

Old Town Spring Improvement District



P.O. Box 1952 * 606 Spring Cypress Rd * Spring, Texas 77373 * (281) 288-8177 * otsid@sbcglobal.net

Minutes of the Regular Monthly Meeting Of Old Town Spring Improvement District Board of Directors

ESTABLISH QUORUM AND CALL MEETING TO ORDER

The Board of Directors of the Old Town Spring Improvement District (OTSID) held a regular meeting, open to the public, on the **11th day of July, 2016** at 5:00 pm at the OTSID office, 606 Spring Cypress Rd., Spring, TX 77373, inside the boundaries of the District and the roll was called of the duly appointed/elected members of the Board, to-wit:

Pam Golden	Position 1-President
Kathy Moore	Position 2-Financial Officer
Clarence Williams	Position 3-Director
Ron Krueger	Position 4-Vice President
Mike Rogers	Position 5-Director

All of the above Board members were present. Kathy Moore left the meeting prior to it being called to order. Quorum was established. Also in attendance were Landon Reed from Harris County Precinct 4, Adam Tabak from Coveler and Katz, and Elisabeth Meehan, OTSID Office Administrator.

1. CALL MEETING TO ORDER.

The meeting was called to order at 5:05 pm. Pam Golden would like the record to show she's uncertain the Board can accept the supplemental agenda and would like the Board Directors to comment on it based on their knowledge of the Texas Open Meetings Act. Clarence Williams posited that previous legal counsel filed a supplemental election agenda at a prior meeting. Pam Golden stated that is not the issue. Clarence Williams stated receiving a copy may have raised an issue with Pam Golden, but the agenda was filed legally. Pam Golden asked Clarence Williams which agenda he wanted to start the meeting with.

Adam Tabak stated this issue is a gray area, and recommended starting with the longer agenda and then the one Clarence Williams filed as an addendum. Adam Tabak stated what usually occurs is the most recently filed agenda is the agenda, but if Mike Rogers and Ron Krueger didn't have any problem, they can use both agendas. Ron Krueger and Mike Rogers both stated they were ok with preceding with both agendas. Pam Golden noted that Elisabeth Meehan is taking minutes in absence any Director being designated Secretary.

2. TO RECEIVE PUBLIC COMMENT.

No public comments.

3. TO REVIEW, DISCUSS AND TAKE ACTION TO APPROVE MINUTES FROM THE MONTHLY BOARD MEETING ON JUNE 13, 2016.

A motion was made by Clarence Williams to accept the June 13, 2016 minutes, with the change in signer from Financial Officer to President. The motion was seconded by Mike Rogers. The motion carried. The motion was amended in item four.

4. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING ELECTION OF BOARD SECRETARY.

Ron Krueger suggested Mike Rogers serve as Secretary. Mike Rogers asked what the Secretary does. Pam Golden explained the Secretary would take notes during the meeting, those notes would be combined with the notes taken by the Office Administrator. Pam Golden stated the Secretary looks over the meeting minutes for accuracy and grammar.

A motion was made by Ron Krueger that Mike Rogers serve as Secretary. The motion was seconded by Clarence Williams. A motion was made by Clarence Williams to amend the motion made in item three in the meeting agenda to approve the June minutes as written, to show Mike Rogers as secretary and signatory on the minutes, in place of the President or Financial Officer's signatures. The motion was seconded by Ron Krueger. The motions carried.

5. TO REVIEW, DISCUSS AND TAKE ACTION TO RECEIVE AND APPROVE THE DISTRICT'S FINANCIAL REPORT, INCLUDING BOOKKEEPER'S REPORT.

A motion was made by Ron Krueger to table approval of the July Bookkeeper's report to the next meeting, pending the vote for a new financial officer. The motion was seconded by Clarence Williams. The motion carried. (SEE ATTACHMENT #1)

6. TO REVIEW, DISCUSS AND TAKE ACTION TO APPROVE INVOICES FOR JUNE 2016.

Mike Rogers asked if it is normal for the expenses to exceed the income as had occurred in June. Elisabeth Meehan clarified that June's income was lower than it had been in several years and that several items were marked as extraordinary expenses in the Excel sheet. Clarence Williams stated there were several one-time expenses, such as the water reimbursement voted on by the Board in June, the tractor repair and the approved restroom expenses. Clarence Williams asked about the tractor repair and whether the tractor purchased in 2004 was too old to justify major repairs in 2015 and 2016. Pam Golden stated it's never come to the Board, because it's always been seen as an emergency item for Preservation Park. Clarence Williams stated it should be on the next agenda, adding that the tractor was purchased for \$13,250 in 2004.

A motion was made by Ron Krueger to approve the invoices for June 2016. The motion was seconded by Mike Rogers. The motion carried. (SEE ATTACHMENT #2)

7. TO REVIEW, DISCUSS AND TAKE ACTION TO RECEIVE AND APPROVE INVESTMENT OFFICER'S REPORT.

Elisabeth Meehan reported the TexPool account received \$67 in interest in June. Clarence Williams stated approval of the Investment Officer's report be tabled with no financial officer on the Board. No action taken. (SEE ATTACHMENT #3)

8. TO REVIEW, DISCUSS AND TAKE ACTION TO RECEIVE AND APPROVE QUARTERLY VISITORS BUREAU REPORT.

A motion was made by Mike Rogers to accept the visitor's bureau report. The motion was seconded by Ron Krueger. The motion carried. (SEE ATTACHMENT #4)

9. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING NOVEMBER 2016 ELECTION OF BOARD OF DIRECTORS.

Adam Tabak reported that he has met with the County and spoken to their Election office. The only pending deadline is July 25 for confirming boundaries, which has been already emailed to the District's administrator. Adam Tabak stated this item will recur on every agenda going towards the November election. No action taken.

10. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING BUILDINGS, FIXTURES AND STRUCTURES IN PRESERVATION PARK USED OR OWNED BY THE DISTRICT.

Clarence Williams stated in previous meetings there had been uncertainty over who owns the buildings in Preservation Park. He noted that there are agreements from 2005, 2008, and 2011 stating that ownership was transferred to the District. Clarence Williams stated he believes the Board needs to decide one way or another. Mike Rogers stated the District should accept that they own them based on the District having care, custody and control and that it's a matter of determining what to insure. Clarence Williams stated the League maintains and owns their trailer and the two metal buildings the League built in 2016.

Pam Golden asked if this included the entryway to the park which was vandalized in December 2015 and partially removed. Clarence Williams stated it is believed Seth Sanders originally built the entryway. Mike Rogers asked if the League wants to rebuild the entryway and have the Board contribute to it or have the Board rebuild it without the League. Mike Rogers asked if this would require the League to say it doesn't have the money to rebuild the entryway. Clarence Williams suggested putting the entryway discussion on the next agenda.

A motion was made by Mike Rogers to state the District owns all the wooden buildings in Preservation Park. The motion was seconded by Clarence Williams. The motion carried.

11. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING THE RECOMMENDATION TO ENTER INTO A FORMAL AGREEMENT WITH THE OLD TOWN SPRING HISTORICAL SOCIETY FOR THE (1) OPERATION AND MAINTENANCE OF THE RESTROOMS LOCATED ON THE MUSEUM PARKING LOT, AND (2) MAINTAINING AND PROVIDING ELECTRICITY FOR THE SECURITY LIGHTS ON THE MUSEUM PARKING LOT.

Clarence Williams stated prior to the 4th of July weekend the District received several requests to open the restrooms and all the requests were denied. He reported he was asked what gives the District the right to do that. Clarence Williams stated he informed them that the restroom in Preservation Park was built by the District, the one on Preston is maintained by the District, but he didn't know what gives the District the right to open, close and maintain the Museum restroom. Clarence Williams stated the District needs to clarify on paper its rights to open and close that restroom. Landon Reed from the County brought some paperwork from the County, regarding the Museum's concessionaire agreement and presented each Board Director with a copy.

Pam Golden asked to backtrack this discussion regarding the 4th of July. She stated the Board voted in 2013 to recognize the 4th of July as an employee holiday, along with Thanksgiving, Christmas, New Year's Day, Easter, Labor Day and Memorial Day. Pam Golden added the decision was made because the 4th falls on a Monday, when only 5 percent of the stores are open and based on the previous Board's designating that a holiday. Mike Rogers asked if the District had keys to the restroom. It was stated the District has keys. Mike Rogers stated the Board should have something in writing. Clarence Williams stated the Board needs to cover themselves because they're at risk. Clarence Williams stated he would make a motion to formulate and present a letter to the Spring Historical Museum regarding control of the Museum restroom. Pam Golden stated she's been advocating for collaborative agreements between the District and its partners, including the Museum, since she got on the Board. Adam Tabak asked if it would say something to the effect that the District agree to operate and maintain the restroom in the parking lot.

A motion was made by Clarence Williams to enter into an operating agreement with the Spring Historical Museum regarding the District's rights and responsibilities, including the parking lot restroom and the grounds. The motion was seconded by Mike Rogers. The motion carried. Adam Tabak stated he would write a draft of an agreement to present to the Board.

Clarence Williams stated there is no agreement regarding the Museum's security lights and the electrical account.

A motion was made by Clarence Williams to transfer the Museum's electrical accounts to the District. Elisabeth Meehan clarified the electric bills for the Museum restroom and streetlights are already in the District's name and the District writes no reimbursements to the Museum for anything. Clarence Williams withdrew his motion because the District already accomplished what he wanted to do.

12. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING THE RECOMMENDATION TO ENTER INTO A FORMAL AGREEMENT WITH THE KLIEBER FAMILY FOR THE PLACEMENT OF THE PRESTON STREET RESTROOMS ON, AND/OR IN FRONT OF, THEIR PROPERTY.

Clarence Williams stated he requested this item based on Elisabeth Meehan's discussion with Larue Wood that everything between her family and the District was done on a handshake agreement. Mike Rogers asked if this restroom was the one with the meter problem. Pam Golden verified this. Adam Tabak asked who has the authority to sign the lease for the land and asked if the landowner wanted money for the right to have the restroom there. Clarence Williams stated he didn't think they wanted money. Clarence Williams added the landowner received the benefit of the restroom for their tenants to use. Adam Tabak suggested the District might want to establish a ground lease agreement. Clarence Williams suggested this lease have the option to terminate at any time.

A motion was made by Clarence Williams to enter into a ground lease agreement with the Klieber family regarding the Preston St restroom. The motion was seconded by Mike Rogers. The motion carried. Adam Tabak stated he would write a draft of an agreement to present to the Board.

13. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING CURB-CUTS AND ADA COMPLIANT STREET RAMPS IN OLD TOWN SPRING.

Clarence Williams stated he brought this issue to the Board. He stated many years ago when Commissioner Eversole was in office, the County installed concrete ramps in Old Town Spring. Clarence Williams stated he noticed those ramps were now a trip hazard and impeded the flow of water. Clarence Williams stated he thought it might be a good project for the Board replace to the County ramps with more permanent ramps. Clarence Williams presented the Board pictures of the ramps, with the first page being ramps to his property. Clarence Williams suggested asking each property owner if they're interested and the District would reimburse them for the installation.

Mike Rogers asked if they would need permits and what the costs have been for Clarence Williams's property's ramps. Clarence Williams stated it cost him \$800 to cut the curb and set the ramp next to the Venue on Main St. Mike Rogers suggested it could be done over the next two years. Clarence Williams posited if the District is involved in each one it could be set up before the holidays. Clarence Williams stated some landowners may want to do it and some others may not want to do it. Pam Golden stated there was a County grant to address sidewalks/curbs that the Old Town Spring landowners previously rejected. Clarence Williams stated the District would be doing the opposite of what the County did and going to each individual land owner to seek out interest. Clarence Williams added curb cuts and ramps are really needed around Preston and Midway.

Landon Reed from the County Commissioners Office emphasized that Permits always need to be sought out or the County could take out the ramp if permits are not received. Clarence Williams stated the property owners would take the lead on getting permits and contractor. Pam Golden reminded the Board of the new state rule contractors need to file. Clarence Williams stated the contractors would work for the landowners. Mike Rogers asked how many of the proposed ramps would be one Clarence Williams's properties. Clarence Williams stated these included none of his properties. Clarence Williams added the museum's ramps are accidents waiting to happen. Mike Rogers asked who would take care of the Museum's curb cuts and ramps. Pam Golden answered that is County property and they recently repaired the curb and entrance ramps.

Pam Golden suggested establishing a subcommittee to go forward and research this item more. Mike Rogers asked if there was money to do this. Clarence Williams proposed allocating \$25,000 for reimbursement and that would depend on ramps installed. Pam Golden stated that number is a large allocation and it needs to be established first how the project will be accomplished and who wants to participate. Mike Rogers stated it would be a great beautification project. He asked what line item it would come from. Clarence Williams stated that's the amount budgeted for infrastructure and the budget can be adjusted if exceeded.

A motion was made by Clarence Williams that the sum of \$25,000 be allocated for the construction and installation of and installation of replacement street ramps throughout Old Town Spring; and that upon inspection and approval of costs by either Mike Rogers and Clarence Williams, such funds be paid out for each such installation to the installer and/or as reimbursement to the landowner. The motion was seconded by Mike Rogers. The motion carried. (SEE ATTACHMENT #5)

14. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING FLOODING ISSUES AND POSSIBLE INSPECTION FOR MOLD/MILDEW IN THE MUSEUM RESTROOM FACILITY. Clarence Williams stated he requested this item because during the flooding he contacted Commissioner's Assistant Ella Edminston and a Community Representative, Melissa St. John, as he felt this was a public health issue. Clarence Williams recommended the District write the County and request an evaluation of the Museum restroom and suggested Pam Golden could write that letter. Landon Reed volunteered to give the Board a direct County contact for this purpose. No motion made.

15. TO REVIEW, DISCUSS AND TAKE ACTION REGARDING THE DISTRICT'S CURRENT INSURANCE POLICY AND PROPOSED CHANGES TO THE POLICY. Adam Tabak stated the Board should consider hiring a new insurance broker for their property insurance. Clarence Williams stated Elisabeth Meehan could do comparison shopping with prices. Adam Tabak recommended looking at VFIS who covers many public entities.

A motion was made by Mike Rogers that the District does comparison shopping on property insurance brokers. The motion was seconded by Clarence Williams. The motion carried.

16. EXECUTIVE SESSION, PURSUANT TO CHAPTER 551 OF THE TEXAS GOVERNMENT CODE, TO DISCUSS LEGAL MATTERS DETERMINED BY DISTRICT COUNSEL WHICH PURSUANT TO THE TEXAS DISCIPLINARY RULES OF PROFESSIONAL CONDUCT OF THE STATE BAR OF TEXAS REQUIRES PRIVATE CONSULTATION WITH THE DISTRICT.
Executive Session not held.

17. TO DISCUSS ANY ITEMS TO BE PLACED ON THE AGENDA FOR THE NEXT MEETING TO TAKE PLACE ON AUGUST 8, 2016.
- Repair/replacement of the entrance of Preservation Park
 - Board of Directors Election 2016
 - Restriping the Preservation Park parking lot
 - Discussion of property insurance broker
 - Auditor's report of the 2015-2016 audit
 - Update on the curb cuts and ADA ramps project
 - Restroom agreement with LaRue Wood
 - Restroom agreement with Museum
 - Discussion of District's tractor

SUPPLEMENTAL AGENDA ITEM: TO REVIEW, DISCUSS AND TAKE ACTION REGARDING THE ELECTION OF BOARD FINANCIAL OFFICER. Pam Golden stated for clarification that her concern was over the filing and whether it was considered within the time limits or met qualifications for supplemental items. She reported directing her concerns to the legal counsel and he stated we could proceed. Clarence Williams stated Kathy Moore resigned and we need a second signer for the checks. He stated he knows it offended some, but in his mind it is urgent. Pam Golden stated Clarence Williams's agenda item

was to review/discuss election of Financial Officer. Pam Golden stated she wanted to read the email that Kathy Moore sent to her, Clarence Williams, and Elisabeth Meehan on 7/9/2016:

Dear Members of the OTSID Board,

Due to personal circumstances, I will not be able to continue as an interim Board Member for the District beyond today's date. As you are aware, my appointed term expired last January, and I have been serving pending the appointment of a new director. I will help with the transition of the Bank and investment Accounts to a new Financial Officer, but will be unavailable for anything else. I have enjoyed my years of service and wish you all the best in the future. I have already advised the Commissioner's office as of last week.

Kathy C. Moore

Adam Tabak wanted to confirm that Kathy Moore's resignation was sent to the Commissioner's office in writing. Adam Tabak stated the Financial Officer would only have to sign the checks. Elisabeth Meehan added that the Officer has to have eight hours of training every two years. Clarence Williams stated he's the only one who is just a Director and that he's used QuickBooks for over twenty years. Pam Golden stated Mr. Williams serves as the treasurer of the Spring Preservation League, and since the District pays for some of the League's bills, it would be a conflict of interest to serve as both treasurers. Mike Rogers stated he didn't think there would be a problem, because the Board has to vote on checks being signed. Pam Golden suggested having an election for all officers when a full Board is reached. Adam Tabak suggested that any check which goes to the League, Clarence Williams would not sign them. He suggested adding a third signer to the bank account. A motion was made by Mike Rogers that Clarence Williams becomes Financial Officer with the stipulation that he signs no checks for the Spring Preservation League, and will abstain from any votes regarding the Spring Preservation League. The motion was seconded by Ron Krueger. The motion carried, with Clarence Williams abstaining from voting

A motion was made by Clarence Williams that the Vice President, Ron Krueger, Secretary, Mike Rogers, and Financial Officer, Clarence Williams all be added as signatories on the Wells Fargo bank account. The motion was seconded by Mike Rogers. The motion carried.

18. ADJOURNMENT.

A motion was made by Clarence Williams to adjourn. The motion was seconded by Mike Rogers. The meeting adjourned at 7:04 pm.

(SEAL)

Mike Rogers, Secretary

Prepared by Elisabeth Meehan
OTSID Office Administrator

ATTACHMENTS:

1. Bookkeeper's Report
2. Check Detail
3. Investment Officer's Report.
4. Quarterly Visitor's Bureau Report
5. Curb photos.