

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

February 11, 2020

The Board of Directors (the "Board") of the Tax Reinvestment Zone (the "Zone") convened in regular session, open to the public, at the offices of the Houston Downtown Management District, on the 11th day of February, 2020, and the roll was called of the duly constituted officers and members of the Board, to-wit:

Curtis Flowers	Chair
Michele Sabino	Vice Chair
Barry Mandel	Secretary
Bruce Austin	Director
Regina Garcia	Director
Keith Hamm	Director
James Harrison	Director
Sherman Lewis	Director
William Kennerly	Director

and all of said persons were present except Directors Garcia, Kennerly and Mandel, thus constituting a quorum.

Also present were J. Allen Douglas, Executive Director of the Zone, and Virginia Oviedo (Zone); Robert Pieroni, and Jackie Traywick of Central Houston, Inc. ("CHI"); Brett DeBord of the Houston Downtown Management District ("HDMD"); Algenita Davis (Consultant to the Zone); Officer Tamayo, Sergeant Espinoza and Lieutenant Nguyen (HPD); Council Member Sallie Alcorn of the City Council (Council); Lisa Duffy of the City (COH); Clark Lord of Bracewell, LLP; Andrea Ashford of the Public

DETERMINE QUORUM; CALL TO ORDER

Chair Flowers noted that a quorum was present and called the meeting to order at 12:14 PM.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Flowers requested all meeting attendees briefly introduce themselves and welcomed all.

MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the November 19, 2019 meeting. Following discussion, upon a motion made and duly seconded, the Board voted unanimously to approve the minutes of the November 19, 2019 meeting.

FINANCIALS

Check Registers – November, December 2019 and January 2020

Ms. Traywick (CHI) provided an overview of the operating check registers for the months of November, December 2019 and January 2020. She reported the expenditures listed on the check register were recurring operating and capital project expenses. Questions were asked and answered. No action was required.

FY20 2Q Financial Statements and Investment Report

Ms. Traywick (CHI) provided a detailed overview of the quarterly financial statement and investment report for the second quarter of FY20. Ms. Traywick reported expected revenues, expenses and project costs. No action was required.

MUNICIPAL SERVICE

HPD Overtime Report

Chair Flowers called on Lieutenant Nguyen (HPD) to introduce the discussion on the HPD Overtime Program. Lieutenant Nguyen reviewed the reports for the months of October, November, and December of 2019. The reports provided an overview of expenditures and highlighted the current programs. Lieutenant Nguyen noted the policing activity downtown for the fourth quarter of FY19. Lieutenant Nguyen answered questions from the Board and staff before introducing Sergeant Espinoza to give a report on the Homeless Initiative.

Sergeant Espinoza (HPD) began the discussion on the Homeless Initiative. Sergeant Espinoza gave a detailed review for the months of October, November and December of 2019. Sergeant Espinoza noted the programs and solutions in current practice. Questions were asked and answered. No action was required.

BAGBY STREET IMPROVEMENT PROJECT

Council Member Briefing

Chair Flowers called on Mr. Douglas (Zone) to introduce the discussion on this item. He provided a brief summary of the items discussed in meetings with new and established council members in the month of January. Mr. Douglas called on Ms. Davis (Consultant for the Zone) for any additional comments. Ms. Davis noted that these meetings provided an opportunity for the council to learn more about the Zone. Questions were asked and answered. No action was required.

Construction Update

Chair Flowers called on Mr. DeBord (HDMD) to introduce discussion on this item. Mr. DeBord provided a brief update on the status of construction of the Bagby Street Improvement Project, noting the finish date will be January 2022. Questions were asked and answered. No action was required.

SOUTHERN DOWNTOWN PARK

Park Development Update

Chair Flowers called on Mr. DeBord (HDMD) to continue and introduce the discussion on Southern Downtown Park's Development, presenting an updated presentation with new renderings of the park, including design updates. Mr. DeBord noted 60% documents are being reviewed. Questions were asked and answered. No action was required.

Café/Operator Update

Mr. DeBord continued to provide an update for the café/operator of Southern Downtown Park, including a design update with renderings, noting the park would take twelve months to complete with an expected start of summer 2020, pending document reviews. Questions were asked and answered. No action was required.

JONES PLAZA (LYNN WYATT SQUARE FOR THE PERFORMING ARTS)

Chair Flowers announced Jones Plaza (Lynn Wyatt Square for the Performing Arts) will be discussed at next month's meeting, citing Mr. Hoozeboom's (HDMD) absence.

THE DOWNTOWN LAUNCH PAD

Design Update

Chair Flowers called on Mr. Pieroni (CHI) to introduce the discussion on the Downtown Launch Pad. Mr. Pieroni provided an update on the design of Amegy Bank – The Cannon Tower. Design renderings and an overlay of what the space would resemble as the Launch Pad. Questions were asked and answered. No action was required.

MassChallenge

Mr. Pieroni continued to provide an update on MassChallenge's ongoing application process. No action was required.

gener8tor

Mr. Pieroni went on to discuss gener8tor's assistance in building the next Fortune 500 company in Houston. Questions were asked and answered. No action was required.

Other tenant opportunities

Mr. Pieroni introduced discussion on this item, noting there will be space at the Downtown Launch Pad for some additional partners in the space, continuing education. Questions were asked and answered. No action was required.

OTHER BUSINESS

TPIA Request

Chair Flowers called on Mr. Douglas (Zone) to introduce the discussion on this item. Mr. Douglas noted we had recently had an extensive Texas Public Information Act Request from The Houston Chronicle. Mr. Douglas noted that the Zone found out they had thirty-four development agreements within the last three years. No action was required.

Post HTX

Mr. Douglas continued to provide a brief update on Lovett Commercial's Post HTX Development. No questions were asked. No action was required.

Project Status Report

Mr. Douglas provided a brief update on the status of current and ongoing projects. Questions were asked and answered, positive comments were made. No action was required.

NEXT MEETING

Chair Flowers announced that the next Board of Directors meeting is scheduled for March 10, 2020 at 12:00 PM at the regular meeting location.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:46 PM.

[Signature follows]

A handwritten signature in cursive script, reading "Barry Mandel". The signature is written in black ink and is positioned above a horizontal line.

Barry Mandel, Secretary
Tax Increment Reinvestment Zone Number
Three (Zone)