

# 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 9<sup>th</sup> day of November, 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
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 from the Law Firm Radcliffe, Bobbitt, Adams, and Polley, PLLC, LuAnne Schultz from the Spring Historical Society, Clarence Williams, and Elisabeth Meehan, OTSID Office Administrator.

### **1. DETERMINATION OF QUORUM; CALL TO ORDER;**

The meeting was called to order at 5:00 pm.

### **2. REVIEW AND APPROVE MINUTES OF REGULAR MEETING OF OCTOBER 12, 2015**

Upon a motion duly made by Kathy Moore and seconded by Yvonne Denbina, the Board voted to accept the minutes for October 12, 2015 as presented. The motion carried.

### **3. PUBLIC COMMENTS;**

LuAnne Schultz commented that her earlier complaint about the road (Spring Cypress) from the previous meeting was fixed and thanked Kent Clingerman for notifying the proper contact at the County. She added that the District's contact information was given to Union Pacific Railroad and asked if the District had been contacted.

### **4. CONSIDER/DISCUSS APPOINTMENT OF NEW DIRECTOR TO FILL UNEXPIRED TERM OF POSITION THREE, AND TAKE ANY NECESSARY ACTIONS ON SAME;**

Pam Golden distributed a draft questionnaire for potential director candidates prepared by her and Elisabeth Meehan. Robin Bobbitt also presented a sample document used by another district. A motion was made by Yvonne Denbina to form a subcommittee of Pam Golden and Yvonne Denbina to finalize an application for OTSID Directors. The motion was seconded by Kathy Moore. The motion carried.

**5. CONSIDER/DISCUSS PROPOSAL LETTER TO SPRING HISTORICAL SOCIETY, AND TAKE ANY NECESSARY ACTIONS ON SAME;**

Pam Golden read a letter received from the Spring Historical Society, dated November 4, 2015 stating that the SHS has no interest in having the Visitors Bureau moved to their location at this time. A motion was made by Kathy Moore to accept the letter and consider the subject closed. The motion was seconded by Yvonne Denbina. The motion carried. (SEE ATTACHMENT #1)

**6. HEAR UPDATE REPORT OF SUBCOMMITTEE ON PROPOSED CONSTRUCTION OF JOINT CONCESSION STAND AND RESTROOM IN PRESERVATION PARK, REVIEW COST PROPOSALS FOR SAME, AND TAKE ANY NECESSARY ACTIONS ON SAME;**

Kathy Moore stated that after discussions with a previous vendor, the price of the joint concession stand and restroom doubled in cost and the subcommittee is now looking for alternatives. A motion was made by Kathy Moore to table the item until the December meeting. The motion was seconded by Yvonne Denbina. The motion carried.

**7. CONSIDER/DISCUSS PROPOSED LEASING OF BILLBOARD AT WET 'N' WILD (SPLASH TOWN), AND TAKE ANY NECESSARY ACTIONS ON SAME;**

Kathy Moore stated that the Board previously approved paying for a six month lease for the billboard at the August 10, 2015 Board meeting. At that meeting the Board approved payment of \$2,000 for six months with a discounted rate of 10 percent off if paid in full. In October, the Board was informed the billboard was no longer available and funds were re-allocated for other marketing opportunities, including lighting the town for Home for the Holidays at the October 12, 2015 meeting for \$3,800.00. Kathy Moore reported the Board learned that the owner was looking for a twelve month lease. Pam Golden asked what the cost for a twelve month lease would be. Kathy Moore stated it was \$2,000 a month, the same cost approved for a six month lease. Pam Golden expressed concern about doubling the size of the marketing budget and asked if the Board felt this was the most financially responsible course of action. Yvonne Denbina stated that the Board shouldn't be limited by the budget set up at the beginning of the fiscal year when good opportunities arise later in the year. A motion was made that the Board accept the lease of the billboard for twelve months at \$2,000 a month, from November 2015 to October 2016 out of the marketing and advertising budget. The motion was seconded by Kathy Moore. The motion carried.

**8. 2015-2016 BUDGET ADJUSTMENT**

The Board reviewed the budget and the budget vs. actual reports provided for them. Ms. Bobbitt suggested the Board add an agenda line item for the December meeting regarding changing the date of the election from May to November. She informed the Board of recent legislation that was passed allowing for this change. With this information, the budgeted line item for elections if the position goes uncontested would free up the budgeted money, as the County would hold the election, saving the District those funds. Kathy Moore asked if this would extend the terms of office for elected officials. Robin Bobbitt stated yes, terms would extend from May to October.

Robin Bobbitt advised the Board to allow the budget to reflect where deficits and excesses may exceed the Annual budget. She explained continuous adjustments to the budget get confusing. The budget is a working document and should serve as a guide for where corrections need to be

made in the forthcoming Annual budget. She added that if amendments or adjustments are made, they should be made at one meeting. Kathy Moore suggested the noted line items referenced tonight should then be made at the February meeting.

A motion was made by Kathy Moore that the Town Christmas lights for \$3,800.00 come out of marketing and advertising line item. The motion was seconded by Yvonne Denbina. The motion carried.

Pam Golden asked for the Board to discuss and clarify the Preservation Park Resolution and what the 20% of monthly revenue is meant to be designated for, if not for regular maintenance and the lease. She presented a document for the Directors to review that she requested Elisabeth Meehan to draft reflecting the revenue to date. The document also shows a deduction of the 20%, the Park Lease payment, the Park identified expenses of utilities, and the surplus 20%. After some discussion, a motion was made by Kathy Moore to review the Resolution before the December 2015 meeting, when the Board will add a clarifying amendment to specify the purpose of the 20% of monthly sales tax revenue for Preservation Park. The motion was seconded by Yvonne Denbina. The motion carried.

#### 9. CONSIDER BOOKKEEPER'S REPORT;

Kathy Moore stated that the November income for 2015 has been received, but is not included in this Bookkeeper's report. The November income is up from October. October's revenue is down from October last year, but the Board did receive letter of one time extra payment last year. 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 #2)

##### a. APPROVAL OF PAYMENT OF INVOICES FOR OCTOBER 2015;

A motion was made by Yvonne Denbina to approve the payment of invoices for October. The motion was seconded by Kathy Moore. The motion carried. (SEE ATTACHMENT #3)

##### b. DISCUSS EXPENDITURES ON LAMP POST BANNERS AND ARTWORK, AND TAKE ACTION ON SAME;

Item tabled until the January 2016 meeting to do more research on artwork, material and size of banners. The subcommittee will report back in January. No motion made.

#### 10. INVESTMENT OFFICERS REPORT;

Kathy Moore reported that the District made \$10 in interest in TexPool, compared to last October when the interest was less than one dollar. A motion was made by Kathy Moore that the Board move \$50,000 into TexPool from Wells Fargo by the end of November 2015. The motion was seconded by Yvonne Denbina. The motion carried. (SEE ATTACHMENT #4)

#### 11. ATTORNEY'S REPORT, INCLUDING:

Robin Bobbitt reiterated that due to new legislation, the Board may change the date of the election to be held in November. The item will be on the December 2015 agenda.

##### a. REVIEW AND DISCUSS USE OF LEGAL COUNSEL SERVICES AND MOTIONS MADE RELATED TO SAME AT AUGUST 26, 2015 MEETING;

Pam Golden stated Robin Bobbitt's concerns about some of the motions made in the August 26 meeting regarding the use of legal counsel. Of particular concern is the motion to only contact legal counsel in an emergency. Robin Bobbitt stated that she doesn't want the Board's hands to be tied. In regards to another motion, Robin Bobbitt stated she expected legal invoices to be reviewed by the Board. She indicated that her invoices will be very detailed. Kathy Moore stated that the motions should be reviewed. The item will be tabled for the December meeting.

**b. CONSIDER FLAT FEE PROPOSAL FOR MONTHLY LEGAL SERVICES, AND TAKE ANY NECESSARY ACTIONS ON SAME;**

Robin Bobbitt presented a modified proposal of a flat fee agreement of \$900 a month, which amends the firm's prior agreement. She handed copies of what the flat fee includes. A motion was made by Ron Krueger to accept the proposal. The motion was seconded by Yvonne Denbina. The motion carried. (SEE ATTACHMENT #5)

**12. CONSIDER/DISCUSS PROPOSED LONG-TERM LEASE OF PRESERVATION PARK AND PARAMETERS FOR SAME, AND TAKE ANY NECESSARY ACTIONS ON SAME;**

Yvonne Denbina reviewed prior conversation with Don Bayer stating he will consider establishing a long term lease with OTSID for Preservation Park. Yvonne Denbina recommended to the Board asking Don Bayer to reduce the current monthly leasing amount with a long-term lease agreement. Ron Krueger asked if the new lease includes the language for rights of first refusal. Yvonne Denbina stated he was willing to put that in the lease. Pam Golden asked what would be considered a long-term lease. Yvonne Denbina stated five to seven years have been suggested by Don Bayer and Ron Krueger respectively. Yvonne Denbina proposed writing a letter to Don Bayer stating the improvements that have made, along with projected ideas that would be made to justify asking for a reduced monthly lease rate. Kathy Moore suggested noting the Board has budgeted improvements to the property, which include recent electrical upgrades and future restrooms and a concessionary facility. Robin Bobbitt has received a current copy of the lease agreement between the Spring Preservation League and Mr. Bayer. This lease agreement is through May 2017. Robin Bobbitt will review the current lease, and will prepare a draft with language to propose a long-term lease agreement with incremental leasing terms. She will prepare and send to the Board for consideration at the December meeting. Item tabled to December 2015 meeting.

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

- Appointment of director for Position Three
- Subcommittee report on joint concession stand/restroom in Preservation Park
- Clarification on Resolution of 20% of funds designated to Preservation Park resolution passed at August 10, 2015 meeting
- Clarification on motions for use of legal services made at August 26, 2015 meeting
- Changing the election date of Directors in Position Four and Five from May 2016 to November 2016
- Review of proposed OTSID Lease Agreement of Preservation Park

**14. CALENDAR UPDATE AND CONFIRM MONTHLY BOARD MEETING ON MONDAY, DECEMBER 14, 2015 AT 5:00 P.M.; AND**

15. ADJOURN

A motion was made by Yvonne Denbina to adjourn the meeting. The motion was seconded by Kathy Moore. The motion carried. The meeting adjourned at 7:00 pm.

(SEAL)

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Yvonne Denbina, Secretary

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Kathy Moore, Financial Officer

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Prepared by Elisabeth Meehan  
OTSID Office Administrator

ATTACHMENTS:

1. Letter from the Spring Historical Society
2. Bookkeeper's Report
3. Check Detail
4. Investment Officer's Report