



Park Board of Trustees of the City of Galveston

1/12/2023 - Minutes

I. Call Meeting To Order

The meeting was called to order at 9:00 a.m.

II. Pledge Of Allegiance

The pledge was recited by those present.

III. Roll Call And Declaration Of A Quorum

Roll was called and a quorum declared.

Trustees present: Marty Fluke, Dave Jacoby, Michael Bouvier, Jason Hardcastle, Jeff Ossenkop, Spencer Priest and Jason Worthen.

IV. Conflict Of Interest Declarations

There were no conflicts declared.

V. Requests To Address The Board

Ted O'Rourke addressed the Board regarding agenda item VII.

VI. Resignation Of Carla Cotropia As General Counsel

Robert Booth shared that Carla Cotropia has resigned as the legal counsel for the Park Board and read the email she sent on January 3, 2023. He reported that he will be taking over as the general counsel in her place as long as it is the will of the Board. Several trustees and staff thanked Ms. Cotropia for her many years of service and shared stories of how she impacted them and the Park Board.

VII. Discuss And Consider Approval To Solicit Attorney General (Kelly De Schaun, 10 Minutes)

Marty Fluke shared that his support of seeking an attorney general opinion is based on needing clarification and definition of the Park Board and its legal authority as well as clarification of the roles and responsibilities of the trustees. He stated that this is about the long-term view of how the Park Board operates and the impact on our customers. Mr. Fluke reported that since there were two trustees absent, he would entertain a motion to defer until the next meeting.

Motion: Spencer Priest motioned to defer.

Second: Jeff Ossenkop seconded.

Vote: Failed (1-6, Fluke, Jacoby, Bouvier, Hardcastle, Ossenkop and Worthen opposed).

Jason Worthen asked what would be done with the opinion once received if it has no binding authority. Robert Booth clarified that while the opinion is not binding, it is persuasive, and Mr. Fluke shared that the City Manager expressed that an attorney general opinion matters in an October statement. He also clarified that while it was reported in a city council member's newsletter, the Park Board has never expressed any intention of suing the City of Galveston.

Kelly de Schaun shared that previously the City requested an opinion from the attorney general regarding the restriction of the convention center trickle down funds prior to her starting at the Park Board and that it still is used to define these funds.

Jason Hardcastle read a statement he had prepared expressing his support for the attorney general opinion and that he believes it is what is needed to salvage the relationship between the Park Board and the City.

Motion: Jason Hardcastle motioned to approve the solicitation of an attorney general opinion.

Second: Michael Bouvier seconded.

Vote: Passed (5-2, Worthen and Priest opposed).

VIII. Discuss And Consider Approval To Authorize Staff To Hire Larry Simmons With Germer PLLC For Contract Negotiations And Clarification Of Powers And Duties Of The Park Board (Kelly De Schaun, 10 Minutes)

Kelly de Schaun explained that Mills Shirley is still acting as general counsel for the Park Board with Robert Booth filling the role previously held by Carla Cotropia. She shared that Mills Shirley and Mr. Booth have represented the City as well and are therefore not in a position to represent the Park Board during the interlocal discussions with the City. Mrs. de Schaun stated that for this role, a mediator is needed and she would like to enter into an agreement with Larry Simmons of Germer, PLLC who has previously worked with the Park Board. She stated that this would be a short-term agreement for the interlocal discussions. In addition, Mrs. de Schaun would also like to hire Mr. Simmons to prepare the brief for requesting the attorney general opinion at a cost not to exceed \$40,000.

Motion: Marty Fluke motioned to approve the hiring of Larry Simmons, Germer, PLLC.

Second: Jason Hardcastle seconded.

Vote: Passed (7-0).

IX. Discuss And Consider Approval Of Changes To The 2023 State Legislative Agenda (Kelly De Schaun, 5 Minutes)

Kelly de Schaun shared the request for consideration to amend the 2023 state legislative agenda would allow Ryan Brannan and staff to have discussions with state legislators on what the original legislative intent was for the creation of the Park Board in state statute and input on how to get clarity on this item.

Motion: Spencer Priest motioned to approve the amendment to the 2023 State Legislative Agenda.

Second: Jason Hardcastle seconded.

Vote: Passed (7-0).

X. Discuss And Consider Approval Of Expenditures For Professional Services By Hunton Andrews Kurth For Research And Analysis Of Hotel Occupancy Tax Collection And Distribution (Kelly De Schaun, 5 Minutes)

Kelly de Schaun reported that the one of the tasks assigned to Hunton Andrews Kurth, (HAK), was an opinion on the Hotel Occupancy Tax as it related to the discussion between the Park Board and the City. She shared that when this request was made, they were given the limits of her authority, but when the invoices were received, they totaled well over the limit she can approve. Mrs. de Schaun asked for approval to pay HAK the amount due not to exceed \$60,000. She shared that no invoices for this service had been received and when she inquired, was not

expecting that they had gone over the amount authorized. Marty Fluke reminded the Board that the initial hiring of HAK was approved by the Board for the Babe's Beach project and that when they were asked to do this opinion letter, they were given authority up to the CEO approval. He recommends paying the invoices and not engaging with them any further.

Motion: Spencer Priest motioned to approve payment to Hunton Andrews Kurth for services rendered not to exceed \$60,000.

Second: Marty Fluke seconded.

Vote: Passed (5-0,1 Worthen Abstained, Jacoby was not present at time of vote).

XI. Future Agenda Items

- Update on Dellanera nourishment
- Update on AG Opinion Process
- Process for solicitation of general counsel

XII. Announcements

Jeff Ossenkop shared information regarding Art Walk, Martin Luther King Day and the Chili Fest.

XIII. Adjournment

The meeting was adjourned at 10:07 a.m.

Schel Heydenburg
Board Reporter

Dave Jacoby
Board Secretary