

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

March 15, 2016

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 15th day of March, 2016, 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 Mandel and Treasurer/ Investment Officer Flowers, 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 LLP; Jennifer Curley of the City of Houston (COH); Lieutenant Michelle Chavez of the Houston Police Department (HPD); and Norma Guerra of the Service Employees International Union of Texas (SEIUTX) along with 9 other members of SEIUTX.

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. Chair Peña also acknowledged a request by Ms. Guerra (SEIUTX) to make a public comment and yielded 5 minutes for this comment. Ms. Guerra asked for Board member and Zone staff support of SEIU's current contract negotiations for the janitors of Houston. Ms Guerra (SEIUTX) shared her personal story and explained how it connected to the requests being made in the union's contract negotiations.

MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the previous meetings. Following discussion, upon a motion made by Director Sabino and seconded by Director Garcia, the Board voted unanimously to approve the minutes of March 15, 2016.

FINANCIALS

Check Registers - March 2016 & April 2016

Ms. Traywick (CHI) provided an overview of the operating and 2015 bond account check registers for March 2016 and April 2016. 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 Garcia, the Board voted unanimously to approve the check registers.

FY16 Third Quarter Financial Statement and Investment Report

Ms. Traywick (CHI) provided an overview of the quarterly financial statement and investment report for the third quarter of FY16. Ms. Traywick reported expected revenues, expenses and project costs.

Following discussion, upon a motion made by Vice Chair Hamm and seconded by Director Harrison, the Board voted unanimously to approve the third quarter financial statement and investment report for FY16, as presented.

MUNICIPAL SERVICES

HPD Overtime Program Reports - March 2016 & April 2016

Mr. Leach (Zone) introduced the monthly discussion of the HPD Overtime Program. Lt. Chavez (HPD) presented the reports for the months of March 2016 and April 2016. The reports provided an overview of the criminal statistics within the Central Business District and included statistics for the Houston Public Library Plaza and library smoking citations. Lt. Chavez (HPD) answered questions for the Board and Zone staff.

No action was required.

HISTORIC FAÇADE PRESERVATION AND RESTORATION PROGRAM

Old Texaco Building - 75% Façade Inspection Report

Mr. Hoogeboom (HDMD) presented a detailed overview of the inspection report submitted by Matrix Structural Engineering in April 2016 at the building façade's 75% completion mark. The report states that the façade restoration had been completed in general accordance with the intent of the design documents and the contractor had satisfactorily complied with the documents up to that point of the construction process.

No action was required.

OTHER BUSINESS

Project Status Report

Mr. Leach (Zone) provided a brief status update on all active and ongoing projects.

No action was required.

Quarterly Photo Update

Mr. Leach (Zone) presented a quarterly photo status report focusing on projects that were under construction or nearing completion. Update highlights included the continuing progress of the Shopping District streetscape, Main St. construction and Allen Parkway re-configuration. Mr. Leach (Zone) also reported favorable progress on residential construction projects, with Block 334 having submitted their Temporary Certificate of Occupancy on April 27, 2016. Mr. Hoogeboom (HDMD) shared the findings from an inspection of the 412 Main St., 402 Main St. and 202 Travis historic façade preservation and

restoration projects. More information on these, and other projects, will be provided at the next Board meeting.

No action was required.

Project Plan Amendment

Mr. Leach (Zone) presented a brief update on the recent discussions of amending the Project Plan and Reinvestment Zone Financing Plan to reflect current and future projects of interest by the Board of Directors and Zone staff. The notes provided were a compilation of ideas from different Zone committees and staff input. The next step towards drafting the future amendment will be for Zone staff to analyze cost effectiveness, the overall Downtown Houston plan across local organizations and create a list of goals by the end of the year. Board members and Zone staff also discussed the changes to the operating budget in regards to Municipal Service fees for the forthcoming years.

No action was required

NEXT MEETING

Tuesday, June 14, 2016 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