

**MINUTES OF REGULAR MEETING
OF
TAX INCREMENT REINVESTMENT ZONE #3, CITY OF HOUSTON, TEXAS**

September 10, 2019

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 ("HDMD"), on the 10th day of September, 2019, and the roll was called of the duly constituted officers and members of the Board, to-wit:

OPEN	Chair
Michele Sabino	Vice Chair
Barry Mandel	Secretary
Curtis Flowers	Treasurer/Investment Officer
William Kennerly	Director
Keith Hamm	Director
James Harrison	Director
Regina Garcia	Director
Bruce Austin	Director

and all of said persons were present except Director Garcia, thus constituting a quorum.

Also present were Robert M. Eury, President and J. Allen Douglas, Executive Director of the Zone; Algenita Scott Davis, Jackie Traywick, Virginia Oviedo, Jamie Perkins and Robert Pieroni of Central Houston, Inc. ("CHI"); Angie Bertinot, Brett DeBord and Lonnie Hoogeboom of HDMD; Jennifer Curley and Kimmy Kamar of the City of Houston; Linda Trevino of METRO; Andrew Bunnell of Compass; and David Dow of AECOM.

DETERMINE QUORUM; CALL TO ORDER

Vice Chair Sabino noted that a quorum was present and called the meeting to order at 12:15 p.m.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

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

ADMINISTRATION MATTERS

Vice Chair Sabino called on Mr. Eury to discuss administration matters. Mr. Eury formally introduced the Zone's new Executive Director, J. Allen Douglas. He also addressed the recent history and importance of director attendance at board and committee meetings. Mr. Eury reminded the Board that the Chair position remains open and five directors are still needed at a meeting in order to meet quorum. Mr. Eury asked the Board to respond to meeting invitations to confirm or decline attendance.

MINUTES OF PREVIOUS MEETING

The Board considered approving the minutes of the previous meeting. Following discussion, upon a motion made by Vice Chair Sabino and seconded by Secretary Mandel, the Board voted unanimously to approve the minutes of the June 26, 2019 meeting.

FINANCIALS

Check Registers – July and August 2019

Vice Chair Sabino called on Ms. Traywick (CHI) to provide an overview of the operating and 2015 bond account check registers for the months of July and August 2019. Questions were asked and answered.

No action was required.

Engagement of Carr, Riggs & Ingram, LLC for FY19 Services

Ms. Traywick (CHI) presented a request for approval of Carr, Riggs & Ingram, LLC as auditors for FYE June 30, 2019 at a fee not to exceed \$16,500. Ms. Traywick explained the Zone has used Carr, Riggs & Ingram in previous years.

Following discussion, upon a motion made by Treasurer/Investment Officer Flowers and seconded by Secretary Mandel, the Board voted unanimously to authorize the engagement of Carr, Riggs & Ingram, LLC as auditors for FY19 for a total fee not to exceed \$16,500, and the execution of necessary agreements by the appropriate officers of the Zone.

SOUTH DOWNTOWN PARK CAFÉ OPERATOR AGREEMENT

Vice Chair Sabino called on Ms. Bertinot to discuss the South Downtown Park Café Operator Agreement. Ms. Bertinot presented a presentation and provided updates on the project. She also announced the selection of a café operator and requested Board approval in order to finalize negotiations and execute the necessary agreements with the café operator. Questions were asked and answered.

Following discussion, upon a motion made by Vice Chair Sabino and seconded, the Board approved Ms. Bertinot's request to finalize negotiations and execute the necessary agreements with the café operator.

ECONOMIC DEVELOPMENT GRANT – EARLY STAGE ACCELERATOR

Vice Chair Sabino called on Mr. Pieroni to discuss matters related to the Early Stage Accelerator. Mr. Pieroni provided updates to the Board. Questions were asked and answered. Mr. Pieroni brought forth the Economic Development Committee's recommendation to approve the completion of negotiations and execution of an economic development grant agreement, with expenditures for Gener8tor not to exceed \$1,250,000.

Following discussion, upon a motion made by Vice Chair Sabino and seconded, the Board approved the recommendation from the Economic Development Committee as presented.

JONES PLAZA REDEVELOPMENT

Vice Chair Sabino called on Mr. Eury to entertain discussion about the Jones Plaza Redevelopment project. Mr. Eury referred to materials included in the board book and provided an update. He presented the Capital Projects and Development Committee's recommendation to approve the execution of necessary agreements by the appropriate officers of the Zone to release \$770,000 of funding for the Jones Plaza Redevelopment project.

Following discussion, upon a motion made by Vice Chair Sabino and seconded, the Board approved the recommendation from the Capital Projects and Development Committee as presented, with Mr. Flowers abstaining from the vote.

OTHER BUSINESS

Request for Proposals – Innovation Space Update

Vice Chair Sabino called on Mr. Pieroni to provide a status update on the Innovation Space RFP for Proposals. Mr. Pieroni provided an update and answered questions.

No action was required.

Project Status Report

Vice Chair Sabino called on Mr. Hoogeboom to provide a project status update. Mr. Hoogeboom provided an update and answered questions. He also noted a SAC Committee meeting was scheduled for September 19, 2019 and final procurement would be presented at the November Board meeting.

No action was required.

NEXT MEETING

Vice Chair Sabino announced that the next Board of Directors meeting is scheduled for October 8, 2019 at 12:00 p.m. A Budget and Finance Committee meeting is also scheduled for September 30, 2019 at 12:00 p.m. at the regular meeting location.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:45 p.m.

Barry Mandel, Secretary
Tax Increment Reinvestment Zone #3
City of Houston, Texas (Zone)