

Minutes of the Brookshire Economic Development Corporation Meeting

January 14, 2020

The Brookshire Economic Development Corporation held a Special Meeting on Tuesday, January 14, 2020 in the Brookshire Municipal Building located at 4029 Fifth Street, Brookshire, Texas.

The meeting was called to order at 6:08 p.m. by President, Marilyn Vaughn.

Agenda Item #1 Prayer

Director, Lee Jones

Agenda Item #2 Pledge to the U.S. Flag, Pledge to the Texas Flag.

Director, Warren Connor

Agenda Item #3 Roll Call.

Present:

President, Marilyn Vaughn
Vice-President, Sandra Olson
Secretary, Nathaniel Richardson
Director, Mistie Flores
Director, Warren Connor
Director, Lee Jones

Also, Present:

Attorney, Justin Pruitt
Coordinator, Mike Barnes
Administrative Assistant, Vickie Casto

Absent:

Treasurer, Lyndon Stamps
Recording Secretary, Claudia Harrison

Agenda Item #4 Public Comments.

Justin Bagley addressed the board and stated he came for the discussion on #5 of the baseball fields at Hovas park.

Ms. Vaughn asked if he was affiliated with him (Eric Nedd).

Mr. Bagley replied no and added that he (Mr. Bagley) was a head coach for a select baseball team, the Katy Regulators. They are a 509-baseball team and they are in the process of trying to identify fields, and as they know its hard to find fields here. They saw the Hovas park and thought it might be a good opportunity for them to work with the city, in events of trying to offer maintenance of the fields and allowing them to practice on them as well as hosting tournaments and giving proceeds and revenue to the city off those tournaments. Don't have a formal layout for it here; but it might be a good opportunity to stage.

Ms. Vaughn thanked him and asked if he had some contact information that he could give to the administrative assistant.

Mr. Bagley replied yes.

Agenda Item #5 Discussion and possible action regarding usage of baseball fields at Hovas Park. Eric Nedd

Ms. Vaughn stated that she didn't see Mr. Nedd here tonight so they would move onto next agenda item.

Agenda Item #6 Discuss and appropriate action regarding live streaming, Myan Technologies, LLC / Pete Wilcox & Bacardi Bryant

Ms. Vaughn then asked Ms. Casto if the representative was there.
Ms. Casto replied no.

Ms. Vaughn stated they would move onto agenda item #7.

Mr. Bryant addressed the board and stated they were to bring back the amended proposal and he believed Pete had sent something over.

Several replied an amendment.

Mr. Bryant stated that he (Mr. Wilcox) was a little way out with the printed copies of the proposal.

Ms. Vaughn then moved to agenda items #10

Returning from Agenda Item #15

Mr. Bryant stated that Mr. Wilcox was a few minutes out but he could go over the amendment ...

Ms. Vaughn asked if that was the V2 version?

Mr. Bryant said he thought they had one that was slightly different.

Ms. Vaughn confirmed she/they did not have the latest one.

Ms. Olson said they could move it to next month.

Ms. Vaughn said no, he's on his way and will go ahead and take care of it.

Mr. Bryant thanked them for their patience.

While they were waiting in conversation Attorney, Pruitt stated a couple of things in his (Mike Barnes) report ... the Grundfos building is going to be ... he knows the architect on that project and it's Leed Platinum...

Mr. Barnes stated that they had highlighted that and talked about being Leed being environmental sensitive in their presentation. He doesn't think any of them yet realize what kind of an impact that it's going to be.

Ms. Vaughn said yes, she did.

Mr. Barnes said he wasn't badmouthing them; he's just saying its just going to totally shift ... with that going on with the 300 acers that they now have they can keep the political in check and the political want-a-be's. they have a genuine story. They've had a good story; but they'll have a greater story to tell and a good positive location now. They've done a great job.

Mr. Pruitt asked what the timeline on the 300 acres was.

Mr. Barnes stated they have a 1.2 million speck that they are kicking tires on now.

Mr. Pruitt said he knew they were talking about doing an enterprise zone and all that.

Mr. Barnes said he's told them the door is open, they're not hesitant or shy about asking; but they are great to work with.

Ms. Vaughn said it seemed like he'd enjoyed ...

Mr. Barnes stated he sees having a 300-acre business park as that missing piece that they haven't had.

Ms. Vaughn said a lot of time when they ask you for space and footage ...

Mr. Barnes said that's when we have to say sorry. They have a tract just outside the city ... he and Mr. Richardson showed that property one rainy morning and he was chastised severely for submitting it. These guys are well financed, they'll do phenomenal marketing themselves.

Mr. Willcox arrived and apologized for being late. He passed information to the board members. He added that they would look at the amendment first. After the last meeting ... they stated that they wanted to include the city council as well. Then they talked

about some training for some employees, and at that time they were going to give them 60 days' worth of training. So, after the last meeting they wanted to make sure they gave them as Ms. Vaughn put it ... white glove service. So, they took care of that for them. For the first 12 months they'll give them that white glove service so, that's fall support and house support. They will actually have someone every single meeting for those first 12 months ... EDC and the council meeting? He asked if that was correct.

Several acknowledged yes.

Mr. Willcox continued by saying that would do a couple of things for them. That even includes the support for working with their web-developer to make sure that they help him design the web-site so who someone is on their web-site they can easily get over to the YouTube web-page. All that is included for that first full year, and that came from the conversation at the last meeting. It also includes another device that wasn't included originally, it's called NOZ what that is it's a storage ... they said they will put all the videos on YouTube and again he believes they said they weren't sure of what the retention was going to look like. So, he just wanted to make sure that the videos would be inhouse. If something happens to YouTube, you'll always have your own copy here inhouse secured. So, that's all included in the amendment based on the conversation they had the last time. He then asked if they had any questions.

Mr. Pruitt, said that besides the things he's (Mr. Willcox) provided ... to draft up just a general vender agreement and the point is just there's a straight contract between them and board. With this it anticipates these you have would be included and also the support services he's talking about if he could list those out so they know what it is.

Mr. Willcox said what it includes, to protect them from lightning ... the act of God they are not liable for that...it'll all be in the verbiage on the contract.

Everyone was talking at the same time and hard to understand.

Ms. Vaughn asked for the total.

Mr. Willcox said that was the amendment...then there is an addition to the original proposal it came up to 16,632. He added he had a couple of options. The options be based on ...

Mr. Jones asked what the final number was.

Mr. Willcox wanted to know if they wanted the final number with out the options and everything?

Ms. Vaughn said for the amendment.

Ms. Olison confirmed that the amendment is an addition to the original bid. The 16 is being added to the original ...

Everyone talked at the same time.

Mr. Willcox stated it was 38,895.05

Ms. Olison again confirmed with the live stream amendment?

Mr. Willcox stated that was correct.

Ms. Vaughn confirmed that the first 12 months would be included?

Ms. Olison said he was giving them some other things that's got to be a reason that he brought this to their attention. So, she would like to hear what the options are and what they mean.

Mr. Willcox said the optional items means you don't have to have it but they definitely recommend it. Part of that ... they don't know how much space they have in their rack. The rack usually has limited space so they are bringing in NOZ they are bringing in the computer, they're bringing in additional equipment that may not all fit in that rack. They also recommend a battery backup, the machine that they're using is basically a computer. Computers usually don't have a backup when there are power situations, it protects the device and adds longevity to the device.

Mr. Jones said that's the way to do it.

Mr. Willcox continued and said it should also have what they call a power conditioner. Basically, it's like a surge protector.

Several stated they needed that and continued to talk at the same time.

Ms. Olson asked if they heard her question and everyone replied no. She then asked about the bandwidth because that is the component for all this to work properly and to be fully functional.

Mr. Willcox said initially what they talked about before they have to record it, save it then when they are out of the office, they will up-load it overnight and that's included for the first 4 months. Once the bandwidth is on their Bata stream live.

Ms. Olson asked if they have an issue and they need to upgrade their bandwidth with the telephone company and they will be able to recommend what they need to upgrade or what their specks need to be fully functional. That's not labor with them working that's just your recommendation? Is that included in their white glove service?

Mr. Willcox stated he didn't include it but he's just doing that because he knows what it takes and he has certain people that he works with he can make a couple of phone calls and the labor will never be charged to them.

Ms. Vaughn asked if that was in writing?

Mr. Pruitt said put everything in the scope of service.

Ms. Vaughn confirmed that right now they were talking about over 41,000 ...

Everyone continued to talk ...

Ms. Vaughn asked after the 12 months ...

Ms. Olson said maintenance and support ...

Mr. Willcox said they would go from there then if they decided they want additional services then they'll take care of it.

Ms. Olson asked if they did maintenance like just in general like after the 12 months will they do a maintenance check, like when they come out and check your air conditioner when it's cold, they service it when it's hot ... is that something that ...

Mr. Willcox stated they have a program that monitors the computer system that tells him if there's something that's been changed on it, it there's an update for it. It's pretty much automatic and he'll make sure he includes that.

Ms. Vaughn confirmed there was no tax.

Mr. Willcox said correct, he heard them loud and clear the last time.

Mr. Olson then ask what the final number was.

Mr. Bryant replied 41,731.54.

Ms. Vaughn asked if there were anymore questions because their attorney was going to take care of the agreement ... right?

Mr. Pruitt stated they'll have everything ready to go and they'll see that amendment will get in ...

Ms. Vaughn said if they were in agreeance then she needed a motion.

Mr. Jones said it was still on the floor.

Ms. Vaughn questioned that he made the motion, that he didn't say 41 ...

Motion was made to approve live streaming not to exceed in the amount of 41,731.54.

Director, Lee Jones / Director, Warren Connor

All For
Motion Carried

Ms. Vaughn move to agenda item #18

Agenda Item #7 Discuss and possible action regarding new slide set at Hovas Park.

Ms. Vaughn stated that she knew that they had Mr. Aranda there and unfortunately Mr. Gilberts mom has passed so he won't be with them but he did leave his information. She then invited Mr. Aranda to make his presentation and apologized that it's taking some time.

A. Kraftsman / Gilbert Fragosa Gilbert

B. All Aquatics & Kids Playground, LLC. / Auggie Aranda

Mr. Aranda addressed the board and stated he had been doing some quick follow-ups and making sure they are staying on top of this. Ms. Vickie had asked for them to come out and answer any questions that they may have so, he is there at their disposal.

Ms. Vaughn asked if anyone had any questions.

Ms. Vaughn asked if he could refresh their memories as it had been some time ... on which equipment was his.

Mr. Aranda then went over the equipment and pricing on the three proposals that he had offered them. He let them know there had been some revisions on pricing since the first of the year.

Ms. Vaughn pointed out that they were tax exempted.

Mr. Aranda stated that could be modified once a decision is made and his accounting department gets in the process, they'll counter all that information in. He then continued to go over the quotes and the equipment.

Mr. Connor asked about the fall protection ...

Mr. Aranda said that it was wood fiber so it does have a certification to it ... so it would be a wood fiber not a rubber.

Mrs. Flores asked if it was wheelchair accessible.

Mr. Aranda said the unit as wheelchair accessible although they did not put a wheelchair accessible ramp. They can leave it open ... so they can open the timbers and it acts like a ramp, and grate it out so that it will have a nice slope so they are able to get up on it. Or they can actually put an addendum on this and say let's put an actual ramp on that, good question. He went on to add that that particular unit comes with a 100-year warranty on post and decks. The plastics are a 10-year warranty and the fabric he believes has a 4 years warranty or 5 years warranty pro-rated. He continued to explain the equipment.

Ms. Olson asked that the shipping and handling is reference to the supplies?

Mr. Aranda stated that was in reference to the product ... shipping of the EWF.

Mrs. Flores asked if there were 2 charges for the shipping and handling.

Ms. Vaughn said PE only

Mr. Aranda stated that he was buying from 2 different companies. So, one company is charging \$1,700 to get their equipment here and the other company is charging \$2,600; but they have the EWF and fiber in there as well. He then went on to state that they had existing equipment there, they put a cost of 2,145 to remove everything ... make it a clean slate and place the new stuff down, as he directed them to above the shipping cost. It will contain about 65 yards of EWF engineer wood fiber, and roughly 25 timbers. It will also have a weed barrier put down before they put the EWF down so you don't have weeds growing through it. They have a 14 month install warranty as an individual. So, All Aquatics has a 14 month not 12-month workman ship that includes the defective parts or anything from the main factor, that's just their own standard install warranty.

Ms. Olson confirmed the price was for the unit he just spoke on and the bouncer.

Mr. Aranda confirmed for the 3 items and the EWF and timbers.

Mr. Aranda then moved to the next unit and went over the items, pricing and warranty. And stated they had a sale on this unit in 2019 and he called the manufactory to make

sure they would honor the 20% discount which is a lot better than anybody's discount they could receive. He added that they come with a 25-year warranty and they are very cost effective. He stated that he had several of those units all throughout Houston. This unit is also carrying an ADA transfer deck.

Mrs. Flores wanted to know if this one came with a shade with it.

Mr. Aranda replied no, it just carries the plastic roof. He then moved on to explain the third unit. He stated that they make sure they meet all the CPS guidelines on their playgrounds for fall distances and fall surfaces protection. It carries an ADA accessible deck. They kept the same price for removal ... for anything that needed to be removed ... same price on all their quotes. In 2020 they included a 20% discount as well so, they've rolled that over from September 2019 for them.

Mr. Aranda stated as he ended his report that he thought that they had covered around different things that they can do. If there is anything they want to change or look at and do differently he is available to look; but what he has shown them is what they had put together for them to give them a starting point between price points. He then asked if they had any questions. Then he asked if there was any anticipation date as to when they are going to make a decision on it? He's just trying to get an idea to if they are moving through this ... about what time they'd be moving through this.

Ms. Vaughn stated that they only meet once a month.

Mr. Aranda said the last time they met they didn't have this many people.

Ms. Vaughn said that to be fare ... Mr. Gilberts mom, that he needs to be put on the next agenda.

Mr. Aranda said he understood.

Ms. Vaughn said so the board could ask questions, and be fare and they could make a decision at that time.

Mr. Aranda said he wouldn't won't anything any different. He wants them to get what they want. Then add for them to remember that if they decide they want something different or the configuration a little different he will be willing to come back and meet with them and give them a little bit more ideas of what they are wanting ... so, he is available.

Agenda Item #8 Discuss and possible action on economic development for Sporting Complex. / Sandeep Gupta

Ms. Vaughn addressed the subject to Coordinator, Mike Barnes.

Mr. Barnes then asked if they could combine agenda line item #15 ... for the executive session and include Sandeep Gupta presentation.

Executive Session
6:28 p.m. – 7:04 p.m.

No Action

Mr. Barnes addressed Mr. Gupta and stated what he will need to move forward, to get it to him ASAP ... the commitment of the structure of the corporation that it's going to be a LLC that's assuming it's going to be that ... and that he is committed to that for the duration of the project. In other words, 6 months out, you can't turn him into a 501C3. He then asked Mr. Gupta if he understood and he replied yes. He added that he needed the specific financials on the entire project including the restaurant ... even throw in the hotel. If he could get that and the commitment and his timeline. Are you going to start tomorrow or it's going to be completed in 2 years, start 18 months and be completed in 4?

Mr. Gupta stated he wanted to begin it this year.

Mr. Barnes told him to get that to him in writing, and confirmed with Mr. Gupta that he had his e-mail and replied yes.

Mr. Barnes then stated that then they will come back and the board will vote on it at the next meeting. Again, stressed to get the information to him as soon as he could, then he can start to work on it.

Ms. Vaughn then moved back to agenda item #6

Agenda Item #9 Report on Financials for December 7, 2019 Business & Expansion Program. / *Administrative Assistant, Vickie Casto*

Ms. Vaughn stated that they had all the information in front of them. She then stated that she was confused because at the bottom she had ... she asked if she (Ms. Casto) was letting them know what it was in 2018.

Ms. Casto replied, yes.

Ms. Vaughn said it was a little more this year than it was last year.

Mr. Richardson stated that it wasn't going to stay the same.

Ms. Vaughn said she just wanted them to see because they had a lot of people to RSVP and didn't show.

Mr. Richardson said that was going to happen.

Mr. Jones said he wanted to thank everyone for letting him be the toast master for his brief second. It went quickly; but he thought he did a good job.

Ms. Vaughn thanked him for doing that for them, and added that he would probably would have that job next year.

Mr. Jones said he appreciated the opportunity.

Ms. Vaughn then asked Ms. Casto if she wanted to add anything or if anyone had any questions. They had the report in front of them and if they had any questions, they could contact Ms. Casto later ... it is what it is.

Ms. Vaughn then move to agenda item #11.

Agenda Item #10 Discuss and possible action on setting December 5, 2020 for the 14th annual Business & Expansion Program at Hemi Hideout.

Mr. Jones asked if it would conflict with the parade.

Ms. Vaughn stated she's sure it is, it probably will ... the first week-end ... the City parade.

Mr. Jones added the basketball tournament.

Ms. Vaughn said the basketball tournament is the second weekend, and added that she would make sure that it is. This is the first weekend so; she needed a motion if that's what they wanted.

Motion was made to have the 14th annual Business & Expansion Program at the Hemi Hideout on December 5, 2020.

Director, Lee Jones / Director, Mistie Flores

All For
Motion Carried

Ms. Vaughn moved to agenda item #9

Agenda Item #11 Discuss and possible action renewing Waller County WEDP membership.

Ms. Vaughn stated 1250.

Mr. Jones wanted to know if this was the group that had a problem with ...

Ms. Vaughn replied yes, it is.

Motion was made to renew the Waller County WEDP membership.

Vice-President, Sandra Olson / Director, Lee Jones

All For
Motion Carried

Agenda Item #12 Discuss and possible action regarding 2020 Sponsorship for West I-10 Chamber Awards Banquet.

Mr. Jones wanted to know how much.

Ms. Vaughn stated that they normally do the 1,000 sponsorship ... they normally do the silver.

Motion was made to do the silver sponsorship for the 2020 West I-10 Awards Banquet.

Director, Lee Jones / Vice-President, Sandra Olson

All For
Motion Carried

Agenda Item #13 Update landscape: / Alex Chachere, Junction Landscape

A. Water feature / fountain

B. Welcome Rock S. FM 359

Ms. Vaughn stated unfortunately he was unable to make it so this would be back on the next agenda.

Agenda Item #14 Discuss and approve minutes of the BEDC Special Meeting for October 8, 2019.

Motion was made to approve the minutes of the BEDC Special Meeting for October 8, 2019.

Director, Lee Jones / Director, Warren Connor

All For
Motion Carried

Agenda Item #15 EDC Coordinator's Report / Mike Barnes

Mr. Barnes addressed the board and directed them to their packets for his newsletter and report. He wanted to highlight a couple of things. He had asked Ms. Vickie to also include the news worthy that the Texas Economic Development Council puts out each week. If they will notice how they had Grundfos featured in there twice ... Brookshire featured twice with the Stream 300-acre project and Grundfos project. Carleton Swab that they all know was kind enough to put that in and distribute it through out the TEDC network, which he is very grateful for.

Mr. Barnes added that he thought that the Business Expansion event was a stellar event. The Grundfos guys really appreciated the hospitality exhibit by all of them. They enjoyed getting to know them better. One of the things that he's very pleased is that you don't see in recent days by not having to interact with the web designer, Ms. Vickie has the patience of Job, and did a Youmans job of doing that.

Ms. Vaughn said she and the board appreciated the work that both of them had done.

Mr. Barnes stated they've gotten some pretty positive comments. He had a meeting here on site with the Governor's office representative for this district, Betty Russo. Many of

them might recall a speaker about 3 years ago, and he planted the seed with her and will follow it up. The new duly appointed executive in that position is a young lady by the name of Adriana Cruz, and she happens to be a friend of his. If they can get Grundfos to announce their 30-50-million-dollar North American headquarters and with their consent he will try to pursue the governor to attend. Regardless of one's political affiliation ... Ms. Vaughn said this is business

Mr. Barnes replied that this is business and added that he may have an interest being in the Houston media demonstrating is office assistance etc. Weather they can pull that off or not he doesn't know in addition to Betty; but he will talk to Adriana once that gets closer to the deal.

Mr. Barnes stated that he wanted to remind them that he has a contract that say's according to the attorney that he has to perform a community assessments / strategic plan. With their consent he'll try to put together and get it to them some of the things they need to do to get that going. He would like to get that going ASAP. He does not have a feel right now for what their next month agenda is going to be like. It looks like they're going to have at least 2 items from here?

Ms. Vaughn said it would be quick, and what every he needed just let them know.

Mr. Barnes said he was just wondering, and he will pull the contract to make sure; but to comply it might be beneficial to do one of the focus groups just during the board meeting, if that's agreeable because they are already here. As appose have having them come back on some other day, if that's agreeable to them ... he will send them some stuff so they will know what he is talking about and get it distributed out. Maybe they can do that at a board meeting and get the first part knocked off.

Mr. Barnes let them know that TEDC was coming up next month in College Station. He didn't know if any of them planed on going, he's not requesting that they sponsor it. He'll wait for a bigger attendance before they do that. He does not think this one will be as largely attended. But he respectfully requests that they sponsor for him to go.

Ms. Vaughn said they could do that.

Mr. Barnes added that they had a good relationship with that organization, their leadership trust them and obviously they get a good thing from them. He then asked if they had any questions. He then stated that the Stream Reality guys are praising their positive attitude every time he talks with them. They appreciate everything that they as an EDC has done. They appreciate everything that they as a City Council has done. Their hard work on the land amendments in terms of those things. They recognize and contrast and compare that with another one of their allies that they don't know how much help they're getting from in that arena. He believes he was at a meeting where they were and they didn't want any more distribution projects.

Ms. Vaughn stated she heard.

Mr. Barnes asked if that had anything to do with them being in Brookshire?

Mr. Richardson said he had a question. The new county building on 90 ... what relationship to that property is that building?

Mr. Barnes stated he thought it was just a sliver of land that the county has the title to and the other guys bought all the land around it. He added that he's kicked that tire a few times. He believes that was two separate real estate transactions and sliced that piece off ... before Stream closed ... then he wanted to confirm that he had sent them all e-mails that they had closed back in November around Thanksgiving.

Ms. Vaughn replied yes.

Mr. Barnes stated for the first time in a long time they are able now and they'll see it reflected in his report to respond to RFP's that are seeking land that is within Brookshire because of that very 300-acre development. They now have a business park that they can

now market. They have proposals out on at least 3 projects and those guys are very good to work with, he appreciates all that they've done in that regard.

Mr. Jones stated he'd rather promote Brookshire than hold a grudge against those organizations because of his color.

Mr. Barnes stated he was a better man than he was ...

Mr. Jones said both organizations not just one.

Mr. Barnes said he hoped he recognized the intent which he just said that.

Mr. Jones replied yes.

The meeting then moved back to agenda item #6

Agenda Item #16 Executive Session.

Notice is hereby given that the Brookshire Economic Development Corporation may go into Executive Session in accordance with the following provisions of the Government Code: Sec. 551.071 (1) (A) pending or contemplated litigation; 551.071 (1) (B) a settlement offer; Sec. 551.071 (2) an attorney-client privilege/relationship Sec. 551.072 the purchase, exchange, lease, or value of real property; 551.087 (1) to discuss commercial or financial information that the Corporation has received from a business prospect that the Corporation seeks to have locate, stay, or expand in or near the City of Brookshire with which the Corporation is conducting economic development negotiations; Sec. 551.087 (2) to discuss the offer of a financial or other incentive to a business prospect that the Corporation seeks to have locate, stay, or expand in or near the City of Brookshire.

6:28 p.m. – 7:04 p.m.

No Action

Agenda Item #17 Report and Action following Executive Session

N/A

Agenda Item #18 Adjournment.

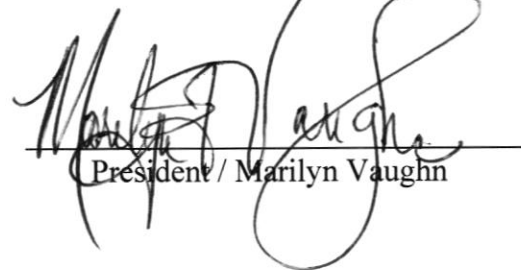
Motion made to adjourn

Director, Lee Jones / Vice-President, Sandra Olson

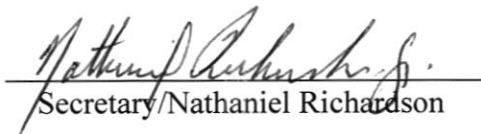
All For
Motion Carried

(8:46 p.m.)

It is possible that a quorum of the Brookshire City Council may be present at the meeting and participate in the discussion of the items on the agenda. No official action of the Brookshire City Council will be taken at this meeting.



President / Marilyn Vaughn



Secretary / Nathaniel Richardson

Prepared by Vickie Casto