

**MINUTES OF REGULAR MEETING
OF
DOWNTOWN REDEVELOPMENT AUTHORITY**

October 22, 2014

The Board of Directors (the “Board”) of Downtown Redevelopment Authority (the “Authority”) convened in regular session, open to the public, at the offices of Houston Downtown Management District, on the 22nd day of October, 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 |
| Deborah Keyser | Secretary |
| Curtis Flowers | Treasurer/Investment Officer |
| Michele Sabino | Director |
| Keith Edward Hamm | Director |
| Barry Mandel | Director |
| James Harrison | Director |
| Regina Garcia | Director |
| Bruce Austin | Director |

and all of said persons were present except Director Garcia and Director Flowers, thus constituting a quorum.

Also present were: Bob Eury, President, Ryan Leach, Executive Director, and Aidé Meza, Administrative Assistant of the Authority; Jackie Traywick and Algenita Scott Davis of Central Houston, Inc. (CHI); Lonnie Hoozeboom of the Houston Downtown Management District (HDMD); Clark Lord of Bracewell & Giuliani LLP; Lt. Michelle Chavez of the Houston Police Department; Alyssa Hill of Carr, Riggs & Ingram, LLC; Jonathan Newport of Houston First; James Koski and Minnette Boesel of the Mayor’s Office (COH); Dr. Rhea Brown Lawson, Ph.D. and John Middleton of Houston Public Library (COH); Licia Green (Houston Public Library Foundation); and Steven David, and Jennifer Curley of the City of Houston.

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. Chair Pena also introduced new Board Director Bruce Austin.

APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of September 9, 2014. Mr. Leach noted that the minutes should be amended under the Downtown Living Initiative section to reflect the appropriate verbiage for the SkyHouse Main authorization. Following discussion, upon a motion made by Director Mandel and seconded by Director Keyser, the Board voted unanimously to approve the minutes of September 9, 2014 as amended.

FINANCIAL REPORT

Check Register

Ms. Traywick provided an overview of the operating account check register for September 2014. She reported that the expenditures listed on the check register were reoccurring operating expenses and recommended full approval by the Board.

Following discussion, upon a motion made by Director Harrison and seconded by Director Austin, the Board voted unanimously to approve the check register.

Fiscal Year Ending June 30, 2014 Audit Report

Ms. Traywick presented the 2014 Main Street Market Square Redevelopment Authority D/B/A Downtown Redevelopment Authority audit report and provided a detailed review. Ms. Hill (Carr, Riggs & Ingram, LLC) offered to answer any questions for the BOD.

Following discussion, upon a motion made by Director Sabino and seconded by Director Mandel, the Board voted unanimously to approve the FY 2014 audit report.

Quarterly Financial and Investment Reports

Ms. Traywick provided an overview of the quarterly financial and investment reports for the 1st Quarter FY 2015. Ms. Traywick reported revenues, expenses, and project costs as to be expected and positive investment growth.

Following discussion, upon a motion made by Director Keyser and seconded by Director Hamm, the Board voted unanimously to approve the First Quarter Financial and Investment reports as presented.

MUNICIPAL SERVICES/HPD OVERTIME PROGRAM

Lieutenant Chavez presented HPD's monthly report to the Board which provided an overview of the criminal statistics within the Central Business District for the month of September 2014.

CAPITAL IMPROVEMENT PROJECTS

Jesse H. Jones Library Plaza

Dr. Lawson, Ph.D. (Houston Public Library, COH), Mr. Middleton (Houston Public Library, COH), Ms. Boesel (Mayor's Office, COH), and Ms. Green (HPLF) presented a funding request for reimbursement for public improvements in the amount of \$600,000. The expenditure will fund a portion of Phase I of the Jesse H. Jones Library Plaza project.

Following discussion, upon a motion made by Director Hamm and seconded by Director Mandel, the Board voted unanimously to approve the authorization in the amount of \$600,000 for Phase I of the project as presented.

Newsom Art Refurbishment & Relocation Project

Mr. Leach and Mr. Hoogeboom introduced an expenditure request for professional services in the amount of \$195,000 (including six (6) separate subcontractors, plus a ten percent (10%) contingency) as part of the existing Main Street Corridor Improvements project. This expenditure will fund the design, restoration, and relocation of artist Floyd Newsom's *Planter and Stems*, a collection of painted stainless steel sculptures.

Following discussion, upon a motion made by Director Hamm and seconded by Director Mandel, the Board voted unanimously to approve the authorization in the amount of \$195,000.

Rusk Sidewalks

Mr. Leach and Mr. Hoogeboom introduced an expenditure request in the amount of \$25,000 for sidewalk and crosswalk pavement artwork by John Runnels. As part of the Main St. Corridor Improvement Project, this expenditure will fund the artist's design and documentation required to execute the concept of sidewalk and crosswalk pavement designs. These designs will connect the three light rail platforms (Main, Capitol, and Rusk) for Central Station.

Following discussion, upon a motion made by Director Harrison and seconded by Director Mandel, the Board voted unanimously to approve the authorization in the amount of \$25,000.

Shopping District

Mr. Hoogeboom introduced a proposed amendment to the scope of services agreement between AECOM Technical Services, Inc. and the DRA in the amount of \$109,800. AECOM's request was a fee of \$149,410.00 to be added to the \$815,200.00 previously authorized. The scope of services in the original authorized Agreement, however, included a \$39,610.00 Traffic Study component that was never required. Upon Board approval, AECOM will transfer this

\$39,610.00 to cover task(s) as part of this amendment. The actual fee being requested in this amendment, therefore, is \$109,800.00 for a total contract amount of \$925,000.00 for Phase II. HDMD staff recommended amending the agreement to include the request's full amount.

Following discussion, upon a motion made by Director Hamm and seconded by Director Austin, the Board voted unanimously to approve the authorization in the amount of \$109,800.

OTHER BUSINESS

Draft of Amended DRA Administrative Policies and Procedures

Mr. Leach presented a draft of the Downtown Redevelopment Authority's Administrative Policies and Procedures Manual and requested the Directors review the draft for full Board approval in November 2014.

Project Status Report

Mr. Leach provided a brief status update of ongoing projects. The DRA and HDMD is currently reviewing JW Marriott's reimbursement request for the Curb Cut Infrastructure Project. The Fourth Amended Agreement for GreenStreet and the Economic Development Program Agreement for Hotel Alessandra have been released from escrow and are fully executed.

Discussion of DRA/TIRZ #3 Expansion

Mr. Leach presented a discussion of the Downtown expansion plan, including three (3) separate projects along with the TIRZ #3 potential expansion, financial breakdown and a map of the City of Houston TIRZ #3 boundaries as enlarged.

NEXT MEETING

Tuesday, November 11 at 12:00 pm

ADJOURNMENT

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

[Signature page follows]


Secretary, Board of Directors

