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

June 12, 2012

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 12th day of June 2012, and the roll was called of the duly constituted officers and members of the Board, to-wit:

 F. Xavier Peña Chair

 Curtis B. Lampley Vice-Chair

 Deborah Keyser Secretary

 Curtis Flowers Treasurer/Investment Officer

 Michele Sabino Director

 Kathryn Chase McNiel Director

 Keith Edward Hamm Director

 Harold A. “Al” Odom III Director

 Barry Mandel Director

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

Also present were: TataLease Derby, Executive Administrator of the Authority; Clark Lord and Debbie Russell of Bracewell & Giuliani LLP; Theola Pettaway of OST/Almeda Corridor Redevelopment Authority; Bob Eury, Heather Hinzie and Lonnie Hoogeboom of the Houston Downtown Management District (“HDMD”); Sam Spiris ; Donna Capps, Jesse Bounds and Ralph De Leon of the City of Houston; George Baugh of George Baugh III & Company; Nancy Sarnoff of the Houston Chronicle; Angus Hughes of SNB 412 Main LP; and Lieutenant Truc Nguyen of the Houston Police Department.

**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 welcomed the attendees to the meeting. The meeting attendees next introduced themselves to the Board.

# APPROVE MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of May 8, 2012. Following discussion, upon a motion made by Director Keyser and seconded by Director Mandel, the Board voted unanimously to approve the minutes of May 8, 2012.

# Refunding of Series 2002 and 2009 Contract Tax Increment Revenue Bonds

Ms. Derby updated the Board in connection with the refunding of the Authority’s Series 2002 and 2009 Bonds. She stated that a clean opinion was issued for the sale and that the closing of same was completed this morning.

**EXECUTIVE SESSION**

The Board did not go into executive session.

**RECONVENE IN OPEN SESSION AND TAKE ACTION ON MATTERS DISCUSSED IN EXECUTIVE SESSION**

It was not necessary for the Board to reconvene in regular session.

**NEXT MEETING**

Chair Peña reported that the Board will meet again in August.

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

[*Signature page follows*]

Secretary, Board of Directors