

REGULAR MINUTES

Tulsa Development Authority Board of Commissioners Regular Meeting

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

Thursday – December 3, 2015

8:30 a.m.

Present:

Roy Peters, Chairman
Steve Mitchell, Vice Chairman
Julius Pegues, Commissioner
Carl Bracy, Commissioner
Nancy Roberts, Commissioner
O.C. Walker II, Executive Director
Jot Hartley, General Counsel

Absent:

Also Present:

Roger Acebo
Leroy Alfred
Kevin Anderson
Howard Barnett
Linn Cain
Andrew Coffey
Jim Coles
Mayme Crawford
Charles Robert Davis
Leon Davis
Jim East
Derek Gates
Peyton Haralson
Ed Harris
Kathy Henry
Christopher Heroux
Millard House
Bob Jack
Jamie Jamieson
Norman Kildow

Also Present:

Tony Lenox
Jean Lu
Phil Marshall
Joyce McClellan
Ray Meldrum
Stephen Meltzer
Julie Miner
Ina Mitchell
Joe O'Conner
Bob Reppe
Darin Ross
Jeff Scott
Marvin Shirley
Shelby Snyder
Mike Thedford
Dennis Whitaker
Cecilia Wilkins
NaTasha Bunch-Everly
Jane Malone

The regular meeting was called to order at 8:31 a.m. by Chairman Peters. Decisions will be made, votes and action taken. A quorum was established. The Agenda will be followed as printed. Reports and supporting documentation were distributed for this meeting and will be incorporated by reference to the minutes and filed with the meeting packet.

1. **Roll Call:** Jane Malone called roll: Chairman Peters, Commissioner Pegues, Commissioner Bracy, and Commissioner Roberts were in attendance. Vice Chairman Mitchell arrived at 8:42 a.m. A quorum was present.
2. **Routine, Repetitive Items for Action:**
 - a. Minutes of November 5, 2015 Regular Meeting
 - b. Minutes of November 5, 2015 Executive Session Meeting
 - c. Minutes of November 12, 2015 Special Meeting

Commissioner Bracy moved to approve the minutes, Agenda Items 2. a., 2.b., and 2.c., seconded by Commissioner Pegues. The vote was recorded as follows:

Ayes: Peters, Pegues, Bracy, and Roberts
Nays: None

The motion passed unanimously

3. **Executive Director's Monthly Report-** A copy of this report was included in the Commissioner's packets. Executive Director Walker distributed an updated Report to the Commissioners. Chairman Peters stated he requested Executive Director Walker to include all projects on the Executive Director's Report. In the future, the Report will be made available to the public via the TDA website and there are copies of the Report at the table in the rear of the room. Executive Director Walker will highlight a few projects on the Report this morning.

1. **Project Status Update**

- **Hogan on Greenwood, LLC:** Office Building. Hogan on Greenwood, LLC has received a Certificate of Occupancy (COO) from the City of Tulsa. TDA has prepared a Certificate of Completion (COC) to be executed by the Chairman of the Board. The Redeveloper has completed all streetscaping, landscaping, and fencing on the exterior. A refund for Streetscaping will be returned in accordance with Resolution No. 6026. The Redeveloper has invited the TDA Board of Commissioners to tour the project after the meeting today. [Location of property: 600 East 1st Street.]
- **IH Landlord LLC/The Ross Group:** The Redevelopers are completing all major construction and finish items. Full completion of the project and all employees should be transferred by mid-December. [Location of the property: 510 East 2nd Street, Tulsa, Oklahoma.]

- **DG TUL MLK, LLC - The Petrous Group:** Retail - Dollar General. The request to amend the Comprehensive Plan has been withdrawn. The Redeveloper has requested a continuance for the PUD until December 2, 2015. The INCOG staff was recommending denial of the zoning, comprehensive plan, and PUD request, so the Redeveloper is taking a more minimal list approach to the request. The Project Architect will revise and resubmit their application and appear before the TMAPC for the January 2016 meeting. Executive Director Walker stated at the TMAPC meeting on December 2, 2015, the Board denied the request to change the zoning. Executive Director Walker also stated, the TMAPC suggested that TDA market the land as single family residential, because that zoning correlates with the comprehensive plan. [Location of property: East of Martin Luther King, Jr. Blvd., between East Queen Street and East Reading Street.]

2. **Sector Plan Update:** Houseal Lavigne Associates (HLA) sent the vision, goals, and objectives for the Kendall - Whittier Sector Plan area for review and consideration by the TDA Board and the Citizen Advisory Team (CAT). HLA will provide the information for the North Tulsa Sector Plan area in the coming week. After visiting with UCT/OSU Tulsa, the draft plan for the North Tulsa Sector Plan area has to be modified prior to distributing to TDA. The North Tulsa Sector Plan will be provided by December 15, 2015. HLA will also forward a revised timeline for events in December.

3. **TDA Website:** The TDA website went “live” on Friday, November 20, 2015. The next steps and timelines for the further development of the website includes: uploading the existing Sector Plans on the website, adding links to PlaniTulsa, and the updated Zoning Code; and quotes from Chairman Peters. Chairman Peters thanked Commissioner Roberts for her work and leadership on the website project. Commissioner Roberts stated, the Phase One release is complete and the next Phase will consist of adding public records, such as TDA minutes and Resolutions for the past five years. Commissioner Roberts also stated adding the public records will create transparency.

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

a. **TIF Report Update – 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 the Blue Dome District. Engineering Design – City of Tulsa – Plans and specifications are 100% complete. The bidding process will begin after public works finalizes specification requirements and confirms vendor eligibility. Update coming.

- **Proposed streetscape improvements to Cameron Street: Fund No. 6963** – No new information.
- **Elgin streetscape improvements: Fund No. 6967** – The project is complete. The Economic Development Administration has sent closeout documents. Final funds payment to Tulsa Industrial Authority is pending.

b. North Peoria TIF Update – Derek Gates: A copy of the report is included in the Commissioner’s packets: At the request of the TDA Director and Board of Commissioners, Mr. Gates has scheduled a public meeting on December 15, 2015 at the Rudisill Library. The purpose of the meeting is to gather community input on possible projects in the North Peoria TIF area. Notices will be sent to community residents, as well as Shoppes on Peoria tenants.

5. General Counsel

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

Lien Foreclosure:

- **Alpine Roofing, LLC v. MGT Construction Management, East End Village, LLC; Larson Development, TDA and others:**
TDA continues to receive motions, answers, and cross claims from various subcontractors and claimants – preparing responses on behalf of TDA and its mortgage lien. This case has been consolidated with the CJ-2015-2212 case. Counsel Hartley attended the Joint Status Conference with the Court Clerk, Judge Cantrell, and 17 other attorneys. Minute Order entered – all parties are on hold as to additional filings until the Court has ruled on pending motions to join a 3rd lawsuit and restyle the caption of the two pending consolidated cases.

Breach of Contract and Lien Foreclosure Counterclaims:

- **East End Village, LLC v. MGT Construction Management, Inc. et al:**
Action filed by East End Village, LLC in response to lawsuit brought by subcontractors in CJ-2015-1898. TDA filed its Answer to the Petition on August 19, 2015 and on September 23, 2015, TDA filed its Answer to Cross Claims of Subcontractors. This case has been consolidated with the CJ-2015-2212 case.

Counsel Hartley attended the Joint Status Conference with the Court Clerk, Judge Cantrell, and 17 other attorneys. Minute Order entered – all parties are on hold as to additional filings until the Court has ruled on pending motions to join a 3rd lawsuit and restyle the caption of the two pending consolidated cases.

Other:

▪ **Novus Homes (Wilkins)**

TDA is waiting on Redevelopers to provide financial ability to construct documentation. Construction Financial Documents were to be submitted to TDA by July 11, 2015. At their request, Redevelopers were granted a 90 day extension until November 13, 2015 in which to provide Construction Financial Documents

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

a. October 2015 - 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 Bracy moved to accept the Tulsa Development Authority Financial Report for October 2015 and Comparative Financial Statements for October 2015, and approve **Resolution No. 6161**, seconded by Commissioner Pegues. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts

Nays: None

The motion passed unanimously.

7. Receive, Discuss, and Vote:

a. Discussion, consideration, and vote to approve the TDA Annual Audit Report (Fiscal year 2014 – 2015): Norman Kildow provided the final Audit Report with signatures and Financial Reports to the Board of Commissioners. Mr. Kildow stated the only change to the Financial Reports was the American Residential Group classification as Restricted. After discussion, Commissioner Pegues moved to approve **Resolution No. 6162**, approving Audit Report by RSM US LLP for fiscal year 2014 - 2015. Vice Chairman Mitchell seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts

Nays: None

The motion passed unanimously.

- b. Discussion, consideration, and vote to authorize a Resolution approving the TDA Board calendar for 2016 – 2017:** Executive Director Walker stated the calendar is in the Commissioner’s packets for review, reflecting one meeting per month. After discussion, Commissioner Bracy moved to approve **Resolution No. 6163**, approving TDA Board meeting schedule for 2016 - 2017. Commissioner Roberts seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts

Nays: None

The motion passed unanimously.

- c. Discussion, consideration, and vote to authorize a Resolution approving Construction Drawings and Specifications from The Flats on Archer, LLC for TDA owned property located on the Northwest corner of East Archer Street and Boston Avenue, Tulsa, Oklahoma (110 North Boston Avenue):** Executive Director Walker stated the minimum project requirements, according to the Redevelopment Agreement is 49 one-bedroom apartments and 12 two-bedroom apartments, with 69 off street parking spaces. Mr. Walker referred to a memorandum from Luis Mercado, Urban Design Planner for the City of Tulsa. The memo identified two areas of concern in the design in relation to the Comprehensive Plan, Downtown Area Master Plan, and Streetscape Master Plan. The concerns are East automobile egress and the brick façade. The Redeveloper is working to comply with the requirements of the City of Tulsa. After discussion, Vice Chairman Mitchell moved to approve **Resolution No. 6164**, approving Construction Documents from the Flats on Archer, LLC for TDA owned property located on the Northwest corner of East Archer Street and Boston Avenue, Tulsa, Oklahoma. Commissioner Bracy seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts

Nays: None

The motion passed unanimously.

- d. Discussion, consideration, and vote to authorize temporary use of the University Center at Tulsa land located East of Martin Luther King Jr., Blvd., between East King Street and East Jasper Street, Tulsa, Oklahoma for Drexel Academy:** Executive Director Walker stated this request is from Drexel Academy and Mr. Joe O’Conner was present. Mr. O’Conner provided an overview of the proposed school to be temporarily housed on the UCT land. He also explained the partnership between Drexel Academy and OSU-Tulsa. Drexel Academy is required, as a

charter school, to have a charter authorizer, and OSU-Tulsa is the charter authorizer. Mr. Howard Barnett, General Manager of University Center at Tulsa Authority, explained the purpose for attending the meeting today was to receive approval from TDA because any improvements to the land must be approved by TDA. Mr. O'Conner and Mr. Barnett answered questions and concerns from the Board. After discussion, Commissioner Bracy moved to table the request until more documentation and plans are submitted. Commissioner Roberts seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts
Nays: None

The motion passed unanimously.

- e. **Discussion, consideration and vote to authorize a Resolution approving the 5th Amendment to a Contract for Sale of Land for Private Redevelopment between One Place SE, LLC and TDA for property located on the northeast corner of South Denver Avenue and West 3rd Street South, Tulsa, Oklahoma:** General Counsel Hartley provided a draft Fifth Amendment to the Board, and stated on Page 2, Section 2, was amended by the Redeveloper. The amended section was not discussed with the TDA Board. Counsel Hartley suggested tabling the request until a discussion with the Redeveloper occurs regarding the amended section. After discussion, Commissioner Pegues moved to table the request until a discussion with the Redeveloper occurs. Commissioner Bracy seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts
Nays: None

The motion passed unanimously.

- f. **Discussion, consideration and vote to approve a Resolution authorizing Draw Request No. 3 from TDL NOW, LLC in the amount of \$183,750.00 for the YMCA Lofts Project, a/k/a YMCA Building Project, on property located at 515 S. Denver, Tulsa, Oklahoma:** Executive Director Walker stated this is a routine item and introduced Bob Jack, a representative of TDL Now, LLC. Mr. Jack provided information regarding the draw request and provided a status update on the Hartford Building project. Mr. Jack answered questions and concerns from the Board. After discussion, Commissioner Pegues moved to approve **Resolution No. 6165**, approving payment of Advance No. 3 to TDL Now, LLC, pursuant to the Redevelopment Agreement for the YMCA Lofts Project, on property located at 515 S. Denver, Tulsa, Oklahoma. Commissioner Roberts seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts
Nays: None

The motion passed unanimously.

- g. Discussion, consideration and vote to approve a Resolution amending an existing Redevelopment Agreement for City of Tulsa owned property located at 638 E. Seminole Place, Dirty Butter-Heritage Hills Extension, Tulsa, Oklahoma, William White and LaKeshu White:** Executive Director Walker stated the Agreement is out of compliance and the purchaser is requesting an extension. A discussion ensued regarding transferring all Dirty Butter – Heritage Hills properties from City of Tulsa to TDA. Commissioner Roberts requested documentation of the TDA process for selling/disposing of property. The document was reviewed. After discussion, Vice Chairman Mitchell moved to approve **Resolution No. 6166**, approving First Amendment to Redevelopment Contract and approving the Construction Documents submitted by LaKeshu Whitley-White for Redevelopment of City of Tulsa owned property located at 638 E. Seminole Place, Tulsa, Oklahoma. Commissioner Pegues seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts
Nays: None

The motion passed unanimously.

- h. Presentation from Langston University's Tulsa Chapter of the Alumni Association regarding the Redevelopment Agreement with UCAT executed on June 30, 1986:** Chairman Peters stated former TDA Chair, Mr. Millard House was present to give a presentation to the Board. Mr. House stated he was representing the Langston Alumni Association – Tulsa Chapter. Mr. House provided history of the relationship with UCT and requested the TDA Board to revisit and reconsider the Redevelopment Agreement with UCT. He wanted to be sure the Redevelopment Agreement was in compliance regarding land use. Mr. House also stated that Langston was paying OSU, \$1,000,000.00 to rent space for Langston's Nursing Program. Chairman Peters suggested the Langston President, Dr. Smith, should be present for this type of discussion. The TDA Board recommended the OSU Board, UCT Board, and Langston have discussions and reach a mutual decision. No action is required for this Agenda item.
- i. Discussion, consideration and vote to approve a Resolution authorizing the use of Blue Dome TIF funds not to exceed \$60,000.00 for the upgrade, installation, and extension of the existing utilities in the City of Tulsa right-of-way pursuant to a request from the Blue Dome Merchants Association to the TDA Board of Commissioners:** Executive Director Walker stated this item was removed from the Agenda last month at the request of City of Tulsa staff. A meeting was held to

discuss the termination of the Blue Dome TIF, because it exceeded the projected amount. General Counsel Hartley stated, action to terminate the TIF will be facilitated by the City of Tulsa. After discussion, Vice Chairman Mitchell moved to approve **Resolution No. 6167**, approving and authorizing funding from the Blue Dome TIF funds for the upgrade, installation and extension of Public Utilities in the City of Tulsa Right-of-Way for property located at 310 East 1st Street, Tulsa, Oklahoma. Commissioner Pegues seconded the motion. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts
Nays: None

The motion passed unanimously.

Commissioner Pegues moved to go into Executive Session at 9:51 a.m., seconded by Commissioner Bracy. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts
Nays: None

The motion passed unanimously.

8. 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 an amendment to a Redevelopment Agreement between William (Will) Wilkins, Cecilia Wilkins, Novus Homes, LLC and W3 Development for the Towne Place Suites project located on the Northwest Corner of East Archer Street and North Elgin Avenue, Tulsa, Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).]
- b. Confidential communication with Counsel regarding a request for the sale of Lots 1 – 8, Block 2, The Village at Central Park, along with Reserve ‘T’ from the Village at Central Park, LLC to a local entrepreneur. The property is 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).]

- c. Confidential communication with Counsel regarding the Request for Proposal submitted by the University Center at Tulsa. [25 O.S. §307(b) (4) and §307(c) (10).]

- 9. **Vote to Return to Open Session:** Commissioner Pegues moved to return to open session at 11:23 a.m., seconded by Commissioner Bracy. The vote was recorded as follows:

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts

Nays: None

The motion passed unanimously.

- 10. **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. 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.

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

- 8.a. Wilkins – Approve or disapprove the request for an additional extension. After discussion, Commissioner Roberts moved to approve **Resolution No. 6168**, denying the requested extension of Redevelopment Contract with William (Will) Wilkins, Cecilia Wilkins, Novus Homes, LLC, and W3 Development, LLC for Redevelopment of TDA owned property located at the northwest corner of Elgin Avenue and Archer Street, Tulsa, Oklahoma. Vice Chairman Mitchell seconded the motion. The vote was recorded as follows.

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts

Nays: None

The motion passed unanimously.

- 8.b. Village at Central Park – Authorize TDA General Counsel and Executive Director to negotiate with Developer for approval of the transfer of property to new redeveloper, together with approving negotiations to enter into additional Redevelopment Agreements with new developers. After discussion, Commissioner Roberts moved to approve **Resolution No. 6169**, authorizing further negotiations for an Agreement to amend the Contract for Sale of Land for Private Redevelopment between the Tulsa Development Authority and the Village at Central Park, L.L.C. to extend the term of the Contact and to grant requested approval and Consent to

Past and Proposed Sales, Transfer, or Assignment of Parcels. Commissioner Pegues seconded the motion. The vote was recorded as follows

Ayes: Peters, Mitchell, Pegues, Bracy, and Roberts
Nays: None

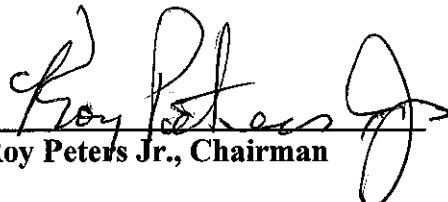
The motion passed unanimously.

8.c. UCAT – no action taken, discussion only

12. New Business: None

13. Adjournment: Chairman Peters adjourned the meeting at 11:28 a.m.

Tulsa Development Authority



Roy Peters Jr., Chairman

Approved as to legal form and adequacy:



Jot Hartley, Esq., General Counsel

[12-3-2015 – Regular Meeting Minutes - (nbe-)]