

# MINUTES OF REGULAR MEETING OF UPTOWN DEVELOPMENT AUTHORITY

October 23, 2013

The Board of Directors of the Uptown Development Authority (the "Authority") met in regular session, open to the public, on October 23, 2013, at 3:30 p.m. at 1980 Post Oak Boulevard, Suite 1580, Houston, Texas 77056. The roll was called of the members of the Board, 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 Hale-Harris, Sklar and O'Brien, thus constituting a quorum.

Also present were John Breeding, Stephen Wood, Robert Taube, Betsy Kirkgard, Delia Mizwa, Sarah Newbury, Shannon Daniels, Lauren Anderson, Rod Smith, Bob Ethington and Lyndsey Peterson, staff members of Harris County Improvement District No. 1 (the "District"); Ketan Inamdar of the City of Houston (the "City"); David Smalling of RBC Capital Markets; Ryan Bledsaw of Coats Rose PC; and Yvonne Onak of Allen Boone Humphries Robinson LLP.

## CALL TO ORDER

Chairman Debrovner called the meeting to order at 3:28 p.m.

## APPROVE MINUTES OF THE SEPTEMBER 25, 2013 MEETING

The Board considered approving the minutes of the September 25, 2013 meeting of the Board. Director Simon moved that the minutes be approved. Director Cunningham seconded the motion, which passed unanimously. A copy of the minutes of the September 25, 2013 meeting is attached.

## RECEIVE COMMENTS OR QUESTIONS FROM THE PUBLIC

There were no comments or questions from the public.

## APPROVE THE QUARTERLY INVESTMENT REPORT

Ms. Daniels reviewed the quarterly investment report for the quarter ending September 30, 2013, with reference to the Capital Projects Fund, Infrastructure Fund, Affordable Housing Fund and Pledged Securities. After discussion, Director Robinson moved that the Board approve the quarterly investment report. Director Miller seconded the motion, which passed unanimously.

## APPROVE INVOICES

Mr. Breeding presented to the Board a list of current invoices from September, 2013 through October, 2013, in the amount of \$1,388,284.76. After discussion, Director Miller moved that the Board approve payment of the invoices. Director Simon seconded the motion, which passed unanimously. A copy of the list of invoices is attached.

The Board reviewed and discussed the cumulative total of MWDBE/SBE expenditures through September, 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 October, 2013 and Construction Services from July, 2013 through September, 2013.

## CONSIDER APPROVAL OF FISCAL YEAR 2013 AUDIT

Mr. Breeding discussed the audit prepared by the Authority's auditor, Whitley Penn. He said that the Authority's audit committee recommends approval of the audit. After discussion, Director Miller moved, based upon the recommendation of the auditor and the audit committee, that the Board approve the audit and authorize submission to the City. Director Simon seconded the motion, which passed unanimously.

## UPDATE ON POST OAK BOULEVARD PROJECT

Mr. Breeding reviewed with the Board the Post Oak Boulevard reconstruction and right-of-way acquisition project and the Memorandum of Understanding among the City, the Metropolitan Transit Authority of Harris County, Texas ("METRO"), and the District, the Authority and the Uptown TIRZ, relating to the project and the dedicated bus lanes and Uptown Bellaire transit center. He said that the Authority/Uptown TIRZ will be the primary agency for design and construction, the City will own the

acquired right-of-way, and will be the condemning authority, and METRO will review and approve all environmental and engineering documentation for the transit related elements of the project. He said that the firm of Andrews Kurth LLP will be the real estate and condemnation counsel for the project, and the firm of Norton Rose Fulbright LLP will provide fairness opinions relating to acquisition of right-of-way whose ownership might raise conflict of interest issues. Mr. Breeding said that the firm of Deal Sikes & Associates will be general real estate and litigation consultants, and will be responsible for landowner contact, purchase price negotiation, and appraisal management. No action was taken on this matter.

#### ADJOURNMENT

There being no further business, the meeting was adjourned.

Respectfully submitted,

---

Kendall A. Miller  
Secretary, Board of Directors

Attachments:

Minutes of the September 25, 2013 Board Meeting  
List of Invoices