



May 15, 2019

11:30 a.m.

MINUTES OF MEETING

BOARD OF DIRECTORS MEETING

THE WOODLANDS CONVENTION & VISITORS BUREAU

The Board of Directors for The Woodlands Convention & Visitors Bureau (TWCVB) of Montgomery County, Texas held their Board Meeting on May 15, 2019 at The Woodlands Township located at 2801 Technology Forest Boulevard, The Woodlands, Montgomery County, Texas, 77381 at 11:30 a.m. The roll was called and those in attendance were:

Present: Bruce Rieser, Chairman
John Anthony Brown, Vice Chairman
Fred Domenick, Secretary/Treasurer
Brian Boniface, Director
J.J. Hollie, Director
Don Norrell, Director
Kevin Viteri, Director

Staff Present: Nick Wolda, TWCVB President; Bret Strong, TWCVB Legal Counsel; Elizabeth Eddins, TWCVB Assistant Director; Ashley White, TWCVB Brand Development Manager; Josie Lewis, TWCVB Convention Development Manager; Sonia Guerrero, TWCVB Sr. Administrative Assistant; Mariana Almanza-Cook, TWCVB Sales and Servicing Specialist; Amber George, TWCVB Marketing Specialist; Laura Haces, TWCVB Tourism Specialist; Monique Sharp, The Woodlands Township Assistant General Manager Finance & Administration

1. Pledge of Allegiance;

Chairman Bruce Rieser led the Pledge of Allegiance to the United States flag and the Pledge to the Texas flag.

2. Call to order and adoption of Agenda;

Motion by Vice Chairman John Anthony Brown, seconded by Director Brian Boniface to approve the agenda. Motion carried by unanimous vote. Agenda adopted.

Vote: 6 - 0 Passed

Other: Director Kevin Viteri (ABSENT)

Chairman Bruce Rieser called the meeting to order at 11:30 a.m. and called for the Adoption of the Agenda for this meeting that was developed and duly posted as required by law.

3. Public Comment;

None.

4. Consider and approve Minutes from April 24, 2019 Regular Board Meeting;

Motion by Director J. J. Hollie, seconded by Director Don Norrell to approve the minutes from April 24, 2019 carried by unanimous vote.

Vote: 6 - 0 Passed

Other: Director Kevin Viteri (ABSENT)

Chairman Bruce Rieser explained that the minutes from the April 24, 2019 Regular Board Meeting are in the Board packet for all to evaluate.

5. Consider and approve the Financial Report through March 2019;

Motion by Director Brian Boniface, seconded by Director J. J. Hollie to approve the Financial Report through March 2019. Motion carried by unanimous vote.

Vote: 6 - 0 Passed

Other: Director Kevin Viteri (ABSENT)

Chairman Bruce Rieser called The Woodlands Township Assistant General Manager Finance and Administration, Monique Sharp, to the podium to present. The total year to date budget was \$767,848 that compares to the actual revenue of \$718,749, resulting in an unfavorable variance of \$49,099. This result was due to the Supplemental Hotel Occupancy Tax being less than projected in March 2019. In terms of expenditures, there was a favorable variance of \$49,127 because of a timing difference since only three months have been accounted for. The CVB had an ending fund balance in March of \$1,516,549.

Director Kevin Viteri arrived at 11:46 a.m.

6. Receive, consider and act upon the 2020 Budget;

Motion by Director J. J. Hollie, seconded by Vice Chairman John Anthony Brown to approve the preliminary 2020 Budget. Motion carried by unanimous vote.

Vote: 7 - 0 Passed

Nick Wolda explained that based on the budget-planning schedule submitted at the April's Board Meeting, Visit The Woodlands staff has reallocated funds within line items to better align with the organization's strategic mission for destination marketing and sales programs. A request was submitted to the Township Board of Directors to add an additional full-time staff member in Convention Sales. This position would be dedicated to statewide associations and small group markets. No increases or decreases in program areas are requested for the 2020 Visit The Woodlands/CVB budget with the exception of a new full-time position. Elizabeth Eddins mentioned that funds were allocated for tourism initiatives, market research, The Woodlands Film Commission, travel and tradeshow, the 2020 media plan and a partnership with the Texas Hotel and Lodging Association. The timeline revenues will be projected in August 2019 during the Township's Budget Process. To allow for flexibility under Strategic Partnerships Department, the line item "Other Festivals and Events" was unspecified.

The 2020 Budget will be presented to The Woodlands Township Board of Directors for final approval. Board discussion followed.

7. Receive, consider and act upon Second Amendment to Advertising Agency Services Agreement with Adcetera Design Studio, Inc. for extension through December 31, 2020;

Motion by Director Don Norrell, seconded by Director Brian Boniface to approve the Second Amendment to Advertising Agency Services Agreement with Adcetera. Motion carried by unanimous vote.

Vote: 7 - 0 Passed

Ashley White explained that Visit The Woodlands 2020 Destination Marketing plan would incorporate advertising, international marketing, websites, group sales and cooperative advertising among other opportunities to continue attracting visitors and groups to The Woodlands. Adcetera continues to provide the above-mentioned services for the department, as well as collateral. It is recommended by Visit The Woodlands staff to continue the services of Adcetera as the official agency of record for 2020. A detailed strategic marketing plan will be presented after the 2020 Budget has been approved by the Township Board of Directors.

8. Recess to Executive Session to discuss matters relating to real property pursuant to §551.072, Texas Government Code; deliberation of economic development negotiations pursuant to §551.087, Texas Government Code; discuss personnel matters pursuant to §551.074, Texas Government Code; and to consult with the Corporation's attorney pursuant to §551.071, Texas Government Code;

Recessed to Executive Session at 12 p.m.

9. Reconvene in Public Session;

Reconvened in Public Session at 12:14 p.m.

10. Receive, consider and act upon updates to the Visit The Woodlands Bylaws;

Motion by Director J. J. Hollie, seconded by Vice Chairman John Anthony Brown to approve the Visit The Woodlands Bylaws as presented. Motion carried by unanimous vote.

Vote: 7 - 0 Passed

Nick Wolda explained that as the organization has evolved from an event and festival production into a Destination Marketing Organization, the Bylaws needed to be addressed. Bret Strong mentioned that after having evolved from the Town Center Improvement District to now being an organization funded by the Hotel Occupancy Tax, the structure of the organization has changed. Legal counsel along with CVB staff and Chairman looked into similar organizations in other cities in Texas to compare the current Bylaws. With input from staff, and different hotels and hospitality organizations in The Woodlands, the changes in the Bylaws will reflect how the organization currently operates. Chairman Bruce Rieser stated that this Fourth Amendment and Restated Bylaws does not change how the Board of Director's is constituted or elected.

11. President's Report;

President Nick Wolda explained that a Request for Interest for New and Innovative Water Vessel Operation on The Woodlands Waterway was reissued on February 21, 2019 and it is due Friday, May 31, 2019 at 4 p.m. A total of 13 inquiries have been received.

12. Board Announcements;

Chairman Rieser congratulated Makena Holland for the great job during her time with Visit The Woodlands and wished her well in her college pursuit.

13. Agenda items for next meeting;

Motion by Director Don Norrell, seconded by Vice Chairman John Anthony Brown to approve July 17, 2019 as the next meeting date for Visit The Woodlands Board of Directors. Motion carried by unanimous vote.

Vote: 7 - 0 Passed

Chairman Rieser asked the Board to cancel the next meeting set for June 19, 2019 and moved the Board to schedule a meeting on July 17, 2019 at 11:30 a.m.

14. Adjournment.

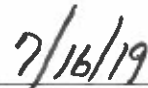
Motion by Vice Chairman John Anthony Brown, seconded by Director Brian Boniface to adjourn. Motion passed unanimously.

Vote: 7 - 0 Passed

Adjourned at 12:21 p.m.



Fred Domenick, Secretary/Treasurer
The Woodlands CVB Board of Directors



Date