

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

May 14, 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 14th day of May 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
Michael Moore	Director
Keith Edward Hamm	Director
Harold A. “Al” Odom III	Director
Barry Mandel	Director

and all of said persons were present except Directors Mandel and 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; George Baugh of George Baugh III & Company; Jackie Traywick of Central Houston, Inc.; 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 requested all meeting attendees to briefly introduce themselves and welcomed all. Chair Pena then acknowledged the presence of the new City of Houston Board Appointee, Mr. Michael Moore and welcomed him to the Board.

APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of April 9, 2013. Following discussion, upon a motion made by Director Sabino and seconded by Director Keyser, the Board voted unanimously to approve the minutes of April 9, 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 Odom and seconded by Director Sabino, the Board voted unanimously to approve the check register and ratify all expenses. A copy of the check register is attached to these minutes.

FISCAL YEAR 2014 DRAFT BUDGET

Ms. Derby reviewed the draft Fiscal Year 2014 Financial and Capital Improvements Projects Budget with the Board. She informed the Board that there would be a reduction of approximately \$1.6M of the anticipated City of Houston Increment to correct the overpayment of the Houston Pavilions blocks for tax years 2008-11. Mr. DeLeon informed the Board that the increment for the ISD and Harris County line items under the FY13 Budget column were transposed but would not affect the total. Ms. Derby noted that an adjustment of \$750K would be added to the budget in fiscal years 2014 and 2015 for the Main Street Improvement project.

Following discussion, upon a motion made by Director Flowers and seconded by Director Keyser, the Board voted unanimously to approve the draft Fiscal Year 2014 Financial and Capital Improvements Projects Budget in substantial final form and delegated the budget and finance committee review and approve all adjustments prior to Board ratification.

RETAIL/ECONOMIC DEVELOPMENT FUNDING REQUESTS

1111 Rusk – Texaco Building

Item was tabled.

City of Houston – HUD 108 Program

Ms. Derby reported that additional funding in the amount of \$8,400 is needed to extend the consultant contract by another 40 hours to develop a funding mechanism for the program and assist with the loan closing process.

Following discussion, Director Flowers moved that the Board authorize the additional \$8,400 for the extra 40 hours of work as requested. Director Keyser seconded the motion and it carried by unanimous vote.

STREETSCAPE ENHANCEMENT PROJECT

Main Street Corridor Improvement Project

Ms. Derby reported that interviews were conducted with representatives of three architecture firms and a recommendation was made to engage the Morris Architect team that consists of Morris, Clark Condon, Huitt-Zollars and Quentin Thomas (“Morris”). She then

provided an overview of the proposal and informed the Board that authorization would be needed for each phase of the project.

After discussion, Director Moore moved that the Board accept the proposal from Morris and authorize funding for Phase I in the amount of \$255,000 plus reimbursables not to exceed \$12,000. Director Hamm seconded the motion and it carried unanimously.

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 June 18, 2013.

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

[Signature page follows]

Secretary, Board of Directors