

MINUTES
HARRIS COUNTY IMPROVEMENT DISTRICT NO. 4

July 19, 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 19th day of July, 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
Vacant	Director
Peter D. Johnston	Director
Chuck Cervas	Director
Debbie Fujimoto	Director

and all of the above were present except Directors Hightower, Moskowitz, and Cervas, thus constituting a quorum.

Also present at the meeting were Sean Tackett of Shell Oil Company and nominee to the Board; 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.; Ken Alexander of BDMI; and Jessica Holoubek and Jane Miller 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 Halick called the meeting to order.

MINUTES

The Board first considered the minutes of the June 14, 2013, regular meeting. Following discussion and review, Director West moved to approve the minutes as



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

ASSESSMENT AND COLLECTION MATTERS AND STATUS OF HCAD LAWSUITS

Ms. Hall reviewed the assessment collector's report for June, 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 ("HCAD"). Following discussion and review, Director West moved to accept the assessment collector's report. The motion was seconded by Director Johnston and passed by unanimous vote.

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

Ms. Hall reviewed the June 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 Johnston moved to accept the report and payment of the bills presented in the report. Director Fincher seconded the motion, which was approved by unanimous vote.

VARIANCE BUDGET

Ms. Wallace reviewed the year-to-date budget summary, a copy of which is attached.

MID-YEAR BUDGET RECONCILIATION

Ms. Wallace reviewed a 6-month budget reconciliation and noted changes from the District's budget. The Board accepted the mid-year budget reconciliation.

PROCURE COMPUTER SERVER, HARD DRIVES, WIFI AND 24-PORT NETGEAR SWITCH

Mr. Martinson reviewed plans to upgrade the District's computer equipment. Following review and discussion, Director West made a motion to authorize procurement of new computer hardware at a cost not to exceed \$2,500. The motion was seconded by Director Johnston and carried by unanimous vote.

CENTERPOINT ELECTRICAL DISTRIBUTION MASTER PLAN

Mr. Alexander reviewed an electricity demand forecast. He noted BDMI's opinion that CenterPoint will have sufficient capacity to meet future growth. The Board discussed options for additional growth and CenterPoint's plan to manage new circuits. The Board reviewed an easement master plan to encourage property owners to



coordinate with CenterPoint to bury overhead power lines on key District thoroughfares.

ENERGY CORRIDOR GROUND AND PUBLIC RIGHT-OF-WAY MAINTENANCE

Mr. Rayburn reviewed the schedule for receipt of bids for the Ground and Public Right-of-Way Maintenance project. He stated that he plans to recommend award to the Board at the August meeting.

AMEND RFQ PROCESS POLICY AND RESOLUTION FOR ADVANCE FUNDING AGREEMENT WITH TXDOT AND FOR IH 10 INTERSECTION ENHANCEMENT PROJECT

Mr. Martinson reviewed the RFQ process required for the Transportation Improvement Program ("TIP") and Texas Transportation Enhancement ("TE") funding and discussed terms of the Advance Funding Agreement with the Texas Department of Transportation ("TxDOT"). He requested the Board amend the District's RFQ process policy and modify the selection process in order to meet the requirements for the TIP and TE projects. Mr. Martinson reported that TxDOT has approved this proposed process. The Board discussed establishing a selection committee to review responses to the District's RFQ.

Following discussion and review, Director West moved to appoint Directors Halick and Fincher to the selection committee, authorize entering into an Advance Funding Agreement with TxDOT, adopt a Resolution for Advance Funding Agreement, and amend the District's RFQ process policy. Director Johnston seconded the motion which carried by unanimous vote.

TRANSPORTATION

Mr. Martinson updated the Board regarding transportation projects within the District.

UPDATE ON GRANTS

Mr. Nuñez reviewed marketing and a budget update for the CMAQ car share program.

Regarding the JARC 75 Eldridge Crosstown bus program, Mr. Nuñez reported on increased ridership and reviewed a financial report.



Mr. Nuñez reviewed information and a financial report for the New Freedom sidewalk program. Mr. Rayburn updated the Board on the schedule for contract award of the New Freedom sidewalk project.

PARK ROW COMPLETION PROJECT

Ms. Todd and Ms. Holoubek discussed the District's procurement policy. The Board considered waiving the procurement policy with respect to the District's contract with Jones & Carter in order to allow Jones & Carter to provide professional services as a percentage of construction costs. Ms. Holoubek reviewed a Resolution Waiving Selection Procedures for Consulting Engineer for the Park Row Completion Project. Following discussion and review, Director West moved to adopt the Resolution Waiving Selection Procedures for Consulting Engineer. The motion was seconded by Director Fincher and passed by unanimous vote.

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 Pay Estimate No. 3 in the amount of \$509,652 and Change Order No. 1 in the amount of \$16,880.

Regarding construction of the Park Row regional lift station by Peltier Brothers Construction, Ltd., Mr. Willis presented and recommended payment of Pay Estimate No. 3 in the amount of \$324,000 and Change Order No. 1 in the amount of \$18,581.11.

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. 2 in the amount of \$26,787.24.

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

Following discussion and review and based upon the engineer's recommendation, upon a motion made by Director Fincher and seconded by Director West, the Board voted unanimously to approve: (1) Pay Estimate No. 3 in the amount of \$509,652 and Change Order No. 1 in the amount of \$16,880 to Menade, Inc. for construction of Park Row utility, paving and drainage improvements from SH-6 to Eldridge Phase 1; (2) Pay Estimate No. 3 in the amount of \$324,000 and Change Order No. 1 in the amount of \$18,581.11 to Peltier Brothers Construction, Ltd. for construction of the Park Row regional lift station; and (3) approve Pay Estimate No. 2 in the amount of \$26,787.24 to C.E. Barker, Ltd. for construction of the Central Park West Boulevard utilities, paving and drainage improvements.



The Board reviewed the agreement with CenterPoint Energy to install street lights at Park Row Drive and Central Park West for \$17,358. Following discussion and review, Director Fincher moved to approve the agreement with CenterPoint Energy. The motion was seconded by Director West and carried unanimously.

Mr. Martinson reviewed the proposal from SAM, Inc. to create a legal description and map for the property subject to the Chapter 380 Agreement at a cost of \$975. Director Fincher moved to authorize SAM, Inc. to prepare the legal description and map for the property for \$975. Director Johnston seconded the motion and it passed by unanimous vote.

The Board reviewed draw requests totaling \$959,574.85 for the Houston Housing Finance Corporation ("HHFC") loan for the pay estimates presented for payment as well as payments to ABHR, Moore Archeological Consulting, and Jones & Carter, Inc., as identified in the bookkeeper's capital projects report. Following discussion and review, upon a motion made by Director Johnston and seconded by Director Fincher, the Board voted unanimously to authorize execution of the draw requests from the HHFC loan totaling \$959,574.85.

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 reported on the upcoming Hotel and Lodging Association presentation on August 2. He introduced Kelly Rector, the District's intern who will assist with transportation projects.

Mr. Martinson reported that the Lupe Tortilla restaurant has purchased a trolley to shuttle persons from Westlake Park to the restaurant until the end of July. Mr. Martinson stated the restaurant has asked the District to contribute \$500 per month for advertising on the trolley. Following discussion Director West moved to approve expenditure of \$500 per month for advertisement on the trolley. Director Fincher seconded the motion, and it carried unanimously. The Board asked Mr. Martinson to request that the trolley remain in operation after July.

Mr. Martinson also discussed the upcoming National ACT Conference and an upcoming meeting with Council Member Brown to discuss appointment of Sean Tackett to the Board.



REPORT REGARDING LEGISLATIVE MATTERS

Mr. Martinson and Ms. Holoubek reported on legislative matters from the 2013 Texas Legislature.

NEXT MEETING

The Board concurred to hold the next Board meeting on August 9, 2013.

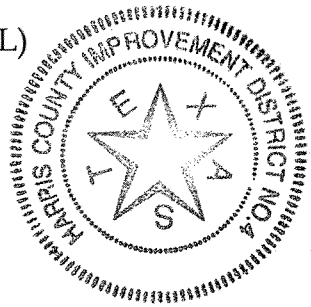
ADJOURN

There being no further business to come before them, Director West moved to adjourn the meeting. Director Fincher seconded the motion and it carried by unanimous vote.



Secretary, Board of Directors

(SEAL)



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