

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

November 10, 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 10th day of November, 2015, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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| 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 Vice Chair Hamm, Treasurer/ Investment Officer Flowers and Director Sabino, 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); Clark Lord of Bracewell and Giuliani LLP; Jennifer Curley of the City of Houston (COH); and Lieutenant Michelle Chavez of the Houston Police Department (HPD).

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.

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 Harrison, the Board voted unanimously to approve the minutes of October 20, 2015.

FINANCIAL REPORT

Check Register

Ms. Traywick (CHI) provided an overview of the operating account and 2015 bond account check register for October 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 Harrison and seconded by Director Austin, the Board voted unanimously to approve the check register.

MUNICIPAL SERVICES

HPD Overtime Program Reports – October 2015

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 October 2015. It also included statistics for the Houston Public Library Plaza overtime and library smoking citations. Lt. Chavez (HPD) answered questions for the Board and Zone staff.

OTHER BUSINESS

Approval of Administrative Policies and Procedures Manual

Mr. Leach (Zone) provided a brief overview of the final administrative policies and procedures manual with no substantial changes since the draft was presented. The Board was asked to adopt the manual, per Section 16 of the Manual, "**Adoption and Revision**".

Following discussion, upon a motion made by Secretary Keyser and seconded by Director Harrison, the Board voted unanimously to approve the annual review of the administrative policies and procedures manual.

2016 Schedule of Board of Directors Meetings & Committee Meetings

Mr. Leach (Zone) presented a tentative Board of Directors meeting schedule as well as Economic Development Committee, Capital Projects Committee, and Budget and Finance Committee meeting schedules for 2016.

No action was required.

Project Status Report

Mr. Leach (Zone) provided a brief status update on all active and ongoing projects. Highlights included a brief update of the scope of Allen Parkway Improvements, an update on the status of the Downtown Living Initiative projects and an update on the estimated timeline for the Library Plaza capital project. Zone staff also recognized the JW Marriott which recently won the 2015 Driehaus Preservation Award from the National Trust for Historic Preservation. More information on these, and other projects, will be provided at the next Board meeting.

NEXT MEETING

Tuesday, January 12, 2015 at 12:00 p.m.

ADJOURNMENT

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

[Signature page follows]



Secretary, Board of Directors