

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

May 12, 2020

The Board of Directors (the "Board") of the Tax Increment Reinvestment Zone #3 (the "Zone") convened in regular session, open to the public, telephonically, on the 12th day of May, 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, Lewis, and Kennerly, thus constituting a quorum.

Also present were Bob Eury, President of the Zone, J. Allen Douglas, Executive Director of the Zone, and Virginia Oviedo (Zone); Jamie Perkins, Robert Pieroni, and Jackie Traywick of Central Houston, Inc. ("CHI"); Brett DeBord and Lonnie Hoogeboom of the Houston Downtown Management District ("HDMD"); Algenita Davis (Consultant to Zone); Lisa Duffy of the City (COH); Clark Lord of Bracewell, LLP. Chris Tripoli, Patrick McCaslin of McCaslin Hotel Consulting, LLP (MHC); and Ashley Rosenfeld of A La Carte Foodservice Consulting Group (ALC).

DETERMINE QUORUM; CALL TO ORDER

Chair Flowers noted that a quorum was present and called the meeting to order at 12:09 PM.

INTRODUCTION OF GUESTS AND PUBLIC COMMENTS

Chair Flowers requested all meeting attendees briefly introduce themselves and welcomed all. Chair Flowers also noted, for the record, that under rules set forth by the State of Texas permitting these Board Meetings to proceed virtually, we are obligated to record each meeting, therefore, this meeting is being recorded.

MINUTES OF PREVIOUS MEETINGS

The Board considered approving the minutes of the April 14, 2020 meeting. No discussion took place, upon a motion made by Director Mandel and duly seconded by Director Austin, the Board voted unanimously to approve the minutes of the April 14, 2020 meeting.

FINANCIALS

Check Registers – April 2020

Chair Flowers called on Ms. Traywick (CHI) to provide an overview of the operating check registers for the month of March. She reported the expenditures listed on the check register were recurring operating and capital project expenses. No questions were asked, no discussion ensued. No action was required.

BAYOU STREET IMPROVEMENT PROJECT: HOUSTON FIRST CORP.

Bayou Place Waterproofing

Allen Douglas (Zone) provided a brief background summary for this item, including the specific location of this part of the Bagby Street Improvement Project. Mr. Douglas called on Brett DeBord (HDMD) to provide further detail into the engineering and technical aspect of this project. Mr. DeBord elaborated on the technical work and coordination, further explaining that Houston First Corporation would reimburse ZONE for this expense, as a result of executing this Memorandum of Understanding. Questions were asked and answered. Discussion ensued.

Upon a motion duly made by Director Austin and seconded by Director Hamm, the Board voted unanimously to authorize the execution of a Memorandum of Understanding (MOU) between HDMD, HFC, and the Zone, regarding the application of HFC funds to cover the cost of the Bayou Place Waterproofing project.

SOUTHERN DOWNTOWN PARK: CHIAOZZA/FENRIS

Chair Flowers called on Lonnie Hoogeboom (HDMD) to begin the discussion on this item. Mr. Hoogeboom began to elaborate on the work performed by staff and consultants in reviewing artists from the collaborative work on Art Blocks, for this new art installation for Southern Downtown Park. From this process, a couple from Brooklyn, NY proposed a concept for artwork to be displayed. To install this artwork, Zone will request installation services from Fenris.

Upon a motion duly made by Vice Chair Sabino and seconded by Director Hamm, the Board voted unanimously to authorize the execution of an agreement with Chiaozza/Fenris for design, creation, delivery and installation of uniquely rendered play sculpture for Southern Downtown Park in an amount not to exceed \$106,000.

LICENSE AGREEMENTS: THE DOWNTOWN LAUNCH PAD

Impact Hub

Chair Flowers called on Mr. Douglas (Zone) to begin the discussion of the Downtown Launch Pad. Mr. Douglas proceeded to provide the Board with background information and analyses for the reasoning behind the license agreement in question. Mr. Douglas called on Mr. Pieroni (CHI) to give a presentation on the Downtown Launch Pad. Mr. Pieroni proceeded to give the Board a refresher on the project's design status, tenant program updates, and introduced the new logo for ZONE's project. Questions were asked and answered. Discussion ensued.

Upon a motion made by Director Mandel and duly seconded by Director Hamm, the Board voted unanimously to authorize the execution of License Agreement between Impact Hub and the Authority/Zone to run during the term of the Authority/Zone's lease with Amegy on Main, from 2020 through 2030.

A LA CARTE FOODSERVICE CONSULTING GROUP

Sam Houston Hotel Park Study

Chair Flowers called on Allen Douglas (Zone) to introduce discussion on this item. Mr. Douglas introduced Chris Tripoli, Patrick McCaslin (MHC) and Ashley Rosenfeld (ALC) and provided background into their respective expertise. Mr. Douglas called on Mr. McCaslin to initiate the presentation by screen-sharing the hotel study performed at Sam Houston Hotel Park in November 2019, Mr. McCaslin noted this study was performed prior to the COVID-19 Pandemic. Mr. McCaslin continued through his presentation, presenting project specifics, including dollar amounts, and renderings. Questions were asked and answered, discussion ensued. Mr. McCaslin then called on Ms. Rosenfeld to begin the restaurant side of the study.

Ms. Rosenfeld began her oral presentation by discussing the restaurant and foodservice operations possibilities, one stand-alone location and one located within the proposed hotel. Ms. Rosenfeld presented project specifications, type of service, and opening of the restaurant is suggested at the time of the hotel opening simultaneously. Questions were asked and answered, discussion ensued. No action required.

OTHER BUSINESS

Project Status Report

Mr. Douglas (Zone) provided a brief update on the status of current and ongoing projects. Mr. Douglas called on Brett DeBord to provide further detail on the current status of the Bagby Street Improvement Project regarding traffic lane closures. Questions were asked and answered, discussion ensued. No action was required.

NEXT MEETING

Chair Flowers announced the next full Board of Directors Meeting is scheduled for June 9, 2020 at 12:00 PM, and added the Economic Development Committee Meeting is scheduled for May 22, 2020, at noon and the Capital Projects Committee Meeting is scheduled for May 27, 2020, at noon, both committee meetings will be held virtually.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:36 PM.

[Signature follows]

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