

MINUTES OF THE
MIDTOWN MANAGEMENT DISTRICT
BOARD OF DIRECTORS MEETING

December 4, 2013

The Board of Directors of the Midtown Management District held a meeting, open to the public, on December 4, 2013 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	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 Castillo and Washington thus constituting a quorum.

In addition, present at the meeting were Matt Thibodeaux, Cynthia Alvarado, Marlon Marshall, Elizabeth Powell, and Peggy Foreman of Burney & Foreman.

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 November 6, 2013 regular Board meeting.**
- b. **Approve the October 2013 Financial Report.**
- c. **Approve the payment of invoices for December 2013.**
- d. **Approve the Equi-Tax Report for November 2013.**

Managing Director Cynthia Alvarado noted that the November minutes were not included in the Board packet. She stated they would be presented for approval at the January 2014 regular Board meeting.

Director Coleman made a motion to approve the Consent Agenda as presented except for Consent Agenda item "a", the November 2013 Minutes. The motion was seconded by Director Michelle LeBlanc and carried by unanimous vote.

REVIEW, DISCUSS AND TAKE NECESSARY ACTION REGARDING THE FY 2014 BUDGET.

Director Noble advised the Board that the Finance Committee and the Executive Committee had reviewed the proposed FY 2014 Budget. The Managing Director, Cynthia Alvarado, made a brief presentation of the proposed FY 2014 Budget which included an explanation of anticipated revenues and expenses including certain FY 2014 Budget requests that could not be accommodated.

A motion was made by Director Coleman to approve the proposed FY 2014 Budget as presented. The motion was seconded by Director Large. Following all discussion, the motion carried by majority vote. Director Neal voted to oppose the motion.

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

Peggy Foreman made a brief presentation regarding the District's Investment Policy. Ms. Foreman reminded the Board that State Law requires that the Board review its investment policy annually. Ms. Foreman gave a general overview of the District's investment policy and stated that no changes to the Investment Policy were being recommended at this time.

Director Poland made a motion to adopt the Investment Policy as presented. The motion was seconded by Director Morris and carried by unanimous vote.

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

Ms. Foreman reminded the Board that State Law requires an annual review of Qualified Broker/Dealers.

Director Morris made a motion to approve the revised list of Qualified Broker/Dealers as presented. The motion was seconded by Director Noble. Following all discussion, the motion carried by unanimous vote.

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

A. Executive Committee – William Franks, Chair

Chair Franks reported on the activities of the Executive Committee. He advised the Board that items discussed at the meeting would be part of the activity reports.

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

Ms. Alvarado reported on the activities of the Public Safety Committee. She reported that an initial survey of streetlight outages in Midtown was completed on November 21, 2013 and that the report showed 97 Midtown signature streetlights were not working. She further reported that SMC Logistics, the Company that conducted the survey, reported the outages to CenterPoint Energy for repairs and will follow up with CenterPoint and advise the District as to the status of the repairs.

Ms. Alvarado reported that the Committee hosted its monthly meeting on November 19, 2013, at the offices of Crime Stoppers Houston and that the meeting was well attended. She also reported that Crime Stopper's representatives provided helpful information to meeting attendees on how to stay safe during the holiday season, which the Staff will

redistribute via Midtown's social media and eNews outlets throughout the holiday season.

Ms. Alvarado reported that Burglary of a Motor Vehicle (BMV) continues to be a concern in Midtown and that the Houston Police Department (HPD) South Central Division conducted a Saturday afternoon review of 65 vehicles parked in the parking lot of a Midtown arts venue whose patrons had made numerous calls to HPD regarding car break-ins and that HPD issued 29 negative Report Cards. Ms. Alvarado stated that HPD discovered unlocked doors, vehicles with visible valuable items including laptop computers, iPods, cell phones, cash, wallets and handbags left in plain view. She stated that the Committee will continue to explore ways to educate Midtown residents and visitors on crime prevention. She also reported that the Vehicle Theft Prevention Signs ("*Take it and Lock It*" signs) were distributed to Midtown business owners.

C. Marketing Committee – Michelle LeBlanc, Chair

Director Michelle LeBlanc advised the Board that the November 2013 Marketing Committee meeting was held at Shape Community Center on Almeda and the major topic of discussion was updating the eNews with a fresher look.

Director LeBlanc reported that the November 14, 2013 Truckin' Thursday in Midtown event was once again a well attended, successful event. She stated that many attendees asked if Truckin' Thursday could be held every Thursday instead of monthly. Director LeBlanc also reported that the November 20, 2013 Midtown Mixer had its lowest turnout to date with approximately 10 guests attending.

Ms. Alvarado reminded the Board that the "Spot the Santa" event would be held on Tuesday, December 10, 2013. She also stated that Truckin' Thursday would be on December 12, 2013 and that the HCC Choir is scheduled to perform and Santa would be making a special appearance.

D. Service & Maintenance Committee – Roger Neal, Chair

i. Ratify Issuance of 30-day Notice of Termination of Contract for Maintenance Services at Baldwin Park.

Marlon Marshall reported to the Board that a 30-day Notice of Termination had been issued to the current maintenance contractor for Baldwin Park. He stated that having two different contractors' maintain the park was proving to be unworkable, and that the contractor who constructed the improvements at Baldwin Park was obligated to maintain those improvements for one year after construction. Mr. Marshall stated that an agreement was reached to have that same contractor maintain the entire park for the same cost as the current contractor for the remainder of the one year term.

Director Coleman made a motion to ratify the issuance of a 30-day Notice of Termination of Contract for the Maintenance Services at Baldwin Park. The motion was seconded by Director Neal and carried by unanimous vote.

ii. Authorize Provision of Landscape Maintenance Services Along Certain Portions of the METRORail Line

Mr. Marshall reported that Midtown was ready to assume responsibility for landscape maintenance along the METRORail line pursuant to a Purchase Order with METRO for a 6-month period while a final Interlocal Agreement was being negotiated. Peggy Foreman

outlined some of the terms of the Purchase Order and focused the Board's attention on the default provisions and issues relating to safety concerns. Mr. Marshall advised the Board that the Scope of Services does not include maintenance of any bus shelters.

Director Michelle LeBlanc made the motion to authorize the provision of landscape maintenance services along certain portions of the METRORail Line. Director Poland seconded the motion. Following all discussion, the motion carried by unanimous vote.

E. Urban Planning Committee – William Coleman, Chair

Director Coleman expressed the Committee's disappointment that certain budget requests could not be accommodated and is hope that the requests could be reconsidered should funding become available.

F. Finance Committee – Gary Noble, Chair

Director Noble reported that the Finance Committee's work had been focused on reviewing and finalizing the proposed FY 2014 Budget. He stated that he believed some additional funds might become available for use and that the FY 2014 Budget would need to be amended.

G. Cultural Arts & Entertainment – Eileen Morris, Chair

Director Morris reported that the Committee is looking at hosting a town hall/community meeting to get a wide range of public input from Midtown Stakeholders as it continues to develop ideas for projects for 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:

Bagby Street Reconstruction –The Bagby Project received the Texas Council on Engineering's Gold Award.

Baldwin Park Project – The Americans with Disabilities Act (ADA) issues have been resolved and the project is now complete.

Glover Park Project – Currently waiting on pedestrian lighting. Substantial completion walk through is scheduled for December 18, 2013.

Midtown Park – Project is behind schedule due to some delays but substantial completion is anticipated by the end of December 2013.

Caroline Street Project – AT&T provided MRA with information that conflicts with previously provided utility plans resulting in a delay. The project is scheduled to begin in the second quarter of 2014 and should take approximately 15 months to complete.

SuperBlock Park – The land exchange has been finalized. There will be public meetings in the first quarter of 2014. An online survey has also been developed and distributed via eNews and social media outlets. The Staff is pleased that a fair number of residents have responded already. Construction of the underground garage is expected to start in September 2014 with the entire project being completed by February 2016.

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

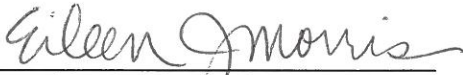
Several Board members commented that the online survey relating to the development of the SuperBlock Park was very well done and congratulated the Staff on its outreach to the Midtown Community.

NEXT MEETING DATE

Chair Franks announced that the next Board meeting will be held on Wednesday, January 8, 2014, at 11:00 a.m. in the Midtown Offices.

ADJOURN

There being no other business, the meeting was adjourned.



Eileen Morris, Board Secretary

Date: 2-25-2014