



# Board of Memphis and Shelby County Community Redevelopment Agency

CITY HALL 125 NORTH MAIN STREET, SUITE 468, MEMPHIS TENNESSEE 38103-2084 (901) 576-6610

## MINUTES

**Meeting of the Board of Directors**  
**125 N. Main Street, Conference Room 477 – 4<sup>th</sup> Floor**  
**Date: May 4, 2017**

### Meeting Attendance

#### **CRA Board Members**

<b>OFFICERS/MEMBERS</b>	<b>NAME</b>	<b>PRESENT</b>	<b>ABSENT</b>
<b>Chairman</b>	<b>McKinley Martin</b>	<b>X</b>	
<b>Secretary</b>	<b>Ann Langston</b>	<b>X</b>	
<b>Member</b>	<b>Shawn Thomas</b> <i>Resigned 5/3/17</i>		
<b>Vice-Chair</b>	<b>R. Miles Mason, Sr.</b>	<b>X</b>	
<b>Member</b>	<b>Kevin Spragling</b>	<b>X</b>	
<b>Member</b>	<b>Floyd Tyler</b>		<b>X</b> <i>(out of town)</i>
<b>Treasurer</b>	<b>Dynisha Woods</b>	<b>X</b>	

**Legal Staff:** Felisa Cox, City of Memphis Attorney

**DPD/CRA Staff:** Clara Harris, Principal Planner; Marion Jones, Municipal Planner; Mary Lynn Seale, DPD Finance Manager; and Verlean Kelly, Landmarks Secretary

**PGAV Consultants to CRA for Interim Executive Director Staff Services:** Representative Andrew Murray

**Visitors:** Noah Gray, Tanja Mitchell, Luretha Phillips and Marty Regan

### **I. Call to Order**

By: Chair McKinley Martin called the meeting to order and he and other Board Members thanked Mr. Murray for the food and coffee provided.

Time: 8:35 A.M.

### **Agenda Item II.**

Item Summary: Approval of Minutes – April 6, 2017

Discussion Summary: Board Member Langston made a motion to approve the Minutes from April 6, 2017 with a few grammatical edits noted by her, Mr. Martin and Ms. Harris. The motion was seconded by Board Member Mason. The motion passed unanimously.

**Agenda Item III.**

Item Summary:

Intent to Submit Application for TIF: Noah Gray-Binghampton Dev. Corp.; Sara Hall-St. Jude

Discussion Summary:

Noah Gray, Executive Dir. of Binghampton Dev. Corp gave a brief description of the area and the work needed to be done and how formulating Binghampton into a TIF District would benefit the area.

Sara Hall, Chief Legal Officer for St. Jude did not attend the meeting.

**Agenda Item IV.**

Item Summary:

CRA 2016 Audit

Discussion Summary:

Mary Lynn Seale gave a brief breakdown of the Audit. She reported the following:

1. For the Year Ending June 30, 2016 left in the General Fund was \$17M
2. As of March 31, 2017 in the General Fund was \$20.5M. The increase was from Tax Increment Receivables from Uptown.
3. Development Expenses (\$2,271,568) decreased due to a number of construction projects ending/completed during the fiscal year – additional projects to begin shortly in the next fiscal year and wind-down/closeout of development agreement between MHA/LG.
4. Highland Row Project’s revenue (\$1M+) is in an Escrow Account to pay off principal and interest [for \$12.5M Bond]
5. Mayer Hoffinan McCann P.C. overall Audit concluded no errors or findings to report or correct.

Board Member Woods made a motion to accept the Audit as submitted by Mayer Hoffman McCann P.C. The motion was seconded by Board Member Spragling. The motion passed unanimously.

**Agenda Item V.**

Item Summary:

Resolution: Authorization to Establish CRA Bank Account

Discussion Summary:

Andrew Murray (PGAV Rep.) explained the Resolution and attachments; and referred to PGAV’s scope of services which includes the task of establishing a bank account for the organization [CRA]. Mr. Murray shared a handout, which documented PGAV responses to questions from Board Member Tyler regarding CRA bank account, legal services, accounting services, and secretarial services - he and Andy Struckhoff responded – Mr. Tyler is out of town.

Mr. Murray proceeded to explain that based on what seemed to be a consensus of the Board from a previous meeting [Committee-of-the-Whole] he contacted Tri-State Bank on behalf of CRA about

setting up the bank account(s). He stated that within their application the following is needed:  
EIN – which the CRA already has  
Charter – which Mr. Murray recently obtained for the CRA; and  
Resolution from CRA to authorize the account.

Mary Lynn Seale added that the funds in the account with Tri-State will be secured. She noted that the FDIC limit is \$250,000 which CRA would be depositing more. The funds will be collateralized with pledged receipts which would protect the funds that exceed \$250,000.

Chairman Martin and Secretary Langston suggested the following language should be included in the Resolution, “The account(s) to be opened will be government accounts and any amount over \$250,000 must be collateralized with pledged receipts from another eligible authorized financial entity.”

Ms. Langston made a motion to approve the Resolution: Authorization to Establish CRA Bank Account, with additional language “The account(s) to be opened will be government accounts and any amount over \$250,000 must be collateralized with pledged receipts from another eligible authorized financial entity.” The motion was seconded by Board Member Spragling. The motion passed unanimously.

**Agenda Item VI.**

Item Summary:

Discussion Summary:

Resolution: Authorization to Contract for Accounting Services. Andrew Murray (PGAV Rep.) explained the Resolution and gave a brief review of the proposal for accounting services. He concluded by stating that Cannon & Company had been highly recommended by EDGE.

DPD Finance Manager, Mary Lynn Seale noted how difficult it is to obtain an accounting firm to handle government accounting. She added that the County and City both use only about four (4) firms year after year and suggested that if the Board chose to, it could have him (Mr. Murray) contact some of those firms for a bid.

Vice-Chair Mason stated that he'd be willing to work with Mr. Murray to find an accounting firm including minority firms to handle the services required for 2018. He also suggested Board Treasurer Woods join him to work with Mr. Murray to identify additional accounting firms. Secretary Langston suggested obtaining bids from the four (4) four firms that the County and City currently uses.

Chairman Martin stated that there seemed to be two (2) voting options: 1) vote to approve the Resolution as is, authorizing Cannon & Company as the Accounting Firm for CRA; or 2) seek and obtain bids from the four (4) firms that the County and City currently uses for another firm.

Vice-Chair Mason made a motion to approve the Resolution: to Contract with Cannon & Company for Accounting Services. The motion was seconded by Board Treasurer Woods. The motion passed unanimously.

**Agenda Item VII.**

Item Summary:

Discussion Summary:

Resolution: Authorization to Contract for Legal Services.

Andrew Murray (PGAV Rep.) referenced their scope of services include the facilitation of contracting for legal services for CRA and the Resolution was written with blank lines to be filled in with legal firm approved by the Board. Mr. Murray stated that he and Andy Struckhoff are not Attorneys and that legal questions had arose that they could not answer regarding: 1) the 2013 resolution approved by the Shelby County Board of Commissioners placing 15-year time limit on TIFs as well as excluding tax-exempt parcels from a district/increment revenue calculations in some cases; and 2) questions regarding expansion of redevelopment areas. He stated that per the earlier agenda item he has met with representatives of two (2) entities who have expressed intent to submit applications for TIF soon. Mr. Murray directed the attention of the Board to the three (3) proposals for providing Legal Services to the CRA; and pointed out strengths and weaknesses of the firms - The Hagler Law Group, PLLC; Farris Bobango, PLC and Husch Blackwell, LLP.

Board Members asked Mr. Murray and City Attorney Felisa Cox for their recommendation out of the three. Mr. Murray recommended Ms. Monice M. Hagler -The Hagler Law Group, PLLC. Attorney Cox stated that she is familiar with Ms. Monice M. Hagler -The Hagler Law Group and Farris Bobango and both are good firms-do good work. She is not familiar with Husch Blackwell. Both Mr. Murray and Attorney Cox agreed that the Board should choose a local firm with the capability to handle the cases, that is well informed with real estate redevelopment experience and TIF district laws.

Board Member Spragling suggested to contract with The Hagler Law Group, PLLC for Legal Services citing Attorney's experience with Uptown Redevelopment Area and a minority-owned firm. Two of the Board Members didn't feel the need to limit the CRA to only hiring MWBE but the Firm who can best represent the CRA, has the best experience in various specialty areas, and can

assist in the operation of the CRA going forward – indicating that the other firms could or did include subcontracting with minority owned firms/an arm of the work to be performed by minority-owned firm.

There was a discussion surrounding using and growing local and minority businesses and if the Hagler Group is chosen the contract could include language directing the involvement of other firms for specialty area work outside of Hagler group skill set. Board Member Spragling made a motion to approve the Resolution Authorization to Contract with The Hagler Law Group, PLLC for legal services as the primary firm and add language regarding involvement of other firms for specialty area work. The motion was seconded by Treasurer Woods. The motion passed with 3 votes in favor of the motion and 2 abstained.

**Agenda Item VIII.**

Item Summary:

Discussion Summary:

Resolution: Authorization to Contract for Secretarial Services.

Chairman Martin stated how much the CRA is in need of Secretarial Services for the Board and Interim Executive Director Staff. Andrew Murray (PGAV Rep.) stated that their scope of services include contracting for secretarial for CRA. Mr. Murray also explained that he and Mr. Struckhoff were both in and out of town and they need someone in place to provide administrative support as they go about their work. Ms. Langston stated that the secretarial position/skill level should be that of an executive secretary – others seemed to agree. Chairman Martin outlined hiring process once applications are received.

There was a discussion concerning whether or not the CRA should work thru City system, employment agency, or other vehicle to hire for secretarial services. City employee benefits was noted as a reason to work thru City; however there seemed to be a consensus that working with employment agency or other vehicle for secretarial services would be more expeditious and suitable for the new CRA format. Board Member Mason made a motion to approve the Resolution: Authorization to Contract for Secretarial Services. The motion was seconded by Board Member Langston. The motion passed unanimously.

**Agenda Item IX.**

Item Summary:

Discussion Summary:

Uptown MWBE Report, LG Final Report-Uptown Redevelopment Activity

Luretha Phillips presented a final report of Uptown redevelopment activity comprised of each project's component and outlining MBE/WBE participation in the redevelopment activity--which included the following:

1. Uptown Phase I and Phase II Projects and Activities

2. Public-Private Investment Summary
3. Lauderdale Courts Historic Before and After Rehab
4. Hurt Village Redevelopment
5. Neighborhood Single and Multi-Family Developments
6. Neighborhood Housing Partnership with Habitat, Bearwater Subdivision and Jimmy & Rosalynn Carter Work Project
7. Habitat New Construction [Scattered Sites] – Affordable Single-Family Houses
8. Affordable Rental Houses by Promise Dev. Corp
9. Affordable Housing Development Incentive [AHDI] Program
10. Uptown Manor Senior Housing
11. Existing Structure Rehab Program [Single-Family, Commercial and Historic]
12. Infrastructure Improvements [Streets, Alleys, Sidewalks, Lighting]
13. Neighborhood Parks & Community Space
14. Parking Facilities
15. Trees & Landscaping

\*Chairman Martin stated that the Agenda Items (X, XI, XII, and XII) will be “Tabled” until the next meeting.

Mr. Murray distributed a status report of PGAV scope of work; and EDGE polices on financial transactions and accountability.

**Agenda Item XIV.**

Item Summary: Unfinished Business  
 Discussion Summary: Board Member Langston wanted to know if the CRA Executive Director position could be shared for potential candidates. Chairman Martin stated to wait until the Job Description and everything gets approved.

**Agenda Item XV.**

Item Summary: New Business  
 Discussion Summary: None.

**Agenda Item XVI.**

Item Summary: Next CRA Meetings: Policies & Procedures Committee Meeting – Recommendations for Amendments to CRA MWBE Participation Goals, Tracking, & Reporting-May 18, 2017; Board Meeting-June 1, 2017  
 Discussion Summary: Ms. Langston stated she would be out of town on May 18 and Ms. Woods stated that she would be out of town, May 16<sup>th</sup> thru 26<sup>th</sup>. Clara Harris stated she would poll for another date to convene the P & P meeting.

**Agenda Item XII.**

Item Summary: Adjournment  
 Discussion Summary: Adjournment: 10:10 A.M.

Respectfully Submitted by:

---

Ann W. Langston, Secretary