

To Management
Houston Downtown Management District

Management is responsible for the accompanying financial statements of the Houston Downtown Management District (the District), which comprise the governmental fund balance sheets and statements of net assets as of May 31, 2018 and 2017, and the related statements of activities for the months then ended, in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit substantially all the disclosures required by accounting principles generally accepted in the United States of America and the required supplementary information that the Government Accounting Standards Board (GASB) requires to be presented to supplement the basic financial statements. If the omitted disclosures, and GASB required supplementary information were included in the financial statements, they might influence the user's conclusions about the District's financial position, results of operations, and cash flows. Accordingly, the financial statements are not designed for those who are not informed about such matters.

The Variance Analysis on page 7 is presented to supplement the basic financial statements. Such information is presented for purposes of additional analysis and, although not a required part of the basic financial statements. The Variance Analysis is the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The supplementary information was subject to our compilation engagement. We have not audited or reviewed the supplementary information and do not express an opinion, a conclusion, nor provide any assurance on such information.



Houston, Texas

June 11, 2018



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**Houston Downtown Management District
Governmental Fund Balance Sheets and
Statement of Net Assets
May 31, 2018 and May 31, 2017**

| | 2018 | | | | 2017 | | | |
|--|--------------------------------|------------------------------|---------------------------|----------------------|--------------------------------|------------------------------|---------------------------|----------------------|
| | HDMD Operating Year to Date | HDMD Capital Year to Date | GreenLink Year to Date | Total (Memo Only) | HDMD Operating Year to Date | HDMD Capital Year to Date | GreenLink Year to Date | Total (Memo Only) |
| Assets | | | | | | | | |
| Cash | \$ 15,647,677 | \$ 3,718,773 | \$ 1,385,401 | \$ 20,751,852 | \$ 13,481,431 | \$ 2,632,363 | \$ 1,577,492 | \$ 17,691,286 |
| Assessments Due, Net | 2,388 | 2,062 | | 4,449 | - | - | | - |
| Accounts Receivable | 440,620 | - | 243,600 | 684,220 | 59,559 | 16,460 | 244,310 | 320,329 |
| Prepaid Expense | 115,850 | - | - | 115,850 | 118,250 | - | - | 118,250 |
| Inventory | - | - | 101,033 | 101,033 | - | - | 101,033 | 101,033 |
| Property & Equipment, Net | 69,936 | 124,121 | 1,499,641 | 1,693,698 | 73,368 | 74,011 | 1,749,580 | 1,896,958 |
| Intercompany Rec/Pay | (36,299) | 36,299 | - | - | (1,945) | 1,945 | - | - |
| Total Assets | <u>\$ 16,240,172</u> | <u>\$ 3,881,255</u> | <u>\$ 3,229,675</u> | <u>\$ 23,351,102</u> | <u>\$ 13,730,663</u> | <u>\$ 2,724,779</u> | <u>\$ 3,672,415</u> | <u>\$ 20,127,857</u> |
| Liabilities | | | | | | | | |
| Accounts Payable & Accrued Expenses | \$ 1,223,641 | \$ 187,926 | \$ 137,911 | \$ 1,549,478 | \$ 761,643 | \$ 133,512 | \$ 207,451 | \$ 1,102,606 |
| Deferred Revenue & Reserve for Refunds | 47,329 | 6,150 | 225,000 | 278,480 | 1,131,642 | 143,448 | 225,000 | 1,500,089 |
| Total Liabilities & Deferred Revenue | <u>1,270,970</u> | <u>194,077</u> | <u>362,911</u> | <u>1,827,958</u> | <u>1,893,284</u> | <u>276,960</u> | <u>432,451</u> | <u>2,602,695</u> |
| Fund Balances | | | | | | | | |
| Unreserved, Undesignated | 14,169,201 | | | 14,169,201 | 11,037,378 | | | 11,037,378 |
| Unreserved, Designated for Catastrophy | 800,000 | | | 800,000 | 800,000 | | | 800,000 |
| Reserved for Capital Projects | | 3,687,179 | 2,866,764 | 6,553,943 | | 2,447,820 | 3,239,963 | 5,687,783 |
| | <u>14,969,201</u> | <u>3,687,179</u> | <u>2,866,764</u> | <u>21,523,144</u> | <u>11,837,378</u> | <u>2,447,820</u> | <u>3,239,963</u> | <u>17,525,162</u> |
| Total Liabilities, Deferred Revenue & Fund Balances | <u>\$ 16,240,172</u> | <u>\$ 3,881,255</u> | <u>\$ 3,229,675</u> | <u>\$ 23,351,102</u> | <u>\$ 13,730,663</u> | <u>\$ 2,724,779</u> | <u>\$ 3,672,415</u> | <u>\$ 20,127,857</u> |

**Houston Downtown Management District
Statement of Activities
Five Months Ended May 31, 2018**

| | <u>Operating YTD Actual</u> | <u>Capital YTD Actual</u> | <u>Total YTD Actual</u> | <u>YTD Budget</u> | <u>Fav (Unfav) Variance</u> |
|--|---------------------------------|-------------------------------|-----------------------------|-----------------------|---------------------------------|
| Revenues | | | | | |
| Assessments, Net | \$ 16,452 | \$ 2,650 | \$ 19,102 | \$ - | \$ 19,102 |
| Operations Revenue | 203,642 | - | 203,642 | 190,843 | 12,798 |
| Project Revenue | 25,697 | - | 25,697 | 79,916 | (54,219) |
| Salary Reimbursements | 68,076 | - | 68,076 | - | 68,076 |
| Interest Income | 110,952 | 20,900 | 131,852 | 58,333 | 73,519 |
| Total Revenues | \$ 424,819 | \$ 23,550 | \$ 448,370 | \$ 329,093 | \$ 119,277 |
| Expenses | | | | | |
| Downtown Feels Safe & Comfortable at All Times | | | | | |
| Collaboration to Maintain Low Crime Rate | \$ 697,162 | \$ - | \$ 697,162 | \$ 1,042,000 | \$ 344,838 |
| Reduced Presence of Homeless & Street Persons | 108,012 | - | 108,012 | 214,583 | 106,572 |
| Downtown Sidewalks are Comfortably Lighted | 73,751 | - | 73,751 | 58,333 | (15,418) |
| Downtown Clean & Well-Kept Appearance | 1,189,459 | - | 1,189,459 | 1,399,375 | 209,916 |
| Remove Signs of Disorder in Downtown | 11,822 | - | 11,822 | 15,208 | 3,386 |
| Prepare for Emergencies | 38,333 | - | 38,333 | 45,833 | 7,501 |
| | <u>2,118,538</u> | <u>-</u> | <u>2,118,538</u> | <u>2,775,333</u> | <u>656,795</u> |
| Public Realm is Charming, Inviting, Beautiful & Celebrates the Life of the City | | | | | |
| Key Pedestrian Streets are Inviting | 168,549 | - | 168,549 | 146,958 | (21,590) |
| Public Spaces Managed, Programmed, & Delightful | 292,905 | - | 292,905 | 398,958 | 106,054 |
| Place of Civic Celebration | 213,120 | - | 213,120 | 249,583 | 36,464 |
| | <u>674,573</u> | <u>-</u> | <u>674,573</u> | <u>795,500</u> | <u>120,927</u> |
| Accessible to Region & Easy to Get Around | | | | | |
| Effective Transit Access More Places, More Hours | 4,524 | - | 4,524 | 4,583 | 59 |
| Convenient Circulation Without Personal Vehicle | 215,925 | - | 215,925 | 216,458 | 533 |
| Easy To Find Way Around | 71,939 | - | 71,939 | 87,292 | 15,353 |
| Connect Neighbors & Districts Inside/Outside Downtown | 19,520 | - | 19,520 | 19,792 | 271 |
| Convenient, Understandable & Managed Parking | 6,105 | - | 6,105 | 6,250 | 145 |
| | <u>318,012</u> | <u>-</u> | <u>318,012</u> | <u>334,375</u> | <u>16,363</u> |
| Vibrant, Sustainable Mixed-Use Place | | | | | |
| Best Place to Work in Region | 118,163 | - | 118,163 | 114,583 | (3,580) |
| Exciting Neighborhoods to Live In | 48,582 | - | 48,582 | 65,625 | 17,043 |
| Competitive Shopping Place | 19,393 | - | 19,393 | 19,583 | 190 |
| Remarkable Destination for Visitors | 16,473 | - | 16,473 | 27,917 | 11,444 |
| | <u>202,612</u> | <u>-</u> | <u>202,612</u> | <u>227,708</u> | <u>25,097</u> |
| Downtown's Vision & Offering Understood By All | | | | | |
| Market to Region | 223,029 | - | 223,029 | 389,208 | 166,180 |
| Promote Downtown's Ease of Use | 8,549 | - | 8,549 | 8,750 | 201 |
| Vision/Development Framework Understood By All | 461,894 | - | 461,894 | 378,750 | (83,144) |
| Tools to Assist Continued Redevelopment | 33,308 | - | 33,308 | 33,333 | 26 |
| Develop & Maintain Information to Support Downtown | 12,999 | - | 12,999 | 13,333 | 335 |
| | <u>739,778</u> | <u>-</u> | <u>739,778</u> | <u>823,375</u> | <u>83,597</u> |
| District Governance & Service Known for Excellence | | | | | |
| Engage Stakeholders in Decision Making | 244,103 | - | 244,103 | 268,750 | 24,647 |
| Communications to Owners, Tenants & Others | 7,389 | - | 7,389 | 11,875 | 4,486 |
| Preservation of Districts' Capital Assets | 31,599 | - | 31,599 | 33,500 | 1,901 |
| | <u>283,091</u> | <u>-</u> | <u>283,091</u> | <u>314,125</u> | <u>31,034</u> |
| Capital Improvement & Expenditures | | | | | |
| Downtown Feels Safe & Comfortable | - | 9,156 | 9,156 | 140,000 | 130,844 |
| Public Realm is Charming, Inviting, & Beautiful | - | 60,525 | 60,525 | 152,500 | 91,975 |
| Accessible to Region & Easy to Get Around | - | 89,440 | 89,440 | 320,000 | 230,560 |
| Vibrant, Sustainable Mixed-Use Place | - | - | - | 55,068 | 55,068 |
| Downtown's Vision & Offering Understood By All | - | - | - | - | - |
| Capital Replacement Expenditure | - | 47,477 | 47,477 | 154,000 | 106,523 |
| | <u>-</u> | <u>206,598</u> | <u>206,598</u> | <u>821,568</u> | <u>614,970</u> |
| Total Expenses | \$ 4,336,605 | \$ 206,598 | \$ 4,543,203 | \$ 6,091,984 | \$ 1,548,782 |
| Depreciation Expense | 9,050 | 12,675 | 21,725 | 17,628 | (4,097) |
| Excess of Revenue Over Expenses GAAP Basis | \$ (3,920,836) | \$ (195,723) | \$ (4,116,558) | \$ (5,780,520) | \$ 1,663,961 |

**Houston Downtown Management District
Statement of Activities
Five Months Ended May 31, 2018 and May 31, 2017**

| | Operating YTD Actual | Capital YTD Actual | 2018 Total YTD Actual | 2017 Total YTD Actual | Fav (Unfav) Variance |
|--|---------------------------------|-------------------------------|--------------------------------------|--------------------------------------|---------------------------------|
| Revenues | | | | | |
| Assessments, Net | \$ 16,452 | \$ 2,650 | \$ 19,102 | \$ 59,035 | \$ (39,932) |
| Operations Revenue | 203,642 | - | 203,642 | 169,917 | 33,725 |
| Project Revenue | 25,697 | - | 25,697 | 202,343 | (176,645) |
| Salary Reimbursements | 68,076 | - | 68,076 | 103,932 | (35,855) |
| Interest Income | 110,952 | 20,900 | 131,852 | 61,055 | 70,797 |
| Total Revenues | \$ 424,819 | \$ 23,550 | \$ 448,370 | \$ 596,281 | \$ (147,912) |
| Expenses | | | | | |
| Downtown Feels Safe & Comfortable at All Times | | | | | |
| Collaboration to Maintain Low Crime Rate | \$ 697,162 | \$ - | \$ 697,162 | \$ 802,557 | \$ 105,395 |
| Reduced Presence of Homeless & Street Persons | 108,012 | - | 108,012 | 210,113 | 102,102 |
| Downtown Sidewalks are Comfortably Lighted | 73,751 | - | 73,751 | 33,800 | (39,951) |
| Downtown Clean & Well-Kept Appearance | 1,189,459 | - | 1,189,459 | 1,392,142 | 202,683 |
| Remove Signs of Disorder in Downtown | 11,822 | - | 11,822 | 15,608 | 3,785 |
| Prepare for Emergencies | 38,333 | - | 38,333 | 37,418 | (914) |
| | <u>2,118,538</u> | <u>-</u> | <u>2,118,538</u> | <u>2,491,638</u> | <u>373,100</u> |
| Public Realm is Charming, Inviting, Beautiful & Celebrates the Life of the City | | | | | |
| Key Pedestrian Streets are Inviting | 168,549 | - | 168,549 | 157,565 | (10,984) |
| Public Spaces Managed, Programmed, & Delightful | 292,905 | - | 292,905 | 292,488 | (416) |
| Place of Civic Celebration | 213,120 | - | 213,120 | 190,537 | (22,583) |
| | <u>674,573</u> | <u>-</u> | <u>674,573</u> | <u>640,590</u> | <u>(33,983)</u> |
| Accessible to Region & Easy to Get Around | | | | | |
| Effective Transit Access More Places, More Hours | 4,524 | - | 4,524 | 4,385 | (138) |
| Convenient Circulation Without Personal Vehicle | 215,925 | - | 215,925 | 220,437 | 4,512 |
| Easy To Find Way Around | 71,939 | - | 71,939 | 16,326 | (55,613) |
| Connect Neighbors & Districts Inside/Outside Downtown | 19,520 | - | 19,520 | 34,897 | 15,377 |
| Convenient, Understandable & Managed Parking | 6,105 | - | 6,105 | 7,887 | 1,782 |
| | <u>318,012</u> | <u>-</u> | <u>318,012</u> | <u>283,932</u> | <u>(34,080)</u> |
| Vibrant, Sustainable Mixed-Use Place | | | | | |
| Best Place to Work in Region | 118,163 | - | 118,163 | 100,745 | (17,419) |
| Exciting Neighborhoods to Live In | 48,582 | - | 48,582 | 59,072 | 10,489 |
| Competitive Shopping Place | 19,393 | - | 19,393 | 37,175 | 17,781 |
| Remarkable Destination for Visitors | 16,473 | - | 16,473 | 4,311 | (12,162) |
| | <u>202,612</u> | <u>-</u> | <u>202,612</u> | <u>201,302</u> | <u>(1,310)</u> |
| Downtown's Vision & Offering Understood By All | | | | | |
| Market to Region | 223,029 | - | 223,029 | 309,929 | 86,901 |
| Promote Downtown's Ease of Use | 8,549 | - | 8,549 | 8,624 | 74 |
| Vision/Development Framework Understood By All | 461,894 | - | 461,894 | 542,829 | 80,935 |
| Tools to Assist Continued Redevelopment | 33,308 | - | 33,308 | 38,133 | 4,825 |
| Develop & Maintain Information to Support Downtown | 12,999 | - | 12,999 | 9,849 | (3,150) |
| | <u>739,778</u> | <u>-</u> | <u>739,778</u> | <u>909,364</u> | <u>169,586</u> |
| District Governance & Service Known for Excellence | | | | | |
| Engage Stakeholders in Decision Making | 244,103 | - | 244,103 | 251,248 | 7,144 |
| Communications to Owners, Tenants & Others | 7,389 | - | 7,389 | 6,331 | (1,058) |
| Preservation of Districts' Capital Assets | 31,599 | - | 31,599 | 31,599 | - |
| | <u>283,091</u> | <u>-</u> | <u>283,091</u> | <u>289,178</u> | <u>6,086</u> |
| Capital Improvement & Expenditures | | | | | |
| Downtown Feels Safe & Comfortable | - | 9,156 | 9,156 | - | (9,156) |
| Public Realm is Charming, Inviting, & Beautiful | - | 60,525 | 60,525 | 245,732 | 185,207 |
| Accessible to Region & Easy to Get Around | - | 89,440 | 89,440 | 45,799 | (43,641) |
| Vibrant, Sustainable Mixed-Use Place | - | - | - | 65,000 | 65,000 |
| Downtown's Vision & Offering Understood By All | - | - | - | - | - |
| Capital Replacement Expenditure | - | 47,477 | 47,477 | 245,395 | 197,919 |
| | <u>-</u> | <u>206,598</u> | <u>206,598</u> | <u>601,926</u> | <u>395,329</u> |
| Total Expenses | \$ 4,336,605 | \$ 206,598 | \$ 4,543,203 | \$ 5,417,930 | \$ 874,728 |
| Depreciation Expense | 9,050 | 12,675 | 21,725 | 16,290 | (5,435) |
| Excess of Revenue Over Expenses GAAP Basis | \$ (3,920,836) | \$ (195,723) | \$ (4,116,558) | \$ (4,837,939) | \$ 721,381 |

Greenlink-Downtown Circulator Fund
Statement of Activities
Five Months Ended May 31, 2018

| | <u>Operating YTD Actual</u> | <u>Capital YTD Actual</u> | <u>Total YTD Actual</u> | <u>YTD Budget</u> | <u>Fav (Unfav) Variance</u> |
|---|---------------------------------|-------------------------------|-----------------------------|----------------------------|---------------------------------|
| Revenues | | | | | |
| HDMD Operations Sponsorship | \$ 187,500 | \$ - | \$ 187,500 | \$ 187,500 | \$ - |
| Houston First Operations Sponsorship | 187,500 | | 187,500 | 187,500 | - |
| BG Group Operations Sponsorship | - | | - | - | - |
| TCEQ Grant Revenue | 205,706 | | 205,706 | 250,000 | (44,294) |
| Interest Income | 10,319 | | 10,319 | 4,167 | 6,152 |
| Total Revenues | <u>\$ 591,025</u> | <u>\$ -</u> | <u>\$ 591,025</u> | <u>\$ 629,167</u> | <u>\$ (38,141)</u> |
| Expenses | | | | | |
| Vehicle Operator Expense | 594,767 | | 594,767 | 562,500 | (32,267) |
| Fuel Expense | 40,344 | | 40,344 | 44,583 | 4,239 |
| Marketing Expense | 72,029 | | 72,029 | 75,000 | 2,971 |
| Operating Administrative Expense | - | | - | 5,000 | 5,000 |
| Miscellaneous Expense | - | | - | - | - |
| | <u>707,139</u> | <u>-</u> | <u>707,139</u> | <u>687,083</u> | <u>(20,056)</u> |
| Total Expenses | <u>\$ 707,139</u> | <u>\$ -</u> | <u>\$ 707,139</u> | <u>\$ 687,083</u> | <u>\$ (20,056)</u> |
| Depreciation Expense | 104,141 | | 104,141 | 104,140 | (1) |
| Excess of Revenue Over Expenses GAAP Basis | <u>\$ (220,255)</u> | <u>\$ -</u> | <u>\$ (220,255)</u> | <u>\$ (162,057)</u> | <u>\$ (58,199)</u> |

Greenlink-Downtown Circulator Fund
Statement of Activities
Five Months Ended May 31, 2018 and May 31, 2017

| | <u>Operating YTD Actual</u> | <u>Capital YTD Actual</u> | <u>2018 Total YTD Actual</u> | <u>2017 Total YTD Actual</u> | <u>Fav (Unfav) Variance</u> |
|---|---------------------------------|-------------------------------|--------------------------------------|--------------------------------------|---------------------------------|
| Revenues | | | | | |
| HDMD Operations Sponsorship | \$ 187,500 | | \$ 187,500 | \$ 187,500 | \$ - |
| Houston First Operations Sponsorship | 187,500 | | 187,500 | 187,500 | - |
| BG Group Operations Sponsorship | - | | - | - | - |
| TCEQ Grant Revenue | 205,706 | | 205,706 | 250,520 | (44,814) |
| Interest Income | 10,319 | | 10,319 | 4,404 | 5,915 |
| Total Revenues | <u>\$ 591,025</u> | <u>\$ -</u> | <u>\$ 591,025</u> | <u>\$ 629,924</u> | <u>\$ (38,898)</u> |
| Expenses | | | | | |
| Vehicle Operator Expense | 594,767 | | 594,767 | 519,031 | (75,736) |
| Fuel Expense | 40,344 | | 40,344 | 35,650 | (4,694) |
| Marketing Expense | 72,029 | | 72,029 | 9,830 | (62,198) |
| Operating Administrative Expense | - | | - | 5,000 | 5,000 |
| Miscellaneous Expense | - | | - | - | - |
| | <u>707,139</u> | <u>-</u> | <u>707,139</u> | <u>569,511</u> | <u>(137,628)</u> |
| Total Expenses | <u>\$ 707,139</u> | <u>\$ -</u> | <u>\$ 707,139</u> | <u>\$ 569,511</u> | <u>\$ (137,628)</u> |
| Depreciation Expense | 104,141 | | 104,141 | 104,141 | - |
| Excess of Revenue Over Expenses GAAP Basis | <u>\$ (220,255)</u> | <u>\$ -</u> | <u>\$ (220,255)</u> | <u>\$ (43,729)</u> | <u>\$ (176,527)</u> |

Houston Downtown Management District

Variance Analysis

Five Months Ended May 31, 2018

Operating Budget

- 1) Revenue-Assessment revenue \$19K ahead of budget due to prior year collections, operations revenue \$12K ahead of budget due to timing of fountain reimbursements, project reimbursements (\$36K) behind budget due to delay in METRO trash can reimbursement and (\$18K) behind in marketing partnership revenue, salary reimbursements \$58K ahead of budget from developer reimbursements of repairs and \$10K ahead of budget due to receivable from 2017 CHI true-up, \$74K ahead on interest income.

- 2) Goal 1a-Collaboration to Maintain Low Crime Rate-Ahead of budget \$232K in Safety Guides due to open positions, ahead \$43K in Off-Duty program, and ahead \$63K in the PIT team due to delay in expansion of the program.

- 3) Goal 1b-Reduced Presence of Street Persons-Ahead of budget \$111K in homeless programs delay in billing from SEARCH and startup of Harris Health.

- 4) Goal 1d-Downtown Clean & Well-kept Appearance-Ahead of budget \$22K in paver maintenance, ahead \$75K in Street Team due to open positions, ahead \$129K in operations center expenses due to delay in space expansion, over (\$18K) for bird abatement services not budgeted.

- 5) Goal 2a-Key Pedestrian Streets are Inviting-Over budget (\$13K) in landscaping 2017 expenditure not accrued and behind (\$9K) in seasonal color.

- 6) Goal 2b-Public Spaces Programmed & Delightful-Ahead \$29K in Market Square Park and \$38K Main Street Square maintenance, ahead \$35K in programming due to timing of events.

- 7) Goal 2c-Place of Civic Celebration-Ahead \$28K on pole/pot maintenance and \$6K in ArtBlocks program.

- 8) Goal 3c-Easy to Find Way Around-Ahead of budget \$27K above/below and hike/bike maps delayed, over (\$12K) ahead in wayfinding maintenance.

- 9) Goal 4b-Exciting Neighborhoods to Live In-Ahead of budget \$10K in contributions to Learn Central.

- 10) Goal 5a-Market to Region-Ahead of budget \$166K on media & advertising expenditures.

- 11) Goal 5c-Vision/Development Framework Understood by All-Over budget (\$83K) on planning consulting expenditures, NHHIP planning was budgeted in 2017.

Capital Budget

- 12) Ahead of budget \$50K Chartres Fence delayed pending COH decision, \$61K due to delay in lighting infill and \$20K irrigation infill.

- 13) Ahead of budget \$92K in Market Square Park lighting project waiting on festoon installation.

- 14) Ahead of budget \$36K in vehicular wayfinding project carried over from 2017, ahead \$50K in sidewalk infill project on hold, ahead \$25K delay in purchasing bike racks, ahead \$4K on parking lot edge/landscaping projects not yet invoiced, ahead \$115K on illuminated street signs project not started.

- 15) Ahead of budget \$29K in grants for retail and \$26K DLI expenditures.

- 16) Ahead of budget \$106K in capital replacements.

AP Check Register (Current by Bank)

11:27:16 AM

Check Dates: 5/1/2018 to 5/31/2018

| Check No. | Date | Status | Vendor ID | Payee Name | Amount |
|---|----------|--------|-----------|-------------------------------------|----------------|
| BANK ID: A - OPERATING ACCT-JPMORGAN | | | | | 101.000 |
| * 28011 | 05/03/18 | V | 5/3/18 | 9070 WONKY POWER RECORDS LLC | (\$3,900.00) |
| * 28347 | 05/01/18 | P | | 1200 CENTRAL HOUSTON, INC | \$215,758.89 |
| * 28375 | 05/04/18 | P | | 0381 AMBROSE COMMUNICATIONS,LLC | \$3,325.50 |
| 28376 | 05/04/18 | P | | 0530 ANGELA S. BERTINOT | \$1,767.80 |
| 28377 | 05/04/18 | P | | 0027 AT&T | \$1,882.05 |
| 28378 | 05/04/18 | P | | 0543 BAYOU ROUX | \$1,000.00 |
| 28379 | 05/04/18 | P | | 9818 BERI BROWN | \$150.00 |
| 28380 | 05/04/18 | P | | 9819 BRYAN K BENNETT | \$2,346.00 |
| 28381 | 05/04/18 | P | | 0837 BUNDRICK & SONS MUSIC CO. | \$950.00 |
| 28382 | 05/04/18 | P | | 1689 CB CAFES MAIN, LLC | \$45.00 |
| 28383 | 05/04/18 | P | | 1191 CENTERPOINT ENERGY | \$25.99 |
| 28384 | 05/04/18 | P | | 1225 CENTRAL HOUSTON CIVIC IMPROVEM | \$22,916.67 |
| 28385 | 05/04/18 | P | | 1543 CITY OF HOUSTON | \$964.86 |
| 28386 | 05/04/18 | P | | 4756 CKP COMMUNICATIONS,LLC | \$13,250.00 |
| 28387 | 05/04/18 | P | | 1652 CODE PARK INC | \$800.00 |
| 28388 | 05/04/18 | P | | 1665 COLOR SPECIALISTS LANDSCAPING | \$62,370.00 |
| 28389 | 05/04/18 | P | | 1720 DABFOTO CREATIVE SERVICES LLC | \$2,350.00 |
| 28389 | 05/25/18 | V | 5/25/18 | 1720 DABFOTO CREATIVE SERVICES LLC | (\$2,350.00) |
| 28390 | 05/04/18 | P | | 1801 DIRECTV | \$85.23 |
| 28391 | 05/04/18 | P | | 2119 EMERGENCY CLEANING SOLUTIONS | \$739.32 |
| 28392 | 05/04/18 | P | | 3771 HOLLY BERETTO | \$2,097.75 |
| 28393 | 05/04/18 | P | | 3630 HOME DEPOT CREDIT SERVICES | \$252.57 |
| 28394 | 05/04/18 | P | | 3794 HOUSTON DOWNTOWN MANAGEMENT | \$112,500.00 |
| 28395 | 05/04/18 | P | | 3992 HOUSTON DOWNTOWN MGMT DISTRICT | \$379,960.86 |
| 28396 | 05/04/18 | P | | 3894 HOUSTONIA | \$1,015.00 |
| 28397 | 05/04/18 | P | | 4210 IMAGESET DIGITAL | \$161.73 |
| 28398 | 05/04/18 | P | | 4441 IT EQUIPMENT FINANCING,LLC | \$304.73 |
| 28399 | 05/04/18 | P | | 5581 JASMINE ZELAYA | \$1,500.00 |
| 28400 | 05/04/18 | P | | 9918 JOSEPH D. ROSS | \$400.00 |
| 28401 | 05/04/18 | P | | 8896 LAURETTE CANIZARES | \$250.00 |
| 28402 | 05/04/18 | P | | 3395 LEONARD LOCKETT, JR | \$320.00 |
| 28403 | 05/04/18 | P | | 5540 LINCOLN COLWELL | \$2,280.00 |
| 28404 | 05/04/18 | P | | 5701 LONNIE HOOGEBOOM | \$231.14 |
| 28405 | 05/04/18 | P | | 5987 MAINTENANCE TO GO | \$8,228.85 |
| 28406 | 05/04/18 | P | | 6010 MALCOLM HUBBARD SR | \$1,500.00 |
| 28407 | 05/04/18 | P | | 6036 MASTERMAN'S , LLP | \$570.49 |
| 28408 | 05/04/18 | P | | 6312 MCCONNELL & JONES LLP | \$14,000.00 |
| 28409 | 05/04/18 | P | | 5703 MICHAEL LOESSIN | \$368.00 |
| 28410 | 05/04/18 | P | | 6450 MONTALBANO LUMBER | \$50.64 |
| 28411 | 05/04/18 | P | | 9948 ORKIN PEST CONTROL | \$92.56 |
| 28412 | 05/04/18 | P | | 7400 PFEIFFER & SON, LTD | \$9,469.48 |
| 28413 | 05/04/18 | P | | 7725 PRECISION GRAPHICS CENTER | \$106.65 |
| 28414 | 05/04/18 | P | | 8034 RC SOLUTIONS, INC. | \$600.00 |
| 28415 | 05/04/18 | P | | 8355 STERLING EXPRESS SERVICES, INC | \$85.50 |
| 28416 | 05/04/18 | P | | 8395 SULEWSKI DESIGN | \$3,150.00 |
| 28417 | 05/04/18 | P | | 8301 SWA GROUP | \$9,000.00 |
| 28418 | 05/04/18 | P | | 8543 TENNANT SALES & SERVICE COMP. | \$4,890.58 |
| 28419 | 05/04/18 | P | | 8552 TEXAS OUTHOUSE, INC. | \$1,958.25 |
| 28420 | 05/04/18 | P | | 0009 THOMAS PRINTWORKS | \$7,552.40 |
| 28421 | 05/04/18 | P | | 8609 TOUCH & AGREE PROPERTY | \$3,029.40 |
| 28422 | 05/04/18 | P | | 8799 ULINE | \$337.94 |

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|-------|----------|---|---------|------|--------------------------------|--------------|
| 28423 | 05/04/18 | P | | 9140 | WEINGARTEN ART GROUP | \$5,650.00 |
| 28424 | 05/04/18 | P | | 9070 | WONKY POWER RECORDS LLC | \$2,400.00 |
| 28425 | 05/09/18 | P | | 5701 | LONNIE HOOGEBOOM | \$1,951.82 |
| 28426 | 05/11/18 | P | | 0007 | 1415 LOUISIANA LTD | \$25,000.00 |
| 28427 | 05/11/18 | P | | 0490 | ASSOCIATED LANDSCAPE SERVICES | \$510.00 |
| 28428 | 05/11/18 | P | | 3288 | BRACEWELL | \$1,915.25 |
| 28429 | 05/11/18 | P | | 1689 | CB CAFES MAIN, LLC | \$163.00 |
| 28430 | 05/11/18 | P | | 1225 | CENTRAL HOUSTON CIVIC IMPROVEM | \$3,580.00 |
| 28431 | 05/11/18 | P | | 1540 | CITY OF HOUSTON (WATER DEPT) | \$81.74 |
| 28432 | 05/11/18 | P | | 1570 | CLARK CONDON ASSOCIATES, INC | \$3,015.00 |
| 28433 | 05/11/18 | P | | 2506 | FANTOME TOWER L.P. | \$400.00 |
| 28434 | 05/11/18 | P | | 3249 | GLOBAL WASTE SERVICES,LLC | \$2,192.40 |
| 28435 | 05/11/18 | P | | 3298 | GULF COAST PAVERS,INC. | \$8,400.00 |
| 28436 | 05/11/18 | P | | 3806 | HOUSTON CHRONICLE | \$5,670.00 |
| 28437 | 05/11/18 | P | | 4011 | HOUSTON PRESS | \$1,100.00 |
| 28438 | 05/11/18 | P | | 4210 | IMAGESET DIGITAL | \$11,052.23 |
| 28439 | 05/11/18 | P | | 9891 | JACQUELINE LONGORIA | \$12.33 |
| 28440 | 05/11/18 | P | | 1758 | JAMES WHITFIELD | \$1,000.00 |
| 28441 | 05/11/18 | P | | 5712 | LONE STAR DISPOSAL,LP | \$201.55 |
| 28442 | 05/11/18 | P | | 5987 | MAINTENANCE TO GO | \$9,173.05 |
| 28443 | 05/11/18 | P | | 7086 | NORTHERN TOOL & EQUIPMENT | \$842.91 |
| 28444 | 05/11/18 | P | | 7400 | PFEIFFER & SON, LTD | \$4,470.15 |
| 28445 | 05/11/18 | P | | 7712 | POWER PEST CORP | \$7,820.00 |
| 28446 | 05/11/18 | P | | 8543 | TENNANT SALES & SERVICE COMP. | \$364.90 |
| 28447 | 05/11/18 | P | | 0009 | THOMAS PRINTWORKS | \$169.60 |
| 28448 | 05/11/18 | P | | 8591 | TREEBEARDS, INC. | \$240.00 |
| 28449 | 05/11/18 | P | | 8799 | ULINE | \$187.31 |
| 28450 | 05/11/18 | P | | 1720 | DABFOTO CREATIVE SERVICES LLC | \$300.00 |
| 28451 | 05/18/18 | P | | 3711 | 1110 MAIN PARTNERS,LP | \$3,719.05 |
| 28452 | 05/18/18 | P | | 0002 | 5 + 8 | \$2,375.00 |
| 28453 | 05/18/18 | P | | 0513 | AZTEC RENTAL CENTER,INC. | \$38.50 |
| 28454 | 05/18/18 | P | | 0511 | BLOCK BY BLOCK | \$231,725.17 |
| 28455 | 05/18/18 | P | | 0811 | BRI 1850 HOUSTON OOC, LLC | \$494.48 |
| 28456 | 05/18/18 | P | | 2900 | CENTRAL PARKING CORP | \$290.00 |
| 28457 | 05/18/18 | P | | 1540 | CITY OF HOUSTON (WATER DEPT) | \$13,459.40 |
| 28458 | 05/18/18 | V | 5/18/18 | 1540 | | |
| 28459 | 05/18/18 | P | | 8275 | COMPLEAT CUISINE | \$888.30 |
| 28460 | 05/18/18 | P | | 1697 | CORPORATION FOR SUPPORTIVE | \$18,000.00 |
| 28461 | 05/18/18 | P | | 2119 | EMERGENCY CLEANING SOLUTIONS | \$740.50 |
| 28462 | 05/18/18 | P | | 3285 | GOW MEDIA, LLC | \$795.00 |
| 28463 | 05/18/18 | P | | 3510 | H.B.S WAREHOUSE ASSOC. | \$2,755.00 |
| 28464 | 05/18/18 | P | | 4011 | HOUSTON PRESS | \$1,450.00 |
| 28465 | 05/18/18 | P | | 5211 | KEITH GOULD | \$14.57 |
| 28466 | 05/18/18 | P | | 5634 | LESLIE'S SWIMMING POOL SUPPLY | \$227.94 |
| 28467 | 05/18/18 | P | | 5648 | LINEBARGER GOGGAN BLAIR | \$741.63 |
| 28468 | 05/18/18 | P | | 5987 | MAINTENANCE TO GO | \$9,217.75 |
| 28469 | 05/18/18 | P | | 6085 | MENDEL CREATIVE SOLUTIONS | \$4,709.25 |
| 28470 | 05/18/18 | P | | 7782 | PROFESSIONAL GROUNDS | \$4,075.00 |
| 28471 | 05/18/18 | P | | 8066 | READYREFRESH | \$1,046.49 |
| 28472 | 05/18/18 | P | | 8609 | TOUCH & AGREE PROPERTY | \$3,029.40 |
| 28473 | 05/18/18 | P | | 9081 | WESTPARK COMMUNICATIONS, L.P | \$61.75 |
| 28474 | 05/25/18 | P | | 0350 | ALONTI | \$33.60 |
| 28475 | 05/25/18 | P | | 0490 | ASSOCIATED LANDSCAPE SERVICES | \$25,300.50 |
| 28476 | 05/25/18 | P | | 9818 | BERI BROWN | \$150.00 |
| 28476 | 05/25/18 | V | 5/25/18 | 9818 | BERI BROWN | (\$150.00) |
| 28477 | 05/25/18 | P | | 0592 | BETA TECHNOLOGY,INC. | \$409.43 |
| 28478 | 05/25/18 | P | | 0550 | BLUMENTHAL SHEET METAL | \$2,153.00 |
| 28479 | 05/25/18 | P | | 1689 | CB CAFES MAIN, LLC | \$337.00 |
| 28480 | 05/25/18 | P | | 1665 | COLOR SPECIALISTS LANDSCAPING | \$1,560.00 |
| 28481 | 05/25/18 | P | | 4409 | IDENTITY ARCHITECTS, INC | \$8,367.20 |
| 28482 | 05/25/18 | P | | 5700 | LONE STAR FLAGS AND FLAGPOLES | \$17,336.00 |
| 28483 | 05/25/18 | P | | 5987 | MAINTENANCE TO GO | \$7,201.90 |

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|-------|----------|---|------|-------------------------------|------------|
| 28484 | 05/25/18 | P | 7400 | PFEIFFER & SON, LTD | \$8,417.65 |
| 28485 | 05/25/18 | P | 8799 | ULINE | \$399.47 |
| 28486 | 05/25/18 | P | 8900 | VERIZON WIRELESS | \$697.55 |
| 28487 | 05/25/18 | P | 8267 | TN CPA | \$1,500.00 |
| 28488 | 05/25/18 | P | 1720 | DABFOTO CREATIVE SERVICES LLC | \$2,350.00 |
| 28489 | 05/25/18 | P | 0350 | ALONTI | \$35.25 |

BANK A REGISTER TOTAL: \$1,364,557.80

BANK ID: B - CAPITAL ACCT-JPMORGAN **102.000**

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|------|----------|---|---------|-------------------------------------|--------------|
| 3684 | 05/04/18 | P | 3795 | HOUSTON DOWNTOWN MGNT DISTRICT | \$6,481.67 |
| 3685 | 05/04/18 | P | 3320 | GANDY2 LIGHTING DESIGN | \$2,535.00 |
| 3686 | 05/04/18 | P | 5290 | KING GRAPHICS & SIGNS, LLC | \$1,725.00 |
| 3687 | 05/04/18 | P | 6141 | MILLIS DEVELOPMENT & | \$55,085.92 |
| 3688 | 05/04/18 | P | 8919 | VEAZEY ENTERPRISES, INC. | \$1,200.00 |
| 3689 | 05/10/18 | P | 1225 | CENTRAL HOUSTON CIVIC IMPROVEM | \$3,580.00 |
| 3689 | 05/10/18 | V | 5/10/18 | 1225 CENTRAL HOUSTON CIVIC IMPROVEM | (\$3,580.00) |
| 3690 | 05/10/18 | P | 5290 | KING GRAPHICS & SIGNS, LLC | \$2,625.00 |
| 3691 | 05/11/18 | P | 0321 | AIR POWER SERVICES, INC | \$4,600.00 |
| 3692 | 05/11/18 | P | 1570 | CLARK CONDON ASSOCIATES, INC | \$8,915.84 |
| 3693 | 05/18/18 | P | 2759 | FIBERGRATE COMPOSITE STRUCTURE | \$9,054.51 |
| 3694 | 05/18/18 | P | 7060 | NEON ELECTRIC CORPORATION | \$35,497.00 |
| 3695 | 05/18/18 | P | 7400 | PFEIFFER & SON, LTD | \$6,080.49 |
| 3696 | 05/25/18 | P | 5646 | LIGHTCRAFT OUTDOOR ENVIRONMENT | \$6,731.22 |

BANK B REGISTER TOTAL: \$140,531.65

GRAND TOTAL : \$1,505,089.45

* Check Status Types: "P" - Printed ; "M" - Manual ; "V" - Void (Void Date); "A" - Application; "E" - EFT
 ** Denotes broken check sequence.

6/4/18 Page: 1
HOUSTON DOWNTOWN MANAGEMENT DISTRICT-
 AP Check Register (Current by Bank)
 11:28:01 AM
 Check Dates: 5/1/2018 to 5/31/2018

| Check No. | Date | Status | Vendor ID | Payee Name | Amount |
|-----------|------|--------|-----------|------------|--------|
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BANK ID: GREEN - OPERATING-JPMORGAN **1000.000**

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|------|----------|---|------|--------------------------------|--------------|
| 1215 | 05/25/18 | P | 7501 | METROPOLITAN TRANSIT AUTHORITY | \$135,681.11 |
|------|----------|---|------|--------------------------------|--------------|

BANK GREEN REGISTER TOTAL: \$135,681.11

GRAND TOTAL : \$135,681.11