

MINUTES OF THE  
MIDTOWN MANAGEMENT DISTRICT  
BOARD OF DIRECTORS MEETING

March 5, 2014

The Board of Directors of the Midtown Management District held a meeting, open to the public, on March 5, 2014 at 11:00 a.m. in the 3<sup>rd</sup> Floor Conference Room of the Midtown Management District's 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	Eileen Morris
Eric Melchor	Julie Farr
Monte Large	John Castillo
Willie H. Coleman, Jr.	Marylene Chan
Bryn Poland	William R. Franks
F. Charles LeBlanc	Debra McGaughey
Michelle LeBlanc	Gary Noble
	Charles Washington

All of the above were present except Directors Melchor and Michelle LeBlanc thus constituting a quorum.

In addition, present at the meeting were Matt Thibodeaux, Cynthia Alvarado, Kandi Schramm, Marlon Marshall, Elizabeth Powell, and Peggy Foreman of Burney & Foreman, Jim Webb of The Goodman Corporation, Gary Bernard of 2016 Main, Pete Gordon of The Continental Club, Ramona Crayton of METRO, Myra Johnson of Behringer Harvard.

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.**

None.

**CONSENT AGENDA.**

- a. **Approve Minutes for the January 8, 2014 regular Board meeting.**
- b. **Approve Minutes for the February 5, 2014 regular Board meeting.**
- b. **Approve the January 2014 Financial Report.**
- c. **Approve the payment of invoices for March 2014.**
- d. **Approve the Equi-Tax Report for February 2014.**

Director Poland made a motion to approve the Consent Agenda as presented. The motion was seconded by Director McGaughey and carried by unanimous vote.

**REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING LETTER OF ENGAGEMENT FOR THE FY 2013 AUDIT.**

Cynthia Alvarado briefly advised the Board of the terms of the Engagement Letter including the negotiated fee for the Audit. Director Noble made a motion to approve the Letter of Engagement for the District's Audit for the period ending December 31, 2013. The motion was seconded by Director Coleman. Following all discussion, the motion carried by unanimous vote.

**REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING THE DISTRICT'S QUARTERLY INVESTMENT REPORT FOR THE PERIOD ENDING DECEMBER 31, 2013.**

Executive Director Matt Thibodeaux presented the Quarterly Investment Report for the quarter ending December 31, 2013. He stated that the average yield on all accounts for the 4<sup>th</sup> quarter was 0.2048%.

Director Noble made a motion to approve the District's Quarterly Investment Report for the period ending December 31, 2013. The motion was seconded by Director Neal and carried by unanimous vote.

**DISCUSS CERTAIN FTA REQUIREMENTS RELATING TO GRANT FUNDING.**

Jim Webb of the Goodman Corporation gave a brief presentation to the Board regarding the Title VI Compliance Plan and Disadvantaged Business Enterprise Program which is required to be adopted by the District as a recipient of Department of Transportation administered federal funds. He advised the Board that the goal for DBE participation for the previous period was 5.8% and that the new goal is 8.94%. Marlon Marshall reported that both the Authority and the District are committed to reaching out to DBEs and current records show that Midtown's DBE participation rate is approximately 17%.

Mr. Webb also explained that Title VI prohibits exclusion from participation or denial of benefits to anyone on the grounds of race, color or national origin. Finally, Mr. Webb advised the Board that Resolutions relating to the Title IV Compliance Plan and the Disadvantaged Business Enterprise Program would be presented for consideration by the Board at the April 2014 Board meeting.

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

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

Director Castillo reported on the activities of the Public Safety Committee. He stated that law enforcement agency statistics show that crime in almost all categories is flat or down except for Burglary of a Motor Vehicle (BMV). Director Castillo stated that BMVs continue to be a concern across the City of Houston and inside the District. He stated that the Committee will continue its efforts to remind Midtown residents and visitors to refrain from leaving anything of value visible in their vehicles.

Director Castillo reported that he has been advised that there will be some personnel changes at the South Central Station and that a new Lieutenant would be assigned to work with Midtown. He further reported that there will be some changes in scheduling for the Bike Patrol in order to increase officer visibility in certain areas of Midtown during designated times.

Cynthia Alvarado reported that the District received the annual electricity bill for a portion of the electricity used by the Midtown Decorative Street Lights and that the amount was \$205,229.00, which was slightly less than the amount budgeted. Ms. Alvarado explained that the District pays an annual cost for the difference in electricity usage by the Midtown Decorative Street Lights over and above what the standard Cobra Head Street Light provided by the City of Houston uses

**B. Marketing Committee – Michelle LeBlanc, Chair**

Ms. Alvarado advised the Board that the first “Marketing 101” Business Roundtable event was held at the UH Small Business Development Center on February 27, 2014. She reported that approximately 20 guests attended the event representing 12-15 local businesses. Ms. Alvarado reported that Committee Chair, Michelle LeBlanc, did an outstanding job in leading the event and graciously shared her knowledge and expertise in marketing with those in attendance. Ms. Alvarado further reported that the next Business Roundtable is currently being planned and is expected to be held in April 2014.

**C. Service & Maintenance Committee – Roger Neal, Chair**

**i. Seasonal Planting funding request.**

Director Neal advised the Board that funding for the seasonal planting was inadvertently left out of the Amended Budget for FY 2014. Director Neal asked that the FY 2014 Budget be amended to include \$15,000 for seasonal planting.

Director Morris made a motion to allocate \$15,000 for seasonal planting for FY 2014. The motion was seconded by Director Large. Following all discussion, the motion was carried by unanimous vote.

Marlon Marshall reported that the District was looking at new plantings along the MetroRail but the project was delayed due to the condition of the soil. He stated that he was researching the costs of replacing or reconditioning the soil along the MetroRail.

**D. Urban Planning Committee – William Coleman, Chair**

Chair Franks announced that Director Large has been appointed to serve as the new Chair of the Urban Planning Committee. Director Large shared ideas from the Committee including a high impact-low cost project to paint certain cross-walks to highlight the pedestrian walkways in Midtown. Director Large stated that he is talking with City of Houston representatives and continuing to research options for cross-walk painting and will come back to the Board with recommendations.

District Coordinator Elizabeth Powell reported that the Electronic Waste Recycle Project was held on Saturday, February 22, 2014. She stated that a number of Midtown residents brought items to the site for recycling and expressed their appreciation to the District for hosting such an event.

**E. Finance Committee – Gary Noble, Chair**

Director Noble reported that assessment collections were coming in at a slightly higher rate than anticipated. He also reported that the District’s FY 2013 Audit had begun and is expected to be completed by the April 2014 Board meeting.

**F. Cultural Arts & Entertainment – Eileen Morris, Chair**

- i. Agreement of Zapplication©, an online arts application program.**
- ii. Agreement with ArtsHound.**

Director Morris reported that the Committee had a good turnout at the February 2014 Committee meeting held at the Houston Center for Contemporary Craft. She stated that the Committee was planning to host a “Restaurant and Nightlife” Focus Group in late March 2014.

Cynthia Alvarado gave a brief presentation regarding Zapplication©, an online arts application program. She asked the Board to consider entering into an agreement with Zapplication for use in connection with the 2015 Art in the Park event. She advised the Board of the cost to the District and the benefits of using Zapplication.

Director Farr made a motion that the District enter into an agreement with Zapplication© for use with the 2015 Art in the Park event. The motion was seconded by Director Morris. Director Washington commented that as an artist he was personally familiar with Zapplication© and urged the Board to approve its usage. Director Farr also stated that she was familiar with the application and believed it would be an asset to the District. Following all discussion, the motion carried by unanimous vote.

Ms. Alvarado then gave a brief presentation regarding ArtsHound. She described ArtsHound as the top clearing house of information in the City of Houston and surrounding areas for arts based organizations and events. She stated that entering into an agreement with ArtsHound will provide Midtown a means of publicizing arts related event in Midtown to a substantially larger audience. She stated that there are approximately 120 venues in Midtown that host arts and entertainment events and that using ArtsHound would likely have an economic impact on the area by attracting more visitors to Midtown and would free up Staff time to focus on other projects in the District. Director Washington made a motion to authorize the Chair or Executive Director to execute an agreement with ArtsHound, subject to review by legal counsel. The motion was seconded by Director Noble. Following all discussion, the motion carried by unanimous vote.

Director Morris announced that the next Committee meeting will take place on Thursday, March 11, 2014 at 9:00 a.m. at Art Supply, 2711 Main Street and invited everyone to attend.

**G. Nominating Committee – Debra McGaughey, Chair**

Director McGaughey reported that the Committee is in the process of reviewing the resumes on file and collecting additional resumes for consideration in an effort to fill the two vacant Board positions.

Cynthia Alvarado announced that the Midtown Staff will be issuing a press release announcing that the District is in the process of filling Board vacancies and is accepting resumes of interested applicants.

**H. Executive Committee – William Franks, Chair**

Chair Franks reported on the activities of the Executive Committee. He announced that Directors Coleman and Poland will become the Chair and Vice-Chair, respectively, of the newly created “Service and Improvement Plan Committee.

## **DISCUSS SERVICE AND IMPROVEMENT PLAN AND ASSESSMENT PLAN.**

Ms. Alvarado thanked the Board for their enthusiastic participation in the February 19, 2014 Board Planning Session which was focused on the new Service and Improvement Plan and Assessment Plan. She stated that each of the five committees were given 30 minutes to share and discuss ideas gathered from Midtown Stakeholder at their respective committee and focus group meetings. She further stated that all ideas gathered would be compiled and considered by the Committee.

## **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* – The project includes a street overlay and is expected to be put out for bid in late Spring 2014. The Midtown Staff and Consultants will be meeting with the HCC Staff and Consultants regarding the Project. 100% design plans have been submitted to the City of Houston for review and comment.

*Glover Park Project* – The park is substantially complete. The MRA is awaiting approval from the City of Houston Parks Department to open the park which it hopes to receive in the next 2-3 weeks.

*Midtown Park* – The Contractor has completed the exterior of the Kiosk. Fencing for the dog park has been installed and landscaping is currently going in. There was a delay in installing the water feature caused by a longer than expected lead time on certain needed materials. Completion is anticipated within the next 60 days.

*Main Street Project* – Planning is underway for a project comprised of approximately \$5 Million in public infrastructure improvements to Main Street. The project design will take about 9 months to complete.

*Caroline Street Project* – The Authority anticipates awarding the contract in May of 2014 and expects that construction will start sometime in the Summer of 2014. The project will include a designated cyclist lane and other “sustainable features”.

*SuperBlock Park* – A Public meeting was held on February 26, 2014 to review preliminary design plans and to get feedback and input on the park design. Approximately 50 people attended the meeting. Approximately 722 people responded to the online survey regarding the project. Results of the online survey and the live survey taken at the meeting indicate that there was an 80% to 85% approval rate of the current design elements of the park. Construction of the underground garage is expected to begin in the 4<sup>th</sup> quarter of 2014 and should take approximately one year to complete.

Several Board Members reported that they attended the Public meeting on the SuperBlock Park and complimented the Midtown Staff and Consultants on a job well done.

## **REVIEW DISCUSS AND TAKE NECESSARY ACTION REGARDING EMPLOYEE COMPENSATION, JOB TITLES AND BENEFITS.**

Executive Director Thibodeaux made a brief presentation to the Board regarding his recommendation for a 5% increase in compensation for the Managing Director, Cynthia

Alvarado. He cited Ms. Alvarado's increased job duties and responsibilities resulting from the Cultural Arts & Entertainment District and the District's increased use of social media as a reason for the increase in compensation.

Director Coleman made a motion to accept the recommendation of the Executive Director to increase the compensation of Ms. Alvarado by 5% and to make the increase retroactive to January 1, 2014. The motion was seconded by Director Morris and carried by majority vote. Director Neal opposed the motion.

**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).

The Board went into Executive Session to discuss personnel matters relating to agenda item #10. The Executive Session convened at 12:31 p.m. and ended at 12:40 p.m. No action was taken in Executive Session.

**OTHER BUSINESS / ANNOUNCEMENTS**

No other business.

**NEXT MEETING DATE**

Chair Franks announced that the next Board meeting will be held on Wednesday, April 2, 2014, at 11:00 a.m. in the 3<sup>rd</sup> floor Conference Room of the Midtown offices at 410 Pierce, Houston, Texas.

**ADJOURN**

There being no other business, the meeting was adjourned.

  
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Eileen J. Morris, Board Secretary

Date: April 2, 2014