

FIFTH WARD REDEVELOPMENT AUTHORITY

CITY OF HOUSTON, TEXAS

ANNUAL FINANCIAL REPORT

JUNE 30, 2018

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ANNUAL FINANCIAL REPORT

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Fifth Ward Redevelopment Authority
City of Houston, Texas

We have audited the accompanying financial statements of the governmental activities and major fund of Fifth Ward Redevelopment Authority (the "Authority"), a component unit of the City of Houston, Texas, as of and for the year ended June 30, 2018, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Board of Directors
Fifth Ward Redevelopment Authority

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and major fund of the Authority as of June 30, 2018, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Schedule of Revenues, Expenditures, and the changes in Fund Balance, Budget and Actual – General Fund be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The supplementary information required by the City of Houston, Texas is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The supplementary information, excluding that portion marked "Unaudited" on which we express no opinion or provide any assurance, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

McCall Gibson Swedlund Barfoot PLLC

McCall Gibson Swedlund Barfoot PLLC
Certified Public Accountants
Houston, Texas

October 8, 2018

**FIFTH WARD REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2018**

Management's discussion and analysis of Fifth Ward Redevelopment Authority's (the "Authority") financial performance provides an overview of the Authority's financial activities for the fiscal year ended June 30, 2018. Please read it in conjunction with the Authority's financial statements.

Financial Highlights

- The Authority's assets exceeded its liabilities by \$1,448,003 (net position) as of June 30, 2018. This compares to the previous year when assets exceeded liabilities by \$1,157,914.
- The total net position of \$1,448,003 are mostly an accumulation of Tax Increment Revenues received from the City of Houston (the "City") and the Houston Independent School District. The increase is also reflective of the TIRZ18 boundary expansion approved in 2016. Capital projects planned for 2018 were deferred to allow for the completion of the Lyons Avenue Streetscape Planning. The Authority anticipates that with continued development in the area, that tax increment revenues will be sufficient to cover operating costs and the retirement of any future debt issued.
- The Authority's governmental funds reported a total ending fund balance of \$1,236,328 this year. This compares to the prior year fund balance of \$980,178 showing an increase of \$256,150 during the current fiscal year.

USING THIS ANNUAL REPORT

This annual report consists of a series of financial statements. The basic financial statements include: (1) combined fund financial statements and government-wide financial statements and (2) notes to the financial statements. The combined fund financial statements and government-wide financial statements combine both: (1) the Statement of Net Position and Governmental Fund Balance Sheet and (2) the Statement of Activities and Governmental Fund Statement of Revenue, Expenditures, and Changes in Fund Balance. This report also includes required and other supplementary information in addition to the basic financial statements.

GOVERNMENT-WIDE FINANCIAL STATEMENTS

The Authority's annual report includes two financial statements combining the government-wide financial statements and the fund financial statements. The government-wide portion of these statements provides both long-term and short-term information about the Authority's overall status. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting and elimination or reclassification of internal activities.

**FIFTH WARD REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2018**

OTHER INFORMATION

In addition to the financial statements and the accompanying notes, this report also presents certain required supplementary information ("RSI"). A budgetary comparison schedule is included as RSI for the General Fund.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net position may serve over time as useful indicator of the Authority's financial position. In the case of the Authority, assets exceeded liabilities by \$1,448,003 as of June 30, 2018.

The following table provides a summary of the changes in the Statement of Net Position as of June 30, 2018, and June 30, 2017.

	<u>Summary of Changes in the Statement of Net Position</u>		
	2018	2017	Variance Positive (Negative)
Current and Other Assets	\$ 1,448,383	\$ 1,114,372	\$ 334,011
Land and Land Improvements	<u>211,675</u>	<u>177,736</u>	<u>33,939</u>
TOTAL ASSETS	<u>\$ 1,660,058</u>	<u>\$ 1,292,108</u>	<u>\$ 367,950</u>
Current and Other Liabilities	\$ 212,055	\$ 134,194	\$ 77,861
TOTAL LIABILITIES	<u>\$ 212,055</u>	<u>\$ 134,194</u>	<u>\$ 77,861</u>
NET POSITION:			
Net Investment in Capital Assets	\$ 211,675	\$ 177,736	\$ 33,939
Unrestricted	<u>1,236,328</u>	<u>980,178</u>	<u>256,150</u>
TOTAL NET POSITION	<u>\$ 1,448,003</u>	<u>\$ 1,157,914</u>	<u>\$ 290,089</u>

**FIFTH WARD REDEVELOPMENT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2018**

BUDGETARY HIGHLIGHTS

The board of the Authority adopted, in accordance with the Tri-Party Agreement, a budget for the current fiscal year. The budget was not amended in the current fiscal year. Actual excess revenues were \$952,007 more than budgeted excess revenues due to capital expenditures not occurring in current year.

CAPITAL ASSETS

As of June 30, 2018, the Authority has land recorded as a capital asset in the amount of \$211,675, see Note 8.

LONG-TERM DEBT ACTIVITY

At the end of the current fiscal year, the Authority had no long-term debt.

CONTACTING THE AUTHORITY'S MANAGEMENT

This financial report is designed to provide a general overview of the Authority's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Fifth Ward Redevelopment Authority, c/o Fifth Ward Community Redevelopment Corporation, Zone Administrator, 4300 Lyons Ave., Suite 300 Houston, TX 77020.

**FIFTH WARD REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET
TO THE STATEMENT OF NET POSITION
JUNE 30, 2018**

Total Fund Balance - Governmental Fund \$ 1,236,328

Amounts reported for governmental activities in the Statement of Net Position
are different because:

Land used in governmental activities are not current financial resources and,
therefore, are not reported as assets in the governmental funds. 211,675

Total Net Position - Governmental Activities \$ 1,448,003

The accompanying notes to the financial
statements are an integral part of this report.

**FIFTH WARD REDEVELOPMENT AUTHORITY
RECONCILIATION OF THE GOVERNMENTAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND
BALANCE TO THE STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2018**

Net Change in Fund Balance - Governmental Fund \$ 256,150

Amounts reported for governmental activities in the Statement of Activities
are different because:

Government funds record the sale of assets as revenue. However, in the
Statement of Net Position, the sale of an asset reduces assets recorded and
the gain on the sale of the asset is recorded as revenue in the Statement of
Activities. 33,939

Change in Net Position - Governmental Activities \$ 290,089

The accompanying notes to the financial
statements are an integral part of this report.

FIFTH WARD REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

NOTE 1. CREATION OF CORPORATION

The City of Houston, Texas (the “City”) authorized the creation of the Fifth Ward Redevelopment Authority (the “Authority”) by the Resolution No. 2001-23 adopted on May 9, 2001. The Authority was set up as a local government corporation pursuant to provisions of Chapter 431 of the Texas Transportation Code and Chapter 394 of the Texas Local Government Code. The Authority is organized as a public non-profit corporation for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental function to promote the common good and general welfare of Reinvestment Zone Number Eighteen (the “Zone”) and neighboring areas and to promote, develop, encourage and maintain housing, educational facilities, employment, commerce and economic development in the City. The Authority may issue bonds with consent of City Council. The Authority is managed by a Board of Directors consisting of seven members who are appointed by the Mayor with the approval of City Council. The Authority held its first meeting on January 30, 2001.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying basic financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America as promulgated by the Governmental Accounting Standards Board (the “GASB”).

The GASB has established the criteria for determining whether or not a given entity is a component unit. The criteria are: (1) is the potential component unit a legally separate entity, (2) does the primary government appoint a voting majority of the potential component unit’s board, (3) is the primary government able to impose its will on the potential component unit, (4) is there a financial benefit or burden relationship. The Authority was created as an instrumentality of the City. The Authority does meet the criteria for inclusion as a component unit of the City. Copies of the financial statements for the City may be obtained from the City Secretary’s office.

Financial Statement Presentation

These financial statements have been prepared in accordance with GASB Codification of Governmental Accounting and Financial Reporting Standards Part II, Financial Reporting (“GASB Codification”).

The GASB Codification sets forth standards for external financial reporting for all state and local government entities, which include a requirement for a Statement of Net Position and a Statement of Activities. It requires the classification of assets into three components: Net Investment in Capital Assets; Restricted; and Unrestricted. These classifications are defined as follows:

FIFTH WARD REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Governmental Fund

The Authority has one major governmental fund type – the General Fund. The General Fund is the general operating fund of the Authority and accounts for the operating activities of the Authority.

Basis of Accounting

The Authority uses the modified accrual basis of accounting for governmental fund types. The modified accrual basis of accounting recognizes revenues when both “measurable and available.” Measurable means the amount can be determined. Available means collectable within the current period or soon enough thereafter to pay current liabilities. The Authority considers revenues reported in the governmental funds to be available if they are collectable within 60 days after year-end. Also, under the modified accrual basis of accounting, expenditures are recorded when the related fund liability is incurred, except for principal and interest on long-term debt, which are recognized as expenditures when payment is due.

Amounts transferred from one fund to another fund are reported as other financing sources or uses. Loans by one fund to another fund and amounts paid by one fund for another fund are reported as interfund receivables and payables in the Governmental Fund Balance Sheet if there is intent to repay the amount and if the debtor fund has the ability to repay the advance on a timely basis.

Capital Assets

Capital assets are reported as assets in the government-wide Statement of Net Position. Capital assets are recorded at historical cost and depreciated over their estimated useful lives unless they are inexhaustible, such as land. Depreciation is not recorded on items classified as construction in progress. Depreciation expense is reported in the government-wide Statement of Activities. Depreciation is recorded using the straight-line method over the estimated useful lives of the capital assets.

Budgeting

In compliance with the Tri-Party Agreement (see Note 4), the Authority’s board members should adopt annually an unappropriated budget for the General Fund. In accordance with the agreement, the Authority’s Board approved the fiscal year end 2018 budget. The budget was not amended in the current fiscal year.

FIFTH WARD REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Focus (Continued)

Unassigned - all other spendable amounts in the General Fund.

When expenditures are incurred for which restricted, committed, assigned, or unassigned fund balances are available, the Authority considers amounts to have been spent first out of restricted funds, then committed funds, then assigned funds, and finally unassigned funds.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

NOTE 3. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority's deposit policy for custodial credit risk requires compliance with the provisions of Texas statutes.

Texas statutes require that any cash balance in any fund shall, to the extent not insured by the Federal Deposit Insurance Corporation or its successor, be continuously secured by a valid pledge to the Authority of securities eligible under the laws of Texas to secure the funds of the Authority, having an aggregate market value, including accrued interest, at all times equal to the uninsured cash balance in the fund to which such securities are pledged. At fiscal year end, the carrying amount of the Authority's deposits was \$1,350,806 and the bank balance was \$1,350,806. Of the bank balance \$250,000 was covered by federal depository insurance and the balance was covered by collateral pledged in the name of the Authority and held in a third-party depository.

The carrying values of the deposits are included in the Governmental Fund Balance Sheet and the Statement of Net Position at June 30, 2018, as listed below:

TOTAL DEPOSITS	<u>\$ 1,350,806</u>
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FIFTH WARD REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

NOTE 4. TRI-PARTY AGREEMENT

The City, the Zone, and the Authority entered into the Tri-Party Agreement on July 6, 2007, pursuant to City Ordinance No. 2007-849. The Tri-Party Agreement states in detail the scope of services to be provided to the Zone by the Authority. The services include management and administrative service for the Zone, as requested by the Zone Board, services with respect to the Project Plan and Reinvestment Zone Financing Plan (the "Plan"), including implementation and updating, and services with respect to the tax rolls pertaining to the Zone, including analysis and coordination with taxing units. The Authority is also required to assist the Zone Board in establishing a program to increase the level of safety within the Zone, preparing development plans, establishing a marketing and public relations program, planning and design and construction of infrastructure improvements and land acquisition.

The Tri-Party Agreement also provides for the Authority to issue bonds and notes, enter into obligations with developers or builders, and enter into contracts with consultants, to be repaid from Contract Tax Increments. All bonds must be approved by City Council and agreements must be approved by the Director of the Finance Department of the City of Houston.

This Agreement shall end upon termination of the Zone.

Pursuant to the Agreement, the City and the Zone have agreed to pay the Authority not later than the first business day of each July in which a current approved budget is in effect for the Authority, all monies available in the Tax Increment Fund, less a reserve of up to five percent of the monies then available in the Tax Increment Fund for administrative costs of the City. Notwithstanding the above, in the event the Authority's budget is not approved by the thirtieth (30th) day before the date of a principal and interest payment on the Authority's bonds or notes, the City shall pay from available funds sufficient monies to the Authority to allow for meeting the Authority's debt service obligations.

NOTE 5. TAX INCREMENTS

The City and the Houston Independent School District (the "HISD" and collectively the "Participants") have agreed to deposit their tax increments into the Tax Increment Fund established by the Zone (See Notes 6 and 7).

The amount of a Participant's tax increment for a year is the amount of property taxes levied and collected by the Participant for that year on the Captured Appraised Value of real property taxable by the Participant and located in the Zone. The Captured Appraised Value of real property taxable by a Participant for a year is the total appraised value of all real property taxable by the Participant and located in the Zone for that year less the Tax Increment Base, which is the total appraised value of all real property taxable by the Participant and located in the Zone on January 1 of the year in which the Zone was designated as such under the Tax Increment Financing Act (the "TIF Act"). In the event property is annexed into the Zone by ordinance of the City, the Tax Increment

FIFTH WARD REDEVELOPMENT AUTHORITY
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2018

NOTE 8. CAPITAL ASSETS

Capital asset activity for the year ended June 30, 2018:

	<u>July 1, 2017</u>	<u>Increases</u>	<u>Decreases</u>	<u>June 30, 2018</u>
Capital Assets Not Being Depreciated				
Land and Land Improvements	\$ <u>177,736</u>	\$ <u>158,195</u>	\$ <u>124,256</u>	\$ <u>211,675</u>

In 2018 land and improvements totaling \$158,195 was capitalized and \$124,256 was sold to developers to allow for the development of affordable housing and expand educational programming within the Lyons Avenue Corridor.

NOTE 9. CAPITAL OUTLAY AND PLANNING CONSULTANTS

In 2018, \$124,997 was expended to identify and remediate environmental concerns identified along Lyons Avenue and impeding existing renovation and future development along the corridor; \$32,760 and \$10,240 was expended in planning to allow for design specifications, branding and evaluate development and implementation projects for the Lyons Avenue Corridor as well as commence planning for development along Buffalo Bayou, and land disposition to support development in 2017 and 2018 respectively; as well as \$15,000 for park improvements and maintenance in each 2017 and 2018. The DeLuxe Theater in the Fifth Ward Neighborhood received capital of \$167,250 and 28,895 in 2015 and 2016, respectively to support and complete renovations of the Deluxe Theater - improvements to complete the Deluxe included general construction as well as exterior perimeter fencing, lighting, permanent fixtures and equipment for the interior. Occupancy was awarded in November 2015 and additional buildout completed in March 2016 with programming and operations commencing immediately. In 2014, \$165,673 in capital expenditures allowed for additional park improvements and maintenance, a livable centers study, land use planning for Lyons Ave, and prioritizing infrastructure improvements in the 5th Ward to further implement the Bike and Pedestrian study completed in 2011. In 2013, other capital projects totaling \$114,760 in funds were expended for two parks – Lyons Ave., and Benson, street topers, installed graphics and trash receptacles along the Lyons Avenue corridor in the 5th Ward.

FIFTH WARD REDEVELOPMENT AUTHORITY

REQUIRED SUPPLEMENTARY INFORMATION

JUNE 30, 2018

FIFTH WARD REDEVELOPMENT AUTHORITY
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE – BUDGET AND ACTUAL – GENERAL FUND
FOR THE YEAR ENDED JUNE 30, 2018

	Original and Final Budget	Actual	Variance Positive (Negative)
REVENUES			
Tax Increment Revenue (net)	\$ 410,042	765,551	\$ 355,509
Interest Revenue	4,924		(4,924)
Sale of Assets	150,000	115,133	(34,867)
Grant Proceeds	<u>6,983,047</u>	<u> </u>	<u>(6,983,047)</u>
TOTAL REVENUES	<u>\$ 7,548,013</u>	<u>\$ 880,684</u>	<u>\$ (6,667,329)</u>
EXPENDITURES			
Maintenance and Operations	\$ 214,600	\$ 144,910	\$ 69,690
Affordable Housing	152,723	181,432	(28,709)
Capital Outlay	633,500	298,192	335,308
Developer Reimbursements	<u>7,243,047</u>	<u> </u>	<u>7,243,047</u>
TOTAL EXPENDITURES	<u>\$ 8,243,870</u>	<u>\$ 624,534</u>	<u>\$ 7,619,336</u>
NET CHANGE IN FUND BALANCE	\$ (695,857)	\$ 256,150	\$ 952,007
FUND BALANCE – JULY 1, 2017	<u>980,178</u>	<u>980,178</u>	<u> </u>
FUND BALANCE – JUNE 30, 2018	<u>\$ 284,321</u>	<u>\$ 1,236,328</u>	<u>\$ 952,007</u>

See accompanying independent auditor's report.

FIFTH WARD REDEVELOPMENT AUTHORITY

SUPPLEMENTARY INFORMATION

REQUIRED BY CITY OF HOUSTON

JUNE 30, 2018

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<u>Actual</u>	<u>Variance Positive (Negative)</u>
\$ 6,000	\$ 6,000
60,000	
6,200	(700)
641	359
29	12,471
<u>1,800</u>	<u></u>
<u>\$ 74,670</u>	<u>\$ 18,130</u>
\$ 10,240	\$ 46,560
<u>60,000</u>	<u>5,000</u>
<u>\$ 70,240</u>	<u>\$ 51,560</u>
<u>\$ 144,910</u>	<u>\$ 69,690</u>
<u>\$ 181,432</u>	<u>\$ (28,709)</u>
<u>\$ -0-</u>	<u>\$ 7,243,047</u>

See accompanying independent auditor's report.

<u>Actual</u>	<u>Variance Positive (Negative)</u>
\$ 173,195	\$ 41,805
-0-	20,000
-0-	70,000
-0-	103,500
124,997	3
<u>-0-</u>	<u>100,000</u>
<u>\$ 298,192</u>	<u>\$ 335,308</u>

See accompanying independent auditor's report.

FIFTH WARD REDEVELOPMENT AUTHORITY

OTHER SUPPLEMENTARY INFORMATION

JUNE 30, 2018

**FIFTH WARD REDEVELOPMENT AUTHORITY
BOARD OF DIRECTORS AND CONSULTANTS
JUNE 30, 2018**

District Mailing Address - Fifth Ward Redevelopment Authority
P.O. Box 21502
Houston, TX 77226-1502

District Telephone No. - (713) 674-0175

Board Members

Position

Richard Farias	1
Harvey Clemons, Jr., Chairman	2
Kathy Payton	3
Eleanor Jones	4
Jaime Bryant	5
Edwina Loche-Barrett	6
Vacant	7

Zone Administrator

Zarana Sanghani
Fifth Ward CRC
P.O. Box 21502
Houston, TX 77226-1502

See accompanying independent auditor's report.

