

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

November 19, 2019

The Board of Directors (the "Board") of the Tax Increment Reinvestment Zone (the "Zone") convened in regular session, open to the public, at the offices of the Houston Downtown Management District, on the 19th day of November, 2019, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Vacant	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 of the Zone, and J. Allen Douglas, Executive Director of the Zone, and Virginia Oviedo ("Zone"); Robert Pieroni, Jackie Traywick and Jamie Perkins of Central Houston, Inc. ("CHI"); Brett DeBord and Lonnie Hoogeboom of the Houston Downtown Management District ("HDMD"); Algenita Scott Davis (Consultant to the Zone); Linda Trevino of METRO; Officer Alaniz, Officer Dupree, Officer Espinoza and Commander Conn (HPD); Clark Lord of Bracewell, LLP; and Jeff Jeffrey (Houston Business Journal).

DETERMINE QUORUM; CALL TO ORDER

Vice Chair Sabino noted that a quorum was present and called the meeting to order at 12:11 p.m.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

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

MINUTES OF PREVIOUS MEETING

The Board considered approving the minutes of the October 8, 2019 meeting. Following discussion, upon a motion made and duly seconded, the Board voted unanimously to approve the minutes of the October 8, 2019 meeting.

FINANCIALS

Check Register – October 2019

Ms. Traywick (CHI) provided an overview of the operating check registers for the month of October 2019. She reported the expenditures listed on the check register were recurring operating and capital project expenses. The 2019 Audit Report was distributed. Questions were asked and answered.

No action was required.

ADMINISTRATIVE POLICIES AND PROCEDURES ANNUAL REVIEW

Vice Chair Sabino called on Mr. Douglas (DRA) to introduce discussion about the annual review of the Zone's Administrative Policies and Procedures. Mr. Douglas reviewed the proposed updates and changes with the Board. Questions were asked and answered.

Following discussion, upon a motion duly made and seconded, the Board voted unanimously to approve the recommended updates and changes to the Zone's Administrative Policies and Procedures Manual.

MUNICIPAL SERVICE UPDATE

HPD Overtime Report

Vice Chair Sabino called on Commander Conn (HPD) to present the Third Quarter Report on HPD Overtime. Questions were asked and answered. Commander Conn called on Officer Espinoza (HPD) to present the second part of the presentation, Mental Health Division's Third Quarter Report on HPD Overtime. Questions were asked and answered.

No action was required.

CENTRAL HOUSTON CIVIC IMPROVEMENT – CIVIC OPPORTUNITIES FOR THE NORTH HOUSTON HIGHWAY IMPROVEMENT PROJECT

Vice Chair Sabino called on Ms. Traywick (CHI) to introduce discussion on this item. Discussion ensued and questions were asked and answered.

Following discussion, upon a motion made and duly seconded, the Board voted unanimously to authorize a third installment to Central Houston Civic Improvement for the advocacy of the Civic Opportunities associated with the North Houston Highway Improvement Project of an amount not to exceed \$250,000 and the execution of the necessary agreements by the appropriate officer of the Zone.

TIRZ #3 2019 EXPANSION PLAN

Vice Chair Sabino called on Mr. Douglas (DRA) to introduce discussion on this item. Discussion ensued and questions were asked and answered.

Following discussion, upon a motion duly made and seconded, the Board voted unanimously to authorize the adoption of the Sixth Amended Project Plan and Reinvestment Zone Financing Plan through the execution of the necessary Board Resolution and Certificate; as well as present a request to City Council to approve the Sixth Amendment Project Plan and Reinvestment Zone Financing Plan through City Ordinance.

BAGBY STREET IMPROVEMENT PROJECT

Vice Chair Sabino called on Mr. Hoogeboom (HDMD) to introduce discussion on the first action item of securing a contractor for the Bagby Street Improvement Project. Questions were asked and answered. Then, Mr. DeBord was called to speak on the second item up for approval, in which the Zone is seeking reimbursement from the City of Houston for water line and sanitary sewer infrastructure. Questions were asked and answered.

Following discussion, upon a motion duly made and seconded, the Board voted unanimously to authorize: (i) the execution of necessary agreements by the appropriate officers of the Zone for construction services by Main Lane Industries, Ltd. for Bagby Street Improvement Project for an amount not to exceed \$23,800,000, which includes an approximate 10% construction contingency; and (ii)

approve the execution of necessary agreements by the appropriate officers of the Zone in an amount not to exceed \$3,000,000 for miscellaneous expenses and revenue related to the Bagby Street Improvement Project, including negotiations with the City of Houston for reimbursement of water line and sanitary sewer infrastructure.

OTHER BUSINESS

Project Status Report

Mr. Douglas (Zone) provided a brief status update on all active and ongoing projects. Questions were asked and answered.

No action was required.

2020 Meeting Dates

Vice Chair Sabino noted the dates for the 2020 Board Meetings are included in Board Book.

No action was required.

NEXT MEETING

Vice Chair Sabino announced that the next Board of Directors meeting is scheduled for December 10, 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 1:50 p.m.

[Signature follows]

Barry Mandel, Secretary
Tax Increment Reinvestment Zone #3 (TIRZ #3)