

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

December 9, 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 9th day of December, 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
Bruce Austin	Director

and all of said persons were present except Director Mandel, Director Harrison, 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 (DRA); Jackie Traywick and Algenita Scott Davis of Central Houston, Inc. (CHI); Lonnie Hoogeboom, Brett DeBord and Heather Swift of the Houston Downtown Management District (HDMD); Clark Lord of Bracewell and Giuliani; Meredith McGrath of the Kinder Institute (Rice University); Linda Treviño of the Metropolitan Transit Authority of Harris County (METRO); Steven David of the City of Houston (COH); Michelle Chavez of the Houston Police Department (HPD); Michael Morton of Morris Architects; Andrew Lear of 12.3 Buffalo Bayou, LP.; and Jonathan Newport of Houston First.

DETERMINE QUORUM; CALL TO ORDER

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

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Peña requested all meeting attendees briefly introduce themselves and welcomed all.

APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of November 11, 2014. Following discussion, upon a motion made by Director Sabino and seconded by Secretary Keyser, the Board voted unanimously to approve the minutes of November 11, 2014.

RETAIL UPDATE

Ms. Swift (HDMD) updated the Board of Directors on major retail activity. Recent notable openings included Public Services Wine & Whisky on Travis St. and Prohibition Supper Club & Bar on Prairie St. Macondo Latin Bistro on Travis St. relocated to Franklin St.

FINANCIAL REPORT

Check Register

Ms. Traywick provided an overview of the operating account check register for November 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 Austin and seconded by Director Hamm, the Board voted unanimously to approve the check register.

MUNICIPAL SERVICES/HPD OVERTIME PROGRAM

Lt. Chavez, with the Houston Police Department (HPD), presented the monthly overtime report to the Board which provided an overview of the criminal statistics within the Central Business District for the month of November 2014. It also included statistics for the Houston Public Library Plaza overtime in 2014 and library smoking citations.

CAPITAL IMPROVEMENT PROJECTS

Bid Recommendations for Main St. Corridor Improvements

Mr. Leach (DRA) presented a discussion on the Main St. bid process and advised that no action be taken on this item.

No action was taken at this time.

Main St. Corridor Miscellaneous Expenses

Mr. Leach (DRA) presented a discussion on miscellaneous expenses outside the prime contract recently out for bid. Mr. Leach (DRA) advised that no action be taken on this item.

No action was taken at this time.

Shopping District Streetscape Improvements

Mr. Leach (DRA) presented a legal opinion regarding spending tax increment funds outside the boundaries of Reinvestment Zone No.3, City of Houston, Texas (the "zone").

Bid Recommendations for Shopping District Streetscape Improvements

Mr. Leach (DRA) presented a discussion on the Shopping District bid process and advised that no action be taken on this item.

No action was taken at this time.

Shopping District Miscellaneous Expenses

Mr. Leach (DRA) presented a discussion on miscellaneous expenses outside the prime contract recently out for bid. Mr. Leach (DRA) advised that no action be taken on this item.

No action was taken at this time.

Allen Parkway / Walter P Moore

Mr. Hoogeboom (HDMD) presented a request from Walter P Moore for a revised scope of services agreement.

After some discussion, Director Hamm made a motion to approve the expenditure. Director Garcia seconded, and the motion passed unanimously.

Allen Parkway / SWA Group

Mr. Hoogeboom (HDMD) presented a request from SWA Group for additional professional services.

After some discussion, Director Hamm made a motion to approve the expenditure. Director Austin seconded, and the motion passed unanimously.

Allen Parkway / Elmore Public Relations

Mr. Eury (DRA) presented a discussion on the professional services rendered by Elmore Public Relations in connection to the Allen Parkway project.

No action was required.

OTHER BUSINESS

Project Status Report

Mr. Leach (DRA) provided a brief status update of ongoing projects as of November 2014. Update highlights included discussions on the Economic Development Agreement between the DRA / TIRZ No. 3 and Comcast, NBC Universal Media, LLC., as well as the fast-approaching 5,000 unit cap on the Downtown Living Initiative program. Mr. Hoogeboom (HDMD) also advised that the Congress Street Bridge Lighting project had been completed.

Committee Restructuring

Mr. Leach (DRA) announced the adoption of the committee restructuring plan for 2015 as presented at the November 11, 2014 Board of Director's meeting.

No action was required.

Amendment to Project Plan

Mr. Leach (DRA) presented a request to approve resolutions adopting the Sixth Amended Project Plan and Reinvestment Zone Financing Plan for the Reinvestment Zone Number Three, City of Houston, Texas on behalf of the Downtown Redevelopment Authority (the "Authority") and the TIRZ No. 3 (the "Zone").

After some discussion, Secretary Keyser made a motion to approve the resolutions. Director Sabino seconded, and the motion passed unanimously.

Reinvestment Zone Financing Plan

Mr. Leach (DRA) presented a request for approval of a resolution to request City authorization of a Bond Issuance.

After some discussion, Director Hamm made a motion to approve the resolutions. Director Garcia seconded, and the motion passed unanimously.

2015 Schedule of Board of Directors Meetings and Committee Meetings

Mr. Leach (DRA) presented a tentative Board of Directors meeting schedule as well as Economic Development Committee, Capital Projects Committee, and Budget and Finance Committee meeting schedules for 2015.

No action was required.

NEXT MEETING

Tuesday, January 13 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

