

**MINUTES OF REGULAR MEETING
OF
REINVESTMENT ZONE NUMBER THREE, CITY OF HOUSTON, TEXAS**

April 9, 2013

The Board of Directors (the “Board”) of Reinvestment Zone Number Three, City of Houston (the “Zone”) convened in regular session, open to the public, at the offices of Houston Downtown Management District, on the 9th day of April 2013, and the roll was called of the duly constituted officers and members of the Board, to-wit:

F. Xavier Pena	Chair
Curtis B. Lampley	Vice-Chair
Deborah Keyser	Secretary
Curtis Flowers	Treasurer/Investment Officer
Michele Sabino	Director
Kathryn Chase McNiel	Director
Keith Edward Hamm	Director
Harold A. “Al” Odom III	Director
Barry Mandel	Director

and all of said persons were present except Director Lampley, thus constituting a quorum.

Also present were: Bob Eury, Executive Director and TataLease Derby, Director of the Authority; Clark Lord and Debbie Russell of Bracewell & Giuliani LLP; Lonnie Hoogeboom and Heather Hinzie of the Houston Downtown Management District (“HDMD”); Ralph De Leon and Donna Capps of the City of Houston; Jackie Traywick of Central Houston, Inc.; Jonathan Brinsden and Jamie Bryant of Midway Companies; Linda Trevino of METRO; and Captain Larry Satterwhite of the Houston Police Department.

DETERMINE QUORUM; CALL TO ORDER

Chair Pena noted that a quorum was present and called the meeting to order.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Pena welcomed the attendees to the meeting. The meeting attendees next introduced themselves to the Board.

APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of February 12, 2013. Following discussion, upon a motion made by Director Keyser and seconded by Director Sabino, the Board voted unanimously to approve the minutes of February 12, 2013.

FINANCIAL REPORT

Check Register

Ms. Derby reported that the expenditures listed on the check register were reoccurring operating expenses and anticipated expenses for approved projects and recommended full approval by the Board. Following discussion, upon a motion made by Director Sabino and seconded by Director Mandel, the Board voted unanimously to approve the check register and ratify all expenses. A copy of the check register is attached to these minutes.

ECONOMIC DEVELOPMENT COMMITTEE REPORT

Dallas Street Improvement Plan Presentation

Ms. Derby reported that HP Fannin Properties, L.P. has agreed to spend more than the required \$200,000 on improvements to Dallas Street in accordance with Section 6 of the Consent, Assumption and Third Amendment to Development Agreement. Mr. Brinsden then presented a video promoting the Green Street development plans and reported on the proposed improvements. After discussion, Director McNeil moved that the Board approve the Enhancement Plan for the Dallas Street improvements. Director Odom seconded the motion and it carried by unanimous vote.

Main Street Corridor E/W Improvement Project

Ms. Derby reported that the Economic Development Committee had approved a change order submitted by HVJ Associates in an amount not to exceed \$5,500 for additional materials testing. After discussion, Director Sabino moved that the Board ratify approval of the change order submitted by HVJ Associates. Director Mandel seconded the motion and it carried by unanimous vote.

METRO Communication Equipment Relocation Project

Ms. Derby then requested that the Board authorize a reimbursement to the Houston Downtown Management District ("HDMD") for the actual cost for the construction of a manhole in the esplanade of Main Street in an amount not to exceed \$93,200, that would allow for the future relocation of METRO communication equipment. After discussion, Director McNeil moved that the Board approve entering into an agreement with HDMD authorizing the reimbursement to HDMD in an amount not to exceed \$93,200 for the construction of a manhole in the esplanade of Main Street. Director Flowers seconded the motion and it carried unanimously.

Main Street Improvement Project

Ms. Derby reported on the request for qualifications for the engineering consultant for the proposed Main Street Improvements. She stated that interviews have been scheduled with Morris Architects, Walter P Moore and AECOM and that a recommendation will be presented at the May meeting regarding engagement of same. There was no action taken in connection with this matter.

Alley Theater Improvement Project

Ms. Derby stated that the Economic Development Committee is still vetting this project. Director McNiel questioned whether there is a precedent for the Authority participating in a project involving the arts. The Board took no action in connection with this matter.

EXECUTIVE SESSION

There was no executive session.

**RECONVENE IN OPEN SESSION AND TAKE ACTION ON MATTERS DISCUSSED
IN EXECUTIVE SESSION**

There was no need to reconvene in open session.

NEXT MEETING

Chair Pena reported that the Board will meet on May 14, 2013.

There being no further business to come before the Board, the meeting was adjourned.

[Signature page follows]

Secretary, Board of Directors