

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

June 16, 2020

The Board of Directors (the "Board") of the Tax Reinvestment Zone (the "Zone") convened in regular session, open to the public, virtually, on the 16th day of June, 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, Garcia, Kennerly, and Lewis, 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); Robert Pieroni, Angie Bertinot 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 Zone); Lisa Duffy of the City (COH); Clark Lord of Bracewell, LLP; Linda Trevino of METRO; and Monica Aizpurua and Joy Valha of the Public.

DETERMINE QUORUM; CALL TO ORDER

Chair Flowers noted that a quorum was present and called the meeting to order at 12:20 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 May 12, 2020 meeting. No discussion took place. Upon a motion made by Vice Chair Sabino and duly seconded by Director Harrison, the Board voted unanimously to approve the minutes of the May 12, 2020 meeting as presented.

FINANCIALS

Check Registers – May 2020

Chair Flowers called on Ms. Traywick (CHI) to provide an overview of the operating check registers for the month of May. Ms. Traywick explained the biggest payment was to Main Lane Industries, Ltd. for the Bagby Improvement Project. She reported expenditures listed on the check register were recurring operating and capital project expenses. Questions were asked and answered, discussion ensued. No action was required.

Engagement of Carr, Riggs & Ingram, LLC for FY20 Audit Services

Ms. Traywick began by summarizing the quality of CRI's work and noted it is imperative the Zone enters in this professional engagement as the fiscal year ends on the 30th of this month.

Upon a motion duly made by Director Hamm and seconded by Director Harrison, the Board voted unanimously to authorize the expenditure for Carr, Riggs & Ingram, LLC to audit FY20 financial statements at a fee not to exceed \$17,000.

ECONOMIC DEVELOPMENT GRANT PROGRAM

Block 334 Assignment

Chair Flowers called on Allen Douglas (Zone) to discuss Block 334's involvement in the Downtown Living Initiative. Mr. Douglas explained Broadstone/USPF Block 334, LP would like to assign their rights to Fairfield 334, LLP. No questions were asked, no discussion ensued.

Upon a motion duly made by Director Mandel and seconded by Director Harrison, the Board voted unanimously to authorize the execution of an Assignment of Rights to the Economic Development Grant Agreement for the property branded as "Block 334" on the northeast corner of Main and Leeland Streets, between Broadstone/USPF Block 334, LP and the building's new owner, Fairfield 334, LLP.

Hotel Alessandra Amendment

Chair Flowers called on Mr. Douglas to introduce discussion on this amendment, who explains this action item is an amendment to the original agreement, noting the original agreement required 7,000 square feet for soft goods retail. Mr. Douglas informed the Board that CenterPoint Energy required a transformer yard built in that area, reducing the Hotel's available space for retail to 6,016 square feet. Questions were asked and answered, discussion ensued.

Upon a motion duly made by Director Harrison and seconded by Director Mandel, the Board voted unanimously to authorize staff to negotiate the final terms of an amendment to the Economic Development Grant Agreement with HA Hotel Partners, LP reflecting a modified requirement for 6,016 square feet of retail space rather than the 7,000 square feet stipulated in the Agreement.

SOUTHERN DOWNTOWN PARK: BRANDING OPPORTUNITY

Chair Flowers called on Mr. Hoogeboom (HDMD) to begin the discussion on this item. Mr. Hoogeboom began by presenting a quick update with the status of Southern Downtown Park. He noted the renderings may look familiar as they are the same renderings that are located in the Zone's office. Mr. Hoogeboom proceeded to give a detailed explanation of new renderings, including the dog parks and the playscape approved by the Board last month. Ms. Bertinot (HDMD) joined in on the presentation with notes on the design. Mr. Hoogeboom passed the conversation onto Ms. Bertinot.

Ms. Bertinot began the branding opportunity presentation for the Southern Downtown Park, providing background information into the naming process, explaining staff and consultants believed the name should reflect and convey the essence of the park and neighborhood experiences. Ms. Bertinot gave detail into their thought process for the names and the reason each of the final three were chosen, emphasizing the number three for the park's block number, 333. Vice Chair Sabino suggested the candidate, Trebley Park, be changed to "Trebley Parc". The Board was in agreement.

Upon a motion duly made by Director Mandel and seconded by Director Hamm, the Board voted unanimously to authorize the use of a recognizable brand for the Southern Downtown Park as "Trebley Parc".

Mr. Hoogeboom added that the 95% construction documents for the park have been submitted, which staff will be reviewing, adding that advertisement for contractor bidding will begin in July of this year.

Vice Chair Sabino commended and expressed her appreciation for Ms. Bertinot's and Mr. Hoogeboom's work on "Trebley Parc", delivering a high-quality park presentation with thoughtful explanations. Members of the Capital Projects Committee were in agreeance with Vice Chair Sabino's praise.

OTHER BUSINESS

Project Status Report

Chair Flowers called on Mr. Douglas to present this month's project status report of current projects within the Zone's boundaries. Mr. Douglas handed the discussion off to Mr. DeBord (HDMD) to present a drone video of the current progress of the Bagby Street Improvement Project. Mr. DeBord explained activities in specific intersections along the project's boundaries. Mr. Hoogeboom commended Mr. DeBord for his work and coordination with property stakeholders at/around Bagby Street, as well as the public. Questions were asked and answered, discussion ensued. No action was required.

NEXT MEETING

Executive Director Douglas announced that the next full Board of Directors Meeting is virtually scheduled for July 14, 2020 at 12:00 PM. The Capital Projects Committee Meeting is scheduled for June 24, 2020, at noon and the Economic Development Committee Meeting has been cancelled.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:25 PM.

[Signature follows]

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