

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

March 10, 2020

The Board of Directors (the "Board") of the Tax Reinvestment Zone (the "Zone") convened in regular session, open to the public, telephonically, on the 14th day of April, 2020, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Curtis Flowers	Chair
Michele Sabino	Vice Chair
Barry Mandel	Secretary
Bruce Austin	Director
Regina Garcia	Director
Keith Hamm	Director
James Harrison	Director
Sherman Lewis	Director
William Kennerly	Director

and all of said persons were present except Directors Austin and Garcia, thus constituting a quorum.

Also present were Bob Eury, President of the Zone, J. Allen Douglas, Executive Director of the Zone, and Virginia Oviedo (Zone); Jamie Perkins, Robert Pieroni, and Jackie Traywick of Central Houston, Inc. ("CHI"); Brett DeBord and Lonnie Hoogeboom of the Houston Downtown Management District ("HDMD"); Algenita Davis (Consultant to the Authority); Lisa Duffy of the City (COH); Lieutenant Holloway and Sergeant Espinoza of the Houston Police Department (HPD); and Clark Lord of Bracewell, LLP.

DETERMINE QUORUM; CALL TO ORDER

Chair Flowers noted that a quorum was present and called the meeting to order at 12:01 PM.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Flowers requested all meeting attendees briefly introduce themselves and welcomed all. Chair Flowers also noted, for the record, that under rules set forth by the State of Texas permitting these Board Meetings to proceed virtually, we are obligated to record each meeting, therefore, this meeting is being recorded.

MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the March 10, 2020 meeting. No discussion took place, upon a motion made by Director Kennerly and duly seconded by Director Mandel, the Board voted unanimously to approve the minutes of the March 10, 2020 meeting.

RESPONSE TO COVID-19: AUTHORITY & DISTRICT

Chair Flowers called on Mr. Douglas (Zone) to provide an update on the Authority and District's Response on the COVID-19 Emergency. Mr. Hoogeboom (HDMD) gave an update on the status of Lynn Wyatt Square for the Performing Arts' design. Mr. Eury (Zone) communicated the importance of updating the public. Questions were asked and answered, discussion ensued. No action required.

FINANCIALS

Check Registers – March 2020

Chair Flowers called on Ms. Traywick (CHI) to provide an overview of the operating check registers for the month of March. She reported the expenditures listed on the check register were recurring operating and capital project expenses. Questions were asked and answered. No action was required.

FY20 Q3 Financial Statements and Investment Report

Ms. Traywick continued to provide an overview of the FY20 Q3 Financial Statements and Investment Report. Ms. Traywick gave an in-depth review of variances and project costs within the statements and reports. Questions were asked answered. No action was required.

FY21 DRA/TIRZ3 Budget Draft

Ms. Traywick provided a brief review of the FY21 DRA/TIRZ3 Budget Draft. Questions were asked and answered, discussion ensued.

Upon a motion made by Director Mandel and duly seconded by Director Kennerly, the Board voted unanimously to approve the final draft of the FY21 DRA/TIRZ3 Budget in substantial form and release to the City of Houston for review and City Council approval.

HPD MUNICIPAL REPORT

Chair Flowers called on Sergeant Espinoza (HPD) to present the Homeless Initiative Overtime Report for HPD. Questions were asked and answered, discussion ensued. No action was required.

HOMELESS INITIATIVE & WORKING GROUP (CONT.)

Chair Flowers called on Mr. Douglas (Zone) to begin the Homeless Initiative & Working Group Presentation, a continuation from last month's Board Meeting. Mr. Douglas provided a brief summary of the current services by the District in the homelessness effort. Questions were asked and answered, no discussion ensued. No action was required.

SOUTHERN DOWNTOWN PARK: LAUREN GRIFFITH ASSOCIATES

Chair Flowers called on Mr. Hoogeboom (HDMD) to begin discussion on the redesign of the eastern portion of Southern Downtown Park with the work of landscape architects, Lauren Griffith Associates (LGA). Mr. Hoogeboom provided a detailed review of the sketch provided by LGA and redlined by Mr. Hoogeboom, and the sketch provided by Gensler. Questions were asked and answered.

Upon a motion made by Director Mandel and duly seconded by Director Sabino, the Board voted unanimously to authorize the execution of an amendment to the agreement with Lauren Griffith Associates for additional design professional services for Southern Downtown Park in an amount not exceed \$37,750.

LICENSE AGREEMENTS: THE DOWNTOWN LAUNCH PAD

Chair Flowers called on Mr. Douglas (Zone) to begin the discussion of the Downtown Launch Pad. Mr. Douglas called on Mr. Pieroni (CHI) to give a presentation on the Downtown Launch Pad. Mr. Pieroni proceeded to give the Board a refresher on the project's design status, tenant program updates, and introduced the new logo for the Authority's project. Questions were asked and answered. Discussion ensued.

Mr. Douglas proceeded to provide the Board with background information and analyses for the reasoning behind the license agreements in question. Both licensees' action items were reviewed separately. No questions were asked. No discussion ensued.

Upon a motion made by Director Kennerly and duly seconded by Director Mandel, the Board voted unanimously to authorize the execution of a Licensee Agreement between gener8tor and the Authority permitting gener8tor to conduct its programs, rent-free, pursuant to the terms of the economic development grant, from the Downtown Launch Pad during the term of the Authority's lease with Amegy on Main, from 2020 through 2030.

Upon a motion made by Director Mandel and seconded by Director Kennerly, the Board voted unanimously to authorize the execution of a Licensee Agreement between MassChallenge and the Authority permitting MassChallenge to conduct its programs, rent-free, pursuant to the terms of the economic development grant, from the Downtown Launch Pad during the term of the Authority's lease with Amegy on Main, from 2020 through 2030.

OTHER BUSINESS

Project Status Report

Mr. Douglas (Zone) provided a brief update on the status of current and ongoing projects. Mr. DeBord chimed in with a detailed update on both Bagby Street Improvements and Allen Parkway Maintenance Capital Projects. No questions were asked, no discussion ensued. No action was required.

NEXT MEETING

Chair Flowers announced that the next full Board of Directors Meeting is scheduled for May 12, 2020 at 12:00 PM. Chair Flowers added that the Capital Projects Committee Meeting is scheduled for April 22, 2020 and the Economic Development Committee Meeting is scheduled for April 24, 2020, both committee meetings to begin at noon.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:23 PM.

[Signature follows]

Barry Mandel, Secretary
Tax Increment Reinvestment Zone Number
Three (Zone)