

MINUTES
HARRIS COUNTY IMPROVEMENT DISTRICT NO. 4

April 8, 2016

The Board of Directors (the "Board") of Harris County Improvement District No. 4 d/b/a The Energy Corridor District (the "District") met in regular session, open to the public, on the 8th day of April, 2016, 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:

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|--------------------|---------------------|
| David W. Hightower | President |
| Robert Halick | Vice President |
| Steve West | Secretary |
| Brandon Kerr | Assistant Secretary |
| D. Bruce Fincher | Director |
| Peter Elgohary | Director |
| Peter D. Johnston | Director |
| Chuck Cervas | Director |
| Kmeal O. Winters | Director |

and all of the above were present except Directors Kerr, Elgohary, Cervas, and Winters, thus constituting a quorum.

Also present at the meeting were Clark Martinson, General Manager for the District; Ali Lamkahouan, Finance and Administration Manager for the District; Kelly Rector, Transportation Coordinator for the District; Robert Rayburn, Senior Project Manager for the District; Rachael Weaver, Community Relations Coordinator for the District; John Nuñez, Transportation Manager for the District; Fabiana Demarie, Urban Planning Associate for the District; Les Lee and Joshua Bowie of eSiteful; Michelle Lofton of ETI Bookkeeping Services; Pat Hall of Equi-Tax, Inc.; Darren Willis and Scott Saenger of Jones & Carter, Inc.; Mark Klein; Sergeant Phillip Bennett of Harris County Constable Precinct 5; and Jessica Holoubek and Kristen Hogan 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 March 11, 2016, regular meeting. Following discussion and review, Director Fincher moved to approve the minutes as

submitted. The motion was seconded by Director Johnston and passed unanimously.

RESIGNATION OF DIRECTOR WINTERS

Mr. Martinson reviewed correspondence from Director Winters indicating that her last day with TIER REIT was March 31, 2016, and she was therefore resigning from the Board. Upon a motion made by Director Halick and seconded by Director Johnston, the Board voted unanimously to accept the resignation of Director Winters.

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

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

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Lofton reviewed the March 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. Mr. Martinson noted assessment refunds reflected in the report as a result of property value protest settlements. Following review and discussion, Director Halick moved to approve the bookkeeper's report and payment of the bills presented in the report. Director West seconded the motion, which was approved by unanimous vote.

2016 YTD VARIANCE BUDGET

Mr. Lamkahouan reviewed the 2016 budget summary, a copy of which is attached.

ECD BRAND STRATEGY AND TRADEMARK LICENSING DISCUSSION

Mr. Bowie reported that the District's application to register various District marks was rejected based on a determination by the U.S. Patent and Trademark Office that 'Energy Corridor' is primarily a geographic description. Discussion ensued regarding the process for handling future requests from businesses outside of the District to use 'Energy Corridor' in their name by offering to license the name by agreement for a fee. After discussion, Director West moved to authorize a letter agreement with the Four Points by Sheraton hotel on Park Row reflecting a fee of \$500 in consideration for the District's approval to use 'Energy Corridor' in its name. Director Fincher seconded the motion, which passed unanimously.

TIKON HELIOS WAY CROSSWALK CHANGE ORDER

Mr. Rayburn discussed construction of the Grisby Road/Helios Way crosswalk and bus stop boarding platform by Tikon Group Inc. He discussed a proposed Change Order No. 1, which increases the total contract amount for adjustments to walks and ramps to meet ADA requirements. Mr. Rayburn said the increased contract amount does not exceed the original funding allocation of \$34,170.30 approved by the Board, which included a 20% contingency. Following review and discussion, Director Fincher moved to approve Change Order No. 1. Director Halick seconded the motion, which passed by unanimous vote.

PARK ROW COMPLETION PROJECT

Mr. Willis updated the Board on the Park Row Phase II Force Main project, noting the contractor completed remobilization following last month's meeting. He presented and recommended approval of Pay Estimate No. 2 in the amount of \$299,586.76, payable to Alcott, Inc. dba TCH.

Mr. Willis updated the Board on the Phase II Park Row Completion Project paving, bridge, and utility work. He presented and recommended approval of Pay Estimate No. 2 in the amount of \$791,138.39, payable to SER Construction Partners, LLC. Mr. Willis also discussed and recommended approval of Change Order No. 1 to add additional insureds to the contractor's insurance coverage for the project.

Following review and discussion, Director Fincher moved to take the following actions, based on the engineer's recommendation: (1) approve Pay Estimate No. 2 in the amount of \$299,586.76 for construction of the Park Row Phase II Force Main project; and (2) approve Pay Estimate No. 2 in the amount of \$791,138.39 and Change Order No. 1 for construction of the Phase II Park Row Completion Project paving, bridge, and utility work. Director Johnston seconded the motion, Director Hightower abstained as a result of Central Park West, LP being one of the additional insureds in Change Order No. 1, and the motion passed.

Mr. Lamkahouan distributed and reviewed a draw request letter for the HHFC loan for payment of expenses associated with the Phase II Park Row Completion Project and deposit to the capital account to maintain a \$25,000 balance. A copy of the draw request letter is attached. After review and discussion, Director Halick moved to authorize a draw request of \$1,189,019.28. Director Fincher seconded the motion, which passed unanimously.

Ms. Holoubek reviewed a Temporary Right of Entry and Construction Agreement between Harris County Improvement District No. 4 and Central Park West, LP (the "TROE") to grant the District temporary access to property owned by Central Park West, LP for construction and staging work related to the Phase II Park Row

Completion Project. She added that ConocoPhillips Company is included as a signatory on the TROE for purposes of acknowledgment and consent.

Ms. Holoubek next presented a First Amendment to Temporary Right of Entry and Construction Agreement between Harris County Improvement District No. 4 and ConocoPhillips Company (the "First Amendment to TROE") to remove the requirement for the District to construct a temporary driveway.

Following review and discussion, Director Fincher moved to approve the TROE with Central Park West, LP and the First Amendment to TROE with ConocoPhillips Company. Director West seconded the motion, Director Hightower abstained, and the motion passed.

Mr. Willis then updated the Board on the improvements to the TRT Development Company surface parking lot. He said there were no action items for consideration.

IH 10 INTERSECTIONS ENHANCEMENT PROJECT

Mr. Martinson reported that revised plans for the Interstate Highway 10 intersections enhancement project were prepared by Jacobs and will be submitted to the Texas Department of Transportation ("TxDOT") next week to re-bid the project. He added that TxDOT is revising the Advance Funding Agreement between the District and TxDOT to reflect the plan revisions.

KIMLEY HORN MEMORIAL ELDRIDGE INTERSECTION ENHANCEMENTS PROPOSAL

Ms. Demarie and Mr. Martinson updated the Board on plans for enhancements and burial of overhead utilities at the Memorial Drive/Eldridge Parkway intersection to be coordinated with the City of Houston's (the "City") plans to reconstruct Turkey Creek Bridge and the intersection. Ms. Demarie reported on a meeting with Civiltech Engineers regarding the project. She presented a proposal from Kimley-Horn and Associates, Inc. ("Kimley-Horn") to prepare geometric drawings of the intersection concept to submit to Civiltech Engineers. After review and discussion, Director Halick moved to approve the proposal from Kimley-Horn for a cost not to exceed \$40,000. Director Fincher seconded the motion, which passed unanimously.

THE ENERGY CORRIDOR DISTRICT TRANSIT PLAN AND TCEQ LIP APPLICATION

Mr. Nuñez updated the Board on negotiation of an interlocal agreement with Fort Bend County for transit commuter service. He also reported on coordination with Houston-Galveston Area Council's ("H-GAC") Transportation Air Quality subcommittee on funding policies under the federal CMAQ grant program, noting the

District and Fort Bend County are proposing a policy revision to match the maximum grant funding allowed by federal regulation, which would reduce the local match requirement.

Ms. Rector updated the Board on the District's Local Initiative Project grant application to the Texas Commission on Environmental Quality ("TCEQ"), noting the preliminary application was previously submitted to the TCEQ and Harris County. She said submittal of the final application has been on hold, pending receipt of ridership data from METRO. Ms. Rector reported that the data was recently received and the final application will be submitted to the TCEQ and Harris County soon.

METRO ENERGY CORRIDOR ACTIVITY CENTER MATRIX REPORT

Mr. Nuñez reviewed a draft Activity Center Matrix report prepared by METRO and reported on a meeting with METRO to discuss the report. He said the report concludes that the District receives significantly more transit service from METRO compared to measured demand. Mr. Nuñez said District staff prepared a response to METRO requesting revisions since the bases for the conclusion appear to be flawed. He said the final Activity Center Matrix report will be presented to the Board upon receipt from METRO.

CMAQ CAR SHARE PROGRAM UPDATE

Ms. Rector reported on the CMAQ Car Share grant program, including marketing efforts. She also reported on a meeting with H-GAC's new manager for the program.

MOBILITY HOUSTON BLOG AND LIVESTREAM EVENT

Ms. Rector discussed the District's partnership with Mobility Houston and efforts by the District's communication team to contribute articles to MobilityHouston's online discussion forum and blog. She also reported on upcoming live stream events planned by MobilityHouston, including one with management district representatives to discuss anticipated growth in west Houston and related transportation options and one related to mobility challenges and opportunities in the Energy Corridor.

ECD BIKE TO WORK DAY MAY 19, 2016

Ms. Rector reported that the District's 12th annual Bike to Work Day celebration is scheduled for May 19th from 6:30 a.m. to 8:00 a.m. at the gazebo in Terry Hershey Park. She reviewed a proposal submitted by BikeHouston to provide various education, outreach, and event services for the event for a cost of \$5,000. After review and discussion, Director West moved to approve the partnership proposal from BikeHouston for a District cost of \$5,000. Director Johnston seconded the motion, which passed unanimously.

CENTER FOR DISEASE CONTROL BUILT ENVIRONMENT AND HEALTH INITIATIVE

Mr. Martinson reported on a notice of support submitted on behalf of the District to the U.S. Senate Committee on Appropriations for allocation of \$3,000,000 for fiscal year 2017 to the National Center for Environmental Health's Build Environment and Health Initiative. He discussed the purposes and goals of the initiative.

ACTIVE LIVING RESEARCH HEALTHY DESIGN GUIDELINES PROPOSAL

Mr. Martinson reported on a speech given at a recent event by James F. Sallis, Ph.D., Distinguished Professor of Family Medicine and Public Health at the University of California - San Diego, on the benefits of designing cities for active living. He reported on a discussion with Dr. Sallis after the event regarding possible ways to make the Energy Corridor "The Healthiest Place in America" through environmental design programs included in the District's service plan. Mr. Martinson discussed subsequent information provided by Dr. Sallis regarding his "Active Living Research" team efforts aimed at partnering with leaders to develop healthier areas. He said Dr. Sallis proposed a similar partnership with the District. Mr. Martinson said staff will continue to research the feasibility of the District becoming more involved with activities and/or partnerships similar to "Active Living Research" if the Board is interested in additional research. After discussion, the Board concurred it was in favor of additional research regarding such initiatives that would increase physical activity in the District.

ECD COMMUNICATIONS TEAM UPDATE

Mr. Bowie reported on the District's 2016 Communications Plan and recent public relations outreach efforts to promote the District and its programs. Discussion ensued regarding the possibility of holding a "fun run" within the District once the Park Row Completion Project is finished. Ms. Rector reported on requests received from fitness studios in the area that propose to coordinate with the District on various fitness activities.

Director Hightower inquired about the process for the District's communications team to respond to negative and/or inaccurate media reports. He noted a recent article in the Houston Business Journal with incorrect statistics regarding office space within the District. Mr. Klein said he notifies the publisher of inaccuracies he observes. After discussion, Director Hightower asked the communications team to respond to the Houston Business Journal article to correct the inaccuracies.

HARRIS COUNTY PRECINCT 5 CONSTABLE PATROL PROGRAM

Sergeant Bennett reported on patrol services in the District. He reported that he and another officer are taking bicycle certification training to be able to patrol in parks and other areas not accessible with motor vehicles. Mr. Martinson then reported on positive feedback received from businesses in the District regarding the Constable patrol program.

GENERAL MANAGER'S REPORT

Mr. Martinson discussed a proposal from Moody Rambin to provide tenant representation services to assist with locating and negotiating a lease for a new District office. He said the proposal will be presented for further discussion at next month's meeting.

Ms. Demarie reported on the Texas A&M University College of Architecture's design competition for plans for a pedestrian bridge connecting the north and south sides of Interstate Highway 10 within the District. She said the participants' designs are due on April 22, 2016, and the final presentation and awards ceremony will be held at the District's office on May 6, 2016.

Mr. Martinson reported on a call received from an assistant professor of Urban Planning at Politecnico di Milano regarding a possible partnership for an exchange program with Colleges of Architecture and Urban Planning in Houston. He said the District could participate in the program by providing the study area for researchers. He added that the assistant professor will be in Houston in May and invited District representatives to participate in meetings with the University of Houston, Rice University, and Texas A&M University.

Mr. Martinson gave an update on annexation efforts. He reported that the Texas A&M University Urban Planning and Landscape Architecture Studio students will be presenting their St. Mary's Neighborhood Streetscape and Master Plan at the District's office on May 6, 2016. Mr. Martinson reported on a new proposal submitted by the group to prepare a neighborhood plan for the area north of Interstate Highway 10 between Central Park West Boulevard and North Eldridge Parkway, which includes undeveloped land along Park Row, the Addicks Dam Spillway Park, and the Addicks Dam Subdivision. After discussion, the Board concurred to consider the proposal upon annexation of the Addicks Dam Subdivision into the District.

NEXT MEETING

The Board discussed next month's meeting date and concurred to hold the next regular Board meeting on May 6, 2016, subject to confirming a quorum.

ADJOURN

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



Secretary, Board of Directors



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