

REGULAR MINUTES

Tulsa Development Authority Board of Commissioners Regular Meeting

One Technology Center
175 East 2nd Street
Tulsa, OK 74103
10th Floor North Conference Room

Thursday – January 4, 2018

9:00 a.m.

Present:

Roy Peters, Chairman
Steve Mitchell, Vice Chairman
Nancy Roberts, Commissioner
Thomas Boxley, Commissioner
O.C. Walker II, Executive Director
Jot Hartley, General Counsel

Absent:

Carl Bracy, Commissioner

Also Present:

Cheryl Black
Clarence Boyd
Rocky Bright
Linn Cain
John Chesney
Jim Coles
Nathan Cross
Leon Davis
Ben Ganzkow
Nathan Garrett
Derek Gates
Jennifer Griffin
John Griffin
Vanessa Hall-Harper
Brian Humphrey
Jamie Jamieson

Also Present:

Norman Kildow
Steve Larry
Michael Linscott
Charity Marcus
Rhett Morgan
Darin Ross
Kathy Taylor
Mike Thedford
Theron Warlick
Rose Washington
Luke Westerfield
Dennis Whitaker
NaTasha Bunch
Jane Malone
Carol Young

The Regular Meeting was called to order at 9:00 a.m. by Chairman Peters. Decisions will be made, votes and action taken. Reports and supporting documentation were distributed for this meeting and will be incorporated by reference to the minutes and filed with the meeting packet.

Prior to Roll Call, Chairman Peters announced starting today, TDA meetings will be broadcasted on the local TGOV channel. Mr. Peters also requested TDA Commissioners and Staff introduce themselves.

1. **Roll Call:** Jane Malone called roll: Chairman Peters, Vice Chairman Mitchell, Commissioner Roberts, and Commissioner Boxley were present. Commissioner Bracy was absent. A quorum was present.
2. **Routine, Repetitive Items for Action:**
 - a. Minutes of December 7, 2017 Regular Meeting
 - b. Minutes of December 7, 2017 Regular Executive Session Meeting

After discussion, Commissioner Boxley moved to approve the minutes, Agenda Items 2.a., and 2.b., seconded by Vice Chairman Mitchell. The vote was recorded as follows:

Ayes: Peters, Mitchell, Roberts, and Boxley
Nays: None

The motion passed unanimously

3. **Executive Director's Monthly Report - A copy of this report was included in the Commissioner's packets. Copies of the Report were available at the table in the rear of the room.**

1. **Project Status Update**

- A. **First Place Parking Garage, LLC:**

The project will consist of 500-space multi-level parking garage, with 3,000 square feet of commercial/retail space. The amount of the loan for the project is \$1,670,000.00. TDA is waiting for the Title Policy.

- B. **Morton's Reserve, d/b/a Pine Place Development, LLC:**

On October 5, 2017, the TDA Board of Commissioners reviewed and approved a Resolution approving the Second Amendment to the Redevelopment Contract. The Amendment modified the terms and conditions of the Redevelopment Contract to be extended until December 15, 2017, for submission of Construction Financial Documentation. This is an Executive Session Agenda item for today.

- C. **Peoria Realty Investments, Inc.:**

The Redeveloper is requesting to be placed on the TDA February Agenda.

D. Dollar General Store/Rupe Helmer Group:

Rupe Helmer Group's anticipated completion date is February 2018. Also on the Agenda today in Executive Session.

E. Ogan's Circle/Capital Homes, LLC:

Nine homes have closed in the Ogan's Circle project. There are five vacant lots that will be developed. The Redevelopers are working with the City of Tulsa to coordinate the installation of the monument and landscaping for the entry way.

F. East Latimer Lots/Capital Homes, LLC:

The TMAPC unanimously approved the rezoning request, specifically the abandonment of the former multi-family PUD, approved the rezoning of the residential property to RS-5, and the northeast corner of Latimer Street and Main Street to MX1-U45. A plat waiver and application for lot split/lot combination was also approved. The next action for the Redevelopers is creating a marketing plan for the commercial/mixed use corner.

G. The Flats on Archer:

On November 15, 2017, SATTCOM submitted a formal "Request for Advance No. 2" accompanied by supporting documentation, pursuant to the Flats on Archer Redevelopment Agreement, Mortgage, and Promissory Note. The Request for Advance No. 2 was based on 29.59 percent completion. The Redevelopers anticipate completion in spring 2018.

H. Blue Dome Anchor, LLC:

New windows and awning brackets over windows on front façade are installed. Currently installing exterior wall insulation and sealing around the new windows from the interior.

I. The Village at Central Park (Darin Ross):

Pearl Development – The Redeveloper is present today, and this is an Agenda item for today.

J. VCP, LLC (Sam Rader):

The Redeveloper is in the process of installing wood and tile flooring. The anticipated completion is spring 2018.

K. Carland Group:

This item will be discussed in Executive Session.

L. Block 44 – The Ross Group:

The Redevelopment Agreement has not been executed by the Ross Group, because there are issues with the overhead powerlines.

M. Annual Report 2017:

The Report should be complete by March 2018.

N. Dirty Butter – Heritage Hills:

The Tease family plans to complete construction and move in during the first quarter of 2018. Mr. Larry Crawford and the White Family have completed construction on their homes, and are inhabiting the homes. Mr. Bennie Oulds was granted an extension until May 18, 2018. The Roberts Family, and Sheila Thompson and Steven Murrell will be submitting plans to the Board in February 2018 for approval.

Executive Director Walker responded to comments and concerns from the Board members. After discussion, Commissioner Roberts moved to accept TDA's Executive Director Report for January 2018. Vice Chairman Mitchell seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Roberts, and Boxley

Nays: None

The motion passed unanimously

4. Presentation from the University of Notre Dame Graduate Urban Design Studio. The Study Area is an extension of the Unity Heritage Neighborhoods Plan and the area is bounded by the following:

South: I-244

North: East Pine Street

West: L.L. Tisdale Expressway

East: HWY 75

Jennifer Griffin, representative with J Griffin Design, introduced Clarence Boyd, representative with Coalescent CDC and Bank SNB. Ms. Griffin provided the final presentation from the Notre Dame Graduate Urban Design Studio and provided recommendations for the Southern portion of the Unity Heritage Sector Plan. The presentation and recommendations are products of the work completed by the Notre Dame Urban Design Studio.

5. Staff Reports and Discussion – City of Tulsa (C.O.T.)

a. TIF Report Updates – Mike Thedford: A copy of the report is included in the Commissioner's packets:

- **Blue Dome Lighting Project: Fund No. 6967** – Approximately 150 lights throughout Blue Dome District. Construction commenced on Friday, August 25, 2017, and is ongoing. Light poles have been delivered and all fixtures were expected to be delivered by the end of December. It is expected that all the

underground work is to be complete in mid-January. Project is scheduled for completion March 2018.

- **Brady District Streetscape Improvements: Fund No. 6963** – Streetscape Enhancements matching Downtown Streetscape Master Plan guidelines. Phase I construction is expected to commence the first week in January because the business owners raised concerns about beginning construction prior to the Holidays. Phase II, the approved budget is \$650,000.00. Updated engineering cost estimate will be complete in January 2018. The IDP is expected prior to January 4, 2018. Staff recommends advertising for bids. Engineering plans were included with the Staff Report.
 - **TDA – Lansing Center: Roof/Gutter Work** – No new information.
- b. **North Peoria TIF Update – Derek Gates: A copy of the report is included in the Commissioner’s packets:** The Contractor for the North Peoria Lighting project has completed the underground conduit system for the project and is installing pole bases. Most pole bases should be poured by the end of January 2018. The City of Tulsa has agreed to pay for the operation and maintenance of the lights.
- c. **Elm Creek/6th Street Drainage Detention and Conveyance Plan – Roger Acebo: A copy of the report is included in the Commissioner’s packets:** Executive Director Walker stated Roger Acebo is out of the office on Military leave until November 2018. His report stands as presented. Mr. Walker requested Ms. Kathy Taylor provide clarification of the Retail Market Study & Strategy portion of the Report.

6. General Counsel

- a. **Pending Litigation Report was included in the Commissioner packets:** General Counsel Hartley provided the monthly pending litigation report and Counsel Hartley reported that any changes or new items are indicated in “**BOLD**” print. He also provided a status and overview of the report.

Breach of Contract:

- **TDA v. Carland Group, LLC; Cherokee Meadows, LP; Carland Properties, LLC and Omega Alpha Development, LLC:**
Petition filed On November 13, 2017. Judge Caroline Wall assigned to the case. Hearing on TDA Application for

Appointment of Receiver set for December 14, 2017 was continued to the first week of January 2018. TDA is seeking to obtain remediation for removal of improper installation of “integral curbing” across the front of driveways leading to elderly and mobility impaired housing constructed as the Cherokee Meadows project.

Breach of Contract and Lien Foreclosure Counterclaims:

- **Alpine Roofing, LLC v. MGT Construction Management, East End Village, LLC; Larson Development, TDA and others:**
Case remains pending.

- **East End Village, LLC v. MGT Construction Management, Inc., et al:**
See discussion of consolidated case above.

Other:

- **Novus Homes (Wilkins).**
Arbitrator granted TDA’s Motion for Summary Judgment on October 5, 2017. Wilkins Motion for New Trial denied. TDA has filed a Motion to Confirm the Arbitration decision in the District Court case.

Hall-Harper et. al v. TDA

Case remains pending. This is an Executive Session Agenda item and will be discussed at that time.

7. Discussion, consideration, and vote to accept Financial Reports

- a. **November 2017 - Income and Expenditure Report - included in the Commissioner packets:** Norman Kildow provided an updated report and an overview of the Income and Expenditure Report to the Commissioners and answered questions.

- b. **Comparative Financial Statements - included in the Commissioner’s packets:** Norman Kildow provided an updated report, gave an overview of the Comparative Financial Statements, and answered questions from the Board.

After discussion, Commissioner Boxley moved to accept the Financial Report and Comparative Financial Statements for November 2017 and, **Resolution No. 6404**, approving TDA Financial Report for November 2017, and the Comparative Financial Statement, seconded by Vice Chairman Mitchell. The vote was recorded as follows:

Ayes: Peters, Mitchell, Roberts, and Boxley

Nays: None

The motion passed unanimously.

8. Receive, Discuss, and Vote:

- a. **Discussion, consideration, and vote to approve an amendment to an existing Redevelopment Agreement between Pearl Development, LLC, and TDA for property located on the Southwest corner of South Peoria Avenue and East 6th Street South, Tulsa, Oklahoma:** Executive Director Walker stated the Redeveloper is requesting an extension of time, and he is present today. Mr. Darin Ross provided a status update, and rationale for an extension of time. Mr. Ross also introduced Mr. Brian Humphrey, representative with First Priority Bank and, banker for the project to further collaborate the rationale for an extension of time. After discussion, Vice Chairman Mitchell moved to approve **Resolution No. 6405**, approving Third Amendment to Redevelopment Agreement with Pearl Development, LLC for Redevelopment of real property located on the Southwest corner of South Peoria and East 6th Street, Tulsa, Oklahoma. Commissioner Roberts seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Roberts, and Boxley

Nays: None

The motion passed unanimously.

Commissioner Boxley moved to go into Executive Session at 9:56 a.m., seconded by Vice Chairman Mitchell. The vote was recorded as follows:

Ayes: Peters, Mitchell, Roberts, and Boxley

Nays: None

The motion passed unanimously

9. **Executive Session: Discussion, consideration and vote to go into Executive Session as authorized by 25 O.S. §307(b)(4) for confidential communications with TDA General Counsel regarding a pending investigation, claim or action upon determination by the TDA Board of Commissioners, with the advice of its General Counsel, that disclosure will seriously impair the ability of the TDA Board of Commissioners to process the claim or conduct a pending investigation, litigation, or proceeding in the public interest and/or 25 O.S. §307(c)(10) for the purpose of conferring on matters pertaining to economic development for which public disclosure of the matter discussed would interfere with the development of products or services or if public disclosure would violate the confidentiality of the business:**

- a. Confidential communication with Counsel regarding a request for the sale of Lots 21, 22, 23, 24, 25, 26, 27, 85, 86, 87 and 88; all are in Block 1, The Village at Central Park from the Village at Central Park, LLC to a Redeveloper. The property is generally located on the Southwest Corner of East 6th Street South and South Peoria Avenue, Tulsa, Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).]
- b. Confidential communication with Counsel regarding approval of Financial Documentation for the Morton Reserve Properties, LLC for redevelopment of the former Morton Hospital Site located at 605 East Pine Street, Tulsa, Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).]
- c. Confidential communication with Counsel regarding employment of special counsel to provide legal services under the direction of TDA General Counsel for representation of TDA in negotiation possible litigation relating to a Redevelopment Agreement dated June 30, 1986 (“Agreement”) between the University Center at Tulsa (UCT) and the Tulsa Development Authority (TDA) and failure of UCT to redevelop the subject property, as described in the Agreement in compliance with terms and conditions of the Agreement. [25 O.S. §307(b) (4) and §307(c) (10).]
- d. Confidential communication with Counsel regarding the status of action to enforce contract rights and termination of Contract for Sale of Land for Private Redevelopment with The Carland Group for redevelopment of the Cherokee Meadows Senior Housing Addition, located east of Gateway Plaza, Tulsa, Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).]
- e. Confidential communication with Counsel regarding a request from the Tulsa Economic Development Corporation (TEDC) and Honor Capital for the use of North Peoria TIF funds for a proposed grocery store, Tulsa, Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).]
- f. Confidential communication with Counsel regarding pending litigation for property located at 744 East Pine Street, Tulsa, Oklahoma (Case No. CV-2017-1049). (Rupe Helmer Group/Tulsa 18537, LLC - Dollar General Project.) [25 O.S. §307(b) (4) and §307(c) (10).]

Vice Chairman Mitchell exited the meeting at 10:33 a.m.

10. **Vote to Return to Open Session:** Commissioner Roberts moved to return to Open Session at 11:19 a.m., seconded by Commissioner Boxley. The vote was recorded as follows:

Ayes: Peters, Roberts, and Boxley
Nays: None

The motion passed unanimously.

11. **Statement of the Executive Session:** During Executive Session, all Commissioners of the Authority who were present for this meeting were present for the Executive Session, with the exception of Vice Chairman Mitchell, whom exited the meeting at 10:33 a.m. The Authority maintained a quorum. During the Executive Session, the items on the published Agenda were the only items discussed. No votes were taken during the session. This will constitute the minutes of the Executive Session.

12. **Discussion, consideration, and vote on items discussed in Executive Session:**

9.a. **Village at Central Park**

After discussion, Commissioner Roberts moved to approve **Resolution No. 6406**, approving partial assignment of Contract for Sale of Land for Private Redevelopment between Tulsa Development Authority and The Village at Central Park L.L.C. and Consent to Sale. Commissioner Boxley seconded the motion. The vote was recorded as follows:

Ayes: Peters, Roberts, and Boxley

Nays: None

The motion passed unanimously.

9.b. **Morton Reserve Properties**

After discussion, Commissioner Boxley moved to approve **Resolution No. 6407**, approving Third Amendment to Redevelopment Contract with Morton's Reserve Properties, LLC for the Sale and Redevelopment of TDA owned land located at 605 East Pine Street, Tulsa, Oklahoma-Former Morton Hospital Site. Commissioner Roberts seconded the motion. The vote was recorded as follows:

Ayes: Peters, Roberts, and Boxley

Nays: None

The motion passed unanimously.

9.c. **UCAT**

After discussion, Commissioner Roberts moved to approve **Resolution No. 6408**, approving retention of Special Counsel for the Tulsa Development Authority-UCAT matters. Commissioner Boxley seconded the motion. The vote was recorded as follows:

Ayes: Peters, Roberts, and Boxley

Nays: None

The motion passed unanimously.

9.e. TEDC

After discussion, Commissioner Roberts moved to approve **Resolution No. 6409**, authorizing acquisition of information, Community Engagement, and negotiations toward creation of Redevelopment Agreement for use of North Peoria TIF funds by TEDC-North Peoria Honor Capital Grocery Store Project. Commissioner Boxley seconded the motion. The vote was recorded as follows:

Ayes: Peters, Roberts, and Boxley

Nays: None

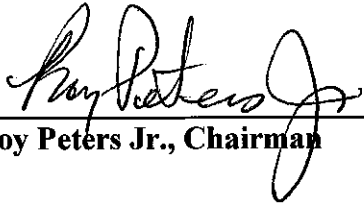
The motion passed unanimously.

13. New Business: None

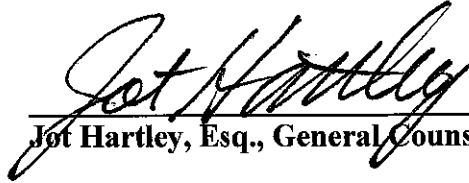
14. Adjournment: The meeting adjourned at 11:26 a.m.

Tulsa Development Authority

Approved as to legal form and adequacy:



Roy Peters Jr., Chairman



Jot Hartley, Esq., General Counsel

[1-4--2018 – Regular Meeting Minutes - (nbc-)]