

Old Town Spring Improvement District



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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 8th day of February, 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
Yvonne Denbina	Position 5-Secretary

All of the above Board members were present. Quorum was established. Also in attendance were Kent Clingerman from Harris County Precinct 4, Robin Bobbitt and Brooke Dold from the law firm Radcliffe Bobbitt Adams Polley PLLC, LuAnne Schultz from the Spring Historical Society, Ellen Saxe, Rita Hurst, and Elisabeth Meehan, OTSID Office Administrator.

1. DETERMINATION OF QUORUM: CALL TO ORDER;

The meeting was called to order at 5:03 pm.

2. REVIEW AND APPROVAL OF MINUTES FROM MONTHLY BOARD MEETING ON JANUARY 11, 2016;

Pam Golden stated the Board has received corrections on the minutes from Clarence Williams and Robin Bobbitt and some of the corrections are significant. Pam Golden asked the Board if the Board would prefer to have the corrections made and postpone approval to the next meeting. Robin Bobbitt noted her revision were from a legal standpoint. A motion was made by Kathy Moore to correct and approve the minutes at the next meeting. The motion was seconded by Yvonne Denbina. The motion carried.

3. PUBLIC COMMENTS;

Pam Golden opened the floor for public comments. LuAnne Schultz made a comment to say due to all the demands that the railroad has put on the Spring Historical Society for insurance coverage during the crawfish festival, the SHS must have a new insurance policy requiring a new security system. As soon as the new security system is in place, LuAnne Schultz will notify the District. Pam Golden stated to her knowledge the District does not hold any keys to the museum. LuAnne Schultz stated the comment does not pertain specifically to the District, but said she made it because there are people in attendance who hold meetings at the museum.

4. CONSIDER ENGAGEMENT OF MCCALL GIBSON SWEDLUND BARFOOT FOR PREPARATION OF AUDIT REPORT FOR THE FISCAL YEAR ENDING MARCH 31, 2016, AND TAKE ACTION ON SAME;

Pam Golden stated at the time the agenda was posted, the Firm of McCall Gibson Swedlund Barfoot was in contact with the District to send an engagement letter. The District received notice on the Friday that the Firm would not be doing the audit for 2015-2016. Clarence Williams asked if anyone had spoken to the Firm prior to their notice. Pam Golden stated the Board received an email from Noel Barfoot referring the Board to Brooks and Cardiel in The Woodlands. Robin Bobbitt confirmed they do special purpose district audits and they are a small firm. Elisabeth Meehan made contact with Brooks and Cardiel for a possible engagement and pricing information. Brooks and Cardiel requested a copy of the 2014-2015 audit report in order to give the Board a proposed fee. Kathy Moore stated she would like to see references for the Firm. A motion was made by Ron Krueger to forward a copy of 2014-2015 audit in order to obtain a fee proposal and the Firm's references. The motion was seconded by Kathy Moore. The motion carried.

5. DISCUSS PROPOSED CONTRACT WITH WDA CONSULTING FOR CONSTRUCTION OF RESTROOMS/CONCESSION STAND IN PRESERVATION PARK, INCLUDING SCHEDULE FOR MOVING FORWARD, AND TAKE ANY OTHER NECESSARY ACTIONS ON SAME;

Clarence Williams presented a letter received from WDA Consulting to the Board on February 8, 2016 asking that the Board waive the performance bond. The letter reads as follows:

OTSID Board: In the original specifications and drawing for the restroom and concession stand, there was no requirement to obtain a performance bond. In checking, the current cost of a performance bond is 3% of the contract amount or \$2,208.69. Due to the narrow margins in our bid, and no built-in contingency cost, WDA cannot absorb the cost of a performance bond. WDA requests that OTSID waive the requirement of a performance bond. Also, please be aware that if a contract is not finalized by Friday, February 12, 2016, WDA will not be able to complete the project before April 15, 2016 as requested, and due to other upcoming projects, may not be able to do your project until late summer. (SEE ATTACHMENT #1)

Kathy Moore asked if there was a legal requirement to have a performance bond. Robin Bobbitt stated that there is one and her Firm has never had a client ask to have it waived. Clarence Williams asked if it is an absolute requirement to have. Robin Bobbitt reaffirmed that she's never seen a performance bond waived, but while she doesn't see an issue with waiving it, the Board will have to realize no performance bond is in place.

Pam Golden asked if anyone on the Board would like to discuss the contract with WDA Consulting. Kathy Moore stated the contract specifically names her as the District's representative to oversee the project and asked if that can be changed in the event she is not on the Board. Pam Golden asked if Clarence Williams can be the District's representative. Clarence Williams stated he put Kathy Moore's name as he thought that a third party looking at it would benefit the district, but he has no problem with his name being added as the representative. Clarence Williams stated he believes Kathy Moore could still be the representative, even if she is not on the Board. Kathy Moore stated she would not be comfortable with that. Robin Bobbitt advised the Board that there isn't a problem with making changes, but changes should be made

before the signing of the contract if possible. Pam Golden asked Ron Krueger if he would serve as the representative. Ron Krueger agreed. Pam Golden noted that the change should be made in the contract.

Pam Golden asked the Board Directors for comments regarding the contracted from WDA Consulting. No comments were made. Pam Golden stated she had some notations to make and asked the Board to look at page 1, regarding the location of the restroom/concession stand, "Preservation Park, Old Town Spring, at a specific location as marked by District." Pam Golden asked if that location has been determined. Clarence Williams stated Pam Golden had raised the question at the last meeting and that he thought it was a discussion for a future meeting. Clarence Williams stated he didn't know if there was a consensus for a location. Kathy Moore asked Pam Golden if there was a location she had in mind. Pam Golden said she didn't and said she was concerned about Clarence William's stating at the previous meeting that it could take over the current location and the memorial garden; that it would not be wide enough for a 30x30 structure. Pam Golden expressed concern that the proposed site would not be a large enough location. Pam Golden stated if the District is going to vote to spend almost \$75,000, the Board should be confident as to the exact location of the restroom/concession stand. Clarence Williams asked if the former location of Drink Booth One would be a good location. Yvonne Denbina and Kathy Moore agreed that location would be the best location. Ron Krueger asked for the exact location of Drink Booth One. Pam Golden informed Ron Krueger of the exact location near the horseshoe in Preservation Park. Clarence Williams noted the location is where the previously damaged Drink Booth One was and that the site has been cleared and covered with crushed concrete.

Pam Golden asked that instances in the contract that say bathroom be changed to restroom. She asked for clarification on item 4a on page one, "Allowances. This Contract Price includes all allowances for items to be selected later by District," in regards to what allowances that would include. Clarence Williams stated that WDA Consulting has not been informed on specifics, such as the colors for the paint on the exterior and trim. Pam Golden asked regarding item 5a on page one, "Complete Plans and Specifications have been approved and initialed by both District and Contractor," if the attached plans for the work is the design currently attached to the contract. Clarence Williams confirmed that the attached plans are the specified design. Pam Golden asked if WDA Consulting will obtain the correct permits. Clarence Williams stated WDA Consulting has contacted the permit department, but will not make the application until the contract is signed. Clarence Williams stated the Fire Marshal has looked at the plans. Pam Golden asked if WDA Consulting would take care of ADA compliance and certification. Clarence Williams said that he would. Pam Golden asked for clarification on the placement of temporary chemical toilets. Clarence Williams stated WDA Consulting would put them where the District specifies.

Pam Golden referenced item 14a on page three, regarding hazardous materials, "The Job Site is a burn site for an old building. Except as provided elsewhere in the Contract Documents, District is responsible for all Hazardous Materials discovered on the Job Site," and asked if the site is up to code. Clarence Williams stated the current location, the former site of Drink Booth One, has crushed concrete over the damaged area. Pam Golden referenced item 17c on page four, "District will pay all fees and application charges imposed by government authority," and asked what said fees might entail and an estimate thereof. Clarence Williams stated that at this time it is not known what requirements the Fire Marshall might have, but he does not believe there would be a significant cost or additional permits. Clarence Williams stated the District would have to

provide the lines for electricity and water; five feet of electric and the 30 foot sewer line are not covered in the bid. Clarence Williams added that the sewage connection could be done by the District maintenance crew or a plumber. Pam Golden asked if WDA Consulting provides trash disposal. Clarence Williams stated WDA Consulting would clean the site on a daily basis.

Pam Golden asked if WDA Consulting would provide an insurance policy for any subcontractor(s). Clarence Williams confirmed that he would and added that except for Preservation Park, WDA Consulting would never be on private property. Pam Golden expressed concern regarding liability insurance since the District has no insurance on Preservation Park. Clarence Williams stated at the present time the Spring Preservation League has a two million dollar insurance policy on Preservation Park and that WDA Consulting would obtain extra insurance if needed. He doesn't think the District needs to be named as a co-insurer, at this time, the only names on the insurance are Spring Preservation League and Don Bayer. Pam Golden asked if the District has received permission from Don Bayer to build on the field. Clarence Williams stated Don Bayer has been informed that a restroom or concession stand might be built, and would be informed of the plans if the District decides to move forward. Robin Bobbitt stated Don Bayer needs to send the District a written letter specifying permission to build in the field.

Pam Golden asked if the Board would like to discuss the design of the proposed restroom/concession stand. No comments were made. She stated that in previous discussions it was stated the structure would be hardy plank, but it is now galvanized metal. Pam Golden added that the details for plumbing are pretty slim, and it would be advantageous to clarify that the sewage pipeline would use a four inch pipe. Clarence Williams stated it wouldn't be a problem and added that he has discussed plumbing and pipe needs with WDA Consulting. Pam Golden stated that she had questions regarding the design. She stated that it would make more sense to move one of the men's toilets to the women's restroom side and adding a larger urinal on the men's side. Clarence Williams stated it would normally require a change order, as well as the additional cost of fixtures. Pam Golden stated the toilet wouldn't be additional, it would be moved from the men's to the women's restroom, and the only addition would be the larger urinal. Pam Golden pointed out there's no cabinets for the sink or a table and it would be more appealing with a shelf feature. Clarence Williams stated that space was left available for changing tables. Yvonne Denbina asked if the District can ask WDA Consulting about moving one toilet stall to the women's restroom, adding a longer urinal, adding a shelf or counters. Robin Bobbitt advised that there may be adjustments in price with changes made.

Pam Golden asked the Board again if any Director had questions or comments. No Director had comments. Robin Bobbitt asked if WDA Consulting is aware the District is tax exempt. She added that she was not under the impression from the contract that WDA Consulting knows this information. Clarence Williams stated that WDA Consulting has the understanding that the sales tax exemption is forthcoming. Robin Bobbitt stated it made more sense to have two project representatives. Kathy Moore stated it is her recommendation that Ron Krueger and Clarence Williams both be named as the District's representatives for the project. Yvonne Denbina asked if the District can take action on the contract. Pam Golden stated the District did receive a letter asking for a response on the payment performance bond. She added that if there's no performance bond, item 50 on page 14 would need to be deleted.

A motion was made by Kathy Moore that the Board accept this contract and enter into the agreement with WDA Consulting, with the understanding that the Board wants to make the above discussed changes: changing/adding representatives, verbiage changes, waiving the performance bond; as well as seeking out a written letter from Don Bayer for permission to build on the Preservation Park property. The motion was seconded by Yvonne Denbina. The motion carried.

Robin Bobbitt recommended the Board make a separate motion regarding changes to the proposed design of the restroom/concession stand. A motion was made by Kathy Moore to obtain a proposal from WDA Consulting regarding changing the floor plan, 1) moving one toilet from the men's to the women's side, 2) adding a longer urinal in the men's side and 3) adding a countertop or shelf space. The motion was seconded by Yvonne Denbina. The motion carried. (SEE ATTACHMENT #2)

6. DEFINE/CLARIFY CAPITAL EXPENDITURES FOR CONSTRUCTION OF RESTROOMS/CONCESSION STAND IN PRESERVATION PARK, AND TAKE ANY NECESSARY ACTIONS ON SAME;

Pam Golden pointed out the Board has not designated a line item from which payment for the restroom/concession standing building will be reflected and it must do so now. Clarence Williams stated that he believes his original idea for the 20% fund of the monthly income for Preservation Park was to use it for improvements in the Park, and that the restroom/concession stand payments can use said funds. He stated it would be used entirely, but that the payment should come from that fund. Kathy Moore stated that the Board can show how the 20% fund can be applied to the project. Robin Bobbitt suggested designating it as a "non-recurring capital expenditure" as the line item. Kathy Moore asked if the infrastructure budget can be moved or used for the project.

Robin Bobbitt asked if whether the Board would use the entire balance of the 20% set aside of it wanted to do that or use part for another project. Pam Golden stated the project is 100% infrastructure expenditure and that payment should reflect that and to remember that the 20% is not a line item in QuickBooks. Kathy Moore stated that the 20% is a set aside in Excel, not a fund of extra money. Pam Golden stated for the purposes of this project it makes sense to use its balance entirely and start from zero until the next revenue amount is received. Robin Bobbitt stated that the balance in the 20% fund is only about \$23,000, which would not be enough. Clarence Williams stated the 20% would reimburse the infrastructure fund. Robin Bobbitt stated the Board should have a conversation with its auditor about this. A motion was made by Kathy Moore that the monies for the restroom/concession stand should come from the infrastructure line item in the budget, and per future conversation with an auditor, the Board can note how the 20% should be reflected in the budget. The motion was seconded by Yvonne Denbina. The motion carried.

7. CONSIDER COLLABORATION WITH THE SPRING PRESERVATION LEAGUE AND THE MARTIN FAMILY IN CONSTRUCTING A FLAG POLE AT THE POINT BY THE RED SCHOOL HOUSE, AND TAKE ANY NECESSARY ACTIONS ON SAME;

Clarence Williams stated that the construction of a flag pole with a security light at the Point in front of the Red School House was a project proposed some time ago between Ellen and Alan

Saxe and the Martin family, but that it had died until the ATM was pulled out last December. Clarence Williams asked the Martin family if they wanted to work on the project as a co-op. He stated the light would be \$800, the pole cost is \$1,300, and with an installation cost on the base would be \$600. The flag and other supplies would be about \$200. Clarence Williams added that he was not bringing this to the District to ask for funds, but asked if the District would like to make a donation to cover some of the costs. The Martin family has given its permission to install and asked him who would take care of the flag. Clarence Williams stated it can either be handled by the District maintenance staff or Spring Preservation League volunteers.

Clarence Williams added that the project will be completed in any case, whether or not the District decides to make a donation towards the cost. Yvonne Denbina asked who the other possible parties would be. Clarence Williams stated that it was himself, the SPL and the Martin family. Pam Golden asked how this would affect the Christmas tree during Home for the Holidays. Clarence Williams stated with the installation of a pole and base, the tree could be moved closer to the point, and it would get electricity from the pole. Kathy Moore asked for the expense if the District made a donation to pay for the security lights. Clarence Williams said it would be \$800 for LED lights.

Pam Golden asked who would cover the expenses for monthly cost for electricity. Clarence Williams stated part is paid by the Martin family and that the line could be run to the electric outlet in Preservation Park which the District covers. He added this would benefit security concerns. Kathy Moore stated that the District plays a role in town safety and asked if the District could take responsibility for the lights and the flag. Yvonne Denbina said it would be about \$1,000. Clarence Williams stated the District would not need to pay until the project is done. Kathy Moore stated the item could come from the Flags and Flag Poles budget. Pam Golden stated it was her understanding that line item was already designated for the seasonal flags for the lamp posts, but that a line item can be determined later. A motion was made by Kathy Moore that the District contribute \$1,000 to the project and determine the line item at the next meeting. The motion was seconded by Yvonne Denbina. The motion carried.

8. CONSIDER PROPOSAL FOR REPAIR/REPLACEMENT OF DAMAGED ENTRYWAY TO PRESERVATION PARK, AND TAKE ANY NECESSARY ACTIONS ON SAME;

Clarence Williams stated the District has no legal obligation to replace or repair the damaged entryway, but he presented designs for a new entryway in the event that the District wants to collaborate with the Spring Preservation League in the project. Kathy Moore asked what the expense would be for taking down the entryway completely Clarence Williams stated it would cost little to nothing. Pam Golden asked if the presented drawing is for a completed project. Clarence Williams stated it is an entryway built from scratch. Pam Golden stated the project is a \$12,000 bid. Clarence Williams stated that he had originally received a bid for \$38,000 that he didn't bring to the Board. There is another bid for steel posts with a steel sign that would read Preservation Park for \$10,000. Clarence Williams reiterated the District has no legal obligation to do anything. Kathy Moore proposed that the Board table this item for the next year's budget committee.

Ron Krueger asked if the Spring Preservation League has the funds to pay for a new entryway. Clarence Williams said the only monies it would have available are the monies that he raised. He

stated the League does have a meeting this week and the topic will be raised. He stated he's received several comments from people wanting it to be rebuilt. Pam Golden stated if the Board had it demolished and built from scratch, it would need two different motions, one to remove the remains and one to consider payment for a potential replacement. A motion was made by Kathy Moore to table the proposed item for the 2016-2017 budget committee to discuss. The motion was seconded by Yvonne Denbina. The motion carried. A motion was made by Clarence Williams that the District maintenance crew remove the rest of the damaged entryway in their spare time. Yvonne Denbina added that it would not have to be a budget item. The motion was seconded by Kathy Moore. The motion carried.

9. CONSIDER PROPOSED PRESERVATION PARK LEASE AGREEMENT WITH BAYER INVESTMENTS, LLC, AND TAKE ANY NECESSARY ACTIONS ON SAME;

Clarence Williams stated he believes this item may fall within the exception for the calling of a closed session and that it would handicap the Board's ability to negotiate with Don Bayer if the lease terms are prematurely exposed. Robin Bobbitt stated she had no problem with that, but that it had not been posted as such. Clarence Williams suggested the item could be tabled to the next month. Robin Bobbitt clarified that there is a call for an Executive Session for another item, and that she doesn't see an issue with the Board discussing this item in the Executive Session. Clarence Williams stated the topic wouldn't be in the currently posted Executive Session. Robin Bobbitt restated that it would have been posted as an Executive Session if she had known, but with the posted footnote on the meeting agenda regarding Executive Sessions, there's no problem with adding it to the Executive Session. A motion was made to move item nine into Executive Session following item 19. The motion was seconded by Yvonne Denbina. The motion carried.

10. CONSIDER/DISCUSS INSTALLATION OF STREET LIGHTS ALONG BORDER STREET AND PRESTON STREET, AND TAKE ANY NECESSARY ACTIONS ON SAME;

Ron Krueger stated he had proposed this as an agenda item to start a discussion about it. He added that there are a few lights on the corner of Preston and Border and that several light poles installed in the past have been removed; adding lamp posts in at least three places would lend more light and be a benefit to public safety. Ron Krueger stated he has spoken with Centerpoint about service consultations, but has not received any notice back. Kathy Moore stated that taking in consideration her conversation with Traffic, the item might need to be postponed. Clarence Williams stated Harris County is planning on widening that street and streetlights would enhance it. He added that there are plans to work on that corner. Pam Golden asked if there was an estimated timeline. Clarence Williams stated there is not one. Ron Krueger proposed putting the topic as a possible item in next year's budget. A motion was made by Ron Krueger to table the item. The motion was seconded by Kathy Moore. The motion carried.

11. REVIEW DIRECTOR SUGGESTIONS FOR PROPOSED BUDGET FOR THE FISCAL YEAR ENDING MARCH 31, 2017 FOR CONSIDERATION BY BUDGET COMMITTEE;

Pam Golden asked if the budget committee had met. Kathy Moore stated they had not and asked if the Board has any suggestions for possible needs, in addition to the lights at Preston and Border and building an entryway at Preservation Park. Clarence Williams added the issue of security in Preservation Park, with the suggestion of consideration for a fence around the asphalt parking lot. No motion made.

12. CONSIDER BOOKKEEPERS REPORT;

Kathy Moore reported the District is still seeing a decrease in revenue for this year compared to last year. She added that the budget for 2015-2016 set revenue as an average of \$25,000 and the average payments for 2015-2016 are exceeding that average. Kathy Moore reported that after payment of the lease, 20% of January's income is \$2,600 per the 20% fund resolution. Kathy Moore pointed out that \$50,000 was moved into TexPool as voted on in January. A motion was made by Yvonne Denbina to accept the Bookkeeper's Report as presented. The motion was seconded by Ron Krueger. The motion carried. (SEE ATTACHMENT #3)

a. APPROVAL OF PAYMENT OF INVOICES - JANUARY 2016;

A motion was made by Kathy Moore to accept the paid invoices as presented. The motion was seconded by Yvonne Denbina. The motion carried. (SEE ATTACHMENT #4)

Pam Golden stated the Board received two additional invoices prior to the meeting, from Radcliffe Bobbitt Adams Polley PLLC and from Sabrina Camacho. Yvonne Denbina stated the invoice from Sabrina Camacho is for the artwork done for the banners. Pam Golden noted that the Board had not voted to enter in any kind of agreement with Sabrina Camacho. A motion was made by Kathy Moore to accept the two invoices as presented for payment to be paid, with the Sabrina Camacho invoice to come out of flags and flag poles line item. The motion was seconded by Yvonne Denbina. The motion carried.

13. INVESTMENT OFFICER'S REPORT;

Kathy Moore reiterated that as per January's vote, the District moved \$50,000 into TexPool, which gives it a balance of \$223,688.75. The interest paid is \$46. Kathy Moore added the District is below \$100,000 in Wells Fargo and there is no need to move money into TexPool at this time. A motion was made by Yvonne Denbina to accept the Investment Officer's report as presented. The motion was seconded by Ron Krueger. The motion carried. (SEE ATTACHMENT #5) Kent Clingerman left the meeting at 6:50 pm prior to item 14.

14. ATTORNEY'S REPORT, INCLUDING:

a. REVIEW AND DISCUSS CONCERNS OUTLINED IN ATTORNEY'S JANUARY 15, 2016 EMAIL REGARDING ACCEPTANCE OF PROPOSAL FOR CONSTRUCTION OF RESTROOMS/CONCESSION STAND IN PRESERVATION PARK;

Robin Bobbitt distributed memorandums to the Board on HB 23 and SB 1812 to the Board regarding current rules for disclosures of conflict of interest. She stated she would like to comment in regard to her email to the Board Directors on January 15. She stated she is not familiar with phone numbers of all the bidders and didn't know at the time of the January 11 meeting that Spring Creations LLC, one of the bidders, was one of Clarence Williams's companies. Robin Bobbitt stated she read Clarence Williams's CIS and CIQ forms before today's meeting. She didn't know if they were timely filed. Robin Bobbitt said she doesn't believe this makes any actions taken

voidable. She stated that technically Clarence Williams had a duty to disclose, it was not mentioned at the January meeting, nor was the obligation to file a CIS and CIQ discussed prior to a vote. Robin Bobbitt stated it extremely concerned her that it wasn't disclosed, but since the contract wasn't awarded to Spring Creations, LLC, it wasn't a further concern.

Clarence Williams asked Robin Bobbitt why she brought it to the attention of the Commissioner's Court without addressing the Board prior. Clarence Williams argued new provisions allow a director seven business days to disclose a conflict and that statute overrides the old statute to discuss prior to the vote. Clarence Williams said he submitted a CIS and CIQ form within the time limit, on Monday, January 18. Clarence Williams stated he submitted the bid before he was reinstated to the Board and at the meeting he said he waited for Spring Creations to be discussed, but the Board did not discuss or mention the bid from Spring Creations after it was first presented. Clarence Williams went on to say that no contract was rewarded to Spring Creations, therefore no violation had been made. Robin Bobbitt countered and said after his reinstatement, his disclosure should have been made before the vote. Clarence Williams again said the new provision made the old one invalid. Robin Bobbitt said she disagreed with that comment.

Yvonne Denbina stated that Robin Bobbitt contacted the Commissioners' Court and made a report. Robin Bobbitt stated she was contacted by the Commissioner's office and asked to contact them. Clarence Williams stated he has filed a PI request for the Commissioner's court for the past 90 days. Robin Bobbitt stated Clarence twisted and turned the facts and hid the fact that Spring Creations is his company. Robin Bobbitt expressed concerns about how the bids came about. She added that it did not make the WDA Consulting contract voidable.

Clarence Williams stated that he and Robin Bobbitt as attorneys have a code of conduct and he believes Robin Bobbitt had violated this and he stated Robin Bobbitt did not have the Board's back. Robin Bobbitt reiterated she was called by the Commissioner's office, not the other way around. Clarence Williams asked who had called her. Robin Bobbitt did not disclose that. Pam Golden stated that a representative from the Commissioner's Office, Kent Clingerman comes to each Board meeting and that it is part of his job to go to the District's Board meetings and give reports back to the Commissioner; which could have prompted a call to Robin Bobbitt. Ron Krueger stated he believed Clarence Williams should have advised the Board of his connection to Spring Creations at the time of the meeting.

Robin Bobbitt reiterated she believes the Board can go forward with WDA Consulting as planned. Clarence Williams asked Robin Bobbitt what the violation would be. Robin Bobbitt stated it was a class A misdemeanor, which has a \$4,000 fine. Clarence Williams added that it was also a year in jail. Robin Bobbitt said it was up to a year in jail. Clarence Williams stated that he has two attorneys and a 24 hour watch at the warrants office looking for any warrant and when or if it comes, "the shit is going to hit the fan." Clarence Williams told Robin Bobbitt he is going to

find out who Robin Bobbitt spoke to at the Court and if a warrant is issued he said to Robin Bobbitt, "I'm coming after your ass." Robin Bobbitt requested that Clarence Williams's comments be reflected in the minutes for tonight's meeting.

Clarence Williams stated Robin Bobbitt resigned at the last meeting. Robin Bobbitt stated she did and she has concerns about the Board's legal practices. Robin Bobbitt added that she recommended if Clarence Williams was acting as attorney, he should resign as a Director to become the Board's attorney. Clarence Williams stated there was a trust issue now between legal and the Board. Ron Krueger stated he believed Robin Bobbitt has been a good lawyer. Robin Bobbitt stated she appreciated that comment, but if the Board is not going to listen to legal advice, she believes she is wasting her time. Clarence Williams stated he saw Robin Bobbitt leave after she stated her resignation at the last meeting. Pam Golden stated that was incorrect; Robin Bobbitt and Pam Golden left at the same time, after the call for adjournment.

Robin Bobbitt stated she will readily say the January agenda had an error, which she tried to clarify in the meeting and that Clarence Williams was the Board director who argued that the Board couldn't go into Executive Session. Clarence Williams denied that he did. Robin Bobbitt said she was not going to argue. Robin Bobbitt requested to reflect in the minutes her comments regarding Clarence Williams, stated, "He's far more qualified than I to represent you and I'm going to submit our resignation letter."

Kathy Moore stated that for personal reasons she has no intention of staying on the Board after her term expired in January 2016, except for the lack of replacement of her position. She added this is her reason for her not commenting during this meeting. Pam Golden stated that if anyone is serving on a Board and has concerns, he or she should express them as part of their duty to serve. Robin Bobbitt said she would caution the Board in the future about getting new Board members and there is already a conflict in the fact that two Board members have leases with another Board member. Robin Bobbitt added that this is a problem inherit in the Board's original legislation; in the future the Board can get to a point where no one is left to serve, there is a small pool of people.

Clarence Williams stated that he recognized that legislation needed to be changed eighteen months ago, but the fact of the matter is Old Town Spring would always be incestuous. Clarence Williams stated Robin Bobbitt doesn't understand that history and that his agenda is to do what's best for Old Town Spring. He stated to Robin Bobbitt that he understands that was offensive to her. Robin Bobbitt told Clarence Williams not to tell her what is offensive and what's not. Clarence Williams stated in the last 12 years the District has been in existence, it has gotten nothing done and no one in town wants to do business with the District. He added that in order to get anything done with the restroom and the concession stand he had to "put my ass on the line." Clarence Williams stated he would speak to Commissioner Cagle and said he appreciated that Robin Bobbitt doesn't like how he operates, but that Old Town

Spring has to change or it will die. Kathy Moore said she doesn't appreciate the conflict between Robin Bobbitt and Clarence Williams.

Robin Bobbitt asked Clarence Williams what he would have done if the Board awarded the contract to Spring Creations. Clarence Williams stated he was prepared to kill the restroom/concession stand if Spring Creation's bid had been accepted. Robin Bobbitt stated he could have told the Board at any time in the January meeting and he was not the only person who could have gotten bids. Kathy Moore stated she asked Clarence Williams to help in getting bids. She added when the bid from Spring Creations was given, at that point, Clarence Williams had no intention of returning to the Board. Robin Bobbitt stated the bids should have been sealed. Clarence Williams stated if the Board had hired Spring Creations, he would hire WDA Consulting to do the work, which would have cost more. Robin Bobbitt stated the companies that submitted the proposal must be able to submit a contract and complete the work themselves. Ellen Saxe commented from the floor that she thinks Robin Bobbitt should stay on as the District's legal counsel. Ellen Saxe added she knows the Board more than any of the current Directors and knows the town better and that Robin Bobbitt was the best thing that ever happened for the Board's legal concerns. Kathy Moore expressed a concern that no one on the Board was contacted about the nondisclosure of a conflict prior to the threat of a misdemeanor. Pam Golden stated the discussion should stop here as it is going off agenda. Pam Golden added there are many more concerns and she would inform Kent Clingerman.

DISCUSS IMPLEMENTATION OF HB 1295 REQUIREMENTS;

Robin Bobbitt stated that as mentioned in January, legal has registered the District as a governmental entity with the Texas Ethics Commission. Clarence Williams stated WDA Consulting also has a number and a form. Robin Bobbitt stated as soon as he submits it to legal, the firm will combine the two online. Robin Bobbitt pointed out the form needs to be notarized and that legal would guide the District through the process.

c. DISCUSS COMPLIANCE WITH HB 23 AND SB 1812 REQUIREMENTS;

15. CONSIDER/DISCUSS ITEMS FOR INCLUSION ON FUTURE MEETING AGENDAS;

- Approval of January 11, 2016 minutes
- Seeking new financial auditor
- Seeking new attorney
- Proposed 2016-2017 Budget
- Present lamp post banners and artwork
- Report of the restroom/concession stand building project

16. CALENDAR UPDATE AND CONFIRM MONTHLY BOARD MEETING ON MONDAY, MARCH 14, 2016 AT 5:00 P.M.;

Kathy Moore and Yvonne Denbina both stated that neither will be able to attend the meeting on March 14, 2016. A motion was made by Kathy Moore to move the March meeting to March 7,

2016 in order to ensure a quorum. The motion was seconded by Yvonne Denbina. The motion carried.

17. CONVENE IN EXECUTIVE SESSION TO CONSULT WITH THE DISTRICT'S ATTORNEY REGARDING ATTORNEY/CLIENT PRIVILEGE MATTERS PURSUANT TO SECTION 551.071(1)(C) OF THE TEXAS OPEN MEETINGS ACT;

The Board convened into Executive Session at 7:44 pm.

18. RECONVENE IN OPEN SESSION AND AUTHORIZE ANY NECESSARY ACTIONS AS A RESULT OF DISCUSSIONS HELD IN EXECUTIVE SESSION;

The Board reconvened into open meeting at 8:31 pm.

A motion was made by Clarence Williams that item nine, in regards to the proposed Preservation Park lease be taken off the agenda until January 2017 for finalization of the lease between Don Bayer and the Spring Preservation League. The motion was seconded by Kathy Moore. The motion carried.

A motion was made by Clarence Williams to accept Robin Bobbitt's resignation as the Board's legal counsel. The motion was seconded by Yvonne Denbina. Clarence Williams, Kathy Moore and Yvonne Denbina voted aye. Ron Krueger voted nay. The motion carried.

19. SUPPLEMENTAL AGENDA; AND

This discussion was held prior to the closed session was held. Robin Bobbitt noted that under SB 1723 the District can change its election date to be held in November from May; this way the County can run the election. Robin Bobbitt reiterated that the District would save some money. Robin Bobbitt added the changes were made to the translations to make them accurate. A motion was made by Kathy Moore to accept the resolution so the Board can move its election date from May to November. The motion was seconded by Yvonne Denbina. The motion carried. (SEE ATTACHMENT #6 AND #7)

20. ADJOURN

A motion was made by Kathy Moore to adjourn the meeting. The motion was seconded by Yvonne Denbina. The motion carried. The Board meeting adjourned at 8:45 pm.

(SEAL)

Yvonne Denbina, Secretary

Kathy Moore, Financial Officer

Prepared by Elisabeth Meehan
OTSID Office Administrator

ATTACHMENTS:

- 1. WDA Consulting letter**
- 2. Contract with WDA Construction**
- 3. Bookkeeper's Report**
- 4. Check Detail**
- 5. Investment Officer's Report**
- 6. Election Resolution**
- 7. Election Resolution Vote**
- 8. Drawings of Preservation Park entrances**