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 – April 2, 2020
9:00 a.m.

All Commissioners and staff of the TDA, as well as other attendees, appeared remotely by videoconference.

Present:
Nancy Lynn Roberts, Chairwoman
Steve Mitchell, Vice Chairman
Carl Bracy, Commissioner
Thomas Boxley, Commissioner
Ashley Philippsen, Commissioner

Absent:
O.C. Walker II, Executive Director

Also, Present:
Michael Birkes
Cheryl Black
Linn Cain
Nathan Cross
Nick Doctor
Nathan Garrett
Jamie Jamieson
Kian Kamas
Julie Karlak
Nan Kemp
Dennis Whitaker
Tim Jackson

Also, Present:
Demauri Myers
Nicole Travis

The Regular Meeting was called to order at 9:00 a.m. by Chairwoman Roberts. Decisions will be made, votes and action taken. Reports and supporting documentation can be found at www.tulsadevelopmentauthority.org
Roll Call: Nicole Travis called roll: Chairwoman Roberts, Vice Chairman Mitchell, Commissioner Bracy, Commissioner Boxley and Commissioner Philippsen were present. A quorum was present.

1. **Review of Consent Agenda and request to remove item(s) from the Consent Agenda for separate discussion, consideration and vote:**

2. **Consideration of Consent, Routine, Repetitive Items for discussion, consideration and vote:**

   a. 2.a.- Minutes of March 5, 2020 Regular Meeting.

   b. 2.b.- Minutes of March 5, 2020 Executive Session Meeting.

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

Ayes: Roberts, Mitchell, Bracy Boxley and Philippsen

Nays: None

The motion passed unanimously.

3. **Consideration of Item(s) Removed from Consent Agenda (Separate discussion, consideration and vote on each item)**

   None.

4. **Discussion, consideration and vote to accept Chairwoman and Project Monthly Reports**

   a. Chairwoman’s Corner Report, Nancy Lynn Roberts

   Chairwoman Roberts provided an overview of the progress Tulsa Development Authority (TDA) has made regarding Operation Transformation for TDA over the past few months that includes all things *Digital* and *Electronic*. The staff has gone remote and are currently utilizing zoom to conduct virtual meetings. Monthly statements have been converted to electronic bills to encourage online bill pay. Credit checks were added in the residential redevelopment process as well as, the new Open Records Policy that will be discussed further during the regular meeting.

   Roberts extended an invitation to all who interact with TDA to feel free to review her monthly report in detail and to email their thoughts, ideas and suggestions because most importantly we are an organization open to hearing about ways to make progress and how we can do things better.
b. Project Monthly Report, Demauri Myers

Demauri Myers, Project Analyst provided an update on the current projects as follows:

**Amenome, LLC**

Historic Tax Credit filing has proceeded, following a nomination. Amenome, LLC is expected to submit an initial design document to TDA in May.

**Greenwood/Unity Heritage Neighborhoods Plan**

Unity/Heritage Citizens Advisory Team (UHCAT) next meeting is scheduled on Thursday, April 23, 2020.

After discussion, Vice Chairman Mitchell moved to accept TDA’s Chairwoman and Monthly Project Report for April 2020. Commissioner Bracy seconded the motion. The vote was recorded as follows:

Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen  
Nays: None

The motion passed unanimously.

5. **City of Tulsa, Mayor’s Office of Economic Development, Kian Kamas:**

a. Monthly Update regarding Community and Economic Development Strategic Planning

Kian Kamas, Chief of Economic Development, provided an update regarding the Strategic Planning Process. Kamas stated on March 25, 2020, the Mayor officially signed the contract with HR&A for consulting services for the Strategic Planning effort. Prior to signing, an initial kick-off virtual call was conducted with the HR&A team and the working committee leading into the COVID-19 crisis. Kamas emphasized the call focused on the potential impacts of COVID – 19 and what it means for in person visits and initial data requests needs. Over the past several weeks information was uploaded for HR&A to begin their analysis of organization documents and existing strategies that the City have in place. Currently, HR&A are ready to move into the first phase of engagement which will focus on talking with staff, board members as well as, board leadership to help them gain an understanding of the context behind the document. Phase two is anticipating a virtual site visit tentatively on April 30, 2020.
Kamas added, the study will continue to move forward despite the economic crisis. However, the city will ensure that all tools and entities that play a role in Community/Economic Development are as effective as possible.

Chairwoman Roberts complimented and thanked the staff of Economic Development and Spencer Mitchell in particular on a job well done for their efforts in coordinating and gathering information.

6. **General Counsel presented the litigation and non-litigation reports:**

   **Pending Litigation Report was included in the Commissioner’s packet:**
   General Counsel Hartley provided the monthly pending litigation report and Counsel Hartley reported that any changes or new items are indicated in “BOLD” print.

   General Counsel also provided a non-litigation report that outlines other matters regarding TDA. Chairwoman Roberts noted the purpose of this report in part was to make the public and the Board aware of the activity and advances made on non-litigation matters currently pending within TDA and being worked by the General counsel.

   Both reports are incorporated by reference into these minutes and are posted on the TDA website for easy public access following the meeting and in accordance with the standard posting processes and practices of the TDA.

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

   a. **February 2020 - Income and Expenditure Report** - Cheryl Black, Assistant Controller, provided an updated report and an overview of the Income and Expenditure Report to the Commissioners and answered questions.

   b. **Credit Card Report** – TDA – Staff prepared a P-Card report.

   After discussion, Commissioner Bracy moved to accept the Reports and approve the following Resolutions:


   **Resolution No. 6665** approving acceptance of the P-Card Report from the Tulsa Development Authority in the amount of $166.71 for charges from February 6, 2020 through March 8, 2020.

   The motion was seconded by Vice Chairman Mitchell and the vote was recorded as follows:
Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen
Nays: None

The motion passed unanimously.

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

   a. Discussion, consideration and vote to approve a resolution approving the designation, allocation and reallocation of funds from the various categories of spending stated in the North Peoria TIF Project Plan pursuant to the North Peoria TIF Fund Reallocation proposed for approval and presented with the TDA Financials above.

   Cheryl Black, Assistant Controller provided information regarding the North Peoria TIF Fund Reallocation and answered questions.

   General Counsel provided information to the Board of Commissioners regarding the authority under the North Peoria TIF to allocate funds. Counsel explained that both are under state statute, as well as the provisions of the North Peoria TIF Project Plan, the Tulsa Development Authority is the administrator with responsibility for the implementation of the plan and has the authority to amend the plan. Counsel stated the Project Plan lists five or six categories of proposed expenditures from the TIF, but also provides that the proposed categories for expenditures are described as including, but not limited to, those six categories. Counsel further stated it is his legal opinion that, within those categories, the TDA Board is entitled to amend their previous resolutions authorizing expenditures made so as to direct that the funds be drawn from under-utilized categories (rather than over-utilized categories) or re-allocate funds from one category to another of the category so that all authorized activities under the plan that become possible can be funded in a manner consistent within the terms of the TIF Plan.

   After discussion, Commissioner Boxley moved to accept **Resolution No. 6666** approving that each previously authorized expenditure be categorized in accordance with the schedule provided by the City of Tulsa Finance Department, as attached, and to further authorize that the previously approved Project Oasis expenditure be designated as an expenditure to be made from the Partnership Development Fund of the North Peoria TIF. Commissioner Philippsen seconded the motion. The vote was recorded as follows:

   Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen
   Nays: None

   The motion passed unanimously.
b. Discussion, consideration and vote to approve proposed updated TDA policies: Open Records Policy and Remote Access-Policy.

Chairwoman Roberts explained the Open Records Policy of Tulsa Development Authority (TDA) has been in full compliance with state statutes, but that TDA is attempting to expand on its policy to provide additional details to better guide the staff on how to properly respond to open records requests. She further explained that the new policy being recommended for approval by the TDA Board was in large part adopted following the current OKC Urban Renewal Authority Open Records Policy. Roberts indicated the new policy provides a clear understanding of what our policy is and will give better detail and direction to the public and the TDA Staff. Once approved, the final policy will be available to view on the TDA website over the next 60 days together with other website changes that will be made for the purpose of creating an enhanced “open records request” page on the site.

Chairwoman Roberts also briefly reiterated that pursuant to her Chairwoman’s Report, the staff had moved to working “remote” which necessitated that she implement a Remote Access Policy for the TDA. She explained that the policy will NOT be made public due to the sensitive information contained in the policy (it describes and documents how remote staff are to access the TDA network). That policy does additionally put in place stringent “accountability” requirements for staff working remotely. Roberts noted the policy has been made available to the Board behind their secure login in their digital Board notebook materials. Chairwoman Roberts is asking the Board to approve the Remote Access Policy that had been implemented by her earlier in the month on an emergency basis due to the COVID-19 crisis.

After discussion, Commissioner Bracy moved to approve Resolution No. 6667 approving the TDA Open Records Policy. Commissioner Philippsen seconded the motion. The vote was recorded as follows:

Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen  
Nays: None

The motion passed unanimously.

After discussion, Commissioner Bracy moved to approve Resolution No. 6668 approving the TDA Remote Access Policy. Commissioner Boxley seconded the motion. The vote was recorded as follows:

Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen  
Nays: None

The motion passed unanimously.
c. Discussion, consideration and vote to approve the procedure and methods for recording and distribution of Board and Staff training materials on Oklahoma Open Records Act and Oklahoma Open Meetings Act for training session that was originally scheduled to take place following the meeting today.

After discussion, Commissioner Boxley moved to approve Resolution No. 6669 approving to distribute a recorded training session to the Board of Commissioners and staff. Vice Chairman Mitchell seconded the motion. The vote was recorded as follows:

Ayes: Roberts, Mitchell, Bracy, Boxley and Philippson
Nays: None

The motion passed unanimously.

d. Receipt, discussion and consideration of final comments from citizens of the Village Homeowners Association regarding proposed redevelopment of Lots 70-79 Block 1, The Village at Central Park, an Addition to the City of Tulsa, pursuant to a Contract for Sale of Real Estate for Private Redevelopment with VEP II, LLC (the Tulsa Property Group).

The citizens of Village at Central Park were given an opportunity to provide final comments and concerns regarding the proposed redevelopment. Their concerns were heard and taken into consideration.

General Counsel explained the contract terms and rights reserved unto the Board of Commissioners. Counsel stated the Redevelopment Agreement dated January 31, 2000, with the Village at Central Park, had certain requirements and conditions. One of the requirements and conditions prohibited the redeveloper from selling or assigning the property to a third party without approval from Tulsa Development Authority (TDA). Pursuant thereto, Village at Central Park, LLC and VEP II, LLC sought and obtained approval from the TDA Board for a Partial Assignment of the contract pertaining to lots 70-79. One of the provisions of the Partial Assignment required the redeveloper to develop the property in accordance with the terms, requirements and covenants of the initial contract January 31, 2000, with the Village at Central Park, LLC.

Another requirement and condition of TDA to approval of the Partial Assignment and sale of those 10 Lots was for VEP II, LLC to enter into a companion Contract for Sale of Land for Private Redevelopment directly with TDA to establish rights, privileges and requirements. The TDA contract has certain requirements for approval of the plan and specifications and equity capital requirements that includes three phases: 1. Schematic Phase 2. Design Phase 3. Construction Financial Documentation Phase. The Schematic and Design Phase is reserved unto the TDA Board for approval of the Plans and Specifications for the improvements to be constructed. The redevelopment project is to be constructed
according to the terms of the Contract which includes the character placement and content of the improvements. The minimum project requirements under the Contract require that the project as constructed is to be substantially similar in location use, scale, area, and appearance as those buildings and improvements previously constructed in the Village at Central Park Development.

General Counsel further explained that TDA is not a zoning board and its rights are not regulatory, but contractual. However, the board has some discretion in its approval or non-approval of plans and the input of the public is entitled to be considered. Counsel further stated that it is his opinion that such approval or non-approval is a discretionary and subjective right reserved to the Board of Commissioners.

Chairwoman Roberts added that the TDA Board will consult with its General Counsel in Executive Session of this meeting regarding TDA discretionary approval rights under the Contract with VEP II, LLC. It is important for the citizens to hear and understand the meaning of the contractual discretion rights and authority held by the TDA, as well as for the TDA to provide clarity on where the process associated with Lots 70-79 is currently.

e. Discussion, consideration and vote to approve an invoice submitted by Complete Household Services, LLC for spraying services on existing properties under their current mowing contract.

Chairwoman Roberts explained that in 2019 TDA went out to bid for mowing services and in so doing contracted with Complete Household Services for mowing services on a list of properties. The contract contemplates that additional services may be requested upon Executive Director (or Board if the dollar amount exceeds the authority of the Executive Director) approval. In this case, Roberts explained that Complete Household Services went outside the contract and delivered spraying services without first obtaining approval from TDA to do so. Roberts noted she had provided correction on this point to the owner of Complete Household Services but was seeking the Boards “hindsight” approval of this invoice as a result of the action being taken outside of the contract.

After discussion, Vice Chairman Mitchell moved to approve Resolution No. 6670 approving an invoice for spraying with Complete Household Services, LLC. Commissioner Bracy seconded the motion. The vote was recorded as follows:

Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen  
Nays: None  

The motion passed unanimously.

Commissioner Boxley moved to go into Executive Session at 11:05 a.m., seconded by Commissioner Bracy. The vote was recorded as follows:
Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen
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)(11) 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 General Counsel regarding potential claims or litigation involving TDA Response to COVID – 19 and related operational and risk reduction strategies employed by Chairwoman and TDA staff.

b. Confidential communication with General Counsel regarding potential claims from accident to employee of independent contractor occurring on TDA owned land located north of IDL and coverage provided by proposed Vacant Building Insurance Policy Quote. [(Title 25 O.S. Section §307 (C)(11).]

Confidential communication with General Counsel regarding status of Redeveloper’s submission of documentation of Financial Ability to Construct project in accordance with terms and conditions of Contract for Sale of Land for Private Redevelopment with Morton’s Reserve Properties, LLC (Pine Place Development, LLC/Old Morton Building); discussion of additional extension of time to satisfy contract requirements and/or discussion of declaration of default. [(Title 25 O.S. Section §307 (C)(11).]

c. Confidential communication with General Counsel regarding Contract for Sale of Real Estate for Private Redevelopment with VEP II, LLC (Lots 70-79 Block 1, The Village at Central Park, an addition to the City of Tulsa) following board approval at the January 9, 2020 board meeting of the partial assignment of contract by VACP to VEPII, LLC (see Resolution No.s 6636 and 6636 – A).[(Title 25 O.S. Section §307(C) (11).]

d. Confidential communication with Special Counsel, Robert Sartin, Esq., regarding terms of settlement agreement with TDA Executive Director O.C. Walker, II resulting from a pending claim or grievance by a TDA employee, the resulting
investigation and response thereto. [Title 25 O.S. §307(C) (1) and Title 25 O.S. Section §307 (B) (4).]

10. Vote to Return to Open Session: Commissioner Boxley moved to return to Open Session at 12:16 p.m., seconded by Vice Chairman Mitchell. The vote was recorded as follows:

   Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen
   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. 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.

   12.a. Confidential communication with General Counsel regarding potential claims or litigation involving TDA Response to COVID – 19 and related operational and risk reduction strategies employed by Chairwoman and TDA staff.

   After discussion, Commissioner Boxley moved to approve Resolution No. 6671 approving the Chairwoman and General Counsel to negotiate deferral of rent from tenants as they deem appropriate, at the Lansing Center. Commissioner Bracy seconded the motion. The vote was recorded as follows:

   Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen
   Nays: None

   The motion passed unanimously.

   12.b. Vacant Building Insurance Policy Quote – The item was tabled.

   12.c. Confidential communication with Counsel regarding status of Redeveloper’s submission of documentation of Financial Ability to Construct project in accordance with terms and conditions of Contract for Sale of Land for Private Redevelopment with Morton’s Reserve Properties, LLC (Pine Place Development, LLC/Old Morton Building); discussion of additional extension of time to satisfy contract requirements and/or discussion of declaration of default. [Title 25 O.S. Section §307 (C)(11).]

   After discussion, Commissioner Boxley, moved to approve Resolution No. 6672 approving an amendment to the Contract for Sale of Land for Private Redevelopment with Morton’s Reserve Properties, LLC providing a 90-day extension for submission of documentation Financial Ability to Construct project in accordance with terms and
conditions of Contract, in light of the COVID-19 crisis. Vice Chairman Mitchell seconded the motion. The vote was recorded as follows:

Ayes: Roberts, Mitchell, Bracy Boxley and Philippsen
Nays: None

The motion passed unanimously.

12.d. Morton Reserve Properties – Default – The item was tabled.

12.e. VEP II, LLC – No action taken.

12f. Confidential communication with Special Counsel, Robert Sartin, Esq., regarding terms of settlement agreement with TDA Executive Director O.C. Walker, II resulting from a pending claim or grievance by a TDA employee, the resulting investigation and response thereto. [(Title 25 O.S. §307(C) (1) and Title 25 O.S. Section §307 (B) (4).] After discussion, Commissioner Boxley moved to approve Resolution No. 6673 approving to evaluate approval of a Settlement Agreement with TDA Executive Director O. C. Walker II in the form attached and according to the terms of the thereof. Commissioner Bracy seconded the motion. The vote was recorded as follows:

Ayes: Roberts, Mitchell, Bracy, Boxley and Philippsen
Nays: None

The motion passed unanimously.


14. Adjournment: Chairwoman Roberts adjourned the meeting at 12:31 p.m.

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

_______________________________            ________________________
Jot Hartley, Esq., General Counsel            Nancy Lynn Roberts, Chairwoman

[(4-7-2020 – Regular Meeting Minutes – nt)]