



Board of Directors Meeting
Thursday, December 13, 2018 | 4:30 PM
Circo TX | 2619 McKinney Ave | Dallas, TX

Board Members in attendance: John Armstrong, Dick Brink, Kelem Butts, Phil Cobb, Sarah Dodd, Bob Edmonson, Judy Hearst, Kevin Hickman, Yolanda Lawson, Kyle Noonan, Judson Pankey, Paula Peters, Joseph Pitchford, James Reeder, Deborah Ryan, Matt Segrest, Scott Sherwood, Katy Slade, Neal Sleeper, Cheryl Thompson, Reneau Thompson, Mike Turner, Missy Woehr.

Additional parties in attendance: Derek Schuster, Noelle LeVeaux *staff*, Anita Simmons *staff*, Peyton Leonard *staff*, Michael Reeder *staff*, Bailey Sanders *staff*

Board members not in attendance: Robert Bagwell, Joel Behrens, Albert Chapman, Kurt Day, Mark Dickenson, Matt Enzler, Benji Homsey, Jon King, Anthony Page, Phil Puckett, Zach Porter, Ken Reese, Robert Wright.

Call to Order

Meeting was called to order at 4:44 PM.

Approval of October Minutes

Phil Cobb motioned to approve the October meeting minutes. Dick Brink seconded the motion. Motion unanimously approved.

Treasurer Report

- Kevin Hickman, the Uptown Dallas, Inc. ("UDI") Treasurer, gave a brief update on the November financial statements.
- The UDI Board of Directors ("the Board") reviewed the 2019 Proposed Budget and any changes from the 2018 Budget. [See Exhibit A for the Proposed 2019 Budget]
- Action Item: Proposed 2019 Budget:
 - Phil Cobb made a motion to approve the proposed 2019 budget. Kyle Noonan seconded the motion. Motion unanimously approved.

Nominating Committee

- Neal Sleeper, UDI Nominating Committee Chair, reviewed the proposed new Board members, current members who are rolling off the Board, and the current Board members up for renewal of their two-year term. [See Exhibit B for the Proposed 2019 Board of Directors Slate]
- Action Item: Proposed 2019 Board of Directors Slate
 - Kevin Hickman motioned to elect the 2019 Board of Directors Slate. Phil Cobb seconded the motion. Motion unanimously approved.

- Reneau Thompson motioned to approve the 2019 Officers, Committee Chairman, and Executive Committee Slate. Kelem Butts seconded the motion. Motion unanimously approved.

Renewal Committee

- Joseph Pitchford, Renewal Committee Chair, gave an update on the current state of the Uptown Public Improvement District Renewal efforts.

Chairman's Report

- Jud Pankey, UDI Board Chairman, and Noelle LeVeaux, UDI Interim President and Executive Director, gave an update on the status of the McKinney and Cole Two-Way Conversion Design Development Agreement with the City of Dallas.
- Pankey honored the members rolling off the UDI Board of Directors including Dick Brink, Missy Woehr, Ace Roman, and Brian Ratner.
- Pankey presented Deborah Ryan and Kevin Hickman the 2018 Chairman's Award.

President's Report

- The UDI Staff updated the Board on their 2018 projects and achievements.
- Noelle LeVeaux presented Reneau Thompson the 2018 Staff Appreciation Award.

Meeting was adjourned at 5:44 PM.

Submitted by Bailey Sanders

Approved by Kelem Butts



Uptown Dallas, Inc.
Cash Operating Budget
2019 Proposed Budget

	2018 Approved Budget	2019 Proposed Budget	Variance	2019 Proposed Budget With Carryover	Notes
Income					
500 Assessments	2,502,831	2,715,433		2,715,433	
501 Assessment Refunds	(75,000)	(50,000)		(50,000)	
502 Assessments-Temp Res RIs					
505 Cash Carry Forward	755,000	-		754,301	Using \$754k of carryover
530 Tree Program Income	-	-		-	
536 Miscellaneous Income	20,000	40,000		40,000	
550 Interest Income	4,320	2,000		2,000	
Total Income	\$ 3,207,151	\$ 2,707,433		\$ 3,461,734	
Expenses					
700 Services					
780 Marketing & Promotion					
780-08 Events	188,500	158,600		158,600	
780-10 Website/Digital	34,120	15,600		15,600	
780-11 Communication Services	700	700		700	
780-12 Community Relations/Outreach	48,830	45,900		45,900	
780-13 Marketing Initiatives	59,300	61,200		61,200	
780-15 Demographic Study	2,000	2,500		2,500	
780-40 Payroll Expense	80,000	87,500		87,500	
Total 780 Marketing & Promotion	\$ 413,450	\$ 372,000	\$ (41,450)	\$ 372,000	
836 Public Safety					
836-01 Police Patrol	122,000	122,000		122,000	
836-06 Safety Initiatives	127,650	127,650		127,650	
836-07 Safety Consultant	30,000	30,000		30,000	
836-40 Payroll Expense	80,000	87,500		87,500	
Total 836 Public Safety	\$ 359,650	\$ 367,150	\$ 7,500	\$ 367,150	
850 MATA Operating Support					
850-01 MATA Operating Support	300,000	300,000		300,000	
Total 700 Services	\$ 1,073,100	\$ 1,039,150	\$ (33,950)	\$ 1,039,150	

	2018 Approved Budget	2019 Proposed Budget	Variance	2019 Proposed Budget With Carryover	Notes
823 Maintenance					
760-02 Irrigation	60,000	60,000		60,000	
760-021 Irrigation Repair	30,000	30,000		30,000	
760-03 Routine Maintenance	153,296	145,000		145,000	
760-04 Special Maintenance	33,000	50,000		50,000	
760-05 Trees	30,000	12,000		12,000	
760-06 Ambassador Program	206,582	212,000		212,000	
760-xx Art Maintenance	-	5,000		5,000	
760-08 Lighting Modifications	4,000	25,000		25,000	
823-02 Street Sweeping	15,000	15,000		15,000	
823-03 Trash Service	14,000	15,000		15,000	
823-07 Miscellaneous	12,500	12,500		12,500	
823-35 Street Repairs	40,000	25,000		25,000	
823-38 Sidewalk repairs	15,000	41,800		41,800	
823-40 Payroll Expense	80,000	87,500		87,500	
Total 823 Maintenance	\$ 693,379	\$ 735,800	\$ 42,421	\$ 735,800	
830 Capital Improvement					
830-17 St Thomas Alley	16,000	16,000		16,000	
830-28 Griggs Park	-	-		-	
830-32 Wayfinding & Public Art	100,000	25,000		100,000	Using \$75k
830-33 Urban Initiatives & Walkability	600,000	407,060		982,060	Using \$575k
830-35 Katy Trail/DAD	75,000	-		-	
830-36 Misc/Contingency	94,444	-		-	
830-39 Urban Planning Consultant	68,000	68,000		68,000	
830-40 Payroll Expense	85,000	87,163		87,163	
Total 830 Capital Improvement	\$ 1,038,444	\$ 603,223		\$ 1,253,223	
900 Finance & Administration					
601 Accounting fees	30,000	30,000		30,000	
751 Employee Benefits	25,000	20,000		20,000	
755 Insurance - Other	15,000	15,000		15,000	
Renewal/Petition/Admin expenses					
782 Miscellaneous Administration	20,000	20,000		20,000	
792 Office Expenses	20,000	10,000		10,000	
795 Professional Services	30,000	30,000		30,000	
820-02 Office Rent New	30,000	30,000		30,000	
832 Payroll Expense	60,000	70,000		70,000	
	168,972	208,561		208,561	
Total 900 Finance & Administration	\$ 398,972	\$ 433,561		\$ 433,561	
Total Expenses	\$ 3,203,895	\$ 2,811,734		\$ 3,461,734	
Over Budget		\$ 104,301		\$ -	Using \$104k

CITYPLACE COMPANY

Memorandum

Cityplace Company, 3899 Maple Avenue, Suite 300, Dallas, Texas 75219

TO: Board of Directors, UDI
FROM: Neal Sleeper, Chairman, Nominating Committee
DATE: December 6, 2018
RE: Nominating Committee Slate of Directors, Officers and Committee Chairs

The Nominating Committee consisting of Debbie Ryan, Kelem Butts, Kurt Day, Scott Sherwood and Neal Sleeper met on Wednesday, November 28, 2018. This memo is the 2019 slate of Directors, Officers and Committee Chairs being presented to the Board of Directors.

Background: Section 2.02(a) of the Bylaws allows up to 44 Board members. Section 2.03 (a) of the Bylaws requires that half of the Board members (22 members) be elected for terms expiring in even years (the “Even Year Directors”) and half of the Board members (22 members) be elected for terms expiring in odd years (the “Odd Year Directors”).

The current UDI Board of Directors consists of 39 members, however, the following four (4) members have either resigned, moved out of the district, or their terms have expired effective 12/31/2018:

1. Dick Brink (resigned)
2. Brian Ratner (term expired)
3. Missy Woehr (moved out of district)
4. Ace Roman (resigned)

Of the remaining 35 Board Members, 13 of Board Members are Even Year Directors (having their current 2-year term expiring on 12/31/2018) and are up for renewal this year and 22 Board Members are Odd Year Directors (having their 2-year term expiring on 12/31/2019).

There are up to 9 empty board seats to be filled by 9 Even Year Director seats (term expiring 12/31/2020).

In choosing this slate of New Directors, the Nominating Committee considered the willingness of people to serve as Board members and the needs and best interests of UDI. The following nomenclature indicates whether an individual is an Owner (O) or Renter (R) of either Residential (R) or Commercial (C) property located within the Uptown District. Some individuals represent more than one designation.

Nomination of New Directors: The following 9 individuals are hereby nominated to be new Even Year Directors with a term of 2 years from 1/1/2019-12/31/2020.

1. Colin Fitzgibbons - KDC (Central Market site) OC/RC
2. Kyle Crews – Ritz-Carlton resident - Allie Beth Allman OR
3. Will Hendrickson – Granite (replacing Ace Roman) OC
4. Buddy Cramer – Katy Trail Ice House OC
5. Kylee Lambrit – Mid-America (replacing Jon King) OC
6. Whitney Farley – Gables (replacing Katy Slade) OC
7. Elliot Prieur – Gaedeke (suggested by Robert Wright) OC
8. Seth Thatcher – Viceroy Investments OC
9. Eric Sowden – neighbor of Cheryl Thompson (rents a townhome in State Thomas) RR

Ex-Officio Member. The following individual is nominated to be an Ex-Officio Board Member to serve at the pleasure of the Board of Directors as the representative of the Uptown Young Leaders Council (this Ex-Officio Board Position is for the purpose of having the current President or other representative of the Uptown Young Leaders Council have an Ex-Officio seat of the Board of Directors):

1. Derek Schuster – Weitzman Group (President of Uptown Young Leaders Council) RC

Nomination of Existing Board Members for another 2-year term: The Nominating Committee hereby nominates the following 13 Even Year Directors (having their current 2-year term expiring on 12/31/2018) for new 2-year terms beginning 1/1/2019 and expiring on 12/31/2020:

1. Robert Bagwell OC
2. Joel Behrens OC
3. Benji Homsey OC
4. Kevin Hickman RC
5. Jon King OC/RC
6. Yolanda Lawson OC/OR
7. Anthony Page OR
8. Judson Pankey At Large
9. Phil Puckett OC
10. Scott Sherwood OC
11. Cheryl Thompson OR
12. Renaue Thompson RC
13. Robert Wright OR/RC

Existing Board Members with unexpiring terms: Although no action is required by Nominating Committee or the Board of Directors, for clarity, the following 22 Odd Year Directors (being in middle of their 2-year terms) shall continue the remainder of their 2-year terms which began on 1/1/2018 and expire on 12/31/2019:

1. John Armstrong OC/OR
2. Kelem Butts OR
3. Albert Chapman OR
4. Phil Cobb OC
5. Kurt Day OC
6. Mark Dickenson OR
7. Sara Dodd OR
8. Bob Edmonson OR
9. Matt Enzler OC
10. Judy Hearst OR
11. Kyle Noonan RC

12. Paula Peters OR
13. Joseph Pitchford OC
14. Zac Porter OR
15. James Reeder OC
16. Ken Reese OC
17. Debbie Ryan RC
18. Matt Segrest OC
19. Katy Slade RC
20. Neal Sleeper OC/OR
21. Mike Turner OC
22. Greg Kraus OC

Prior elections of the aforementioned 22 Odd Year Directors shall be ratified by the Board.

Nomination of Officers: The Nominating Committee hereby nominates the following individuals to be the 2019 officers as indicated below:

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|------------------------|---------------|
| 1. Jud Pankey At Large | Chairman |
| 2. Deborah C Ryan RC | Vice Chairman |
| 3. Kelem Butts OR | Secretary |
| 4. Kevin Hickman RC | Treasurer |

Nomination of Committee Chairmen: The Nominating Committee hereby nominates the following individuals to be the 2019 Chairmen of the committees as indicated below:

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|-------------------------|---|
| 1. Robert Wright OR/RC | Marketing Committee |
| 2. Kelem Butts OR | Public Safety Committee |
| 3. John Armstrong OC/OR | Maintenance Committee |
| 4. Joel Behrens OC | Capital Improvements (a/k/a Public Realm Committee) |
| 5. Kevin Hickman RC | Finance Committee |
| 6. Deborah C Ryan RC | Governance Committee |

Executive Committee: Based on the nominations above, pursuant to the terms of Bylaws, the 2019 Executive Committee shall be the following individuals:

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|----------------------|--|
| 1. Jud Pankey | Chair, UDI |
| 2. Robert Wright | Chair, Marketing Committee |
| 3. Kelem Butts | Chair, Public Safety Committee and Secretary of UDI |
| 4. John Armstrong | Chair, Maintenance Committee |
| 5. Joel Behrens | Chair, Capital Improvements (a/k/a Public Realm Committee) |
| 6. Kevin Hickman | Chair, Finance Committee and Treasurer, UDI |
| 7. Deborah C Ryan | Chair, Governance Committee and Vice Chair, UDI |
| 8. Neal Sleeper | Chair, Advisory Committee |
| 9. Katy Slade | Immediate Past Chair, UDI |
| 10. Joseph Pitchford | Chair, Renewal Committee |