

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

February 17, 2015

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 the Houston Downtown Management District, on the 17th day of February, 2015, and the roll was called of the duly constituted officers and members of the Board, to-wit:

F. Xavier Peña	Chair
Keith Edward Hamm	Vice Chair
Deborah Keyser	Secretary
Curtis Flowers	Treasurer/Investment Officer
Michele Sabino	Director
Barry Mandel	Director
James Harrison	Director
Regina Garcia	Director
Bruce Austin	Director

and all of said persons were present except Director Harrison, and Treasurer/Investment Officer 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); Brett DeBord of the Houston Downtown Management District (HDMD); Clark Lord of Bracewell and Giuliani; Jennifer Curley of the City of Houston (COH); Captain Larry Satterwhite of the Houston Police Department (HPD); and Drew Masterson of First Southwest Co.

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 January 13, 2015. Following discussion, upon a motion made by Director Austin and seconded by Director Garcia, the Board voted unanimously to approve the minutes of January 13, 2015.

FINANCIAL REPORT

Check Register

Ms. Traywick (CHI) provided an overview of the operating account check register for January 2015. 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 Mandel and seconded by Secretary Keyser, the Board voted unanimously to approve the check register.

MUNICIPAL SERVICES/HPD OVERTIME PROGRAM

Capt. Satterwhite (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 January 2015. It also included statistics for the Houston Public Library Plaza overtime and library smoking citations.

CAPITAL IMPROVEMENT PROJECTS

Allen Parkway / Gandy Squared Lighting Design (G2LD)

Mr. Leach (DRA) presented the request for authorization of professional lighting services by G2LD along Allen Parkway from Dunlavy to Downtown. The proposed scope will cover lighting design and construction documents, procurement and administration phases throughout the duration of the project.

After some discussion, Secretary Keyser made a motion to approve professional lighting services by G2LD. Director Garcia seconded, and the motion passed unanimously.

Main St. Corridor Curb Cut

Mr. Leach (DRA) and Mr. DeBord (HDMD) presented the request for authorization of a mid-block curb cut at Block 271 by Jerdon Enterprise, L.P. as part of the Main Street Corridor Improvements project. The request was previously vetted and approved by the Economic Development Committee through a recommendation for authorization of original construction bid documents.

After some discussion, Director Sabino made a motion to approve the mid-block curb cut at Block 271 by Jerdon Enterprise, L.P. as part of the Main Street Corridor Improvements project. Director Mandel seconded, and the motion passed unanimously.

ECONOMIC DEVELOPMENT PROJECTS

Younan Square Development Agreement

Mr. Eury (DRA) presented the request to authorize the execution of the Memorandum of Understanding and initiate a Request for Qualifications (RFQ) for the redevelopment of 1010 Lamar and 1111 Main Street as well as authorization of future expenditures related to project costs which may be reimbursed back to the DRA, as per the agreement. The RFQ for the redevelopment of the Site will seek a developer and design team to develop, own and operate a mixed-use development at the current location of the Garage Facility and the ground floor and second floor of the Office Building in accordance with minimum requirements established in the RFQ document.

After some discussion, Secretary Keyser made a motion to authorize the execution of the MOU and initiate an RFQ for the redevelopment of 1010 Lamar and 1111 Main Street and authorization of future expenditures related to project costs. Director Sabino seconded, and the motion passed unanimously.

OTHER BUSINESS

Authority Resolution Authorizing the Issuance of DRA Tax Increment Contract Revenue Bonds, Series 2015

Mr. Lord (Bracewell & Giuliani) presented a discussion on the upcoming Board approval of a resolution authorizing the issuance of Downtown Redevelopment Authority Tax Increment Contract Revenue Bonds, Series 2015, in a maximum principal amount; approving and designating a pricing committee to determine the method of sale and other matters related to the bonds; approving other agreements related to such bonds; and containing other provisions related thereto.

No action was taken at this time in regards to the resolution.

Zone Resolution Authorizing the Issuance of DRA Tax Increment Contract Revenue Bonds, Series 2015

Mr. Lord (Bracewell & Giuliani) presented a discussion on the upcoming Board approval of the adoption of a resolution authorizing the issuance of Downtown Redevelopment Authority Tax Increment Contract Revenue Bonds, Series 2015; and containing other provisions related thereto.

No action was taken at this time in regards to the resolution.

After some discussion about the bond financing and financing team, Secretary Keyser made a motion to authorize the Budget and Finance Committee's recommendation of the bond

financing transaction, schedule and financing team. Director Mandel seconded, and the motion passed unanimously.

Brand Development and Website Redesign

Mr. Leach (DRA) presented the Executive Committee's recommendation for brand development and website redesign by Primer Grey, Inc.

After some discussion, Vice Chair Hamm made a motion to authorize the adoption and use of the new logo. Director Garcia seconded, and the motion passed unanimously.

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 January 2015. Update highlights included details from the Allen Parkway's community meeting at the Neighborhood Resource Center, an updated timeline for Main St. Corridor's project authorization requests, and the progress of some economic development agreements.

NEXT MEETING

Tuesday, March 10 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