

**HemisFair Park Area Redevelopment Corporation
Board Of Directors Monthly Meeting
Henry B. Gonzalez Convention Center
Executive Assembly Conference Center
July 8, 2011
8 a.m. – 10 a.m.**

Board Attendance: Xavier Gonzalez, Debra Guerrero, Art Hall, Daniel Lopez, Sue Ann Pemberton, Rod Radle, Bill Shown, and Madison Smith.

COSA Attendance: Lori Houston and Paula Stallcup.

Additional Attendance: Marisa Ahuja (Instituto Cultural de Mexico, Carolyn Kelley (Diego Bernal District 1), Richard Rosen (Magik Theatre), Jane Wilberding (Trinity University-HPARC Intern), Andi Rodriguez (UTSA-HPARC Intern), Omar Gonzalez (HPARC Consultant), Steve Golden (Drenner & Golden), and Sonia Jimenez (Ximenes & Associates.)

A. Call to Order

Madison Smith, HPARC President, called the meeting to order at approximately 8:13 a.m. Mr. Smith welcomed Rod Radle with San Antonio Affordable Housing to the HPARC Board of Directors.

B. Approval of June 10, 2011 Meeting Notes

Mr. Smith asked if the board members had an opportunity to review the notes. There were no suggested changes. Debra Guerrero made a motion to approve the notes as drafted. Xavier Gonzalez seconded the motion. The motion passed with all in favor and none opposed – Rod Radle abstained from voting, as he was not on the board last month.

C. Chief Executive Officer Report

Andres Andujar, HPARC CEO, reported that the 2007 bond proceeds street and drainage improvements request for proposals was posted on June 26. The pre-proposal conference is today. The scope includes 1) complete design and construction of Durango Boulevard and South Alamo Street, 2) schematic design for Market Street and Tower of the Americas Way, and 3) concept development for the street grid within the park. Although the Capital Improvements Management Services (CIMS) issued the request for qualifications, Mr. Andujar contributed to the development of the request as well as distributing it to architecture and design organizations.

With regard to the Master Plan, the consultants are conducting the financial analysis, preliminary civil engineering and future street alignment. Mr. Andujar is working on augmenting the board committees with outside experts and task forces to evaluate the financial, arts and culture, and sustainability elements. Dr. Les Shephard has agreed to head up the sustainability task force. The Master Plan is on track to be finalized in September and subsequently presented to City Council for approval.

Looking to the future 2012 bond election, Mr. Andujar will be submitting a letter to CIMS

on July 18 with HPARC's requests. CIMS staff will present the list of projects to City Council in August and then City Council will have to determine which projects will be included on the ballot.

In terms of other corporate activity and progress, The Eagar House is ready for Phase 2 and will be discussed further under Agenda Item G. The HPARC Frost Bank account has been established. Mr. Andujar, Madison Smith, HPARC President, and Dan Lopez, HPARC Treasurer, are the approved signatories and the solicitation for bookkeeping services is due on July 15. The HPARC budget will be considered later today under Agenda Item E. Once approved, Mr. Andujar will issue a letter of request to the City to transfer the HPARC General Fund monies to the new account.

D. Committee Updates and Next Steps

1. Executive Committee – Mr. Smith reported his committee is concentrating on the process to support the Mayor in his selection of new board members. Mr. Andujar has met with the Mayor to propose a process that will allow for less severe turnover of the board during any given year. The Executive Committee will continue to promote the Master Plan Framework and concentrating on the budget and bond financing moving forward.
2. Communications Committee – Debra Guerrero reported Andi Rodriguez and Mr. Andujar visited with Lionel and Kathy Sosa to ask them to mentor the communications strategy effort. Mr. Sosa has personal history of pre-HemisFair and they live in the LaVaca neighborhood. The Request for Qualifications for the website and branding effort is currently being drafted and will be posted next month. The selection will be made by the end of the year. Ms. Rodriguez drafted a social media plan and it is expected to be implemented this month. Mr. Andujar is continuing to make Master Plan Framework presentations.
3. Cultural and Civic Committee – Xavier Gonzalez reported the committee continues to work on the guiding principles as they relate to the committee as well as cultivating relationships with other cultural and civic organizations.
4. Finance Committee – Dan Lopez reported the committee is exploring budget and finance sustainability as well as financial performance measures. Mr. Andujar added that the Finance Committee created the template and preliminary budget. They have reviewed it with City Manager's staff.
5. Historic Committee – Sue Ann Pemberton reported she met with the Texas Historic Commission (THC) in mid-June and presented the master plan framework as well as the HemisFair (1968) era buildings. She received approval to do more investigation of the Eagar House. Professor Pemberton learned that the THC deems the Institute of Texan Cultures (ITC) structure as eligible for listing on the National Register for preservation. Therefore, any demolition or change would have to go through the Federal Section 06 process. ITC Advisory Board is involved in the redevelopment effort but the location of the ITC is undetermined. The Federal Courthouse building is considered a structure beginning in 1980, when it began operating as a courthouse as opposed to when it was built. She will keep the board apprised of any new developments.

6. Planning and Development Committee – Bill Shown reported the committee will be meeting to discuss completion of the master plan, the street improvement plan, the 2012 bond issue and the financial master plan. This meeting will help determine how much funding HPARC and the redevelopment will require.

E. Briefing and possible action on the Corporate Budget

Andres Andujar, CEO, presented the corporate budget. The current funding levels are based on limited operations. Additional funding requests include additional contributions to allow for growth and the budget is set up to manage the core business with minimal staffing. The 2011 revenues equal \$382,835 and the 2012 budget is projected at \$1,033,500 with contributions coming from the General Fund, 2007 Bond, 2008 Certificates of Obligation (COO's), the 2007 bond for streets and drainage and the 2012 bond (tentative revenues). The 2012 expenses include staff compensation (3 people), human resource and legal services, branding, bookkeeping services, memberships and subscriptions, office expenses, travel, electronic infrastructure, communications, utilities, and capital expenditures of office furniture. Any surplus from the 2011 budget will carry over to 2012. The 2013 budget is projected at \$1,220,892. Two full-time executive positions will be hired in FY2012. HR&A will be evaluating the corporate capacity to lend understanding to the cash flow schedule and determine potential sources for increased financial capacity. Art Hall made a motion to approve the budget as presented. Dan Lopez seconded it and the motion passed with none opposed.

F. Briefing and possible action on resolutions thanking former Board members David Zachry, Andres Andujar and Lisa Schmidt as well as former Interim Executive Director Pat DiGiovanni for their service to HPARC

Madison Smith, President, asked Sonia Jimenez to read the draft resolution to recognize the former board members contributions. The resolution will be considered by City Council. Xavier Gonzalez suggested adding the term "founding" to emphasis the former members status as an original HPARC Board Member. Debra Guerrero made a motion to approve the resolution as amended and Bill Shown seconded it. The motion passed. Mr. Smith noted that another resolution will be drafted and considered for approval to recognize Pat DiGiovanni's and Lori Houston's contributions to the board.

G. Briefing and possible action on authorization to proceed with Phase II of design services for the Eagar House

Andres Andujar, CEO, reported the Phase 1 services for the Eagar House environmental and structural assessment has been completed and accepted. This assessment will be the basis for Phase 2. Mr. Andujar would like to extend Ford Powell and Carson's services to include the Phase 2 effort and has consulted with legal counsel. The determination was made that no formal selection process was required based on two factors: 1) architectural services are procured through selection of most qualified provider as provided for in the State of Texas and the City of San Antonio procurement policies; and 2) special circumstances are followed when there is an existing agreement. Mr. Andujar provided the board with a memorandum outlining Ford Powell & Carson's background with the project and the procurement policy allowing for the continuation of services. Sue Ann Pemberton made a motion to authorize Mr. Andujar to proceed with contract negotiations

with Ford Powell & Carson for Phase II work for restoration of the historic Eagar House, Carriage House, the Eager House Dependency, and the Women's Restrooms. Art Hall seconded the motion. Debra Guerrero inquired about the minority business enterprise (MBE) participation. Mr. Andujar explained there is approximately 20% MBE participation and the scope includes construction documents and administration and the fee will likely exceed \$50,000. The construction phase will be advertised and go through the standard bidding process. Ideally, the construction phase will begin by the end of the year and move-in will occur in May 2012. Mr. Hall echoed Ms. Guerrero's sentiments about being sure disadvantaged business enterprises (DBE)/MBE's are being utilized. He also requested a clarification of participation. The motion passed unanimously.

H. Briefing on Proposed Board Member Transition Plan

Andres Andujar, CEO, explained the current board member transition plan allows for six of the eleven board member terms to expire this year and the other five board member terms to expire in 2013. It is his recommendation to amend the transition plan that has only 2-3 board member terms expiring in any given year. This will allow for less severe turnover and more retained knowledge while preserving the opportunity to gain new members. Mr. Andujar presented a graph of the proposed modification and indicated that City leadership is receptive to this change. He reminded the board that there are seven (7) categories that must be represented but the other four slots may be changed at the Mayor's discretion. Furthermore, reappointments are possible and board member resignations require the replacement to serve the remainder of the unexpired term with a request to be reappointed if so desired. There is no limit on the number of terms a board member may serve. The proposed modification will have to be considered by City Council in order to amend the Articles of Incorporation. There is no board action required at this time. There was no stated opposition to the proposed modification.

I. Citizens to be Heard

None.

J. Board Member Comments

Dan Lopez commented that the Eagar House is the first physical presentation of change at HemisFair and with the treasury policy and other procedures being implemented, HPARC is evolving into a formal auditable organization.

K. Executive Session

None.

L. Adjournment

Mr. Smith adjourned the meeting after Executive Session at approximately 9:31 a.m.