



MEETING MINUTES

BENBROOK ECONOMIC DEVELOPMENT CORPORATION
Monday, February 22, 2021, Board of Directors Regular Meeting
Benbrook City Hall, 911 Winscott Road, Benbrook, Texas

In the public health effort to help slow the spread of the coronavirus, this meeting was held via telephone conference. The presiding officer, Kent Williams, was in Council Chambers, but other board members participated remotely. To allow citizens to safely participate in the public comment sections of the meeting, both a toll-free and a local phone number were made available.

PRE-MEETING WORK SESSION: The BEDC board of directors met at 7:00 p.m. to discuss the agenda items. The presiding officer, Kent Williams, and BEDC staff members met in the Benbrook City Hall conference room for the pre-meeting work session. The other board members and staff member, Jim Hinderaker, participated telephonically. The pre-meeting work session ended at 7:28 p.m.

I. CALL TO ORDER

The regular meeting of the Benbrook Economic Development Corporation board of directors was called to order at 7:30 p.m. on Monday, February 22, 2021, in the Benbrook City Hall Council Chambers, 911 Winscott Road, Benbrook, Texas. The presiding officer was Kent Williams, BEDC's board president. A quorum of board members participated, including:

- Keith Tiner, Place 1
- Danyelle Ackall, Place 2
- Michelle Thomas, Secretary, Place 3
- Thomas Casey, Place 4
- Kent Williams, President, Place 5
- Gary Crowell, Vice President, Place 6
- Kristina Denapolis West, Place 7

Staff Present:

- Cathy Morris, Director, BEDC
- Jessica James, Director, BEDC
- Hillary Cromer, Assistant Director, BEDC (recording secretary)
- Jim Hinderaker, Assistant City Manager

II. CITIZEN COMMENTS ON ANY AGENDA ITEM

Mr. Williams opened the telephone line for one minute to allow citizens to call and comment on any agenda item. There were no citizen calls.

III. INTRODUCE NEW BEDC DIRECTOR

Cathy Morris Reporting

Key Notes:

- Jessica James is replacing Cathy Morris as the Director of Economic Development and Marketing; Ms. Morris is set to retire in Spring 2021.
- Ms. James started working at the City of Benbrook/Benbrook EDC on January 5, 2021.
- Ms. James most recently worked at the City of Duncanville for the past six years, serving as the Director of Economic Development and Marketing; She brings extensive experience in business development, budgeting, promotions, marketing, and convention/visitors center activities.
- President Williams welcomed Ms. James.
- No action necessary.

IV. ACTION ITEMS

1. Approve Minutes of January 19, 2021, Regular Meeting

- Mr. Williams asked if the board members had any comments or questions about the minutes. There were no comments or questions.
- Mr. Williams requested a motion from the board of directors.
- Mr. Tiner made a motion to approve the minutes of the January 19, 2021, regular meeting. Ms. Ackall seconded the motion.
- Mr. Williams called the vote. The motion carried, 6-0, with Ms. West abstaining.

2. Approve Update of Signature Cards on all BEDC Pinnacle Bank Accounts

Hillary Cromer Reporting

Presentation highlights:

- Jessica James is soon to replace Cathy Morris as the Director of Economic Development and Marketing.
- In addition, the BEDC board of directors has selected their 2021 Officers.
- For the reasons above, the signature cards on BEDC's business and CD bank accounts must be updated to reflect current staff and officers.
- Staff recommended the BEDC board of directors approve updating signature cards on all BEDC Pinnacle Bank accounts including the BEDC's business account (#3560) and certificate of deposit (#3111) as listed below:

Include the individuals listed below:

Jim Hinderaker, Assistant City Manager

Jessica James, BEDC, Director of Economic Development

Rick Overgaard, Director of Finance

Hillary Cromer, BEDC, Assistant Director of Economic Development

Joanna King, City Secretary

Kent Williams, BEDC, President

Gary Crowell, BEDC, Vice-President

Michelle Thomas, BEDC, Secretary

Remove the individual listed below:

Cathy Morris, BEDC, Director of Economic Development

- Mr. Williams requested a motion from the board of directors.
- Ms. Thomas made a motion to approve updating the signature cards on all Pinnacle Bank accounts as presented.
- Mr. Casey seconded the motion.
- Mr. William called the vote. The motion carried, 7-0.

3. Approve Economic Development and Performance Agreement between the Benbrook Economic Development Corporation and CJ Real Estate 1031 EAT, LLC

Cathy Morris Reporting

Presentation highlights:

- CJ Real Estate 1031 EAT, LLC, owns Benbrook Plaza at 9413-9475 Benbrook Boulevard/U.S. 377.
- BEDC has previously invested in Benbrook Plaza, and works with CJ Real Estate to recruit desirable tenants.
- The BEDC board of directors has expressed an interest in incentivizing an ACE Hardware store as authorized under the Development Corporation Act - Texas Local Government Code, Chapter 505, Section 505.157.
- For Benbrook, the most recent data demonstrates a retail leakage factor of approximately +89 for 'Building Materials, Lawn and Garden Equipment, and Supplies,' representing a Retail Gap of greater than \$6 million.
- The retail analysis coupled with anecdotal information gathered from Benbrook citizens demonstrates community support for an ACE Hardware
- In the agreement, among other covenants, CJ Real Estate agree to:
 - Enter into an executed lease with ACE Hardware, with a term of no less than 10 years;
 - Complete improvements to Benbrook Plaza, specifically to the old Brookshire's space, and certain landlord and tenant finish-out requirements, totaling at least \$400,000.00, to accommodate an ACE Hardware store, no later than October 31, 2021; and,
 - Comply with all subdivision regulations, building codes, and other ordinances of the City applicable to the improvements.
- In the agreement, BEDC agrees to:
 - Pay CJ Real Estate an amount not to exceed \$300,000.00 within 30 days after the improvements are complete, upon receipt of construction cost documentation.
- Ms. Morris recommended that the Benbrook Economic Development Corporation (BEDC) approve the Economic Development and Performance Agreement between

the BEDC and CJ Real Estate 1031, EAT, LLC, to incentivize an ACE Hardware store at Benbrook Plaza Shopping Center, and to approve an adjustment to the FY2021 BEDC budget to allow \$300,000.00 to be made available as payment to CJ Real Estate upon completion of improvements, and to recommend City Council conduct a public hearing, and approve the project and the budget adjustment.

- Mr. Williams asked the board of directors if they had any questions or comments.
- Mr. Williams requested a motion from the board of directors.
- Mr. Crowell made a motion that the BEDC board of directors approve the development and performance agreement as presented.
- Mr. Casey seconded the motion.
- Mr. William called the vote. The motion carried, 7-0.

4. Approve Economic Development and Performance Agreement Between the Benbrook Economic Development Corporation and Sam and Cynthia Shipley Family, LP, and American Masonry Supply, Inc.

Cathy Morris Reporting

Presentation highlights:

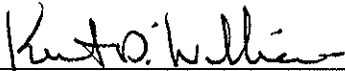
- Sam Shipley is the founder and controlling shareholder of American Masonry Supply (AMS), a manufacturer of cast stone and plaster specialty architectural elements such as ceiling domes, columns, fountains, and fireplace mantels.
- Mr. Shipley is interested in relocating the entire AMS manufacturing plant and retail business from Arlington, Texas to property located at 500 Winscott Road (formerly Weatherford International) in Benbrook.
- Mr. Shipley is in the process of purchasing the 500 Winscott property and requests that BEDC convey at no cost the adjacent 3.61-acre BEDC-owned property, located at 5701 Old Benbrook Road, for necessary parking, outside storage, and deliveries related to operations of AMS.
- The request aligns with BEDC's mission to create jobs, increase sales/property tax revenue, encourage investment and support redevelopment.
- In the economic development and performance agreement, Shipley agrees to:
 - Design, construct, and pay for all facility and site improvements related to the project, while preserving trees, as reasonable, on the BEDC property - and obtain a Certificate of Occupancy within eighteen (18) months.
 - Submit appropriate documentation allowing BEDC to seek, on behalf of Shipley, a Conditional Use Permit (CUP) for outside storage, and a Right-of-Way Encroachment agreement to utilize city right-of-way for additional employee parking, landscaping, and signage on the triangular-shaped tract abutting the northeast corner of the 500 Winscott property.
 - Operate the facility as American Masonry Supply in Benbrook for a period of no less than three (3) years; employ at least forty-four (44) full-time employees, as economic conditions permit; and remain current on all property tax payments and sales tax remittance to the state.
- In the agreement, the BEDC agrees to:

- Convey to Shipley, fee simple, the 3.61-acre BEDC-owned property located at 5701 Old Benbrook Road, at no cost.
- Provide fill dirt from BEDC stockpile for the project, as requested by Shipley.
- Submit application, on behalf of Shipley, for a CUP and Right-of-Way Encroachment agreement, as described above.
- Ms. Morris recommended that the BEDC board of directors approve the Economic Development and Performance Agreement between the Benbrook Economic Development Corporation (BEDC) and Sam and Cynthia Shipley Family, LP, and American Masonry Supply, Inc. to convey the BEDC-owned 3.61-acre tract of land located at 5701 Old Benbrook Road to Shipley to construct and operate American Masonry Supply, and to recommend that City Council conduct a public hearing and approve the project.
- Mr. Williams asked the board of directors if they had any questions or comments.
- Ms. Ackall made a motion that the BEDC board of directors approve the economic development and performance agreement as presented.
- Mr. Tiner seconded the motion.
- Mr. William called the vote. The motion carried, 7-0.


V. INFORMAL CITIZEN COMMENTS - Mr. Williams opened the telephone line for one minute to allow for informal citizen comments. There were no citizen calls.

VI. ADJOURNMENT - The meeting adjourned at approximately 7:49 p.m.

ATTEST:



Presiding Officer



Attesting Officer

