MINUTES OF THE MEETING OF MONTROSE MANAGEMENT DISTRICT BOARD OF DIRECTORS

November 11, 2013

Determine quorum; call to order.

The Board of Directors of the Montrose Management District held a meeting on Monday, November 11, 2013, at 12:00 noon at 401 Branard Street, 2nd Floor, Room 106, Houston, TX 77006, inside the boundaries of the District, and open to the public. Chairman Wynn called the meeting to order at 12:00 noon, and the roll was called of the duly appointed members of the Board, to wit:

Position 1: Claude Wynn, Chairman
Position 2: Dana Thorpe
Position 3: Randy Mitchmore, Vice Chairman
Position 4: Cassie Stinson, Secretary
Position 5: Lane Llewellyn
Position 6: Vacant
Position 7: Vacant
Position 8: Robert Jara
Position 9: Kathy Hubbard, Treasurer
Position 10: Michael Grover
Position 11: Bobby Heugel
Position 12: Brad Nagar, Ass't Sec'y
Position 13: Vacant
Position 14: David Robinson
Position 15: Vacant

and all of the above were present, thus constituting a quorum. Also present at the meeting were Bill Calderon, Susan Hill, Josh Hawes, Gretchen Larson, all of Hawes Hill Calderon, L.L.P.; Ray Lawrence, Lawrence & Associates; Clark Lord, Bracewell & Guiliani, L.L.P; Patricia Hall, Equi-Tax, Inc.; and Darrell Hawthorne, Municipal Accounts and Consulting, L.P. Others present were Dennis Beeden, District business ambassador; Tawny Tidwell, District social media; Chris Valdez, Primer Grey; Eugene Nosal and Ray Valdez, Avondale Association; Zach Castillo and Caleb McCord, ASE Security Solutions; Cody Lutsch, Fat Property; Officer Victor Beserra, Houston Police Department; and Randall Ellis.

Approve minutes of meeting held October 14, 2013.

Upon a motion made by Director Mitchmore and being seconded by Director Stinson, the board voted to approve the minutes of October 14, 2013, as presented.

Receive public comments.

There were no public comments.

Receive and consider Montrose Management District's monthly financial report and pay invoices.

Mr. Hawthorne reviewed the financial statements included in the board agenda materials. He also distributed the quarterly investment report, a copy of which is attached to these minutes as Exhibit A. Mr. Calderón confirmed that the Finance Committee reviewed the report and invoices and recommended approval. The Finance Committee's

report is attached to these minutes as Exhibit B. Upon a motion duly made by Director Robinson and being seconded by Director Mitchmore, the board voted unanimously to approve the Montrose Management District's monthly financial report and pay invoices.

Receive Executive Director's Report on District Initiatives.

Mr. Calderon presented the Service Plan report, offering highlights of activities noted in the written report contained in the board agenda materials. He announced that reservations have filled for the real estate forum scheduled for tomorrow at La Colombe d'Or Hotel. He distributed a copy of the marketing booklet, *Montrose District, Houston's Favorite Destination*, attached to these minutes as Exhibit C. The booklet will be presented to forum registrants. Chairman Wynn stated that the Business and Economic Development Committee plans to offer at least two forums a year, one devoted to real estate development and another to retail development. With regard to the Visual Improvements Committee, Mr. Calderon met twice since the last meeting and will present an action item later on the agenda. He briefly highlighted the results of the remaining committee meetings held during the month. He called the board's attention to the social media statistics report contained in the board's agenda materials.

Consider approval of Fiscal Year 2014 budget for the District.

Mr. Calderón reviewed the budget presented to the Finance Committee and subsequently recommended for approval after rigorous review. Finance Committee Chairwoman Hubbard thanked the District's various committees for submitting their detailed budget proposals in timely fashion. Mr. Calderón went over differences between this year's financial performance compared to the estimates for the coming fiscal year. He responded to questions from the board regarding funding of certain line items. Following general discussion, Director Llewellyn offered a motion to approve the budget as presented; Director Grover seconded. The board voted unanimously to approve the budget for FY 2014.

Consider recommendation from Public Safety Committee to lease two new vehicles for security patrol; authorize execution of related documents.

Mr. Calderón submitted the Public Safety Committee's recommendation to lease rather than purchase new security vehicles to replace the current aging security vehicles. He distributed the committee's written report, a copy of which is attached to these minutes as Exhibit D. Director Heugel suggested that the District publicize the acquisition of new vehicles by post card to assessment payers and businesses. Upon motion by Director Llewellyn, seconded by Director Nagar, the board voted unanimously to authorize Mr. Calderón to negotiate and appropriate lease for two new security vehicles. Officer Beserra provided the crime incident report for October, noting that criminal activity has gone down since the previous period. He recounted several anecdotes regarding crime occurrences in commercial and residential areas.

Consider approval of Advance Funding Agreement between Texas Department of Transportation and the District related to relighting of the six bridges over US Hwy 59.

The board next discussed the Advance Funding Agreement Mr. Calderón

presented for their consideration. He explained the rationale and content of the agreement. Upon motion made by Director Hubbard, seconded by Director Stinson, the board voted to approve the agreement.

Receive District's Monthly Assessment Collection Reports and Billing and Assessment Summaries, Lawsuit and Arbitration Status Details, and Delinquent Assessment Reports.

Ms. Hall went over the assessment collection reports and related documents for October. Mr. Calderón added that the hearings with regard to supplementing the assessment rolls of both district zones were held earlier this month; no members of the public attended. The board will receive the hearing examiner's report and proposals for orders supplementing the assessment rolls and setting the assessment rates at the December board meeting.

Consider recommendation from the Mobility and Visual Improvements Committee on:

a. Engagement of lighting consultant to prepare plans for submission to TxDOT for relighting the bridges over US 59.

Mr. Calderon reported that the committee met to review the qualifications submitted by lighting consultants who responded to the request for qualifications. A copy of the committee's report is attached to these minutes as Exhibit E. Three firms responded; two were not qualified. The committee requested authorization to invite the most qualified firm of the three to return to discuss negotiations for a proposed contract to be presented to the board for approval. Committee Chairman Robinson described the qualifications and past experiences of the selected firm. The board discussed the project and anticipated consultant costs. Director Llewellyn offered a motion to authorize the staff and committee to negotiate and enter into a contract with the proposed contractor; Director Hubbard seconded the motion. Director Stinson suggested an amendment to the motion stipulating that the negotiated contract is not to exceed \$100,000 and is subject to legal counsel's approval as to form prior to execution. Directors Llewellyn and Hubbard accepted the amendment. The board discussed the matter at length and voted unanimously to approve the motion as amended.

b. Authorizing the publication of request for landscape maintenance contractor.

Mr. Calderón stated that in anticipation of additional esplanade adoptions in the district next year and the consequent increase in landscape work this will entail, he recommends that the district request new proposals for services from contractors so that more favorable rates might be negotiated. Upon motion by Nagar, seconded by Director Stinson, the board voted to authorize the publication of the request.

c. Recommendation for a \$15,000 grant for Mandell Park improvement project.

Mr. Calderón reviewed the request from the Friends of Mandell Park for \$15,000 to support its *Planting for the Future* capital campaign to undertake major improvements of the park. The board discussed the project at the park. Upon motion made by Director Mitchmore, seconded by Director Llewellyn, the board voted to approve providing \$15,000 for the project. The board further directed staff to seek some form of suitable public recognition for the District's support. Saying that several options for recognition are available, Mr. Calderón said he will pursue this.

d. Authorizing supplemental services for Kudela & Weinheimer for work related to District banner signage.

Mr. Calderon presented Kudela & Weinheimer's proposal for supplemental services. Upon motion made by Director Stinson, seconded by Director Mitchmore, the board approved the proposal for supplemental services.

Convene in Executive Session pursuant to Section 551.071, Texas Government Code, to conduct a private consultation with attorney to discuss litigation, and matters related to the same.

Reconvene in Open Session and authorize appropriate action by legal counsel related to Item #10 on the agenda.

The Board did not convene in Executive Session.

Announcements

Mr. Calderon discussed the upcoming business mixer and holiday decorating contest.

Adjourn.

There being no further business to come before the Board, Chairman Wynn adjourned the meeting at 1:11 p.m.

Secretary, Board of Directors Montrose Management District



List of Exhibits:

Exhibit A Montrose Management District, Quarterly Investment Inventory

report, Period Ending September 30, 2013

Exhibit B Montrose Management District, Finance Committee meeting,

November 4, 2013

Exhibit C Montrose District, Houston's Favorite Destination

Exhibit D Montrose Management District, Security Committee Meeting,

November 8, 2013

Exhibit E Montrose Management District, Mobility and Visual

Improvements Committee Meeting, October 21, 2013



Quarterly Investment Inventory Report Period Ending September 30, 2013

Montrose Management District BOARD OF DIRECTORS

"HB 675 states the Investment Officer must attend at least one training seminar for (6) six hours Within twelve months of taking office and requires at least (4) four hours training within each (2) two year period thereafter.

COMPLIANCE TRAINING

Attached is the Quarterly Investment Inventory Report for the Period ending September 30, 2013.

This report and the District's investment portfolio are in compliance with the investment strategies expressed in the Districts's investment policy, and the Public Funds Investment Act.

(Investment Officer) Mark M. Burton

(Investment Officer) Ghin Lewis

1300 Post Oak Blvd. • Suite 1600 • Houston, Texas 77056 • Phone: 713.623.4539 • Fax: 713.629.6859

INVESTMENT OFFICERS Mark M. Burton

CURRENT TRAINING

November 5, 2011 (Texpool Academy 10 Hours) October 26, 2007 (UNT 10 Hours) October 26, 2009 (Texpool Academy 10 Hours) September 14, 2002 (McCall, Gibson 6 Hours) September 13, 2003 (McCall, Gibson 4 Hours) October 1, 2005 (McCall, Gibson 4 Hours)

October 25, 2011 (Texpool Academy 10 Hours) October 26,2009 (Texpool Academy 10 Hours) September 23, 2007 (McCall, Gibson 4 Hours) September 13,2003 (McCall, Gibson 6 Hours)

Ghia Lewis

Summary of Money Market Funds Montrose Management District 07/01/2013 - 09/30/2013 Int. Earned End Balance

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(11,840.00)

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Methods Used For Reporting Market Values Certificates of Deposits:

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Summary of Money Market Funds 07/01/2013 - 09/30/2013

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	09/16/2013					8000		
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Account N	umber: XXXX208	Account Number: XXXX2086 Date Opened: 03/29/2012 Current Interest Bate: 0.20%	- Anna Anna Anna Anna Anna Anna Anna Ann					0000000
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	07/05/2013	ASSESSMENTS			3,976.01			
	07/08/2013	ASSESSMENTS			4,504.69			
	07/11/2013	TO CHECKING			845.59			
	07/11/2013	TO CHECKING				(25,160.00)		
	07/15/2013					(6,800.00)		
	07/17/2013	ASSESSMENTS				(10.00)		
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	07/29/2013	ASSESSMENTS			7.745 54			
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Summary of Money Market Funds

07/01/2013 - 09/30/2013

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Methods Used For Reporting Market Values

Certificates of Deposits:

Public Fund Investment Pool/MM Accounts: Securities/Direct Government Obligations:

Pace Value Plus Accoued Interest. Market Value Quoted by the Selfes of the Security and Confirmed in Writing. Balance = Book Value = Current Market

Summary of Certificates of Deposit with Money Market 07/01/2013 - 09/30/2013 Montrose Management District

Financial Institution	Investment Number	Issue Date	Maturity Date	Beginning Balance	Principal From Cash	From Principal From	Principal Withdrawn	Principal Reinvested	Ending Balance	Interest	Beg. Acc.	Interest	Interest	Interest	Accrued
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ICON BANK	XXXX2832 05/10/13 11/06/13 Rolled over FROM CD XXXX6355	05/10/13 4 CD XXXX	11/06/13	50,000.00	0.00	0.00	0.00	0.00	50,000.00	0.32%	22.36	0.00	0.00	0.00	62.68
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ethods Used For Reporting Market Values

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Face Value Plus Actived interest
Market Value Quoted by the Sollet of the Security and Consinued in Writing
Dalance & Book Value = Current Market outites/Direct Government Obligations: blic Fund Investment Pool/AUM Accounts:

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Methods Used For Reporting Market Values

Securities/Direct Governent Obligations: Public Fund Investment Pool/ALM Accounts: Certificates of Deposits:

Face Value Plus Accused Interest
Market Value Quoted by the Seller of the Security and Confinned in Writting
Dalance = Book Value = Current Market

Detail of Pledged Securities Montrose Management District 07/01/2013 - 09/30/2013

Financial institution: COMPANS BAINK-FIGENIER	II.									
Security: FFILMC	Par Value:	575,000.00	Maturity Date:	09/01/2038	Pledged:	02/04/2013	Refeased:		Amount Released:	
CUSIP: 3128S5JU9	Date	Value								
	07/31/2013	444,950.07								
	08/31/2013	438,770.77								
	09/30/2013	436,432.57								
Security: FI4LMC	Par Value:	300,000.00	Maturity Date:	07/15/2040	Pledged:	06/15/2012	Reicased:	08/16/2013	Amount Released:	300.000.00
CUSIP: 3137ASUQ5	Date	Value								
	07/31/2013	246,639.39								
Security: FNMA	Par Value:	7,750,000.00	Maturity Date:	05/01/2014	Pledged:	06/12/2012	Released:	08/16/2013	Amount Referend:	7 750 000 00
CUSIP: 31371LPU7	Date	Value			>					or and and and a
	07/31/2013	126,197.50								
Security: FNMA	Par Value:	409,000.00	Maturity Date:	03/01/2035	Pledged:	01/30/2013	Released:		Amount Released:	
CUSIP; 3138EGQ56	Date	Value			,	•				
	07/31/2013	186,623.80								
7	08/31/2013	177,814.44								
	09/30/2013	170,383.35								
Security: FNMA	Par Value:	425,000.00	Maturity Date:	02/01/2039	Picdged:	01/31/2013	Released:		Amount Refeased:	
CUSIP: 31419ATX5	Date	Value								
	07/31/2013	128,871.79								
	08/31/2013	122,700.68								
	09/30/2013	119,427.29								

lethods Used For Reporting Market Values

:cuitles/Direct Governent Obligations: Jolic Plant Investment Pool/AIM Accounts: ertificates of Deposits:

Pace Value Plus Accused Interest
Machet Value Quoted by the Sofler of the Security and Confirmed in Writing
Dalance = Book Value = Cutent Anthet

Exhibit B

Montrose Management District

Finance Committee Meeting

November 4, 2013

The Montrose Management District Finance Committee held a meeting on Monday, ember 4, 2013, at 10:00 AM at the District offices, 5020 Montrose, Suite 311, Houston, Texas.

Montrose Management District Board member present was Kathy Hubbard. Consultant Carl Sandin and Executive Director Bill Calderon were also present.

The Committee was called to order at 10:00 AM.

1. Delinquent Tax Collection/Lititgation status report

Mr. Sandin presented his report to the committee. No new lawsuits were recommended at this time. The executive director advised that the appellate case would not likely resolve until the fall of next year, so it was possible at least one case might be impacted. No actions were required or taken by the committee.

2. Invoices

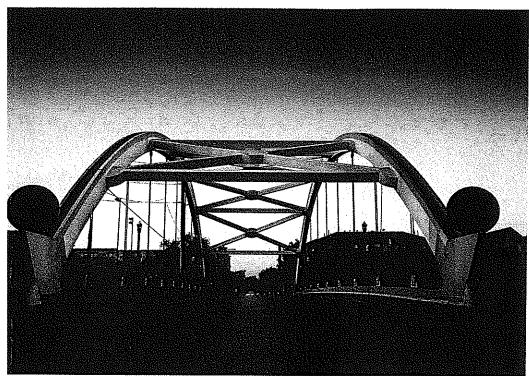
The executive director presented the invoices to the committee, noting that there were no extraordinary charges to the district. The committee deemed the invoices approved for presentation to the board.

3. 2014 Fiscal year budget

The executive director updated the committee on the last revisions to the budget, advising that all committees had approved their sections. The budget was recommended for approval. The Chairman approved the budget as presented and recommended its presentation to the full board for consideration/approval.

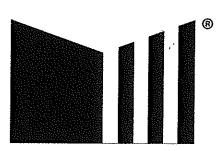
Adjourn: 10:30AM

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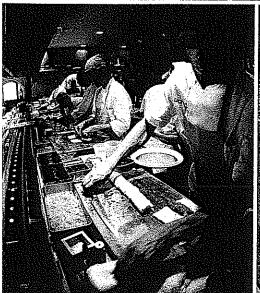


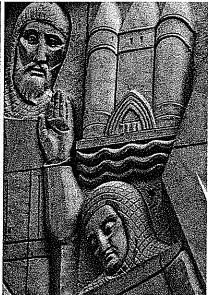


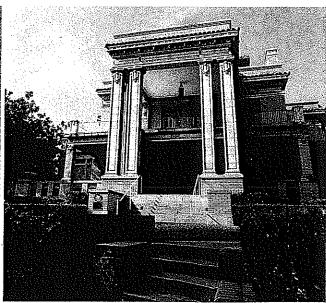
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Security Committee Meeting

November 8, 2013

The Montrose Management District Public Safety and Security Committee held a meeting on Friday, October 11, 2013, at 9:00 AM at the District offices, 5020 Montrose, Suite 311, Houston, Texas.

Montrose Management District Board members present were Chairman Wynn and Brad Negar. Also present were Bill Strother, Celena Vinson, Bill Calderon, Victor Beserra, Claude Markum, Mary Lane, and Cody Lutsch.

The Committee was called to order at 9:00 AM.

1. The committee received the District Activity Report for the month of October 2013.

Officer Bessera provided the committee an update on the tracking statistics..

2. Discuss PIP report for the month of October.

Officer Bessera updated the committee on the PIP activity. Also advised that the next apartment manager meeting will be on Wednesday, November 13, at 1:00PM at the Hanover complex.

3. Discuss Apartment Crime stats.

Discussion focused on PIP, activity around the district that was impacting crime in the district, and the upcoming meeting referenced above.

4. Update on Contract with Harris County for targeted enforcement initiatives.

Ms. Vinson provided an update on her activities. She also advised that she was going to agree to a modification of the nuisance abatement plan at TCs based on reduction of activity in the vicinity. Also advised that there were on-going discussions with the owner of 1901 Richmond regarding the suit, the abatement plan, and action that might be taken to mitigate problems and possibly non-suit the case.

5. Discuss mobile security cameras.

The committee recommended that the camera at Uchi's be moved to Barnaby's where recent problems clearly mandated a need for heightened security.

6. Discuss Chelsea Market crime issue

Mary Lane, the manager at Chelsea provided a briefing of problems in the Market with BMVs. Officer Bessera also updated the committee on recent efforts, with no success or arrests. A number of recommendations on restriction of access to property were made. Efforts will continue to bring the problem under control.

Claude Markum was introduced. He discussed his company's role in other Districts, and his intent to proposed a solution for the committeee/board to consider regarding Chelsea Market at the next meeting.

7. Consider recommendation to full board to lease two new vehicles

Executive Director Calderon updated the committee on research related to costs to lease versus the costs to purchase a new vehicle, and advised that the economics favored leasing two new vehicles for three years versus purchasing one new one. The committee concurred with the recommendation to lease two new vehicles, and also recommending that the matter be presented to the full board for consideration.

Adjourn 10:30 AM

Mobility and Visual Improvements Committee Meeting

October 21, 2013

The Montrose Management District Mobility and Visual Improvements Committee held a meeting on Monday, October 21, 2013, at 9:00 AM at the District offices, 5020 Montrose, Suite 311, Houston, Texas.

Montrose Management District Board member present was David Robinson. Committee Members present were Jeremy Rocha. Consultant Darin Weinheimer and Executive Director Bill Calderon were also present.

The Committee was called to order at 9:00 AM.

1. District Identification Signage

The sign at Neon is illuminated and ready for inspection. We are now ready to place the manufacturing order for the initial sign placement. K&W was confirming the contract status, with supplemental work authorization to complete work associated with the installation of the signs, once manufactured. Additional research was needed on the light controllers for the signs. The executive director indicated that next steps would include: Inspecting the sign; placing an order for the initial installation.

K&W committed to research light controller options, and also generate work authorization does to move the project forward.

2. Receive an update on esplanade adoptions.

The applications are complete. Awaiting final letter from Menil on the release of their esplanade in order to submit all four applications to the City at one time. Expected time frame for submission: no later than 10.31.13.

3. Consider RFP for landscaping contractor.

The draft RFP was presented to the committee with a recommendation that it be approved for publication. Upon a motion by the Chair, and second by Mr.Rocha, the committee approved the recommendation, and forwarded the recommendation to the full board for consideration.

4. Update on Streetsweeping

No new news to report. Sweeping operations were ongoing twice monthly.

5. Discuss branded bike racks.

The committee was provided an update on locations that had approved placement of a rack. Weingarten has requested their logo be placed on the District racks. The executive director indicated that the request would be honored providing there were no technical issues with getting the logo art work to the manufacturer. Staff is finalizing the list in order to place an order for the initial set of racks. The executive director also advised that the District legal counsel would be requested to set up a simple letter agreement with property owners where racks would be located. No actions were required at this time.

6 Update on Bridge Lighting project

The executive director shared a draft of the advanced funding agreement with the committee indicating it had been vetted by the District legal counsel, with a recommendation that it be approved and sent to the full board for consideration. Upon a motion by the Chair, and second by Mr. Rocha, the agreement was approved.

The executive director also advised that the responses to the published RFQ for engineering lighting services were due on 10/22/13, and that a special meeting of the committee to consider the responses would be scheduled prior to the next meeting of the board.

7. Initiates and strategies regarding 311, Rebuild Houston, and the City CIP.

No new information was received by the committee. No actions were taken.

8. Discuss the WPM parking study.

Mr. Rocha reported that the application had been submitted to the City and that staff were in the process of reviewing the same. No comments had been provided. The committee was also advised that there was a focus group on parking scheduled at City Hall on November 6, at 9:30 am to garner comments on the City's intent to adopt a parking master plan.

9. Consider the budget.

The executive director advised that no changes to the budget had been made since the last presentation to the committee and that the budget would be presented to the full board for consideration at the next meeting

Adjourn: 10:10AM