

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

DECEMBER 11, 2013

THE STATE OF TEXAS §
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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 11th day of December, 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 Bender, Debrovner, 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. Shannon Daniels, Mr. Rod Smith, Ms. Betsy Kirkgard, Mr. Bob Ethington, Ms. Sarah Newbery, Ms. Lauren Anderson, Ms. Katie McDonough, and Ms. Lyndsey Peterson of Harris County Improvement District #1; Rafael Ortega representing Lockwood Andrews and Newnam.

APPROVE MINUTES OF OCTOBER 23, 2013 AND NOVEMBER 13, 2013
BOARD OF DIRECTORS MEETINGS

Kerr Taylor, Vice-Chairman, called the meeting to order and asked the members to read the Minutes of the October 23, 2013 and November 13, 2013 meeting. Director Wulfe moved that the Minutes be accepted as written. Director Mary Catherine Miller seconded the motion, which was approved by unanimous consent.

CONSIDER APPROVAL OF THE FY-13 AUDIT

Mr. Breeding reviewed the FY-2013 Audit. He said that the Audit Committee had met with the Auditors to review it. He further described that the Audit has two parts: the Financial, which is unqualified, and the Federal single-audit.

Director Simon moved that the Audit be approved. Director Lerner seconded the motion, which was approved by unanimous consent.

AUTHORIZE PREPARATION OF AND APPROVE ANNUAL REPORT AND AUTHORIZE FILING OF SAME IN ACCORDANCE WITH THE DISTRICT'S CONTINUING DISCLOSURE OF INFORMATION AGREEMENT AND AS REQUIRED BY SEC RULE 15C2-12

Mr. Breeding explained that, in connection with the issuance of the Authority's bonds, the Authority agreed to provide updated annual financial information, operating data and audited financial statements in accordance with SEC Rule 15c2-12. He reviewed the Annual Report containing updated financial and operating data.

After review and discussion, Director Lerner moved to authorize the Authority's attorney to submit the Authority's updated financial and operating data in compliance with the continuing disclosure provisions contained in the bond resolutions, and direct that the Annual Report be filed appropriately and retained in the Authority's official records. Director Wulfe seconded the motion, which passed unanimously.

RECEIVE AN UPDATE ON MEMORIAL PARK

Ms. Newbery updated the Board on the public input into the plans for the redevelopment of Memorial Park. She discussed improving communication between park operators and park users and increasing connectivity with other parks and areas of Houston. She also discussed the Master Plan Overview for the Houston Arboretum & Nature Center. The Board took no action on this matter.

RECEIVE AN UPDATE ON TRANSPORTATION IMPROVEMENT PROGRAM

Mr. Breeding discussed the project schedule for the Post Oak Boulevard reconstruction and dedicated bus lanes. He discussed coordination of environmental clearance status and Federal Transportation Administration Grant approval. He also said that there will be a workshop on January 13, 2014 with the City of Bellaire relating to the Bellaire/Uptown Transit Center. The Board took no action on this matter.

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

(SEAL)

Secretary, Board of Directors