

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

April 18, 2017

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 18th day of April, 2017, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

and all of said persons were present.

Also present were Bob Eury, President, Ryan Leach, Executive Director, and Emily Barnes, Administrative Assistant of the Zone (Zone); Algenita Scott Davis and Jackie Traywick of Central Houston, Inc. (CHI); Brett DeBord, Joe Maxwell and Lonnie Hoogetoom of the Houston Downtown Management District (HDMD); Jennifer Curley of the City of Houston (COH); Clark Lord of Bracewell LLP; Minh Tran, Administrative Sergeant, of the Downtown Division of the Houston Police Department (HPD); and Elizabeth Stemas of Skanska USA Building Inc.

DETERMINE QUORUM; CALL TO ORDER

Chair Peña noted that a quorum was present and called the meeting to order at 12:24 p.m.

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 Harrison and seconded by Director Mandel, the Board voted unanimously to approve the minutes of the February 22nd, 2017 and March 14th, 2017 meetings.

MUNICIPAL SERVICES

Chair Peña called on Administrative Sergeant Minh Tran (HPD) to introduce the monthly discussion of the HPD Overtime Program. Sgt. Tran presented the reports for the months of February and March 2017. The reports provided an overview of expenditures and highlighted the current programs. Sgt. Tran elaborated on the activities of HPD during Super Bowl LI at the request of the Board.

Sgt. Tran answered questions for the Board and Zone staff and also announced Captain Caroleta Johnson has joined the Downtown Division of the Houston Police Department.

No action was required.

FINANCIALS

Check Registers – February and March 2017

Ms. Traywick (CHI) provided an overview of the operating and 2015 bond account check registers for the months of February and March 2017. She reported the expenditures listed on the check registers 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 Director Garcia, the Board voted unanimously to approve the check registers.

Draft of FY18 Operating & CIP Budget

Ms. Traywick (CHI) provided an overview of the drafted Fiscal Year 2018 budget which included estimates of operating expenses and capital improvement expenses for the upcoming year. Mr. Leach (Zone) elaborated on the budget as it pertained to upcoming projects. Ms. Traywick offered an explanation of the on-going Shopping District Retail Initiative. Mr. Leach and Ms. Traywick answered questions from the Board.

Following much discussion, upon a motion made by Director Austin and seconded by Director Harrison, the Board voted unanimously to approve the drafted FY18 Operation & CIP Budget as presented.

FY17 Third Quarter Financial Statement and Investment Report

Ms. Traywick (CHI) provided a detailed overview of the quarterly financial statement for the third quarter of FY17. Ms. Traywick reported expected revenues, expenses and project costs. It was noted that the FY17 Third Quarter Investment Report was mistakenly absent from the meeting materials. Ms. Barnes (Zone) stated she would send the investment report to all present after the meeting was adjourned.

No action was taken at this time.

OTHER BUSINESS

Project Status Report

Mr. Leach (Zone) called on Mr. Hoogeboom (HDMD) to briefly share with the Board the status of the Downtown District's Plan Downtown Initiative. Mr. Hoogeboom noted that Plan Downtown was progressing and the District had held two public workshops on April 12th, 2017, to engage the downtown community.

No action was required.

NEXT MEETING

Chair Peña announced that the next Board of Directors meeting is scheduled for May 9th, 2017 at 12:00 p.m. at the regular meeting location.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:39 p.m.

[Signature follows]



Secretary, Board of Directors