIRZ II

Begin Date: 3/31/2018, End Date: 6/30/2018

Maturity Range Allocation

Maturity Range	Book Value 3/31/2018	% of Portfolio 3/31/2018	Book Value 6/30/2018	% of Portfolio 6/30/2018
0-1 Month	16,948,208.61	100.00	20,251,382.49	100.00
Total / Average	**16,948,208.61**	**100.00**	**20,251,382.49**	**100.00**

Portfolio Holdings

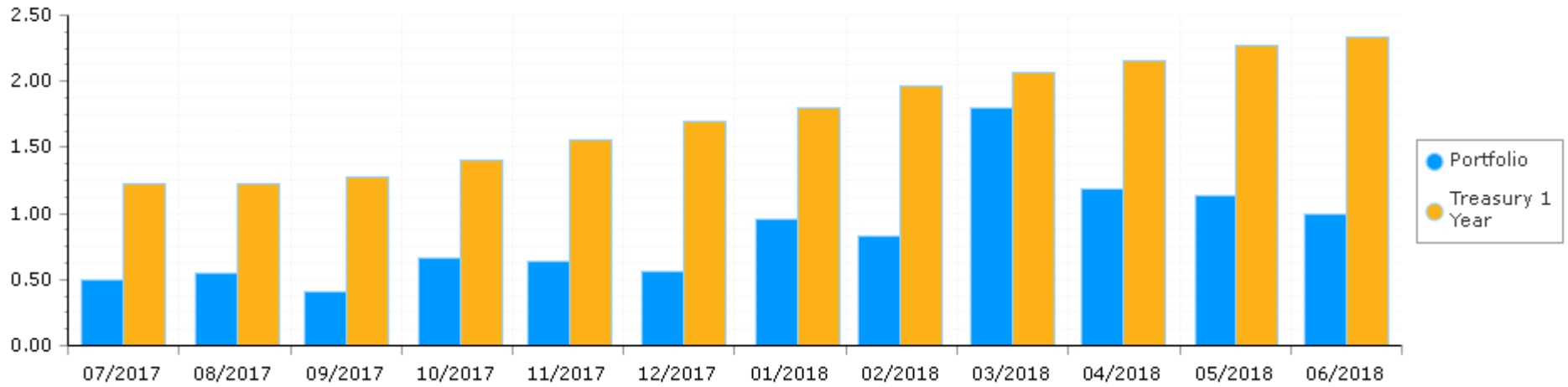


City of Pearland
Total Rate of Return - Book Value by Month
Report Group: TIRZ II

Begin Date: 7/31/2017, End Date: 6/30/2018

Month	Beginning BV + Accrued Interest	Interest Earned During Period-BV	Realized Gain/Loss-BV	Investment Income-BV	Average Capital Base-BV	TRR-BV	Annualized TRR-BV	Treasury 1 Year
7/31/2017	17,886,793.78	8,002.86	0.00	8,002.86	19,035,934.09	0.04	0.51	1.22
8/31/2017	19,990,287.80	8,793.72	0.00	8,793.72	19,019,326.47	0.05	0.56	1.23
9/30/2017	13,352,733.80	3,297.12	0.00	3,297.12	9,518,368.39	0.03	0.42	1.28
10/31/2017	6,166,595.77	3,459.53	0.00	3,459.53	6,185,370.82	0.06	0.67	1.40
11/30/2017	6,204,285.09	3,400.23	0.00	3,400.23	6,364,748.27	0.05	0.64	1.56
12/31/2017	6,508,553.78	3,862.82	0.00	3,862.82	8,119,885.00	0.05	0.57	1.70
1/31/2018	9,450,726.47	9,797.55	0.00	9,797.55	12,363,184.48	0.08	0.96	1.80
2/28/2018	14,771,476.87	10,378.24	0.00	10,378.24	14,940,584.22	0.07	0.84	1.96
3/31/2018	15,120,069.80	23,935.03	0.00	23,935.03	16,109,471.87	0.15	1.80	2.06
4/30/2018	16,948,208.61	16,613.91	0.00	16,613.91	16,958,470.33	0.10	1.18	2.15
5/31/2018	16,984,063.25	17,540.25	0.00	17,540.25	18,719,048.96	0.09	1.13	2.27
6/30/2018	20,165,400.97	16,758.12	0.00	16,758.12	20,202,320.12	0.08	1.00	2.33

Annualized TRR-BV



City of Pearland
Portfolio Holdings by Security Type
Report Group: TIRZ II

Date: 6/30/2018

Description CUSIP	Face Amount / Shares	Settlement Date YTM @ Cost	Cost Value Book Value	Market Price YTM @ Market	Market Value Accrued Interest	% Portfolio Unre. Gain/Loss	Credit Rating Credit Rating	Days To Call/Maturity Duration To Maturity
Cash								
Wells Fargo Sweep Cash		5/31/2006	7,679,242.07	100.00	7,679,242.07	37.92%	None	1
WFSWEEP	7,679,242.07	1.79	7,679,242.07	1.79		0.00	None	0
			7,679,242.07		**7,679,242.07**	**37.92%**		**1**
Sub Total Cash	**7,679,242.07**	**1.79**	**7,679,242.07**	**1.79**		**0.00**		**0**
Local Government Investment Pool								
Texas Class LGIP		6/1/2017	14,713.68	100.00	14,713.68	0.07%	None	1
TX-01-0615-0001	14,713.68	2.16	14,713.68	2.16		0.00	None	0
TexSTAR LGIP		9/22/2016	3,817,084.35	100.00	3,817,084.35	18.85%	S&P-AAA	1
02000-11110	3,817,084.35	1.83	3,817,084.35	1.83		0.00	None	0
			3,831,798.03		**3,831,798.03**	**18.92%**		**1**
Sub Total Local Government Investment Pool	**3,831,798.03**	**1.83**	**3,831,798.03**	**1.83**		**0.00**		**0**
Money Market								
Wells Fargo MM		5/30/2006	8,740,342.39	100.00	8,740,342.39	43.16%	None	1
WF7843	8,740,342.39	0.03	8,740,342.39	0.03		0.00	None	0
			8,740,342.39		**8,740,342.39**	**43.16%**		**1**
Sub Total Money Market	**8,740,342.39**	**0.03**	**8,740,342.39**	**0.03**		**0.00**		**0**
			20,251,382.49		**20,251,382.49**	**100.00%**		**1**
TOTAL PORTFOLIO	**20,251,382.49**	**1.04**	**20,251,382.49**	**1.04**		**0.00**		**0**

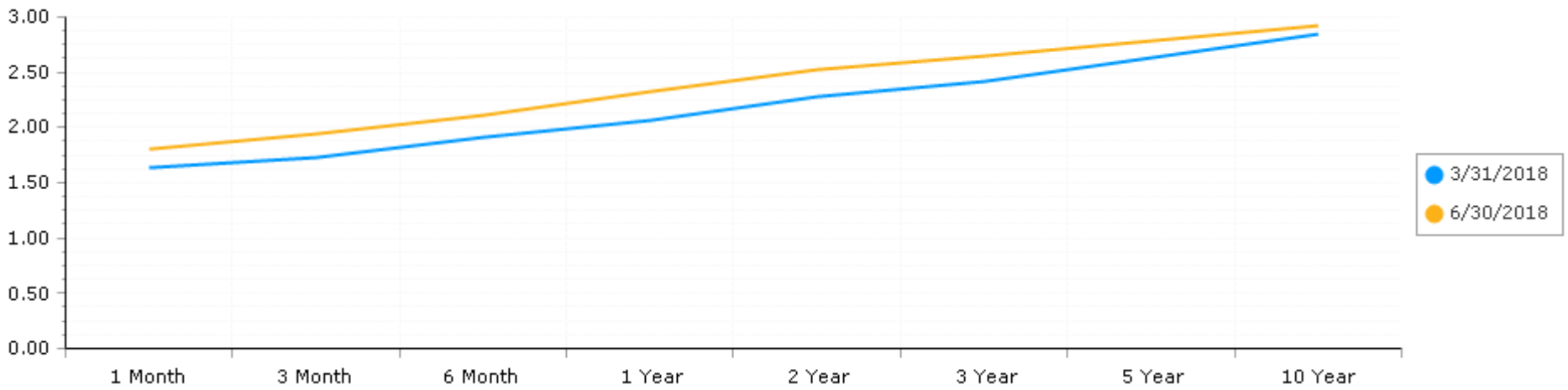
City of Pearland
Portfolio Holdings by Portfolio Name
Report Group: TIRZ II

Date: 6/30/2018

Description CUSIP	Face Amount / Shares	Settlement Date YTM @ Cost	Cost Value Book Value	Market Price YTM @ Market	Market Value Accrued Interest	% Portfolio Unre. Gain/Loss	Credit Rating Credit Rating	Days To Call/Maturity Duration To Maturity
930: TIRZ II Shadow Creek								
Texas Class LGIP		6/1/2017	14,713.68	100.00	14,713.68	0.07%	None	1
TX-01-0615-0001	14,713.68	2.16	14,713.68	2.16		0.00	None	0
TexSTAR LGIP		9/22/2016	3,817,084.35	100.00	3,817,084.35	18.85%	S&P-AAA	1
02000-11110	3,817,084.35	1.83	3,817,084.35	1.83		0.00	None	0
Wells Fargo MM		5/30/2006	8,740,342.39	100.00	8,740,342.39	43.16%	None	1
WF7843	8,740,342.39	0.03	8,740,342.39	0.03		0.00	None	0
Wells Fargo Sweep Cash		5/31/2006	7,679,242.07	100.00	7,679,242.07	37.92%	None	1
WFSWEEP	7,679,242.07	1.79	7,679,242.07	1.79		0.00	None	0
			20,251,382.49		**20,251,382.49**	**100%**		**1**
Sub Total 930: TIRZ II Shadow Creek	**20,251,382.49**	**1.04**	**20,251,382.49**	**1.04**		**0.00**		**0**
			20,251,382.49		**20,251,382.49**	**100.00%**		**1**
TOTAL PORTFOLIO	**20,251,382.49**	**1.04**	**20,251,382.49**	**1.04**		**0.00**		**0**

City of Pearland
Treasury Yield Curve

Treasury	3/31/2018	6/30/2018
1 Month	1.64	1.81
3 Month	1.73	1.94
6 Month	1.92	2.11
1 Year	2.06	2.33
2 Year	2.28	2.53
3 Year	2.42	2.65
5 Year	2.63	2.78
10 Year	2.84	2.92



Prepared by Shamaira Jagrup

Pledged Collateral Reconciliation Report
June 30, 2018

Bank	Account Number	Account Name	Amount	
Wells Fargo	8071613395	Credit Card Account	-	
Wells Fargo	13042841	Sweep Account	134,473.00	*
Wells Fargo	7169195455	False Alarm Reduction Program	284,014.87	
Wells Fargo	8184567843	Alvin ISD	8,740,342.39	
Wells Fargo	1790121790	EMS Payments	-	
Wells Fargo	2807409871	Health Claims	393,667.82	
Wells Fargo	3542574094	Escrow W&S Revenue Bonds, Series 2016B	-	*
Wells Fargo	3542574102	Escrow W&S Revenue Bonds, Series 2016C	-	*
Wells Fargo	4827855883	Texas Permanent W&S System Revenue 2017B	-	*
Wells Fargo	4827855875	Texas Permanent W&S System Revenue 2017A	-	*
Wells Fargo	1382256624	Escrow W&S Revenue Bonds, Series 2018A	-	*
		Total of Bank Balances	$ 9,552,498.08	
		Pledged Collateral for City	30,206,782.22	
		FDIC Insurance	500,000.00	
			$ 30,706,782.22	
		Over (Under) Collateralized	**$ 21,154,284.14**	
		Total % Collateralized	**321.5%**	

Bank	Account Number	Account Name	Amount
Wells Fargo	1007284258	Development Authority	967,110.07
		Total of Bank Balances	$ 967,110.07
		Pledged Collateral for DAP	771,159.22
		FDIC Insurance	250,000.00
			$ 1,021,159.22
		Over (Under) Collateralized	**$ 54,049.15**
		Total % Collateralized	**105.6%**
		Total % Collateralized	**301.6%**
		Status	**Collateralized**

* Accounts are sweeping to a higher yielding money market fund which does not require collateral.

AGENDA ITEM NO. 4

PEARLAND TIRZ #2
APPROVAL OF INVOICES FOR PAYMENT
September 18, 2018

VENDOR	INVOICE NUMBER	INVOICE DATE	DESCRIPTION	AMOUNT
Approved by Invoice Review Committee				
ABHR	96242	6/21/2018	Professional legal services	$ 3,611.39
Marsh Darcy Partners	2711	7/1/2018	TIRZ Administration	$ 8,403.80
ABHR	96835	7/23/2018	Professional legal services	$ 5,374.70
Marsh Darcy Partners	2731	8/1/2018	TIRZ Administration	$ 2,338.47
ABHR	97795	9/7/2018	Professional legal services	$ 710.00
Marsh Darcy Partners	2742	9/1/2018	TIRZ Administration	$ 1,514.72
Total				**$ 21,953.08**

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

June 21, 2018

REINVESTMENT ZONE NO. 2, CITY OF PEARLAND, TEXAS

Ms. Jan Buehler
Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, TX 77024

Client/Matter: PRZ002-01
Statement Number: 96242
Billing Attorney: Lynne B. Humphries

General

Professional Fees

Fees for services posted through June 08, 2018, as follows:

Date	Professional		Hours
05/11/18	Susan Hostetler	Review payment, performance and maintenance bonds and certificate of liability insurance	0.50
05/11/18	Lynne B. Humphries	Receive and review documents from Sue Darcy and begin to prepare for the meeting with City of Pearland, Texas staff about the amendment to the TIRZ 2; Receive and review information from Gary Cook regarding assignment of right to reimbursement and send email asking for acceptance to be on next TIRZ agenda	0.50
05/14/18	Tracie Brownlee	Review correspondence; request agenda item; update working file	0.25
05/16/18	Lynne B. Humphries	Receive and review draft of agenda for meeting with staff on Friday; draft and send request to Zone engineer regarding any pending Letter Financing Agreements	0.25
05/17/18	Lynne B. Humphries	Receive and review 3 Letter Financing Agreements to be presented at the next TIRZ meeting on June 18	0.25
05/18/18	Lynne B. Humphries	Prepare for, travel and attend meeting at City of Pearland to discuss possible amendment to the TIRZ financing and project plan; related follow up.	1.50
05/21/18	Lynne B. Humphries	Receive and review and exchange of emails with Marsh Darcy and City of Pearland, Texas regarding agenda items for the June TIRZ meeting	0.25
05/22/18	Lynne B. Humphries	Receive and review the proposed draft of the 4th Amendment to the Project and Financing Plan; Receive and review the draft of the Annual Report to all participating entities; continue to work on agenda for June meeting	1.00
05/23/18	Tracie Brownlee	Address tasks regarding preparation of agenda requests and letters of finance agreements; review District correspondence and take appropriate action; review	2.00

		documents and research Zone files to provide requested information	
05/23/18	Lynne B. Humphries	Receive and review questions from City of Pearland, Texas regarding funding of Kingsley Bridge and additional park land, review map, and conduct short research to respond to same, including request of Attorney General Office of Public Finance to pre-clear matters if needed; discuss same with Sue Darcy; draft response to Matt Buchanan at the City of Pearland, Texas; instructions regarding the 3 new Letter Financing Agreements needed for the City funded projects to be added to the plan amendment; instructions regarding acknowledgment of assignment of reimbursement rights from Shadow Creek Ranch Development Company to the Liquidating Trust	1.00
05/23/18	Trey Lary	Work on pending Tax Increment Reinvestment Zone projects related to ability to fund projects outside the zone.	0.50
05/24/18	SHARED FEES	All work, conferences, drafting, approvals, distributions, and coordination with office of the State Comptroller related to training, SB625 regarding filing of required information with the State Comptroller.	0.25
05/29/18	Lynne B. Humphries	Work related to the projects and amounts to be included in the Plan Amendment No. 4	0.25
05/30/18	Tracie Brownlee	Review correspondence; draft notice of assignment of developer reimbursement rights and responsibilities	1.00
05/30/18	Lynne B. Humphries	Correspondence and discussions with Engineer regarding agenda items for June 2018 Board of Directors meeting	0.25
05/31/18	Tracie Brownlee	Review zone correspondence and take appropriate action; review and revise correspondence regarding assignment of reimbursable	0.50
05/31/18	Sharon Cook	Revise Letter regarding Shadow Creek Ranch Develop Company assignment	0.25
05/31/18	Lynne B. Humphries	Receive and review assignment of agreement with the City of Pearland, Texas by Shadow Creek Ranch Development Company	0.25
06/04/18	Tracie Brownlee	Work on matters related to assignment of reimbursement rights; prepare agenda request	1.00
06/04/18	Sharon Cook	Duplicate and revise letters related to the Zone.	0.50
06/04/18	Lynne B. Humphries	Receive and review and Review and revise the agenda preparation memo for the Shadow Creek Ranch assignment of reimbursement rights.	0.25
06/06/18	Tracie Brownlee	Revise documents per attorney comment and transmit to appropriate parties; coordinate execution of documents	1.00
06/07/18	Tracie Brownlee	Review Zone correspondence and take appropriate action; assist records with document retrieval	0.25
06/07/18	Beth King	Research, locate and forward requested document.	0.25
06/08/18	Tracie Brownlee	Follow up pending Zone matters in preparation of Board meeting; provide requested documents	0.25
06/08/18	Lauren Reese	Review, sort, and add documents into district records in	0.25

accordance with Records Management Act and District's Records Management Policy.

Total Fees: 3,611.39

RATE SUMMARY

Professional	Title	Rate	Hours	Amount
Tracie Brownlee	Legal Assistant	170.00	6.25	1,062.50
Sharon Cook	Word Processor	140.00	0.75	105.00
SHARED FEES		170.58	0.25	42.64
Susan Hostetler	Legal Assistant	335.00	0.50	167.50
Lynne B. Humphries	Partner	355.00	5.75	2,041.25
Beth King	Records Clerk	95.00	0.25	23.75
Trey Lary	Partner	290.00	0.50	145.00
Lauren Reese	Records Clerk	95.00	0.25	23.75

Total Fees:	$	3,611.39
Total Expenses and Other Items:	$	0.00
Total Amount Due:	**$**	**3,611.39**

Allen Boone Humphries Robinson LLP

To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abhr.com

June 21, 2018

REINVESTMENT ZONE NO. 2, CITY OF PEARLAND, TEXAS

	Client/Matter:	PRZ002-01
	Statement Number:	96242
General	Billing Attorney:	Lynne B. Humphries

REMITTANCE PAGE

Fees for services posted through June 08, 2018		3,611.39
Expenses and Other Items posted through June 08, 2018		0.00
	Total Amount Due:	**$3,611.39**

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
PO Box 4346
Department 90
Houston, TX 77210-4346

Checks should be made payable to Allen Boone Humphries Robinson LLP
Please include the invoice number on your check
Total amount payable in U.S.dollars

marshdarcy
PARTNERS

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Invoice # : 2711
Date: 7/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Sue Darcy	Discuss issues related to new board member Tonini's request for all annual reports w/ Jan Buehler; research file re: same and relay instructions to Jan.	0.75	215.00	6/6/2018	161.25
Sue Darcy	Discuss issues related to various agenda items w/ Jan Buehler and Alan Mueller.	0.5	215.00	6/8/2018	107.50
Sue Darcy	Review and comment on resolution honoring Mike Pyburn, discuss status of board packet preparations w/ Jan Buehler; follow up w/ Alan Mueller re: same.	0.5	215.00	6/11/2018	107.50
Sue Darcy	Review and discuss issues related to finalizing draft agenda and board packet preparation w/ Jan Buehler; followup w/ Alan Mueller re: same.	0.5	215.00	6/12/2018	107.50
Sue Darcy	Review status of board packet preparations and electronic distribution; review and sign final agenda draft for posting; etc.	0.75	215.00	6/13/2018	161.25
Sue Darcy	Discuss status of board packet distribution w/ Jan Buehler; review city's draft presentation on plan amendment, discuss same w/ Alan Mueller; conf/call w/ James Ross and Lynne Humphries re: budget items for plan amendment; review, monitor and respond to various emails re: LFA's for consideration; review and monitor various emails re: same.	2	215.00	6/15/2018	430.00
Sue Darcy	Conf/call w/ Lynne Humphries and James Ross re: revisions to budget items in plan amendment, etc.	0.25	215.00	6/15/2018	53.75

Thank you for your business.

Total Due

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

marshdarcy
PARTNERS

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Invoice # : 2711
Date: 7/1/2018

Bill To:

City of Pearland
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3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Sue Darcy	Prepare for, attend, and debrief from meeting of the Board of Directors.	3.5	215.00	6/18/2018	752.50
Sue Darcy	Discuss follow up tasks from Board meeting outcomes w/ Jan Buehler and Alan Mueller.	0.5	215.00	6/19/2018	107.50
Sue Darcy	Conv/ Chair Fain re: meeting outcomes and next meeting issues; relay comments to Alan Mueller and Jan Buehler.	0.5	215.00	6/20/2018	107.50
Sue Darcy	Review and comment on draft transmittal of Plan Amendment # 4 to City; discuss issues related to meeting dates for next board mtg w/ Jan Buehler.	0.5	215.00	6/22/2018	107.50
Sue Darcy	Review and respond to various emails re: debt issuance for city facilities in Plan Amendment #4.	0.5	215.00	6/25/2018	107.50
Sue Darcy	Review, respond to, and monitor various emails re: notice letters and agenda wording for Plan Amendment #4 consideration by council.	0.5	215.00	6/26/2018	107.50
Sue Darcy	Conv/ Alan Mueller re: budget items in Plan Amendment 4; review and respond to various emails re: agenda wording for Plan Amendment 4 consideration and distribution to other participants; research file re: prior notices for plan amendments; review, respond and monitor various emails re: notice letters to participants and transmittal issues re: same.	1	215.00	6/27/2018	215.00

Thank you for your business.

Total Due

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Pearland, TX 77581

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Item	Description	#	Rate	Date	Amount
Sue Darcy	Review and file notices, final responses to various emails, advise Mr. Fain of council action dates; review and respond to email from Clay Pearson re: Comptroller form to accompany annual report; complete Form 50-806 Comptroller Summary Form, relay same to Cynthia Pearson for submittal to Comptroller; update Jan Buehler re: annotated form for future reference.	2.5	215.00	6/28/2018	537.50
Alan Mueller	New board member orientation meeting	1.25	195.00	6/1/2018	243.75
Alan Mueller	Prepare financial model summary memo for Board meeting	3	195.00	6/1/2018	585.00
Alan Mueller	work on projection memo and agenda items	0.5	195.00	6/5/2018	97.50
Alan Mueller	Compile and transmit invoices to invoice review committee; receive response and forward to city for payment	0.25	195.00	6/6/2018	48.75
Alan Mueller	Agenda meeting and work on agenda items	1.5	195.00	6/8/2018	292.50
Alan Mueller	Update projection with revised LFA amounts; work on agenda items	2.5	195.00	6/8/2018	487.50
Alan Mueller	Provide copies of agenda materials and respond to questions from city staff	1.25	195.00	6/11/2018	243.75
Alan Mueller	Agenda preparation coordination	0.25	195.00	6/12/2018	48.75
Alan Mueller	Agenda preparation and conference calls	2.5	195.00	6/15/2018	487.50
Alan Mueller	Prepare for and attend TIRZ Board meeting	2	195.00	6/18/2018	390.00

Thank you for your business.

Total Due

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Invoice # : 2711
Date: 7/1/2018

Bill To:

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Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Alan Mueller	Agenda debrief meeting and follow up on action items from meeting	2	195.00	6/19/2018	390.00
Alan Mueller	Board meeting follow up and work on September agenda	0.5	195.00	6/20/2018	97.50
Alan Mueller	Invoice tracking for committee	0.25	195.00	6/21/2018	48.75
Alan Mueller	Research past city council agenda language and ordinance forms for plan amendments; prepare draft agenda language and forward to city staff	0.5	195.00	6/27/2018	97.50
Jan Buehler	Received request from Director Tonini to review Annual Reports from origination. Research for same.	0.5	95.00	6/6/2018	47.50
Jan Buehler	Records request to ABHR for 2000 Annual Report; received. Prepared folder of 18 Annual Reports, uploaded to DropBox, shared link with Director Geoff Tonini per his request.	1	95.00	6/7/2018	95.00
Jan Buehler	Meeting with Alan Mueller to draft 06.18.18 meeting agenda, plan documentation prep. Draft agenda to Cynthia Pearson for review. Transcribe 10.23.17 meeting notes to draft minutes, to Alan Mueller for review.	2	95.00	6/8/2018	190.00
Jan Buehler	Coordinate items for 06.18.18 board meeting packet. Emailed 10.23.17 draft minutes to Sue Darcy, Lynne Humphries for review; received responses.	1	95.00	6/11/2018	95.00
Jan Buehler	Respond to Alan Mueller per Young Lorfing question re position #6 Jo Knight reappointment by AISD or resign. Update 06.18.18 draft agenda for final.	0.5	95.00	6/12/2018	47.50

Thank you for your business.

Total Due

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marshdarcy
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Invoice # : 2711
Date: 7/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Jan Buehler	06.18.18 meeting materials coordination, prepared digital board packet. Emailed agenda to post for 6/18 meeting to City Secretary; request confirmation. Emailed board packet link to 27 addresses. Follow up email to Geoff Tonini to confirm receipt of all annual reports available 6/7 via Dropbox.	1.5	95.00	6/14/2018	142.50
Jan Buehler	Follow up re agenda post confirmation. Received updated packet materials. Print/tab/bind 15 books for 06.18.18 meeting.	2	95.00	6/15/2018	190.00
Jan Buehler	Prepare for, attend, and debrief from meeting of the Board of Directors.	3.5	95.00	6/18/2018	332.50
Jan Buehler	Discuss follow up tasks from Board meeting outcomes with Sue Darcy, Alan Mueller. Email exchange with Gary Cook re possible meeting date in September.	0.5	95.00	6/19/2018	47.50
Jan Buehler	Made updates to 06.18.18 meeting documents for final; update Alan Mueller. Approved 10.23.17 minutes to Maria Rodriguez/COP for website. Board approved 2017 Annual Report mailed to Comptroller; emailed pdf to Young Lorfing/COP; Cathy Hughes/Brazoria County Judge; Mary Anne McWhirter/Alvin ISD; Ann Werlein/Fort Bend County Judge. Discuss September meeting dates with Alan Mueller; with Gary Cook via phone conversation.	1	95.00	6/20/2018	95.00

Thank you for your business.

Total Due

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marshdarcy
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Houston, Texas 77024

Invoice # : 2711
Date: 7/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Jan Buehler	Respond to request from Tracie Brownlee/ABHR: emailed executed McGrath engagement letter.	0.25	95.00	6/21/2018	23.75
Jan Buehler	Assist Alan Mueller: Print Plan Amendment #4 and transmittal to City; mail to Clay Pearson.	0.25	95.00	6/22/2018	23.75
	Labor Subtotal				8,060.00
	Mileage: Sue Darcy- Attend TIRZ Board meeting @ City Hall Annex, 3523 Liberty Dr., Pearland, TX		35.97	6/18/2018	35.97
Postage and Delivery	USPS: to Mike Pyburn		1.63	6/20/2018	1.63
Postage and Delivery	USPS: to Texas Comptroller		1.63	6/20/2018	1.63
Postage and Delivery	USPS: to Clay Pearson, City of Pearland		1.42	6/22/2018	1.42
Photocopies black & white	Photocopies (black & white) in house Price per page	365	0.05	6/30/2018	18.25
Photocopies (color) 8.5"x11"	Photocopies (color) 8.5"x11" in house price per page.	2,849	0.10	6/30/2018	284.90

Thank you for your business.

Total Due **$8,403.80**

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

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PARTNERS

EXPENSE REPORT

Employee: Sue Darcy
Period Ending: 5/18/2018

Client: Pearland TIRZ 2
Project #: PLT2 0046

2018 IRS Mileage Rate =
$ 0.545

Please Attach Expense Record

All mileage to and from MDP, unless noted

DATE	ITEM	FOR	UNIT COST	UNITS	TOTAL COST
6/18/2018	mileage	Attend TIRZ Board meeting @ City	$ 0.545	66	$35.97
		Hall Annex, 3523 Liberty Dr.,			$0.00
		Pearland, TX			$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
				Expense Total:	**$35.97**

I hereby certify that to the best of my knowledge, information, belief the attached expenses are true and valid. Sue Darcy
Signature

8955 Katy Freeway, Suite 215 . Houston Texas 77024 .
(713) 647-9880 . (713) 647-6448 Fax . www.marshdarcypartners.com

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

July 23, 2018

REINVESTMENT ZONE NO. 2, CITY OF PEARLAND, TEXAS

Ms. Jan Buehler
Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, TX 77024

Client/Matter:	PRZ002-01
Statement Number:	96835
Billing Attorney:	Lynne B. Humphries

General

Professional Fees

Fees for services posted through July 13, 2018, as follows:

Date	Professional		Hours
06/11/18	Tracie Brownlee	Review documents in attempt to provide requested information; review mail, forward to appropriate parties, and update District files in accordance with Records Management Act; prepare meeting file for Board meeting	1.00
06/11/18	Lynne B. Humphries	Receive and review and provide comments on minutes of the last Tax Increment Reinvestment Zone minutes	0.25
06/13/18	Tracie Brownlee	Review Zone correspondence and take appropriate action	0.25
06/13/18	Lynne B. Humphries	Review summary of activity from last month and instructions regarding additional action to be taken before the TIRZ meeting on June 18	0.25
06/13/18	Kelsie Wade	Provide district documents as requested by Crystal Horn, auditor for the zone.	0.25
06/14/18	Tracie Brownlee	Provide requested information; request Board meeting agenda; assist with review of draft developer reimbursement report	1.00
06/14/18	Janelle N. Hedges	Research and forward various reimbursement agreements as requested.	0.25
06/14/18	Lynne B. Humphries	Receive and review Developer Reimbursement Audit required by the rules of the TCEQ and exchange of emails wit auditor and District's engineer regarding approval of same; compare to letter Financing Agreements and development and reimbursement agreements and policy; preparation for the Tax Increment Reinvestment Zone meeting on Monday	1.00
06/15/18	Tracie Brownlee	Review District correspondence and take appropriate action; prepare for Board meeting; search District files, review document, and provide requested information	1.25
	Lynne B. Humphries		

06/15/18		Receive and review package for presentation to the Board of Directors at the meeting on Monday; Receive and review proposed presentation from the City of Pearland, Texas regarding plan amendment no. 4; telephone conference with Trent Epperson at the City of Pearland, Texas regarding changes to the presentation; conference call with Sue Darcy, consultant to the Tax Increment Reinvestment Zone, and James Ross, engineer for the Tax Increment Reinvestment Zone, regarding the project and financing plan amendment No. 4; draft and send comments on Developer Reimbursement Audit required by the rules of the TCEQ to James Ross and to Mark McGrath to footnote the adjustment from 1999 dollars to 2018 dollars per the ENR, as set forth in the project and financing plan; Receive and review revised AUP to reflect the original and the ENR adjusted amounts	2.25
06/18/18	Lynne B. Humphries	Prepare for, review the meeting and action files, and attend Board of Directors meeting; follow up notes regarding pending Zone business/action items; mark up preliminary agenda	3.00
06/18/18	Lynne B. Humphries	HB 1295: Receive and review the required form HB1295 from the auditor	0.25
06/19/18	Tracie Brownlee	Organize meeting file following Board meeting; review attorney notes and take appropriate action; update District's file in accordance with Record's Management Act	0.50
06/19/18	Lynne B. Humphries	Receive and review and exchange of emails with regarding sequencing of outstanding Letter Financing Agreements	0.25
06/21/18	Tracie Brownlee	Review zone correspondence and attached documents and take appropriate action; update meeting file; acknowledge Form 1295 and request copy of related fully executed letter agreement; update District's file in accordance with Record's Management Act	0.75
06/21/18	Lynne B. Humphries	Receive and review updated letter Financing Agreement chart and provide instruction to auditor regarding same.	0.25
06/25/18	Tracie Brownlee	Update zone documents in accordance with Record's Management Act	0.25
06/27/18	Tracie Brownlee	Search District files, review document, and provide requested information; revise correspondence regarding Project Plan Amendment No. 4 and coordinate execution thereof	1.50
06/27/18	Lynne B. Humphries	Receive and review and exchange of emails from the City of Pearland, Texas regarding assistance with preparing for the City of Pearland, Texas Council meeting to approve the Project and Financing Plan Amendment No. 4; locate prior notices sent to all participants; draft new notices to Fort Bend County and Brazoria County and Alvin ISD regarding proposed Amendment no. 4 to the Plan; draft and send email with form of notices and instructions regarding same to City of Pearland, Texas	1.50
06/27/18	Beth King	Research, locate and forward requested document.	0.25

06/28/18	Kelsie Wade	Review, sort, and add documents into district records in accordance with Records Management Act and zone's records Records Management Policy.	0.25
06/29/18	Tracie Brownlee	Review mail and update District files in accordance with Records Management Act; review and update meeting file	0.25
07/02/18	Tracie Brownlee	Review District correspondence and take appropriate action; search District files, review document, and provide requested information	0.50
07/02/18	Lynne B. Humphries	Receive and review information and exchange of emails with Darrin Coker, the City of Pearland Attorney, regarding the amendment No. 4 to the Project Plan; Receive and review provisions of the Local Government Code	0.50
07/03/18	Tracie Brownlee	Review zone correspondence and proceed accordingly	0.25
07/03/18	SHARED FEES	Work on matters regarding major updates of construction contract forms for contracts under $25,000 and contracts over $75,000, including legislative changes, insurance updates, indemnification updates, substantial completion, and payment and performance bond requirements; prepare summary report for engineer	0.50
07/03/18	Lynne B. Humphries	Receive and review provisions of the Local Government Code related to requirement for a public hearing; exchange of emails with Darrin Coker, the City of Pearland Attorney; Receive and review the proposed draft ordinance for Plan Amendment No. 4 and made revisions tot he Ordinance and send to Darrin Coker, the City of Pearland Attorney, for review	1.00

Total Fees: 5,330.88

Expenses and Other Items

Expenses and Other Items posted through July 13, 2018, as follows:

06/12/18	TB	Postage	1.88
07/03/18	MUD	Outside legal services from Munsch Hardt regarding Construction Contracts Mudshare	41.94

Total Expenses and Other Items: 43.82

RATE SUMMARY

Professional	Title	Rate	Hours	Amount
Tracie Brownlee	Legal Assistant	170.00	7.50	1,275.00
SHARED FEES		466.77	0.50	233.38
Janelle N. Hedges	Records Manager	95.00	0.25	23.75
Lynne B. Humphries	Partner	355.00	10.50	3,727.50
Beth King	Records Clerk	95.00	0.25	23.75
Kelsie Wade	Records Clerk	95.00	0.50	47.50

Total Fees:	$	5,330.88
Total Expenses and Other Items:	$	43.82
Total Amount Due:	**$**	**5,374.70**

Allen Boone Humphries Robinson LLP

To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abhr.com

July 23, 2018

REINVESTMENT ZONE NO. 2, CITY OF PEARLAND, TEXAS

	Client/Matter:	PRZ002-01
	Statement Number:	96835
General	Billing Attorney:	Lynne B. Humphries

REMITTANCE PAGE

Fees for services posted through July 13, 2018		5,330.88
Expenses and Other Items posted through July 13, 2018		43.82
	Total Amount Due:	**$5,374.70**

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
PO Box 4346
Department 90
Houston, TX 77210-4346

Checks should be made payable to Allen Boone Humphries Robinson LLP
Please include the invoice number on your check
Total amount payable in U.S.dollars

marshdarcy
PARTNERS

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Invoice # : 2731
Date: 8/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Sue Darcy	Review and respond to various emails re: need for public hearing to adopt 4th Plan Amendment; research Chapter 311 for cite of requirement; review and comment on Plan Amendment summary memo per request from C. Pearson; review file for edits.	1.5	215.00	7/3/2018	322.50
Sue Darcy	Review and respond to request from Ft. Bend Co. Commissioner Morales re: TIRZ boundary and FM 521; research legal description re: same.	0.5	215.00	7/9/2018	107.50
Sue Darcy	Update Herb Fain on changes to dates for council action on Plan Amendment #4, per his request to be kept apprised.	0.25	215.00	7/10/2018	53.75
Sue Darcy	Conv/ Mark McGrath re: new accounting standards related to calculating interest for both TIRZ and DAP and various parties' reliance on same; discuss how best to proceed with regard to discussions w/ City staff.	0.5	215.00	7/12/2018	107.50
Sue Darcy	Review request from Clay Pearson re: status of TIRZ Plan Amendment #4, sizing and timing of next bond issue, repayment of developers, etc.; conv/ Alan Mueller re: response to same; review and monitor various emails re: same.	0.75	215.00	7/13/2018	161.25
Sue Darcy	Review and respond to Cynthia Pearson inquiry re: attendance at 7/23 council meeting; discuss same w/ Alan Mueller; respond to Cynthia re: confirm attendance.	0.5	215.00	7/20/2018	107.50

Thank you for your business.

Total Due

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

marshdarcy
PARTNERS

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Invoice # : 2731
Date: 8/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Sue Darcy	Prepare for and attend Council Meeting w/ Public Hearing re: Plan Amendment #4.	2	215.00	7/23/2018	430.00
Sue Darcy	Draft update to board chair Herb Fain re: public hearing and council action on plan amendment from 7/23 City Council meeting.	0.5	215.00	7/25/2018	107.50
Sue Darcy	Review email from Trent Epperson re: information request on financial status of the TIRZ and contributions from participants; relay instruction re: same to Alan Mueller; conv/ with Alan re: best variety of exhibits to respond to the request.	0.75	215.00	7/26/2018	161.25
Sue Darcy	Discuss with Alan Mueller issues related to developing schedule for bond issuance recommendation, TIRZ and DAP meetings, and responsibility for same; follow up w/ Cynthia Pearson re: same for meeting to discuss.	0.75	215.00	7/30/2018	161.25
Alan Mueller	Review draft city council agenda memo for TIRZ amendment; work on monthly invoice summary	0.5	195.00	7/3/2018	97.50
Alan Mueller	Compile and send invoices to committee for review	0.25	195.00	7/11/2018	48.75
Alan Mueller	Transmit committee approval of invoices to city for payment	0.25	195.00	7/13/2018	48.75
Alan Mueller	Pull info together in response to media request	0.5	195.00	7/25/2018	97.50
Alan Mueller	Pull info together in response to media request	0.75	195.00	7/26/2018	146.25
Alan Mueller	Update invoice tracking	0.25	195.00	7/27/2018	48.75

Thank you for your business.

Total Due

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

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PARTNERS

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Invoice # : 2731
Date: 8/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Jan Buehler	Respond to email from Director Tonini advising finished reviewing Annual Reports 2007-2017; removed from DropBox Folder.	0.25	95.00	7/3/2018	23.75
Jan Buehler	Review September meeting dates currently held 10th or 24th; Alan, Sue.	0.25	95.00	7/9/2018	23.75
Jan Buehler	Respond to request from Tracie Brownlee/ABHR: provide current board roster with contact information.	0.25	95.00	7/16/2018	23.75
Jan Buehler	Email to Maria Rodriguez re board roster position 1 update to vacant; request confirmation of Dec 2017 board chair appointment by Council.	0.25	95.00	7/25/2018	23.75
	Labor Subtotal				2,302.50
	Mileage: Sue Darcy - Attend public hearing and council mtg @ City Hall, 3519 Liberty Dr. Pearland		35.97	7/23/2018	35.97

Thank you for your business.

Total Due **$2,338.47**

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

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EXPENSE REPORT

Employee: Sue Darcy
Period Ending: 6/27/2018

Client: Pearland TIRZ 2
Project #: PLT2 0046

2018 IRS Mileage Rate =
$ 0.545
All mileage to and from MDP, unless noted

Please Attach Expense Record

DATE	ITEM	FOR	UNIT COST	UNITS	TOTAL COST
6/23/2018	mileage	Attend public hearing and council	$ 0.545	66	$35.97
		mtg @ City Hall, 3519 Liberty Dr.			$0.00
		Pearland			$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
				Expense Total:	$35.97

I hereby certify that to the best of my knowledge, information, belief the attached expenses are true and valid. Sue Darcy
Signature

8955 Katy Freeway, Suite 215 . Houston Texas 77024 .
(713) 647-9880 . (713) 647-6448 Fax . www.marshdarcypartners.com

ABHR

ALLEN BOONE HUMPHRIES ROBINSON LLP

Taxpayer ID 74-3091731

September 07, 2018

REINVESTMENT ZONE NO. 2, CITY OF PEARLAND, TEXAS

Ms. Jan Buehler
Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, TX 77024

Client/Matter:	PRZ002-01
Statement Number:	97795
Billing Attorney:	Lynne B. Humphries

General

Professional Fees

Fees for services posted through August 17, 2018, as follows:

Date	Professional		Hours
07/10/18	Lynne B. Humphries	Continued conversations with District's engineer and Fort Bend County engineer and Commissioner to answer questions about TIRZ and upcoming plan budget amendment and their upcoming request for a Letter Financing Agreement for FM521 improvement costs	0.50
07/12/18	Lynne B. Humphries	Calls and discussion regarding Fort Bend County request to include in the TIRZ No. 2 project costs some of the cost to expand FM 521	0.75
07/15/18	Lynne B. Humphries	Follow up with Zone Engineer regarding Fort Bend County request for funding of FM 521	0.25
07/16/18	Lynne B. Humphries	Discussions regarding request from Fort Bend County regarding assistance from the Tax Increment Reinvestment Zone on FM 521 costs	0.25
07/17/18	Lynne B. Humphries	Review summary of activity from last month and instruction to legal assistant regarding additional action to be taken	0.25
		Total Fees:	710.00

RATE SUMMARY

Professional	Title	Rate	Hours	Amount
Lynne B. Humphries	Partner	355.00	2.00	710.00

Total Fees:	$	710.00
Total Expenses and Other Items:	$	0.00

Total Amount Due: $ 710.00

Allen Boone Humphries Robinson LLP

To contact the ABHR Billing Department, please call 713-860-6400 or email at billing@abhr.com

September 07, 2018

REINVESTMENT ZONE NO. 2, CITY OF PEARLAND, TEXAS

	Client/Matter:	PRZ002-01
	Statement Number:	97795
General	Billing Attorney:	Lynne B. Humphries

REMITTANCE PAGE

Fees for services posted through August 17, 2018		710.00
Expenses and Other Items posted through August 17, 2018		0.00
	Total Amount Due:	**$710.00**

Please return this page with your payment to the remittance address below:

Allen Boone Humphries Robinson LLP
PO Box 4346
Department 90
Houston, TX 77210-4346

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Please include the invoice number on your check
Total amount payable in U.S.dollars

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PARTNERS

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Invoice # : 2742
Date: 9/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Sue Darcy	Review and discuss w/ Alan Mueller email from Clay Pearson re: preliminary values vs. final values spreadsheet ; follow up w/ Cynthia Pearson re: mtg to discuss schedule for meetings re: TIRZ and DAP	0.5	215.00	8/1/2018	107.50
Sue Darcy	Research file for prior TIRZ meeting schedule and consultants responsibilities for use in meeting with Cynthia Pearson; relay same to Alan Mueller for review and comment.	0.5	215.00	8/7/2018	107.50
Sue Darcy	Follow up w/ Cynthia Pearson re: attendance at 2nd reading council mtg; check with Alan Mueller on PLT2 reschedule dates for mtg on TIRZ schedule of meetings; follow up with Cynthia Pearson on options.	0.5	215.00	8/13/2018	107.50
Sue Darcy	Review and discuss w/ Jan Buehler request from Gary Cook re: confirmation of next TIRZ/DAP meeting date; update Alan Mueller re: same; followup w/ Jan and Alan re: draft agenda items.	0.5	215.00	8/28/2018	107.50
Sue Darcy	Follow up w/ confirmation of meeting w/ C. Pearson and R. Daugherty; prepare materials for discussion at meeting.	0.5	215.00	8/30/2018	107.50
Sue Darcy	Prepare for, attend, and debrief from meeting w/ C. Pearson, R. Daugherty, and Alan Mueller to discuss various issues related to upcoming meeting and scheduling same.	2	215.00	8/31/2018	430.00

Thank you for your business.

Total Due

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

marshdarcy
PARTNERS

Invoice

Marsh Darcy Partners, Inc.
8955 Katy Freeway, Suite 215
Houston, Texas 77024

Invoice # : 2742
Date: 9/1/2018

Bill To:

City of Pearland
Tax Increment Reinvestment Zone 2
3519 Liberty Dr.
Pearland, TX 77581

Terms: Due on receipt

Item	Description	#	Rate	Date	Amount
Alan Mueller	Compile and send invoices to committee for review; edit meeting responsibilities chart; work on draft agenda	0.75	195.00	8/6/2018	146.25
Alan Mueller	Compile invoices and committee approvals and forward to city for payment	0.25	195.00	8/17/2018	48.75
Alan Mueller	Meeting with Cynthia Pearson and Sue Darcy	1.5	195.00	8/31/2018	292.50
Jan Buehler	Respond to call from Gary Cook re meeting date; email to Alan, Sue re same. Follow up with Gary per Sue response re 8/31 meeting with City, likely not 9/10 meeting; hold 24th 4pm	0.25	95.00	8/27/2018	23.75
	Labor Subtotal				1,478.75
	Mileage: Sue Darcy-Mtg w/ C. Pearson & R. Daugherty 2202 E. Broadway, Pearland, TX		35.97	8/31/2018	35.97

Thank you for your business.

Total Due **$1,514.72**

Phone #	Fax:	Web Site
(713) 647-9880	(713) 647-6448	www.marshdarcypartners.com

marshdarcy
PARTNERS

EXPENSE REPORT

Employee: Sue Darcy
Period Ending: 8/31/2018

Client: Pearland TIRZ 2
Project #: PLT2 0046

Please Attach Expense Record

$ 0.545
All mileage to and from MDP unless noted

DATE	ITEM	FOR	UNIT COST	UNITS	TOTAL COST
8/31/2018	mileage	Mtg. w/ C. Pearson & R. Daugherty	$ 0.545	66	$35.97
		2202 E. Broadway, Pearland, TX			$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
					$0.00
				Expense Total:	**$35.97**

I hereby certify that to the best of my knowledge, information, belief the attached expenses are true and valid. Sue Darcy
Signature

8955 Katy Freeway, Suite 215 . Houston Texas 77024 .
(713) 647-9880 . (713) 647-6448 Fax . www.marshdarcypartners.com

AGENDA ITEM NO. 5

ORDINANCE NO. 1562

An Ordinance of the City Council of the City of Pearland, Texas, amending the Project Plan and Reinvestment Zone Financing Plan for Reinvestment Zone Number Two (Amendment No. 4), City of Pearland, Texas to facilitate the construction of City facilities and infrastructure improvements ("Improvements"); authorizing the City Secretary to distribute such plans; containing findings and provisions related to the foregoing subjects; and providing for severability.

WHEREAS, the City of Pearland, Texas (the "City"), pursuant to the provisions of Chapter 311, Texas Tax Code, created Reinvestment Zone Number Two, City of Pearland, Texas (the "Zone"), for the purposes of redevelopment of the area of the City within the Zone; and

WHEREAS, the proposed Improvements in the Zone will significantly enhance the value of all taxable real property in the Zone and will be of general benefit to the City and the residents of Shadow Creek Ranch; and

WHEREAS, the Project Plan and Reinvestment Zone Financing Plan adopted in connection with the creation of the Zone (the "Plan") should be amended to increase construction costs of certain Improvements, and the Board of Directors of the Zone have unanimously recommended that the City Council approve Amendment No. 4.

WHEREAS, a public hearing on the amendment to the Plan has been scheduled and will take place in conformance with the provisions of Sections 311.011(e) and 311.003(c) and (d) of the Texas Tax Code, and the City previously provided notice to all participants in the Zone.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF PEARLAND, TEXAS THAT:

Section 1. The facts and recitations contained in the preamble of this Ordinance are hereby found and declared to be true and correct and are adopted as part of this Ordinance for all purposes.

Section 2. The Plan is hereby amended as provided in **Exhibit "A"** attached hereto to accommodate the additional cost included in the Plan Budget for the construction of Improvements in the Zone. The Plans as amended (the "Amended Plans") are hereby determined to be feasible and is approved. The appropriate officials of the City are authorized to take all steps reasonably necessary to implement the Amended Plans.

Section 3. The City Secretary is directed to provide copies of the Amended Plans to each taxing unit currently participating in the Zone.

Section 4. If any provision, section, subsection, sentence, clause or phrase of this Ordinance, or the application of same to any person or set of circumstances is for any reason be held to be unconstitutional, void or invalid, the validity of the remaining provisions of this Ordinance shall not be affected thereby, it being the intent of the City Council in adopting this Ordinance that no portion hereof or provision or regulation contained herein shall become inoperative or fail by reason of any unconstitutionally, voidness or invalidity of any other portion hereof, and all provisions of this Ordinance are declared to be severable for that purpose.

ORDINANCE NO. 1562

Section 5. The City Council officially finds, determines, recites and declares that a sufficient written notice of the date, hour, place and subject of this meeting of the City Council was posted at a place convenient to the public at the City Hall for the time required by law preceding this meeting, as required by the Open Meetings Law, TEX. GOV'T CODE ANN., Ch. 551; and that this meeting was open to the public as required by law at all times during which this Ordinance and the subject matter thereof was discussed, considered and acted upon. The City Council further ratifies, approves and confirms such written notice and the contents and posting thereof.

PASSED AND APPROVED ON FIRST READING this the 23rd day of July, A. D., 2018.

CITY OF PEARLAND, TEXAS

Tom Reid
Mayor

ATTEST:

Young Lorfing, TRMC
City Secretary

PASSED AND APPROVED ON SECOND AND FINAL READING this the 13th day of August, A. D., 2018.

CITY OF PEARLAND, TEXAS

Tom Reid
Mayor

ATTEST:

Young Lorfing, TRMC
City Secretary

APPROVED AS TO FORM:

ORDINANCE NO. 1562

Darrin M. Coker
City Attorney

EXHIBIT A

REINVESTMENT ZONE NUMBER TWO
CITY OF PEARLAND, TEXAS

4th AMENDMENT TO PROJECT PLAN AND REINVESTMENT ZONE FINANCING PLAN

SHADOW
CREEK
RANCH

CITY COUNCIL

2018 Council Members

Mayor	Hon. Tom Reid
Mayor Pro-Tem	Hon. Derrick Reed
Council Member	Hon. Tony Carbone
	Hon. Gary Moore
	Hon. TBD
	Hon. J. David Little
	Hon. Trent Perez
	Hon. Woody Owens
City Manager	Clay Pearson

BOARD OF DIRECTORS

2008 Board Members

Position 1	Vacant State Senator Designee
Position 2	Thomas King State Representative Designee
Position 3	Herb Fain, Jr., Chair City of Pearland Designee
Position 4	Gary Cook, Vice Chair City of Pearland Designee
Position 5	Kenneth R. Phillips City of Pearland Designee
Position 6	Jo Knight City of Pearland / Alvin Independent School District Designee
Position 7	Geoff Tonini Alvin Independent School District Designee
Position 8	Ali Hasanali Fort Bend County Designee
Position 9	Larry Loessin Brazoria County Designee

4th AMENDMENT TO THE PROJECT PLAN AND REINVESTMENT ZONE FINANCING PLAN FOR REINVESTMENT ZONE NUMBER TWO, CITY OF PEARLAND, TEXAS (SHADOW CREEK RANCH)

I. OVERVIEW

This 4th Amendment to Tax Increment Reinvestment Zone Number Two, City of Pearland, Texas (the "Zone" or "Shadow Creek Ranch TIRZ") Project Plan and Reinvestment Zone Financing Plan (the "Plan") is necessary to facilitate the construction of public safety, parks and recreation, landscaping, and transportation improvements to serve the residents of within Shadow Creek Ranch and the City of Pearland.

II. 4th Plan Amendment

This amendment increases the permitted budget amounts for various categories of improvements that are already in the approved project budget. No additional project categories are added. These budget increases are necessary to meet the level of service expected from current residents that could not be anticipated at the time of the original Zone creation. Additionally, the currently projected increment for the remaining life of the Zone is exceeding original expectations such that sufficient increment is projected to be available to fund the level of improvements needed to match resident expectations.

Improvements to be funded by this Amendment include fire station, library, park and trail improvements including land costs, roadway landscaping and monumentation, and sidewalks.

When adopted, this 4th Plan Amendment will not amend any portion of the Project Plan and Reinvestment Zone Financing Plan except as described below. With the recommendation for approval of this 4th Plan Amendment by the Board of Directors of the Zone and approval by the City Council of Pearland, the following sections of the Reinvestment Zone Project Plan and Reinvestment Zone Financing Plan shall be amended as follows:

Project Plan

No Changes

Reinvestment Zone Financing Plan

A. Estimated Project Cost Description (311.011(c)(1)
Section 1. Infrastructure Improvements. Exhibit E in the Financing Plan is amended as described in the amended Exhibit E attached hereto with total estimated additional Project Costs for infrastructure improvements of $28,192,621.

A. Estimated Project Cost Description (311.011(c)(1)
Section 4. City Facilities. Police and fire facilities, the City public library and City annex in the Zone are considered Project Costs. Estimated Project Costs for the City facilities is $24,131,614.

D. Estimate of Bonded Indebtedness 311.011(c)(4)

The estimated amount of bonded indebtedness will be increased by an amount sufficient to fund and/or reimburse the estimated $51,432,971 million increase in the project budget, subject to the cost adjustment according to the *Engineering News Record* Index over the life of the Zone.

AMENDED EXHIBIT E
TIRZ BUDGET

Exhibit E
Reivestment Zone No. 2, City of Pearland, TX
Budget

Jan. 1999 ENR Index = 6000
Jan. 2006 ENR Index = 7600
Jan. 2018 ENR Index = 10878

Item	TIRZ Budget as approved (1) (08/23/99)	1st Plan Amendment (2) (03/27/06)	2nd Plan Amendment (2) (10/23/06)	3rd Plan Amendment (2) (10/23/06)	4th Plan Amendment (06/18/18)
Infrastructure					
Streets					
Pavement	12,610,050	1,634,000			
Sidewalls	1,859,400				
Landscapring and Irrigation	9,675,350				
Entry Monuments	735,320				
Lighting		125,900			
Broadway Widening and Signalization			2,831,789		
Business Center Drive Paving			852,722		
Memorial Hermann Drive Paving			383,107		
Water System	3,026,863	363,000			
Wastewater System	6,940,964	1,029,000			
Storm Water Sysem	10,195,776	1,649,000			
Lakes and Channels					
Improvements	29,121,915	5,625,600			
Land Cost	4,597,889	6,675,000			
Detention and Drainage					
Land Cost			2,850,000		
Beautificaiton/Deepening/Pond Creation			200,000		
Site Drainage Facilities			1,842,000		
Park and Recreation					
Improvements	5,155,524	5,573,025			
Land Cost	2,383,545				
Landscaping					
Business Center Drive			157,500		
Memorial Hemann Drive			67,500		
Overhead Utilities Placed Underground			1,200,000		
Pipeling Relocation			700,000		
Major Improvements					
Water Plants					
Land Cost	20,000				
WWTP	940,000				
Lift Station	300,000				
Traffic Signals	600,000	550,000			
McHard Road Reimbrusables					
Miscelaneous	150,000				
Signal	100,000				
SH 288 Access Road	1,000,000				
FM 518 Improvemens		6,485,600			
Broadway /FM 518 Improvements				7,100,000	
Contingencies and Engineering					
Contingencies (10%)	8,181,116	1,733,620			
Engineering (15%)	11,274,211	2,860,473	490,000	900,000	
Master Drainage Plan Costs		70,000			
Enviornmental Study Costs		100,000			
Shadow Creek Ranch Park Phase II					9,720,000
Shadow Creek Trail - SCR Park Trail to Kirby and SCR Trail System					767,760
Shadow Creek Trail Phase II - Along Clear Creek Relief Ditch & Library Trail					1,470,000
Shadow Creek Parkway Landscaping, Street Lighting & Sidewalks					7,140,000
Intersection Improvements (BCD/SCP, BCD/Broadway, etc)					7,957,160
Sidewalk Extensions					1,137,701
Subtotal	108,267,923	34,474,218	11,574,618	8,000,000	28,192,621

(1) The original TIRZ Budget as approved in 1999 dollars has not been adjusted for inflation.

(2) The amended Budgets as approved in 2006 are shown in 2006 dollars and have not been adjusted for inflation.

Item	TIRZ Budget as approved (1) (08/23/99)	1st Plan Amendment (2) (03/27/06)	2nd Plan Amendment (2) (10/23/06)	3rd Plan Amendment (2) (10/23/06)	4th Plan Amendment (06/18/18)
Zone Administration/Creation					
TIRZ Administration (1-3 Years)	466,000				
Reimbursable TIRZ Creation Costs	900,000				
Annexation Costs		250,000			
Plan Amendment Costs			175,000		
Subtotal	1,366,000	250,000	175,000		
Infrastructure Total	109,633,923	34,724,218	11,749,618	8,000,000	28,192,621
City Facilities					
Library					
Improvements	2,395,000				14,253,174
Land Costs	105,000				
Fire/Police Station					
Improvements	2,255,000				9,878,439
Land Costs	245,000				
Subtotal	5,000,000	0	0	0	24,131,614
Educational Facilities					
AISD Elementary School	41,600,000				
AISD Jr. High School	21,450,000				
AISD Fresh/Soph Campus	34,050,000				
FBISD Elementary School	11,000,000				
FBISD Middle School	26,000,000				
Subtotal	134,100,000	0	0	0	0
City Facilities Total	248,733,923	34,724,218	11,749,618	8,000,000	52,324,235

(1) The original TIRZ Budget as approved in 1999 dollars has not been adjusted for inflation.

(2) The amended budgets as approved in 2006 are shown in 2006 dollars and have not been adjusted for inflation.

AGENDA ITEM NO. 6

Development Authority of Pearland

Overview and Schedule of Events for:

$6,040,000* Tax Increment Contract Revenue Bonds, Series 2018

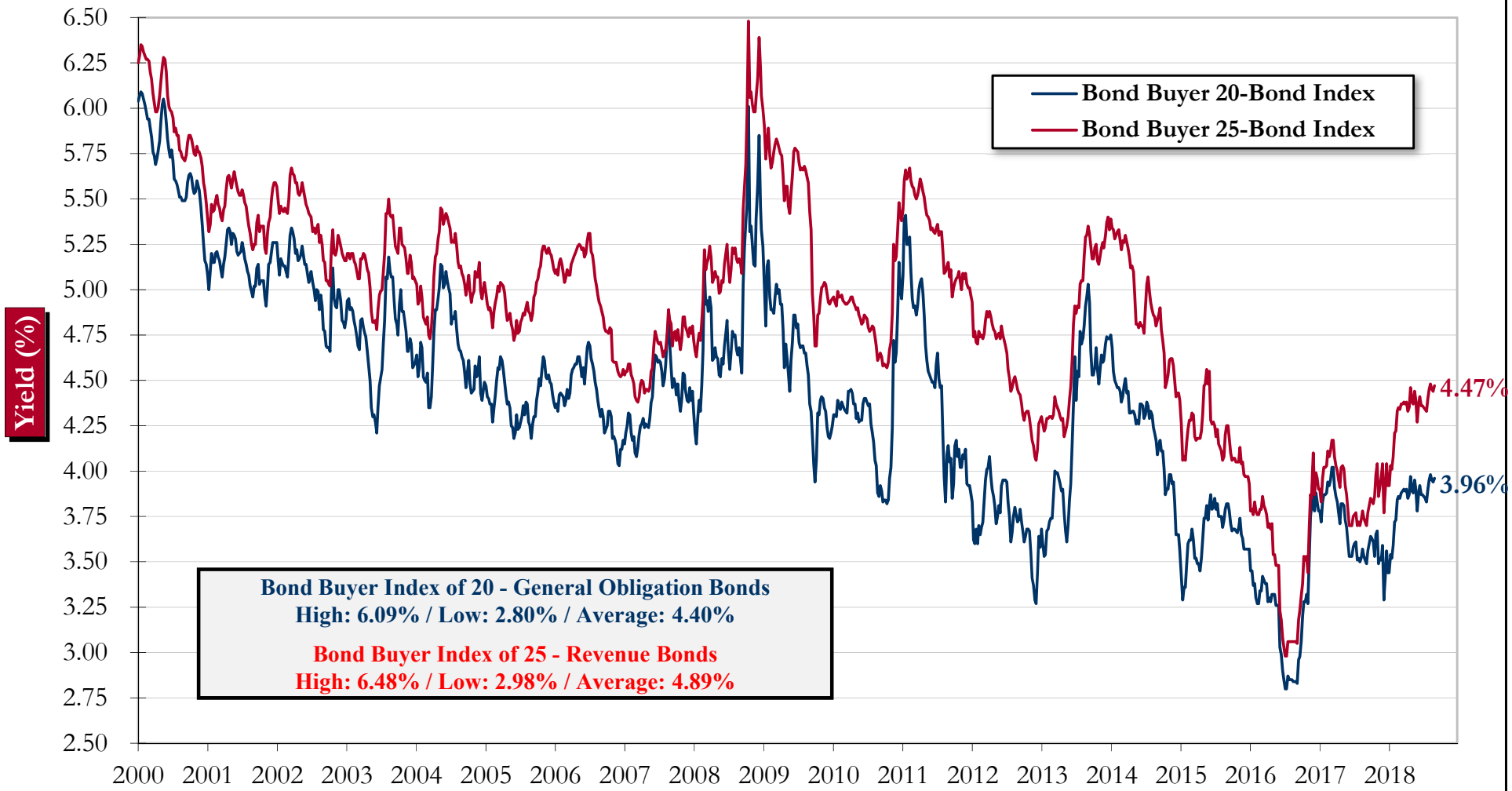
October 1, 2018

* Preliminary, subject to change.

Securities, insurance and advisory services offered through BOK Financial Securities, Inc., member FINRA/SIPC and a subsidiary of BOK Financial Corporation. Services may be offered under our trade name, BOK Financial Advisors.
NOT FDIC INSURED | NO BANK GUARANTEE | MAY LOSE VALUE

Current Market Review

The Bond Buyer Index
January 1, 2000 To The Present



The BBI 20 is published every Thursday. The rate consists of general obligation bonds maturing in 20 years with an average rating equivalent to Moody's "Aa2" and S&P's "AA."
The BBI 25 is also published every Thursday. The rate consists of revenue bonds maturing in 30 years with an average rating equivalent to Moody's "A1" and S&P's "A+".

Estimated Sources and Uses of Funds

Private Placement (Market Indication)

Development Authority of Pearland

$6,040,000* Tax Increment Contract Revenue Bonds, Series 2018

Principal Amount of the Bonds:		$6,040,000	*
Less: Expenses:		(170,000)	
Co-Bond Counsel (*Andrews Kurth LLP*)	$50,000		
Co-Bond Counsel (*ABHR LLP*)	50,000		
Financial Advisor (*BOK Financial Securities, Inc.*)	50,000		
Attorney General Fee	6,040		
Trustee Fees and Expenses (*Regions Bank*)	5,000		
Bank Counsel	3,500		
MAC Assessment Fee	1,004		
Miscellaneous	4,456		
Total Proceeds (Developer Reimbursement):		**$5,870,000**	*
"All Cost" True Interest Rate (a):		**3.275%**	*
Average Life:		6.266 Years	*

Sale Date: October 22, 2018
Delivery Date: November 20, 2018

* Preliminary, subject to change.
(a) Includes transaction costs.

Estimated Debt Service Requirements

Private Placement (Market Indication)

Fiscal Year Ending (9/30)	Current Total Debt Service	Plus: The Series 2018 Bonds			Total Debt Service
		Principal	Interest (a)	Total	
2018	$9,283,008				$9,283,008
2019	9,618,858	$420,000	$129,650	$549,650	10,168,508
2020	9,002,991	495,000	154,550	649,550	9,652,541
2021	9,002,481	510,000	140,938	650,938	9,653,419
2022	9,001,870	525,000	126,913	651,913	9,653,782
2023	9,003,444	535,000	112,475	647,475	9,650,919
2024	9,001,510	555,000	97,763	652,763	9,654,273
2025	9,003,732	565,000	82,500	647,500	9,651,232
2026	8,999,828	585,000	66,963	651,963	9,651,790
2027	8,999,776	600,000	50,875	650,875	9,650,651
2028	9,003,278	615,000	34,375	649,375	9,652,653
2029	9,000,025	635,000	17,463	652,463	9,652,487
Totals	**$108,920,798**	**$6,040,000**	**$1,014,463**	**$7,054,463**	**$115,975,261**

* Interest estimated at 2.75% based on an indication rate as of August 27, 2018. Generates $5,870,000 in Developer Reimbursements. For illustrative purposes only.

Bond Issue Parameters and Coverage Requirements

For Fiscal Year 2019 - Based on Certified Appraised Values as of January 1, 2018
For Years 2020 – 2029 – Based on Estimated Appraised Values as of July 1 , 2018

	City of Pearland			Brazoria County			Fort Bend County							
	Estimated Value:		$2,840,489,991	Estimated Value:		$2,273,416,854	Estimated Value:		$567,073,137					
	1998 Base Year Value:		(7,172,980)	1998 Base Year Value:		(4,143,160)	1998 Base Year Value:		(3,029,820)					
Year	Est. Captured Value:		$2,833,317,011	Est. Captured Value:		$2,269,273,694	Est. Captured Value:		$564,043,317					
Ending 9/30	Participation	Tax Rate	Collections	Participation	Tax Rate	Collections	Participation	Tax Rate	Collections	Total Collections	Coverage 125%	DAP Current Debt	Plus: $6,040,000 Srs 2018(a)	Total Debt Requirements
2018	36%	0.255000	$6,668,120	38%	0.135900	$2,659,802		0.468075	$2,281,394	$11,609,317	$9,287,454	9,283,008		9,283,008
2019	36%	0.255000	7,098,110	38%	0.135900	3,031,759	2019-2028	0.312050	2,587,040	12,716,909	10,173,527	9,618,858	$551,754	10,170,612
2020	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,002,991	649,550	9,652,541
2021	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,002,481	650,938	9,653,419
2022	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,001,870	651,913	9,653,782
2023	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,003,444	647,475	9,650,919
2024	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,001,510	652,763	9,654,273
2025	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,003,732	647,500	9,651,232
2026	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	8,999,828	651,963	9,651,790
2027	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	8,999,776	650,875	9,650,651
2028	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,003,278	649,375	9,652,653
2029	36%	0.255000	7,224,958	38%	0.135900	3,083,943		0.312050	1,760,097	12,068,998	9,655,199	9,000,025	652,463	9,652,487
											Total:	$108,920,798	$7,056,567	$115,977,365

(a) Interest rate estimated at 2.75% for illustrative purposes only. Generates $5,870,000 in Developer Reimbursements.

Appraised value estimates provided by Assessments of the Southwest.

Tentative Schedule of Events

September - 2018						
S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29

October - 2018						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

November - 2018						
S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

$6,040,000*
Tax Increment Contract Revenue Bonds, Series 2018

Date	Action	Role
Tuesday, September 25th	Prepare Private Placement Bid Form / Term Sheet	BOKF, ABHR, OHS, DAP
Monday, October 1st	DAP Meeting to Review Schedule of Events	BOKF, ABHR, OHS, DAP
Tuesday, October 2nd	Distribute Private Placement Bid Form / Term Sheet	BOKF, DAP
Friday, October 19th	Private Placement Bids Due	BOKF
Monday, October 22nd	DAP Meeting to Approve Sale City Council Meeting to Approve Sale	BOKF, ABHR, OHS, DAP
Tuesday, November 20th	Bond Closing	BOKF, ABHR, OHS, DAP

PARTICIPANTS

DAP – Development Authority of Pearland
BOKF – BOK Financial Securities, Inc.
ABHR – Allen Boone Humphries Robinson LLP
OHS – Orrick, Herrington & Sutcliffe LLP

* Preliminary, subject to change.

AGENDA ITEM NO. 7

Balance Sheet

Through 08/31/18
Detail Listing
Include Rollup Account/Rollup to Base Account

Account	Account Description	Current YTD Balance	Prior Year Total Actual	Net Change	Change %
Fund Category	**Other**				
Fund Type					
Fund	**920 - Development Authority**				
ASSETS					
1000	**Cash**				
1000.030	Cash DAP Wells Fargo	5,478,862.33	6,995,138.61	(1,516,276.28)	(21.68)
1000.060	Cash DAP Regions Bank Debt Service	9,250,634.73	1,155,173.50	8,095,461.23	700.80
	1000 - Cash Totals	$14,729,497.06	$8,150,312.11	$6,579,184.95	80.72%
1200	**Receivables**				
1200.060	Receivables TIRZ	.00	1,938,413.25	(1,938,413.25)	(100.00)
	1200 - Receivables Totals	$0.00	$1,938,413.25	($1,938,413.25)	(100.00%)
	ASSETS TOTALS	$14,729,497.06	$10,088,725.36	$4,640,771.70	46.00%
FUND EQUITY					
2950	Fund Balance - Unassigned	10,088,725.36	10,088,725.36	.00	.00
	FUND EQUITY TOTALS Prior to Current Year Changes	$10,088,725.36	$10,088,725.36	$0.00	0.00%
	Prior Year Fund Equity Adjustment	.00			
	Fund Revenues	(22,318,022.92)			
	Fund Expenses	17,677,251.22			
	FUND EQUITY TOTALS	$14,729,497.06	$10,088,725.36	$4,640,771.70	46.00%
	LIABILITIES AND FUND EQUITY TOTALS	$14,729,497.06	$10,088,725.36	$4,640,771.70	46.00%
	Fund **920 - Development Authority** Totals	$0.00	$0.00	$0.00	+++
	Fund Type Totals	$0.00	$0.00	$0.00	+++
	Fund Category **Other** Totals	$0.00	$0.00	$0.00	+++
	Grand Totals	$0.00	$0.00	$0.00	+++

Cash Analysis for Reimbursement

Cash and Cash Equivalents (Wells Fargo)	5,478,862.33
Plus Wire from Regions (received in August 2018)	
Total Monies Available	5,478,862.33
Less:	
DS Reserve	1,000,000.00
Operating Costs	10,000.00
Total Funds to be Held	1,010,000.00
Monies Available for Cash Reimbursement	4,468,862.33
Plus Estimated TEA Supplemental Payment	1,938,000.00
Total Estimated Cash available for Developer Reimbursement	6,406,862.33

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