

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

November 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 October, 2014, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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

and all of said persons were present except Chair Pena and Director Hamm, thus constituting a quorum.

Also present were: Bob Eury, President, Ryan Leach, Executive Director, and Aidé Meza, Administrative Assistant of the Authority (DRA); Jackie Traywick and Algenita Scott Davis of Central Houston, Inc. (CHI); Lonnie Hoogeboom and Brett DeBord of the Houston Downtown Management District (HDMD); Linda Treviño of the Metropolitan Transit Authority of Harris County (METRO); Nancy Sarnoff of the Houston Chronicle; and Jennifer Curley of the City of Houston (COH).

DETERMINE QUORUM; CALL TO ORDER

Secretary Keyser noted that a quorum was present and called the meeting to order.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Secretary Keyser requested all meeting attendees briefly introduce themselves and welcomed all.

APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of October 22, 2014. Following discussion, upon a motion made by Director Mandel and seconded by Director Flowers, the Board voted unanimously to approve the minutes of October 22, 2014.

FINANCIAL REPORT

Check Register

Ms. Traywick provided an overview of the operating account check register for October 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 Garcia, the Board voted unanimously to approve the check register.

MUNICIPAL SERVICES/HPD OVERTIME PROGRAM

No Houston Police Department (HPD) representative was in attendance. However, Mr. Leach (DRA) presented the monthly report to the Board which provided an overview of the criminal statistics within the Central Business District for the month of October 2014. It also included statistics for Houston Public Library Plaza overtime in 2014, library smoking citations and crime reports in 2014, and police diversions to the sobering center in 2014.

CAPITAL IMPROVEMENT PROJECTS

Hotel Savoy / Holiday Inn Streetscape Improvements

Mr. Hoogeboom (HDMD) presented a funding request for streetscape improvements at Hotel Savoy / Holiday Inn within the previously authorized Main Street Corridor Improvements project. The proposed allocation included a modified scope of services agreement for the developer and public improvements by Authority personnel and contractors. Upon approval, the DRA will fund sub-slab and tree well curbs for an 8'-0" portion at the back of the curb and Main St. brick pavers.

Following discussion, upon a motion made by Director Flowers and seconded by Director Harrison, the Board voted unanimously to approve the authorization for streetscape improvements at Hotel Savoy / Holiday Inn as part of the Main St. Corridor Improvements project.

Main St. & Shopping District Streetscape Improvements

Mr. Hoogeboom (HDMD) and Ms. Traywick (CHI) presented detailed CIP project budgets as of September 30, 2014 and the engineer's estimated construction costs for both projects currently up for bid. Construction is scheduled to begin in January 2015 and be completed in February 2016.

No action was taken at this time in regard to the projects.

Presentation of Main St. Corridor Improvements

Mr. Hoogeboom (HDMD) presented an overview of the construction improvements currently up for bid along the Main St. Corridor. The project details include enhancement of the Main St. improvements that are now a decade old and showing signs of wear as well as specific sidewalk and streetscape upgrades. These specific projects will target the Historic District, Central Station, Main Street Square, and Southern Downtown.

No action was taken at this time in regard to the project.

Presentation of Shopping District Streetscape Improvements

Mr. Hoogeboom (HDMD) presented an overview of the construction improvements currently up for bid at the Shopping District along Dallas St. The project details include an overall design to support some of the recommendations given by the Mayor's Retail Task Force. This includes the implementation of a "premier setting for a Shopping District between Milam and La Branch with connections to adjacent retail activity and tunnel access on Main and The Shops at Houston Center on San Jacinto and Austin", which "will attract national, regional, and local retailers." This will be accomplished by providing "convenient parking, transit and pedestrian access to ensure high levels of shopper traffic." The construction project is scheduled to be completed in three (3) phases.

No action was taken at this time in regard to the project.

HISTORIC PRESERVATION IMPROVEMENTS

JW Marriott 806 Main 100% Inspection Report

Mr. Hoogeboom (HDMD) presented an overview of the 100% inspection report by Matrix Structural Engineers.

OTHER BUSINESS

Project Status Report

Mr. Leach (DRA) provided a brief status update of ongoing projects as well as a detailed quarterly photo update of the active project sites as of October 2014. Project update highlights included the close of the JW Marriott's Curb Cut and Infrastructure project and bid designs with cost estimates for Main St. and the Shopping District's Streetscape Improvement projects.

DRA Administrative Policies and Procedures Manual

Mr. Leach (DRA) presented the final draft of the Downtown Redevelopment Authority's Administrative Policies and Procedures Manual and requested full Board approval of the manual.

Upon a motion made by Director Austin and seconded by Director Sabino, the Board voted unanimously to approve the adoption of the Administrative Policies and Procedures Manual as presented.

Committee Restructuring

Mr. Leach (DRA) presented a committee restructuring plan for 2015 based on the Board Directors' recommendations and requests. Mr. Leach also requested the Directors review the draft for full Board approval in December 2014.

Logo and Rebranding

Mr. Leach (DRA) presented a logo and rebranding proposal from Primer Grey for brand and web design. Based on discussion with Primer Grey, they will be developing a brand that reflects the Authority's interest in the progress and preservation of the downtown Houston area. Primer Grey will include themes of history, opportunity, capital, and new life into the redesign process.

Mr. Leach will keep the Board updated for full Board approval in December 2014

DRA/TIRZ #3 Project Plan

Mr. Leach (DRA) presented drafts of the sixth amended project plan and reinvestment zone financing plan to the Board. Mr. Leach also requested the Directors review the drafts for full Board approval of the substantial portions of the plans in December 2014.

NEXT MEETING

Tuesday, December 9 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

