REGULAR MINUTES

Tulsa Development Authority Board of Commissioners
Regular Meeting

One Technology Center  Thursday – July 11, 2013
175 East 2nd Street
Tulsa, OK  74103
10th Floor South Conference Room  8:30 a.m.

Present:  Absent:
Julius Pegues, Chairman
Paula Bryant-Ellis, Vice Chairman
Carl Bracy, Commissioner
John Clayman, Commissioner
Roy Peters, Commissioner
O.C. Walker II, Executive Director
Jot Hartley, General Counsel

Also Present:  Also Present:
Kevin Anderson  Ted Osgood
J. W. Cusier  Delise Tomlinson
Leon Davis  Aaron Tracy
Yvonne Hovell  Samantha Vicent
Norman Kildow  Jane Malone
Steve Larry  Robin Watkins
Lindsey Morehead  Carol Young

The regular meeting was called to order at 8:30 a.m. by Chairman Pegues. 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: A quorum was established.

2. Routine, Repetitive Items for Action:
   a. Minutes of June 6, 2013 Work Study Meeting
   b. Minutes of June 6, 2013 Work Study, Executive Session
   c. Minutes of June 13, 2013 Regular Meeting
   d. Minutes of June 13, 2013 Regular Meeting, Executive Session

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

Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
Nays: None

The motion passed unanimously.

e. Tulsa Development Authority Financial Report for May 2013

f. Tulsa Development Authority Financial Report for May 2013 Comparative Financial Statements

g. May 2013 Program Income Report Fund No. 5540

Commissioner Clayman moved to approve Resolution No. 5860. Tulsa Development Authority Financial Reports for May 2013, Program Income Report for Fund No. 3105, 3117, 3120, 5539 and 5540, and the Comparative Financial Statements. Commissioner Bracy seconded the motion. The vote was recorded as follows:

Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
Nays: None

The motion passed unanimously.

3. Receive:

   a. Executive Director’s Monthly Report: Executive Director Walker highlighted the following items:

1. Contract for Service as TDA Maintenance Supervisor. Upon the retirement of Jerry Freeze, the position as Tulsa Development Authority Maintenance Supervisor was opened. Mr. Julian Wilson accepted the position; the agreement will be for the 2013 mowing season. Some of the duties are:

   a. Gain knowledge of Tulsa Development Authority properties
   b. Inspect Tulsa Development Authority properties to ensure the sites meet code
   c. Check the Lansing Centre and Hartford Building, making sure they are secure
   d. Secure Tulsa Development Authority houses and structures as needed

2. Planning Map:
a. In an effort to more openly communicate with other entities, met with City of Tulsa Planning Department (Dawn Warrick), Downtown Coordinating Council (Tom Baker), and Graphic Information Systems (John Gregorovic) to develop an interactive Planning Map. The map would be used to:

i. Tract all downtown projects, ranging from the permitting process through the construction phase on each project
ii. Tract Tulsa Development Authority’s progress and successes in developing downtown

3. Petty Cash: It was determined that establishment of a Tulsa Development Authority non-federal petty cash fund was needed for day-to-day items, such as postage, cleaning supplies and office materials. Subsequently, Tulsa Development Authority’s Petty Cash account was established and Jane Malone is our petty cash custodian. The limit for individual petty cash expenditure is $100.00. Guidelines for Petty Cash fund:

i. All purchases must be approved by the Department Head or their designees
ii. All purchases must be supported by an itemized paid receipt showing vendor name, vendor address, date of purchase and total amount paid.
iii. All purchases must be for goods related to Tulsa Development Authority’s business and should not be for personal items that would not normally be purchased by Tulsa Development Authority.

4. Project Status Update

**Tulsa Urban Development Group, LLC, d/b/a Urban8**

- Tulsa Development Authority: Provided an Abstract of Title certified to date showing marketable title in Tulsa Development Authority. The original base abstracts are with Smith Brothers Abstract Co. and they are preparing a new abstract for the TUDG property. Tulsa Development Authority will be prepared to close as soon as title to the property has been approved as marketable. Anticipated completion date should be early this coming week.
- TUDG: Will provide Tulsa Development Authority with the Construction Financial Documentation pursuant to Section 5(c) (1) of the contract as set forth in the Redevelopment Agreement.

**Mapleview and Associates, Inc.**

- One of the title requirements is a release of some restrictive covenants in a 1971 deed of record.
• The Release is to be signed by the owners or their successors of both Blocks 91 and 92.
  o Tulsa Parking Authority – owner of Block 91
  o Lakeland Operating Company, LLC – owner of Block 92
• Tulsa Development Authority is also required to sign a Release of Restrictive Covenants
• Copies of the Release of Restrictive Covenants will be sent to the Developer for review.
• Execution of documents referred to in Tulsa Development Authority’s Resolution No. 5841 passed and adopted on April 11, 2013, to satisfy title commitment exceptions

Wilkins Project
• The survey to Block 44 was completed on May 22, 2013.
• Tulsa Development Authority has selected Integra Realty Resource to perform Tulsa Development Authority’s appraisal.
• Ingram, Blevins, Roberson, Knight, Inc. has been selected by the Wilkins to perform their appraisal.
• Appraisals should be in for review by July 26, 2013.
• It was agreed that Tulsa Development Authority would consider both appraisals when determining a negotiated purchase price for the subject property.

Vice Chairman Bryant-Ellis moved to accept the Executive Director’s report, seconded by Commissioner Bracy. The vote was recorded as follows:

Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
Nays: None

The motion passed unanimously.

4. Receive, Discuss and Vote:

a. Discussion, consideration and vote to approve TDA’s fiscal budget for 2013-2014 for the following Fund Numbers: Fund No. 3101, 3104 and 3116. Mr. Norman Kildow gave an overview of Tulsa Development Authority’s fiscal budget 2013-2014 and answered questions from the Board. After discussion, Vice Chairman Bryant-Ellis moved to approve Resolution No. 5861, approving Tulsa Development Authority Budget, with conditions, for Fiscal Year 2013-2014. Commissioner Bracy seconded the motion. The vote was recorded as follows:

Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
Nays: None

The motion passed unanimously.
b. Discussion, consideration and vote to authorize a Resolution allowing a Budget Amendment to Fund No. 3122 (Hartford Building) for payments provided for in a Redevelopment Agreement between TDA and GreenArch, LLC for property located on the Southeast Corner of North Greenwood Avenue and East Archer Street, Tulsa, Oklahoma: After discussion, Commissioner Clayman moved to approve Resolution No. 5862, approving amendment of Budget for expenditures from Fund No. 3122 - GreenArch. Commissioner Bracy seconded the motion. The vote was recorded as follows:

   Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
   Nays: None

The motion passed unanimously.

c. Discussion, consideration and vote to approve a Resolution to enter into negotiations with Hogan Assessment Systems Inc. (Hogan on Greenwood LLC) for TDA owned property located on the Northeast corner of South Greenwood Avenue and 1st Street South, Tulsa, Oklahoma: After discussion, Commissioner Peters moved to approve Resolution No. 5863, authorizing negotiations with Hogan Assessment Systems Inc. and Hogan on Greenwood, LLC for Purchase and Redevelopment of Northeast Corner of S. Greenwood Ave. and E. 1st Street, Tulsa, Oklahoma. Commissioner Clayman seconded the motion. The vote was recorded as follows:

   Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
   Nays: None

The motion passed unanimously.

d. Discussion, consideration and vote to authorize a Resolution to execute the Third Amendment the Redevelopment Agreement with Tulsa Urban Development Group, L.L.C., d/b/a Urban8, for TDA owned property located north of 3rd Street, between Greenwood Avenue and Hartford Avenue, Tulsa, Oklahoma: Counselor Hartley provided an overview. After discussion, Commissioner Bracy moved to approve Resolution No. 5864, approving the third (3rd) Amendment to the Redevelopment Agreement between Tulsa Urban Development Group, LLC, d/b/a Urban8, for Sale and Redevelopment of Northeast Corner of East 3rd St. and South Greenwood Ave., Tulsa, Oklahoma. Vice Chairman Bryant-Ellis seconded the motion. The vote was recorded as follows:

   Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
   Nays: None
The motion passed unanimously.

5. Executive Session: Discussion, consideration and vote to go into Executive Session as authorized by 25 O.S. §307(b)(4) and 307(c)(10) for the purpose of confidential communication with counsel regarding potential claims and/or matters for Economic Development initiatives:

a. Confidential communication with Counsel regarding responses for the Request for Proposals (RFP) of City of Tulsa owned property located east of Frankfort Avenue, between 4th and 5th Street(s), a/k/a 411 South Frankfort Avenue, Tulsa, Oklahoma, Fire Station No. 1.

b. Confidential communication with Counsel regarding a Redevelopment Agreement between Hogan Assessment Systems Inc. (Hogan on Greenwood LLC) for TDA owned property located on the Northeast corner of South Greenwood Avenue and 1st Street South, Tulsa, Oklahoma.

c. Confidential communication with Counsel regarding pending litigation condemnation case between Richard Grant Stufflebeam and TDA.

d. Confidential communication with Counsel regarding status of title to TDA owned property located on the southeast corner of Greenwood Avenue and Archer Street, Tulsa, Oklahoma, a/k/a as Block 53.

e. Confidential communication with Counsel regarding Redevelopment Agreement Section 5 (c) Construction Financial Documentation Phases, with Tulsa Urban Development Group, L.L.C., d/b/a Urban8, Redevelopment Agreement for TDA owned property located north of 3rd Street, between Greenwood Avenue and Hartford Avenue, Tulsa, Oklahoma.

f. Confidential communication with Counsel regarding fourth year evaluation of O.C. Walker, TDA Executive Director.

Commissioner Bracy moved to go into Executive Session at 9:04 a.m., seconded by Vice Chairman Bryant-Ellis. The vote was recorded as follows:

Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
Nays: None

The motion passed unanimously.

6. Vote to return to open session.
Commissioner Bracy moved to return to Open Session at 10:30 a.m., seconded by Commissioner Peters. The vote was recorded as follows:

Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
Nays: None

The motion passed unanimously.

7. Statement of Executive Session: During Executive Session, all Commissioners of the Authority who were present for this meeting were present for the Executive Session except for Commissioner Clayman who exited during discussion of item 5.a. 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.

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

5.a. Commissioner Peters moved to approve Resolution No. 5865 authorizing negotiations with Core Associates, LLC for purchase and redevelopment of Fire Station No. 1, located at 411 S. Frankfort Ave., Tulsa, Oklahoma. Vice Chairman Bryant-Ellis seconded the motion. The vote was recorded as follows:

Ayes: Pegues, Bracy, Bryant-Ellis and Peters
Nays: None
Abstain: Clayman

The motion passed unanimously.

5.b. Commissioner Bracy moved to approve Resolution No. 5866 approving Contract for Redevelopment with Hogan Assessment Systems, Inc. and Hogan on Greenwood, LLC for purchase and redevelopment of the Northeast corner of South Greenwood Ave. and E. 1st Street, Tulsa, Oklahoma. Commissioner Clayman seconded the motion. The vote was recorded as follows:

Ayes: Pegues, Bryant-Ellis, Bracy, Clayman and Peters
Nays: None

The motion passed unanimously.

5.c. Commissioner Bracy moved to approve Resolution No. 5867 approving Settlement of Pending Litigation in Case No. CJ-2003-4746, Tulsa Development Authority v. Stufflebeam property located at business address 627
North Boulder and storage address from 640-642 North Main, Tulsa, Oklahoma. Commissioner Peters seconded the motion. The vote was recorded as follows:

**Ayes:** Pegues, Bryant-Ellis, Bracy, Clayman and Peters  
**Nays:** None

**The motion passed unanimously.**

**5.d.** Vice Chairman Bryant-Ellis moved to approve Resolution No. 5868 approving potential quiet title action to facilitate the sale and redevelopment of a portion of Block 53 to GreenArch, LLC. Commissioner Bracy seconded the motion. The vote was recorded as follows:

**Ayes:** Pegues, Bryant-Ellis, Bracy, Clayman and Peters  
**Nays:** None

**The motion passed unanimously.**

**5.e.** Vice Chairman Bryant-Ellis moved to approve Resolution No. 5869 approving Annual Employment Evaluation of Executive Director Walker. Commissioner Bracy seconded the motion. The vote was recorded as follows:

**Ayes:** Pegues, Bryant-Ellis, Bracy, Clayman and Peters  
**Nays:** None

**The motion passed unanimously.**

9. **New Business:** None

10. **Adjournment:** The meeting adjourned 10:39 a.m.

Commissioner Bracy moved to adjourn, seconded by Commissioner Clayman. The vote was recorded as follows:

**Ayes:** Pegues, Bryant-Ellis, Bracy, Clayman and Peters  
**Nays:** None

**The motion passed unanimously.**

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**Tulsa Development Authority**  
**Approved as to legal form and adequacy:**

[Signature]

Julius Pegues, Chairman  
Jot Hartley, Esq., General Counsel

[7-11-2013 – Regular Meeting Minutes - (rw-jm-ar)]