

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 August 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
September 10, 2018



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**Houston Downtown Management District
Governmental Fund Balance Sheets and
Statement of Net Assets
August 31, 2018 and August 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 | \$ 12,237,323 | \$ 3,354,214 | \$ 1,583,025 | \$ 17,174,563 | \$ 10,575,979 | \$ 2,352,024 | \$ 1,651,170 | \$ 14,579,174 |
| Assessments Due, Net | - | - | - | - | - | - | - | - |
| Accounts Receivable | 41,436 | - | 88,371 | 129,807 | 65,974 | - | 239,743 | 305,718 |
| Prepaid Expense | 118,250 | - | - | 118,250 | 118,250 | - | - | 118,250 |
| Inventory | - | - | 80,448 | 80,448 | - | - | 101,033 | 101,033 |
| Property & Equipment, Net | 64,506 | 115,844 | 1,437,156 | 1,617,506 | 85,580 | 83,923 | 1,687,095 | 1,856,598 |
| Intercompany Rec/Pay | 506 | (506) | - | - | (1,383) | 1,383 | - | - |
| Total Assets | <u>\$ 12,462,021</u> | <u>\$ 3,469,553</u> | <u>\$ 3,189,001</u> | <u>\$ 19,120,575</u> | <u>\$ 10,844,400</u> | <u>\$ 2,437,331</u> | <u>\$ 3,679,042</u> | <u>\$ 16,960,773</u> |
| Liabilities | | | | | | | | |
| Accounts Payable & Accrued Expenses | \$ 659,978 | \$ 161,669 | \$ 270,114 | \$ 1,091,761 | \$ 565,122 | \$ 228,512 | \$ 218,276 | \$ 1,011,910 |
| Deferred Revenue & Reserve for Refunds | 34,559 | 4,494 | 225,000 | 264,053 | 1,101,609 | 139,641 | 225,000 | 1,466,250 |
| Total Liabilities & Deferred Revenue | <u>694,537</u> | <u>166,162</u> | <u>495,114</u> | <u>1,355,814</u> | <u>1,666,732</u> | <u>368,153</u> | <u>443,276</u> | <u>2,478,160</u> |
| Fund Balances | | | | | | | | |
| Unreserved, Undesignated | 10,967,484 | | | 10,967,484 | 8,377,668 | | | 8,377,668 |
| Unreserved, Designated for Catastrophy | 800,000 | | | 800,000 | 800,000 | | | 800,000 |
| Reserved for Capital Projects | | 3,303,390 | 2,693,887 | 5,997,277 | | 2,069,179 | 3,235,766 | 5,304,945 |
| | <u>11,767,484</u> | <u>3,303,390</u> | <u>2,693,887</u> | <u>17,764,761</u> | <u>9,177,668</u> | <u>2,069,179</u> | <u>3,235,766</u> | <u>14,482,613</u> |
| Total Liabilities, Deferred Revenue & Fund Balances | <u>\$ 12,462,021</u> | <u>\$ 3,469,553</u> | <u>\$ 3,189,001</u> | <u>\$ 19,120,575</u> | <u>\$ 10,844,400</u> | <u>\$ 2,437,331</u> | <u>\$ 3,679,042</u> | <u>\$ 16,960,773</u> |

**Houston Downtown Management District
Statement of Activities
Eight Months Ended August 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 | \$ 31,893 | \$ 3,069 | \$ 34,962 | \$ - | \$ 34,962 |
| Operations Revenue | 326,386 | - | 326,386 | 314,419 | 11,967 |
| Project Revenue | 53,726 | - | 53,726 | 75,000 | (21,274) |
| Salary Reimbursements | 46,111 | 41,760 | 87,871 | 36,166 | 51,705 |
| Interest Income | 185,285 | 38,322 | 223,606 | 93,333 | 130,273 |
| Total Revenues | \$ 643,400 | \$ 83,150 | \$ 726,550 | \$ 518,919 | \$ 207,632 |
| Expenses | | | | | |
| Downtown Feels Safe & Comfortable at All Times | | | | | |
| Collaboration to Maintain Low Crime Rate | \$ 1,163,697 | \$ - | \$ 1,163,697 | \$ 1,666,000 | \$ 502,303 |
| Reduced Presence of Homeless & Street Persons | 350,148 | - | 350,148 | 343,333 | (6,815) |
| Downtown Sidewalks are Comfortably Lighted | 91,353 | - | 91,353 | 93,333 | 1,980 |
| Downtown Clean & Well-Kept Appearance | 2,149,530 | - | 2,149,530 | 2,239,000 | 89,470 |
| Remove Signs of Disorder in Downtown | 17,881 | - | 17,881 | 24,333 | 6,452 |
| Prepare for Emergencies | 66,576 | - | 66,576 | 73,333 | 6,757 |
| | 3,839,185 | - | 3,839,185 | 4,439,333 | 600,148 |
| Public Realm is Charming, Inviting, Beautiful & Celebrates the Life of the City | | | | | |
| Key Pedestrian Streets are Inviting | 275,310 | - | 275,310 | 289,000 | 13,690 |
| Public Spaces Managed, Programmed, & Delightful | 459,637 | - | 459,637 | 652,334 | 192,696 |
| Place of Civic Celebration | 651,359 | - | 651,359 | 382,083 | (269,276) |
| | 1,386,306 | - | 1,386,306 | 1,323,417 | (62,890) |
| Accessible to Region & Easy to Get Around | | | | | |
| Effective Transit Access More Places, More Hours | 7,214 | - | 7,214 | 7,333 | 120 |
| Convenient Circulation Without Personal Vehicle | 346,130 | - | 346,130 | 346,333 | 203 |
| Easy To Find Way Around | 83,817 | - | 83,817 | 121,667 | 37,850 |
| Connect Neighbors & Districts Inside/Outside Downtown | 31,702 | - | 31,702 | 31,667 | (35) |
| Convenient, Understandable & Managed Parking | 9,980 | - | 9,980 | 10,000 | 20 |
| | 478,842 | - | 478,842 | 517,000 | 38,158 |
| Vibrant, Sustainable Mixed-Use Place | | | | | |
| Best Place to Work in Region | 186,913 | - | 186,913 | 183,333 | (3,580) |
| Exciting Neighborhoods to Live In | 329,467 | - | 329,467 | 595,400 | 265,933 |
| Competitive Shopping Place | 31,166 | - | 31,166 | 31,333 | 167 |
| Remarkable Destination for Visitors | 30,020 | - | 30,020 | 44,667 | 14,646 |
| | 577,567 | - | 577,567 | 854,733 | 277,167 |
| Downtown's Vision & Offering Understood By All | | | | | |
| Market to Region | 398,478 | - | 398,478 | 631,883 | 233,405 |
| Promote Downtown's Ease of Use | 13,813 | - | 13,813 | 14,000 | 187 |
| Vision/Development Framework Understood By All | 529,987 | - | 529,987 | 606,000 | 76,013 |
| Tools to Assist Continued Redevelopment | 53,640 | - | 53,640 | 53,333 | (307) |
| Develop & Maintain Information to Support Downtown | 21,123 | - | 21,123 | 21,333 | 210 |
| | 1,017,042 | - | 1,017,042 | 1,326,550 | 309,508 |
| District Governance & Service Known for Excellence | | | | | |
| Engage Stakeholders in Decision Making | 403,195 | - | 403,195 | 422,500 | 19,305 |
| Communications to Owners, Tenants & Others | 16,688 | - | 16,688 | 19,000 | 2,312 |
| Preservation of Districts' Capital Assets | 32,649 | - | 32,649 | 34,550 | 1,901 |
| | 452,532 | - | 452,532 | 476,050 | 23,518 |
| Capital Improvement & Expenditures | | | | | |
| Downtown Feels Safe & Comfortable | - | 128,163 | 128,163 | 390,000 | 261,837 |
| Public Realm is Charming, Inviting, & Beautiful | - | 76,234 | 76,234 | 280,000 | 203,766 |
| Accessible to Region & Easy to Get Around | - | 328,205 | 328,205 | 805,000 | 476,795 |
| Vibrant, Sustainable Mixed-Use Place | - | 32,175 | 32,175 | 88,109 | 55,933 |
| Downtown's Vision & Offering Understood By All | - | - | - | - | - |
| Capital Replacement Expenditure | - | 76,930 | 76,930 | 246,000 | 169,070 |
| | - | 641,708 | 641,708 | 1,809,109 | 1,167,400 |
| Total Expenses | \$ 7,751,474 | \$ 641,708 | \$ 8,393,182 | \$ 10,746,192 | \$ 2,353,010 |
| Depreciation Expense | 14,480 | 20,952 | 35,432 | 28,205 | (7,227) |
| Excess of Revenue Over Expenses GAAP Basis | \$ (7,122,554) | \$ (579,510) | \$ (7,702,064) | \$ (10,255,478) | \$ 2,553,414 |

Houston Downtown Management District
Statement of Activities
Eight Months Ended August 31, 2018 and August 31, 2017

| | Operating YTD Actual | Capital YTD Actual | 2018 Total YTD Actual | 2017 Total YTD Actual | Fav (Unfav) Variance |
|--|-------------------------|-----------------------|-----------------------------|-----------------------------|-------------------------|
| Revenues | | | | | |
| Assessments, Net | \$ 31,893 | \$ 3,069 | \$ 34,962 | \$ 74,961 | \$ (39,999) |
| Operations Revenue | 326,386 | - | 326,386 | 287,613 | 38,773 |
| Project Revenue | 53,726 | - | 53,726 | 315,590 | (261,864) |
| Salary Reimbursements | 46,111 | 41,760 | 87,871 | 115,683 | (27,812) |
| Interest Income | 185,285 | 38,322 | 223,606 | 103,521 | 120,085 |
| Total Revenues | \$ 643,400 | \$ 83,150 | \$ 726,550 | \$ 897,367 | \$ (170,817) |
| Expenses | | | | | |
| Downtown Feels Safe & Comfortable at All Times | | | | | |
| Collaboration to Maintain Low Crime Rate | \$ 1,163,697 | \$ - | \$ 1,163,697 | \$ 1,254,227 | \$ 90,530 |
| Reduced Presence of Homeless & Street Persons | 350,148 | - | 350,148 | 264,730 | (85,418) |
| Downtown Sidewalks are Comfortably Lighted | 91,353 | - | 91,353 | 72,349 | (19,004) |
| Downtown Clean & Well-Kept Appearance | 2,149,530 | - | 2,149,530 | 2,143,971 | (5,559) |
| Remove Signs of Disorder in Downtown | 17,881 | - | 17,881 | 24,580 | 6,699 |
| Prepare for Emergencies | 66,576 | - | 66,576 | 60,661 | (5,915) |
| | 3,839,185 | - | 3,839,185 | 3,820,519 | (18,666) |
| Public Realm is Charming, Inviting, Beautiful & Celebrates the Life of the City | | | | | |
| Key Pedestrian Streets are Inviting | 275,310 | - | 275,310 | 272,026 | (3,283) |
| Public Spaces Managed, Programmed, & Delightful | 459,637 | - | 459,637 | 495,857 | 36,220 |
| Place of Civic Celebration | 651,359 | - | 651,359 | 336,367 | (314,992) |
| | 1,386,306 | - | 1,386,306 | 1,104,251 | (282,055) |
| Accessible to Region & Easy to Get Around | | | | | |
| Effective Transit Access More Places, More Hours | 7,214 | - | 7,214 | 7,021 | (192) |
| Convenient Circulation Without Personal Vehicle | 346,130 | - | 346,130 | 353,031 | 6,901 |
| Easy To Find Way Around | 83,817 | - | 83,817 | 31,252 | (52,565) |
| Connect Neighbors & Districts Inside/Outside Downtown | 31,702 | - | 31,702 | 55,274 | 23,572 |
| Convenient, Understandable & Managed Parking | 9,980 | - | 9,980 | 12,568 | 2,588 |
| | 478,842 | - | 478,842 | 459,146 | (19,696) |
| Vibrant, Sustainable Mixed-Use Place | | | | | |
| Best Place to Work in Region | 186,913 | - | 186,913 | 163,245 | (23,669) |
| Exciting Neighborhoods to Live In | 329,467 | - | 329,467 | 147,269 | (182,198) |
| Competitive Shopping Place | 31,166 | - | 31,166 | 65,682 | 34,516 |
| Remarkable Destination for Visitors | 30,020 | - | 30,020 | 6,917 | (23,103) |
| | 577,567 | - | 577,567 | 383,113 | (194,454) |
| Downtown's Vision & Offering Understood By All | | | | | |
| Market to Region | 398,478 | - | 398,478 | 571,585 | 173,106 |
| Promote Downtown's Ease of Use | 13,813 | - | 13,813 | 13,940 | 128 |
| Vision/Development Framework Understood By All | 529,987 | - | 529,987 | 813,035 | 283,048 |
| Tools to Assist Continued Redevelopment | 53,640 | - | 53,640 | 61,354 | 7,714 |
| Develop & Maintain Information to Support Downtown | 21,123 | - | 21,123 | 20,228 | (895) |
| | 1,017,042 | - | 1,017,042 | 1,480,142 | 463,100 |
| District Governance & Service Known for Excellence | | | | | |
| Engage Stakeholders in Decision Making | 403,195 | - | 403,195 | 391,278 | (11,917) |
| Communications to Owners, Tenants & Others | 16,688 | - | 16,688 | 9,619 | (7,069) |
| Preservation of Districts' Capital Assets | 32,649 | - | 32,649 | 32,649 | - |
| | 452,532 | - | 452,532 | 433,545 | (18,987) |
| Capital Improvement & Expenditures | | | | | |
| Downtown Feels Safe & Comfortable | - | 128,163 | 128,163 | - | (128,163) |
| Public Realm is Charming, Inviting, & Beautiful | - | 76,234 | 76,234 | 544,502 | 468,267 |
| Accessible to Region & Easy to Get Around | - | 328,205 | 328,205 | 59,011 | (269,194) |
| Vibrant, Sustainable Mixed-Use Place | - | 32,175 | 32,175 | 188,251 | 156,076 |
| Downtown's Vision & Offering Understood By All | - | - | - | - | - |
| Capital Replacement Expenditure | - | 76,930 | 76,930 | 272,455 | 195,525 |
| | - | 641,708 | 641,708 | 1,064,219 | 422,511 |
| Total Expenses | \$ 7,751,474 | \$ 641,708 | \$ 8,393,182 | \$ 8,744,935 | \$ 351,753 |
| Depreciation Expense | 14,480 | 20,952 | 35,432 | 28,722 | (6,710) |
| Excess of Revenue Over Expenses GAAP Basis | \$ (7,122,554) | \$ (579,510) | \$ (7,702,064) | \$ (7,876,290) | \$ 174,227 |

Greenlink-Downtown Circulator Fund
Statement of Activities
Eight Months Ended August 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 | \$ 300,000 | \$ - | \$ 300,000 | \$ 300,000 | \$ - |
| Houston First Operations Sponsorship | 300,000 | | 300,000 | 300,000 | - |
| BG Group Operations Sponsorship | - | | - | - | - |
| TCEQ Grant Revenue | 299,706 | | 299,706 | 300,000 | (294) |
| Interest Income | 16,381 | | 16,381 | 6,667 | 9,715 |
| Total Revenues | <u>\$ 916,087</u> | <u>\$ -</u> | <u>\$ 916,087</u> | <u>\$ 906,667</u> | <u>\$ 9,421</u> |
| Expenses | | | | | |
| Vehicle Operator Expense | 996,352 | | 996,352 | 900,000 | (96,352) |
| Fuel Expense | 68,944 | | 68,944 | 71,333 | 2,389 |
| Marketing Expense | 72,029 | | 72,029 | 75,000 | 2,971 |
| Operating Administrative Expense | 5,270 | | 5,270 | 5,000 | (270) |
| Miscellaneous Expense | - | | - | - | - |
| | <u>1,142,594</u> | <u>-</u> | <u>1,142,594</u> | <u>1,051,333</u> | <u>(91,261)</u> |
| Total Expenses | <u>\$ 1,142,594</u> | <u>\$ -</u> | <u>\$ 1,142,594</u> | <u>\$ 1,051,333</u> | <u>\$ (91,261)</u> |
| Depreciation Expense | 166,626 | | 166,626 | 166,624 | (2) |
| Excess of Revenue Over Expenses GAAP Basis | <u>\$ (393,133)</u> | <u>\$ -</u> | <u>\$ (393,133)</u> | <u>\$ (311,291)</u> | <u>\$ (81,842)</u> |

Greenlink-Downtown Circulator Fund
Statement of Activities
Eight Months Ended August 31, 2018 and August 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 | \$ 300,000 | | \$ 300,000 | \$ 300,000 | \$ - |
| Houston First Operations Sponsorship | 300,000 | | 300,000 | 300,000 | - |
| BG Group Operations Sponsorship | - | | - | - | - |
| TCEQ Grant Revenue | 299,706 | | 299,706 | 400,832 | (101,126) |
| Interest Income | 16,381 | | 16,381 | 7,679 | 8,702 |
| Total Revenues | \$ 916,087 | \$ - | \$ 916,087 | \$ 1,008,511 | \$ (92,424) |
| Expenses | | | | | |
| Vehicle Operator Expense | 996,352 | | 996,352 | 811,031 | (185,321) |
| Fuel Expense | 68,944 | | 68,944 | 63,950 | (4,994) |
| Marketing Expense | 72,029 | | 72,029 | 9,830 | (62,198) |
| Operating Administrative Expense | 5,270 | | 5,270 | 5,000 | (270) |
| Miscellaneous Expense | - | | - | - | - |
| | <u>1,142,594</u> | <u>-</u> | <u>1,142,594</u> | <u>889,811</u> | <u>(252,783)</u> |
| Total Expenses | \$ 1,142,594 | \$ - | \$ 1,142,594 | \$ 889,811 | \$ (252,783) |
| Depreciation Expense | 166,626 | | 166,626 | 166,626 | - |
| Excess of Revenue Over Expenses GAAP Basis | \$ (393,133) | \$ - | \$ (393,133) | \$ (47,926) | \$ (345,207) |

Houston Downtown Management District

Variance Analysis

Eight Months Ended August 31, 2018

Operating Budget

- 1) Revenue-Assessment revenue \$35K ahead of budget, operations revenue \$12K ahead of budget, marketing partnership revenue (\$21K) behind budget, salary reimbursements \$21K ahead of budget from developer reimbursements of repairs, \$15K ahead from Market Square Park event revenue, \$6K ahead on METRO capital reimbursement and \$10K ahead of budget due to receivable from 2017 CHI true-up, \$130K ahead on interest income.
- 2) Goal 1a-Collaboration to Maintain Low Crime Rate-Ahead of budget \$357K in Safety Guides due to open positions, ahead \$63K in Off-Duty program, and ahead \$78K in the PIT team due to delay in expansion of the program.
- 3) Goal 1d-Downtown Clean & Well-kept Appearance-Ahead of budget \$18K in paver maintenance, ahead \$40K in landscaping and tree maintenance, over budget (\$61K) in Street Team, over budget (\$21K) in irrigation repair reimbursed by developers, ahead \$133K in operations center expenses due to delay in space expansion, over (\$26K) for bird abatement services not budgeted.
- 4) Goal 2a-Key Pedestrian Streets are Inviting-Over budget (\$13K) in landscaping 2017 expenditure not accrued and ahead \$26K in seasonal color due to timing.
- 5) Goal 2b-Public Spaces Programmed & Delightful-Ahead \$47K in Market Square Park and \$68K Main Street Square maintenance, ahead \$74K in programming due to timing of events.
- 6) Goal 2c-Place of Civic Celebration-Ahead \$30K on pole/pot maintenance and over (\$75K) in ArtBlocks program due to some funds that were budgeted but not used in 2017, and over (\$225K) due to deposit on new Holiday Décor.
- 7) Goal 3c-Easy to Find Way Around-Ahead of budget \$27K above/below and hike/bike maps delayed, \$11K ahead in wayfinding maintenance.
- 8) Goal 4b-Exciting Neighborhoods to Live In-Ahead of budget \$17K in contributions to Learn Central, ahead of budget \$244K due to timing of District DLI grant payments..
- 9) Goal 4d-Remarkable Destination for Visitors-Ahead of budget \$15K in personnel.
- 10) Goal 5a-Market to Region-Ahead of budget \$233K on media & advertising expenditures.
- 11) Goal 5c-Vision/Development Framework Understood by All-Ahead of budget \$76K on planning consulting expenditures due to timing of HNTB rail alignment invoices.

Capital Budget

- 12) Ahead of budget \$50K Chartres Fence delayed pending COH decision, ahead \$44K in lighting infill due to timing and ahead \$168K irrigation infill due to delay in project.
- 13) Ahead of budget \$104K in Market Square Park lighting project waiting on festoon installation billing, ahead \$100K on holiday lighting - will put toward installation in December.
- 14) Over budget (\$117K) in vehicular wayfinding project budgeted in 2017, ahead \$200K in sidewalk infill project on hold, ahead \$40K delay in purchasing bike racks, ahead \$203K on parking lot edge/landscaping projects not yet invoiced, ahead \$150K on illuminated street signs project not started.
- 15) Ahead of budget \$47K in grants for retail and ahead \$9K due to timing of District DLI grant payments.
- 16) Ahead of budget \$162K in capital replacements.

Greenlink Budget

- 17) Greenlink Vehicle Operator Expense-Over budget (\$94K) due to METRO adding one additional bus to the Green Route. Currently in discussions with METRO to resolve the issue.

AP Check Register (Current by Bank)

11:07:10 AM

Check Dates: 8/1/2018 to 8/31/2018

| Check No. | Date | Status | Vendor ID | Payee Name | Amount |
|---|----------|--------|-------------|--------------------------------|----------------|
| BANK ID: A - OPERATING ACCT-JPMORGAN | | | | | 101.000 |
| * 28774 | 08/01/18 | P | 1200 | CENTRAL HOUSTON, INC | \$221,631.61 |
| 28814 | 08/03/18 | P | 0094 | ACME PARTY & TENT RENTAL | \$2,003.47 |
| 28815 | 08/03/18 | P | 0381 | AMBROSE COMMUNICATIONS,LLC | \$1,503.00 |
| 28816 | 08/03/18 | P | 0530 | ANGELA S. BERTINOT | \$541.38 |
| 28817 | 08/03/18 | P | 0406 | ARAMARK UNIFORM SERVICES | \$70.92 |
| 28818 | 08/03/18 | P | 0027 | AT&T | \$24,725.98 |
| 28818 | 08/03/18 | V | 8/3/18 0027 | AT&T | (\$24,725.98) |
| 28819 | 08/03/18 | P | 0553 | BLUETARP FINANCIAL, INC | \$310.90 |
| 28820 | 08/03/18 | P | 4756 | CKP COMMUNICATIONS,LLC | \$6,500.00 |
| 28821 | 08/03/18 | P | 1743 | CRAIG HLAVATY | \$300.00 |
| 28822 | 08/03/18 | P | 1801 | DIRECTV | \$80.98 |
| 28823 | 08/03/18 | P | 2119 | EMERGENCY CLEANING SOLUTIONS | \$1,548.58 |
| 28824 | 08/03/18 | P | 2259 | EPICUREAN GROUP, LLC | \$1,492.50 |
| 28825 | 08/03/18 | P | 2520 | FEDEX | \$24.71 |
| 28826 | 08/03/18 | P | 3630 | HOME DEPOT CREDIT SERVICES | \$962.02 |
| 28827 | 08/03/18 | P | 4011 | HOUSTON PRESS | \$550.00 |
| 28828 | 08/03/18 | P | 4441 | IT EQUIPMENT FINANCING,LLC | \$304.73 |
| 28829 | 08/03/18 | P | 5211 | KEITH GOULD | \$28.35 |
| 28830 | 08/03/18 | P | 5634 | LESLIE'S SWIMMING POOL SUPPLY | \$1,058.66 |
| 28831 | 08/03/18 | P | 5540 | LINCOLN COLWELL | \$2,337.00 |
| 28832 | 08/03/18 | P | 6450 | MONTALBANO LUMBER | \$50.10 |
| 28833 | 08/03/18 | P | 6231 | MWM PARTNERS,LLC | \$300.00 |
| 28834 | 08/03/18 | P | 9948 | ORKIN PEST CONTROL | \$93.49 |
| 28835 | 08/03/18 | P | 8151 | SEARCH HOMELESS SERVICES | \$14,709.63 |
| 28836 | 08/03/18 | P | 8552 | TEXAS OUTHOUSE, INC. | \$273.00 |
| 28837 | 08/03/18 | P | 3948 | THE HARRIS CENTER FOR | \$41,312.00 |
| 28838 | 08/03/18 | P | 8609 | TOUCH & AGREE PROPERTY | \$3,029.40 |
| 28839 | 08/03/18 | P | 8799 | ULINE | \$371.22 |
| 28840 | 08/03/18 | P | 9097 | WHITE DISTRIBUTION SYSTEMS | \$950.00 |
| 28841 | 08/03/18 | P | 0027 | AT&T | \$26,535.29 |
| 28841 | 08/08/18 | V | 8/8/18 0027 | AT&T | (\$26,535.29) |
| 28842 | 08/03/18 | P | 1225 | CENTRAL HOUSTON CIVIC IMPROVEM | \$22,916.67 |
| 28843 | 08/03/18 | P | 0027 | AT&T | \$1,809.31 |
| 28844 | 08/03/18 | P | 2956 | FORMS+SURFACES | \$74,697.10 |
| 28844 | 08/03/18 | V | 8/3/18 2956 | FORMS+SURFACES | (\$74,697.10) |
| 28845 | 08/10/18 | P | 1812 | ANNETTE MICHELLE MARIN | \$355.00 |
| 28846 | 08/10/18 | P | 0490 | ASSOCIATED LANDSCAPE SERVICES | \$249.00 |
| 28847 | 08/10/18 | P | 1540 | CITY OF HOUSTON (WATER DEPT) | \$181.31 |
| 28848 | 08/10/18 | P | 2119 | EMERGENCY CLEANING SOLUTIONS | \$36.18 |
| 28849 | 08/10/18 | P | 2506 | FANTOME TOWER L.P. | \$400.00 |
| 28850 | 08/10/18 | P | 3249 | GLOBAL WASTE SERVICES,LLC | \$2,192.40 |
| 28851 | 08/10/18 | P | 3550 | HARDY & HARDY | \$2,600.00 |
| 28852 | 08/10/18 | P | 5712 | LONE STAR DISPOSAL,LP | \$216.68 |
| 28853 | 08/10/18 | P | 6029 | MASSA'S SOUTH COAST GRILL | \$1,025.00 |
| 28854 | 08/10/18 | P | 7400 | PFEIFFER & SON, LTD | \$4,183.34 |
| 28855 | 08/10/18 | P | 8034 | RC SOLUTIONS, INC. | \$540.00 |
| 28856 | 08/10/18 | P | 8355 | STERLING EXPRESS SERVICES, INC | \$118.00 |
| 28857 | 08/10/18 | P | 8552 | TEXAS OUTHOUSE, INC. | \$850.50 |
| 28858 | 08/10/18 | P | 3948 | THE HARRIS CENTER FOR | \$10,328.00 |
| 28859 | 08/10/18 | P | 8267 | TN CPA | \$1,500.00 |
| 28860 | 08/10/18 | P | 8767 | UNIVERSITY LAWNMOWER CENTER | \$329.99 |

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| 28861 | 08/10/18 | P | | 9081 | WESTPARK COMMUNICATIONS, L.P | \$51.75 |
| 28862 | 08/10/18 | P | | 0530 | ANGELA S. BERTINOT | \$1,300.00 |
| 28863 | 08/10/18 | P | | 0837 | BUNDRICK & SONS MUSIC CO. | \$950.00 |
| 28864 | 08/10/18 | P | | 9918 | JOSEPH D. ROSS | \$400.00 |
| 28865 | 08/10/18 | P | | 3395 | LEONARD LOCKETT, JR | \$160.00 |
| 28866 | 08/10/18 | P | | 9967 | ULTIMATE OUTDOOR MOVIES, LLC | \$475.00 |
| 28867 | 08/17/18 | P | | 3711 | 1110 MAIN PARTNERS,LP | \$6,206.27 |
| 28868 | 08/17/18 | P | | 0002 | 5 + 8 | \$875.00 |
| 28869 | 08/17/18 | P | | 0497 | AUTOZONE, INC. | \$9.46 |
| 28870 | 08/17/18 | P | | 6077 | BARTLETT TREE EXPERTS | \$882.00 |
| 28871 | 08/17/18 | P | | 9818 | BERI BROWN | \$150.00 |
| 28872 | 08/17/18 | P | | 0592 | BETA TECHNOLOGY,INC. | \$410.09 |
| 28873 | 08/17/18 | P | | 9819 | BRYAN K BENNETT | \$2,246.43 |
| 28874 | 08/17/18 | P | | 1689 | CB CAFES MAIN, LLC | \$73.00 |
| 28875 | 08/17/18 | P | | 1530 | CINTAS CORPORATION | \$157.23 |
| 28876 | 08/17/18 | P | | 1550 | CITY OF HOUSTON | \$179,270.68 |
| 28877 | 08/17/18 | P | | 1540 | CITY OF HOUSTON (WATER DEPT) | \$128.20 |
| 28878 | 08/17/18 | P | | 1691 | CORPORATE COMPUTER SOURCE, LTD | \$6,660.80 |
| 28879 | 08/17/18 | P | | 3510 | H.B.S WAREHOUSE ASSOC. | \$2,755.00 |
| 28880 | 08/17/18 | P | | 3794 | HOUSTON DOWNTOWN MANAGEMENT | \$112,500.00 |
| 28881 | 08/17/18 | P | | 5211 | KEITH GOULD | \$14.15 |
| 28882 | 08/17/18 | P | | 8197 | LAURETTE CANIZARES | \$372.03 |
| 28883 | 08/17/18 | P | | 5987 | MAINTENANCE TO GO | \$7,230.35 |
| 28884 | 08/17/18 | P | | 5703 | MICHAEL LOESSIN | \$709.25 |
| 28885 | 08/17/18 | P | | 7029 | NICOLE CAPELO | \$179.64 |
| 28886 | 08/17/18 | P | | 7086 | NORTHERN TOOL & EQUIPMENT | \$648.96 |
| 28887 | 08/17/18 | P | | 8066 | READYREFRESH | \$1,258.35 |
| 28888 | 08/17/18 | P | | 8552 | TEXAS OUTHOUSE, INC. | \$546.00 |
| 28889 | 08/17/18 | P | | 0009 | THOMAS PRINTWORKS | \$524.75 |
| 28890 | 08/17/18 | P | | 8609 | TOUCH & AGREE PROPERTY | \$3,029.40 |
| 28891 | 08/17/18 | P | | 8591 | TREEBEARDS, INC. | \$314.00 |
| 28892 | 08/17/18 | P | | 9967 | ULTIMATE OUTDOOR MOVIES, LLC | \$475.00 |
| 28893 | 08/17/18 | P | | 9140 | WEINGARTEN ART GROUP | \$2,825.00 |
| 28894 | 08/24/18 | P | | 0002 | 5 + 8 | \$375.00 |
| 28895 | 08/24/18 | P | | 0490 | ASSOCIATED LANDSCAPE SERVICES | \$724.76 |
| 28896 | 08/24/18 | P | | 0592 | BETA TECHNOLOGY,INC. | \$141.06 |
| 28897 | 08/24/18 | P | | 3288 | BRACEWELL | \$3,826.00 |
| 28898 | 08/24/18 | P | | 1543 | CITY OF HOUSTON | \$1,243.85 |
| 28899 | 08/24/18 | P | | 1540 | CITY OF HOUSTON (WATER DEPT) | \$16,625.64 |
| 28899 | 08/24/18 | V | 8/24/18 | 1540 | CITY OF HOUSTON (WATER DEPT) | (\$16,625.64) |
| 28900 | 08/24/18 | V | 8/24/18 | 1540 | | |
| 28901 | 08/24/18 | P | | 1735 | CORE DESIGN STUDIO | \$11,000.00 |
| 28902 | 08/24/18 | P | | 1691 | CORPORATE COMPUTER SOURCE, LTD | \$2,006.36 |
| 28903 | 08/24/18 | P | | 8695 | DOG WASTE DEPOT | \$169.98 |
| 28904 | 08/24/18 | P | | 4011 | HOUSTON PRESS | \$750.00 |
| 28905 | 08/24/18 | P | | 4409 | IDENTITY ARCHITECTS, INC | \$13,373.00 |
| 28906 | 08/24/18 | P | | 5700 | LONE STAR FLAGS AND FLAGPOLES | \$2,160.00 |
| 28907 | 08/24/18 | P | | 5710 | LVA 4 HOUSTON GREENSTREET LP | \$44,801.66 |
| 28908 | 08/24/18 | P | | 5987 | MAINTENANCE TO GO | \$6,112.50 |
| 28909 | 08/24/18 | P | | 6085 | MENDEL CREATIVE SOLUTIONS | \$4,965.00 |
| 28910 | 08/24/18 | P | | 7319 | PARK FIRST, LLC | \$401.85 |
| 28911 | 08/24/18 | P | | 7763 | POTBELLY SANDWICH WORKS | \$358.10 |
| 28912 | 08/24/18 | P | | 8151 | SEARCH HOMELESS SERVICES | \$10,820.02 |
| 28913 | 08/24/18 | P | | 8355 | STERLING EXPRESS SERVICES, INC | \$76.25 |
| 28914 | 08/24/18 | P | | 8543 | TENNANT SALES & SERVICE COMP. | \$844.60 |
| 28915 | 08/24/18 | P | | 8552 | TEXAS OUTHOUSE, INC. | \$1,123.50 |
| 28916 | 08/24/18 | P | | 0843 | THE BLACK SHEEP AGENCY | \$39,035.50 |
| 28917 | 08/24/18 | P | | 8801 | URS INC. | \$18,810.00 |
| 28918 | 08/24/18 | P | | 8900 | VERIZON WIRELESS | \$734.95 |
| 28919 | 08/24/18 | P | | 9097 | WHITE DISTRIBUTION SYSTEMS | \$950.00 |
| 28920 | 08/24/18 | P | | 1540 | CITY OF HOUSTON (WATER DEPT) | \$16,626.64 |
| 28921 | 08/24/18 | V | 8/24/18 | 1540 | | |

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|-------------------------------|----------|---|------|--------------------------------|-----------------------|
| 28922 | 08/30/18 | P | 0049 | ACTION CLEANING EQUIPMENT CO., | \$107.50 |
| 28923 | 08/30/18 | P | 0352 | ALWAYS IN SEASON DECORATING | \$2,129.74 |
| 28924 | 08/30/18 | P | 0490 | ASSOCIATED LANDSCAPE SERVICES | \$772.50 |
| 28925 | 08/30/18 | P | 9818 | BERI BROWN | \$150.00 |
| 28926 | 08/30/18 | P | 0592 | BETA TECHNOLOGY,INC. | \$442.44 |
| 28927 | 08/30/18 | P | 0511 | BLOCK BY BLOCK | \$295,108.21 |
| 28928 | 08/30/18 | P | 0837 | BUNDRICK & SONS MUSIC CO. | \$950.00 |
| 28929 | 08/30/18 | P | 1191 | CENTERPOINT ENERGY | \$25.30 |
| 28930 | 08/30/18 | P | 1665 | COLOR SPECIALISTS LANDSCAPING | \$80,700.50 |
| 28931 | 08/30/18 | P | 2119 | EMERGENCY CLEANING SOLUTIONS | \$412.65 |
| 28932 | 08/30/18 | P | 3771 | HOLLY BERETTO | \$1,190.75 |
| 28933 | 08/30/18 | P | 3630 | HOME DEPOT CREDIT SERVICES | \$718.84 |
| 28934 | 08/30/18 | P | 4437 | INTERNATIONAL STONEWORKS, INC | \$419.61 |
| 28935 | 08/30/18 | P | 5987 | MAINTENANCE TO GO | \$6,399.25 |
| 28936 | 08/30/18 | P | 6089 | MASSEY RACK | \$8,470.00 |
| 28937 | 08/30/18 | P | 8875 | NEW ASPECT DESIGN LLC | \$2,022.34 |
| 28938 | 08/30/18 | P | 8552 | TEXAS OUTHOUSE, INC. | \$273.00 |
| 28939 | 08/30/18 | P | 8609 | TOUCH & AGREE PROPERTY | \$3,029.40 |
| 28940 | 08/30/18 | P | 9070 | WONKY POWER RECORDS LLC | \$1,400.00 |
| BANK A REGISTER TOTAL: | | | | | \$1,272,109.43 |

BANK ID: B - CAPITAL ACCT-JPMORGAN

102.000

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|-------------------------------|----------|---|------|--------------------------------|---------------------|
| 3721 | 08/03/18 | P | 2956 | FORMS+SURFACES | \$74,697.10 |
| 3722 | 08/09/18 | P | 1684 | CED-CONSOLIDATED ELECTRICAL | \$624.00 |
| 3723 | 08/09/18 | P | 5646 | LIGHTCRAFT OUTDOOR ENVIRONMENT | \$803.84 |
| 3724 | 08/09/18 | P | 5987 | MAINTENANCE TO GO | \$4,975.00 |
| 3725 | 08/09/18 | P | 6141 | MILLIS DEVELOPMENT & | \$89,878.13 |
| 3726 | 08/09/18 | P | 7400 | PFEIFFER & SON, LTD | \$3,107.18 |
| 3727 | 08/17/18 | P | 1570 | CLARK CONDON ASSOCIATES, INC | \$1,844.31 |
| 3728 | 08/17/18 | P | 6287 | JONES & CARTER,INC. | \$823.30 |
| 3729 | 08/17/18 | P | 8042 | R.A.C.E. REFRIGERATION AND AIR | \$2,750.00 |
| 3730 | 08/24/18 | P | 7060 | NEON ELECTRIC CORPORATION | \$1,986.00 |
| 3731 | 08/30/18 | P | 1684 | CED-CONSOLIDATED ELECTRICAL | \$8,941.00 |
| 3732 | 08/30/18 | P | 4001 | HUITT-ZOLLARS, INC | \$38,505.00 |
| BANK B REGISTER TOTAL: | | | | | \$228,934.86 |

GRAND TOTAL : \$1,501,044.29

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

** Denotes broken check sequence.

9/5/18

Page: 1

AP Check Register (Current by Bank)

11:06:30 AM

Check Dates: 8/1/2018 to 8/31/2018

| Check No. | Date | Status | Vendor ID | Payee Name | Amount |
|--|----------|--------|-----------|--------------------------------|---------------------|
| BANK ID: GREEN - OPERATING-JPMORGAN | | | | | 1000.000 |
| 1218 | 08/03/18 | P | 7501 | METROPOLITAN TRANSIT AUTHORITY | \$136,325.16 |
| 1219 | 08/09/18 | P | 7203 | THE GOODMAN CORPORATION | \$1,054.00 |
| BANK GREEN REGISTER TOTAL: | | | | | \$137,379.16 |

GRAND TOTAL : \$137,379.16