

MINUTES OF THE
MIDTOWN MANAGEMENT DISTRICT
BOARD OF DIRECTORS MEETING

December 3, 2014

The Board of Directors of the Midtown Management District held a meeting, open to the public, on December 3, 2014 at 11:00 a.m. in the 3rd Floor conference room of the Midtown Management District offices, located at 410 Pierce Street, Houston, Texas 77002, inside the boundaries of the District, and the roll was called of the duly appointed members of the Board, to-wit:

Roger Neal
Monte Large
Willie H. Coleman, Jr.
Bryn Poland
F. Charles LeBlanc
Michelle LeBlanc
Eileen Morris
Kim Cook

Julie Farr
John Castillo
Marylene Chan
William R. Franks
Debra McGaughey
Gary Noble
Charles Washington
Amar Mohite
Nancy J.W. Darst

All of the above were present except Director F. Charles LeBlanc and Director Castillo.

In addition, present at the meeting were Matt Thibodeaux, Cynthia Alvarado, Elizabeth Powell, Kandi Schramm and Marlon Marshall, of the Midtown Management District; Peggy Foreman of Burney & Foreman; Clark Lord of Bracewell & Giuliani; Will Rub of Houston B-Cycle, Leo Mejia and Mary Chavouste of Quantum Sur; Lauren Henry of Blue Sky Marketing, Jim Webb of The Goodman Corporation, Richard Houser of Trinity Church and Rusty Devorse of Metro Midtown.

Cynthia Alvarado called the roll of the Board of Directors and verified that a quorum was present.

Chair Franks called the meeting to order and welcomed everyone.

RECEIVE PUBLIC COMMENTS.

Guests in attendance were invited to introduce themselves and address the Board on any issues of concern. There were no public comments.

CONSENT AGENDA.

- a. **Approve Minutes for the October 1, 2014 Board meeting.**
- b. **Approve Minutes for the October 15, 2014 Special Board meeting.**
- c. **Approve Minutes for the November 5, 2014 Board meeting.**
- d. **Approve the October 2014 Financial Report.**
- e. **Approve the payment of invoices for December 2014.**
- f. **Approve Equi-Tax Report for November 2014.**

Cynthia Alvarado announced that item "c" on the Consent Agenda would be tabled and presented at the January 2015 Board Meeting. Director Coleman made a motion to approve the remaining items on the Consent Agenda. The motion was seconded by Director LeBlanc and carried by unanimous vote.

REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING THE INVESTMENT REPORT FOR THE PERIOD ENDING SEPTEMBER 30, 2014.

Cynthia Alvarado advised the Board that a written Investment Report was contained in the Board Information Packet.

Director Neal made a motion to approve the Investment Report as written. The motion was seconded by Director Large and carried by unanimous vote.

REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING ANNUAL REVIEW OF THE DISTRICT'S INVESTMENT POLICY.

Peggy Foreman made a brief presentation about the District's Investment Policy and explained that Texas Law requires the Board to review the policy annually. Ms. Foreman answered questions from Board members regarding the Investment Policy. Director Poland made a motion to approve the Investment Policy as presented. The motion was seconded by Director Morris. Following all discussion, the motion carried by unanimous vote.

REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING ANNUAL REVIEW OF QUALIFIED BROKER/DEALERS.

Ms. Foreman presented the revised list of Qualified Broker/Dealers. She again explained that Texas Law requires the Board to review the list of Qualified Broker/Dealers annually. Ms. Foreman further explained that in the past the District has always taken a broad approach in identifying Qualified Broker/Dealers to give the District's Investment Officer as much flexibility as possible to meet investment objectives pursuant to the Investment Policy.

Director Coleman made a motion to approve the list of Qualified Broker/Dealers. The motion was seconded by Director Washington. Following all discussion, the motion carried by unanimous vote.

REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING LETTER OF SUPPORT FOR RENAMING HADLEY STREET TO DESTINY'S CHILD WAY.

Chair Franks announced that this item was being pulled from the agenda at this time.

RECEIVE COMMITTEE ACTIVITY REPORTS AND REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING THE FOLLOWING, AS APPROPRIATE:

A. Public Safety Committee – John G. Castillo, Chair

Cynthia Alvarado reported on the activities of the Public Safety Committee. She stated that the November 2014 Committee meeting was well attended and that the HPD reports show that overall crime is down in Midtown.

B. Marketing Committee – Michelle LeBlanc, Chair

Michelle LeBlanc reported on the activities of the Marketing Committee. She stated that work is underway on the revamped website and that the Committee is currently

researching certain costs relating to other marketing options. Director LeBlanc stated that the Committee anticipates making more specific recommendations for changes to the District's marketing plan at the January 2014 Board meeting.

C. Service & Maintenance Committee – Roger Neal, Chair

Director Neal reported on the activities of the Service and Maintenance Committee.

i. Reallocation of funds to pay for additional pedestrian infrastructure improvements.

Director Neal asked for Board approval for a reallocation of funds not to exceed \$15,000 to pay for installation of new sidewalks on the east side of Midtown. Director Farr made a motion to approve the request for reallocation of funds not to exceed \$15,000 for installation of new sidewalks in Midtown. The motion was seconded by Director Noble. Following all discussion, the motion carried by unanimous vote.

ii. Reallocation of funds to pay for additional planting of new trees.

Director Neal asked for Board approval for a reallocation of up to \$10,000 to plant new trees in the public right-of-way. Director Farr made a motion to approve the request for reallocation of up to \$10,000 for planting new trees in the public right-of-way in Midtown. The motion was seconded by Director Noble. Following all discussion, the motion carried by unanimous vote.

iii. Award contracts and authorize the Board Chair or the Executive Director to execute final agreements with successful bidders for each of the following:

1. **Baldwin & Glover Park Maintenance Project**
2. **Field Services Maintenance Project**
3. **Main Street Landscape Maintenance Project**
4. **Bagby Street Maintenance Project**

Director Neal shared the bid results for each of the four (4) separate maintenance projects. He stated that a total of seven (7) different companies provided bids but that not all seven (7) companies responded to the Invitation For Bid for each project. Director Neal reported that the evaluation committee reviewed the bids and based on the defined criteria identified the lowest most responsible bidder for each project. He reported that the bids came in under budget and would result in a savings to the District.

Director Coleman made a motion to accept the lowest most responsible bids, and authorize the Staff and Consultants to move forward with the process of finalizing contracts with the successful bidders. The motion was seconded by Director Large and carried by unanimous vote.

D. Urban Planning Committee – Monte Large, Chair

i. Reallocation of funds to pay costs of implementation of art crosswalks pilot project at Elgin and Louisiana.

Director Large made a brief presentation and then asked for Board approval for a reallocation of an additional amount not to exceed \$6,000 to pay for the additional costs of implementing the art crosswalks pilot project at Elgin and Louisiana. Director Coleman made a motion to approve the request for reallocation of funds not to exceed \$6,000 for

implementation of the art crosswalks pilot project at Elgin and Louisiana. The motion was seconded by Director Poland. Following all discussion, the motion carried by unanimous vote.

ii. Reallocation of funds to pay costs of installation of additional B-Cycle stations in Midtown.

Director Large introduced Will Rub, the Executive Director of Houston Bike Share, which is a non-profit organization that runs the Houston B-cycle program. Mr. Rub made a presentation on the Houston B-Cycle Program and reported on discussions held to date with Director Large and the Midtown Staff about placing another B-Cycle station in the District. Mr. Rub stated that the maximum cost of a new B-Cycle station is approximately \$36,000 but that the cost could vary depending on the location and the number of docks and bikes at the station. He reported that there are currently 4 B-cycle stations in Midtown and they are being used heavily. Mr. Rub indicated that the Board of Directors of Houston Bike Share, would sometimes partner with other organizations to get a B-cycle station installed. He stated he would be happy to ask his organization to partner with Midtown on installing a new B-cycle station.

Director Coleman made a motion to approve the request for reallocation of funds not to exceed \$25,000 for installation of an additional B-cycle station in Midtown. The motion was seconded by Director McGaughey. Following all discussion, the motion carried by unanimous vote.

E. Finance Committee – Gary Noble, Chair

Director Noble presented the District's financials statements. He reported that as of November 30, 2014, the District has collected 98% of 2013 assessments and 7% of the 2014 assessments.

F. Cultural Arts & Entertainment – Eileen Morris, Chair

Director Morris reported the activities of the Cultural Arts & Entertainment Committee.

i. Reallocation of funds to pay costs of a Cultural Arts Master Plan.

Director Morris asked for Board approval to reallocate an amount not to exceed \$24,600 to pay for the costs of developing a Cultural Arts Master Plan. She made a brief presentation about the proposal from Design Workshop to develop and draft the Cultural Arts Master Plan. Director Michelle LeBlanc made a motion to approve the request for reallocation of funds not to exceed \$24,600 for development of a Cultural Arts Master Plan. The motion was seconded by Director Chan. Following all discussion, the motion carried by unanimous vote.

G. Nominating Committee – Debra McGaughey, Chair

Director McGaughey reported that she is continuing outreach to the people who submitted resumes for consideration to fill vacant positions on the Board. Cynthia Alvarado stated that she has been contacted by some of the people wanting information on how to get involved with the District's various committees.

H. Service and Improvement Plan – Willie Coleman, Chair

Director Coleman reported the activities of the Service and Improvement Plan Committee. He stated that a copy of the Petition with the Service and Improvement Plan and Assessment Plan attached was being handed out for one final review. Clark Lord went over the Petition and answered questions from Board members. Peggy Foreman stated that Board members who are property owners will be asked to sign the Petition at the January 2015 Board meeting.

I. Executive Committee – William Franks, Chair

Chairman Franks reported on activities of the Executive Committee. He stated it's important for Board Members to play an active role in talking to Midtown property owners about the accomplishments of the District and the importance of signing a Petition to be able to continue the good work that has been done by the District.

REPORT ON CAPITAL PROJECTS OF THE MIDTOWN REDEVELOPMENT AUTHORITY (MRA).

Marlon Marshall gave the following report on the status of the current MRA capital improvement projects:

Holman Street Reconstruction – MRA's plans for the Holman Street Project have been approved by the City however they are still awaiting City approval of plans submitted by the Houston Community College. Construction is expected to start in March or April 2015 and is expected to last approximately 12 months.

Midtown Park Project – A Substantial Completion walk-thru was conducted but there remains a significant number of punch list items. The Contractor has 30 days to complete the punch list items.

Caroline Street Project – Project bids came in way over budget. The Staff and Consultants worked with TxDOT to change the Scope of Services and TxDOT has approved the changes. The Project will be re-bid in January 2015.

SuperBlock Park Project – There have been extensive negotiations of certain terms of the construction contract for the parking garage. The MRA has been provided with pricing and a construction schedule from the private development partner and are currently reviewing same.

WITH RESPECT TO THE FOREGOING AGENDA ITEMS, CONDUCT AN EXECUTIVE SESSION WITH REGARDS TO THE FOLLOWING, AS APPROPROATE AND NECESSARY.

- a. Consultation with attorney (Section 551.071, Texas Government Code);
- b. Personnel matters (Section 551.074, Texas Government Code).

There was no executive session.

OTHER BUSINESS / ANNOUNCEMENTS

Chair Franks advised that former Board Chair Todd Triggs was facing a serious health crisis and asked for prayers and positive thoughts for him and his family.

NEXT MEETING DATE

Chair Franks announced that the next Midtown Management District Board meeting will be held on Wednesday, January 7, 2015, at 11:00 a.m. at the Midtown Management District's offices located at 410 Pierce, 3rd floor Conference Room, Houston, TX 77002.

ADJOURN

There being no other business, the meeting was adjourned.



Eileen J. Morris, Board Secretary

Date: 3/4/15