

## REGULAR MINUTES

### Tulsa Development Authority Board of Commissioners Regular Meeting

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

Thursday – March 1, 2018

9:00 a.m.

#### Present:

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

#### Absent:

Nancy Roberts, Commissioner

#### Also Present:

Kevin Anderson  
Annette Appenbrink  
Annette Bess  
Shaun Bhow  
Neal Bhow  
Cheryl Black  
Tony Bluford  
Linn Cain  
David Charney  
Leslie Christopher  
Jim Coles  
Leon Davis  
Megan Farley  
Monika Ford  
Derek Gates  
Vanessa Hall-Harper  
Steve Hart  
Collier Imgrund  
Kian Kamas  
Norman Kildow  
Luis Mercado

#### Also Present:

Rhett Morgan  
Matt Newman  
Brandon Oldham  
Warren Ross  
Marvin Shirley  
John Sipes  
Noel Slaughter  
Ashley Smith  
Casey Stowe  
Tim Strange  
Kevin Symcox  
Janet Tharp  
Mike Thedford  
Steven Watts  
Theron Warlick  
James Weger  
Dennis Whitaker  
David Whitley  
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.

1. **Roll Call:** Jane Malone called roll: Chairman Peters, Vice Chairman Mitchell, Commissioner Bracy, and Commissioner Boxley were present, and Commissioner Roberts was absent. A quorum was present.
2. **Routine, Repetitive Items for Action:**
  - a. Minutes of February 1, 2018 Regular Meeting
  - b. Minutes of February 1, 2018 Regular Executive Session Meeting

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

**Ayes: Peters, Mitchell, Bracy, 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:**

All final edits are acceptable to TDA's General Counsel; however, the Agreement has not been signed. The final version of the Promissory Note and Mortgage are ready for signature. The final title gap check can be ready for closing when the Agreement has been signed. Once the site closes, First Place, LLC may begin to submit Advance Requests.

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

On January 4, 2018, the TDA Board of Commissioners reviewed and approved a Resolution approving the Third Amendment to the Redevelopment Contract. The Amendment provided an extension of 90 additional days to provide Construction Financial Documentation. The Redeveloper has until April 5, 2018 to provide the requested information.

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

This item will be discussed in Executive Session.

**D. Dollar General Store/Rupe Helmer Group:**

The construction project is complete, the Redeveloper indicates they are waiting for the Certificate of Occupancy. TDA will dovetail the Certificate of Occupancy with a Certificate of Completion. The store is scheduled to open by the end of the week.

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

The Redeveloper currently has one house that will close this summer. The model home will be entered in the 2018 Parade of Homes. The City of Tulsa is to begin the installation of the monument and landscaping at the entry way in March 2018. The Redeveloper is working with PSO on installation of street lights. The Redeveloper is present today and this is an Agenda item for today.

**F. East Latimer Lots/Capital Homes, LLC:**

Applications have been submitted for lot split/lot combination approval. TDA has ordered the abstracts and an ALTA Survey for the subject land. The Redeveloper is marketing for the commercial/mixed-use corner. The Redeveloper is looking forward to closing on the East Latimer lots. Construction is scheduled to commence summer 2018. There is an additional request from the Redeveloper that is on the Executive Session agenda.

**G. The Flats on Archer:**

A project meeting was held on February 20, 2018 with the owner's coordinating with architects and construction management representatives for a formal review of the Project Safety, Quality Control, Construction Progress, Scheduling Information Request, Potential Issues, and other key matters. The Flats on Archer will be featured in the April issue of Oklahoma magazine. Construction has reached the fourth-level of the project. Crews are busy constructing the floors decking with framing of the walls scheduled to follow shortly. This is an Agenda item today for the Fourth Draw Request.

**H. Blue Dome Anchor, LLC:**

The Redeveloper is installing the new HVAC and building automation. After the completion of HVAC, the Redeveloper will file for Certificate of Occupancy. The Redeveloper continues to make progress on the project and meet with potential tenants and market the property for lease.

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

Pearl Development – On January 4, 2018, the Board approved the Third Amendment to the Redevelopment Agreement, amending the dates for the Redeveloper to submit Construction documents until April 5, 2018.

**J. VCP, LLC (Sam Rader):**

The project is complete. Once the City of Tulsa issues the Certificate of Occupancy, TDA will dovetail that process with a Certificate of

Completion. The Redeveloper plans to market the properties in March 2018.

**K. Carland Group:**

This item will be discussed in Executive Session.

**L. Block 44 – The Ross Group:**

TDA's General Counsel is in the process of revising Section 10 of the final version of the Agreement. The Redeveloper would like to apply for a lot combination on the parcel during the permitting process. TDA would be the applicant because purchase of the site by the Redeveloper has not closed. The Redevelopers are working feverishly with the City of Tulsa to coordinate closing on the land and the start of the new TIF district in the downtown area.

**M. Crutchfield Sector Plan:**

The Project Consultant (Fregonese Associates and Tharp Planning Group) will be in Tulsa on Thursday, March 1, 2018, to present to the TDA Board of Commissioners. Also, on March 1, 2018, a CAT/Community meeting is scheduled for the Crutchfield Neighborhood. After citizens have provided input, the next phase will be the adoption process. The adoption process can take up to three (3) months for all the necessary approvals.

**N. Laura Dester Site:**

On February 7, 2018, Prairie Fire provided the TDA office with Market Rate financing, mixed income using 4% LIHTC from OHFA, mixed income housing using 9% LIHTC from OHFA. The Mayor's Office of Economic Development provided a pro-forma for the Redeveloper to complete. Once the document is complete, Staff will be able to process the request to determine the eligible amount of assistance. Results from the Phase II Analysis are complete, and we should determine the amount of asbestos that will need to be removed. The City of Tulsa will release the Request for Demolition bids for the Laura Dester site, once the analysis is complete.

**O. Annual Report 2017:**

The TDA office received the first draft of the Annual Report for 2018-2019. Once staff has made all the necessary edits, we will forward the document to the Write Company to add all exhibits, maps, and charts. The Write Company will compile all contents for the Annual Report. The Graphic Designer is in the process of layout. The TDA office should have the first draft by mid-March 2018. A draft will be available for the April 5, 2018, Regular meeting.

**P. Dirty Butter – Heritage Hills:**

The Roberts Family are scheduled to close on the TDA land in March 2018.

Executive Director Walker also provided a brief overview of the visit to the OKC Urban Renewal Authority. A full report will be provided when Commissioner Roberts is in attendance.

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

**Ayes: Peters, Mitchell, Bracy, and Boxley**

**Nays: None**

**The motion passed unanimously**

#### **4. 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. Project is still going as scheduled. There was a site meeting to walk the entire project on February 13, 2018. Still working through coordination for overhead utility companies to eliminate conflict. All aspects of the project are moving forward on schedule. Additional measures have been taken by Crossland to meet or exceed OSHA standards. Crossland is expediting the installation schedule for fixtures on Elgin between 1<sup>st</sup> Street and the railroad tracks (full installation with pole and fixture mount on west side/fixture mount only on east side). Monthly update meetings are ongoing and no immediate concerns regarding conflicts or overall project progress.
- **Brady District Streetscape Improvements: Fund No. 6963** – Streetscape Enhancements matching Downtown Streetscape Master Plan guidelines. All sidewalks against buildings are complete on both sides of Main. Demolition has commenced on the second phase in the curb lines and infrastructure work in the street. At the time of this report, Magnum is waiting for City of Tulsa approval for temporary/partial road closure for Main Street. Details on timeline and configuration are not available at this time, but will report the outcome in the TDA meeting.
- **TDA – Lansing Center: Roof/Gutter Work** – Paint quote is under review and pricing for 9 roof/parapet drainage boxes has been provided. Currently, the plan is to commence work on these items in March.

- 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 is continuing work on the project. At this time, the contractor has completed the underground conduit system for the project and are installing pole bases. As of February 21, 2018, 30 of the 47 bases have been installed. The project was delayed due to weather and crew illness. Light poles are being installed and all work should be completed by the end of March 2018. Mr. Gates is hopeful the lights will be working by the next TDA meeting.

## 5. 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:**

Defendants permitted to join architect firm as third party defendant. Order to re-set hearing on TDA’s application for appointment of a receiver has been reset to March 9, 2018.

### **Declaratory Judgment:**

- **North Star Mutual Insurance Company, Inc. v. :**  
Suit filed in federal court by the insurer of Carland Properties, LLC to determine rights and obligations under policy of insurance as a result of claims brought by TDA in CJ-2017-4487.

### **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. MGT Construction filed for bankruptcy.

- **East End Village, LLC v. MGT Construction Management, Inc., et al:**

See discussion of consolidated case above.

**Other:**

- **Novus Homes (Wilkins) CJ-2008-5713:**  
Arbitrator granted TDA's Motion for Summary Judgment on October 5, 2017. Judge Pickerell granted TDA's Motion to Confirm Arbitration Summary Judgment and denied Wilkin's Motion to amend their claims. TDA Counsel filed a Motion for Summary Judgment in the District Court Case on January 17, 2018. This is to follow up on the redevelopment contract requirement for dismissal of the lawsuit upon failure of Wilkins to perform. No hearing date set. No ruling issued.
- **Novus Homes (Wilkins) CV-2016-998:**  
Judge Sellers has denied Wilkins Motion for Award of Attorney Fees; Wilkins has filed a Motion to Vacate/New Trial; TDA has filed a Motion to Reconsider. All Motions set for hearing on March 7, 2018. Case remains pending.

**Hall-Harper, et. al v. TDA**

TDA issued discovery requests to Plaintiffs on February 9, 2018. Plaintiffs have requested a protective order regarding personal information. Following completion of discovery, TDA will pursue a Motion for Summary Judgment. Case remains pending.

**Declaratory Judgment:**

- **UCAT v. TDA**  
Action for Declaratory Judgment filed by UCAT on February 2, 2018 seeking to determine that UCAT is not in default under the terms and conditions of the 1986 Redevelopment Contract with TDA for land located north of the IDL. TDA Counsel has filed an Entry of Appearance and reserved an additional 20 days to answer the petition. Case pending.

**6. Discussion, consideration, and vote to accept Financial Reports-This item was moved to be heard when the Commissioners return to Open Session from Executive Session.**

- a. **January 2018 - 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 Financial Report and Comparative Financial Statements for January 2018 and, **Resolution No. 6419**, approving TDA Financial Report for January 2018, and the Comparative Financial Statement, seconded by Commissioner Boxley. The vote was recorded as follows:

**Ayes: Peters, Mitchell, Bracy, and Boxley**

**Nays: None**

**The motion passed unanimously.**

**7. Receive, Discuss, and Vote:**

- a. **Discussion and consideration to substitute Kathy Taylor as TDA's Ex-officio/Non-Voting member with Kian Kamas as TDA Ex-officio/Non-Voting member to the TDA Board of Commissioners starting March 1, 2018:** Chairman Peters introduced Kian Kamas, who provided TDA with her background and experience in economic development. After discussion, Commissioner Bracy moved to approve **Resolution No. 6420**, approving Kian Kamas as Ex-officio/Non-voting Board member for the Tulsa Development Authority. Commissioner Boxley seconded the motion. The vote was recorded as follows:

**Ayes: Peters, Mitchell, Bracy, and Boxley**

**Nays: None**

**The motion passed unanimously.**

- b. **Discussion, consideration, and vote to approve a Resolution for the Fourth Draw Request from The Flats on Archer, for redevelopment of property located at 110 North Boston Avenue, Tulsa, Oklahoma:** Executive Director Walker stated this is the Fourth Draw request for \$30,975.00, which represents 40.02% total completion. After discussion, Commissioner Bracy moved to approve **Resolution No. 6421**, approving payment of Advance Number Four Draw to The Flats on Archer, pursuant to Loan Agreement for the Flats on Archer project. Commissioner Boxley seconded the motion. The vote was recorded as follows:

**Ayes: Peters, Mitchell, Bracy, and Boxley**

**Nays: None**

**The motion passed unanimously.**

- c. **Discussion and consideration to receive a status update from Fregonese Associates and Tharp Planning Group for The Crutchfield Area Neighborhood Sector Plan located as follows:**

- The Southern boundary is Admiral Blvd.
- The Eastern boundary is Utica Avenue



- The Northern boundary is Pine Street
- The Western Boundary is Highway-75

David Whitley and Janet Tharp, representatives for Tharp Planning Group, and Nadine Appenbrink, representative for Fregonese Associates, provided a detailed presentation and status update of the Crutchfield Sector Plan Update, and they also answered questions and concerns from the Board.

- d. **Discussion, consideration, and vote to approve correction of a scrivener's error for Resolution No. 6406 regarding 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:** Executive Director Walker stated this request is to correct the legal description on Resolution No. 6406. After discussion, Commissioner Bracy moved to approve **Resolution No. 6422**, approving Amendment of partial assignment of Contract for Sale of Land for Private Redevelopment between the 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, Mitchell, Bracy, and Boxley**  
**Nays: None**

**The motion passed unanimously.**

- e. **Discussion, consideration, and vote to review a proposal from Capital Homes Residential Group, LLC to TDA to amend the terms and conditions of the Down Payment Assistance fund to complete the sale of remaining Ogans Circle Lots located at East Virgin Street and North Hartford Avenue, Tulsa, Oklahoma, and the East Latimer Lots located on East Latimer Street, between North Boston Avenue and North Main Street, Tulsa, Oklahoma:** David Charney, representative for Capital Homes, was present requesting an Amendment to the terms and conditions of the Down Payment Assistance fund TDA established to assist homeowners in the Ogans Circle project. Mr. Charney explained customary lending institutions are not accepting of a down payment assistance loan. Mr. Charney requested partnering with Housing Partners of Tulsa and allocating a portion of the down payment assistance funds transferred to Housing Partners of Tulsa. No action taken on this request.
- f. **Discussion, consideration, and receive responses to the Request for Proposal (RFP) for Affordable/Obtainable Downtown Housing Funds for Residential Development in Tulsa Oklahoma. The Respondents are as follows:**

- **Hartford Crossing**
- **Adams Building Redevelopment**
- **Carpathia**

Executive Director Walker stated representatives from all Respondents are present today to provide presentations to the Board.

Shaun Bhow and Joel Slaughter, representatives with Hartford Crossings, were present to provide a presentation of the proposed mixed-use Affordable Housing Complex. The representatives answered questions and concerns from the Board.

Tim Strange and Steven Watts, representatives with Adams Building Development, were present to provide a presentation of the proposed renovations to the historic Adams Building. The representatives answered questions and concerns from the Board

Casey Stowe, representative with Carpathia, was present to provide a presentation of the proposed renovations to the Cheyenne Arms and Denver Arms historic buildings. He answered questions and concerns from the Board.

Chairman Peters stated, this item will be further discussed in Executive Session. No action taken at this time.

**Commissioner Bracy moved to go into Executive Session at 10:34 a.m., seconded by Commissioner Boxley. The vote was recorded as follows:**

**Ayes: Peters, Mitchell, Bracy, and Boxley**  
**Nays: None**

**The motion passed unanimously**

**Vice Chairman Mitchell exited the meeting at 10:34 a.m.**

- 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 the Request for Proposal (RFP) for Affordable/Obtainable Downtown Housing Funds for Residential Development in Tulsa Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).] The Respondents are as follows:
- Hartford Crossing
  - Adams Building Redevelopment
  - Carpathia
- b. Confidential communication with TDA General Counsel and TDA Special Counsel regarding status of negotiations, interpretation of contract rights and pending 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).]
- c. Confidential communication with Counsel regarding the status of pending litigation 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 and litigation filed by North Star Insurance Company for declaratory judgment as to its obligations to provide insurance coverage to Carland Group. [25 O.S. §307(b) (4) and §307(c) (10).]
- d. 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).]
- e. Confidential communication with Counsel regarding possible amendment of the Redevelopment Agreement with Peoria Realty Investment, Inc., to make provisions for the acquisition of certain properties described as: Lots 17 and 18 of Block 1, and the alleyway south of Lots 17 through 24 of Block 1, and the portion of East Pine Place North lying between Lots 17 through 24 of Block 1 and Lots 1 through 8 of Block 4: all in Booker Washington Addition to the City of Tulsa, Tulsa County, State of Oklahoma, according to the recorded plat thereof, within the Unity Heritage Neighborhood Sector Plan/Greenwood Heritage Neighborhoods Sector Plan. [25 O.S. §307(b) (4) and §307(c) (10).]
- f. Confidential communication with Counsel regarding request for an economic development loan from TDA to Capital Homes Residential Group, LLC for renovation of the Boydell Apartments located at 1123

North Main Street, Tulsa, Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).]

- g. Confidential communication with Counsel regarding making provisions for the acquisition of certain property located at 1109 North Main Street, Tulsa, Oklahoma. [25 O.S. §307(b) (4) and §307(c) (10).]

9. **Vote to Return to Open Session:** Commissioner Bracy moved to return to Open Session at 11:55 a.m., seconded by Commissioner Boxley. The vote was recorded as follows:

**Ayes: Peters, Bracy, and Boxley**

**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, with the exception of Vice Chairman Mitchell, whom exited the meeting at 10:34 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.

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

**8.a. Downtown Housing RFP Responses**

Chairman Peters stated a decision will be made at the April TDA Board Meeting.

**8.b. UCAT**

After discussion, Commissioner Boxley moved to approve **Resolution No. 6423**, approving response by TDA General Counsel and Special Counsel on behalf of the Tulsa Development Authority – UCAT matters. Commissioner Bracy seconded the motion. The vote was recorded as follows:

**Ayes: Peters, Bracy, and Boxley**

**Nays: None**

**The motion passed unanimously.**

**8.e. Peoria Realty**

After discussion, Commissioner Bracy moved to approve **Resolution No. 6424**, Fourth amendment to Contract for acquisition and Sale of Land for Private Redevelopment of privately owned land. Commissioner Boxley seconded the motion. The vote was recorded as follows:

**Ayes: Peters, Bracy, and Boxley**

**Nays: None**


**The motion passed unanimously.**

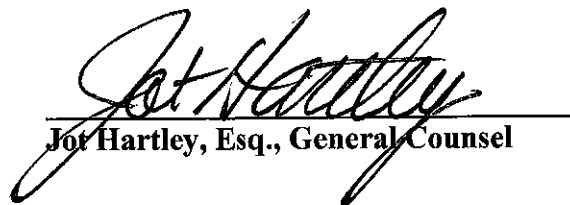
**12. New Business:** None.

**13. Adjournment:** The meeting adjourned at 12:11 p.m.

**Tulsa Development Authority**

**Approved as to legal form and adequacy:**

  
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**Roy Peters Jr., Chairman**

  
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**Jot Hartley, Esq., General Counsel**

[3-1--2018 – Regular Meeting Minutes - (nbe-)]