

**MINUTES**  
**BENBROOK ECONOMIC DEVELOPMENT CORPORATION**  
**Board of Directors**  
**Regular Meeting**  
**Benbrook City Hall**  
**February 25, 2008**

**I. CALL TO ORDER**

The regular meeting of the Benbrook Economic Development Corporation Board of Directors was called to order at 7:07 p.m., Monday, February 25, 2008 in the Council Chambers in City Hall at 911 Winscott Road. The presiding officer was President Charlie Anderson. A quorum was present, including the following:

Charlie Anderson, President  
Steve White, Vice President  
Carrol Crombie, Secretary  
Rick Whitehurst, Treasurer  
Dan Tully  
James Schull  
William Higgins

Staff Present: Ron Rainey, Executive Director  
Patricia L. Taber, Administrative Assistant

Also Present: Dwight Heard, BEDC Attorney  
Tammi Cauthen, First Bank

**II. CONSENT AGENDA** (Items listed under the Consent Agenda are considered routine and are enacted in one motion. The exception to this rule is that a Board member, Citizen, or Executive Director may request one or more items to be removed from the Consent Agenda for separate discussion and action.)

- a. Minutes of BEDC Regular Meeting of January 28, 2008**
- b. Financial Report for Period Ending January 31, 2008**

*Mr. James Schull made a motion to accept the Consent Agenda. Mr. Rick Whitehurst seconded the motion. President Charlie Anderson called the vote. All voted aye and the motion carried.*

**III. DIRECTORS REPORT**

- a. Update Benbrook Field Final Plat** - Mr. Rainey informed the EDC the Final plat for Benbrook Field north of Mercedes Drive, east of Vista Way and west of Benbrook Boulevard was re-submitted to the City of Benbrook during the latter part of the week of February 19, 2008 for final review and comments from the City and all other reviewing entities.

- b. Update First Bank Loan Extension.** Tammi Cauthen, First Bank Benbrook Branch President, reported to the Benbrook EDC Board of Directors at its January 28, 2008, meeting the loan committee had approved a six (6) month extension to the approximately \$3.8 million loan that was used for the acquisition of approximately 80 acres known as Benbrook Field. Members of the Board asked Mrs. Cauthen to seek a nine (9) month loan extension to allow for the scheduled real estate closings of both Wal-Mart and Home Depot. Mrs. Cauthen reported to the BEDC staff the loan committee approved the nine (9) month extension at its January 30, 2008, meeting in Azle.

#### **IV. UNFINISHED BUSINESS**

- a. Consider Wal-Mart Purchase Agreement Amendment -** Executive Director Ron Rainey reported that Wal-Mart's Real Estate Committee took no action following review of the Benbrook site at its February 10, 2008 meeting in Bentonville, Arkansas. The proposed site will be reviewed in Bentonville on March 11, 2008. Anticipating a favorable review, Wal-Mart's legal outside counsel has prepared a draft version of the Fifth Amendment to the Wal-Mart Purchase Agreement. The most recent Amendment is not as complete with all the restrictions, easements, etc. as requested, but changes the closing date to April 25, 2008, indicating it may go back to the Executive Committee for Wal-Mart.

*Mr. Carrol Crombie made a motion to approve the Fifth Amendment to the Purchase Agreement and authorize Board President Charlie Anderson to execute the Amendment in order to move forward to finalizing the Purchase Agreement. Mr. William Higgins seconded the motion. President Charlie Anderson called the vote. All voted aye and the motion carried.*

- b. Consider Home Depot Purchase Agreement Amendment –** Executive Director Ron Rainey reported that the Third Amendment to the Purchase Agreement has not yet been received by the BEDC. Mr. Forrest Smith, III, attorney with Kane, Russell, Coleman and Logan PC, on behalf of Home Depot has been moving forward and communicating with Mr. Heard, and the BEDC. A meeting was held on Friday, February 22, 2008 with the EDC, Mr. Gattis, Mr. Tully, Mr. Wayman, Home Depot engineers and project manager reassuring they have every intention of opening a Benbrook store, but it may be delayed possibly six (6) months to a year in order to obtain TxDOT approval of signal light, improvement to Benbrook Boulevard, construction plans and bidding completion.
- c. (1) Consider Goliad and San Antonio Street Abandonment –** Benbrook City Council approved the abandonment and vacation of a portion of Goliad Street and San Antonio Street at its February 7 meeting and agreed to sell its abandoned right of way and fully depreciated asphalt pavement to Benbrook Realty Partners LP for \$90,985.00. BRP LP will need to finalize a replat of the new lot identifying appropriate utility easements to accommodate all utilities in Goliad Street right of way to be vacated by the City and the State of Texas. Authorization for the Mayor to execute the Quit-Claim Deed was approved, but will not take place until the replat, with necessary easements, is approved by City of Benbrook Staff and is ready to record in the Tarrant County Plat Records.

Benbrook EDC Board of Directors serve as the Managing Board for BRP LP as the partners, BEDC and N3 Development, work to bring a casual dining, sit down restaurant to the former Benbrook City Hall and BWA administrative offices site. A contract has been executed with Jerry Skibell for the site and he is currently involved with his due diligence.

Two issues are moving through the Texas Department of Transportation Commission with both items impacting the restaurant site. Both items, relocation of the area of denied access, and the sale of surplus right of way, are being reviewed in Austin and are expected to be on either the March or April Commission agenda.

The Walton Group, LLC has been employed to keep accounting records for the Limited Partnership and has filed the annual tax returns. The BEDC is to be reimbursed all costs associated with development of the site prior to N3 receiving funds. A payment of \$500,000 will be made to N3 to acquire the development company's approximately 51,000 square feet for the LP.

*(1) Mr. Rick Whitehurst made a motion the BEDC approve the City Council's terms for sale of the right-of-way easements, payment to be withheld until the plat is prepared and approved for submittal for City review and a Quit-Claim Deed has been executed. Mr. Carrol Crombie seconded the motion. President Charlie Anderson called the vote. All voted aye and the motion carried.*

*(2) Mr. Rick Whitehurst made a motion the BEDC approve the increase of the Letter of Commitment with First Bank from \$550,000.00 to \$650,000.00 and authorize President Anderson to execute same. Mr. James Schull seconded the motion. President Charlie Anderson called the vote. All voted aye and the motion carried.*

## **V. NEW BUSINESS**

**a. Consider McDonald's Restaurant Land Trade**– Director Rainey reported that BEDC Staff and attorney met with Mark Stephenson, McDonald's Regional Real Estate Manager, February 14, following a meeting request by Mr. Stephenson. He said he had been working with Brad Bowen in an effort to facilitate a land swap between McDonald's and the former Ashland Corporation site located north of McDonald's on Benbrook Blvd. Bowen reportedly has not returned e-mail communications with Mr. Stephenson for an indeterminate amount of time and Mr. Stephenson is ready to move the project forward. Staff suggested the EDC wants to see McDonald's construct a new restaurant in Benbrook and will work with the corporation to bring about the needed land swap. McDonald's desire is to construct a new facility with an indoor playground. Planned improvements on Benbrook Blvd. will reduce the number of drive entrances and McDonald's desires to have a additional entrance on the west side of the property from a private access easement. The access easement would run north from Benbrook Field Drive to Albertson's

property. BEDC counsel Dwight Heard has prepared a Real Property Exchange Agreement and has forwarded the document to Mr. Stephenson for review.

*Mr. Rick Whitehurst made a motion to give direction to the BEDC staff and legal counsel to move forward to facilitate the land exchange. Mr. James Schull seconded the motion. President Charlie Anderson called the vote. All voted aye and the motion carried.*

- b. Review and Consider Engineer's Opinion of Probable Costs for Benbrook Field Drive Public Improvements** – BEDC Staff expects to receive an Engineer's Opinion of Probable Costs in the near future; however, the Opinion had not arrived at the time of the February 25, 2008 meeting. The Engineer's OPC will be used in preparation of the legal publication of Notice to Bid and will guide the BEDC in determining if the requested loan amounts are sufficient. A copy of the OPC will be forwarded to members of the BEDC Board of Directors upon receipt from Dunaway Associates.

## **VI. OTHER MATTERS OF BUSINESS**

## **VII. INFORMAL CITIZEN COMMENTS**

**VIII. EXECUTIVE SESSION:** President Charles Anderson convened into the Executive Session on February 25, 2008 at 8:00 pm.

**a. SECTION 551.071, CONSULTATION WITH ATTORNEY** – Discuss Benbrook Field Agreement.

**b. SECTION 551.072, DELIBERATION REGARDING REAL PROPERTY** – Discuss and consider Letters of Intent submitted for Benbrook Field sites and plans for any future land sales.

**IX. RECONVENE IN OPEN SESSION:** President Charles Anderson reconvened into the Regular Meeting on February 25, 2008 at 8:54 pm

*Mr. Rick Whitehurst made a motion the Benbrook Economic Development Corporation Board counter Mr. Makens' offer at \$25.00 per square foot with the stipulation that any assignment of this purchase be approved by the BEDC Board of Directors. Mr. Dan Tully seconded the motion. President Charlie Anderson called the vote. All voted aye and the motion carried.*

## **X. ADJOURNMENT**

There being no further business, the meeting adjourned at approximately 9:00 p.m.

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Secretary

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Presiding Officer