

**HemisFair Pak Area Redevelopment Corporation
Board Of Directors Monthly Meeting
Henry B. Gonzalez Convention Center
Executive Assembly Conference Center
February 11, 2011
8:00 a.m.**

Board Attendance: Gini Garcia, Xavier Gonzalez, Debra Guerrero, Art Hall, Daniel Lopez, Sue Ann Pemberton, Lisa Schmidt, Bill Shown, Madison Smith, and David Zachry.

COSA Attendance: Pat DiGiovanni, Lori Houston, Paula Stallcup and Lolly Byington.

Additional Attendance: Marisa Anuja (Instituto de Mexico), Aaron Parks (UTSA-ITC), Zac Harris (AGC), Richard Rosen (Magik Theatre), Elaine Wolff (Plaza de Armas media), Steve Golden (Drenner & Golden), and Sonia Jimenez (Ximenes & Associates.)

*The order of the meeting notes does not reflect the order
in which the agenda items were actually discussed.*

A. Call to Order

Madison Smith, HPARC President, called the meeting to order at approximately 8:18 a.m.

B. Approval of January 14, 2011 Meeting Notes

Mr. Smith asked if the board members had an opportunity to review the notes and if they had any comments or amendments. There were no questions or comments. Daniel Lopez made a motion to approve them as written and Sue Ann Pemberton seconded the motion. The motion passed with all in favor and none opposed.

C. Nomination and Appointment of a Board Member for the Officer Position of Secretary

Mr. Smith informed the board that two members have expressed interest in the position of Secretary, Xavier Gonzalez and Sue Ann Pemberton. Mr. Smith gave each candidate an opportunity to state his or her interest in the position. Mrs. Pemberton stated serving as the Secretary on the Executive Committee would put her into a more involved position. Mr. Gonzalez stated his continued service since the beginning of this process and participation on the original ad hoc committee provides him the background to serve on the Executive Committee. He added he did not pursue reappointment to the City's HDRC in order for him to commit more time to HemisFair.

Daniel Lopez made a motion to nominate Sue Ann Pemberton as Secretary and Bill Shown seconded his motion. Art Hall moved to nominate Xavier Gonzalez as Secretary and Debra Guerrero seconded his motion. Mr. Madison called a vote and by a 5-4 margin, Mrs. Pemberton was elected as Secretary. Please note Lisa Schmidt had to leave before the vote was taken.

D. Director's Report

Pat DiGiovanni reported the City has entered into a Memorandum of Understanding

(MOU) with the San Antonio Independent School District. The MOU provides the school district use of the Freidrich building in exchange for their properties in the HemisFair area. An option agreement with the Millers requires due diligence on the City's part to include environmental, programming and space needs. Mr. DiGiovanni will keep the board apprised of any developments.

With regard to the property exchange with the federal government, Mr. DiGiovanni announced the federal government has secured the \$2.5M funding needed to move forward. In addition to the courthouse and training center, the City has opened discussions with the federal government to possibly acquire the federal building. Mr. DiGiovanni will have another update within the next 30-45 days.

E. Committee Updates

1. Executive Committee

Mr. Smith did not make a formal report.

2. Communications Committee

Debra Guerrero reported she and the Executive Committee is visiting with La Prensa. She is working with RJ Rivera Associates to continue to get the word out on the public process. The map used at the first workshop showed a lack of participation from the southern and southeastern sectors of the city. Ms. Guerrero encouraged the board to bring their family and friends. She also reported she will be meeting with the San Antonio Express-News Editorial Board for the sole purpose of promoting the public process. Ms. Guerrero concluded by saying RJ Rivera is doing a great job.

3. Cultural and Civic Committee

Xavier Gonzalez reported he had a good meeting with Lance Aaron. Mr. Aaron has an exhibit at the Museo Alameda. The exhibit highlights the relationship and history between San Antonio and Mexico. Mr. Gonzalez would like to develop a Cultural and Civic Master Plan as part of his efforts.

4. Finance Committee

Art Hall reported the proposed procurement process has been sent to the Executive Committee for review and comment. The budget will be completed once the CEO negotiations are complete. Mr. Hall concluded by saying the agreement with the San Antonio Area Foundation hit a small snag but should be finalized very soon.

5. Historic Committee

Sue Ann Pemberton reported the Magik Theatre has taken over the Kampman House. The theatre has produced a major investment but they went beyond the original boundary and installed a brick paver patio. The paver is inappropriate and has great visual impact. Magik is meeting with the City's Historic Preservation Office and further progress has been halted.

6. Planning and Development Committee

Mr. Shown did not make a report.

F. Executive Session

Mr. Smith announced a closed executive session. The session convened at approximately 8:20 a.m. and adjourned at approximately 10:09 a.m. The Certified Agenda of the session is attached.

G. Discussion and possible action on a resolution stating HPARC's position regarding property leases and physical alterations within and adjacent to HemisFair during the master plan process

Mr. Smith introduced this action item. He explained that he would like to have a board policy to forward to City Council demonstrating a strong desire to not address any requests for physical alterations until the master plan is complete. Mr. Smith has sent letters, stating this position, to the Hispanic Heritage Center regarding the Gulf Building and to Landry's regarding the street name change. Bill Shown made a motion to resolve that the Board of Directors of HPARC adopt a policy that no new leases and/or physical alterations of planned or improvements within or adjacent to HemisFair be entered into until the master plan for HemisFair is complete. Ms. Guerrero inquired about the Landry's street name change request. Mr. DiGiovanni replied that City Council is delaying the decision until March. He then asked if this policy would affect the pending leases that the City is currently negotiating. Mr. Smith replied the intent behind the policy is to let the City know that HPARC would like to put a hold on everything in the park until the plan is complete. Mr. DiGiovanni informed the board that the City is currently exploring the concept of creating a left turn lane into the park off of Durango as an immediate, short-term solution. This approach will allow for greater access to the park, Landry's, and the Institute of Texan Cultures. There was more discussion about the purpose behind the policy and some board member's desires to have these issues come to the board on a case-by-case basis. It was made clear that the HPARC Board does not have control over these types of issues but the policy would inform the City of the board's position. Mr. DiGiovanni concluded the discussion by stating the City will understand this policy to mean HPARC has concerns about something substantial happening that would materially affect the park during the master plan process and will bring case-by-case issues to this board.

For time's sake, Mr. Smith called for a vote and noted the policy, if necessary, can be amended at a later date. The motion passed with the majority in favor and two board members opposed.

H. Briefing and possible action on an employment contract between HPARC and the candidate for Chief Executive Officer

Mr. Smith, following Executive Session, brought forward the CEO candidate item. Daniel Lopez made a motion that the Board of Directors of the HemisFair Park Redevelopment Corporation authorizes Madison Smith, in his capacity as the president of the corporation, to enter into an employment agreement with Andres Andujar pursuant to which Andres Andujar is hired and is our Chief Executive Officer for HemisFair Park for a base salary of \$200,000 and such upon such other terms and provisions as the Executive Committee may deem appropriate. Art Hall seconded the motion. The motion was

passed with all in favor and none opposed. Mr. Smith thanked the board for their participation and involvement in the process. He reminded the board that 67 responses were made to the solicitation. Four candidates were short-listed and then it was narrowed to two. The board interviewed the final two in closed session and Andres Andujar was the final preferred candidate. selection. Mr. Smith went on to say that Mr. Andujar is an amazing combination of national and international experience, extensive knowledge of area that is critical to our success, and the passion needed to direct this effort. The objective is to have the employment agreement finalized by next Friday and have him on board, full-time by early March

I. Citizens to be Heard

None.

J. Board Member Comments

David Zachry commented that the board needs some understanding how board vacancies will be filled when a board member resigns or term expires. Lori Houston explained the City will post the vacancy on the City Clerk's webpage and City Council determines the selection. If board members know someone who may be interested, they need to ask them to apply following the process on the City Clerk's webpage. Mr. Zachry would like to discuss further the opportunity for the board to have input to the selection. Mr. Smith agreed and suggested holding this discussion at future meeting.

K. Adjournment

The meeting was officially adjourned at approximately 10:49 a.m.