

**MINUTES OF SPECIAL MEETING OF REINVESTMENT
ZONE NUMBER SIXTEEN, CITY OF HOUSTON, TEXAS
(ALSO KNOWN AS THE UPTOWN HOUSTON
REINVESTMENT ZONE)**

July 31, 2014

The Board of Directors of Reinvestment Zone No. Sixteen, City of Houston, Texas (also known as the Uptown Houston Reinvestment Zone) (the "Zone") met in special session, open to the public, on July 31, 2014, at 3:00 p.m. at 1980 Post Oak Blvd., Suite 1700, Houston, Texas 77056. The roll was called of the members of the Board, to wit:

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|-----------------------|---------------------|
| 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 Debrovner, Hale-Harris, O'Brien, and Sklar, thus constituting a quorum.

Also present were John Breeding, Stephen Wood, Robert Taube, Delia Mizwa, Shannon Daniels, Lauren Anderson, Katie McDonough, Rod Smith, Bob Ethington and Lyndsey Peterson, staff members of Harris County Improvement District No. 1 (the "District"); Ramesh Gunda of Gunda Corporation; Fred Junkin of Andrews Kurth LLP; Jesus Davila of the City of Houston (the "City"); Margarita J. Dunlap, Community Outreach Representative, Service Design and Development, for the Metropolitan Transit Authority ("METRO"); Muhammed Ali of Lockwood, Andrews & Newnam; and Jessica Holoubek and Yvonne Onak of Allen Boone Humphries Robinson LLP.

CALL TO ORDER

Secretary Miller called the meeting to order at 3:24 p.m.

APPROVE MINUTES

The Board considered approving the minutes of the May 28, 2014 regular meeting of the Board. Director Simon moved that the minutes of the meeting be approved. Director Kaplan seconded the motion, which passed unanimously. A copy of the minutes of the May 28, 2014 meeting is attached.

PUBLIC IMPROVEMENT DEVELOPMENT AGREEMENT AMONG CITY, AUTHORITY AND ZONE

Mr. Breeding discussed provisions of the proposed Public Improvement Development Agreement by and among the City, the Authority, and the Zone. He said that the Uptown Development Authority (the "Authority") will negotiate and acquire property necessary for the Post Oak Boulevard bus lanes project, provide the plans and specifications for the construction of the Project, solicit bids and award and manage construction contracts.

Mr. Breeding reviewed the Authority's right-of-way acquisition process, now known as the "San Felipe Process". He said that if the Authority cannot reach an agreement with the landowner to purchase the right-of-way, it will request that the City initiate the condemnation proceedings against the property needed for the completion of the project. In addition, Mr. Breeding said that the Authority will reimburse the City for all costs and expenses related to the acquisition of property for the project by the City. Mr. Breeding said that the Zone joins in the agreement specifically to acknowledge and agree to the withholding of tax increment funds by the City in accordance with the agreement.

After discussion, Director Simon moved that the Board approve the Public Improvement Development Agreement. Director Cunningham seconded the motion, which passed unanimously. A copy of the Public Improvement Development Agreement is attached.

CONSIDER MEMORANDUM OF UNDERSTANDING ("MOU") AMONG THE CITY, METRO, THE DISTRICT, THE AUTHORITY AND THE ZONE

Mr. Breeding said that the MOU was revised as requested by U.S. Representative Culberson to provide that METRO's interest in the Post Oak Boulevard bus lanes project be limited to bus operational matters. He said that the land will be owned by the Authority. He also said that METRO will provide resources to modify the Northwest Transit Center to accommodate the buses, and review and provide technical comments related to the dedicated bus lanes, bus stops, passenger shelters, transit terminal and other transit elements prior to construction. In addition, he said that METRO will provide technical comments regarding utilities proposed to

be located within four feet of the dedicated bus lanes. He said that the City will retain control and operation of all traffic signal systems.

Mr. Breeding also said that the MOU was revised to provide that dedicated bus lanes are not a precursor to light rail transit. After discussion, Director Simon moved that the Board approve the MOU among the City, METRO, the District, the Authority and the TIRZ in support of the infrastructure improvement plans for the Post Oak Boulevard Corridor. Director Cunningham seconded the motion, which passed unanimously. A copy of the MOU among the City, METRO, the District, the Authority and the Zone is attached.

CONSIDER MOU AMONG TEXAS DEPARTMENT OF TRANSPORTATION ("TxDOT"), METRO, THE DISTRICT, THE AUTHORITY AND THE ZONE

Mr. Breeding reviewed the MOU with TxDOT regarding potential funding for the I-610 Dedicated Bus Lane Facility from Post Oak Boulevard to I-10. He said that the facility, as designed, will not support a rail component. After discussion, Director Simon moved that the Board approve the MOU among TxDOT, METRO, the District, the Authority and the Zone. Director Cunningham seconded the motion, which passed unanimously. A copy of the MOU among TxDOT, METRO, the District, the Authority and the Zone is attached.

ADJOURNMENT

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

Respectfully submitted,

Kendall A. Miller
Secretary, Board of Directors

Attachments:

Minutes of the May 28, 2014 Meeting
Public Improvement Development Agreement
MOU among the City, METRO, the District, the Authority and the Zone
MOU among TxDOT, METRO, the District, the Authority, and the Zone