

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

APRIL 24, 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 3:00 p.m. on the 24th day of April, 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 Casper, Nobel and Zadok, 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. Delia Mizwa, Ms. Shannon Daniels, and Ms. Betsy Kirkgard of Harris County Improvement District #1; Mr. Bob Ethington and Ms. Lauren Anderson, contract workers for the District; Mr. Rod Smith, consultant to the District; Ms. Dot Cunningham, Mr. Marvin Kaplan and Mr. Louis Sklar, Directors of the Uptown Development Authority; Mr. Ralph deLeon representing the City of Houston; Ms. Margarita J. Dunlap of the Metropolitan Transit Authority ("METRO").

CALL TO ORDER

Mr. Kendall Miller, Chairman of the District and Mr. Martin Debrovner, Chairman of the Uptown Development Authority, called a joint meeting of the District and Authority to order.

APPROVE MINUTES OF MARCH 27, 2013 BOARD OF DIRECTORS MEETINGS

Kendall A. Miller, Chairman, asked the members of the District Board for approval of the Minutes of the March 27, 2013 meeting. Director Simon moved that the Board approve the Minutes. Director Wulfe seconded the motion, which was approved by unanimous consent.

RECEIVE A REPORT ON THE STATUS OF THE UPTOWN TIRZ EXTENSION AND EXPANSION

Mr. Breeding updated the Board on the City Council hearing on the Fourth Amended Project Plan and Reinvestment Zone Financing Plan (the "Fourth Amended Plan") for Reinvestment Zone No. Sixteen (the "Uptown TIRZ"). He said that the City Council will vote on May 1, 2013, whether to consent to the Fourth Amended Plan, which will allow for the annexation of Memorial Park and other properties to the boundaries of the Uptown TIRZ, as well as the restoration and conservation of the park and the extension of the life of the Uptown TIRZ from 2029 to 2040. The Board took no action on this matter.

RECEIVE AN UPDATE ON THE STATUS OF THE FEDERAL GRANTS

Mr. Breeding discussed the various steps and the timetable to acquire federal transportation grants to be used for new roads and streets and, in particular, the dedicated bus lanes project along Post Oak Boulevard and the proposed Westpark Transit Center. Mr. Breeding said that the Uptown project was the eighth highest scoring project on the list of the Transportation Improvement Program Subcommittee of the Houston-Galveston Area Council (the "H-GAC"). He said that the project was considered by the H-GAC's Technical Advisory Committee and was placed in a group to be reconsidered in 30 to 60 days. Mr. Breeding discussed additional potential funding sources for the project. The Board took no action on this matter.

RECEIVE A BRIEFING ON TREE PRESERVATION ALONG POST OAK BOULEVARD

Mr. James Vick of the SWA Group gave a presentation on the strategy for preserving the trees along Post Oak Boulevard in connection with the construction of the dedicated bus lanes. He said that the strategy includes understanding the current tree inventory so that damaged trees can be removed and saving as many of the existing trees as possible by relocating them either temporarily or permanently. He said that options may include cutting down all 435 trees and planting 1,000 new ones or preserving the existing trees and planting 565 new ones. Mr. Vick discussed the costs of the options. The Board took no action on this matter.

RECEIVE AN UPDATE ON THE DISTRICT'S OFFICE SPACE

This item was tabled.

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

Secretary, Board of Directors

(SEAL)