

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

September 28, 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 28th day of September, 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
Barry Mandel	Secretary
Curtis Flowers	Treasurer/Investment Officer
William Kennerly	Director
Keith Hamm	Director
James Harrison	Director
Regina Garcia	Director
Bruce Austin	Director

and all of said persons were present except Director Harrison and Director Austin 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, Robert Lung and Jackie Traywick of Central Houston, Inc. (CHI); Brett DeBord and Joe Maxwell of the Houston Downtown Management District (HDMD); Clark Lord of Bracewell LLP; Linda Trevino of METRO; Eoles Whitaker; and Captain Conn and Sergeant Armstrong of the Houston Police Department Downtown Division.

DETERMINE QUORUM; CALL TO ORDER

Chair Peña noted that a quorum was present and called the meeting to order at 12:16 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 Treasurer/Investment Officer Flowers and seconded by Vice Chair Sabino, the Board voted unanimously to approve the minutes of the August 8th, 2017 meetings.

FINANCIALS

Check Register – August 2017

Ms. Traywick (CHI) provided an overview of the operating and 2015 bond account check register for the month of August 2017. She reported the expenditures listed on the check register were reoccurring operating and capital project expenses.

No action was required.

FY17 Audit Report

Treasurer/Investment Officer Flowers explained that the Budget and Finance Committee ("BFC") met on September 13, 2017 to review the FY17 audit report. Following review and much discussion, the BFC recommended full Board approval. Ms. Traywick (CHI) then presented the FY17 Main Street Market Square Redevelopment Authority d/b/a Downtown Redevelopment Authority audit report. Treasurer/Investment Officer Flowers also provided positive feedback regarding the clean audit report and Ms. Traywick (CHI) offered to answer questions from the Board.

Following discussion, upon a motion made by Secretary Mandel and seconded by Director Garcia, the Board voted unanimously to approve the FY17 audit report.

ADMINISTRATIVE POLICIES AND PROCEDURES

Administrative Policies and Procedures Manual

Discussion and action on this item was postponed until the next Board meeting.

No action was taken.

Investment Policy

Discussion and action on this item was postponed until the next Board meeting.

No action was taken.

MUNICIPAL SERVICES

Chair Peña called on Captain Conn (HPD) to introduce the discussion on the HPD Overtime Program. Captain Conn presented the report for the months of June and August 2017. The reports provided an overview of expenditures and highlighted the current programs. Captain Conn explained there was no overtime program run in the month of July. Captain Conn answered questions for the Board and Zone staff.

No action was required.

OTHER BUSINESS

Project Status Report

Mr. Leach (Zone) provided a brief photo status update on all active and ongoing projects. Highlights included the completion of Aris Market Square, the second phase of the environmental study underway on the potential South Downtown Park site and the AC Hotel by Marriott at 723 Main submitting permits to being construction in 4Q 2017.

No action was required.

NEXT MEETING

Chair Peña announced that the next Board of Directors meeting is scheduled for October 17th, 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 1:31 p.m.

[Signature follows]


Secretary, Board of Directors