

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

May 8, 2018

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 8th day of May, 2018, 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 Austin, Director Garcia and Director Kennerly 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, Katrina Bayer, Angie Bertinot and Lonnie Hoogeboom of the Houston Downtown Management District (HDMD); Clark Lord of Bracewell LLP; Kristin Landry of Jones & Carter, Inc.; Jennifer Curley of the City of Houston; Karlos Allen of TKG Advisors; and Linda Treviño of METRO.

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 Vice Chair Sabino and seconded by Treasurer Flowers, the Board voted unanimously to approve the minutes of the April 3rd, 2018 meetings.

FINANCIALS

Check Register – April 2018

Ms. Traywick (CHI) provided an overview of the operating and 2015 bond account check registers for the month of April 2018. She reported the expenditures listed on the check registers were reoccurring operating and capital project expenses. Ms. Traywick answered questions from the Board.

No action was required.

FY18 Third Quarter Financial Statement and Investment Report

Ms. Traywick (CHI) provided a detailed overview of the quarterly financial statement and investment report for the third quarter of FY18. Ms. Traywick reported expected revenues, expenses and project costs.

Following discussion, upon a motion made by Secretary Mandel and seconded by Director Harrison, the Board voted unanimously to approve the third quarter financial statement and investment report for FY18.

JONES PLAZA

Chair Peña called on Mr. Leach (Zone) to introduce the discussion on this item. Mr. Leach shared that following a selection process by Houston First Corporation (HFC) and other stakeholders, Rios Clementi Hale Studios was selected to lead the project, which aims to revitalize the plaza into a vibrant public square for all visitors. The project will begin in May 2018 and is slated for completion in November 2020. He explained the Zone's involvement will be as a funding partner. HFC will lead the planning, design and construction process. He then answered questions from the Board and staff.

Following discussion, upon a motion made by Secretary Mandel and seconded by Treasurer Flowers, the Board voted to authorize support for the redevelopment of Jones Plaza in an amount not to exceed \$500,000 and the execution of the necessary agreements by the appropriate officer of the Zone. Director Harrison abstained from voting and discussion on this item.

BAGBY STREET CAPITAL IMPROVEMENTS

Chair Peña called on Mr. Leach (Zone) to introduce discussion on this item. Mr. Leach explained that Phase I, the traffic and conceptual analysis of the corridor, is now complete and the project is moving into Phase II, engineering and design. The Zone issued a Request for Qualifications on March 12, 2018 for professional services for engineering and design consultant for Bagby Street Capital Improvements from Franklin Street to Gulf Freeway in downtown Houston. The Zone received five Statements of Qualifications in response. A seven person evaluation panel selected Jones & Carter, Inc. as the preferred Phase II consultant through a submittal review and interview process. Mr. Leach answered questions from the Board and staff.

Following discussion, upon a motion made by Director Harrison and seconded by Director Hamm, the Board voted unanimously to authorize the execution of necessary agreements by the appropriate officers of the Zone for professional services for engineering and design consultant for Bagby Street Capital Improvements from Franklin Street to Gulf Freeway in downtown Houston in an amount not to exceed \$2,400,000.

SOUTHERN DOWNTOWN PARK

Chair Peña called on Mr. Leach (Zone) to introduce the discussion on this item. The Zone has identified the property bounded by Bell Street, San Jacinto Street, Leeland Street and Fannin Street as the location for a park in the southern portion of downtown. This location will support the approximately 1,500 new residential units in Southern Downtown spurred by the Downtown Living Initiative, as well as other surrounding development. The ground lease for the site is now signed and the project is ready for the next phase of public space planning, visioning and community engagement. He answered questions from the Board and staff.

Following discussion, upon a motion made by Director Hamm and seconded by Treasurer Flowers, the Board voted unanimously to approve the execution of necessary agreements by the appropriate officers of the Zone for professional services for public space planning for the Southern Downtown Park for an amount not to exceed \$70,000.

OTHER BUSINESS

Project Status Report

Mr. Leach (Zone) provided a brief status update on all active and ongoing projects. Highlights included the news that the Western Downtown Facilities Master Plan for the City of Houston is progressing and the chosen consultant has been engaged. Mr. Leach then answered questions from the Board on the project.

No action was required.

NEXT MEETING

Chair Peña announced that the next Board of Directors meeting is scheduled for June 19th, 2018 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 1:18 p.m.

[Signature follows]


Secretary, Board of Directors