

**MINUTES OF JOINT MEETING OF
HARRIS COUNTY IMPROVEMENT DISTRICT NO. 1,
UPTOWN DEVELOPMENT AUTHORITY AND
REINVESTMENT ZONE NUMBER SIXTEEN, CITY OF
HOUSTON**

January 22, 2014

The Board of Directors of the Uptown Development Authority (the "Authority") and Reinvestment Zone Number 16, City of Houston (the "TIRZ") met in a joint session with the Board of Directors of Harris County Improvement District No. 1 (the "District"), open to the public, on January 22, 2014, at 2:30 p.m. at 1980 Post Oak Boulevard, Suite 1580, Houston, Texas 77056.

The roll was called of the members of the Authority and TIRZ Boards, to wit:

Dot Cunningham	Director
Kendall A. Miller	Secretary/Treasurer
Martin Debrovner	Chairman
Judson Robinson, III	Director
Janice Hale-Harris	Director
Lisa Simon	Director
Marvin Kaplan	Director
Louis Sklar	Vice Chairman
Urban F. O'Brien, III	Director

and all of the above were present except Directors Debrovner. Robinson, Hale-Harris and O'Brien, thus constituting a quorum.

The roll was called of the members of the District Board, to wit:

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

And all of the above were present except Directors Bender, Debrovner, Mooz, Wulfe and Zadok, thus constituting a quorum.

Also present were John Breeding, Stephen Wood, Robert Taube, Betsy Kirkgard, Delia Mizwa, Sarah Newbury, Shannon Daniels, Lauren Anderson, Katie McDonough and Rod Smith, staff members of the District; Jesus Davila of the City of Houston; Margarita J. Dunlap, Community Outreach Representative, Service Design and Development, for the Metropolitan Transit Authority; Peggy Foreman of Burney & Foreman; Eugene Shepherd and David Smalling of RBC Capital Markets; Steve Done of ARUP; Mike Doyle of Mike Doyle Architecture; Kurt Culberson and Robb Berg of Design Workshop; and Jessica Holoubek and Yvonne Onak of Allen Boone Humphries Robinson LLP.

CALL TO ORDER AUTHORITY AND TIRZ MEETINGS

Vice Chairman Sklar called the meetings to order at 2:30 p.m.

APPROVE MINUTES

The Board of the TIRZ considered approving the minutes of the December 11, 2013 regular meeting of the Board. Director Simon moved that the minutes of the meeting be approved. Director Cunningham seconded the motion, which passed unanimously. A copy of the minutes of the December 11, 2013 meeting is attached.

The Board of the Authority considered approving the minutes of the December 11, 2013 regular meeting of the Board. Director Kaplan moved that the minutes of the meeting be approved. Director Miller seconded the motion, which passed unanimously. A copy of the minutes of the December 11, 2013 meeting is attached.

RECEIVE COMMENTS OR QUESTIONS FROM THE PUBLIC

There were no comments or questions from the public.

APPROVE INVOICES

Mr. Breeding presented to the Board of the Authority a list of current invoices from December, 2013 through January, 2014, in the amount of \$613,626.39. After discussion, Director Simon moved that the Board approve payment of the invoices. Director Cunningham seconded the motion, which passed unanimously. A copy of the list of invoices is attached.

Mr. Breeding reviewed and discussed the cumulative total of MWDBE/SBE expenditures through December, 2013 and the expenditures for the current fiscal year to date. The Board then reviewed trend graphs of MWBDE/SBE Professional Services from July, 2013 through December, 2013 and Construction Services from July, 2013 through December, 2013.

REPORT ON AUTHORITY'S BOND SALE

Mr. Shepherd announced that the \$53,195,000 tax exempt Tax Increment Contract Revenue Bonds, Series 2014 (Infrastructure Improvement Series) sale funded earlier in the day and that the purchaser was Capital One Municipal Funding, Inc. He reviewed the bond sale for the Board.

CALL TO ORDER DISTRICT MEETING

Director Miller called the meeting to order.

APPROVE MINUTES OF DISTRICT MEETINGS

The Board of the District considered approving the minutes of the December 11, 2013 and December 17, 2013 meetings of the Board. Director Lerner moved that the minutes of the meetings be approved. Director Taylor seconded the motion, which passed unanimously. Copies of the minutes of the December 11, 2013 and December 17, 2013 meetings are attached.

UPDATE ON THE POST OAK BOULEVARD PROJECT

Mr. Breeding introduced Mr. Culberson, Mr. Berg, Mr. Doyle and Mr. Done. Mr. Culberson discussed Post Oak Boulevard as a central garden boulevard with cross garden boulevards. Mr. Berg discussed the guiding principles of functionality (no adverse effect on vehicular circulation), safety (well lit areas), materials (construction using simple, durable and easily maintained materials), and pedestrian comfort (ramps, medians, and transit platform appropriately sized to pedestrians, importance of shade, and differentiation of texture, color and lighting). He discussed the functions of trees and sidewalks and the use of a green frame to separate the sidewalks from the parking areas.

Mr. Culberson also discussed planting strategies for continuity of evergreen ground covers, continual seasonal change, fragrance and attractiveness to butterflies. He discussed trees, in particular, live oaks, Mexican sycamores and red oaks for their height, durability, shade and seasonal color change.

Mr. Doyle provided drawings and discussed lath shelters as part of the gardenesque quality of the District. He discussed trellises as vertical elements to hold up lights, climbing plant material, shade elements and rain protection. He discussed internally illuminated columns, as well as pedestrian lighting and uplighting for the undersides of trees. Mr. Doyle discussed tree strategies and recommended the use of live oaks down the middle of Post Oak Boulevard, Mexican sycamores on the sidewalks and red oaks to punctuate the intersections.

Mr. Doyle said that all of the arches will have to be moved, or, at a minimum, raised up, to provide clearance for pedestrians. He discussed and showed three basic options for arch relocation. He recommended keeping the arches in pairs and relocating them to create a central space “bookending” Post Oak Central.

No action was taken on this matter.

ADJOURNMENT

There being no further business, Director Miller adjourned the District meeting.

There being no further business, Vice Chairman Sklar adjourned the Authority and TIRZ meetings.

Respectfully submitted,

Kendall A. Miller, Secretary
Board of Directors, Authority/TIRZ

Lisa Simon, Secretary
Board of Directors, District

Attachments:

Minutes of the December 11, 2013 TIRZ Meeting

Minutes of the December 11, 2013 Authority Meeting

List of Authority invoices

Minutes of the December 11, 2013 and December 17, 2013 District Meetings