

MINUTES OF THE  
MIDTOWN MANAGEMENT DISTRICT  
BOARD OF DIRECTORS MEETING

February 1, 2012

The Board of Directors of the Midtown Management District held a meeting, open to the public, on the 1<sup>st</sup> day of February 2012 at 6:00 p.m. in the Central Bank Community Room, located at 2217 Milam 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	Ramiro Orta
Alan Hood	Brian Warwick
Katherine Cabaniss	John G. Castillo
Howard Lee	Vernus Swisher
Willie Coleman, Jr.	William Franks
William Tilney	Gayle R. Fortson
F. Charles LeBlanc	Gary Noble
Eileen Morris	M. Todd Triggs

All of the above were present except Director Hood thus constituting a quorum.

In addition, present at the meeting were Matt Thibodeaux, Kandi Schramm, Cynthia Alvarado, Katherine Mestousis, Marlon Marshall, Peggy Foreman of Burney & Foreman, Clark Lord of Bracewell & Giuliani LLP, and Bryan Brown of The Goodman Corporation; as well as, Terry St. John of the Community Artists' Collective, Vikki Trammell of Art Square Studios, from the Houston Police Department Sgt. R.V. Wilson and, C.J. Wall, and residents Edward R. Bouquet, John Lynk, Edward Valker, Ben Robles, and Willie Bright.

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

Chairman Triggs called the meeting to order and welcomed guests.

**RECEIVE PUBLIC COMMENTS**

Chairman Triggs invited guests to introduce themselves and make comments to the Board.

**CONSENT AGENDA**

- a. **Approve Minutes for the January 11, 2012 regular Board meeting.**
- b. **Approve the December 2011 Financial Report.**

- c. **Approve the payment of invoices for February 2012.**
- d. **Approve Equi-Tax Report for January 2012.**

The January 11, 2012 Board minutes were distributed. Director Swisher made a motion to approve the consent agenda. The motion was seconded by Director Fortson and carried by unanimous vote.

**REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING ENGAGEMENT LETTER WITH BRACEWELL & GIULIANI, LLP.**

Clark Lord of Bracewell & Giuliani LLP presented the proposed legal services Engagement Letter with Bracewell & Giuliani LLP and responded to questions from various Directors regarding the Engagement Letter and the transition of services from Vinson & Elkins. Director LeBlanc made a motion to approve engaging Bracewell & Giuliani LLP. Director Noble seconded the motion. Following all discussion, the motion carried by unanimous vote.

**REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING ADVANCE FUNDING AGREEMENT BETWEEN TEXAS DEPARTMENT OF TRANSPORTATION AND THE MIDTOWN MANAGEMENT DISTRICT FOR THE RECONSTRUCTION OF CAROLINE STREET.**

Bryan Brown of the Goodman Corporation informed the Board that the District had been awarded a \$4 Million grant for the Caroline Street Project (the "Project"). He explained that the grant required 50% in matching funds. Mr. Brown stated that, subject to approval by the Boards of Directors of the District and the Midtown Redevelopment Authority (the "MRA"), the two groups would work together on the Project and the MRA would provide the required matching funds. Mr. Brown further explained that it would be necessary to enter into agreements with the Authority and the Texas Department of Transportation relating to the Project and that work on the Project would begin as soon as possible. Ms. Alvarado reiterated that the Project would not impact the current budget since the matching funds would be paid by the MRA

Director Fortson made a motion to authorize the Chair and/or the Executive Director to accept the grant and enter into agreements with TXDOT and the MRA for the Project. The motion was seconded by Director LeBlanc. Following all discussion, the motion carried by unanimous vote.

**RECEIVE COMMITTEE ACTIVITY REPORTS**

**A. Executive**

Chairman Triggs reported on matters discussed at the January 24, 2012 Executive Committee meeting. He advised the Board that Pamela Tranpark has been appointed to the Midtown Redevelopment Authority Board and that she tendered her letter of resignation leaving a vacancy on the District Board. Mr. Triggs announced that he was appointing Director Fortson to serve as Chair of the Nominating Committee and that the Nominating Committee would be actively seeking candidates to fill the vacant position. He asked that any potential candidates submit a resume to the District for consideration.

## **B. Public Safety**

Director Tilney reported on the activities of the Public Safety Committee. He stated that the Committee was very concerned with the significant impact of homelessness on Midtown. Director Tilney presented a statement on the issue that represented his personal views on homelessness in Houston. Several Board Members made comments and encouraged the Committee to reach out to the Houston Coalition for the Homeless and other groups already focused on the issue. Director Swisher reminded the group that the issues involving the homeless are very complicated and would require a large scale solution. Director Franks urged Board Members to drive around the District, especially the Pierce Elevated on weekend mornings, to gain a greater understanding and appreciation of the problem.

## **C. Marketing**

Director Warwick reported on the activities of the Marketing Committee. He reported that work was already underway for the 2012 Midtown Art in the Park event and gave an update on the new Midtown Blog ([www.HoustonMidtownRocks.com](http://www.HoustonMidtownRocks.com)). Director Warwick also announced that the Committee was looking at ways to promote more community input and participation on the Marketing Committee as well as other District Committees. He asked that persons interested in joining a Committee please contact Cynthia Alvarado.

Ms. Alvarado announced that there would be a joint Urban Planning and Marketing Committee meeting on March 6, 2012 at 4 p.m. at the Midtown Offices located at 410 Pierce Street, Ste 355, Houston, TX 77002.

## **D. Service & Maintenance**

**i. Review, discuss and take necessary action regarding contract for the Midtown Field Services Program.**

**ii. Review, discuss and take necessary action regarding the contract for Baldwin Park Maintenance.**

**iii. Review, discuss and take necessary action regarding the contract for Main Street Maintenance.**

Director Orta reported on the activities of the Service & Maintenance Committee. Director Orta advised the Board that the Committee reviewed and evaluated the bids received in response to the revised Invitations For Bids and was recommending that the Field Services Project be awarded to Metropolitan Landscape Management Inc., and that the Baldwin Park and Main Street Maintenance Projects be awarded to Southwest Wholesale LLC.

Director Fortson made a motion to approve the Committee's recommendations for the award of contracts and to authorize the staff to finalize and execute the documents with the Board Chair.

Director Franks seconded the motion. Following all discussion, the motion carried by unanimous vote.

**E. Urban Planning**

Director Coleman reported on the activities of the Urban Planning Committee. He informed the Board that a Letter of Intent had been submitted to the Texas Commission on the Arts and that Committee was beginning to work on the application to have Midtown designated as a Cultural Arts and Entertainment District. A copy of the Letter of Intent was distributed to the Board.

**F. Finance**

Director Lee reported on Finance Committee activities and announced that the Committee was working on proposing some amendments to the Annual 2012 Budget. Director Lee stated that he anticipates presenting the Board with a revised budget at the March 2012 Board Meeting.

**G. Nominating**

Director Triggs restated his earlier comments that Director Fortson would Chair the Nominating Committee and would be working to fill the vacant Board position.

**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.

**RECONVENE THE PUBLIC SESSION AND, IF NECESSARY, TAKE ACTION ON MATTERS DURING THE EXECUTIVE SESSION.**

There was no executive session.

**MANAGEMENT DISTRICT PRESENTATION: AN ARTS AND ENTERTAINMENT DISTRICT FOR MIDTOWN.**

Cynthia Alvarado gave a presentation the Cultural Arts & Entertainment District designation and how it would benefit the Midtown community. She also described the application process and deadlines. Various Board Members and members of the Public asked questions about the application and the benefits to Midtown. Director Neal voiced concerns about the potential costs involved and cautioned the Board to engage in a cost-benefit analysis. Ms. Foreman stated that the Board would be the ultimate decision maker with respect to the costs and that some of

existing projects that the District already funds could be incorporated to help make up the Cultural Arts and Entertainment Committee's budget.

**OTHER BUSINESS / ANNOUNCEMENTS**

Marlon Marshall announced that work would begin in February 2012 on the Bagby Street Reconstruction Project. He also reported that the overlay project with the City of Houston taking place on Caroline and Austin would begin the week of February 13, 2012. The District will notify residents via Facebook, website and eNews of the project progression.

**NEXT MEETING DATE**

Chair Triggs announced that the next Board meeting would be on Wednesday, March 7, 2012 at 11:00 a.m. at the Midtown Offices, located at 410 Pierce Street, Ste 355, Houston, Texas 77002.

**ADJOURN**

There being no further business, the meeting was adjourned.

R. W. Neal  
Roger Neal, Board Secretary

3/7/2012  
Date