

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

February 16, 2021

The Board of Directors (the "Board") of the Tax Increment Reinvestment Zone Number Three (the "Zone") convened in regular session, open to the public, virtually, on the 16th day of February, 2021, 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 Garcia and Kennerly, thus constituting a quorum.

Also present were Bob Eury, President of the Authority, J. Allen Douglas, Executive Director of the Authority, 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 ("District"); Clark Lord of Bracewell LLP ("Bracewell"); and Brian Jackson of the City of Houston ("City").

DETERMINE QUORUM; CALL TO ORDER

Chair Flowers requested a roll call, established quorum, and called the meeting to order at 12:04 PM.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Flowers 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. He followed by requesting guests introduce themselves.

MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the January 12, 2021 joint meeting. No discussion took place. Upon a motion made by Director Sabino and duly seconded by Director Harrison, the Board voted unanimously to approve the minutes of the January 12, 2021 joint meeting as presented.

FINANCIALS & ADMINISTRATION

Check Registers – December 2020 and January 2021

Chair Flowers called on Jackie Traywick (CHI) to provide a brief overview of the December 2020 and January 2021 Check Registers. Questions were asked and answered. No action was required.

2Q FY21 Financial Statements and Investment Report

Ms. Traywick continued on to reviewing the financial statements and investment report for the second quarter of fiscal year 2021. Questions were asked and answered, discussion ensued. No action was required.

SOUTHERN DOWNTOWN PARK – CONSTRUCTION BIDS

Executive Director Allen Douglas (Zone) initiated discussion on this item by providing a brief history on this project, including a detailed overview of the bid process. Executive Director Douglas called on Lonnie Hoogeboom (HDMD) for additional input. Mr. Hoogeboom noted his confidence in the contractor recommended by the Capital Projects Committee, highlighting their MWDBE participation. Questions were asked and answered, discussion ensued.

For the first action item for this item, upon a motion duly made by Secretary Mandel and seconded by Treasure Hamm, the execution of necessary agreements by the appropriate officers or personnel of the Authority for construction services to be provided by Structura for an amount not to exceed \$5,400,000, which includes an approximate 10% construction contingency, was unanimously approved.

For the second action item for this item, upon a motion duly made by Director Austin and seconded by Director Harrison, the execution of necessary agreements by the appropriate officers or personnel of the Authority and related construction expenses not to exceed \$1,100,000.00, which includes an approximate 5% owner's contingency for miscellaneous expenses, was unanimously approved.

Executive Director Douglas closed this item of business by announcing the Southern Downtown Park's ground-breaking ceremony is to be held on March 12, 2021 at 10:30 AM.

PROPOSED LETTER OF INTENT REGARDING FUNDING FOR THE 801 ST. JOSEPH PKWY PROJECT

Chair Flowers called on Executive Director Douglas to introduce discussion on this item. Executive Director Douglas reviewed the proposed letter of intent in detail, providing a history of the project and the developer, Phoenix Development Partners. Questions were asked and answered, discussion ensued.

Upon a motion duly made by Vice Chair Sabino and seconded by Treasurer Hamm, the proposed Letter of Intent to Phoenix Development expressing conditional interest in pledging the proceeds of a percentage of tax increment revenue deposited with the TIRZ from the annual valuation of the completed project at 801 St. Joseph Parkway was unanimously approved to be officially provided to the developer.

OTHER BUSINESS

2021 Committee Assignments

Chair Flowers called on Executive Director Douglas to briefly discuss this item. Executive Director Douglas provided an overview of current committee assignments for the Authority. No action was required.

Project Status Report

Executive Director Douglas called on Brett DeBord (HDMD) to screenshare a drone video of the latest in construction of Bagby Street Improvement Project. Executive Director Douglas then provided a brief overview of the status of other Capital Projects and the North Houston Highway Improvement Project, as well as Economic Development Projects. Questions were asked and answered. No action was required.

NEXT MEETING

Chair Flowers announced the next Board meeting is scheduled for Tuesday, March 9, 2021 at noon, Capital Projects Committee is scheduled to meet on Wednesday, February 24, 2021 at noon, and the Economic Development Committee is scheduled to meet on Friday, February 26, 2021. All meetings are scheduled as virtual.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:06 PM.

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