

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

October 20, 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 20th day of October, 2015, and the roll was called of the duly constituted officers and members of the Board, to-wit:

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| 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 Chair Peña, Treasurer/ Investment Officer Flowers, Director Mandel and Director Garcia, thus constituting a quorum.

Also present were Bob Eury, President, Ryan Leach, Executive Director, and Aidé Meza, Administrative Assistant of the Zone (TIRZ#3); Algenita Scott Davis and Jackie Traywick of Central Houston, Inc. (CHI); Lonnie Hoogeboom of the Houston Downtown Management District (HDMD); Clark Lord and Sandra Anderson of Bracewell and Giuliani LLP; Linda Treviño of METRO; Jennifer Curley of the City of Houston (COH); Captain Larry Satterwhite and Lieutenant Michelle Chavez of the Houston Police Department (HPD); and Dixi Wang of SWA Group.

DETERMINE QUORUM; CALL TO ORDER

Vice Chair Hamm noted that quorum was present and called the meeting to order.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Vice Chair Hamm requested all meeting attendees briefly introduce themselves and welcomed all.

MUNICIPAL SERVICES

HPD Overtime Program Reports – August 2015 and September 2015

Lt. Chavez (HPD) presented two (2) monthly overtime reports to the Board which provided an overview of the criminal statistics within the Central Business District for the months of August 2015 and September 2015. They also included statistics for the Houston Public Library Plaza overtime and library smoking citations. Capt. Satterwhite (HPD) answered questions for the Board and discussed new updates in the overtime program as they relate to the Zone's boundaries.

MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the previous meetings. Following discussion, upon a motion made by Director Sabino and seconded by Secretary Keyser, the Board voted unanimously to approve the minutes of September 8, 2015.

FINANCIAL REPORT

Check Register

Ms. Traywick (CHI) provided an overview of the operating account and 2015 bond account check register for September 2015. She reported that the expenditures listed on the check register were reoccurring operating and capital project expenses and recommended full approval by the Board.

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

FY15 Audit Report

Mr. Leach (Zone) presented the FY15 Main Street Market Square Redevelopment Authority d/b/a Downtown Redevelopment Authority audit report and provided an overview of the Budget and Finance Committee's favorable recommendation for Board approval. Ms. Hill (Carr, Riggs & Ingram, LLC) and Ms. Traywick (CHI) offered to answer any questions for the Board.

Following discussion, upon a motion made by Director Harrison and seconded by Director Austin, the Board voted unanimously to approve the FY15 audit report.

FY16 First Quarter Financial Statement and Investment Report

Ms. Traywick (CHI) provided an overview of the quarterly financial statement and investment report for the 1st quarter FY16. Ms. Traywick reported expected revenues, expenses, and project costs.

Following discussion, upon a motion made by Secretary Keyser and seconded by Director Sabino, the Board voted unanimously to approve the first quarter financial and investment reports for FY16 as presented.

HISTORIC FAÇADE PRESERVATION AND RESTORATION PROGRAM

Alley Theatre's 100% Inspection Report

Mr. Hoogeboom (HDMD) presented the final independent inspection report by Matrix Structural Engineers. The detailed report provided an assessment of the condition of the Alley Theatre's historic façade at 100% completion.

Following discussion, no action was taken in regards to this project's update.

OTHER BUSINESS

Zone ft of Administrative Policies and Procedures Manual

Mr. Leach (Zone) provided a brief overview of the drafted administrative policies and procedures manual, as last revised in September 2015. The Board was asked to review the changes made in preparation for the annual adoption of the manual at the November 2015 meeting.

Following discussion, no action was taken in regards to this future action item.

Annual Review of Investment Policy

Mr. Leach (Zone) asked the Board to review the investment policy and list of qualified broker/dealers that are authorized to engage in investment transactions with the Authority, which has not

been amended since November 8, 2011. Mr. Leach (Zone) indicated that the policy will be incorporated into the administrative policies and procedures manual moving forward.

Following discussion, no action was taken in regards to the investment policy.

Project Status Report

Mr. Leach (Zone) provided a brief status update on all active and ongoing projects and the quarterly photo status report on projects that are under construction. Update highlights included the progress of residential projects, completion of the façade restoration at the Alley Theatre, and near completion of the window replacements at Byrd's Lofts. More information on these, and other projects, will be provided at the next Board meeting.

NEXT MEETING

Tuesday, November 10, 2015 at 12:00 p.m.

ADJOURNMENT

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

[Signature page follows]



Secretary, Board of Directors