

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

May 9, 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 9th day of May, 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 except Chair Peña, thus constituting a quorum.

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, and Joe Maxwell of the Houston Downtown Management District (HDMD); Jennifer Curley of the City of Houston (COH); Clark Lord of Bracewell LLP; Captain Caroleta Johnson and Lieutenant Adrienne Hicks, Downtown Division of the Houston Police Department (HPD); Chris Schilling of Turbo Realty; Jennifer Grosvenor of Legacy Trust Company; and Amy Malkan of The Malkan Group.

DETERMINE QUORUM; CALL TO ORDER

Vice Chair Sabino noted that a quorum was present and called the meeting to order at 12:10 p.m.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Vice Chair Sabino requested all meeting attendees briefly introduce themselves and welcomed all.

CAPITAL IMPROVEMENT PROJECTS

Bagby Street Improvements

Vice Chair Sabino called on Director Mandel as Capital Projects Committee Chair to introduce the project and request. Director Mandel explained the Capital Projects Committee had vetted and approved the request to authorize funds for a Bagby traffic study and conceptual analysis as part of the preliminary planning and assessment stage for the project. Mr. Leach (Zone) further explained the goals of the Bagby Street Improvement project.

Following discussion, upon a motion made by Director Austin and seconded by Treasurer/Investment Officer Flowers, the Board voted unanimously to authorize an amount not to exceed \$250,000.00 for a Bagby Street traffic study and conceptual analysis, and the execution of necessary agreements by the appropriate officers of the Zone.

South Downtown Park

Vice Chair Sabino called on Director Mandel as Capital Projects Committee Chair to introduce the project and request. Director Mandel explained the Capital Projects Committee had vetted and approved the request. Discussion on the South Downtown Park Project was deferred until Executive Session to consult with legal counsel by authority granted under Texas Government Code §551.071, and for deliberation regarding real property by authority granted under Texas Government Code §551.072.

The Board and Zone staff entered into Executive Session at 12:16 p.m. and the following persons were present: Director Kennerly, Director Garcia, Director Austin, Director Harrison, Treasurer/Investment Officer Flowers, Director Mandel, Secretary Keyser, and Vice Chair Sabino of the Board; Mr. Eury, Mr. Leach, and Ms. Barnes of the Authority; Mr. Maxwell and Mr. Debord of the Houston Downtown Management District; Ms. Traywick and Ms. Scott Davis of Central Houston; Ms. Curley of the City of Houston; and Mr. Lord of Bracewell LLP. The meeting reconvened in public session at 12:37 p.m. to take necessary action on any matters discussed in Executive Session.

The Board voted unanimously to approve a resolution authorizing the authority or its agent to perform due diligence for the development, lease, or purchase of real property interests for parks, recreational, open space and uses appurtenant thereto as a part of the project plan and financing plan; ratifying actions regarding same; authorizing the authority or its agent to take all necessary actions regarding same; approving various findings and other matters incidental to such due diligence of properties; authorizing and committing funds related thereto.

MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the previous meetings. Following discussion, upon a motion made by Treasurer/Investment Officer Flowers and seconded by Director Harrison, the Board voted unanimously to approve the minutes of the April 18th, 2017 meetings.

MUNICIPAL SERVICES

Vice Chair Sabino called on Captain Johnson and Lieutenant Hicks (HPD) to introduce the monthly discussion of the HPD Overtime Program. Lt. Hicks presented the report for the month of April 2017. The reports provided an overview of expenditures and highlighted the current programs. Lt. Hicks explained there was a special overtime program this month due to the FIRST Championship, a technology and robotics competition for elementary through high school students, that was held at the George R. Brown Convention Center. Cptn. Johnson and Lt. Hicks answered questions for the Board and Zone staff.

No action was required.

FINANCIALS

Check Register – April 2017

Ms. Traywick (CHI) provided an overview of the operating and 2015 bond account check registers for the month of April 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 Secretary Keyser and seconded by Director Kennerly, the Board voted unanimously to approve the check registers.

OTHER BUSINESS

Project Status Report

Mr. Leach provided a brief status update on all active and ongoing projects. He also presented a quarterly photo status report focusing on projects that were under construction or nearing completion. Update highlights included the now finished International Coffee Building space, which Zone staff and Board members toured this month.

No action was required.

Resolution of Appreciation

Mr. Eury (Zone) introduced a resolution of appreciation for Secretary Keyser's ten years of service to the Board of Directors. Board members expressed their appreciation for Secretary Keyser's leadership and participation in numerous projects and initiatives during her tenure.

Following much discussion, the Board voted unanimously to approve the resolution of appreciation for retiring board member, Deborah Keyser.

NEXT MEETING

Vice Chair Sabino announced that the next Board of Directors meeting is scheduled for June 20th, 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 1:05 p.m.

[Signature follows]


Secretary, Board of Directors