

NOTICE OF REGULAR MEETING OF BOARD OF DIRECTORS OF BASTROP ECONOMIC DEVELOPMENT CORPORATION (BEDC)

Monday, April 18, 2016 – 6:00 P.M.

Bastrop City Hall, 1311 Chestnut Street, Bastrop, Texas

In compliance with the requirements of Chapter 551 of the Texas Government Code, the public is hereby provided notice that it is possible that a quorum or more of the membership of the Bastrop City Council may be in attendance, to observe and/or participate in the above-referenced meeting of the Bastrop Economic Development Corporation.

1. CALL TO ORDER

The BEDC Board reserves the right to convene into Executive Session at any time during the meeting regarding any agenda item. In compliance with the Open Meetings Act, Chapter 551 Government Code, Vernon’s Texas Code, Annotated, such item, if taken into executive session, would be discussed in closed session under Section 551.071 – Consultations with Attorney – duty to advise on legal matters.

2. PUBLIC COMMENT(S)

3. REGULAR BUSINESS & PRESENTATIONS

- 3.1. Approval of meeting minutes of the Regular Board Meeting of March 21, 2016. **(page 3)**
- 3.2. Consideration, discussion and possible action on acceptance of the BEDC’s financial summary report for period ending March 31, 2016. **(page 7)**
- 3.3. Consideration, discussion and possible action on presentation and update by Aaron Farmer of The Retail Coach regarding Bastrop’s retail recruiting strategy. **(page 22)**

4. ACTION ITEMS

- 4.1. Consideration, discussion and possible action on disposition of real property owned by BEDC located at 903 Main Street, as it relates to a potential economic development project for expansion of a local business, i.e., Zintek Properties (a.k.a. Maxine’s Café Project). **(page 25)**
- 4.2. Consideration, discussion and possible action on a Resolution by the Bastrop Economic Development Corporation Board of Directors, authorizing BEDC Board Chair Steve Mills and/or Executive Director Shawn Kirkpatrick to execute all necessary contracts and related documentation required to finalize the conveyance of property owned by the BEDC at 903 Main Street to Zintek Properties (a.k.a. Maxine’s Café Project), pursuant to an Economic Development Agreement approved by the Board and in compliance with the Act, related to same. **(page 27)**
- 4.3. Consideration, discussion and possible action related to an overview of the status of the existing BEDC grant and Performance Agreement between the Bastrop Fine Arts Guild and the BEDC, dated July 20, 2011, and amended thereafter on August 25, 2014, and October 20, 2014. **(page 30)**
- 4.4. Consideration, discussion and possible action on defeasance of the BEDC’s portion of the City of Bastrop’s 2008A Certificates of Obligation. **(page 60)**

5. **UPDATE(S), REPORT(S), AND/OR ANNOUNCEMENT(S)** – The BEDC and City of Bastrop will provide written reports and be available to answer questions from the Board. (includes items for update, discussion, and/or possible action by the Board of the BEDC)

- 5.1. BEDC Projects and/or Business **(page 63)**
- 5.2. Ad Hoc Bylaws Committee
- 5.3. Main Street Program Monthly Report
- 5.4. City Manager's Report **(page 66)**
- 5.5. City of Bastrop Comprehensive Plan
- 5.6. City of Bastrop Construction Projects **(page 79)**

6. EXECUTIVE SESSION

- 6.1. The BEDC Board of Directors will meet in a closed/executive session pursuant to the Texas Government Code, Chapter 551, to discuss the following:

(1) **Section 551.071(1)(A) and Section 551.071(2)** – Consultations with Attorney: (1) threatened and/or contemplated claims, causes, or litigation, and (2) matters upon which the Attorney has a duty and/or responsibility to advise or report to the governmental body.

(2) **Section 551.072** – Deliberation about real property: including, but not limited to, potential sales, acquisitions, exchanges, leases, dispositions or values of real property: 'Project Bronze Star', 'Project Gold Steel', 'Project MT Star Wars', 'Project X-Games', and/or disposition of property located at 903 Main Street – Maxine's Café Project.

(3) **Section 551.087** – Deliberation regarding economic development negotiations: 'Project Bronze Star', 'Project Gold Steel', 'Project MT Star Wars', 'Project X-Games', and/or 903 Main Street – Maxine's Café Project.

- 6.2. The BEDC Board of Directors will reconvene into open session to discuss, consider and/or take any action necessary related to the executive sessions noted herein above, and/or regular agenda items, noted above, and/or related items.

7. BOARD INPUT ON FUTURE AGENDAS

- 7.1. Inviting input from the Board of Directors related to issues for possible inclusion on future agendas, related to (but not limited to) issues such as BEDC projects, property, economic development prospects, community events, and BEDC business.

8. ADJOURNMENT

CERTIFICATE

I, Angela Ryan, Assistant Director of the Bastrop Economic Development Corporation (BEDC), certify that this Notice of Meeting was posted on the front window of the BEDC offices, 301 Hwy 71 W., Suite 214, at the Bastrop City Hall, 1311 Chestnut Street, and on the BEDC's website on this the 15th day of April 2016 at 5:00 p.m. Copies of this agenda have been provided to those members of the media requesting such information.

Angela Ryan

Angela Ryan, BEDC Assistant Director

THE BASTROP ECONOMIC DEVELOPMENT CORPORATION IS COMMITTED TO COMPLIANCE WITH THE AMERICANS WITH DISABILITIES ACT. REASONABLE MODIFICATIONS AND EQUAL ACCESS WILL BE PROVIDED UPON REQUEST. PLEASE CALL 512-303-9700.



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 14, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

Approval of meeting minutes of the Regular Board Meeting of March 21, 2016.

2. Party Making Request: Angela Ryan, Assistant Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

The draft minutes from the 03/21/16 BEDC Regular Board meeting are attached for the Board's review.

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:

Over/(Under) Budget:

Budgeted Amount:

Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL

Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL

Against: SM GS CC KK WD KLK CL

Abstained: SM GS CC KK WD KLK CL

BASTROP ECONOMIC DEVELOPMENT CORPORATION (BEDC)
BOARD OF DIRECTORS
Minutes of Monthly Meeting, March 21, 2016
Bastrop City Hall, 1311 Chestnut Street, Bastrop, Texas

The Bastrop Economic Development Corporation (BEDC) met on Monday, March 21, 2016, at 6:00 p.m. at Bastrop City Hall, 1311 Chestnut Street, for the Regular Monthly Meeting.

Board members present were: Steve Mills, Kristi Koch, Gary Schiff, Mayor Ken Kesselus, Willie DeLaRosa, and Joe Beal. Board member Cam Chavez was absent. Staff members present: Shawn Kirkpatrick, Angela Ryan, Jean Riemenschneider, and JC Brown, BEDC Attorney.

1. **CALL TO ORDER** – BEDC Board Chair Steve Mills called the Board Meeting to order at 6:03 p.m.
2. **PUBLIC COMMENT(S)** – None.
3. **REGULAR BUSINESS & PRESENTATIONS**
 - 3.1. Approval of meeting minutes of the Regular Board Meeting of February 22, 2016. Mr. Beal made the motion to approve the minutes as submitted, Mr. DeLaRosa seconded, and the motion passed.
 - 3.2. Consideration, discussion and possible action on acceptance of the BEDC's financial summary report for period ending February 29, 2016. Mr. Kirkpatrick reviewed the financial report included in the Board packets. Mr. Schiff made the motion to accept the financial report as submitted, Mr. DeLaRosa seconded, and the motion passed.
 - 3.3. Consideration, discussion and possible action on the City of Bastrop's Comprehensive Annual Financial Report for FY2015. The City of Bastrop's Chief Financial Officer, Tracy Waldron, handed out a report to the Board showing BEDC's portion of the City of Bastrop's audit for FY 2015. She explained the report showed BEDC's assets, cash, liabilities, and capital assets, as well as the unearned revenue from the tower lease and bond payments. \$93,000 is restricted for committed future incentives, such as JAMCo and Elliott Electric. Mr. Talbot said it was a clean audit with no material differences identified and no management comments. Mr. Schiff made the motion to acknowledge acceptance of the report as presented, Mayor Kesselus seconded, and the motion passed.
 - 3.4. Consideration, discussion and possible action on presentation and update on BEDC's Education and Workforce Development Programs. Mr. Kirkpatrick said that an educated workforce remains the number one criterion for site search consultants, and Ms. Riemenschneider is heading up the Education and Workforce Development program at BEDC. Ms. Riemenschneider explained House Bill 5 (HB5) requires that school districts implement five specific programs by 2017, in order to offer additional career opportunities for students. She said the program actually starts at the 7th grade level, when students are required to choose a career pathway. Ms. Riemenschneider has been working with the Bastrop school district and local industry on ways to bring them together, such as internships, mentorship programs, and starting a career day at the middle schools. She reported this year's Youth Career Day for high school juniors and seniors will be held on May 18th at the Performing Arts Center, with an increased effort to bring in businesses who fit within the HB5 career clusters to interact with the students.

Ms. Riemenschneider said BEDC has been working with BISD and ACC to offer additional programs so students can graduate high school with college credits or certifications in a particular field, such as the ASE certifications now being offered to automotive tech students. She explained this involvement will help build our workforce as well as provide opportunities to the students they may not otherwise have, especially those who are economically disadvantaged. Their goal is that

eventually, adult education programs will also be offered. Ms. Riemenschneider's full presentation can be viewed at this [link](#). No Board action was required.

4. ACTION ITEMS

- 4.1. Consideration, discussion and possible action on disposition of real property owned by BEDC located at 903 Main Street, as it relates to a potential economic development project for expansion of a local business, i.e., Zintek Properties (a.k.a. Maxine's Café Project). Mr. Kirkpatrick reported that the remediation of the building was complete and the certification had been received. Mr. Sartain can access the building when needed. Ms. Brown is currently reviewing the economic development agreement. Mr. Kirkpatrick recommended the Board hold a special meeting to review the contract once all parties are agreeable to the terms. He explained that a Board resolution would also be needed at that time. Mr. Kirkpatrick reported that he had ordered an economic impact analysis. No Board action was required.
- 4.2. Consideration, discussion and possible action regarding including two members of the Bastrop community on the BEDC's *ad hoc* Bylaws Committee. Mr. Kirkpatrick handed out a list of members from the community who had interest in serving on the committee. Mr. Mills will appoint the two community members. No Board action was required.
- 4.3. Consideration, discussion and possible action related to an overview of the status of the existing BEDC grant and Performance Agreement between the Bastrop Fine Arts Guild and the BEDC, dated July 20, 2011, and amended thereafter on August 25, 2014, and October 20, 2014. Mr. Kirkpatrick explained the Guild's last extension on the agreement with the BEDC expired on January 31, 2015, and they broke ground on the project on October 12, 2015. Karol Rice plans to give a presentation and update on the project at the April Board meeting. Mr. Kirkpatrick recommended that the Board members review the documents included in the Board packet and prepare to ask questions at that meeting. No Board action was required.

5. UPDATE(S), REPORT(S), AND/OR ANNOUNCEMENT(S) – The BEDC and City of Bastrop provided written reports (includes items for update, discussion, and/or possible action by the Board of the BEDC).

- 5.1. BEDC Projects and/or Business – Mr. Kirkpatrick's report was included in the Board packet. He reported the Staff has been doing a lot more BRE, with a total of ten visits during the month of February. Mr. Kirkpatrick reported that Elliott Electric has broken ground on their project and Coghlan is close to finishing his new building.
- 5.2. Main Street Program Monthly Report – A memo announcing the new Main Street Director was included in the Board packet. Ms. Wood added that a new website, BastropDowntown.com, is a combined website of Main Street and the DBA. They are also updating the Bastrop visitor app.
- 5.3. City Manager's Report – Excerpts from the City Manager's report to City Council were included. Mr. Talbot explained there had been some inaccurate numbers in his report concerning the Alley D project, and they actually have approximately \$400,000 for the project and are only about \$200,000 short. He said the water permit hearing is scheduled for later in the week. Mr. Talbot said he has been working with the County and the school district on the Pine Forest litigation and they seem to be making progress. He reported that at the last Council meeting, they approved starting the design work for a one million gallon elevated tank on the west side of town, which would create a balanced system. He said they continue to work with West Bastrop Village and their pro-rata share of the new wastewater plant.
- 5.4. City of Bastrop Comprehensive Plan – No update.
- 5.5. City of Bastrop Construction Projects – The update was included in the packet.

6. EXECUTIVE SESSION

6.1. At 7:14 p.m., Mr. Mills convened the BEDC Board of Directors into a closed/executive session pursuant to the Texas Government Code, Chapter 551, to discuss the following:

(1) **Section 551.071(1)(A) and Section 551.071(2)** – Consultations with Attorney: (1) threatened and/or contemplated litigation, and (2) matters upon which the Attorney has a duty and/or responsibility to advise or report to the governmental body.

(2) **Section 551.072** – Deliberation about real property: including, but not limited to, potential sales, acquisitions, exchanges, leases, dispositions or values of real property: 'Project Bronze Star', 'Project Gold Steel', and/or disposition of 903 Main Street – Maxine's Café Project.

(3) **Section 551.087** – Deliberation regarding economic development negotiations: 'Project Bronze Star', 'Project Gold Steel', 'Project Apothecary', and/or 903 Main Street – Maxine's Café Project.

(4) **Section 551.074** – Personnel Matters: Executive Director's Performance Review.

6.2. At 8:17 p.m., the BEDC Board of Directors reconvened into open session to discuss, consider and/or take any action necessary related to the executive sessions noted herein, or regular agenda items, noted above, and/or related items.

Mr. Schiff made the motion to provide a raise for Mr. Kirkpatrick retroactive to his six month anniversary date in the amount of \$6,000 per year, and upon passing the certified economic developer examination, Mr. Kirkpatrick will receive another annual raise of \$6,000, and his contract will be extended by one year from the expiration date. Mayor Kesselus seconded, and the motion passed.

7. BOARD INPUT ON FUTURE AGENDAS

7.1. Inviting input from the Board of Directors related to issues for possible inclusion on future agendas, related to (but not limited to) issues such as BEDC projects, property, economic development prospects, community events, and BEDC business. The Board reviewed the items already on the list. Mr. Schiff asked about the BEDC Board attendance policy, and Ms. Brown said she would double check to make sure it falls under the City Council.

8. ADJOURNMENT – Willie DeLaRosa made the motion to adjourn and Mayor Kesselus seconded. The BEDC Board of Directors adjourned the meeting at 8:19 p.m.



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 13, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

Consideration, discussion and possible action on acceptance of the Bastrop Economic Development Corporation's financial summary report for period ending March 31, 2016.

2. Party Making Request: Shawn Kirkpatrick, Executive Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

Attached for the Board's review and consideration is the BEDC financial summary report for the period ending March 31, 2016.

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:
Over/(Under) Budget:

Budgeted Amount:
Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL
Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL
Against: SM GS CC KK WD KLK CL
Abstained: SM GS CC KK WD KLK CL

Bastrop Economic Development Corporation

Financial Summary For Period Ending March 31, 2016

Bastrop Economic Development Corporation
Summary of Revenues and Expenditures
 As of March 31, 2016



Fiscal year 2016 is 50% complete as of March 31, 2016. These reports provide an unaudited and preliminary snapshot of the BEDC financial information.

☐ Revenues reflect 54.66% collected over budgeted or \$1,056,640. Revenues during this same time period last year reflected \$984,496. Additional analysis concerning revenues are on the next two pages.

☐ Expenses for the BEDC reflect 35.14% spent or \$679,187. Expenses during this same time period last year reflected \$707,888. Additional analysis concerning the expenses, year to year comparisons, and capital outlay is located within this report.

Revenues

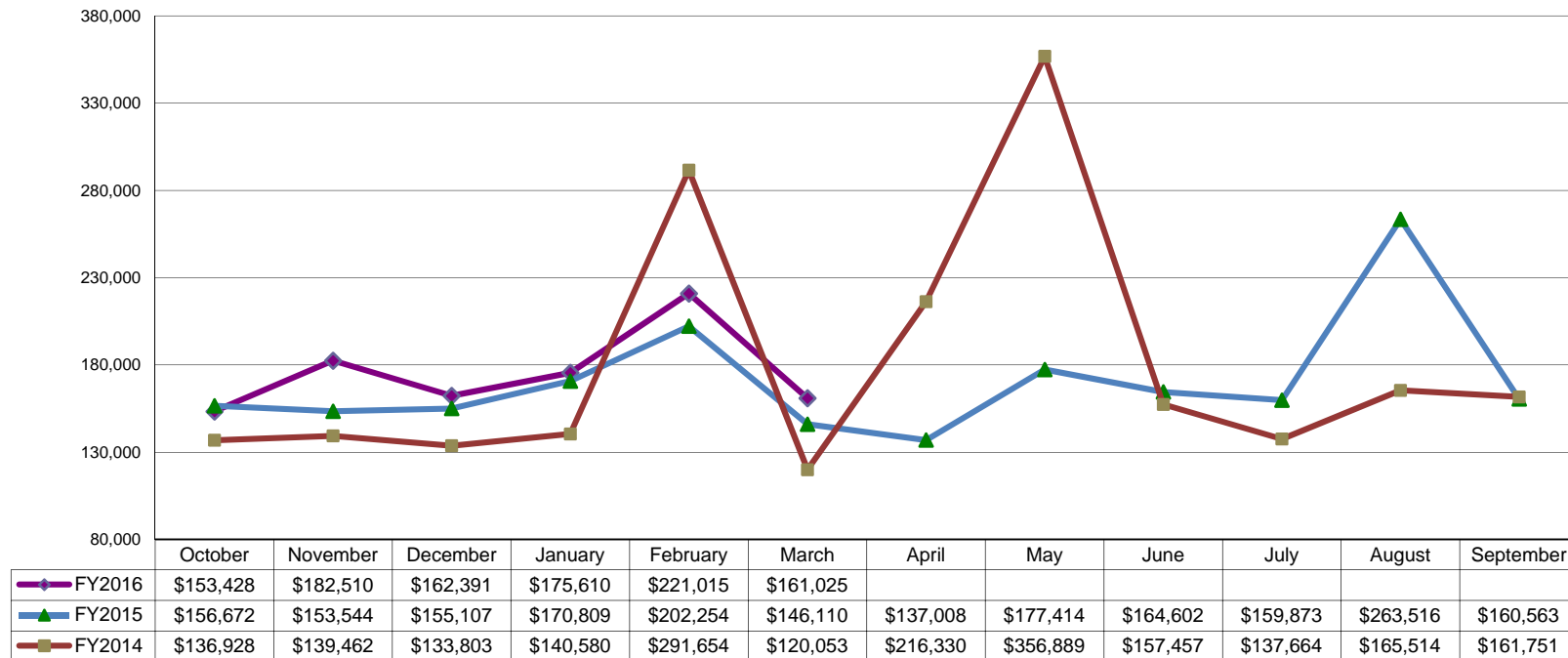
Expenditures

FY 2016 Budget	FY 2016 Actual	% of FY2016 Budget	FY 2016 Budget	FY 2016 Actual	% of FY2016 Budget
\$ 1,933,000	\$ 1,056,640	54.66%	\$ 1,933,000	\$ 679,187	35.14%

Summary of Revenues As of March 31, 2016



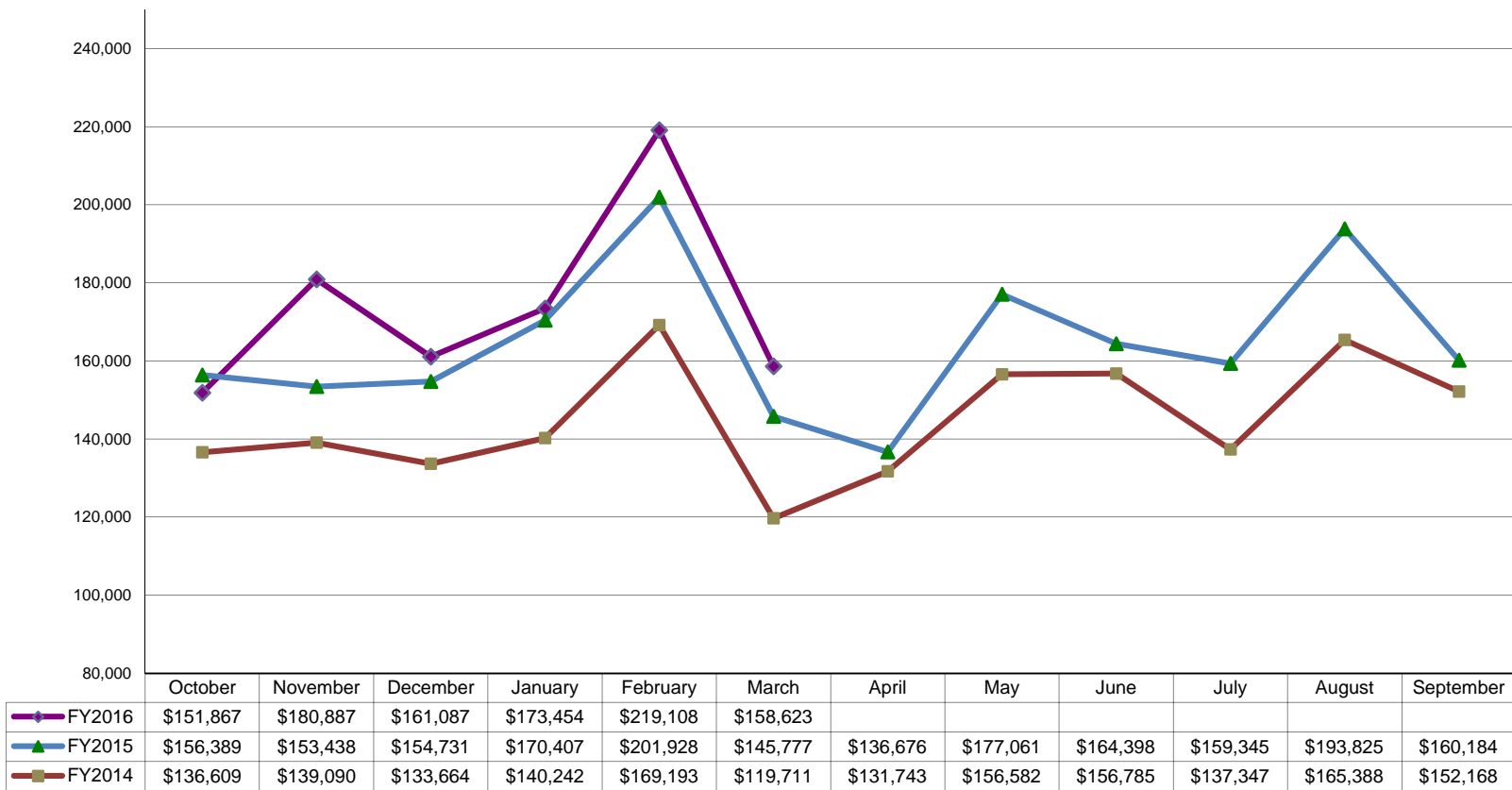
- REVENUE: Sales Tax receipts represent 99% of the total budgeted revenue for the BEDC. As such, the line graph will be a good performance indicator as a comparison of sales tax receipts of the two previous fiscal years to the current fiscal year. Other revenue is included within the line graph to include Lease Agreement Income, Interest Income, and Miscellaneous Income.
- The spikes reflected on the graph in FY2014 are tied to specific transactions. These include the reimbursement of expenses from the Combination Tax and Revenue Certificates of Obligation, Series 2013 in February 2014 of \$102,638; and the transfer from Bond Fund proceeds to cover debt service costs in May 2014 of \$200,261. The spike in the graph in September 2013 reflects the sale of land for \$93,475.



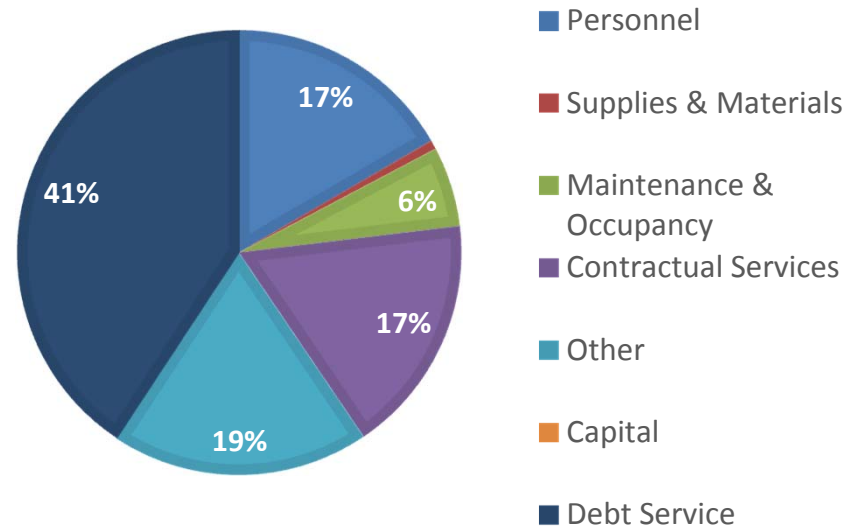


Sales Tax Revenue Chart As of March 31, 2016

Sales Tax Receipts YTD reflect \$1,045,025 and are more than the prior year to date Sales Tax Receipts of \$982,670.



Expenditure Charts As of March 31, 2016



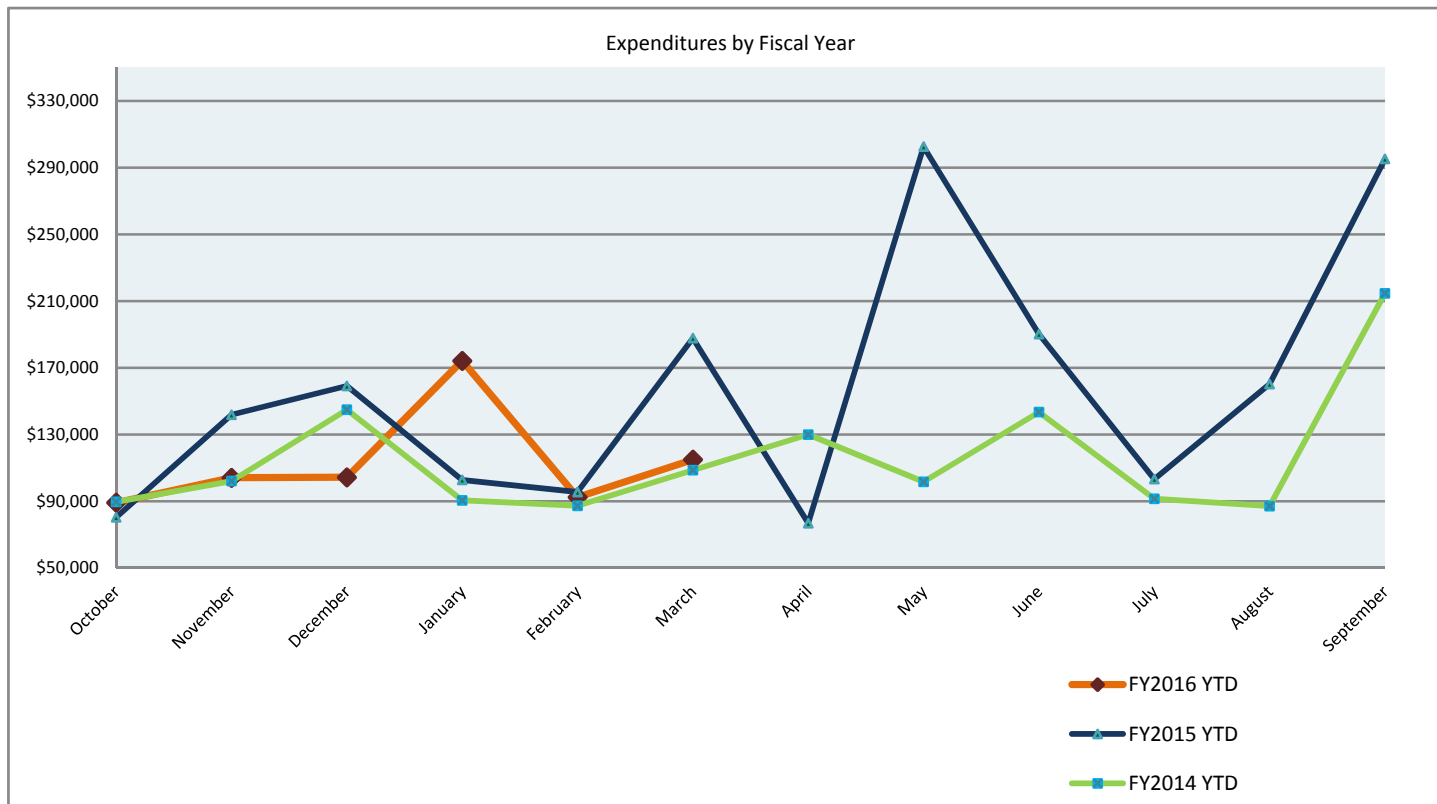
* Chart reflects FY2016 Fiscal Year-to Date expenses as of March 31, 2016. Data provided by City of Bastrop Finance Department records.



Expenditure Comparison Graph As of March 31, 2016



EXPENSES: The line graph makes a comparison of the current fiscal year expenses to the last two fiscal year on a monthly basis. The funds' basic operations or fixed expenses should stay relatively flat or fixed on the line graph. The spike in May 2015 is due to the entry required for the donation of the Arena land to the City.





BASTROP ECONOMIC DEVELOPMENT CORPORATION FUND
FY 2015-2016 BUDGET

Audited Fund Balance 9-30-2015	\$ 3,232,997
 FY 2015-2016	
Budgeted Revenues	<u>\$ 1,933,000</u>
Total FY 2016 Resources	\$ 5,165,997
 Budgeted Expenditures:	 <u>\$ (1,933,000)</u>
 Projected Ending Gross Fund Balance 09-30-2016	 \$ 3,232,997

* The projected operating balance includes a \$150,000 reduction for designated operating equity.

** In order to maintain a 25% or 90 day balance, the ending operating balance cannot be less than \$483,250. The budgeted expenditures for the Bastrop Economic Development Corporation can only increase \$2,749,747 and the total budgeted expenditures may not exceed \$4,682,747. These figures are subject to change depending upon actual Revenues and Expenditures.

BEDC Financial Statements attached



FINANCIAL STATEMENT

AS OF: MARCH 31ST, 2016

601-BASTROP E.D.C. FUND

REVENUES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
<hr/>						
TAXES & PENALTIES						
00-00-4005 SALES TAX	982,669.68	1,930,000.00	158,623.20	1,045,025.28	884,974.72	54.15
TOTAL TAXES & PENALTIES	982,669.68	1,930,000.00	158,623.20	1,045,025.28	884,974.72	54.15
<hr/>						
CHARGES FOR SERVICES						
00-00-4047 LEASE AGREEMENT	0.00	0.00	1,150.00	6,900.00	(6,900.00)	0.00
TOTAL CHARGES FOR SERVICES	0.00	0.00	1,150.00	6,900.00	(6,900.00)	0.00
<hr/>						
OTHER REVENUE						
<hr/>						
INTEREST INCOME						
00-00-4400 INTEREST INCOME	833.87	1,500.00	1,127.37	3,922.53	(2,422.53)	261.50
00-00-4401 INTEREST RECEIVED ON NOTES	992.85	1,500.00	124.84	792.22	707.78	52.81
TOTAL INTEREST INCOME	1,826.72	3,000.00	1,252.21	4,714.75	(1,714.75)	157.16
<hr/>						
MISCELLANEOUS						
<hr/>						
OTHER SOURCES						
<hr/>						
** TOTAL REVENUE **	984,496.40	1,933,000.00	161,025.41	1,056,640.03	876,359.97	54.66

FINANCIAL STATEMENT

AS OF: MARCH 31ST, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
NON-DEPARTMENT =====						
00-NON-PROGRAM =====						
BEDC ADMINISTRATION =====						
00-NON-PROGRAM =====						
PERSONNEL COSTS						
70-00-5101 BEDC OPERATIONAL SALARIES	55,143.51	212,696.00	15,281.86	86,365.74	126,330.26	40.61
70-00-5116 LONGEVITY	222.00	500.00	0.00	258.00	242.00	51.60
70-00-5117 OVERTIME	0.00	0.00	0.00	37.50	(37.50)	0.00
70-00-5150 SOCIAL SECURITY	3,760.62	16,000.00	1,148.52	7,012.92	8,987.08	43.83
70-00-5151 RETIREMENT	8,399.76	21,400.00	1,687.88	9,232.05	12,167.95	43.14
70-00-5155 GROUP INSURANCE	4,151.53	24,912.00	2,080.09	9,714.82	15,197.18	39.00
70-00-5156 WORKER'S COMPENSATION	165.04	1,100.00	0.00	231.42	868.58	21.04
TOTAL PERSONNEL COSTS	71,842.46	276,608.00	20,198.35	112,852.45	163,755.55	40.80
SUPPLIES & MATERIALS						
70-00-5201 SUPPLIES	1,472.19	4,500.00	224.25	2,021.02	2,478.98	44.91
70-00-5203 POSTAGE	12.62	480.00	6.85	54.04	425.96	11.26
70-00-5206 OFFICE EQUIPMENT	1,331.05	7,500.00	1,785.55	2,379.31	5,120.69	31.72
TOTAL SUPPLIES & MATERIALS	2,815.86	12,480.00	2,016.65	4,454.37	8,025.63	35.69
MAINTENANCE & REPAIRS						
70-00-5301 MAINT OF EQUIPMENT	0.00	1,000.00	0.00	125.00	875.00	12.50
70-00-5331 INDUSTRIAL PARK MAINT EXP	0.00	5,000.00	0.00	0.00	5,000.00	0.00
70-00-5345 BUILDING REPAIRS & MAINT.	1,442.97	12,600.00	8,397.24	11,672.24	927.76	92.64
TOTAL MAINTENANCE & REPAIRS	1,442.97	18,600.00	8,397.24	11,797.24	6,802.76	63.43
OCCUPANCY						
70-00-5401 COMMUNICATIONS	2,287.12	10,000.00	954.97	4,565.51	5,434.49	45.66
70-00-5402 OFFICE RENTAL	0.00	36,000.00	3,000.00	21,000.00	15,000.00	58.33
70-00-5403 UTILITIES	1,333.61	6,000.00	542.10	2,153.45	3,846.55	35.89
TOTAL OCCUPANCY	3,620.73	52,000.00	4,497.07	27,718.96	24,281.04	53.31

FINANCIAL STATEMENT

AS OF: MARCH 31ST, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
CONTRACTUAL SERVICES						
70-00-5505 PROFESSIONAL SERVICES	44,886.68	50,000.00	90.00	33,618.40	16,381.60	67.24
70-00-5525 LEGALS	19,397.11	30,000.00	2,030.50	9,359.88	20,640.12	31.20
70-00-5530 ENGINEERING	0.00	15,000.00	4,830.00	6,685.00	8,315.00	44.57
70-00-5540 PROPERTY INSURANCE	480.44	1,000.00	0.00	384.75	615.25	38.48
70-00-5561 CONTRACTUAL SERVICES	2,000.00	6,000.00	500.00	3,500.00	2,500.00	58.33
70-00-5574 CITY CONTRACT FOR SERVICE	0.00	139,000.00	7,625.71	31,891.71	107,108.29	22.94
70-00-5596 MAIN STREET PROG SUPPORT	19,999.98	40,000.00	3,333.33	19,999.98	20,000.02	50.00
70-00-5598 CITY ADMINISTRATIVE SUPPORT	40,000.02	50,000.00	2,419.50	12,940.00	37,060.00	25.88
TOTAL CONTRACTUAL SERVICES	126,764.23	331,000.00	20,829.04	118,379.72	212,620.28	35.76
OTHER CHARGES						
70-00-5603 MARKETING TRIPS	550.00	9,000.00	0.00	3,810.63	5,189.37	42.34
70-00-5604 BUSINESS DEVELOPMENT	2,719.71	9,000.00	140.10	5,575.47	3,424.53	61.95
70-00-5605 TRAVEL & TRAINING	95.10	9,000.00	579.55	5,068.37	3,931.63	56.32
70-00-5606 AUTO ALLOWANCE - STAFF	0.00	6,000.00	0.00	0.00	6,000.00	0.00
70-00-5610 ISSUANCE COST	6,372.50	0.00	0.00	0.00	0.00	0.00
70-00-5611 BILLBOARDS	5,700.00	13,000.00	2,000.00	7,000.00	6,000.00	53.85
70-00-5615 DUES, SUBSCRIPTIONS & PUBLI	4,960.22	9,550.00	2,201.98	7,423.07	2,126.93	77.73
70-00-5631 BONDS FOR BEDC OFFICERS	242.00	1,000.00	0.00	559.10	440.90	55.91
70-00-5633 LOCAL/MISC ADVERTISING	17,220.00	15,000.00	945.00	8,829.18	6,170.82	58.86
70-00-5634 NATIONAL ADVERTISING	23,505.00	40,000.00	5,800.00	6,803.55	33,196.45	17.01
70-00-5638 SPL PROJECTS-DOWNTOWN GRANT	1,500.00	0.00	0.00	0.00	0.00	0.00
70-00-5640 SPL PROJ-REDEVELOPMENT GRAN	0.00	66,000.00	0.00	0.00	66,000.00	0.00
70-00-5641 SPL EDUC & WORKFORCE DEVELO	0.00	10,000.00	477.66	848.87	9,151.13	8.49
70-00-5642 SPL ENTREPRENEURIAL/SM BUS	0.00	5,000.00	0.00	0.00	5,000.00	0.00
70-00-5644 380 AGREEMENT REIMBURSEMENT	141,124.96	320,000.00	0.00	72,887.91	247,112.09	22.78
70-00-5645 WATER RIGHTS PROP FUNDING	0.00	60,000.00	0.00	0.00	60,000.00	0.00
70-00-5646 SPECIAL PROJ/INCENTIVES	36,823.00	48,500.00	0.00	0.00	48,500.00	0.00
70-00-5648 SPL PROJECTS - BUS OUTREACH	2,250.00	0.00	0.00	0.00	0.00	0.00
70-00-5655 EQUIPMENT RENTAL	1.15	50.00	0.00	0.00	50.00	0.00
70-00-5689 OPPORTUNITY AUSTIN	0.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5700 TARGETED MARKETING	450.00	20,000.00	1,296.65	8,490.08	11,509.92	42.45
TOTAL OTHER CHARGES	243,513.64	651,100.00	13,440.94	127,296.23	523,803.77	19.55
CONTINGENCY						
70-00-5900 CONTINGENCY	0.00	43,626.16	0.00	0.00	43,626.16	0.00
TOTAL CONTINGENCY	0.00	43,626.16	0.00	0.00	43,626.16	0.00

FINANCIAL STATEMENT

AS OF: MARCH 31ST, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
CAPITAL OUTLAY						
70-00-6060 REAL PROPERTY	1,173.21	0.00	0.00	0.00	0.00	0.00
TOTAL CAPITAL OUTLAY	1,173.21	0.00	0.00	0.00	0.00	0.00
DEBT SERVICE						
70-00-7133 C OF O SERIES 2013 PRINCIPL	20,569.98	76,230.00	6,352.50	38,115.00	38,115.00	50.00
70-00-7134 C OF O SERIES 2013 INTEREST	51,080.52	100,926.00	8,410.50	50,463.00	50,463.00	50.00
70-00-7137 C OF O SERIES 2010 PRINCIPA	20,820.00	42,334.00	3,527.83	21,166.98	21,167.02	50.00
70-00-7138 C OF O SERIES 2010 INTEREST	17,476.02	33,494.00	2,791.17	16,747.02	16,746.98	50.00
70-00-7152 GO REFUNDING SER 2014 INT	1,282.63	6,326.00	527.11	3,162.66	3,163.34	49.99
70-00-7501 C OF O SERIES 2008A PRINCIP	10,327.50	21,263.00	1,771.92	10,631.52	10,631.48	50.00
70-00-7502 C OF O SERIES 2008A, INTERE	9,608.52	10,766.84	897.25	5,383.50	5,383.34	50.00
TOTAL DEBT SERVICE	131,165.17	291,339.84	24,278.28	145,669.68	145,670.16	50.00
TOTAL 00-NON-PROGRAM	582,338.27	1,676,754.00	93,657.57	548,168.65	1,128,585.35	32.69
ADMINISTRATION						
=====						
CAPITAL OUTLAY						
DEBT SERVICE						
70-10-7097 INTEREST EXPENSE ON FNB NOT	106.01	500.00	0.00	3,145.13	(2,645.13)	629.03
70-10-7603 BOND PRINCIPAL 2006	109,999.98	235,000.00	19,583.33	117,499.98	117,500.02	50.00
70-10-7604 BOND INTEREST 2006	15,444.00	20,746.00	1,728.83	10,372.98	10,373.02	50.00
TOTAL DEBT SERVICE	125,549.99	256,246.00	21,312.16	131,018.09	125,227.91	51.13
TOTAL ADMINISTRATION	125,549.99	256,246.00	21,312.16	131,018.09	125,227.91	51.13
TOTAL BEDC ADMINISTRATION	707,888.26	1,933,000.00	114,969.73	679,186.74	1,253,813.26	35.14
*** TOTAL EXPENSES ***	707,888.26	1,933,000.00	114,969.73	679,186.74	1,253,813.26	35.14

*** END OF REPORT ***

BALANCE SHEET

AS OF: MARCH 31ST, 2016

601-BASTROP E.D.C. FUND

ACCOUNT# TITLE

ASSETS

=====

00-00-1010	BEDC OPERATING ACCT	188,989.51
00-00-1012	TEXAS CLASS	1,500,773.10
00-00-1100	TEXPOOL	1,547,566.97
00-00-1135	DREYFUS MM ACCT	1.00
00-00-1141	CERTIFICATE OF DEPOSIT FN	500,000.00
00-00-1224	ACCT RECEIVABLE-SALES TAX	324,797.59
00-00-1227	ACCOUNTS RECEIVABLE-OTHER	582.00
00-00-1272	NOTES RECEIVABLE-GARMENT	75,000.67
00-00-1274	NOTES RECEIVABLE-GTG-LOAN	24,665.99
00-00-1275	NOTES RECEIVABLE-GTG-LOAN	23,820.33
00-00-1276	NOTES RECEIVABLE-GTG-LOAN	572.91
00-00-1420	EQUIPMENT	8,300.77
00-00-1440	BUILDING IMPROVEMENTS	49,785.27
00-00-1460	FIXED ASSETS - BUILDING	921,879.73
00-00-1470	FIXED ASSETS - LAND	848,201.04
00-00-1480	FIXED ASSETS - INFRASTRUC	2,253,147.18
00-00-1490	CONST IN PROGRESS-INFRAST	5,240.18
00-00-1499	ACCUMULATED DEPRECIATION(1,579,901.19)
00-00-1575	DEFERRED OUTFLOWS-PENSION	15,195.00
00-00-1576	DEFERRED OUTFLOWS-ACTUARI	501.00
00-00-1577	DEFERRED OUTFLOWS-DEFICIT	3,617.00
00-00-1589	NET PENSION ASSETS-PREPAI	0.24

6,712,736.29

TOTAL ASSETS

6,712,736.29

=====

BALANCE SHEET

AS OF: MARCH 31ST, 2016

601-BASTROP E.D.C. FUND

ACCOUNT# TITLE

LIABILITIES & FUND BALANCE

=====

00-00-2000	ACCOUNTS PAYABLE	3,546.67	
00-00-2029	INSURANCE PAYABLE	0.30	
00-00-2080	NOTES PAYABLE-CITY-WTR PR	420,000.00	
00-00-2081	NOTES PAYABLE-CITY-TDC	50,000.68	
00-00-2101	BONDS PAYABLE CURRENT POR	463,246.00	
00-00-2102	TAX/REV 2006 BOND PAYABLE	215,000.00	
00-00-2105	BONDS PAYABLE-CURRENT YR	187,413.97	
00-00-2125	ACCRUED INTEREST PAYABLE	26,642.94	
00-00-2127	ACCRUED EXPENSES-OTHER	38,439.22	
00-00-2235	DEFFERRED REVENUE-TOWER	62,100.00	
00-00-2356	DUE TO OTHER GOVERNMENTS	3,760,538.44	
00-00-2405	ENCUMBRANCE ACCOUNT (18,826.99)	
00-00-2406	RESERVE FOR ENCUMBRANCE	18,826.99	
00-00-2850	NET PENSION LIABLITY	70,293.00	
00-00-2870	COMPENSATED ABSENCES PAYA	8,064.85	
			5,305,286.07
	TOTAL LIABILITIES		5,305,286.07
	SURPLUS (DEFICIT)	377,453.29	
00-00-3000	NET ASSETS	249,236.43	
00-00-3119	DESIGNATED OPERATING	150,000.00	
00-00-3400	CONTRIBUTED CAPITAL	521,695.50	
00-00-3502	RESTRICTED - JAMCO	73,644.00	
00-00-3503	RESTRICTED-GOOD SOUL BREW	9,700.00	
00-00-3505	RESTRICTED-COGLAN GRP	10,000.00	
00-00-3506	ELLIOTT PARTNERS	75,645.00	
00-00-3700	PRIOR PERIOD ADJ (59,924.00)	
	TOTAL EQUITY		1,407,450.22
	TOTAL LIABILITIES & FUND EQUITY		6,712,736.29
			=====



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 14, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

Consideration, discussion and possible action on presentation and update by Aaron Farmer of The Retail Coach regarding Bastrop's retail recruiting strategy.

2. Party Making Request: Shawn Kirkpatrick, Executive Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

Please see attached memo for additional information.

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:

Over/(Under) Budget:

Budgeted Amount:

Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL

Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL

Against: SM GS CC KK WD KLK CL

Abstained: SM GS CC KK WD KLK CL



MEMORANDUM

Date: April 14, 2016

To: Bastrop EDC Board of Directors

Cc: Mike Talbot, Bastrop City Manager
JC Brown, Legal Counsel

From: Shawn A. Kirkpatrick, Executive Director

Subject: Presentation and Update on Bastrop EDC's Retail Recruiting Strategy

In a continuation of our monthly updates and education on Bastrop EDC programs, Aaron Farmer from The Retail Coach will update the Board and public on the community's retail recruiting strategy.

The Retail Coach serves as a consultant to the EDC and has been contracted on an annual basis since 2011. Incorporated in the 2015-2016 budget were updates to our demographic, psychographic, retail trade area and gap analysis of the Bastrop market. This data is used to identify our target retailer match list and direct retailer recruiting efforts. In analyzing our strategy for 2015-2016, a priority was placed on cultivating relationships with retail project developers. This is critically important for Bastrop with limited to no space for big or junior anchor "box type" stores within existing developments. The prevailing trend in commercial/retail development continues to be "mixed-use" development with a combination of retail, office, and housing.

Aaron and the EDC staff will be limited in our ability to speak about specific projects or targets that we are currently engaged in recruiting to Bastrop. Please respect the EDC's client confidentiality until the client elects or the EDC is required by law to disclose. Nothing kills a real estate deal faster than loose lips.

Recommendation

Informational purposes only.



ABOUT THE RETAIL COACH

Serving Communities for Over 15 Years...

Since 2000, we have provided the research, the relationships and the strategies to achieve retail recruitment and development results that have helped over 375 communities throughout the U.S. become better, stronger places to live and work.

We are ready to help you.

WHAT WE DO

The Retail Coach is a national retail consulting, market research and development firm that combines strategy, technology and creative expertise to develop and deliver high-impact retail recruitment and development strategies to local governments, chambers of commerce and economic development organizations.

Through its unique process, The Retail Coach offers a fully-customized system of products and services that better enable communities to maximize their retail development potential.

RESEARCH | RECRUITMENT | RELATIONSHIPS



Aaron Farmer

Senior Vice President

With a degree in Marketing from The Mays Business School at Texas A&M University in College Station and an MBA from Texas A&M University – Commerce, Aaron brings to The Retail Coach knowledge of the most current research on retail and marketing trends. Prior to joining The Retail Coach, Aaron was employed in marketing research and retail development where he worked on projects for some of America's leading retailers and restaurants including FedEx, Kinkos, Sally Beauty Supply, Adidas, Concentra and the National American Association of Subway Franchises (NAASF). Mr. Farmer's expertise touches each step of a project from the initial trade area determination to the actual recruitment of retailers. Aaron is a sought after speaker for industry organizations including the Texas Municipal League and Texas Economic Development Council.



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 15, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

Consideration, discussion and possible action on disposition of real property owned by BEDC, located at 903 Main Street, as it relates to a potential economic development project for expansion of a local business, i.e., Zintek Properties (a.k.a. Maxine's Café Project).

2. Party Making Request: Shawn Kirkpatrick, Executive Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

Please see attached memo for additional information.

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:

Over/(Under) Budget:

Budgeted Amount:

Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL

Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL

Against: SM GS CC KK WD KLK CL

Abstained: SM GS CC KK WD KLK CL



MEMORANDUM

Date: April 14, 2016

To: Bastrop EDC Board of Directors

Cc: Mike Talbot, Bastrop City Manager
JC Brown, Legal Counsel

From: Shawn A. Kirkpatrick, Executive Director

Subject: 903 Main Street – Zintek Properties (a.k.a. Maxine’s Café Project)

I have reviewed the draft economic impact analysis conducted by Catalyst and feel confident the direct and indirect impact from the Maxine’s Café expansion will have a positive 10 year economic impact for Bastrop. Once the project is approved by the Board, the EDC will develop a press release announcing the project. Following Board approval it will require two readings of a resolution by the Bastrop City Council.

JC and I are working with Mr. Sartain and Mr. Tuck on finalizing the terms of the Performance Agreement. We are hopeful to have a final version available for the Board to review prior to or at the meeting on Monday, April 18th.

JC has also prepared a resolution required to close on the property, which is enclosed with the packet for your review.

Recommendation

No recommendation pending finalization of the Performance Agreement negotiations.



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 15, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

Consideration, discussion and possible action on a Resolution by the Bastrop Economic Development Corporation Board of Directors, authorizing BEDC Board Chair Steve Mills and/or Executive Director Shawn Kirkpatrick to execute all necessary contracts and related documentation required to finalize the conveyance of property owned by the BEDC at 903 Main Street to Zintek Properties (a.k.a. Maxine's Café Project), pursuant to an Economic Development Agreement approved by the Board and in compliance with the Act, related to same.

2. Party Making Request: Shawn Kirkpatrick, Executive Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

Resolution is attached

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:

Over/(Under) Budget:

Budgeted Amount:

Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL

Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL

Against: SM GS CC KK WD KLK CL

Abstained: SM GS CC KK WD KLK CL

RESOLUTION NO. 04182016-1

A RESOLUTION OF THE BASTROP ECONOMIC DEVELOPMENT CORPORATION APPROVING THE TERMS OF SALES/PURCHASE CONTRACTS FOR THE SALE OF REAL PROPERTY, ALL IMPROVEMENTS AND APPURTENANCES ASSOCIATED THEREWITH LOCATED AT 903 MAIN STREET, BASTROP, TEXAS, OWNED IN FEE BY THE CORPORATION AND SOLD TO ZINTEK PROPERTIES, LTD, (A.K.A. MAXINE'S CAFÉ); AUTHORIZING EXECUTION OF ALL NECESSARY AGREEMENTS AND DOCUMENTATION RELATED THERETO; AND, PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Bastrop Economic Development Corporation, ("BEDC" or "Corporation") is a public instrumentality and non-profit economic development corporation duly established and operating under the authority of the Local Government Code, Chapters 501 and 505, *et seq.*, as amended, known as the Development Corporation Act of 1979 (the "Act"), and is acting with the approval of the governing body of the City of Bastrop, Texas (the "City"); and

WHEREAS, the BEDC Board has provided the BEDC staff with full authority to take reasonable and necessary actions to negotiate agreements to incentivize economic development and to promote and enhance expansion of local businesses, in the City of Bastrop as authorized by the Act including, when appropriate, by offering the sale of real property and improvements thereon to qualifying prospects and businesses/individuals; and

WHEREAS, after careful evaluation and consideration by the Board, the Board has determined that a local business expansion project proposed by Zintek Properties, Ltd. ("Project"), qualifies under the Act for such an incentive in the form of a grant for the sale of real property and improvements thereon located at 903 Main Street, Bastrop, Texas (the "Property"), to promote and enhance local business, as more specifically detailed in the Economic Development Agreement by and between the BEDC and Zintek Properties, Ltd., which shall be executed by the Parties ("Agreement"); and

WHEREAS, pursuant to the terms of the Agreement, the BEDC has approved an incentive for the Project, as per the Act, to enhance a local business, by offering a phased partial reimbursement related to the price of acquisition of the real property and improvements thereon, conditioned on the businesses' increased employment and expansion of the local business enterprise in Bastrop, Texas.

NOW THEREFORE, BE IT RESOLVED BY THE BASTROP ECONOMIC DEVELOPMENT CORPORATION, THAT:

Section 1. On this date, the _____ day of April, 2016, the BEDC approved the terms of the negotiated contract of sale of the Property to Zintek Properties, Ltd., which Property shall be used solely for developing and operating the Project. The contract, and related documentation related to the sale of the Property, is attached hereto as Exhibit "A."



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 14, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

Consideration, discussion and possible action related to an overview of the status of the existing BEDC grant and Performance Agreement between the Bastrop Fine Arts Guild and the BEDC, dated July 20, 2011, and amended thereafter on August 25, 2014, and October 20, 2014.

2. Party Making Request: Shawn Kirkpatrick, Executive Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

Please see attached memo and documentation for additional information. Karol Rice plans to give a presentation and update at the April Board meeting.

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:

Over/(Under) Budget:

Budgeted Amount:

Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL

Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL

Against: SM GS CC KK WD KLK CL

Abstained: SM GS CC KK WD KLK CL

Timeline – BEDC Grant to Bastrop Fine Arts Guild

- 09/13/2010 BEDC Board approved \$100,000 grant for the Bastrop Fine Arts Guild project, to assist with the purchase of the property at 1204 Chestnut Street, with contingencies.
- 04/18/2011 Karol Rice gave a presentation and update about the project to the BEDC Board.
- 06/20/2011 Public Hearing was held.
- 07/12/2011 City Council passed resolution authorizing expenditure.
- 07/18/2011 Board approved economic development agreement between BEDC and Bastrop Fine Arts Guild.
- 07/20/2011 Execution of agreement, with requirement for construction to begin no later than 36 months.
- 09/01/2011 Check was issued.
- 09/26/2011 Karol Rice gave an update to the BEDC Board.
- 10/15/2012 Karol Rice gave an update to the Board. They had been late with some contract deadlines due to the Complex Fire.
- 08/25/2014 BEDC Board granted a 90 day extension for initiation of work on Phase 1. New deadline of Oct 20, 2014.
- 10/20/2014 BEDC Board granted an extension for initiation of work until January 31, 2015.
- 10/12/2015 Official groundbreaking of the Lost Pines Art Center.

German officials next week. Mr. Mills attended the Formula 1 ULI event. He reported that the race track should have a huge economic impact on the area.

- V. New Business:
- a. Discussion and possible action to support Pines & Prairies Land Trust's grant application. Pines & Prairies has asked for a letter in support of their efforts to create and maintain trails in the Colorado River Refuge area. Gary Schiff made the motion that BEDC submit a letter of support, Willie DeLaRosa seconded, and the motion passed.
 - b. Discussion and possible action concerning new realignment of roads in BEDC Business Park. The board discussed how the planned layout would be affected by the proposed hiking trail. The consensus was to focus on the property without the "D" for now. Mr. Mills said that the board will study the project further, keeping the idea of trails in mind. Victor Gonzales, from the Tahitian Village Property Owners' Association and the water district, reported that some of the residents are concerned about how much of a buffer zone will be left between their homes and the future development of the Industrial Park. Mr. Mills suggested that he and Mr. Newman plan on touring the Industrial Park to get a better idea about putting in a buffer zone. Mr. Mills asked that the item be placed on next month's agenda. No action was taken at this time.
 - c. Discussion and possible action on two façade renovation grant requests from Insurance Network and Asera Care Home Health buildings 1015 and 1017 Main Street, owner Ashley Mutschink. Mr. Newman handed out the scoring sheets for each building. After discussion, Mr. DeLaRosa made the motion to approve the grant request for 1015 Main Street in the amount of \$4,625 and the grant for 1017 Main Street in the amount of \$2,625. Mrs. Crawford seconded, and the motion passed. Mayor Orr suggested that J.C. Brown, the city's attorney, be consulted for input about the grant program procedures. Mr. Mills asked Mr. Newman to coordinate with Ms. Brown to put together a new set of policies and procedures for review at the next board meeting.
 - d. Discussion and possible action to officially approve \$100,000 for Arts Guild project. In an email to Mr. Newman, Ms. Brown had reported that a grant to the Arts Guild could be authorized under several different categories. Karol Rice stated that they are in the process of having the property appraised. Ms. Rice said that the Arts Guild has agreed to all of the recommendations that Ms. Brown has made. All of the appropriate criteria and clawback language will be included in the actual contract that the attorney draws up. Gary Gutierrez made the motion to approve the grant to the Bastrop Fine Arts Guild in the amount of \$100,000 to assist with the purchase of the property at 1204 Chestnut Street, contingent upon the following: 1) that the Arts Guild successfully raise the funds for the full purchase price of the property, and 2) that they finalize the contract with BEDC and our attorney, which will include a performance agreement and appropriate clawback language. Mr. DeLaRosa seconded, and the motion passed.
- VI. The BEDC Board convened into Executive Session at 8:00 p.m.
- VII. The board reconvened from Executive Session at 10:12 p.m. No action was taken.
- VIII. Adjournment: Gary Gutierrez moved to adjourn and Willie DeLaRosa seconded. The meeting was adjourned at 10:12 p.m.

**BASTROP ECONOMIC DEVELOPMENT CORPORATION
BOARD OF DIRECTORS
Minutes of Monthly Meeting, April 18, 2011
903 Main Street, Bastrop, Texas**

The Bastrop Economic Development Corporation (BEDC) met on Monday, April 18, 2011, at 7:00 p.m. in the BEDC Boardroom at 903 Main Street for the Regular Monthly Meeting.

Board members present were Chairman Steve Mills, Mayor Terry Orr, Gary Gutierrez, Gary Schiff, Willie DeLaRosa, and Mike Talbot (ex-officio). Board members Dr. Neil Gurwitz and Pat Crawford were absent.

Staff members present: Angela Ryan.

Others in attendance: Anne Beck, Joe Jensen, Karol Rice, Nancy Wood, Merle Breiland, Jane Sanders, Ed Sanders, and JC Brown, City Attorney.

ANNOUNCEMENTS

1. Call to Order – Steve Mills, Chairman of the Board, called the regular meeting to order at 7:00 p.m.
2. Public Comments – Anne Beck stated she appreciates that Mrs. Ryan is able to “carry on” while the BEDC board looks for a new CEO.
3. Presentations
 - A. Bastrop Fine Arts Guild – Karol Rice gave an update on the Bastrop Fine Arts Guild’s purchase of Clyde Clardy’s property at 1204 Chestnut Street. They have successfully matched the \$100,000 grant that BEDC previously approved. Ms. Rice reported that the TCEQ partnered with the EPA and paid for the three wells to be drilled for the groundwater samples. The EPA is doing soil samples. They have identified a slightly raised level of lead, which can be removed. So far, the TCEQ and EPA have spent \$81,000 for water and soil testing. They may also help pay for the clean-up of the property. Ms. Rice stated that the Arts Guild plans to exercise their option before the end of May. She will be meeting with Ms. Brown to work out the contract details.
4. Announcements – None.

CHAIRMAN’S AND/OR PRESIDENT’S INFORMATIONAL UPDATE REPORT - Items for update, discussion and possible action:

- A. Meetings, Events and Travel attended/upcoming: None.
- B. Update on BEDC Projects and/or Business:
 1. Expanding the roads and infrastructure in the Business Park. – Mr. Talbot reported that he spoke with Gene Kruppa regarding the road layout and he has put it on hold until they’ve had the opportunity to discuss it further. Mr. Talbot stated he is concerned about traffic circulation through the park, with the current layout having three dead-end streets. Also, the rail spur might affect it, which will be discussed later.
 2. Increasing the budgeted amount of façade and mega grants to \$175,000. – Mr. Talbot stated that the change to the current budget was made, with \$32,150 spent year-to-date and \$71,870 tentatively obligated, for a total of \$104,020 thus far this fiscal year.
 3. Upgrading the infrastructure on Main Street. – Mr. Talbot reported that the civil engineering has been done and they are working on the electric portion. He should have a construction and bidding schedule at the May board meeting.

A.1 Approval of meeting minutes of April 18, 2011, and May 16, 2011. Mr. Schiff made the motion to approve the minutes as submitted, Mr. Gutierrez seconded, and the motion passed.

B. PUBLIC HEARINGS

B.1. Conduct a Public Hearing for receiving public input by the Bastrop Economic Development Corporation to consider funding a grant in the amount of \$100,000 for the Bastrop Fine Arts Guild. The Public Hearing was opened at 7:20 p.m. Mr. Talbot stated that at their September 2010 board meeting, the BEDC Board of Directors approved providing a grant to the Bastrop Fine Arts Guild in the amount of \$100,000 to assist them in their purchase of the property at 1204 Chestnut Street. A Public Hearing is required prior to expenditure of the sales tax funds. Notice of the Public Hearing was published in the Bastrop Advertiser on June 11, 2011, and the BEDC must wait at least 60 days from that date prior to expending the funds. Anne Beck stated that she is excited about the project and thinks it will do a lot for Bastrop. Mayor Orr asked Karol Rice for an update on the project. Ms. Rice reported that the Guild has received matching funds from a private foundation in Houston and they will be seeking several other grants. The EPA and TCEQ paid for the water and soil sampling, and they may also be able to help pay for the clean-up of the property. Ms. Rice continues to work on the contract between the Guild and BEDC with Ms. Brown. There was a general discussion among the Board Members about the plans and the progress of the project. There being no other public comments, the Public Hearing was closed at 7:29 p.m.

B.2. Conduct a Public Hearing for receiving public input by the Bastrop Economic Development Corporation to consider providing a sales tax rebate for the proposed Buc-ee's Project in the amount of \$700,000, or ten (10) years, whichever occurs first. The Public Hearing was opened at 7:30 p.m. Mr. Talbot stated that at their October 2010 board meeting, the BEDC Board of Directors approved providing a sales tax rebate for the proposed Buc-ee's project and a Public Hearing is required before expending the funds. Mr. Talbot reported that once the Texas Capital Fund is in place, Buc-ee's will begin their site work and then start building after the first of next year. Dr. Gurwitz confirmed that this is for the infrastructure, and Mr. Talbot responded that it is. There will have to be a contract between BEDC and Buc-ee's outlining the terms. Ms. Brown stated the draft of the contract has already been done. Mrs. Beck stated that she seemed to recall that Buc-ee's had originally asked for a 10% tax break for the cost of the building, and Mr. Talbot responded that that had not been the case. Mrs. Beck asked if the Board had come up with a set formula for offering rebates or if they planned to continue doing them on a case-by-case basis. Mr. Talbot responded that BEDC is in the process of doing a complete revision of all incentive policies. There being no further public comments, the Public Hearing was closed at 7:32 p.m.

C. OLD BUSINESS

C.1 Consideration, discussion and possible action on the reporting of the new EDC Director and possible change to the BEDC by-laws, if necessary. Mr. Talbot briefly summarized an overview that defines the working relationship between the BEDC's CEO and the City Manager, which clarifies that the CEO answers primarily to the BEDC Board of Directors, with periodic updates to the City Manager. Mr. DeLaRosa asked if it would require a change in the by-laws, and Ms. Brown replied that it would not, because the current by-laws give the Board the authority already. Mr. Schiff made the motion to adopt the proposed policy, Mr. DeLaRosa seconded, and the motion passed.

2. Deliberation Regarding Economic Development Negotiations – Proposed Rail Spur Project and Retail Development Strategy.
3. Deliberations about Real Property/Acquisition of property owned by City of Bastrop and/or BEDC.
4. Personnel Matters – CEO

E.2 The Bastrop Economic Development Corporation Board of Directors reconvened into open session at 10:10 p.m. Gary Schiff made the motion that the Board convey to Mr. Jensen, via this motion and a vote by the Board, that at this time it is the BEDC's position that:

1. The Board is currently doing its due diligence as to what will be best for the BEDC, the Industrial Park, and the City as a whole concerning the future use and planning in the Industrial Park, with special reference to and focus on the fact that Union Pacific approved rail service for the Industrial Park back in 2006.
2. The Board is also evaluating and updating the BEDC policies, goals, grant programs and its incentive "criteria" for economic projects supported by the BEDC.
3. The BEDC has not approved Jensen's proposed rail Project, nor has the Board committed in any way to any details provided by Jensen on this rail spur Project.
4. The Board is performing a fiscal analysis of rail service in the Park, but has not received the report on that question, as of this date.
5. The Board will continue to entertain and evaluate economic development projects in Bastrop, on a case by case basis, but will not move forward with any discussion on the Jensen proposal until such time as it has completed its due diligence and its fiscal analysis.

Gary Gutierrez seconded, and the motion passed.

The Board discussed and agreed that Mr. Talbot would meet with Ms. Brown and work on getting a final draft of the Arts Guild agreement ready to provide to Ms. Rice, for the Guild's review and input.

F. ADJOURNMENT – Gary Schiff moved to adjourn and Willie DeLaRosa seconded. The BEDC Board of Directors adjourned the regularly scheduled meeting at 10:12 p.m.

A.1 Approval of meeting minutes of June 20, 2011, and July 5, 2011. Mr. Schiff made the motion to approve both sets of minutes as submitted, Mrs. Crawford seconded, and the motion passed.

B. PUBLIC HEARINGS - None

C. OLD BUSINESS - None

D. NEW BUSINESS

D.1 Consideration, discussion and possible action on acceptance of the Bastrop Economic Development Corporation financial summary report for period ending June 30, 2011. Mr. Talbot reported that as of June 30, revenues are \$1,077,860, or about 76%, which is a little above budget. He stated that expenditures are \$946,618 to date, but within the next month or so the Alley B Project should be finishing up and the Main Street Lighting Improvement Project will be started, so the expenditures will go up proportionately. Mr. Talbot stated that on page 24 of the financials, where it shows "fund balance", that this amount is actually the balance of the assets and liabilities. It is not the amount of money in the bank. The "operating balance" is the balance of the cash. The operating balance was about \$1.4 million at the beginning of the year, and the projected amount for the end of the fiscal year is about \$1 million. Mayor Orr made the motion to accept the financials as submitted, Mrs. Crawford seconded, and the motion passed.

D.2 Consideration, discussion and possible action on final façade grant application for improvements proposed on the rear façade of the building at 916 Main Street, Law Office of Derek Van Gilder, in the amount of \$5,000, with a total estimated project cost of \$11,500. The preliminary application for the project was approved at the June Board meeting. Mrs. Crawford made the motion to approve, Mr. Schiff seconded, and the motion passed.

D.3. Consideration, discussion and possible action on final mega-grant application for 1106 Pecan, owned by Bryan and Janean Whitten, in the amount of \$25,000, with a total estimated project cost of \$119,324. Preliminary approval was given in December 2010. Mrs. Crawford commented that this grant is for a professional building, and Mayor Orr pointed out that it's zoned as a commercial property. Mr. Gutierrez made the motion to approve, Mrs. Crawford seconded, and the motion passed.

D.4 Consideration, discussion and possible action on preliminary mega-grant application for 1107 Church Street, owned by Kathleen and Billy Moore, for \$8,125, or 25% of total estimated project cost of \$32,500. After discussion regarding the architecture of the building, Mr. Schiff made the motion to approve, Mr. Gutierrez seconded, and the motion passed.

D.5. Consideration, discussion and possible action on preliminary façade grant application for 815 Main Street, owned by KKG Bastrop Investments, LLC, in the amount of \$5,000, with a total estimated project cost of \$28,000. Mrs. Crawford made the motion to approve, Dr. Gurwitz seconded, and the motion passed.

D.6 Consideration, discussion and possible action authorizing the Chair of the Bastrop Economic Development Corporation to execute an economic development agreement between the Bastrop Economic Development Corporation and the Bastrop Fine Arts Guild. Ms. Brown went over the contract between BEDC and the Bastrop Fine Arts Guild. She stated that the property will be financed over a period of time by the current owner, so BEDC will not take a first

lien position as would usually be the case. However, appropriate clawback language is included in the contract, and if the Arts Guild fails to meet any of the requirements by the BEDC, they will return the full grant amount with interest. This grant is specifically targeted for the acquisition of the property, but the agreement can be amended if the Board wishes to fund additional parts of the project in the future. The Arts Guild has agreed to provide the Board with periodic updates as the project moves forward, such as a key events timeline. In addition, on or before March 31, 2012, their architectural plans will be complete and they will provide a construction budget to the BEDC Board. Ms. Brown said the contract also includes some trigger dates: construction has to begin within 36 months of the effective date; the project must be completed within two years after they begin construction; the Arts Guild must hire the three full time employees on or before 90 days after the project's completion; and they must successfully operate the facility and keep three full time employees for a minimum of two years after beginning operation. Ms. Brown stated that the Arts Guild has been asked for notification as soon as possible if they become in danger of default. She said that the contract is a relatively standard agreement and she believes it reflects the negotiated terms. Ms. Brown asked if the Board Members had any questions since the contract will not be considered final until the Board approves the terms. Mayor Orr asked if BEDC could take a second lien position on the property, and Ms. Brown responded that she had considered that and there were a couple of reasons why she wasn't recommending it. First, the property is not subdivided, and BEDC would have a minority position in the total ownership. The second – and main reason – Ms. Brown didn't think it was advisable is because BEDC wouldn't want to be in the position of owning a contaminated property. Ms. Brown stated the grant money is going into a separate account that will be used solely for the purpose of the real estate, and the Arts Guild is going to report to the Board periodically. Mrs. Crawford made the motion to authorize Steve Mills to execute the contract under the terms that were discussed above. Mr. Schiff seconded, and the motion passed.

E. ADJOURNMENT – Gary Schiff moved to adjourn and Pat Crawford seconded. The BEDC Board of Directors adjourned the regularly scheduled meeting at 8:56 p.m.

ECONOMIC DEVELOPMENT AGREEMENT

**BETWEEN
THE BASTROP ECONOMIC DEVELOPMENT CORPORATION
AND
THE BASTROP FINE ARTS GUILD**

This Economic Development Agreement (this "Agreement") is entered into between Bastrop Fine Arts Guild, a 501(c)(3) non-for-profit Texas corporation, (the "Owner") and the Bastrop Economic Development Corporation, a Texas non-profit economic development corporation organized and operating under the laws of Texas. ("BEDC") The Owner and BEDC may be referred to jointly herein as "the Parties" and individually as a "Party."

RECITALS

WHEREAS, the BEDC desires to offer a one-time grant of 4B funds to the Owner to enable the Owner to purchase real property and same as a Fine Arts Complex project, according to the details and specifications set forth in the concept plan ("Concept Plan") shown in "Exhibit "A"", attached hereto Attached to return e-mail and incorporated herein for all purposes, and as set forth in more detail in this Agreement. ("Project"); and

WHEREAS, the City Council of the City has authorized the BEDC to provide certain economic development incentives to the Owner in recognition of the economic benefits which will accrue to the City through the Owner's efforts to develop the Project, which is located in the corporate limits of the City, as more particularly described on the attached "Exhibit "B"" (the "Property"), as a Fine Arts Complex Project; and

WHEREAS, the BEDC has determined that development of the Property will contribute to the economic development of the City by generating sales tax and employment, as noted herein.

NOW, THEREFORE, in consideration of the mutual benefits described in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the BEDC and the Owner agree as follows:

1.

Authority

The BEDC's execution of this Agreement is authorized by Chapter 501, *Texas Local Government Code*, and constitutes a valid and binding obligation of the BEDC, subject to the following:

- i. **Conditions Precedent**: That the Owner: (1) on or before December 31, 2011, acquires contractual and fully enforceable ownership rights to the Property and (2) on or before November 30, 2011, provides the BEDC with written documentation demonstrating that the Owner has obtained sufficient funds and/or irrevocable approval for financing for the purchase of the Property. ("Conditions Precedent")

- ii. **Owner's Performance Subsequent:** That the Owner: (1) successfully initiates and completes development of the Project, within the timeframes stated and agreed upon herein, and (2) successfully operates the Project for the period noted herein, including continuously maintaining the employment noted herein in Section 6, and (3) successfully fulfills all contractual obligations, without default, as specified herein.
- iii. The Owner's execution and performance of this Agreement constitutes a valid and binding obligation of Owner, at the time that Owner accepts funding from the BEDC for the Project. Owner acknowledges that BEDC is acting in reliance upon Owner's full and complete performance of all stated Conditions Precedent and other Performance obligations set forth in this Agreement in making its decision to commit substantial BEDC resources to this Project.

2.

Definitions

As used in this Agreement, the following words or phrases shall have the following meanings:

2.1 "Act of Default or Default" means failure to timely, fully, and completely comply with one or more requirements, obligations, Conditions Precedent, duties, terms, conditions or warranties, as stated in this Agreement. BEDC may accept substantial compliance in lieu of full compliance by waiving such Act of default. Default by the Owner may subject the Owner to the conditions set forth in Section 7.

2.2 "BEDC 4B Project Funds" means the one-time \$100,000 grant of funds to the Owner for use to purchase the real property for the Project, as set forth herein.

2.3 "Certificate of Occupancy" shall mean that final document issued by the City of Bastrop, Texas, entitled "Certificate of Occupancy", indicating that all applicable codes, regulations, and ordinances enforced by the City of Bastrop have been unconditionally, fully and completely complied with in all respects. A Certificate of Occupancy shall not include a certificate issued in error, mistake or misrepresentation of facts, nor any temporary or conditional document authorizing temporary or conditional occupancy.

2.4 "City of Bastrop" or "City" means the governing municipal corporation that is legally authorized to control the area that is within the city limits of the City of Bastrop, and the area that is within the City's ETJ and/or Bastrop County, Texas.

2.5 "Code" means the Bastrop Code of Ordinances in effect as of the Effective Date of this Agreement.

2.6 "Designated Successors and Assigns" shall mean (i) an entity to which Owner assigns (in writing) all or a portion of its rights and obligations contained in this Agreement, (ii) any entity which is the successor by merger or otherwise to all or substantially all of Owner's assets and liabilities including, but not limited to, any merger or acquisition pursuant to any public offering or reorganization to obtain financing and/or growth capital; or (iii) any entity which may have acquired all of the outstanding stock or partnership interest of Owner.

2.7 "Effective Date" means the date this Agreement has been signed by all Parties.

2.8 "Environmental Clearances" means the point in time when the Owner provides the BEDC with written documentation from any applicable entity or agency finally approving the environmental condition of the Property.

2.9 "Force Majeure" means any event in which any Party shall be delayed, hindered in or prevented from the performance of any act required under this Agreement by reason of strikes, lockouts, labor troubles, inability to procure materials, failure of power, unavailability of any utility service, restrictive governmental laws or regulations, riots, insurrections, the act, the failure to act, or default of another Party or a material worsening of current conditions caused by acts of terrorism or war (whether or not declared), or severe weather occurring after the execution of this Agreement, which materially impair the Party's ability to perform any act required under this Agreement.

2.10 "Owner" means the Bastrop Fine Arts Guild, a Texas not-for-profit, 501(c) (3) corporation, incorporated and authorized to do business in the State of Texas.

2.11 "Program" means the economic development program established by the BEDC, as authorized by Chapters 501 and 505, *Texas Local Government Code*, to promote local economic development and stimulate business and commercial activity within the City.

2.12 "Project" means Owner's planned Fine Arts Complex to be located on approximately 1.246 acres, more particularly described in **Exhibit "B,"** attached hereto. The Project is also identified and referred to as the "Arts Guild Project," which shall consist of a development as shown by the Concept Plan attached hereto as **Exhibit "A."** The Project shall include, at a minimum, the following uses and amenities, a ±9000 square foot main building that will house: (a) a major art gallery, (b) a lobby/retail gift shop, (c) 1-2 classrooms, (d) multiple leasable artists' studios, and (e) a leasable, retail specialty wine/coffee shop. In addition, three of the four grain silos will be converted into working artist studios, and the fourth may be used as an efficiency apartment for an artist-in-residency program. The exterior grounds will be landscaped and may include an outdoor sculpture garden.

3.

Term

This Agreement will become effective on the date that it is fully executed by all parties ("Effective Date") and shall continue until all obligations and conditions set forth herein have been fully performed by the Parties. Notwithstanding any future expiration or termination of this Agreement, however, the conditions set forth in the sections of this Agreement which expressly provide for certain obligations of the Owner to extend beyond any stated term or event of termination or expiration shall survive, and remain enforceable, as stated in that section.

4.**Design Criteria/Construction Plan and Budget**

4.1 Owner shall provide the BEDC with proposed construction plans for the Project, on or before January 1, 2012, but in no event later than ninety (90) days prior to the start of any construction activities on the Property.

4.2 Owner agrees to comply with the Code, as amended or supplemented by this Agreement. Notwithstanding the foregoing, Owner, in its sole discretion, may choose to comply with any or all City rules promulgated after the date of the Code.

4.3 Owner shall prepare, and provide as **Exhibit "C"** to this Agreement a detailed key-event timeline for the Project, which may be presented in phases, if Owner desires.

4.4 On or before March 31, 2012, Owner shall prepare and provide to the BEDC a detailed construction budget for the Project, which may be presented in phases, if Owner desires.

4.5 At the time that Owner finalizes its purchase of the Property, Owner shall provide to the BEDC fully executed and final copies of: (1) the Executed Contract of Sale, (2) the Deed identifying the Owner as owner of the real property (or similar and equivalent documentation), and (3) a Title Policy issued for the Sale, specifying any title exceptions or conditions.

5.**Owner's Covenants, Warranties, Obligations and Duties**

Owner makes the following covenants and warranties to the BEDC and agrees to timely and fully perform the obligations and duties, as set forth herein below. Any false or substantially misleading statement contained herein or failure to timely and fully perform, as required in this Agreement, shall be an Act of Default by Owner and may subject the Owner to the conditions set forth in Section 7.

5.1. Owner is authorized to do business and is in good standing in the State of Texas and shall remain in good standing in the State of Texas during the Term of this Agreement.

5.2. The execution of this Agreement has been duly authorized by the board of directors of the Bastrop Fine Arts Guild, and the individual signing this Agreement is the president of the Bastrop Fine Arts Guild and has been empowered, by a formal Resolution of its governing board, as shown on attached **Exhibit "D,"** to execute such Agreement and bind the entity, and said authorization, signing and binding effect is not in contravention of any law, rule or regulation, or of the provisions of the Bastrop Fine Art's Guild Articles of Incorporation, or by-laws, or of any agreement or instrument to which Owner is a party or by which it may be bound.

5.3. No litigation or governmental proceeding is pending or, to the knowledge of Owner or Owner's officers, threatened against or affecting the Owner that may result in any material adverse change in Owner's business, properties or operation. No consent, approval or

authorization of or registration or declaration within any governmental authority is required in connection with the execution of this Agreement or the transactions contemplated hereby.

5.4. There are no bankruptcy proceedings or other proceedings currently pending or contemplated, and Owner has not been informed of any potential involuntary bankruptcy proceedings.

5.5. To its current, actual knowledge, Owner has acquired and maintained all necessary rights, licenses, permits and authority to carry on its business in Bastrop, Texas, and will continue to use its best efforts to maintain all necessary rights, licenses, permits and authority.

5.6. The BEDC 4B Project Funds provided to the Owner shall be utilized solely for the purpose of purchasing the Property, identified on **Exhibit "B"**.

5.7. Dedicated/Insured Account. The BEDC 4B Project Funds shall be deposited in, and maintained in an insured and dedicated account, to be used only by the Owner for payments made to acquire the Property. On each occurrence the Owner accesses/utilizes the BEDC 4B Project Funds held in the dedicated account, it shall provide a copy of the financial instruments memorializing such access/use to the BEDC, contemporaneously with the execution of such instruments.

5.8. Additional Funds. Without further involvement by the BEDC in the purchase of the Property, after provision of the BEDC 4B Project Funds to Owner, the Owner shall be solely responsible for obtaining all remaining financing necessary to: (1) acquire full ownership of the Property, (2) performing any environmental clean up obligations necessary to obtain Environmental Clearances, (3) complete the Project according to the Concept Plan, and (4) operate the Project, for a period of at least two (2) years following the Date of Completion, including but not limited to the financing related to design matters, improvements, construction, additional contract preparation, materials and labor. Should the Owner, within thirty (30) months of the Effective Date, fail to raise the necessary funds to repair, renovate, and/or complete the Project, the Owner shall be declared in Default and subject to Section 7.

5.9. Commencement of Construction on the Project. Owner shall commence work on construction of the Project no later than thirty-six (36) months after the Effective Date of this Agreement. ("Commencement Deadline") Should the Owner, within thirty-six (36) months of the Effective Date, fail to Commence construction on the Project to the reasonable satisfaction of the BEDC, for the purposes and uses indicated herein, and as detailed on **Exhibit "A"** the Owner shall be in breach of the Agreement and subject to repayment of the BEDC's funding as set forth in Section 7.

5.10. Completion of the Project. After Commencement, Owner shall diligently and faithfully, in good and workmanlike manner, continuously pursue the completion of the Project, which shall be completed no later than twenty-four (24) months after Commencement. ("Completion Deadline") Should the Owner, within twenty-four (24) months after the Commencement Deadline, fail to complete construction on the Project to the reasonable satisfaction of the BEDC, for the purposes and uses indicated herein, and as detailed on **Exhibit "A"** the Owner shall be in breach of the Agreement and subject to repayment of the BEDC's funding as set forth in Section 7.

5.11. Initiation of Operations. Owner shall begin Operation of the Project, including employment of the workforce noted herein in Section 6, within ninety (90) days after the Completion Deadline. Should the Owner, within ninety (90) days after the Completion Deadline fail to initiate operations of the Project to the reasonable satisfaction of the BEDC, for the purposes and uses indicated herein, and as detailed on Exhibit "A" the Owner shall be in breach of the Agreement and subject to repayment of the BEDC's funding as set forth in Section 7.

5.12 Environmental Clearance. On or before December 31, 2012, the Owner shall have completed, and shall provide to the BEDC acceptable documentation from any and all applicable governmental entities stating that the Property, including but not limited to the water, soil, buildings, and land are either: (1) free from toxins, asbestos, contaminant's pollutants, heavy metals, or other poisons or, alternatively, (2) that an acceptable remediation plan has been approved by the controlling governmental entity and has been successfully implemented to address any identified environmental issues on the Property, and (3) that Owner has acquired and can document financing sufficient to fully complete the remediation plan implemented for the Property. When available, the Owner shall provide the City with the results of a "certified clean-up program", if necessary. Should the Owner fail to perform the obligations set forth in this paragraph 5.12, then the Owner shall be in breach of the Agreement and subject to repayment of the BEDC's funding as set forth in Section 7.

5.13 Successful Operation of Art Complex. In addition to the terms and conditions related to employment, as set forth in Section 6 below, to avoid an Act of Default, the Owner shall successfully operate the Fine Art Complex for a minimum period of two (2) years following the Initiation of Operations. Whether the Fine Art Complex is successfully operating shall be in the sole discretion of the BEDC, but shall generally mean that the Fine Art Complex is fully functioning in a manner that reflects positively on the City of Bastrop and its community. In the event the Fine Art Complex fails to successfully and continually operate for two (2) years after the Initiation of Operations, the Owner shall be in breach of the Agreement and shall be subject to Section 7.

5.14 Any utilities that are not self-generated by the Owner for use at the Project, and which are offered by and available from the City shall be purchased from the City by the Owner, at the rates in effect at the time of purchase, for a period of at least ten (10) years from the date of issuance of the Certificate of Occupancy.

6.

Employment.

6.1 Project shall employ a minimum of 3 new full-time employees (i.e., 1820 hours/year) at the Fine Art Complex on or before ninety (90) days following Initiation of Operations and such employment shall be maintained for a minimum period as stated in paragraph 6.2, below. For purposes of this employment provision, two (2) new part-time positions, that comprise a total of 1820 hours per year) shall be deemed to be equal to one (1) new full-time employee position.

6.2 For a period of twenty-four (24) months after Initiation of Operations, Owner shall continuously employ and maintain at the Fine Art Complex the number of jobs noted in section 6.1 above.

The failure of the Owner to satisfy either section 6.1 or 6.2 shall be considered an Act of Default and shall subject the Owner to the obligations set forth in Section 7.

7.

Act of Default

7.1 Notice of Anticipated Default. In the event that during the term of this Agreement the Owner determines that it anticipates an Act of Default on its part, it shall notify the BEDC, in writing, of such event and shall provide details of the Act of Default anticipated. The Notice of Anticipated Act of Default shall also request a meeting between the Owner's representatives and the Board of the BEDC during which the Owner will provide information related to the potential or actual default, and will propose alternatives and/or options identified by it to address the default. The Board shall not be obligated to consider or adopt any proposed alternative, but may, in its sole discretion consider alternatives for addressing any Act of Default by Owner. Alternatively, the BEDC may in its discretion, trigger the repayment obligations as set forth herein.

7.2 Repayment and/or Liquidation. In the event of an Act of Default by the Owner, the Owner shall, in the sole discretion of the BEDC, and within ninety (90) days of a request by the BEDC repay to the BEDC the full amount of the BEDC 4B Project Funds, plus interest thereon at a rate of 2%, per annum. If, in the event of an Act of Default by the Owner, the BEDC requires that the Owner repay the full amount of the BEDC 4B Project Funds, plus interest, and the Owner does not have the required funds to make the repayment, the Owner shall be obligated to: (1) sell a portion of the Property within 180 days of BEDC's request for payment to raise funds and make the payment to the BEDC, or (2) to borrow funds in the amount sufficient to repay the BEDC the amount noted in this Section 7.2.

8.

Reporting and Monitoring

8.1 BEDC shall, upon reasonable prior written notice to Owner and during normal business hours, but in any event not more than two (2) times per calendar year, have the right to audit and inspect Owner's records and books and all other relevant records related to each of the economic development considerations and incentives and performance requirements, as stated in this Agreement, but the confidentiality of such records and information shall be maintained by City unless disclosure of such records and information shall be required by a court order, a lawfully issued subpoena, or by the direction of the Office of the Texas Attorney General.

8.2 The Owner shall provide to the BEDC, on a quarterly basis, reports on its application of the BEDC 4B Project Funds to the purchase of the Property, until such time as all BEDC 4B Project Funds have been completely applied to the purchase of the Property.

9.

Miscellaneous Provisions

9.1 Complete Agreement/Amendment. This Agreement represents a complete agreement of the Parties and supersedes all prior written and oral matters related to this Agreement. This Agreement may be canceled, changed, modified or amended, in whole or in part, only by the written and recorded agreement of the BEDC and the then current Owner (acting at the discretion of the Owner's Board).

9.2 Mutual Assistance/Good Faith. The BEDC and the Owner each agree to act in Good Faith and to do all things reasonably necessary or appropriate to carry out the terms and provisions of this Agreement, and to aid and assist the other in carrying out such terms and provisions in order to put the other in the same condition contemplated by this Agreement, regardless of any changes in public policy, the law or taxes or assessments attributable to the Property.

9.3 Attorney's Fees. If any legal action or proceeding is commenced between the BEDC, City and/or the Owner to enforce the provisions of this Agreement or to recover damages for its breach, the prevailing Party in the legal action will be entitled to recover its reasonable attorney's fees and expenses incurred by reason of such action, to the extent allowed by law.

9.4 Binding Effect. This Agreement will be binding on and inure to the benefit of the Parties and their respective successors and assigns.

9.5 Termination. If the Owner elects not to proceed with the acquisition of the Property or the development of the Project as contemplated by this Agreement, the Owner will notify the BEDC in writing, and this Agreement and the obligations of all Parties will be deemed terminated and of no further force or effect as of the date of such notice, except those that expressly survive the termination hereof, if any. If any or all of the BEDC 4B Project Funds have been provided to the Owner, all such funds shall be remitted to the BEDC, as set forth in Section 7.2.

9.6 Notice. Any notice or other communication ("Notice") given under this Agreement must be in writing, and may be given: (i) by depositing the Notice in the United States Mail, postage paid, certified, and addressed to the Party to be notified with return receipt requested; (ii) by personal delivery of the Notice to the Party, or an agent of the Party; or (iii) by confirmed facsimile, provided that a copy of the Notice is also given in one of the manners specified in (i) or (ii). Notice deposited in the mail in the manner specified will be effective two (2) business days after deposit. Notice given in any other manner will be effective only if and when received by the Party to be notified. For the purposes of Notice, the addresses of the Parties will, until changed as provided below, be as follows:

Owner:	Bastrop Fine Arts Guild Attn: Jeanette Condray, President 1009 Main Street Bastrop, Texas 78602 Ph: (512)576-1100 Fax: (512)321-8055
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Email: jeanettecondray@att.net

BEDC Bastrop Economic Development Corporation
 Attn: Executive Director
 903 Main Street
 Bastrop, Texas 78602-3809
 Phone: (512)-303-9700
 FAX: (512)-321-4191

With a copy to: Attorney for the BEDC
 Attn: Jo-Christy Brown
 1411 West Ave., Ste. 100
 Austin, Texas 78701
 Ph: (512) 236-1000
 Fax: (512) 236-1910
 Email: jcbrown@jcbrownlegal.com

City: City of Bastrop
 Attn: City Manager, Michael H. Talbot
 1311 Chestnut Street
 Bastrop, Texas 78602
 Ph: (512) 303-7305
 Fax: (512) 321-6684
 Email: mtalbot@cityofbastrop.org

All Parties may designate different contact information, at any time, by giving Notice to the other Parties.

9.7 Interpretation. Each of the Parties has been represented by counsel of their choosing in the negotiation and preparation of this Agreement. In the event of any dispute regarding the interpretation of this Agreement, this Agreement will be interpreted fairly and reasonably and neither more strongly for nor against any Party based on draftsmanship.

9.8 Relationship of the Parties. This Agreement will not be construed as establishing a partnership or joint venture, joint enterprise, express or implied agency, or employer-employee relationship between the parties. Neither the City or the Bastrop Economic Development Corporation, nor their past, present or future officers, elected officials, employees or agents, assumes any responsibility or liability to any third party in connection with the development of the Project or the design, construction or operation of any portion of the Project.

9.9 Applicable Law. This Agreement is made, and will be construed and interpreted, under the laws of the State of Texas and venue will lie in Bastrop County, Texas. No Party to this Agreement waives or relinquishes any immunity or defense on behalf of itself, its officers, employees, agents or representatives as a result of the approval or execution of this Agreement.

9.10 Severability. If any provision of this Agreement is held to be illegal, invalid or unenforceable under present or future laws, it is the intention of the Parties that the remainder of

this Agreement not be affected and it is also the intention of the Parties that, in lieu of each provision that is found to be illegal, invalid or unenforceable, a provision be added to this Agreement which is legal, valid or enforceable and is as similar in terms as possible to the provision found to be illegal, invalid or unenforceable.

9.11 Paragraph / Section Headings. The paragraph/section headings contained in this Agreement are for convenience only and will in no way enlarge or limit the scope or meaning of the paragraphs/sections.

9.12 No Third Party Beneficiaries. This Agreement is not intended to nor shall it be interpreted to confer any rights, privileges or causes of action upon any third party.

9.13 Assignment. This Agreement may not be assigned to any other party, entity or individual without the express written consent of the BEDC Board.

9.14 Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which will be deemed an original, but all of which will constitute one and the same instrument. A facsimile signature will be deemed to be an original signature for all purposes.

9.15 Amendments. This Agreement may only be amended by the mutual consent of the Parties, which shall be memorialized in writing and appended to the original, fully executed Agreement.

9.16 Exhibits. The following exhibits are attached to and incorporated into this Agreement for all purposes.

[Signature Page to Follow]

EXECUTED to be effective as of the 20 day of July, 2011

OWNER:

By: Jeanette Condray
Jeanette Condray, President
Bastrop Fine Arts Guild

Date: 7/20, 2011

By: Karel Rice
Karel Rice, Co-Chair, Lost Pines Art Center
Project

Date: 7-20-, 2011

APPROVED BY:

BASTROP ECONOMIC DEVELOPMENT CORPORATION

By: Steve Mills
Name Steve Mills
Title: Chair of the BEDC Board of Directors
On Behalf of the BEDC

APPROVED BY:

CITY OF BASTROP, TEXAS

By: Mark Bell
City Manager

Approved As To Form:

Jo-Christy Brown
Jo-Christy Brown, Attorney for the BEDC and City



BASTROP
fine ARTS guild



MAKE YOUR MARK ON BASTROP!

July 28, 2014

CAPITAL CAMPAIGN
STEERING COMMITTEE

Bastrop Economic Development Corporation

MARK ROSE
CO-CHAIR
STEVE RIVERS
CO-CHAIR
MARY McMURREY
CO-CHAIR
JOE BEAL
GLENDA DAYTON
KATHLEEN HANDY
JANE HUNT
LINDA WILSON
ROBERT SAUNDERS
TERESA SAUNDERS
KAROL RICE
PROJECT DIRECTOR
JEANETTE CONDRAY
PROJECT FINANCE DIRECTOR

Board of Directors
Bastrop, TX

Dear BEDC Board Members,

According to our grant agreement, construction on the Lost Pines Art Center and Sculpture Garden was to begin by the end of July, 2014. We would like to ask for a 90-day extension to our contract to begin Phase 1 of the construction process. In August we will be submitting the bid sheets to construction companies that have shown an interest in the project and anticipate completion of that process by the end of August. Our Construction Committee, along with Karol Rice and Jeanette Condray, will be selecting the construction company and expect to begin in September or early October.

The firm of Barley & Pfeiffer Architects have begun the final construction blueprint drawings for the Lost Pines Art Center and Sculpture Garden. These detailed construction drawings will take approximately 6-9 months to complete. The construction is still on schedule to be completed in 2017.

We have also attached an updated milestone document that will enable you to see the great progress that has been made on this outstanding project. Should you have any questions, please do not hesitate to contact us.

Sincerely,

Karol Rice, Project Director

Jeanette Condray, Project Finance Director

Lost Pines Art Center & Sculpture Garden



Bastrop Fine Arts Guild
June 25, 2014

This document is to update you on the milestones we have accomplished regarding this transformational economic development and cultural arts project.

- Contract executed and \$100,000 grant received from the Bastrop Economic Development Corporation.
- Matching grant of \$100,000 received from private foundation in Houston.
- Final drilling of water samples for environmental impact to underground water table completed by TCEQ. No contamination found and no further testing or monitoring required. This project was submitted and approved for the TCEQ Brownfields Site Assessment program resulting in all environmental sampling, testing and analysis being funded through a partnership between the TCEQ and EPA (approximately \$100,000).
- Final soil samples taken and analyzed by EPA, with minor levels of contamination found under and around several silos which will require TCEQ quality-controlled removal.
- Sales contract between the Bastrop Fine Arts Guild and Clyde and Karen Clardy finalized on March 23, 2012.
- All environmental clean up completed, VCP Conditional Certificate of Completion issued by TCEQ August 23, 2012 and filed with the deed of record with the County.
- Initial Master Design Plan completed by architectural firm of Barley & Pfeiffer of Austin. Barley & Pfeiffer are well-known for their green building and sustainable design projects.
- Presentation of Master Design Plan to representatives of the City Council, BEDC, Lost Pines Art Center Advisory Council and Main Street Board. This event was held courtesy of the Hyatt Regency Lost Pines and all room, equipment and refreshments provided as in-kind contributions to the project. We consider the Hyatt a significant partner in this project.
- General construction estimates completed and prepared by Oliver Custom Homes of Austin.
- Bastrop City Council approved a minimum of \$100,000 to the project in November 2012.
- Capital Campaign Steering Committee constituted May of 2013; June 13th fundraiser generated over \$30,000 for capital campaign operations and an additional \$32,000+ in local pledges.
- Texas Historic Foundation grant of \$2500 – November 2013
- Shields-Ayres grant of \$7000 – December 2013

- ArtPlace America's Creative Placemaking 2014 Grants – 1 of 97 finalists (top 8% of 1270 national applicants). ArtPlace America grants have invested \$42.1 million in 134 projects (averaging \$315,000 per grant) in 80 communities across the U.S. over the last three years. Final grantees will be announced June 2014.
- Invited by Educational Foundation of America to submit LOI and full grant application. The EFA conducted an on-site visit of the property on May 20, 2014.
- Received \$488,000 grant from ArtPlace America's 2014 Creative Placemaking grant program. This grant will pay for the entire cost of deconstruction of the main building and repurposing all materials suitable for new construction. The remaining \$300,000 will fund the design and development of final architectural, mechanical, electrical construction documents and blueprints.

Note of Interest: The property at 1204 Chestnut was recently utilized by Frog Design of Austin as a part of a global project funded by the TED (Technology, Entertainment and Design) Global Initiative. Portraits of individuals involved in or impacted by the September wildfires were mounted to the metal surface of the 100-year old building and a documentary of that entire project was shown at the TED Salon conference held in London, England, November 10th of 2011. As a result of this project, the Guild was interviewed and an article written by Jeanne Claire van Ryzin, Arts Critic for the Austin American Statesman. In addition, a 30-minute program with Camille Torres, Editorial Director, Talk Back Media Inc. was broadcast in the Dallas-Ft. Worth area.

C. OLD BUSINESS

C.1 Consideration, discussion, and possible action on a recommendation by the Bastrop EDC Board of Directors to submit the FY 2014/2015 BEDC Budget to the Bastrop City Council for its consideration and requested approval. Mr. Schiff made the motion to approve the proposed FY 2014/2015 budget and submit it to City Council for approval, Mrs. Crawford seconded, and the motion passed.

C.2 Consideration, discussion and possible action on a request from Johnson Architectural Metal Company (JAMCo) for a variance to the "Protective Covenants and Restrictions" for the Business & Industrial Park, which would allow use of two (2) inch caliper trees instead of four (4) inch, but in significantly increased quantities over that generally required. Mr. Schiff made the motion to approve the variance as requested, Dr. Gurwitz seconded, and the motion passed.

C.3 Consideration, discussion and possible action on a request from The Coghlan Group, Inc., for a variance to the "Protective Covenants and Restrictions" for the Business & Industrial Park which would allow use of two (2) inch caliper trees instead of four (4) inch; and a variance from the requirement of one parking space per 1,000 square feet of warehouse space and 500 square feet of office space. As previously requested, the architect has designed the parking lot so that there is room for expansion if needed. Mr. Schiff made the motion to approve both variances as requested, Dr. Gurwitz seconded, and the motion passed.

C.4 Consideration, discussion and possible action on the passage of a Resolution by the Bastrop Economic Development Corporation authorizing the Chairman, Steve Mills, and/or Executive Director, Dave Quinn, to execute all necessary contracts and related documentation to finalize the conveyance of property to The Coghlan Group, Inc., for the company's expansion. Mr. Schiff made the motion to pass the resolution, once Mr. Talbot and Ms. Brown have had an opportunity to review the documents. Mr. Gutierrez seconded, and the motion passed.

C.5 Consideration, discussion and possible action on adoption of statutory findings related to the The Coghlan Group's expansion project, which if adopted will negate the need for a public hearing on same, pursuant to State law. Mr. Guiterrez made the following motion: In consideration of the information presented to the Board by the Staff and the applicant, The Coghlan Group, and because the Board finds that the expenditure of funds by the BEDC for the The Coghlan Group Expansion Project, related to the construction of an additional 60,000 square foot building in Bastrop's Business & Industrial Park would: (1) create or retain primary jobs, and (2) has been found by the board of directors of the BEDC to be an industrial manufacturing project, and (3) is therefore, an 'authorized project' pursuant to Section 501.101 of the Local Government Code, I move that the Board approve various activities related to The Coghlan Group expansion, under the authority granted by Section 505.159(b) of the Local Government Code, and direct the staff to move forward immediately to seek Council approval of the Project. Mr. Schiff seconded, and the motion passed.

C.6 Consideration, discussion and possible action on the final application for a Façade Grant from Baxters on Main, in the amount of \$1,500, for renovations to the building at 919 Main Street. Ms. Wood reported that the grant is to allow Ms. Knop to install a door in the side wall leading from the bar to the outside area. She stated a Certificate of Appropriateness had been issued the week before. Mr. Gutierrez made the motion to approve the Façade Grant form 919 Main Street in the amount of \$1,500, Dr. Gurwtiz seconded, and the motion passed.

C.7 Consideration, discussion and possible action on a request by the Bastrop Fine Arts Guild for a 90 day extension on their agreement with the Bastrop EDC, for initiation of work on Phase

1 of the construction on the Lost Pines Art Center. Mr. Schiff made the motion to approve the 90 day extension, Mrs. Crawford seconded, and the motion passed. Ms. Rice and Ms. Condray gave a brief update on the project, and thanked the BEDC Board for their support.

C.8 Consideration, discussion and possible action on a proposal from “360° Real Estate Analytics” to conduct a comprehensive housing study for the Bastrop area. Mr. Quinn reported the Chamber of Commerce had held a roundtable discussion related to housing needs, and the notes from that meeting were in the board packets. He had also received letters in support of doing a housing study from the Bastrop County Board of Realtors and the Bastrop Chamber of Commerce. Mr. Mills read a letter that the Mayor had asked him to share with the Board, since he was unable to attend the meeting. Mr. Schiff said that we need to make sure the company we hire to perform the housing study is considered credible with the builders in the Austin market. The public was invited to make comments, and Johnny Sanders pointed out how important “rooftops” are to many Bastrop businesses. Celina Estrada Thomas from BISD shared that out of 179 new BISD staff members, 141 of them are brand new to Bastrop, and are having difficulty finding a place to live within their price range, as a lot of them are single and cannot afford – or do not qualify – to purchase a house. She said these are the teachers and staff they often lose to other cities after one or two years, due to the fact they cannot “put down roots”. After further discussion, it was the consensus of the Board to hold a Public Hearing where each of the consultants would present their proposals and the Board could receive public input prior to making a decision.

D. NEW BUSINESS

D.1 Consideration, discussion and possible action on acceptance of the Bastrop Economic Development Corporation’s financial summary report, for the period ending July 31, 2014. Mr. Schiff made the motion to accept the financial report as submitted in the packet, Mrs. Crawford seconded, and the motion passed.

D.2 Consideration, discussion and possible action on election of 2014/2015 BEDC Chair, Vice-Chair, and Secretary/Treasurer. Mr. Gutierrez made the motion that the current officers be reappointed for another year (Steve Mills as Chair, Gary Schiff as Vice-Chair, and Pat Crawford as Secretary/Treasurer). Dr. Gurwitz seconded and the motion passed.

D.3 Consideration, discussion and possible action on a requested amendment to the economic development agreement between the Bastrop EDC and Good Soul Brewing Company. Mr. Quinn explained that the owner of the company wishes to add a distillery to the project, for spirits such as gin, vodka, and brandy. Ms. Brown said the City of Bastrop does not currently have a definition of distillery in the Code, and there is an amendment that will soon come before the Council to address that. Mr. Schiff made the motion to approve amending Good Soul Brewing Company’s contract to allow to the distillation of spirits contingent upon the City’s amendment of the Code, Dr. Gurwitz seconded, and the motion passed.

D.4 Consideration, discussion and possible action on a proposal by the Bastrop Parks Board to use a portion of the Bastrop Business & Industrial Park for a disc golf course. William Dildine and Lee Harle from the Bastrop Parks Board made a presentation and asked the Board to consider giving 40 acres of property in the Industrial Park to the City of Bastrop for park development for a disc golf course. The Board discussed the fact that after a property is designated as a park, it is almost impossible to change, and that a long-term lease might be a better option. After discussion, Mr. Mills said he wanted to take a look at the property before taking action. The item was tabled until a future board meeting.

Mr. Schiff stressed the importance of supporting local merchants and the workforce, especially now after the devastation that the community has experienced. He suggested that BEDC should consider promoting a campaign, getting in the newspaper, putting up billboards, and doing TV ads to encourage people to keep business here in town, both retail and contractors. Mr. Quinn said he's been working with Main Street and the Hyatt, and he has purchased some ads with the Advertiser and the Austin-American Statesman. Mr. Quinn said he wants to show how the money invested when you buy locally is reinvested in the community, with such things as parks and infrastructure. Mr. DeLaRosa suggested that this is a program that BEDC and the Chamber could work on together. Mayor Orr suggested changing the "Free Land" sign at the corner of Hwy 71 & 95 to encourage buying locally. Mr. Mills requested Mr. Quinn put together some drafts and show the preliminary designs to Mr. Schiff before publishing them.

B. Update on BEDC Projects and/or Business:

1. Update on the Main Street Lighting Improvement Project – Mr. Quinn reported that after the final walk-through Tuesday morning, the islands will be sealed and the light poles will be ready to install. A discussion followed about the size and spacing of the parking spaces on Main Street. Mr. Schiff stated that with the current striping, it's not always possible to park your vehicle within the lines without it sticking out in the street. Mr. Talbot stated that they will be re-evaluating the striping.
2. Main Street Program Update (Nancy Wood) – Ms. Wood reported that the consultants for the Wayfinding Program will give a presentation on phase two of the project, which deals with strategy and concept. The third phase will be the actual design of the wayfinding pieces. Ms. Wood stated that she had been working with Mr. Quinn, the Chamber, and the Bastrop Marketing Corporation on upcoming marketing opportunities. Ms. Wood went over the list of upcoming events for Bastrop, including the "My Hometown" segment which will air on KEYE on October 4. She said they are also working on a "Get Outta Town" insert for the Austin-American Statesman, which will focus entirely on Bastrop and will be published in mid-October. Ms. Wood reported that she has been working with BEDC to help unveil the new Main Street lighting. She will also work with the DBA on doing some shop local banners.
3. Update on Buc-ee's TDA Grant – Mr. Quinn reported that phase 1 and 2 of the site construction plans for Buc-ee's have been approved. Their site development plan has been submitted but not yet approved. Mr. Talbot stated they had received approval on the amended contract earlier that day, and once it is received, Ms. Brown will develop the contract between Buc-ee's and the City. It should be on the City Council agenda either the first or second council meeting in October.
4. Bastrop Fine Arts Guild Grant – Karol Rice gave an update on the Bastrop Fine Arts Guild project, which will include a 4,000 square foot art gallery, classrooms, and an amphitheater overhang which could be used for music or presentations. The restored silos will have artists working on various kinds of art in full view of the public, such as pottery, glass-making, and stone, metal and wood sculpting. Ms. Rice said they are hoping to convert the fourth silo into an efficiency apartment for an artist-in-residency program. Ms. Rice stated that the architects have shown what the building would look like if it was raised several feet, which would allow for six or seven offices upstairs that would be leasable space for the facility. The offices could contain art-related businesses, such as a supply store, print shop, or frame shop. The wine and coffee shop would also be leasable space. Ms. Rice said they want the facility to be a

gathering place, more than simply a place to enjoy art, but a venue which would complement what the convention center does and could stimulate development in the area. The EPA has finished their testing and according to the project manager at TCEQ the remediation plan should be minimal. Ms. Rice reported they should have their final report within the next few weeks, and the contract should be complete in a few days. Mr. Quinn commented that this is an example of what shopping in Bastrop is capable of producing. Ms. Condray commented that the TCEQ is using this project as a national example of how projects like this can be accomplished. Mr. Quinn said they have been discussing a ceremonial check presentation to the Arts Guild.

C. Inviting input from the Board of Directors related to issues for possible inclusion on future agendas, related to (but not limited to) issues such as BEDC projects, property, economic development prospects, community events, and BEDC business. There were no suggestions.

A. CONSENT AGENDA

A.1 Approval of meeting minutes of August 22, 2011, and August 29, 2011. Mrs. Crawford made the motion to approve both sets of minutes as submitted, Mr. Gutierrez seconded, and the motion passed.

B. PUBLIC HEARINGS - None

C. OLD BUSINESS - None

D. NEW BUSINESS

D.1 Consideration, discussion and possible action on acceptance of the Bastrop Economic Development Corporation financial summary report for period ending August 31, 2011. Mr. Talbot commented that the first reading of BEDC's 2012 budget had gone through the City Council and the second would be the following night. Mr. Talbot reported that BEDC is at 94% for the year on revenues and 70% on expenditures. Mr. Schiff asked if the rest of the Board wants to continue to see the actual breakdown on the financials on a monthly basis, since now they have the graphs. Some of the Board Members said that they do look at the break-downs, so it was agreed that they would continue to be included in the packets. Mr. DeLaRosa made the motion to acknowledge the receipt of the August financials, Mr. Schiff seconded, and the motion passed.

D.2 Consideration, discussion and possible action on presentation from The Retail Coach regarding their proposal to conduct a Retail Recruitment Strategy for the Bastrop Economic Development Corporation. Aaron Farmer from The Retail Coach gave the presentation, and said they develop and execute high-impact retail recruitment and development strategies for communities. They do work in 17 states, but Texas is their primary market. Mr. Farmer reported that they have worked with 150 communities in the State of Texas on retail recruitment and retention, such as Wylie, Corsicana, Terrell, and Angleton. The Retail Coach works with communities from the initial analysis all the way to recruitment, and they also do a lot with business retention; the information they provide can assist local businesses in marketing to the entire trade area instead of just local customers. Mr. Farmer went over The Retail Coach's process which includes: a business seminar for existing businesses, to talk about shop local campaigns and how to implement them; a stakeholders meeting, where they meet with the area real estate agents and developers to get their input and to make sure that everyone is using the

3. Governor's Office Economic Development Department staff visit. Mr. Quinn stated the Governor's Economic Development office will be sending some staff members to Bastrop within the next couple of weeks for a tour of the area. Mr. Quinn stated this should help them get a better understanding of what Bastrop has to offer.

B. Update on BEDC Projects and/or Business:

1. Main Street Program Update (Nancy Wood) – Ms. Wood reported the wayfinding signage has been installed on the Hwy 71 frontage roads, Hwy 95, and Chestnut Street. The Main Street signs will be installed within the next two weeks. Ms. Wood reported the Bastrop Entrepreneur's Edge group is currently working with 12 people interested in opening businesses. She stated there is a high school competition scheduled for May 2, 2013, for business plan development. Ms. Wood reported Bastrop received the Cultural Arts District designation, for which BEDC had agreed to fund a map. Ms. Wood stated the sponsored benches will be installed downtown within the next couple of weeks, as well as the public parking signage.
2. Bastrop Fine Arts Guild Project Update (Karol Rice). Karol Rice reported they had received their voluntary clean-up Conditional Certificate of Completion and filed it with their property deed. They have completed what the EPA and TECQ required of them, and all of the clean-up has been finished. Ms. Rice said the general construction estimates have been completed. Ms. Rice explained they were late with a couple of the deadlines in the contract; it had taken longer than expected to close the sales contract due to the fire last year. Ms. Brown stated she would look over the paperwork and let the Board know if she saw any problems. Ms. Brown suggested the Board approve the receipt of the paperwork and acknowledge that there may be some delinquencies. Ms. Brown said the Board can address any questions or concerns at the next Board Meeting.

- C. Inviting input from the Board of Directors related to issues for possible inclusion on future agendas, related to (but not limited to) issues such as BEDC projects, property, economic development prospects, community events, and BEDC business. Mr. DeLaRosa suggested including a report from the planning department in the board packet every month.**

A. CONSENT AGENDA

- A.1 Approval of meeting minutes of September 17, 2012, Board Meeting. Mrs. Crawford made the motion to approve the minutes as submitted, Gary Schiff seconded, and the motion passed.

B. PUBLIC HEARINGS

- B.1 Conduct a Public Hearing for receiving input by the Bastrop Economic Development Corporation to consider funding a grant in the amount of \$25,000 to the Bastrop County Historical Society for the building at 904 Main Street. The Public Hearing began at 7:32 p.m. Martha Granger asked if this grant was part of the Main Street Grant Program and if it would be used for the building itself. Mr. Mills explained this is a separate grant from the Main Street Program, and the grant could be used on any part of the building at the museum's discretion, including the exhibits inside. Mr. Mills stated the BEDC felt the museum would be a boost to downtown revenues and will generate sales tax to the City. The Public Hearing ended at 7:35 p.m. No action was required by the BEDC Board. The grant to the museum will now be on the City Council's agenda for two readings.



October 16, 2014

To BEDC Board:

In order to continue compliance with our contract with BEDC we are asking for an extension of the time to begin deconstruction/construction of the Lost Pine Art Center until December 31, 2014.

The Guild has been working tirelessly in an effort to begin this process before the October 31 extension given earlier; however, it is taking longer than expected. We have established a construction project team that has developed the deconstruction bid sheets that were sent out to 5 contractors. A meeting was held last week to discuss the project, allowing all bidders to ask questions and seek clarification of our needs. Those contractors will be submitting final bids with the next 2 weeks and the construction committee will evaluate and select a contractor. While we believe we will be starting actual deconstruction and prep for construction within the next several weeks, we ask that you grant an extended deadline, just in case we need it.

With the ArtPlace America grant of \$488,387 we have all of the money needed to begin and complete Phase 1 of the project and beyond. We appreciate the initial grant, without which this project would not have been able to move forward and we are committed to meeting our obligations under that contract. We would very appreciate your favorable consideration of this request.

Sincerely,

Karol Rice, Project Director
Lost Pines Art Center

3. Governor's Office Economic Development Department staff visit. Mr. Quinn stated the Governor's Economic Development office will be sending some staff members to Bastrop within the next couple of weeks for a tour of the area. Mr. Quinn stated this should help them get a better understanding of what Bastrop has to offer.

B. Update on BEDC Projects and/or Business:

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A. CONSENT AGENDA

- A.1 Approval of meeting minutes of September 17, 2012, Board Meeting. Mrs. Crawford made the motion to approve the minutes as submitted, Gary Schiff seconded, and the motion passed.

B. PUBLIC HEARINGS

- B.1 Conduct a Public Hearing for receiving input by the Bastrop Economic Development Corporation to consider funding a grant in the amount of \$25,000 to the Bastrop County Historical Society for the building at 904 Main Street. The Public Hearing began at 7:32 p.m. Martha Granger asked if this grant was part of the Main Street Grant Program and if it would be used for the building itself. Mr. Mills explained this is a separate grant from the Main Street Program, and the grant could be used on any part of the building at the museum's discretion, including the exhibits inside. Mr. Mills stated the BEDC felt the museum would be a boost to downtown revenues and will generate sales tax to the City. The Public Hearing ended at 7:35 p.m. No action was required by the BEDC Board. The grant to the museum will now be on the City Council's agenda for two readings.

Lost Pines Art Center & Reflective Sculpture Garden



 **Barley Pfeiffer** Architecture

512.476.8580
BarleyPfeiffer.com



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 14, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

Consideration, discussion and possible action on defeasance of BEDC's portion of the City of Bastrop's 2008A Certifications of Obligation.

2. Party Making Request: Shawn Kirkpatrick, Executive Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

Please see attached memo for additional information.

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:

Over/(Under) Budget:

Budgeted Amount:

Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL

Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL

Against: SM GS CC KK WD KLK CL

Abstained: SM GS CC KK WD KLK CL



MEMORANDUM

Date: April 14, 2016

To: Bastrop EDC Board of Directors

Cc: Mike Talbot, Bastrop City Manager
JC Brown, Legal Counsel

From: Shawn A. Kirkpatrick, Executive Director

Subject: Refunding 2008A Certificate of Obligation

At the February 2016 Board meeting, I reviewed the current BEDC debt service schedule. The City of Bastrop passed a resolution on 04/12/16 to refund (refinance) the City's 2008A Certificate of Obligations. The BEDC is currently obligated for 12.15% of the Debt Service related to that issuance. That issuance provided a portion of the funding to complete the Chestnut Street Improvement Project and has a 2028 maturity date.

It is advisable for the Board to at least consider the defeasance of the BEDC's portion of the 2008A CO at the time the City refunds its portion, meaning the EDC would utilize its cash position to buy out our portion of the bond.

I have asked Dan Wegmiller at Specialized Public Finance, Inc. (Financial Advisor) to run the calculation numbers and should have those prior to the Board meeting on Monday, April 18th. I also have a call into Bart Fowler, Bond Counsel, as to steps the Board would need to take regarding defeasance of the debt at the time of refunding by the City.

Recommendation

I continually recommend consideration of reducing the BEDC's ongoing debt obligations utilizing available fund balance, thus: (1) freeing up annual cash flows, (2) increasing future debt capacity (should the need arise), and (3) saving interest costs for the corporation and taxpayers.



BASTROP ECONOMIC DEVELOPMENT CORPORATION

STANDARDIZED AGENDA RECOMMENDATION FORM

DATE SUBMITTED: April 15, 2016

MEETING DATE: April 18, 2016

1. Agenda Item:

The BEDC and City of Bastrop will provide written reports and be available to answer questions from the Board (includes items for update, discussion, and/or possible action by the Board of the BEDC).

2. Party Making Request: Shawn Kirkpatrick, Executive Director

3. Nature of Request: (Brief Overview) Attachments: Yes No

Memo is attached with BEDC Staff updates. Excerpts from the April 12 City Manager's Report and an update from the City of Bastrop Planning Department are also attached. Other updates will be presented at the Board meeting.

4. Policy Implication:

5. Budgeted: Yes No N/A

Bid Amount:

Over/(Under) Budget:

Budgeted Amount:

Budget Balance:

6. Alternate Option/Costs:

7. Routing: ED Staff ED Chair

8. Staff Recommendation:

Motion: SM GS CC KK WD KLK CL

Second: SM GS CC KK WD KLK CL

For: SM GS CC KK WD KLK CL

Against: SM GS CC KK WD KLK CL

Abstained: SM GS CC KK WD KLK CL



April 15, 2016

Memorandum

To: Board of Directors

Cc: Mike Talbot, City Manager
JC Brown, BEDC Attorney

From: Shawn A. Kirkpatrick, Executive Director

Subject: BEDC Update

Meetings since last report (03/17/2016):

Meeting Aerial Focus	Meeting Bylaws Committee
Meeting Central TX Foreign Trade Zone Board	City of Bastrop Strategic Planning Session
OA Regional Partners Meeting	Event BISD/Rotary CTE Training Programs
Meeting BRE	Event BCBOR Afterhours
Conference call Catalyst Commercial	Conference call Project X Games
Meeting SBDC	Presentation Stanberry & Associates
Training Bastrop Co Econ Dev't GIS Map	Meeting Sarah O'Brien
Meeting Bastrop Co ED Directors Meeting	Meeting Mike Talbot
Meeting PlayBastropCo	Meeting City Directors
Meeting City Council Workshop	Meeting Bastrop City Council
Conference call Project MT Star Wars	Meeting Sarah O'Brien
Site visit Bargas Building	Conference Call Project MT Star Wars
Meeting Stanberry Commercial	

Ad hoc Bylaws Committee

Met twice and working through a best practices codification of the BEDC Bylaws. Ashley Mutschink and Sherry Schena were appointed as community members.

Update on 903 Main Street office

The completed Economic Impact Analysis was received and is positive. Working with JC to reach agreeable terms within the Performance Agreement.

Small Business Development

SBDC and BEDC will host an informational meeting about SBDC resources in June 2016.

BISD/Rotary Presentation

BISD presented the current status of its HB5 programs and successes.

Items for Future Board Meetings

The following items have been requested for future meetings.

- Business and Industrial Park infrastructure development (Shawn Kirkpatrick)
- Consideration/Recommendation to the City of Bastrop regarding possible annexation (Mayor Ken Kesselus)

Education and Workforce Development

Bastrop ISD HB5 Career Cluster Initiative (Informal Working Group)

BISD is in the process of implementing a CTE program in the Automotive Cluster in conjunction with ACC. This program will not only provide ASE certification course work for juniors and seniors at Bastrop High School, it will additionally provide adult education in Bastrop, Texas. Students enrolled in the course work will have the opportunity to graduate with up to three ASE certifications. After several high-level meetings with community and state partners, BISD is working with ACC to integrate vocational technical (continuing education) into the high school HB5 clusters. BEDC staff is working with BISD and ACC on identifying other industry partners that fit within the HB5 clusters to expand the vocational technical programs offered within BISD. Through integrating BISD and ACC into the vocational technical programs, the real possibility exists of additional post-secondary adult education for Bastrop residents.

Bastrop and Cedar Creek HS Youth Career Day (Informal Committee)

The Bastrop Job Fair in 2015 was a huge success and a lot was learned from it. Keeping in mind that the needs of our high school students can differ greatly from those of our adult workforce, it was decided that the youth and adult job fairs would be separated into two distinct events for 2016. BEDC staff has been meeting with the partners in anticipation of the event, and will be meeting with Bastrop ISD, Bastrop Chamber of Commerce, and Workforce Solutions again on April 27th to discuss the final details in advance of the event. The “Second Annual Bastrop Youth Career Day” is scheduled for May 18th at the Performing Arts Center, from 9:00 a.m. to noon.

This year’s event will include special guest speaker Michael Hosford, panel discussions with local business leaders, vocational training opportunities, and the “Patent Pending” Improv Troupe from the BHS Performing Arts Department. Military recruiters, first responders, and PHI Helicopter Company, as well as post-secondary educators, including trade schools and local colleges, will also be on hand to interact with the students. Juniors and seniors from Bastrop and Cedar Creek High Schools can ask questions, practice interview skills, and learn about current and future employment trends. Employers will be able to scout future employees, market their brand/name, and spread the word about their opportunities. Students will also have the opportunity to apply for summer jobs, and the panel discussions will help them get a bigger picture of the difference between a job and a career.

Bastrop Job and Career Fair (Informal Committee)

October 1, 2016, is the tentative date for the Bastrop Job Fair. Planning will begin sometime in the spring 2016.

Business Retention and Expansion (BRE)

Bastrop Redevelopment Program (Informal Committee forming)
Program is in pre-design and committee meetings will start in the spring of 2016.

BRE Outreach

Jean and Shawn attended the BCBOR afterhours event at Independence Title. Shawn presented to Stanberry & Associates realtor meeting regarding economic trends in Bastrop and a housing update.

4 BRE visits were conducted during the month of March 2016.

Marketing and Recruiting

Southern California Marketing Trip

Shawn will be traveling with Opportunity Austin to Southern California on a marketing trip targeting companies and site consultants/brokers with projects in the Austin region.

Business Park – Infrastructure

BEFCO has prepared cost estimates for a potential project. Currently under evaluation by Staff.

Lot A-1 and A-7

BEFCO has prepared a preliminary site improvement estimate to prepare both lots for future office (campus) development.

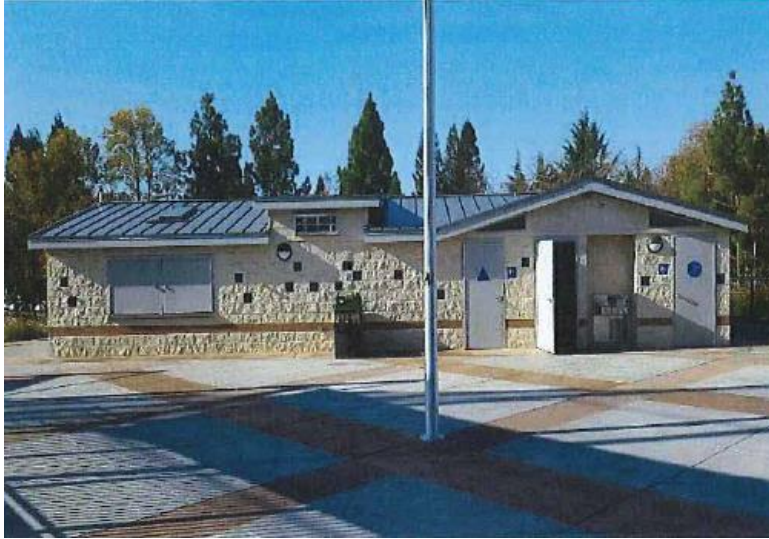
Fiber Connectivity

We have been meeting with 1GB plus fiber providers to develop a community solution and provide the connectivity needed to attract IT and Bio/Life Sciences companies. A potential provider met with the City and is developing a financial model.

Excerpts from City Manager's Report (04/12/16) for BEDC April Board Meeting

- F. Update on the Texas Department of Transportation "Tahitian Village Overpass Project": Since my last update to the City Council on this Project, Hunter Industries, the contractor responsible for the Project, has completed the concrete work related to installing the westbound bridge deck. The contractor has also continued to place and compact roadway base material on either side of the overpass. Overall, the Project is approximately 90% complete and is currently well ahead of schedule. Over the coming weeks, the contractor will continue preparing the overpass subgrade for paving. The contractor is scheduled to pour the eastbound bridge decking on April 15th, which will require a temporary road closure similar to the recent work on the west-bound bridge. TxDOT will be sending a press release for posting to our social media sites and City webpage advising the Public of the upcoming "Lane Closure".
- G. Update on Constructing the New Restrooms in Fisherman's Park: April 8, 2016, the contract and purchasing documents have been signed, and the first phase of design has begun on the construction of the new restrooms for Fisherman's Park. So, the overall project is approximately 2% complete. City Staff is reviewing roofing material fixture and color schemes. City Staff will return comments to the designer by the end of next week. The anticipated completion date for this project is, at this early point, the end of July 2016. That may, of course, be revised as the project gets underway. Attached as **Exhibit "D"** is a floor plan and side elevations for the new restrooms, for review by the Council. Below are various photos of exterior finish samples for the restrooms.





Examples of Exterior Finishes

- H. Update on the DMO and the Development of an RFQ: The date for the meeting for the various entities, parties and individuals to participate in the development of a “Request for Qualifications” [RFQ] has been rescheduled to April 21, 2016 at the City Council Chambers starting at 6:00 P.M. I apologize for the slight delay in getting the process kicked-off in developing an RFQ to send to consultants who may interested in assisting the City in the process of creating “Destination Marketing Organization” for the City of Bastrop. As I believe you’re all aware, Ms. Ray encountered a personal matter that required her total attention, recently and which necessitated this slight delay and rescheduling. Nevertheless, I continue to be confident that Ms. Ray will be of great assistance in developing the RFQ and that her assistance in the long run, will more than make up for any lost time occasioned by this slight delay. Please mark your calendar to attend on the 21st if you are able.
- J. Update on the Updated “Comprehensive Plan”: The Comprehensive Plan Steering Committee (CPSC) met on March 30, 2016 and reviewed both Chapter 3, Public Facilities and Chapter 4, Housing and Neighborhoods of the Bastrop Comprehensive Plan Update. At the meeting, CPSC provided input regarding Parks and Recreation and Housing policies. At the same meeting, the CPSC reviewed and supported the updated Mission and Vision statements refined by members of the committee and will present the Mission/Vision to City Council at the April 12, 2016 meeting. They hope these new statements will be adopted by the City and incorporated into the Comprehensive Plan and future planning efforts. Chapter 5, Land Use and Urban Design, and Chapter 6, Transportation, are being drafted. Meeting calendar/timeline is being revised and next meeting will be in May. All Chapters currently drafted Chapter 1 - 4 will be placed on the City’s newly renovated website.
- K. Update on the “HUD Shelter Grant” Facility: As I mention to the City Council at the time the Council was still deliberating a possible joint venture with the Austin - YMCA, concerning using the HUD Shelter grant funds to build the Shelter Facility larger than

the City was considering building, I have suggested a possible alternative building that the City might want to consider constructing, other than the one I originally presented to the Council in December 2015. At this point, we all understand that the joint venture is no longer feasible with Austin - YMCA. The alternate building that I am now suggesting the Council evaluate and consider is what is referred to as a "Monolithic Building/Structure." The manufacturer of the "Monolithic Building" is located in Italy, Texas. Last week Mr. Mervin Fatter and I went to Italy, Texas to meet with the manufacturer of the "Monolithic Building." The prime ingredient used in the construction of Monolithic Domes, is Crenospheres and EcoShells: the Airform. These are inflatable structures, made of PVC-coated nylon or polyester fabric, which fabric pattern determines the shape and size of the dome. A dome's interior can be planned and designed for any activity or use and with virtually any theme. The dome's disaster-resistance usually merits lower insurance premiums. Please refer to **Exhibit "E,"** which better illustrates the different types of dome structures that can be constructed. After viewing the Monolithic Manufacturing facility, Mr. Fatter and I visited two (2) school districts in the Italy area that had constructed Monolithic Dome facilities as gymnasiums for their school districts. The first one we visited was built in 2000, and it was approximately 14,000 square feet in area. The second one was built in 2002 and was approximately 16,000 sq. feet in size. Both facilities were in remarkably good condition considering their age and use. The Council may want to visit the Monolithic web-site, at www.monolithic.com, to get a better understanding of the monolithic dome, what it is and how it is designed and used. Mr. Fatter and I are currently working with representatives of Monolithic to come up with a cost estimate for a 10,000 to 11,000 square foot facility that would meet Bastrop's needs, so that I can present that more specific information to the Council. A facility of the size the City needs would be large enough to have a gymnasium and also cover all of the elements required of the HUD grant. The issues that raise some concern regarding the possible use of a Monolithic Dome structure in Bastrop include: (1) Some may not like the appearance of the dome, and (2) the dome or the roof at some point in time would need repairs and the manufacturer was unable to answer my question about how would one go about repairing or replacing the dome or roof. The reason they didn't have an answer to this rather basic question is that their oldest dome is now about twenty-five years old, and so far, the issue of replacing or repairing the roof on that 25 year old structure has not come up, so far!

Councilmember McAnally has requested that we also evaluate the "Sprung Structure." Included in **Exhibit "E"** are some various pictures of the "Sprung Structure." Mr. Fatter and I are working to come up with a cost estimate for the "Sprung Structure," as well. The City Council may wish to visit the Sprung Structure website at: <http://www.sprung.com/structures/sports-recreation-buildings>.

Some of you may recall that Ms. McAnally suggested consideration of this structure much earlier in the discussion.

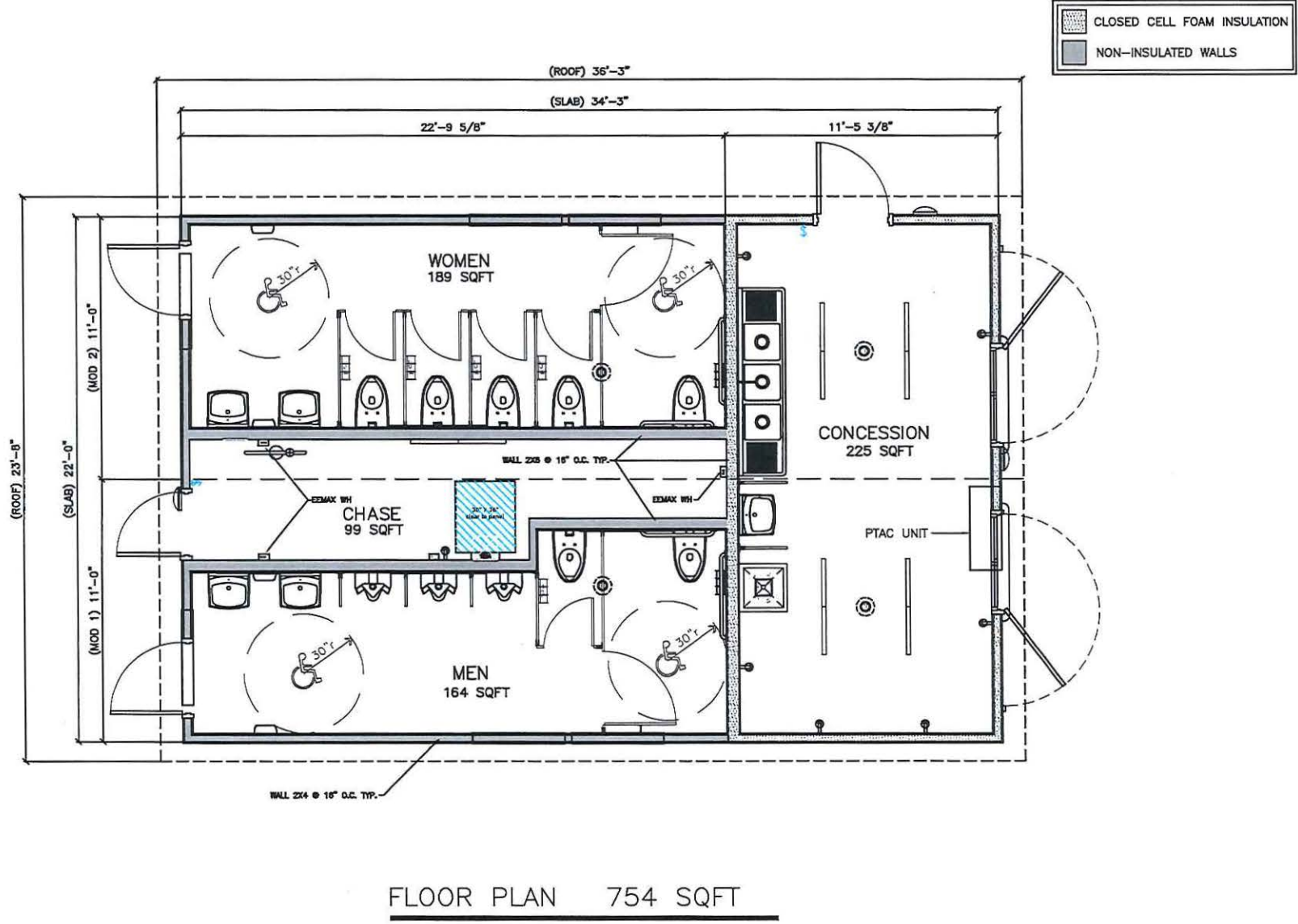
I have also included in **Exhibit "E"** the plans of the traditional facility that were submitted to Bastrop County Judge Pape, in December 2015. The traditional facility is much smaller than the size of a potential "Monolithic" or the "Sprung" structure. The Council has called a "Special Council Meeting" for next Tuesday night. Between now

and next Tuesday night, the Council will need to study the alternatives available and be prepared to make a decision at that Special Meeting, to take action as to which one of three (3) types of facility the City is going to build. We are working as hard as we can to come up with cost estimates for the "Monolithic" and "Sprung" facilities and staff will forward them to the Council as they become available, hopefully prior to next Tuesday night! I am concerned as to whether I will be able to answer all of the questions the Council may have regarding the alternate type facilities, but - regrettably - an awful lot of time was lost working on the YMCA option and there may not be sufficient time to pursue an alternate option now. In evaluating and putting this information in front of the Council, I am simply trying to come-up with options and ideas that would allow the City to be able to build a facility that might include a gym as part of the HUD Grant Program. Realistically, because of the delay we've experienced, beyond our control, that may not be realistic, but I felt I wanted to try, at least.

- L. Discussion and Review Regarding the City Owned Lot Adjacent to the Convention Center: I have previously mentioned to the Council that we consider an alternate plan, regarding the usage of the vacant lot adjacent to the Convention Center, which is owned by the City. Basically, as a very conceptual overview, I am developing a general and basic type of 'site plan' that reconfigures the lot in a way that would allow for a variety of functions for this lot, as well as providing vehicular parking for people who come to this location for an activity there, on the lot. My concept plan also envisions placing the property under the direction of the Main Street Director. The staff will develop the forms that will include an applications for usage, guidelines for using the property and some promotional materials about the availability of the property for a variety of usages. At the April 26th City Council meeting, I plan on presenting the new site plan to the Council, as well as a cost estimate, and potential guidelines for using the property. I have to remind the Council, however, that with regards to this work, my first priority related to time, is work on the HUD Shelter Grant, so this may get pushed into May.

EXHIBIT "D"
FLOOR PLAN FOR THE NEW RESTROOMS
IN
FISHERMAN'S PARK

23



FLOOR PLAN 754 SQFT

RFI Restroom Facilities Limited
 1707 OLIVE CHURCH
 MARBLE FALLS, TX 76641
 817-222-4644

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RFI MODEL #: **W734CN**
 PROJECT: **FISHERMAN'S PARK BASTROP, TEXAS**

DRAWN BY:	RS
DATE:	04/05/16
REVISION:	
DATE:	
REVISION:	
DATE:	
REVISION:	
DATE:	

SHEET DESCRIPTION:
FLOOR PLAN

SHEET
A1

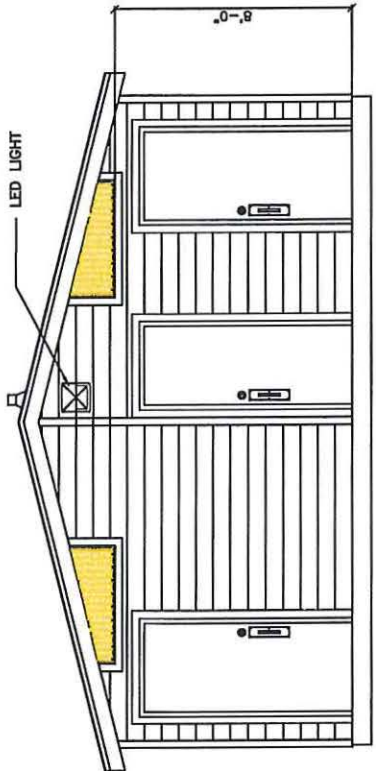
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 MARBLE FALLS, TX 78641
 PHONE: 512-335-1111
 WWW.RFU-FACILITIES.COM
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 BASTROP, TEXAS
 RFL MODEL #: W734CN

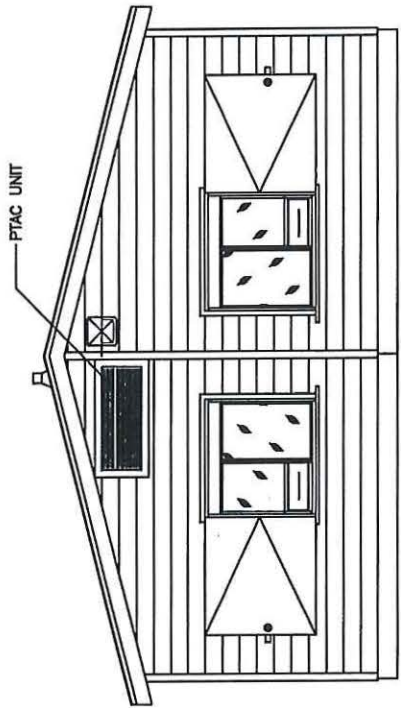
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SHEET DESCRIPTION:
 ELEVATIONS

SHEET
 A2



REAR ELEVATION



FRONT ELEVATION

Resproon
Facilities
Limited

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MARBLE FALLS, TX 76241

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BASTROP, TEXAS

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ELEVATIONS

SHEET
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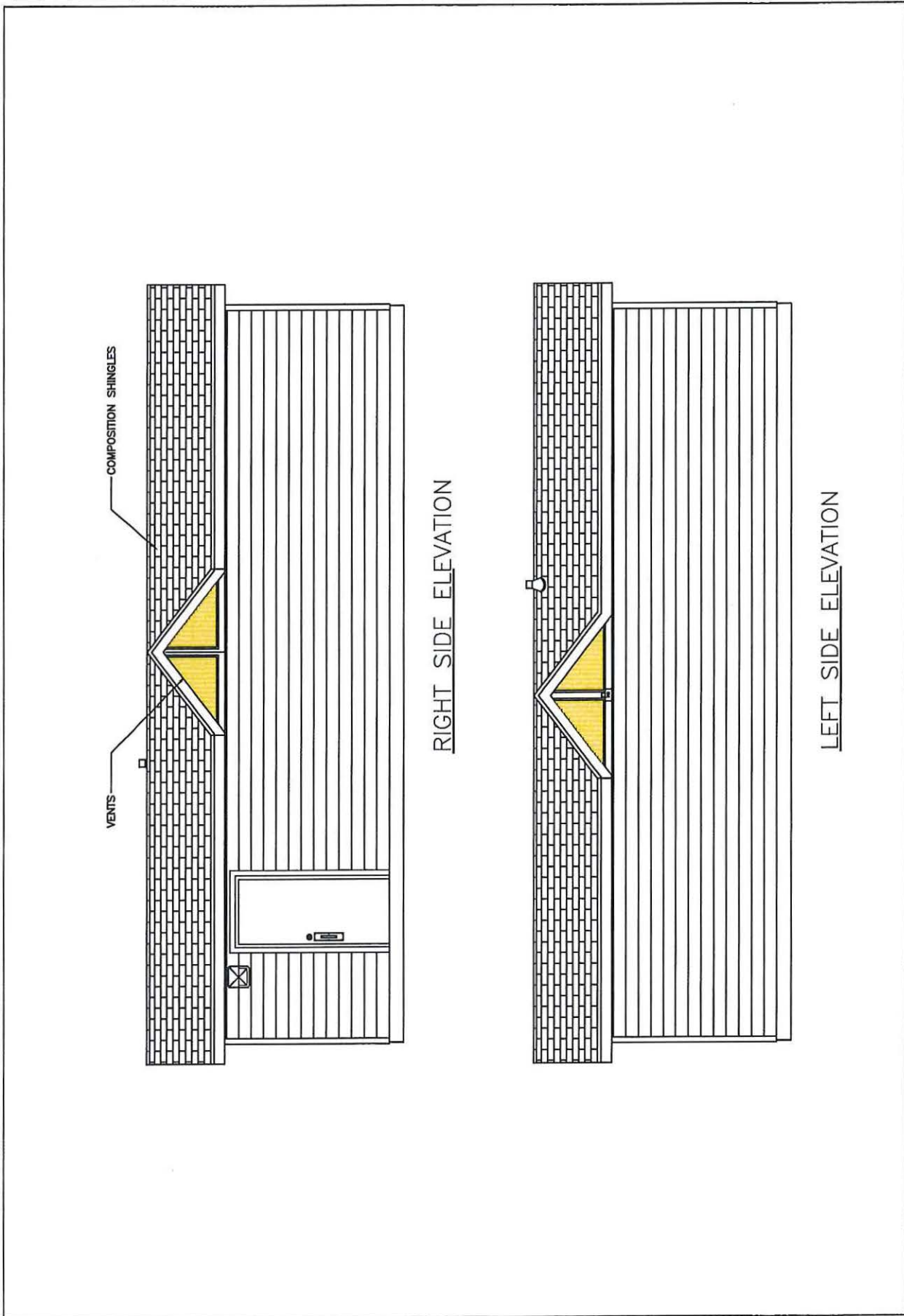


EXHIBIT "E"
ILLUSTRATION OF BUILDINGS
FOR
HUD SHELTER GRANT





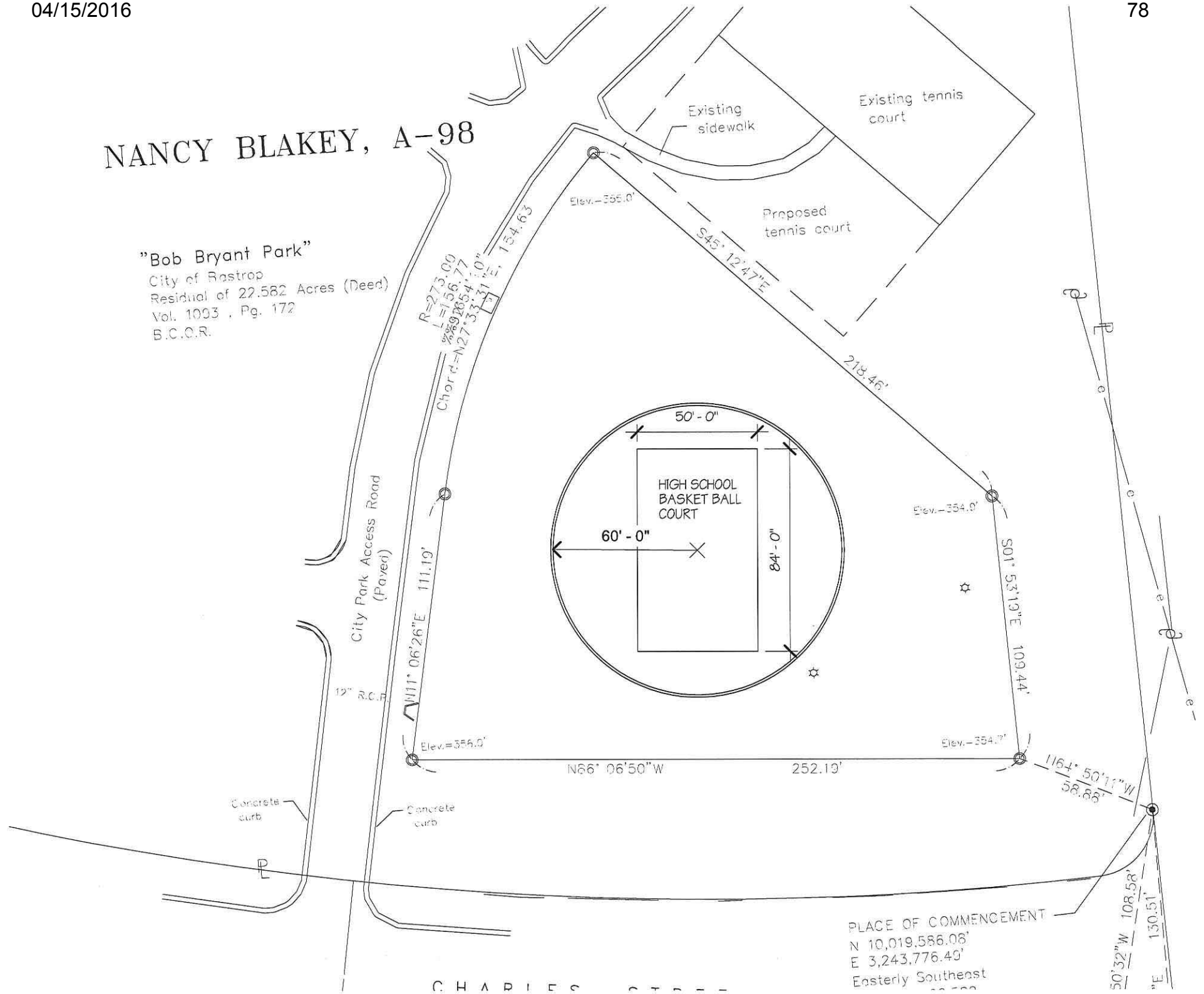
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NANCY BLAKEY, A-98

"Bob Bryant Park"
 City of Bastrop
 Residual of 22.582 Acres (Deed)
 Vol. 1093, Pg. 172
 B.C.O.R.

35



C H A R L E S D E T A I L

PLACE OF COMMENCEMENT
 N 10,019,586.06'
 E 3,243,776.49'
 Easterly Southeast

50' 32" W 108.58'
 " E 130.51'

Planning and Development Department Monthly Report – March 1, 2016 – March 31, 2016

<u>Building Permit Type Totals:</u>	Month	YTD	2015
Single Family Residences	6	10	8
New Commercial	2	8	3
Miscellaneous (electrical, plumbing, HVAC, pools, sprinklers, sheds, patio covers, signs, fire suppression)	54	125	150
Residential Remodels	3	9	14
Commercial Remodels	3	6	9
Total Permits Issued	68	164	130
Commercial and Residential Inspections	204	453	1084

Business information requests:

- Residential Subdivisions
- Retail Development

Commercial Development/Remodel – Tenant Finish Out	Location	Status
Elysian Nails & Spa`	107 Childers Drive, Suite 200	Project approximately 85% complete

Commercial Development/Remodel – Tenant Finish Out	Location	Status
Mama Fu's	107 Childers Drive, Suite 100	Project approximately 75% complete
Garcia's Mexican Food Restaurant	Building J – Burleson Crossing	Tenant finish out approximately 75% complete
Papa John's Pizza	Little Colony Shopping Center – Walmart Parking Lot	Permit released 3/24/2016
Commercial Development With Site Dev Plan – has been permitted and work has begun on the project or is ready to be permitted	Location	Status
Bastrop Station – Phase One	Highway 71, Childers and Agnes – 2 commercial lots (Old China Chef site)	Final CO issued 2/29/2016 with 30 days to complete punch list
Coghlan Group Main Building	1500B Business Park Drive – Bastrop Business and Industrial Park	Site work approximately 90% complete; overall project approximately 90% complete
Goodwill Bastrop	Corner of Childers Drive and Agnes	Project approximately 75% complete
Lost Pines Art Center and Reflective Sculpture	1204 Chestnut	Site work approximately 20% complete
Elliott Electric Supply	405 Technology Drive – Bastrop Business and Industrial Park	Site work approximately 20% complete
Pacific Dental Services	1670 Highway 71 East – corner of Hwy 95 and Hwy 71 – Purcell Point – Lot 1 east of Popeye's	Pre-construction meeting pending
A & B Auto Repair	612 Old Austin Highway – Don Stewart Replat	Pre-construction meeting held 3/31/16' site work in progress
Commercial Development with Site Development Plan that has been accepted	Location	Status – ON HOLD
NONE		

Commercial Development with Site Development Plan that is in the review process	Location	Status	
NONE			
Plats Received/Approved or in the Review Process that now have Expiration Dates	Description	Status	Expiration
Buttonwood Subdivision – Administrative Plat	1203 Buttonwood Street – two single family residential lots	9/23/2014 all comments addressed – waiting on mylar – Owner may apply for a variance to the subdivision requirements in order to not dedicate right of way 9/22/2015 City Council granted a one year extension	Plat now expires 9/23/2016
Construction of utilities for Subdivisions	Description	Status	CC Action
Pecan Park Residential Section 4	Construction of Public Infrastructure west of Childers Street	In Progress	
Plan Review In Process Platting/Construction (utilities)	Description	Status	CC Action
Lot 1 Block B and Lots 1 and 2 Block A Bastrop West Commercial Section Three Replat of Lot 1, Block A	Terminus of Hasler Boulevard – north of the Hampton Inn – create 2 commercial lots	7/8/2015 received and distributed to staff – 8/26/2015 staff comments issued – resubmittal required – 3/8/2016 owner and surveyor came to plan review to discuss Hasler ROW	Statutory Denial 7/28/2015
Woodrun Subdivision, Section 2 Preliminary Plat, Phase I, II, III and IV	Smith Road within Area A of the ETJ – 62 residential lots	7/9/2015 received and distributed to staff and the County to review – 8/11/2015 staff and County comments issued – resubmittal required – 2/3/2016 resubmittal received – 3/4/2016 all comments cleared– P&Z recommended approval 3/31/2016	Will go to CC 4/12/2016
Taylor Lane Subdivision	Taylor Lane east of Union Chapel Road – 3 residential Lots within Area A of the ETJ	3/11/2016 plat recorded at the County	
Harding Administrative Plat	2 lots off Mount Olive Road within Area A of the ETJ	3/7/2016 plat recorded at the County	

Plan Review In Process Platting/Construction (utilities)	Description	Status	CC Action
Magnolia Gardens Final Plat (will require variances to the Subdivision Ordinance)	3 residential lots – Magnolia and Water – north of the railroad tracks	10/14/2015 received and distributed to staff – 11/19/2015 comments issued – resubmittal required – variance to Zoning Ordinance approved by BOA 3/9/2016 – variance to the Subdivision Ordinance will go to CC 4/12/2016	Statutory denial 10/27/2015
Allen Subdivision – Administrative Plat	Creating a legal lot – north Main and Old McDade Road	Variance to Subdivision Ordinance approved at CC 2/23/2016 3/30/2016 mylar received	CC approved 3/8/2016 –
Piney Ridge, Section 3 Replat Lot 24	Creating two residential lots on Black Jack Road in the 1 mile ETJ	2/15/2016 staff comments cleared - mylar to record has not been received	CC approved 3/22/2016
Aldridge Plat Final Plat	One residential lot – Lone Star Circle – Area A of the ETJ	12/14/2015 received and distributed to staff – comments issued – resubmittal required	Statutory denial 1/12/2016
XS Ranch – River Camp – Section 1 Preliminary Plat Also in the review process the mass grading plan and 24” offsite waterline	Approximately 536.73 acres – 752 single family residential lots – within the City of Bastrop ETJ Mass grading plan – due 2/22 and waterline plans due 3/11 also sent to County for review	12/15/2015 received and distributed to staff – Review 1 comments issued 1/19/2016 – resubmittal required – resubmittal received 2/1/2016 – P&Z recommended approval 3/31/2016	Will go to CC 4/12/2016
Colony MUD 1A, Section 1 Phase 1 – Final Plat and Construction Plans	Approximately 23.925 acres west of FM 969	12/23/2015 received and distributed to staff – construction plans received 1/26/2016 – distributed to staff, TxDOT and the county for review – 3/1/2016 comments on construction plans issued – resubmittal required	Statutory denial 1/12/2016
Sayers Estates Subdivision Administrative Plat	Create 3 lots off of Sayers Road in the ETJ	3/11/2016 plat recorded at the County	
Resubdivision of Lot 1 of the Woehl Subdivision	Create three residential lots – Walnut and Hill Street	All staff comments have cleared	Will go to CC 4/12/2016
Zavodny Administrative Plat	Create two commercial mixed use lots - Cedar and State Highway 95	2/8/2016 received and distributed to staff – staff comments issued 3/16/2016 – resubmittal required	Statutory denial 2/23/2016

Plan Review In Process Platting/Construction (utilities)	Description	Status	CC Action
Hill Subdivision	On lot subdivision on Highway 21 – Area A of the ETJ	All comments addressed with the resubmittal received 3/22/2016	Statutory denial 3/8/2016
Pecan Park Section 5B Final Plat and Construction Plans for Streets and Utilities	42 single family residential lots – west of Perkins	3/10/2016 received and distributed to staff	Statutory denial 3/22/2016
512 House Group Final Plat	Located off Phelan Road in the 1 mile ETJ – 1 residential lot	3/14/2016 received and distributed to staff and the County	Statutory denial 4/12/2016
Applications/Projects in Process	Description	Meeting Date, Items to be Discussed or Items to be Acted on	CC Action
Variance to 10' side setback	103 Hawea Court – Tahitian Village	Board Of Adjustment approved 3/9/2016	N/A
Variance to minimum lot size and minimum lot depth	Magnolia and Water Street – proposed 3 residential lot subdivision – Magnolia Gardens	Board of Adjustment approved 3/9/2016	N/A
Variance to minimum setbacks	College Street – multiple family owned lots	Will go to Board of Adjustment 4/6/2016	
Variance to the sign code	Southside barbeque – request to add additional drive thru signage to existing sign	Will go to Board of Adjustment 5/4/2016	
Maintenance Bonds	Location Public Utilities Installed	City Council Accepted Public Utilities	Bond Expires
Hunters Crossing Subdivision	Section 7B – residential	Original Two Year Maintenance Bond in Trey Job's office for Hunters Crossing Section 7B – CC accepted the utilities 10/23/2012 – Bond extended until repairs are completed retain escrow in the amount of \$4,259.00 for portion of Bear Hunter that has not been built	9/17/2014

Maintenance Bonds	Location Public Utilities Installed	City Council Accepted Public Utilities	Bond Expires
Hunters Crossing Subdivision	Section 9C – Highway 304 and Home Depot Way	Original Two Year Maintenance Bond in the Hunters Crossing Section 9C Final Plat file in the vault – CC accepted utilities 2/11/2014	2/11/2016
Hunters Crossing Subdivision	Section 3E and 5B	Original Two Year Maintenance Bond in the Hunters Crossing Section 3E and 5B Final Plat files in the vault - CC accepted utilities 4/8/2014	4/8/2016
Hunters Crossing	Bear Hunter Drive, Phase 1 Street Improvements Water and Drainage Improvements - Original Subdivision Performance bond in the amount of \$1,629,522.75 in the Bear Hunter Drive file	Original Two Year Maintenance Bond in the Bear Hunter Drive file in the vault – CC accepted the public utilities 5/13/2014	5/13/2016
Orchard Parkway	Pecan Park Subdivision – south of Highway 71 – west of Southside Barbeque	City Council accepted the utilities 11/12/2014 – Two Year Maintenance Bond – original bond is in the Orchard Pkwy Construction file in the vault	11/3/2016
Pecan Park, Section 5A Final Plat	Construction of public infrastructure – extension of Childers Drive, streets and public utilities within the subdivision	City Council accepted the utilities 2/9/2016 – Two Year Maintenance Bond – original bond is in the Pecan Park Residential , Section 5A Final Plat file in the vault	2/9/2018