



## AGENDA MEMORANDUM

Action Item for the City Council Meeting February 21, 2023

**DATE:** February 8, 2023

**TO:** Peter Zaroni, City Manager

**FROM:** Heather Hurlbert, CPA, CGFO Director of Finance & Procurement  
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| <p><b>Fourth Amended and Restated Management Service Agreement with the Corpus Christi Area Convention &amp; Visitors Bureau (VCC).</b></p> |
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### **CAPTION:**

Motion authorizing the Fourth Amended and Restated Management Services Agreement between the Corpus Christi Area Convention and Visitors' Bureau ("VCC") and the City of Corpus Christi, which includes amendments to the VCC bylaws.

### **SUMMARY:**

The purpose of this item is to authorize the fourth amendment to the restated Management Service Agreement last amended May 17, 2022 to provide amendments to the board composition and to reflect best practices by moving procedural items to a separate rules of procedure document.

### **BACKGROUND AND FINDINGS:**

The City and the VCC most recently entered into an amended and restated management services agreement on May 17, 2022, and the parties now wish to make amendments to the composition of the board, reflect best practices by moving the Board Roles and Responsibilities and committee definitions and composition to a separate "Rules of Procedure" document, and other administrative edits. The Corpus Christi Convention and Visitors Bureau (CCCVB) Board of Directors approved these changes on December 15, 2022.

### **Management Services Agreement:**

Below is a summary of the proposed changes.

**Revise 10.1. Board of Directors** Change the number of board members selected directly by the City Council from thirteen to fourteen. Change the number of members from the lodging industry from 3 to 4. Add a detailed break out of the specific lodging type to include two from the Hotel Industry, one from the Lodging At-Large industry, and one from the Short-Term Rental industry. Remove "the attraction industry" and replace with "area attractions". Remove the phrase "appointed by City Council" from the community at large members. Remove "Mayor" and replace

with “following three (3) persons” and then add “designees or representatives, shall serve as additional voting members of the Board by virtue of position held: 1 Mayor of the City of Corpus Christi, or his or her” . Remove “or their” and add “of the City of Corpus Christi or his or her”. Delete “The General Manager of the Corpus Christi Hooks”. The revised section will read:

The affairs of the CCCVB shall be governed by a board of directors ("Board"), which must be composed of 17 voting members, with Fourteen (14) selected directly by the City Council of the City. Those members must be representatives of the following groups:

Four (4) members from the lodging industry as follows:

- Two (2) from the Hotel Industry
- One (1) from the Lodging At-Large industry
- One (1) from the Short-Term Rental Industry

Three (3) members from area attractions;

Five (5) members from the community at large

Two (2) members from the restaurant industry;

The following three (3) persons, or their designees or representatives, shall serve as additional voting members of the Board by virtue of position held:

- 1 Mayor of the City of Corpus Christi, or his or her designee;
- 1 City Manager, of the City of Corpus Christi or his or her designee;
- 1 Director of Corpus Christi International Airport

**Revise 10.7. Board of Directors** Add “from time to time” to when the board can establish standing committees. Add “for the operation of the CCCVB. The Chairman shall appoint the members of each committee.” The revised section will read as follows:

The CCCVB's Board of Directors may establish such standing committees from time to time it deems necessary for the operation of the CCCVB. The Chairman shall appoint the members of each committee. The Board is authorized to and must employ a President/Chief Executive Officer to exercise day to day management and administration of the CCCVB.

**Revise 10.9. Board of Directors** Create section 10.9. from the following:

The CCCVB agrees to have one annual meeting per year open to the public, which will include a presentation of the CCCVB's annual report on its activities and performance.

**Revise 10.9. Board of Directors** Change from 10.9. to 10.10.

**Revise 10.10. Board of Directors** Change from 10.10. to 10.11.

## **CCCVB Bylaws**

**Revise 1. Article II. Board of Directors** Change the number of board members selected directly by the City Council from thirteen to fourteen. Change the number of members from the lodging industry from three to four. Add a detailed break out of the specific lodging type to include two from the Hotel Industry, one from the Lodging At-Large industry, and one from the Short-Term Rental industry. Delete “The General Manager of the Corpus Christi Hooks”. Remove “or his or her designee” from the Athletic Director of TAMU-CC. Add “1 General Manager of Corpus Christi Hooks” and “1 Chair of the Corpus Christi Sports Commission Advisory Council”. The revised

section will read:

The affairs of the CCCVB shall be governed by a board of directors, which shall be composed of 17 voting members.

Fourteen (14) will be selected directly by the City Council of the City of Corpus Christi. The above members shall include persons from all areas of the City in order to assure diverse geographic representation on the Board. The members shall be representatives of the following groups:

Four (4) members from the lodging industry as follows:

- Two (2) from the Hotel Industry
- One (1) from the Lodging At-Large industry
- One (1) from the Short-Term Rental Industry

Three (3) members from area attractions;

Five (5) members from the community at large

Two (2) members from the restaurant industry;

The following three (3) persons, or their designees or representatives, shall serve as additional voting members of the Board by virtue of position held:

- 1 Mayor of the City of Corpus Christi, or his or her designee;
- 1 City Manager, of the City of Corpus Christi or his or her designee;
- 1 Director of Corpus Christi International Airport

The following persons or entities, or their designees or representatives, shall serve as additional non-voting members of the Board by virtue of position held:

- 1 State Representative from district 32 or his or her designee
- 1 State Representative from district 34 or his or her designee
- 1 Director of regional Transportation Authority
- 1 President & CEO of Port of CC or his or her designee
- 1 President & CEO of CCREDC
- 1 General Manager of American Bank Center
- 1 Athletic Director of TAMU-CC
- 1 General Manager of Corpus Christi Hooks
- 1 Chair of Corpus Christi Sports Commission Advisory Council

**Revise Section 10.4 Subsection 1** Article II Board of Directors Remove “3 meetings”. The section will read as follows:

Absences. Unexcused absences from more than twenty-five percent of regularly scheduled meetings during a term year shall result in an automatic vacancy, which vacancy for lodging, attraction, restaurant industry, and community at-large directors must be promptly reported to the City Council. An absence shall be unexcused unless excused by the Board, for good cause, no later than its next meeting after any absence. Any member, otherwise eligible, shall not be precluded from reappointment by reason of such automatic vacancy.

**Remove Section 10.4 Subsections 7-Board Roles and Responsibilities, 8-Board Conflict, and 9-Code of Conduct Article II Board of Directors**

**Remove Section 2-Executive Committee, Section 3-Board Development Committee, 4-Finance Committee, 5-Bylaws and Contracts Committee, and 6-Other Committees Article IV Committees**

**Remove Section 3-Telephone or Electronic Meetings Article V Meetings**

**Modify Rules of Procedure Article V Meetings** Add Section 10.5. Remove “The Board may adopt rules of procedure for participation in its meetings” and replace with “The Board of Directors may approve rules of procedure to govern the conduct of its meetings, which will not require City Council approval”. The revised section will read:

10.5 Rules of Procedure. The Board of Directors may approve rules of procedure to govern the conduct of its meetings, which will not require City Council approval.

**ALTERNATIVES:**

City Council could choose not to approve the fourth amended and restated Management Services Agreement.

**FISCAL IMPACT:**

There is no financial impact associated with this item.

**Funding Detail:**

|                        |            |
|------------------------|------------|
| Fund:                  | N/A        |
| Organization/Activity: | N/A        |
| Mission Element:       | N/A        |
| Project # (CIP Only):  | <b>N/A</b> |
| Account:               | N/A        |

**RECOMMENDATION:**

Staff recommends approving the fourth amended and restated Management Services Agreement.

**LIST OF SUPPORTING DOCUMENTS:**

Fourth Amended and Restated Management Service Agreement- Redline copy