

MINUTES
HARRIS COUNTY IMPROVEMENT DISTRICT NO. 4

November 15, 2013

The Board of Directors (the "Board") of Harris County Improvement District No. 4 d/b/a The Energy Corridor Management District (the "District") met in regular session, open to the public, on the 15th day of November, 2013, at 14701 St. Mary's Lane, Suite 290, Houston, Texas, inside the boundaries of the District, and the roll was called of the members of the Board:

David W. Hightower	President
Robert Halick	Vice President
Steve West	Secretary
Steve Moskowitz	Assistant Secretary
D. Bruce Fincher	Director
Sean Tackett	Director
Peter D. Johnston	Director
Chuck Cervas	Director
Debbie Fujimoto	Director

and all of the above were present except Directors Halick, Johnston, Tackett, and Cervas, thus constituting a quorum.

Also present at the meeting were Clark Martinson, General Manager for the District; Robert Rayburn, Landscape Architect for the District; Katherine Wallace, Finance and Economic Development Manager for the District; Rachael Weaver, Community Relations Coordinator for the District; John Nuñez, Transportation Manager for the District; Kelly Rector, District intern; Christi Todd, CPA; Les Lee and Joshua Bowie of eSiteful; Mark Klein; Pat Hall of Equi-Tax, Inc.; Darren Willis of Jones & Carter, Inc.; and Jessica Holoubek and Susan Hostetler of Allen Boone Humphries Robinson LLP ("ABHR").

ESTABLISH A QUORUM AND CALL THE MEETING TO ORDER

Having established that a quorum of the Board was present, Director Hightower called the meeting to order.

MINUTES

The Board first considered the minutes of the October 11, 2013, regular meeting. Following discussion and review, Director West moved to approve the minutes as



submitted. The motion was seconded by Director Fincher and passed by unanimous vote.

CITY OF HOUSTON APPROVAL OF BOARD OF DIRECTORS, APPOINT SEAN TACKETT TO THE BOARD, APPROVE SWORN STATEMENTS, OFFICIAL BONDS AND OATHS OF OFFICE OF APPOINTED DIRECTORS AND AUTHORIZE EXECUTION OF DISTRICT REGISTRATION FORM

Ms. Holoubek stated the City of Houston has approved the appointment of Sean Tackett to the Board and new terms for Directors Fincher, Moskowitz, Johnston and Hightower. The Board considered accepting the Official Bonds, Oaths of Office, and Sworn Statements for Directors Tackett, Fincher, Moskowitz, Johnston and Hightower.

Following review and discussion, Director West made a motion to approve the Official Bonds, Oaths of Office, and Sworn Statements for Directors Tackett, Fincher, Moskowitz, Johnston and Hightower, and authorize execution of the District Registration Form reflecting Director Tackett's appointment to the Board and the new terms for Directors Fincher, Moskowitz, Johnston and Hightower. Director Fincher seconded the motion, and it carried unanimously.

ASSESSMENT AND COLLECTION MATTERS AND STATUS OF HARRIS COUNTY APPRAISAL DISTRICT LAWSUITS

Ms. Hall reviewed the assessment collector's report for October, a copy of which is attached. Ms. Hall also reviewed a chart regarding the status of District assessment payers' lawsuits against the Harris County Appraisal District. Following discussion and review, Director Moskowitz moved to accept the assessment collector's report. The motion was seconded by Director West and passed by unanimous vote.

HEARING EXAMINER'S REPORT REGARDING SUPPLEMENTAL ASSESSMENT ROLL

Ms. Holoubek reported on the District's supplemental assessment hearing held on October 28, 2013. The Board reviewed the Hearing Examiner's Report and Proposal for Decision relating to the hearing. Following discussion, Director Moslowitz made a motion to accept the Hearing Examiner's Report and Proposal for Decision. The motion was seconded by Director West and carried unanimously.

COMMENTS FROM THE PUBLIC REGARDING SUPPLEMENTAL ASSESSMENT ROLL

There were no comments from the public regarding the supplemental assessment roll.



ORDER SUPPLEMENTING THE ASSESSMENT ROLL; LEVYING ASSESSMENTS AGAINST THE PROPERTY ON THE SUPPLEMENTAL ASSESSMENT ROLL FOR THE REMAINDER OF THE TEN-YEAR PERIOD; AND SETTING THE RATE OF ASSESSMENT FOR THE YEAR 2013

Ms. Holoubek reviewed the Order Supplementing the Assessment Roll; Levying Assessments Against the Property on the Supplemental Assessment Roll for the Remainder of the Ten-Year Period; and Setting the Rate of Assessment for the Year 2013 (the "Order"). She stated that the Order adopts the findings from the Hearing Examiner's Report and Proposal for Decision. Following review and discussion, Director Moskowitz made a motion to adopt the Order. Director West seconded the motion, which carried unanimously.

AMENDMENT TO INFORMATION FORM

Ms. Holoubek stated that the District's Amendment to Information Form will be updated to reflect the 2013 assessment rate. Following discussion, Director Moskowitz made a motion to authorize execution of the Amendment to Information Form. Director West seconded the motion and it passed by unanimous vote.

FINANCIAL AND BOOKKEEPING MATTERS, INCLUDING PAYMENT OF BILLS AND REVIEW OF INVESTMENTS

Ms. Hall reviewed the October cash management, capital funds and investment report, a copy of which is attached, and reviewed the bills presented for payment from the District's accounts. Following review and discussion, Director Fincher moved to accept the report and payment of the bills presented in the report. Director Moskowitz seconded the motion, which was approved by unanimous vote.

2013-14 COMPENSATION COMMITTEE

The Board considered establishing a committee to meet with Mr. Martinson to review the previous year's accomplishments and goals for the coming year and to decide on salaries and merit pay. The Board agreed that Directors Halick, Moskowitz, and West will serve on the 2013-14 compensation committee.

UPDATE ON GRANTS

Mr. Nuñez reviewed marketing and a budget update for the Congestion Mitigation Air Quality ("CMAQ") car share program.

Regarding the JARC 75 Eldridge Crosstown bus program, Mr. Nuñez reviewed a financial report. He noted that METRO has agreed to use of smaller vehicles on the route. Mr. Nuñez reported that he estimates over \$300,000 of grant funds will remain in the operations budget at the expiration of the grant on September 30, 2014. Mr. Nuñez



stated he requested that \$200,000 be moved from the bus operations budget to the program management budget. He noted that METRO has approved the request and forwarded it to the Federal Transportation Administration for approval. Mr. Nuñez reviewed an Interagency Agreement amendment to document the budget revision. Following discussion and review, Director Moskowitz moved to approve the amendment to the Interagency Agreement for Job Access/Reverse Commute Project Implementation between the District and METRO. Director Fincher seconded the motion and it passed by unanimous vote.

Mr. Nuñez updated the Board regarding the New Freedom sidewalk project. Mr. Rayburn reviewed the status of construction. The Board reviewed a budget update for the program.

IH 10 INTERSECTIONS ENHANCEMENT PROJECT DESIGN AND ENGINEERING RFQ AND SCOPE OF SERVICES

Mr. Martinson stated the scope of work has been prepared for the RFQ for the IH 10 intersections enhancement project. He requested authorization to place an ad in *The Houston Chronicle* to request submittals of qualifications from designers and engineers. Director West moved to authorize advertisement in *The Houston Chronicle* for the project. Director Moskowitz seconded the motion, which passed by unanimous vote.

FORTSMITH STREET CONSTRUCTION ADVERTISING FOR BIDS

Mr. Martinson reported the City has approved construction drawings for the Fortsmith Street construction project. He discussed a timeline for advertisement for bids for the project. Following discussion, Director Fincher moved to authorized advertisement for the Fortsmith Street construction project for bids to be received in the first quarter of 2014. Director Fujimoto seconded the motion, and it carried by unanimous vote.

ELDRIDGE PARKWAY WIDENING PROPOSAL

Mr. Martinson reviewed a proposal from Walter P Moore to prepare conceptual cost estimates for widening of Eldridge Parkway between Memorial Drive and Briar Forest. Following review and discussion, Director Moskowitz moved to approve Walter P Moore's proposal to prepare conceptual cost estimates for widening of Eldridge Parkway for \$64,500 plus \$2,300 in reimbursable expenses. The motion was seconded by Director Fujimoto and carried unanimously.

PARK ROW COMPLETION PROJECT

Mr. Willis reviewed a report regarding the Park Row completion project, a copy of which is attached. Regarding the construction of Park Row utility, paving and



drainage improvements from SH-6 to Eldridge Phase 1 by Menade, Inc., Mr. Willis presented and recommended payment of Change Order No. 4 in the amount of \$8,197 and Pay Estimate No. 7 in the amount of \$527,111.

Regarding construction of the Park Row regional lift station by Peltier Brothers Construction, Ltd., Mr. Willis presented and recommended payment of Pay Estimate No. 7 in the amount of \$150,217.50.

Mr. Willis updated the Board regarding the construction of Central Park West Boulevard utilities, paving and drainage improvements by C.E. Barker, Ltd. He reviewed and recommended payment of Pay Estimate No. 5 in the amount of \$7,956.

Mr. Willis also updated the Board regarding Phase 2 of the Park Row utility, paving and drainage improvements from SH-6 to Eldridge.

The Board reviewed draw requests for the Houston Housing Finance Corporation ("HHFC") loan for the pay estimates and change order presented for payment as well as payments to Vinson & Elkins LLP, Ninyo & Moore, Jones & Carter, Inc., ABHR, Moore Archaeological Consulting, Inc., and SMC Consulting, Inc., as identified in the bookkeeper's capital projects report. Ms. Todd noted the total amount of these invoices is \$839,239.31.

Ms. Holoubek reviewed a Amendment to Development Financing Agreement with Central Park West, LP.

Following discussion and review and based upon the engineer's recommendation, upon a motion made by Director Moskowitz and seconded by Director Fincher, the Board voted unanimously to approve: (1) Change Order No. 4 in the amount of \$8,197 and Pay Estimate No. 7 in the amount of \$527,111 to Menade, Inc. for construction of Park Row utility, paving and drainage improvements from SH-6 to Eldridge Phase 1; (2) Pay Estimate No. 7 in the amount of \$150,217.50 to Peltier Brothers Construction, Ltd. for construction of the Park Row regional lift station; (3) Pay Estimate No. 5 in the amount of \$7,956 to C.E. Barker, Ltd. for construction of Central Park West Boulevard utilities, paving and drainage improvements; and (4) the draw requests from the HHFC loan totaling \$839,239.31.

Following review and discussion, Director Fincher moved to approve the Amendment to Development Financing Agreement with Central Park West, LP. Director Moskowitz seconded the motion and it carried, with Director Hightower abstaining from the vote.

YTD VARIANCE, PRELIMINARY 2014 AND FIVE-YEAR BUDGETS

Ms. Wallace reviewed the year-to-date budget summary, a copy of which is attached. She also reviewed a preliminary 2014 budget. Mr. Martinson reviewed a



2014-2018 forecast budget. He reviewed proposed projects for the next five years, as well as projected revenues and expenses.

CAR.MA REAL TIME CASUAL CARPOOLING SURVEY

Mr. Nuñez and Ms. Rector reviewed information regarding the Car.ma real time casual carpooling project and possible grant funding. Mr. Nuñez stated the project may qualify for a CMAQ grant to finance a Car.ma project focusing on Highway 290 mobility and major employment centers. Following discussion, Director West authorized District staff to prepare a Car.ma CMAQ grant application for approval to submit to Houston-Galveston Area Council, contingent upon written confirmation from the Texas Department of Transportation that TxDOT will provide the local cash match for the project for the first two years. Director Fujimoto seconded the motion and it passed by unanimous vote.

IH 10 SHUTTLE NEEDS ASSESSMENT SURVEY

Mr. Nuñez discussed evaluation of a bus shuttle service from the Katy Freeway/Grand Parkway area to the District. Mr. Nuñez stated the project would be eligible for grant funds. He noted the grant application for such a project will require a needs assessment, typically in the form of a survey. Mr. Nuñez discussed plans for a survey of District employers and employees regarding use of a bus shuttle. Following discussion, Director West moved to authorize staff to submit surveys to gather demographic data regarding transportation and commuting patterns and needs. The motion was seconded by Director Fincher and carried unanimously.

ENERGY CORRIDOR RECYCLES DAY

Ms. Weaver updated the Board on plans for the Energy Corridor Recycles Day on November 16, 2013.

BUFFALO BAYOU INTERPRETIVE SIGN DEDICATION CEREMONY

Mr. Rayburn reported on the Buffalo Bayou interpretive sign dedication ceremony on November 20, 2013 at Buffalo Bayou in Terry Hershey Park.

HOUSTON POLICE DEPARTMENT AND NEIGHBORHOOD PROTECTION AND CODE ENFORCEMENT UPDATE

Ms. Wallace reported on the District's security patrols, neighborhood protection, and code enforcement.



GENERAL MANAGER'S REPORT

Mr. Martinson presented the General Manager's report. He noted this is his tenth year as General Manager. Mr. Martinson discussed the Energy Corridor Traffic Impact Analysis Study. He discussed the next service plan and proposed capital improvements in the District.

NEXT MEETING

The Board concurred to hold the next Board meeting on December 13, 2013.

ADJOURN

There being no further business to come before the Board, Director West moved to adjourn the meeting. Director Moskowitz seconded the motion, which was unanimously approved.

(SEAL)




Secretary, Board of Directors

