

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

November 13, 2013

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 special session with the Board of Directors of Harris County Improvement District No. 1 (the "District"), open to the public, on November 13, 2013, 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 Robinson 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	Vice-Chairman
Ed Wulfe	Director
Jonathan Zadok	Director

And all of the above were present except Directors Bender, Lerner, Noble and Taylor, 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, Rod Smith, and Bob Ethington, staff members of the District; Don Huml of Reinvestment Zone No. 17; Ketan Inamdar of the City of Houston (the "City"); Henry Beer of Stantec Inc.; Patricia Sturdivant, visitor; and Yvonne Onak of Allen Boone Humphries Robinson LLP.

CALL TO ORDER

Chairman Debrovner and Chairman Miller called the meeting to order at 2:32 p.m.

RECEIVE BRIEFING ON THE POST OAK BOULEVARD PROJECT

Mr. Breeding gave the Boards a brief summary of the teams working on the Post Oak Boulevard project and a forecast of development in the Uptown core usage area by the year 2018 and by the year 2035. Mr. Beer then discussed with the Boards at length the principles guiding the collaborative design process which underlie the comprehensive redevelopment of Post Oak Boulevard, the proposed enhancements in the Uptown / Memorial Park area and the construction of the transit centers. Mr. Beer focused on the issues of transportation, landscaping, people-friendly destinations and retail and commercial opportunities to more strongly connect the Uptown area to the rest of the City.

After discussion, Director Simon moved that the Authority / TIRZ Board approve the principles and goals developed by the teams preparing the Uptown redevelopment and enhancement projects and that the Board approve moving forward with the projects. Director Sklar seconded the motion, which passed unanimously.

After discussion, Director Zadok moved that the District Board approve the principles and goals developed by the teams preparing the Uptown redevelopment and enhancement projects and that the Board approve moving forward with the projects. Director Casper seconded the motion, which passed unanimously.

CONSIDER MEMORANDUM OF UNDERSTANDING

Mr. Breeding reviewed briefly with the Boards the Memorandum of Understanding regarding the Post Oak Boulevard reconstruction and dedicated bus lanes, and the Bellaire Uptown Transit Center projects, by and among the

Metropolitan Transit Authority of Harris County, Texas; the District; the Authority; the TIRZ; the City; the City of Bellaire, Texas; the Harris County Toll Road Authority; and the Texas Department of Transportation. He said that the memorandum outlines the roles and responsibilities of the parties but is not a binding agreement. After discussion, Director Cunningham moved that the Authority / TIRZ Board approve the Memorandum of Understanding. Director Sklar seconded the motion, which passed unanimously.

After discussion, Director Mooz moved that the District Board approve the Memorandum of Understanding. Director Zadok seconded the motion, which passed unanimously.

ADJOURNMENT

There being no further business, the meeting was adjourned.

Respectfully submitted,

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

Lisa Simon, Secretary
Board of Directors, District