

**MINUTES OF SPECIAL MEETING OF  
HARRIS COUNTY IMPROVEMENT DISTRICT #1**

**DECEMBER 17, 2013**

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF HARRIS   §

The Board of Directors of Harris County Improvement District #1 (the "District") held a meeting of the Board of Directors at 2:30 p.m. on the 17<sup>th</sup> day of December, 2013 at Two Post Oak Central, 1980 Post Oak Boulevard, Suite 1580, Houston, Texas, 77056, within the boundaries of the District, and the roll was called of the members of the Board, to wit:

Patty Bender  
Todd H. Casper  
Martin Debrovner  
Steven D. Lerner  
Kendall A. Miller  
Mary Catherine Miller  
John Mooz  
Greg Noble  
Lisa Simon  
Kerr Taylor  
Ed Wulfe  
Jonathan Zadok

and all of said directors were present except Directors Mary Catherine Miller, Mooz, Wulfe, Zadok, and Noble, thus constituting a quorum. Also present at the meeting Mr. Robert Taube, Mr. Stephen Wood, Ms. Delia Mizwa, Ms. Shannon Daniels, Mr. Rod Smith, Ms. Betsy Kirkgard, Mr. Bob Ethington, Ms. Lauren Anderson, and Ms. Katie McDonough of Harris County Improvement District #1.

**CONSIDER APPROVAL OF A DEFERRED COMPENSATION PLAN FOR THE DISTRICT PRESIDENT.**

Mr. Wood and Mr. Ferguson explained the features of deferred compensation plans under both section 457(b) and section 457(f) of the IRS Code. After the initial explanation, Director Lerner moved that the District adopt a 457(b) plan. Director Debrovner seconded the motion which passed unanimously. After further discussion of the details of the 457(f) plan, Director Lerner moved that the

District adopt a 457(f) plan. Director Debrovner seconded the motion which passed unanimously.

Mr. Wood and Mr. Ferguson explained that the District would be required to adopt participation agreements under the two deferred compensation plans. Director Lerner moved that the Compensation Committee be authorized to issue and the Chairman to execute participation agreements as needed. Director Debrovner seconded the motion which passed unanimously.

Director Lerner moved to authorize an employer contribution under the District's 457(f) plan for the District's President and to authorize the Compensation Committee to determine the amount of the contribution. Director Debrovner seconded the motion with passed unanimously.

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

(SEAL)

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Secretary, Board of Directors