

MINUTES
HARRIS COUNTY IMPROVEMENT DISTRICT NO. 4

May 9, 2014

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 9th day of May, 2014, 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 Fincher, Tackett, Johnston, and Cervas, thus constituting a quorum.

Also present at the meeting were Julia McCain of McCall Gibson Swedlund Barfoot PLLC; David Lane of Wolff Companies; Randy Schulze of Walter P. Moore ("WPM"); Kurt Luhrsen of METRO; George Purvis of Ninyo & Moore; 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; Christi Todd, CPA; Kelly Rector, District intern; Les Lee and Joshua Bowie of eSiteful; Pat Hall of Equi-Tax, Inc.; Michelle Lofton of ETI Bookkeeping Services; Darren Willis of Jones & Carter, Inc.; and Jessica Holoubek and Kristen Hogan of Allen Boone Humphries Robinson LLP.

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 April 11, 2014, regular meeting. Following discussion and review, Director Moskowitz moved to approve the minutes as submitted. The motion was seconded by Director West and passed unanimously.

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

Ms. Hall reviewed the assessment collector's report for April, 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. She said she expects to receive 2014 preliminary valuation data for the District prior to next month's meeting. Following discussion and review, Director Halick moved to accept the assessment collector's report. The motion was seconded by Director Moskowitz and passed by unanimous vote.

FINANCIAL AND BOOKKEEPING MATTERS

Ms. Lofton reviewed the April 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 Moskowitz moved to accept the bookkeeper's report and payment of the bills presented in the report. Director Halick seconded the motion, which was approved by unanimous vote.

2014 YEAR-TO-DATE VARIANCE BUDGET

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

AUDIT FOR FISCAL YEAR END DECEMBER 31, 2013

Ms. McCain distributed and reviewed the District's draft audit for the fiscal year end December 31, 2013, including a special purpose audit of federal funds received by the District during the fiscal year. She then presented and reviewed a related management representation letter. After review and discussion, Director Halick moved to approve the audit, subject to final review. Director Moskowitz seconded the motion, which passed unanimously.

WEST HOUSTON MOBILITY PROJECT

Mr. Schulze discussed the results of traffic and development studies conducted by WPM and CDS Market Research ("CDS") for consideration by the entities participating in the stakeholder planning process. He reported on alternative scenarios under consideration, as directed by the director of transportation for the Houston-

Galveston Area Council ("HGAC"), including a mixed-use pedestrian and high capacity/speed transit model to connect the Energy Corridor, Memorial City/City Centre/Town & Country, and Westchase areas. Mr. Schulze then responded to questions regarding the factors and projections included in the traffic and development studies conducted by WPM and CDS.

REIMAGINE METRO PRESENTATION

Mr. Luhrsen gave a presentation on METRO's recently released draft Reimagined Bus Network Plan to improve its bus transit services in the greater Houston area by increasing the number of frequent routes, expanding weekend service, simplifying routes, and improving connectivity. He then responded to questions from the Board. Mr. Luhrsen added that the proposed Reimagined Bus Network Plan focuses on improvements to existing routes.

TEXAS A&M UNIVERSITY SITE PLANNING AND LANDSCAPE ARCHITECTURE STUDIES

Mr. Martinson reported on presentations received on May 1, 2014, from teams of Texas A&M University ("TAMU") masters students regarding conceptual site plans for property along Park Row within the District. He said copies of the work completed by the students will be provided to the District.

Mr. Martinson next updated the Board on the thesis project underway by graduate students of TAMU to develop a conceptual master plan and recommendations for the property within the District, as authorized by the Board at last month's meeting. He reviewed the goals and objections to be included in the thesis project.

2025 VISION, ANNEXATION AND 2016-2025 SERVICE PLAN

Mr. Martinson reported on a luncheon held April 24, 2014, to discuss the future of the District with existing property owners and owners of property for possible annexation into the District, in connection with preparation of a new service plan for the District. He said he was instructed to identify a national or international firm to assist in the preparation of a master plan for the District. Mr. Martinson reported on discussions with consulting firms and reviewed options for proceeding to select a firm to prepare a master plan. He discussed the timing and process for annexing property into the District and developing a new service plan. Directors Hightower and Moskowitz reported on input received at the luncheon and recommended that the District proceed with soliciting proposals from selected companies for preparation of a master plan.

PARK ROW COMPLETION PROJECT

Mr. Willis updated the Board regarding phase I of the Park Row Completion Project, noting he had no action items for the Board's consideration.

Ms. Todd distributed and reviewed an updated draw request letter for the Houston Housing Finance Corporation ("HHFC") loan for payment of consultant invoices and fees related to the Park Row Completion Project, a copy of which is attached. She noted the total amount of these disbursements is \$115,032.86. After discussion and review, Director Moskowitz moved to approve the draw request from the HHFC loan totaling \$115,032.86. Director West seconded the motion, which carried unanimously.

Ms. Holoubek reported on a meeting with the City of Houston to discuss project cost overruns and related amendments to the Economic Development Agreement and the Interlocal Development Agreement with the City of Houston.

The Board then considered authorizing the Board President to negotiate and execute agreements with the U.S. Army Corps of Engineers ("USACE") for environmental permitting matters related to the project. Upon a motion made by Director West and seconded by Director Fujimoto, the Board voted unanimously to authorize Director Hightower to negotiate and execute such agreements with USACE.

CONVENE IN EXECUTIVE SESSION PURSUANT TO SECTION 551.072, TEXAS GOVERNMENT CODE, TO DELIBERATE THE PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL PROPERTY

At 9:50 a.m., Director Hightower announced that the Board would convene in executive session to deliberate the purchase, exchange, lease or value of real property for phase II of the Park Row Completion Project. All of the attendees except the Board members, Mr. Martinson, Mr. Willis, Ms. Holoubek, and Ms. Hogan left the meeting.

RECONVENE IN OPEN SESSION AND AUTHORIZE APPROPRIATE ACTION REGARDING THE PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL PROPERTY

At 9:59 a.m., Director Hightower announced that the Board would reconvene in open session. The other attendees re-entered the meeting.

SECOND AMENDMENT TO DEVELOPMENT FINANCING AGREEMENT WITH CENTRAL PARK WEST

Director West moved to approve a Second Amendment to Development Financing Agreement with Central Park West LP. Director Halick seconded the motion, Director Hightower abstained, and the motion passed.

TEMPORARY RIGHT OF ENTRY AND CONSTRUCTION AGREEMENT;
RIGHT OF ENTRY AGREEMENT

Director Halick then made a motion to approve a Temporary Right of Entry and Construction Agreement with ConocoPhillips. Director Fujimoto seconded the motion, Director Moskowitz abstained, and the motion passed.

Ms. Holoubek noted no action was necessary on the Right of Entry Agreement.

ELDRIDGE WIDENING PRESENTATION

Mr. Martinson gave an overview of the proposed widening of Eldridge Parkway from Memorial to Briar Forest, including concepts created by Jacobs for landscaped esplanades. He said he asked Jacobs to submit a proposal to prepare a streetscape master plan for Eldridge Parkway, which could possibly be used for other major thoroughfares within the District in the future. Mr. Schulze discussed WPM's study for the widening of Eldridge Parkway, including the proposed alignment. He responded to questions from the Board. Director Moskowitz discussed additional ideas for WPM to consider. After discussion, Mr. Schulze said he will look into the additional ideas discussed by the Board.

ELDRIDGE MERCHANTS ASSOCIATION AND 2015 ENERGYFEST

This item was tabled.

CARMA GRANT APPLICATION UPDATE

Mr. Nuñez reported on support received from other local governments and organizations for the District's Carma grant application to be submitted to HGAC. He said the application will be submitted upon receipt of additional support letters.

FEDERAL GRANT PROJECTS

Ms. Rector reported on the CMAQ Car Share grant program, the JARC 75 Eldridge Crosstown bus program, and the New Freedom sidewalk project. She reviewed financial reports for such projects.

BIKE TO WORK DAY MAY 15, 2014 UPDATE

Ms. Rector reported on plans for the District's "Bike to Work Day" scheduled for May 15, 2014.

HOUSTON POLICE DEPARTMENT AND NEIGHBORHOOD PROTECTION AND
CODE ENFORCEMENT UPDATE

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

GENERAL MANAGER'S REPORT

Mr. Martinson reviewed the General Manager's report, including a report on growth within the District and future planning efforts.

Director Halick inquired about damage caused by Trammel Crow to a sidewalk constructed by the District. Mr. Rayburn reported on discussions with Trammel Crow regarding the matter, noting Trammel Crow was instructed to restore the area to its original condition.

NEXT MEETING

The Board concurred to hold the next Board meeting on June 13, 2014.

ADJOURN

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



Secretary, Board of Directors

