

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

JANUARY 26, 2011

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 26th day of January, 2010 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:

David Anderson
Patty Bender
Todd H. Casper
Martin Debrovner
Steven D. Lerner
Kendall A. Miller
Mary Catherine Miller
John Mooz
Lisa Simon
Kerr Taylor
Jim Wilson
Ed Wulfe

and all of said directors were present except Directors Taylor, and Wilson, thus constituting a quorum. Also present at the meeting were Mr. John Breeding, President of Harris County Improvement District #1, Mr. Robert Taube, Mr. Stephen Wood, Ms Katie Butler, and Ms. Betsy Kirkgard of Harris County Improvement District #1; and Mr. Chuck Yapple of Null-Lairson.

APPROVE MINUTES OF DECEMBER 15, 2010 BOARD OF DIRECTORS MEETINGS

Kendall A. Miller, Chairman, called the meeting to order and asked the members to read the Minutes of the December 15, 2010 meeting. Director Bender moved that the Board approve the Minutes as written. Director Mooz

seconded the motion, which was approved by unanimous consent.

APPROVE THE FY-10 DISTRICT AUDIT

Mr. Chuck Yapple, representing the District's auditors Null-Lairson, presented the FY-10 Audit for approval. Director Debrovner, as a member of the Audit Committee, told the Board of the Committee's review of the draft Audit. Director Debrovner moved that the Board approve the FY-10 Audit. Director Mary Catherine Miller seconded the motion, which passed unanimously.

CONSIDER APPROVAL OF A RESOLUTION AUTHORIZING A COMMITMENT FOR FISCAL YEAR 2011 UNDER THE PROJECT FINANCE AGREEMENT BETWEEN THE DISTRICT AND THE UPTOWN DEVELOPMENT AUTHORITY

Mr. Breeding presented a draft of the agreement between the District and the Uptown Development Authority, as discussed at the December Board meeting. Director Lerner excused himself prior to the vote. Director Bender moved that the Board approve the commitment for FY 2011 to the Uptown Development Authority. Director Mary Catherine Miller seconded the motion, which was approved by unanimous consent.

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

Secretary, Board of Directors

(SEAL)