

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

August 11, 2015

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 the Houston Downtown Management District, on the 11th day of August, 2015, and the roll was called of the duly constituted officers and members of the Board, to-wit:

F. Xavier Peña	Chair
Keith Edward Hamm	Vice Chair
Deborah Keyser	Secretary
Curtis Flowers	Treasurer/Investment Officer
Michele Sabino	Director
Barry Mandel	Director
James Harrison	Director
Regina Garcia	Director
Bruce Austin	Director

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

Also present were Bob Eury, President, Ryan Leach, Executive Director, and Aidé Meza, Administrative Assistant of the Zone; Algenita Scott Davis and Jackie Traywick of Central Houston, Inc. (CHI); Lonnie Hoogeboom of the Houston Downtown Management District (HDMD); Jennifer Curley of the City of Houston (COH); Clark Lord of Bracewell and Giuliani LLP; Linda Treviño of METRO; Lieutenant Michelle Chavez of the Houston Police Department (HPD); and Jonathan Newport of Houston First.

DETERMINE QUORUM; CALL TO ORDER

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

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Peña requested all meeting attendees briefly introduce themselves and welcomed all.

APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the previous meetings. Following discussion, upon a motion made by Director Austin and seconded by Director Mandel, the Board voted unanimously to approve the minutes of July 9, 2015.

FINANCIAL REPORT

Check Register

Ms. Traywick (CHI) provided an overview of the operating account and 2015 bond account check register for July 2015. She reported that the expenditures listed on the check register were reoccurring operating and capital project expenses and recommended full approval by the Board.

Following discussion, upon a motion made by Director Mandel and seconded by Vice Chair Hamm, the Board voted unanimously to approve the check register.

Fourth Quarter Financial and Investment Reports

Ms. Traywick (CHI) provided an overview of the quarterly financial statement and investment report for the fourth quarter FY15. Ms. Traywick reported expected revenues, expenses, and project costs.

Following discussion, upon a motion made by Vice Chair Hamm and seconded by Director Austin, the Board voted unanimously to approve the fourth quarter financial statement and investment report for FY15 as presented.

MUNICIPAL SERVICES

HPD Overtime Report

Lt. Chavez (HPD) presented the monthly overtime report to the Board which provided an overview of the criminal statistics within the Central Business District for the month of July 2015. It also included statistics for the Houston Public Library Plaza overtime and Sobering Center diversion statistics.

ECONOMIC DEVELOPMENT PROGRAM

GreenStreet – Sixth Amendment

Mr. Leach (DRA) presented the request to authorize the execution of a sixth amendment to the development agreement that will approve Lionstone Investments as a new partner with Midway for the GreenStreet project.

Following discussion, upon a motion made by Treasurer/ Investment Officer Flowers and seconded by Vice Chair Hamm, the Board voted unanimously to authorize the execution of a sixth amendment to the development agreement by the appropriate officers of the Zone.

OTHER BUSINESS

Project Status Report

Mr. Leach (DRA) provided a detailed status update of active and ongoing projects. Update highlights included the start of construction work along Allen Parkway earlier this month. Mr. Leach (DRA) reminded the Board of the project schedule for the 1111 Main/ 1010 Lamar project, for which Authority staff received valid follow-up proposals on August 10, 2015. A recap of the recent structural issues complicating the façade reconstruction at 412 Main, the National State Bank Building, was also briefly discussed. More information on these, and other projects, will be provided at the next Board of Directors meeting.

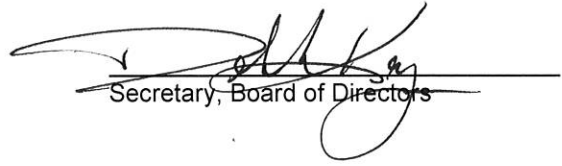
NEXT MEETING

Tuesday, September 8, 2015 at 12:00 pm

ADJOURNMENT

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

[Signature page follows]



Secretary, Board of Directors