

# 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 monthly meeting, open to the public, on the 11<sup>th</sup> day of May 2015, 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 Kruger	Position 4-Vice President
Yvonne Denbina	Position 5-Secretary

All of the above Board members were present. Quorum was established. Also in attendance was Elisabeth Meehan, OTSID Office Administrator.

#### 1. DETERMINATION OF QUORUM: CALL TO ORDER

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

#### 2. APPROVAL OF MINUTES FROM MONTHLY BOARD MEETING ON APRIL 13, 2015

Upon a motion duly made by Yvonne Denbina and seconded by Kathy Moore, the Board voted to unanimously accept the minutes from April 13, 2015 as presented.

#### 3. REPORT/DISCUSS LETTER OF CONFIRMATION FROM WELLS FARGO

Pam Golden stated OTSID received a letter on April 14, 2015, from Wells Fargo Securities. The letter confirmed that payments from the loan are paid in full. The Board is released from contract and property under the loan can be removed from insurance.

#### 4. CONSIDER/DISCUSS ON PARTNERSHIP WITH HOUSTON NORTHWEST CHAMBER OF COMMERCE

Pam Golden reported the receipt of a letter from Barbara Thompson, with the Houston Northwest Chamber of Commerce. The letter stated HNWCC would like to maintain an alliance with OTSID. Barbara indicated HNWCC would like additional time to restructure the contract that was renewed in May 2014. Barbara expressed interest in providing a Chamber staff member to work the Visitor's Bureau on Saturdays. Clarence Williams asked who in OTS had joined the Chamber. Pam Golden reported one confirmed member but explained the partnership allows OTS businesses to receive the

benefits of the Chamber without joining. Kathy Moore stated that OTSID needs to hold its own meeting to discuss its goals and priorities, and the most effective use of that partnership. The OTSID strategic planning goals should be put into place prior to the contract discussion. No motion made. (SEE ATTACHMENT #1)

#### 5. CONSIDER/DISCUSS LETTER OF INTENT FOR TEXAS MAIN STREET PROGRAM GRANT

Pam Golden stated information was received regarding the 2015 Texas Main Street Grant. The grant application is due July 31, 2015 at 5:00 pm. The grantees would be announced January 1, 2016. A letter of intent is due May 15, 2015. Presently there are 89 official Texas Main Street communities. In April 2014, the Board was approached by Barbara Thomason about the application of the Texas Main Street grant. At this time, OTSID's eligibility was in question as Old Town Spring is unincorporated. This question has not been asked as of date. The letter of intent does not commit OTSID to the application. Kathy Moore stated that if there were more historic buildings it might be worth pursuing. Pam Golden stated under the goals of improvement, the District could submit a letter of intent. Kathy Moore would like more research to be done. Clarence Williams expressed concerns that there wouldn't be support in the community. Yvonne Denbina stated that showing property owners the tangible benefits would help support the funding for the needed partnerships. Kathy Moore reported after speaking with 3-4 property owners that many are using funds raised from Crawfish to make improvements on their private property and this reflects growing interest in making property improvements. Clarence Williams suggested that it be placed on the January 2016 agenda and that property owners could be contacted about it ahead of time. Yvonne Denbina will talk to the Texas Historical Committee to see if OTSID and OTS are eligible. A motion was made by Kathy Moore that the Board postpone sending any application materials until May 2016 and in the interim, the Board pursue whether or not it is eligible for the grant, as well as research possible partnerships and community involvement. The motion was seconded by Yvonne Denbina. The motion carried unanimously.

#### 6. CONSIDER/DISCUSS MEET AND GREET FOR HOUSTON NORTHWEST CHAMBER OF COMMERCE IN OCTOBER 2015

Pam Golden reported tentatively reserving October for OTSID to host the Meet and Greet through the Houston Northwest Chamber of Commerce. This date however is not available. Barbara Thomason, suggested OTSID hold a ribbon cutting ceremony to recognize the partnership with the HNWCC. Clarence Williams suggested that the Board have a ribbon cutting following the completion of the road construction, which is scheduled for August 2015. Pam Golden stated that she would contact the Chamber for a September date and report scheduled date with the Board. No motion was made.

#### 7. CONSIDER/DISCUSS ADDITION OF YVONNE DENBINA AS SIGNER FOR WELLS FARGO AND AMEGY BANK ACCOUNTS

Pam Golden stated Yvonne Denbina has been placed on both Amegy Bank and Wells Fargo Bank accounts as an authorized signature. The current policy and procedure states any checks over \$1,500 requires two signatures.

#### 8. CONSIDER/DISCUSS MASTERCARD CREDIT CARD THROUGH WELLS FARGO BANK

Pam Golden reported the Board had a MasterCard credit card. The credit card was held in a previous Directors name. While investigating a name change, it was determined the card was under the EIN number of the District, but the named Director was the sole guarantor for the issued line of credit. Kathy Moore reported the card was previously used, the balance was paid in full and the current balance is zero. A certified letter was mailed notifying the Director of the findings with a request to close the account and show confirmation of such. A lengthy discussion was held as to the ability to obtain a credit/debit card for the use of the District's approved expenditures. Kathy Moore had reported that Wells Fargo would not issue a card due to the type of government classification of our banking account. Yvonne Denbina suggested exploring other banking institutions which might allow such a card, making approved transitions easier to make both in stores and online. Kathy Moore made a motion that the Board establish a credit card use policy and if a credit card can be obtained in the future. Kathy Moore will research and report back to the Board. The motion was seconded by Yvonne Denbina. The motion carried unanimously.

#### 9. CONSIDER/DISCUSS EMAIL, MEETING POLICY AND THE TEXAS OPEN MEETINGS ACT

Pam Golden encouraged the Directors to use the OTSID email accounts established for each individual. She cautioned the use of group emails as correspondence reminding them of the responsibility to follow the Texas Open Meeting Act. Clarence Williams presented his personal research on the definition of meetings and email policy to the Board. His research stated that courts have determined a meeting is happening with verbal exchanges that are in person. He reported there is no case law dealing with emails yet. Clarence Williams stated that as long as we're not asking for a vote, the exchange of information over email is allowable. No motion made.

#### 10. CONSIDER/DISCUSS QUARTERLY OPEN HOUSE SCHEDULED FOR JUNE 11, 2015

Pam Golden reported that the Visitors Bureau Open House will be June 11, 2015 from 4-6 pm. The purpose is to allow OTS businesses the opportunity to meet and greet, bring information that can be distributed to incoming visitors. The Board voted in December 2014 to hold a quarterly Open House. No motion required.

#### 11. CONSIDER/DISCUSS AUTHORIZED TRAVEL FOR DIRECTORS AND STAFF TO THE TEXAS ASSOCIATION OF WATER BOARD DIRECTORS CONFERENCE HELD IN CORPUS CHRISTI, TX, JUNE 18-20, 2015

Pam Golden stated the 2015 Annual Conference of the Association of Water Board Directors of Texas will be held June 18-20, in Corpus Christi, Texas. Attendance by at least one director would utilize the membership for which purpose we joined this year. This conference has been noted as the best method to receive training for Special District Board of Directors. Kathy Moore reported a budget line item of \$3,000 for conference fees and travel were designated in the 2015-2016 budget. A motion was made by Kathy Moore that at least one director go to conference. The motion was seconded by Yvonne Denbina. The motion carried unanimously.

## 12. CONSIDER/DISCUSS FUTURE COLLABORATIVE PROJECTS

Yvonne Denbina presented the idea of highlighting the agrarian roots of Old Town Spring through future collaborative partnerships to include Mercer Arboretum in creating vegetable gardens or fruit bearing trees around the free spaces of the Town. She believes this would give people more reasons to come to Old Town Spring. Planting and maintaining vegetable gardens or trees is a community oriented activity that preserves the Town's historical heritage. Pam Golden suggested this be discussed at a future strategic planning meeting of the Board. No motion made.

## 13. CONSIDER/REVIEW EXPENDITURES RELATED TO PRESERVATION PARK

Pam Golden noted each Director received a copy of the check detail report as was requested. The check detail list covers checks written from April 1, 2015 to date. She highlighted checks up for discussion:

- Check #9911 in the amount of \$449.22 for high quality paint and additives for building and repair of barricades, approved in January 2015. Pam Golden noted expenses were within the approved budget for repairs.
- Check #9891 in the amount of \$1,650.00 for crushed concrete to fill in low areas holding water from recent rains, approved not to exceed \$2,000.

A discussion was held as to the responsibility of expenditures for the Preservation Park. The Board will discuss Preservation Park expenditures at the up-coming strategic planning meeting to familiarize new Board members. No motion made.

## 14. CONSIDER/DISCUSS CHARLIE D ELECTRIC INVOICE FOR REPLACEMENT OF SECURITY LIGHTBULBS IN PRESERVATION PARK

Pam Golden reported the District received an invoice from Charlie D. Electric which included additional work other than the original request to repair of the security lightbulbs in the parking lot. The invoice amount was for \$1,900 and included repairs and replacements of lightbulbs and fixtures in the Park, drink booths and on Gentry St. Clarence Williams stated the work should be considered routine maintenance to the Preservation Park and was neglected in the 2015-2016 Annual Budget. A motion was made by Kathy Moore to approve the payment of the bill and adjust the budget accordingly in the next budget review. The motion was seconded by Clarence Williams with a comment that light bulbs and repairs to light fixtures be considered in future budgets. The motion carried unanimously.

## 15. CONSIDER/DISCUSS PURCHASED FIRE EXTINGUISHERS

Pam Golden reported the District received an invoice from Guardian Fire Protection Services for \$789.95 for fire extinguishers being upgraded or recertified prior to the Texas Music and Crawfish Festival. A total of 16 fire extinguishers have been replaced or recertified. All fire extinguishers with the exception of those in the OTSID office have been stored in the maintenance area in Preservation Park. Each has been numbered and tagged as property of OTSID. Kathy Moore stated that at our next budget review the Board will reexamine to make sure that they are covered for next year. No motion made.

## 16. CONSIDER/DISCUSS REPAIR OF TRACTOR

Clarence Williams stated that the repair of the tractor could be between \$3000.00 and \$4000.00 considering size of the tractor. It had been picked up for repair by Allied Power Mart. The Board tabled further discussion until a bid is received.

## 17. CONSIDER BOOKKEEPERS REPORT

Kathy Moore reported that the April 2015 sales tax payment is lower than it had been in April 2014. The Board is now one month into the new fiscal year. A motion was made by Yvonne Denbina to accept the report. The motion was seconded by Clarence Williams. The motion carried unanimously. (SEE ATTACHMENT #2)

### 1. CONSIDER/REVIEW PROJECTED REVENUE

Pam Golden shared a document for projected revenue that reflects what is in the Bookkeepers report. No motion made.

### 2. AUTHORIZATION OF PAYMENT OF INVOICES – APRIL 2015 AND MAY 2015

Pam Golden referenced the copy of the check detail report as was requested. Historically, the authorization of payment of invoices has been called for although the discussion has been raised if the Board would rather vote to approve checks paid instead of invoices. A motion was made by Ron Krueger to approve checks listed from 9871 to 9918 paid on Wells Fargo Bank and check number 2736 for Amegy Bank. The motion was seconded by Clarence Williams. The motion carried unanimously. (SEE ATTACHMENT #3)

### 3. CONSIDER/DISCUSS 2015-2016 BUDGET LINE ITEMS

Kathy Moore presented an overview of justification for line items in the 2015-2016 Annual Budget to clarify the budget justifications for new Board members. She referenced line items that needed to be re-examined in the quarterly budget review, including Preservation Park repairs and Bonding for Directors. A motion was made by Yvonne Denbina to accept the Budget as presented. The motion was seconded by Ron Krueger. The motion carried unanimously.

## 18. INVESTMENT OFFICER'S REPORT

Kathy Moore reported that the District moved revenue from the sale of the hydrants into the TexPool account and that the budget is based on sales tax taken each month. The Board has the fluidity to move over money if needed. A motion was made by Ron Krueger to accept the Investment Officer's report. The motion was seconded by Clarence Williams. The motion carried unanimously. (SEE ATTACHMENT #4)

## 19. PUBLIC COMMENTS

No public comments.

## 20. ANNOUNCEMENTS

Two individuals visited the Visitors Bureau requesting information regarding permits. They informed us they were new owners of Hyde's. They were directed to the Harris County office for information on permits.

21. CONSIDER/DISCUSS MATTERS FOR POSSIBLE PLACEMENT ON FUTURE AGENDA

Pam Golden stated that items mentioned in the Agenda for tabling will be placed on the upcoming Agenda.

22. EXECUTIVE SESSION

The Board adjourned into Executive Session at 8:05 for consideration of:

1. Deliberation Regarding Real Property in accordance to Open Meeting Act, Texas Govt. Code Section 551.072.

The Board reconvened into Regular session minutes at 8:07 pm.

No motion made in Executive Session.

23. CALENDAR UPDATE, MONTHLY BOARD OF DIRECTORS MEETING, JUNE 8, 2015 AT 5:00 PM

24. CONSIDER ADJOURNMENT

A motion was made by Ron Krueger to adjourn. Kathy Moore seconded said motion, which unanimously carried. The Board adjourned the meeting at 8:08 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 Houston Northwest Chamber of Commerce
2. Bookkeeper's Report
3. Check Detail
4. Investment Officer's Report