

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

February 11, 2014

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 Houston Downtown Management District, on the 11th day of February, 2014, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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|-------------------|------------------------------|
| F. Xavier Pena | Chair |
| Curtis B. Lampley | Vice-Chair |
| Deborah Keyser | Secretary |
| Curtis Flowers | Treasurer/Investment Officer |
| Michele Sabino | Director |
| Keith Edward Hamm | Director |
| Barry Mandel | Director |
| James Harrison | Director |

and all of said persons were present except Directors Lampley and Mandel, thus constituting a quorum.

Also present were: Bob Eury, Executive Director and Brianna Garner, Administrative Assistant of the Authority; Clark Lord of Bracewell & Giuliani LLP; Ralph De Leon and Donna Capps of the City of Houston; Lonnie Hoogeboom and Heather Swift of Houston Downtown Management District (HDMD); Jackie Traywick of Central Houston, Inc.; Lieutenant Michelle Chavez of the Houston Police Department; and Peter Hurley and Moyeen Haque of Matrix Structural Engineering.

DETERMINE QUORUM; CALL TO ORDER

Chair Pena noted that a quorum was present and called the meeting to order.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Pena requested all meeting attendees to briefly introduce themselves and welcomed all.

APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of January 14, 2014. Following discussion, upon a motion made by Director Keyser and seconded by Director Hamm, the Board voted unanimously to approve the minutes of January 14, 2014.

FINANCIAL REPORT

Check Register

Ms. Traywick reported that the expenditures listed on the check register were reoccurring operating expenses and anticipated expenses for approved projects and recommended full approval by the Board. A copy of the check register is attached to these minutes.

Following discussion, upon a motion made by Director Flowers and seconded by Director Sabino, the Board voted unanimously to approve the check register and ratify all expenses.

STREETSCAPE ENHANCEMENT

Authorization of expenditure for streetscape improvements adjacent to block 350

Mr. Hoogeboom presented the expenditure request to the Board. The expenditure would help design and construct the sidewalks around Novare's Skyhouse before its opening date in April, and would be a part of the Main Street Improvements Project.

After some discussion, Director Keyser made a motion to authorize the appropriate officers of the Authority to execute the design and construction of streetscape improvements at Block 35 and project related expenditures up to \$125,000. Director Hamm seconded and the motion carried unanimously.

Authorization of design work for modification to Allen Parkway associated with ramp reconstruction

Mr. Eury provided the Board a brief description of the project. At the request of the Mayor's office, the Authority would fund schematic work for realignment of Allen Parkway from Montrose to I-45. The City has committed to reimburse the Authority with proceeds from the sale of City property at Gillette Street and Allen Parkway now being marketed.

Director Curtis moved that the Board authorize the expenditure with Walter P Moore for schematic design configuring Allen Parkway from I-45 to Montrose not to exceed \$350,000; conditioned on the City's commitment of reimbursement. Director Keyser seconded and it carried by unanimous vote.

NEXT MEETING

Tuesday, March 11 at noon.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned.

[Signature page follows]



Secretary, Board of Directors

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DRA/ TIRZ #3 PAID INVOICE DETAIL: January 2014

| PAYEE | CHECK | MEMO | AMOUNT |
|--------------------------------------|-------|--------------------------------------------------------------|-----------------|
| Buffalo Bayou Partnership | 1545 | Sabine to Bagby: Orbs and Controllers | \$ 90,900.00 |
| Houston Downtown Management District | 1546 | Administrative Fee (\$7547.90) Management Fee (\$9065.00) | \$ 16,612.90 |
| Morris Architects | 1547 | Architectural Services: Main Street Improvements | \$ 25,500.00 |
| Buffalo Bayou Partnership | 1548 | BBP Substantial Completion- Segment 1 | \$ 456,000.00 |
| HP Fannin Properties | 1549 | 2012 Greenstreet Increment Payment | \$ 202,531.00 |
| Jerdon Enterprise, L.P. | 1550 | Engineering Services: E/W Streets | \$ 47,151.13 |
| Verizon Wireless | 1551 | Wireless Service | \$ 104.38 |
| Bee-Line Delivery Service | 1552 | Courier Service | \$ 80.80 |
| AT&T Teleconference Services | 1553 | Conference Calls | \$ 25.26 |
| Bracewell & Giuliani | 1554 | Legal Counsel | \$ 990.00 |
| Standard Parking | 1555 | Parking Coupons | \$ 166.28 |
| City of Houston | 1556 | Bike/Pedestrian Connection Project | \$ 300,000.00 |
| Deluxe for Business | 1557 | Deposit Slips & Stamps | \$ 120.92 |
| Houston Downtown Management District | 1558 | Administrative Fee (\$8612.74) Management Fee (\$9065.00) | \$ 17,677.74 |
| Lauren Griffith Associates | 1559 | Jesse J. Jones Library Plaza- Design | \$ 3,997.52 |
| Verizon Wireless | 1560 | Wireless Service | \$ 108.24 |
| | | Total Outgoing Funds | \$ 1,161,966.17 |