

City of Houston, Texas, Ordinance No. 2018 - 724

**AN ORDINANCE RELATING TO THE FISCAL AFFAIRS OF THE EAST DOWNTOWN REDEVELOPMENT AUTHORITY ON BEHALF OF REINVESTMENT ZONE NUMBER FIFTEEN, CITY OF HOUSTON, TEXAS (EAST DOWNTOWN ZONE); APPROVING THE FISCAL YEAR 2019 OPERATING BUDGET FOR THE AUTHORITY AND THE FISCAL YEARS 2019-2023 CAPITAL IMPROVEMENT PROJECTS BUDGET FOR THE ZONE; CONTAINING FINDINGS AND OTHER PROVISIONS RELATED TO THE FOREGOING SUBJECT; AND DECLARING AN EMERGENCY.**

\* \* \* \* \*

**WHEREAS**, the East Downtown Redevelopment Authority (the "Authority"), a local government corporation acting on behalf of the City in connection with Reinvestment Zone Number Fifteen, City of Houston, Texas (the "Zone"), has submitted an Operating Budget for Fiscal Year 2019 (the "Operating Budget") and a five-year Capital Improvement Projects Budget for Fiscal Years 2019-2023 (the "CIP Budget" and, collectively with the Operating Budget, the "Budgets") to the City Council for approval pursuant to the interlocal "Tri-Party" agreement among the City, the Authority, and the Zone approved by Ordinance No. 2000-663; and

**WHEREAS**, the Budgets are based on the following assumptions:

1. The timely implementation of capital improvement projects in the Budgets may require the Authority to incur debt; and
2. The City's Chief Development Officer will assist the Authority in identifying a cost-efficient method to finance the costs of the capital improvement projects; and

**WHEREAS**, the City Council desires to approve the Budgets; **NOW, THEREFORE,**

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

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

**Section 2.** That the City Council takes cognizance of the fact that in order to implement the Project Plan and Reinvestment Zone Financing Plan for the Zone, and to make adjustments occasioned by events transpiring during the year, the Authority, upon the approval of the City's Chief Development Officer, may transfer funds from one Line Item of Project Costs shown on

**Exhibit A** to another. Unless approved by the City Council, the Authority may transfer funds only (1) as needed for Debt Service; and (2) from one Line Item of Project Costs to another, provided that the aggregate of such transfers does not exceed \$400,000 during Fiscal Year 2019. Subject to the foregoing, the Operating Budget attached hereto as **Exhibit A** is hereby approved for the Authority.

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

**Section 4.** That not later than March 31, 2019, the Zone and the Authority shall, in cooperation with City representatives (1) identify surplus funds in the Authority's Fiscal Year 2019 Operating Budget based on the difference between Zone revenues and the Fiscal Year 2019 Operating Budget for the Authority approved by the City; and (2) make available any surplus Zone funds, through appropriate agreement, for projects identified by the City that are eligible for tax increment funding, such as affordable housing, areas of public assembly, incremental costs of municipal services attributable to development and redevelopment in the Zone, and capital projects that benefit the City and the Zone. The agreement may provide for the payment of surplus funds into one or more accounts established by the City or may provide for direct payment by the Authority for the purpose. The Zone and the Authority shall consider amendments to the Project Plan and Reinvestment Zone Financing Plan for the Zone that may be necessary to accomplish this purpose, and shall expedite any such amendments.

**Section 5.** That the City's Chief Development Officer is directed to assist the Authority in identifying a cost-efficient method of financing public infrastructure consistent with financing principles used by the City.

**Section 6.** That approval of this Budget is contingent upon receipt by the Chief Development Officer of a document signed by the Administrator of the Authority and/or Zone disclosing the name of each owner or developer of property within the Zone from which the

Administrator has received compensation during the last five calendar years, and the amount of compensation by owner by year. Compensation may be expressed by category as follows:

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

**Section 7.** That there exists a public emergency requiring that this Ordinance be passed finally on the date of its introduction as requested in writing by the Mayor; therefore, this Ordinance shall be passed finally on such date and shall take effect immediately upon its passage and approval by the Mayor; however, in the event that the Mayor fails to sign this Ordinance within five days after its passage and adoption, it shall take effect in accordance with Article VI, Section 6, Houston City Charter.

**PASSED AND ADOPTED** this 12<sup>th</sup> day of September, 2018.

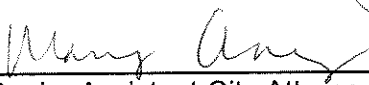
**APPROVED** this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Mayor of the City of Houston

Pursuant to Article VI, Section 6, Houston City Charter, the effective date of the foregoing Ordinance is ~~SEP 18 2018~~

  
\_\_\_\_\_  
City Secretary

Prepared by Legal Department  
 MC:mc August 28, 2018)  
 Requested by Andrew F. Icken, Chief Development Officer, Office of the Mayor

  
 Senior Assistant City Attorney

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L.D. File No. 0421400123005

AYE	NO	
✓		<b>MAYOR TURNER</b>
....	....	<b>COUNCIL MEMBERS</b>
✓		STARDIG
✓		DAVIS
✓		COHEN
✓		BOYKINS
✓		MARTIN
✓		LE
✓		TRAVIS
✓		CISNEROS
✓		GALLEGOS
✓		LASTER
✓		CASTEX-TATUM
✓		KNOX
✓		ROBINSON
✓		KUBOSH
✓		EDWARDS
✓		CHRISTIE
CAPTION	ADOPTED	

**EXHIBIT "A"**

**Fiscal Year 2019 Operating Budget for the  
East Downtown Redevelopment Authority**

CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2019 BUDGET PROFILE

Fund Summary  
 Fund Name: East Downtown Redevelopment Authority  
 TIRZ: 15  
 Fund Number: 7563/50

P R O F I L E	Base Year:		1999
	Base Year Taxable Value:	\$	121,026,714
	Projected Taxable Value (TY2018):	\$	586,453,366
	Current Taxable Value (TY2017):	\$	563,897,467
	Acres:		387.01
	Administrator (Contact):		Ralph De Leon
	Contact Number:		(832) 978-5910

N A R R A T I V E	<b>Zone Purpose:</b>
	Tax Increment Reinvestment Zone Number Fifteen, City of Houston, Texas was created to facilitate the development of public infrastructure improvements, parking facilities, and assist with the revitalization of old Chinatown from an abandoned and deteriorated neighborhood into a mixed-use district that includes retail, commercial, residential and entertainment development land uses.

P R O J E C T  P L A N		Total Plan	Cumulative Expenses (to 6/30/17)	Variance
	Capital Projects:			
Public Utilities	\$	19,553,850	\$ 670,480	\$ 18,883,370
Roadway and Sidewalk Improvements		36,119,750	6,517,968	29,601,782
Cultural and Public Facilities		36,000,000	26,251,520	9,748,480
Parks and Recreational Facilities		5,000,000	100,000	4,900,000
Environmental Remediation		1,000,000	-	1,000,000
		-	-	-
		-	-	-
		-	-	-
<b>Total Capital Projects</b>	\$	97,673,600	\$ 33,539,968	\$ 64,133,632
Homeless/Affordable Housing		8,000,000	722,598	7,277,402
School & Education/Cultural Facilities		13,201,622	4,593,668	8,607,954
Financing Costs		30,822,727	2,272,496	28,550,231
Administration Costs/ Professional Services		3,090,000	3,464,190	(374,190)
Creation Costs		-	-	-
<b>Total Project Plan</b>	\$	152,787,949	\$ 44,592,920	\$ 108,195,029

D E B T	Additional Financial Data	FY2018 Budget	FY2018 Estimate	FY2019 Budget
	Debt Service	\$	1,921,699	\$ 1,929,596
Principal	\$	1,410,000	\$ 1,375,000	\$ 1,410,000
Interest	\$	511,699	\$ 554,596	\$ 511,699
		<b>Balance</b>	<b>Projected Balance</b>	<b>Projected Balance</b>
		<b>as of 6/30/17</b>	<b>as of 6/30/18</b>	<b>as of 6/30/19</b>
Year End Outstanding (Principal)				
Bond Debt	\$	-	\$ -	\$ -
Bank Loan	\$	-	\$ -	\$ -
Line of Credit	\$	-	\$ -	\$ -
Developer Agreement	\$	-	\$ -	\$ -
Other	\$	-	\$ -	\$ -

CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2019 BUDGET DETAIL

Fund Summary  
 Fund Name: East Downtown Redevelopment Authority  
 TIRZ: 15  
 Fund Number: 7563/50

TIRZ Budget Line Items	FY2018 Budget	FY2018 Estimate	FY2019 Budget
<b>RESOURCES</b>			
RESTRICTED Funds - Capital Projects	\$ 6,620,353	\$ 7,065,107	\$ 7,796,957
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ 2,005,342	\$ 1,958,959	\$ 1,958,959
<b>Beginning Balance</b>	<b>\$ 8,625,695</b>	<b>\$ 9,024,066</b>	<b>\$ 9,755,916</b>
City tax revenue	\$ 2,566,138	\$ 2,464,392	\$ 2,647,805
County tax revenue	\$ 979,424	\$ 1,494,365	\$ 1,567,434
ISD tax revenue	\$ 1,493,522	\$ 1,552,405	\$ 1,493,522
Community College tax revenue	\$ -	\$ -	\$ -
<b>Incremental property tax revenue</b>	<b>\$ 5,039,084</b>	<b>\$ 5,511,162</b>	<b>\$ 5,708,761</b>
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
<b>Miscellaneous revenue</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
COH TIRZ interest	\$ 1,342	\$ 1,342	\$ 1,342
Interest Income	\$ 2,214	\$ 2,214	\$ 2,214
<b>Other Interest Income</b>	<b>\$ 3,556</b>	<b>\$ 3,556</b>	<b>\$ 3,556</b>
	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -
<b>Grant Proceeds</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
	\$ 13,200,000	\$ -	\$ 13,200,000
<b>Proceeds from Bank Loan</b>	<b>\$ 13,200,000</b>	<b>\$ -</b>	<b>\$ 13,200,000</b>
	\$ -	\$ -	\$ -
<b>Contract Revenue Bond Proceeds</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL AVAILABLE RESOURCES</b>	<b>\$ 26,868,335</b>	<b>\$ 14,538,784</b>	<b>\$ 28,668,233</b>

CITY OF HOUSTON  
 ECONOMIC DEVELOPMENT DIVISION  
 FISCAL YEAR 2019 BUDGET DETAIL

Fund Summary  
 Fund Name: East Downtown Redevelopment Authority  
 TIRZ: 15  
 Fund Number: 7563/50

TIRZ Budget Line Items	FY2018 Budget	FY2018 Estimate	FY2019 Budget
<b>EXPENDITURES</b>			
Accounting	\$ 15,000	\$ 6,600	\$ 15,000
Administration Salaries & Benefits	\$ 20,000	\$ 10,000	\$ 48,000
Auditor	\$ 18,000	\$ 17,933	\$ 18,000
Tax Consultant	\$ 4,500	\$ 3,413	\$ 4,500
Insurance	\$ 2,000	\$ 2,006	\$ 2,000
Office Administration	\$ 50,000	\$ 3,840	\$ 20,000
<b>TIRZ Administration and Overhead</b>	<b>\$ 109,500</b>	<b>\$ 43,792</b>	<b>\$ 107,500</b>
Engineering Consultants	\$ 50,000	\$ 51,302	\$ 45,000
Legal	\$ 25,000	\$ 19,907	\$ 25,000
Construction Audit	\$ -	\$ -	\$ -
Planning Consultants	\$ -	\$ -	\$ 95,000
<b>Program and Project Consultants</b>	<b>\$ 75,000</b>	<b>\$ 71,209</b>	<b>\$ 165,000</b>
<b>Management consulting services</b>	<b>\$ 184,500</b>	<b>\$ 115,001</b>	<b>\$ 272,500</b>
Capital Expenditures (See CIP Schedule)	\$ 15,751,081	\$ 784,756	\$ 11,964,935
<b>TIRZ Capital Expenditures</b>	<b>\$ 15,751,081</b>	<b>\$ 784,756</b>	<b>\$ 11,964,935</b>
SEARCH	\$ -	\$ 201,060	\$ -
EADO Construction	\$ -	\$ -	\$ -
HOU Construction	\$ -	\$ -	\$ -
Live Oak	\$ -	\$ -	\$ -
East Village	\$ -	\$ -	\$ -
<b>Developer / Project Reimbursements</b>	<b>\$ -</b>	<b>\$ 201,060</b>	<b>\$ -</b>
Debt Service to Stadium Infrastructure			
Principal	\$ 1,410,000	\$ 1,375,000	\$ 1,410,000
Interest	\$ 511,699	\$ 554,596	\$ 511,699
Cost of Issuance	\$ -	\$ -	\$ -
Line of Credit	\$ -	\$ -	\$ -
Principal	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -
Stadium Land Purchase - County Payment to COH	\$ 362,387	\$ 546,190	\$ 579,951
<b>System debt service</b>	<b>\$ 2,284,086</b>	<b>\$ 2,475,786</b>	<b>\$ 2,501,650</b>
<b>TOTAL PROJECT COSTS</b>	<b>\$ 18,219,667</b>	<b>\$ 3,576,603</b>	<b>\$ 14,739,085</b>
Payment/transfer to ISD - educational facilities	\$ 497,841	\$ 520,164	\$ 497,841
Payment/transfer to ISD - educational facilities (Pass Through)	\$ -	\$ -	\$ -
Administration Fees:			
City	\$ 128,307	\$ 123,220	\$ 132,390
County	\$ -	\$ -	\$ -
ISD	\$ 25,000	\$ 25,000	\$ 25,000
HCC	\$ -	\$ -	\$ -
Affordable/Homeless Housing:			
City	\$ -	\$ -	\$ -
County	\$ 146,914	\$ 224,155	\$ 235,115
ISD to City of Houston	\$ -	\$ -	\$ -
Municipal Services Charge	\$ 313,726	\$ 313,726	\$ 313,726
<b>Total Transfers</b>	<b>\$ 1,111,788</b>	<b>\$ 1,206,265</b>	<b>\$ 1,204,072</b>
<b>Total Budget</b>	<b>\$ 19,331,455</b>	<b>\$ 4,782,868</b>	<b>\$ 15,943,157</b>
RESTRICTED Funds - Capital Projects	\$ 5,531,559	\$ 7,796,957	\$ 10,766,117
RESTRICTED Funds - Affordable Housing	\$ -	\$ -	\$ -
RESTRICTED Funds - Bond Debt Service	\$ 2,005,342	\$ 1,958,959	\$ 1,958,959
RESTRICTED Funds - Dynamo Surplus	\$ -	\$ -	\$ -
Ending Fund Balance	\$ 7,536,901	\$ 9,755,916	\$ 12,725,076
<b>Total Budget &amp; Ending Fund Balance</b>	<b>\$ 26,868,356</b>	<b>\$ 14,538,784</b>	<b>\$ 28,668,233</b>

Notes:



**EXHIBIT B**

**Fiscal Years 2019-2023 Capital Improvement Projects Budget for  
Tax Increment Reinvestment Zone Number Fifteen (East Downtown Zone)**

2019 - 2023 CAPITAL IMPROVEMENT PLAN  
TIRZ NO.15 - EAST DOWNTOWN REDEVELOPMENT AUTHORITY

CITY OF HOUSTON - TIRZ PROGRAM  
Economic Development Division

Council District	CIP No.	Project	Fiscal Year Planned Appropriations										FY19 - FY23 Total	Cumulative Total (To Date)	
			Through 2017	Projected 2018	2019	2020	2021	2022	2023						
I	T-1501	East Downtown Roadway and Utility Improvements	\$ 3,041,197	-	55,000	-	-	-	-	-	-	-	-	55,000	3,096,197
I	T-1503	Phase 1 - Roadway and Utility Re-Construction	\$ -	784,756	8,576,061	-	-	-	-	-	-	-	-	8,576,061	9,360,817
I	T-1504	Phase 2 - Roadway and Utility Reconstruction	\$ -	-	293,874	4,173,425	-	-	-	-	-	-	-	4,467,299	4,467,299
I	T-1505	Phase 3 - Roadway and Utility Re-Construction	\$ -	-	-	157,661	2,970,761	-	-	-	-	-	-	3,128,422	3,128,422
I	T-1506	Phase 4- Roadway and Utility Re-Construction	\$ -	-	-	-	178,005	3,225,061	-	-	-	-	-	3,403,066	3,403,066
I	T-1507	Bastrop ROW - Dog Park	\$ 200,000	-	-	-	-	-	-	-	-	-	-	-	200,000
I	T-1508	Property Acquisition	\$ -	-	3,015,000	2,000,000	-	-	-	-	-	-	-	5,015,000	5,015,000
I	T-1509	Phase 5- Roadway and Utility Re-Construction	\$ -	-	-	-	-	-	180,548	2,113,753	-	-	-	2,294,301	2,294,301
I	T-1510	Goal Park	\$ -	-	-	450,000	-	-	-	-	-	-	-	450,000	450,000
I	T-1511	Bastrop Promenade	\$ -	-	-	295,000	250,000	-	-	-	-	-	-	545,000	545,000
I	T-1512	Pocket Parks	\$ -	-	-	1,050,000	550,000	-	-	-	-	-	-	1,600,000	1,600,000
I	T-1599	Concrete Panel Replacement Program	\$ -	-	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	125,000	125,000	125,000
<b>Totals</b>			\$ 3,241,197	\$ 784,756	\$ 11,964,935	\$ 8,151,086	\$ 3,973,766	\$ 3,430,609	\$ 2,138,753	\$ 29,659,149	\$ 33,685,102				

\* NOTE:  
\*\* NOTE:  
\*\*\* NOTE:

2019 - 2023 CAPITAL IMPROVEMENT PLAN  
TIRZ NO.15 - EAST DOWNTOWN REDEVELOPMENT AUTHORITY

CITY OF HOUSTON - TIRZ PROGRAM  
Economic Development Division

Source of Funds	Fiscal Year Planned Appropriations										Cumulative Total (To Date)
	Through 2017	Projected 2018	2019	2020	2021	2022	2023	FY19 - FY23 Total			
TIRZ Funds	3,241,197	784,756	11,964,935	8,151,086	3,973,766	3,430,609	2,138,753	29,659,149	33,685,102		
City of Houston	-	-	-	-	-	-	-	-	-		
Grants	-	-	-	-	-	-	-	-	-		
Other	-	-	-	-	-	-	-	-	-		
<b>Project Total</b>	<b>3,241,197</b>	<b>784,756</b>	<b>11,964,935</b>	<b>8,151,086</b>	<b>3,973,766</b>	<b>3,430,609</b>	<b>2,138,753</b>	<b>29,659,149</b>	<b>33,685,102</b>		

Project:	East Downtown Roadway and Utility Improvements		City Council District			Key Map:			WBS.:		T-1501
	Location:	Served:	2019	2020	2021	2022	2023	Total			
<b>Description:</b>	General roadway, public utilities, drainage, sidewalk reconstruction/replacement, and streetscape/pedestrian amenities.										
<b>Justification:</b>	Street segments, public utilities and sidewalks are in poor condition and undersize. Upsized utilities should spur re-development. Improvements will benefit existing area businesses and provide safe pathways for pedestrians.										
			Operating and Maintenance Costs: (\$ Thousands)								
			2019	2020	2021	2022	2023	Total			
Personnel			-	-	-	-	-	-	\$ -		
Supplies			-	-	-	-	-	-	\$ -		
Svcs. & Chgs.			-	-	-	-	-	-	\$ -		
Capital Outlay			-	-	-	-	-	-	\$ -		
<b>Total</b>			\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
FTEs			-	-	-	-	-	-	-		
<b>Fiscal Year Planned Expenses</b>											
Project Allocation	Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)	
1 Planning	122,000	15,000	-	-	-	-	-	-	\$ -	\$ 122,000	
2 Acquisition	-	-	-	-	-	-	-	-	\$ -	\$ -	
3 Design	530,783	100,000	-	5,000	-	-	-	-	\$ 5,000	\$ 535,783	
4 Construction	2,388,414	1,000,000	-	50,000	-	-	-	-	\$ 50,000	\$ 2,438,414	
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -	
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -	
7 Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
	-	-	-	-	-	-	-	-	\$ -	\$ -	
	-	-	-	-	-	-	-	-	\$ -	\$ -	
	-	-	-	-	-	-	-	-	\$ -	\$ -	
	-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Allocations</b>	\$ 3,041,197	\$ 1,115,000	\$ -	\$ 55,000	\$ -	\$ -	\$ -	\$ -	\$ 55,000	\$ 3,096,197	
<b>Source of Funds</b>											
TIRZ Funds	3,041,197	1,115,000	-	55,000	-	-	-	-	\$ 55,000	\$ 3,096,197	
City of Houston	-	-	-	-	-	-	-	-	\$ -	\$ -	
Grant Funds	-	-	-	-	-	-	-	-	\$ -	\$ -	
Other	-	-	-	-	-	-	-	-	\$ -	\$ -	
<b>Total Funds</b>	\$ 3,041,197	\$ 1,115,000	\$ -	\$ 55,000	\$ -	\$ -	\$ -	\$ -	\$ 55,000	\$ 3,096,197	

\*NOTE:

Project:	Phase 1 - Roadway and Utility Re-Construction	City Council District			Key Map:			WBS.:	T-1503
		Location:			Geo. Ref.:				
		Served:			Neighborhood:				
<b>Description:</b> Roadway, public utilities and sidewalks reconstruction/replacement, streetscape/pedestrian amenities and Low Impact Development using contact sensitive design. Project is located on St. Emanuel Street and Hutchins Street (between McKinney and Polk) and on Polk Street, Dallas Street and Lamar Street (between Charrtes and Dowling).	Operating and Maintenance Costs: (\$ Thousands)								
	2019	2020	2021	2022	2023	Total			
<b>Justification:</b> Street segments, public utilities and sidewalks are in poor condition and undersize. Upsized utilities should spur re-development. Improvements will benefit existing area businesses and provide safe pathways for pedestrians.	Personnel	-	-	-	-	-	-	\$	
	Supplies	-	-	-	-	-	-	\$	
	Svcs. & Chgs.	-	-	-	-	-	-	\$	
	Capital Outlay	-	-	-	-	-	-	\$	
	<b>Total</b>	\$	\$	\$	\$	\$	\$	\$	
	FTEs								

Fiscal Year Planned Expenses

Project Allocation	Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	25,000	-	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	-	900,000	784,756	-	-	-	-	-	\$	\$ 784,756
4 Construction	-	6,957,621	-	8,576,061	-	-	-	-	\$	\$ 8,576,061
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$	\$

Total Allocations	\$	-	\$	7,882,621	\$	784,756	\$	8,576,061	\$	-	\$	-	\$	8,576,061	\$	9,360,817
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Source of Funds																	
TIRZ Funds	-	7,882,621	784,756	8,576,061	-	-	-	-	\$	8,576,061	\$	9,360,817	-	\$	-	-	-
City of Houston	-	-	-	-	-	-	-	-	\$	-	\$	-	-	\$	-	-	-
Grants	-	-	-	-	-	-	-	-	\$	-	\$	-	-	\$	-	-	-
Other	-	-	-	-	-	-	-	-	\$	-	\$	-	-	\$	-	-	-
<b>Total Funds</b>	-	\$	7,882,621	\$	784,756	\$	8,576,061	\$	-	\$	8,576,061	\$	9,360,817	-	\$	-	-

Project:	Phase 2 - Roadway and Utility Reconstruction		City Council District		Key Map:		WBS.:		T-1504	
	Location:		Geo. Ref.:		Neighborhood:					
	Served:									
<b>Description:</b>	Roadway, public utilities and sidewalks reconstruction/replacement, streetscape/pedestrian amenities and Low Impact Development using context sensitive design. Project is located on St. Emanuel Street (between Leeland and Polk) and Clay Rd (between Chartres and Hutchins).		2019	2020	2021	2022	2023	Total		
<b>Justification:</b>	Street segments, public utilities and sidewalks are in poor condition and undersize. Upsized utilities should spur re-development. Improvements will benefit existing area businesses and provide safe pathways for pedestrians.		Personnel	-	-	-	-	-	\$	
			Supplies	-	-	-	-	-	\$	
			Svcs. & Chgs.	-	-	-	-	-	\$	
			Capital Outlay	-	-	-	-	-	\$	
			<b>Total</b>	\$	\$	\$	\$	\$	\$	
			FTEs							
<b>Fiscal Year Planned Expenses</b>										
<b>Project Allocation</b>	<b>Projected Expenses thru 6/30/17</b>	<b>2018 Budget</b>	<b>2018 Estimate</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>FY19 - FY23 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	-	-	-	293,874	4,173,425	-	-	-	\$ 293,874	\$ 293,874
4 Construction	-	-	-	-	-	-	-	-	\$ 4,173,425	\$ 4,173,425
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$	\$
<b>Total Allocations</b>	\$	\$	\$	\$ 293,874	\$ 4,173,425	\$	\$	\$	\$ 4,467,299	\$ 4,467,299
<b>Source of Funds</b>										
TIRZ Funds	-	-	-	293,874	4,173,425	-	-	-	\$ 4,467,299	\$ 4,467,299
City of Houston	-	-	-	-	-	-	-	-	\$	\$
Grants	-	-	-	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	-	-	-	\$	\$
<b>Total Funds</b>	\$	\$	\$	\$ 293,874	\$ 4,173,425	\$	\$	\$	\$ 4,467,299	\$ 4,467,299

Project:	Phase 3 - Roadway and Utility Re-Construction				City Council District			Key Map:			WBS.:	T-1505
	Description:	2019	2020	2021	2022	2023	Total	Location:	Geo. Ref.:	Neighborhood:		
	Roadway, public utilities and sidewalks reconstruction/replacement, streetscape/pedestrian amenities and Low Impact Development using context sensitive design. Project is located on Hutchins Street (between Leeland and Polk).											
	Street segments, public utilities and sidewalks are in poor condition and undersize. Upsized utilities should spur re-development. Improvements will benefit existing area businesses and provide safe pathways for pedestrians.											
		Personnel	-	-	-	-	-	-	-	-	-	\$
		Supplies	-	-	-	-	-	-	-	-	-	\$
		Svcs. & Chgs.	-	-	-	-	-	-	-	-	-	\$
		Capital Outlay	-	-	-	-	-	-	-	-	-	\$
		Total	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
		FTEs	-	-	-	-	-	-	-	-	-	-

**Fiscal Year Planned Expenses**

Project Allocation	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
<b>Phase</b>							
1 Planning	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	\$	\$
3 Design	-	157,661	-	-	-	\$ 157,661	\$ 157,661
4 Construction	-	-	2,970,761	-	-	\$ 2,970,761	\$ 2,970,761
5 Equipment	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	\$	\$
	-	-	-	-	-	\$	\$
	-	-	-	-	-	\$	\$
	-	-	-	-	-	\$	\$
	-	-	-	-	-	\$	\$
<b>Other Sub-Total:</b>	-	-	-	-	-	\$	\$
<b>Total Allocations</b>	\$	\$ 157,661	\$ 2,970,761	\$	\$	\$ 3,128,422	\$ 3,128,422

Source of Funds	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
TIRZ Funds	-	157,661	2,970,761	-	-	\$ 3,128,422	\$ 3,128,422
City of Houston	-	-	-	-	-	\$	\$
Grants	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	\$	\$
<b>Total Funds</b>	\$	\$ 157,661	\$ 2,970,761	\$	\$	\$ 3,128,422	\$ 3,128,422

\*NOTE:

Project:	Phase 4- Roadway and Utility Re-Construction		City Council District		Key Map:		WBS.:		T-1506	
	Location:	Geo. Ref.:	2019	2020	2020	2021	2022	2023		
<b>Description:</b>	Roadway, public utilities and sidewalks reconstruction/replacement, streetscape/pedestrian amenities, and Low Impact Development using context sensitive design. Project is located on Bell Street (between Chartres and Dowling).		2019	2020	2020	2021	2022	2023	Total	
<b>Justification:</b>	Street segments, public utilities and sidewalks are in poor condition and undersize. Upsized utilities should spur re-development. Improvements will benefit existing area businesses and provide safe pathways for pedestrians.									
	Personnel								\$	
	Supplies								\$	
	Svcs. & Chgs.								\$	
	Capital Outlay								\$	
	<b>Total</b>		\$	\$	\$	\$	\$	\$	\$	
	FTEs									
<b>Fiscal Year Planned Expenses</b>										
<b>Project Allocation</b>	<b>Projected Expenses thru 6/30/17</b>	<b>2018 Budget</b>	<b>2018 Estimate</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>FY19 - FY23 Total</b>	<b>Cumulative Total (To Date)</b>
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	-	-	-	-	-	178,005	-	-	\$ 178,005	\$ 178,005
4 Construction	-	-	-	-	-	-	3,225,061	-	\$ 3,225,061	\$ 3,225,061
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$	\$
<b>Total Allocations</b>	\$	\$	\$	\$	\$	\$ 178,005	\$ 3,225,061	\$	\$ 3,403,066	\$ 3,403,066
<b>Source of Funds</b>										
TIRZ Funds	-	-	-	-	-	178,005	3,225,061	-	\$ 3,403,066	\$ 3,403,066
City of Houston	-	-	-	-	-	-	-	-	\$	\$
Grants	-	-	-	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	-	-	-	\$	\$
<b>Total Funds</b>	\$	\$	\$	\$	\$	\$ 178,005	\$ 3,225,061	\$	\$ 3,403,066	\$ 3,403,066



Project:	Property Acquisition		City Council District		Key Map:		WBS.:	
	Location:	Geo. Ref.:	2019	2020	2021	2022	2023	Total
	Served:	Neighborhood:	Operating and Maintenance Costs: (\$ Thousands)					
Description:	Property Acquisition needed for future public benefit facility.							
Justification:	Increasing development densities have resulted in district wide shortage of suitable available land.							
	Personnel	-	-	-	-	-	-	\$ -
	Supplies	-	-	-	-	-	-	\$ -
	Svcs. & Chgs.	-	-	-	-	-	-	\$ -
	Capital Outlay	-	-	-	-	-	-	\$ -
	Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	FTEs							

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
Phase										
1 Planning	-	-	-	10,000	-	-	-	-	\$ 10,000	\$ 10,000
2 Acquisition	-	-	-	3,000,000	2,000,000	-	-	-	\$ 5,000,000	\$ 5,000,000
3 Design	-	-	-	-	-	-	-	-	\$ -	\$ -
4 Construction	-	-	-	-	-	-	-	-	\$ -	\$ -
5 Equipment	-	-	-	-	-	-	-	-	\$ -	\$ -
6 Close-Out	-	-	-	-	-	-	-	-	\$ -	\$ -
7 Other	-	-	-	5,000	-	-	-	-	\$ 5,000	\$ 5,000
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
	-	-	-	-	-	-	-	-	\$ -	\$ -
Other Sub-Total:	-	-	-	5,000	-	-	-	-	\$ 5,000	\$ 5,000

<b>Total Allocations</b>	\$ -	\$ -	\$ -	\$ 3,015,000	\$ 2,000,000	\$ -	\$ -	\$ -	\$ 5,015,000	\$ 5,015,000
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Source of Funds	2019	2020	2021	2022	2023	FY19 - FY23 Total
TIRZ Funds	-	-	-	-	-	\$ -
City of Houston	-	-	-	-	-	\$ -
Grants	-	-	-	-	-	\$ -
Other	-	-	-	-	-	\$ -
<b>Total Funds</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,015,000

Project:	Phase 5- Roadway and Utility Re-Construction		City Council District		Key Map:		WBS.:		T-1509					
	Location:		Geo. Ref.:		Neighborhood:									
	Served:		2019		2020		2021							
<b>Description:</b>	Roadway, public utilities and sidewalks reconstruction/replacement, streetscape/pedestrian amenities and Low Impact Development using contact sensitive design. Project is located on McKinney and Leeland Street (between Chantress and Dowling).		2019		2020		2021		2022		2023		Total	
<b>Justification:</b>	Street segments, public utilities and sidewalks are in poor condition and undersized. Upsized utilities should spur re-development. Improvements will benefit existing area businesses and provide safe pathways for pedestrians.													
<b>Total</b>			\$		\$		\$		\$		\$		\$	
<b>FTEs</b>														
<b>Fiscal Year Planned Expenses</b>														
<b>Project Allocation</b>	<b>Projected Expenses thru 6/30/17</b>	<b>2018 Budget</b>	<b>2018 Estimate</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>FY19 - FY23 Total</b>	<b>Cumulative Total (To Date)</b>				
<b>Phase</b>														
1 Planning	-	-	-	-	-	-	-	-	\$	\$				
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$				
3 Design	-	-	-	-	180,548	-	180,548	-	\$ 180,548	\$ 180,548				
4 Construction	-	-	-	-	-	-	-	2,113,753	\$ 2,113,753	\$ 2,113,753				
5 Equipment	-	-	-	-	-	-	-	-	\$	\$				
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$				
7 Other	-	-	-	-	-	-	-	-	\$	\$				
	-	-	-	-	-	-	-	-	\$	\$				
	-	-	-	-	-	-	-	-	\$	\$				
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$	\$				
<b>Total Allocations</b>	\$	\$	\$	\$	\$	\$	\$ 180,548	\$ 2,113,753	\$ 2,294,301	\$ 2,294,301				
<b>Source of Funds</b>														
TIRZ Funds	-	-	-	-	-	-	180,548	2,113,753	\$ 2,294,301	\$ 2,294,301				
City of Houston	-	-	-	-	-	-	-	-	\$	\$				
Grants	-	-	-	-	-	-	-	-	\$	\$				
Other	-	-	-	-	-	-	-	-	\$	\$				
<b>Total Funds</b>	\$	\$	\$	\$	\$	\$	\$ 180,548	\$ 2,113,753	\$ 2,294,301	\$ 2,294,301				

Project:		Goal Park		City Council District		Key Map:		WBS.:		T-1510											
Description:		Location:		Geo. Ref.:		2020		2021		2022		2023		Total							
Justification:		Served:		Neighborhood:		Operating and Maintenance Costs: (\$ Thousands)															
Proposed development of a park at the trail head of the Columbia Tap Trail.		I		I		2019		2020		2021		2022		2023							
Improve accessibility to the Columbia Tap Trail.		Personnel		-		-		-		-		-		-							
		Supplies		-		-		-		-		-		-							
		Svcs. & Chgs.		-		-		-		-		-		-							
		Capital Outlay		-		-		-		-		-		-							
		Total		\$		\$		\$		\$		\$		\$							
		FTEs																			
Fiscal Year Planned Expenses																					
Project Allocation		Projected Expenses thru 6/30/17		2018 Budget		2018 Estimate		2019		2020		2021		2022		2023		FY19 - FY23 Total		Cumulative Total (To Date)	
Phase																					
1 Planning		-		-		-		-		-		-		-		-		-		-	
2 Acquisition		-		-		-		-		-		-		-		-		-		-	
3 Design		-		-		-		-		-		-		-		-		-		-	
4 Construction		-		-		-		450,000		-		-		-		-		450,000		450,000	
5 Equipment		-		-		-		-		-		-		-		-		-		-	
6 Close-Out		-		-		-		-		-		-		-		-		-		-	
7 Other		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
Other Sub-Total:		-		-		-		-		-		-		-		-		-		-	
Total Allocations		\$		-		-		\$		450,000		\$		-		-		\$		450,000	
Source of Funds																					
TIRZ Funds		-		-		-		-		450,000		-		-		-		-		450,000	
City of Houston		-		-		-		-		-		-		-		-		-		-	
Grants		-		-		-		-		-		-		-		-		-		-	
Other		-		-		-		-		-		-		-		-		-		-	
Total Funds		\$		-		-		\$		450,000		\$		-		-		\$		450,000	

Project:		Bastrop Promenade		City Council District		Key Map:		WBS.:		T-1511											
		Location: I		2020		Geo. Ref.:		2021		2022											
		Served: I		2019		Neighborhood:		2020		2023											
										Total											
<b>Description:</b>		Recreational and Pedestrian improvements to undeveloped portions Bastrop Street right-of-way between McKinney Street and Bell Street.																			
<b>Justification:</b>		East Downtown hosts the Houston Dynamo Stadium, which is located at the northern end of the Bastrop Promenade. Betterment of the linear park would provide for proximate and multi-functional festival space.																			
		Personnel		-		-		-		-											
		Supplies		-		-		-		-											
		Svcs. & Chgs.		-		-		-		-											
		Capital Outlay		-		-		-		-											
		Total		\$ -		\$ -		\$ -		\$ -											
		FTEs		-		-		-		-											
<b>Fiscal Year Planned Expenses</b>																					
<b>Project Allocation</b>		Projected Expenses thru 6/30/17		2018 Budget		2018 Estimate		2019		2020		2021		2022		2023		FY19 - FY23 Total		Cumulative Total (To Date)	
<b>Phase</b>																					
1 Planning		-		-		-		-		-		-		-		-		-		-	
2 Acquisition		-		-		-		-		-		-		-		-		-		-	
3 Design		-		-		-		-		45,000		-		-		-		-		45,000	
4 Construction		-		-		-		-		250,000		-		-		-		-		500,000	
5 Equipment		-		-		-		-		-		-		-		-		-		-	
6 Close-Out		-		-		-		-		-		-		-		-		-		-	
7 Other		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
		-		-		-		-		-		-		-		-		-		-	
<b>Other Sub-Total:</b>		-		-		-		-		-		-		-		-		-		-	
<b>Total Allocations</b>		\$ -		\$ -		\$ -		\$ -		\$ 295,000		\$ 250,000		\$ -		\$ -		\$ 545,000		\$ 545,000	
<b>Source of Funds</b>																					
TIRZ Funds		-		-		-		-		295,000		250,000		-		-		-		545,000	
City of Houston		-		-		-		-		-		-		-		-		-		-	
Grants		-		-		-		-		-		-		-		-		-		-	
Other		-		-		-		-		-		-		-		-		-		-	
<b>Total Funds</b>		\$ -		\$ -		\$ -		\$ -		\$ 295,000		\$ 250,000		\$ -		\$ -		\$ 545,000		\$ 545,000	

<b>Project:</b>	<b>Pocket Parks</b>	<b>City Council District</b>	<b>Key Map:</b>	<b>WBS.:</b>	<b>T-1512</b>
<b>Description:</b>	Pocket parks located throughout the Zone to provide recreational opportunities to residents.	<b>Location:</b> <b>Served:</b>	<b>Geo. Ref.:</b> <b>Neighborhood:</b>	2021	2022
<b>Justification:</b>	High density residential developments with young families have increased the need for green space and recreational opportunities in the area.	2019	2020	2023	Total
		Personnel			\$
		Supplies			\$
		Svcs. & Chgs.			\$
		Capital Outlay			\$
		<b>Total</b>	\$	\$	\$
		FTEs			

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	-	-	-	-	50,000	50,000	-	-	\$ 100,000	\$ 100,000
4 Construction	-	-	-	-	1,000,000	500,000	-	-	\$ 1,500,000	\$ 1,500,000
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$	\$
<b>Total Allocations</b>	\$	\$	\$	\$	\$ 1,050,000	\$ 550,000	\$	\$	\$ 1,600,000	\$ 1,600,000

Source of Funds	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	\$	\$
City of Houston	-	1,050,000	550,000	-	-	\$ 1,600,000	\$ 1,600,000
Grants	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	\$	\$
<b>Total Funds</b>	\$	\$ 1,050,000	\$ 550,000	\$	\$	\$ 1,600,000	\$ 1,600,000

\*NOTE:

Project:	Concrete Panel Replacement Program				Key Map:			WBS.:	T-1599	
	City Council District		Geo. Ref.:		2020	2021	2022			2023
	Location:	Served:	H,I	H,I						
<b>Description:</b>	Street maintenance program.				Operating and Maintenance Costs: (\$ Thousands)				Total	
<b>Justification:</b>	Mobility improvements to extend life of roads.				Personnel	-	-	-	\$	
					Supplies	-	-	-	\$	
					Svcs. & Chgs.	-	-	-	\$	
					Capital Outlay	-	-	-	\$	
					Total	\$	\$	\$	\$	
					FTEs					

**Fiscal Year Planned Expenses**

Project Allocation	Projected Expenses thru 6/30/17	2018 Budget	2018 Estimate	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
<b>Phase</b>										
1 Planning	-	-	-	-	-	-	-	-	\$	\$
2 Acquisition	-	-	-	-	-	-	-	-	\$	\$
3 Design	-	-	-	-	-	-	-	-	\$	\$
4 Construction	-	50,000	-	25,000	25,000	25,000	25,000	25,000	\$ 125,000	\$ 125,000
5 Equipment	-	-	-	-	-	-	-	-	\$	\$
6 Close-Out	-	-	-	-	-	-	-	-	\$	\$
7 Other	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
	-	-	-	-	-	-	-	-	\$	\$
<b>Other Sub-Total:</b>	-	-	-	-	-	-	-	-	\$	\$
<b>Total Allocations</b>	\$	\$ 50,000	\$	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 125,000	\$ 125,000

Source of Funds	2019	2020	2021	2022	2023	FY19 - FY23 Total	Cumulative Total (To Date)
TIRZ Funds	-	-	-	-	-	-	-
City of Houston	50,000	50,000	25,000	25,000	25,000	\$ 125,000	\$ 125,000
Grants	-	-	-	-	-	\$	\$
Other	-	-	-	-	-	\$	\$
<b>Total Funds</b>	\$	\$ 50,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 125,000	\$ 125,000

\*NOTE: