

**JOINT MEETING OF THE MCKINNEY CITY COUNCIL,
MCKINNEY COMMUNITY DEVELOPMENT CORPORATION (MCDC) &
HISTORICAL PRESERVATION ADVISORY BOARD (HPAB)**

DECEMBER 7, 2021

The City Council of the City of McKinney, Texas, met in joint session with the McKinney Community Development Corporation, and the Historical Preservation Advisory Board in the City Hall Council Chambers, 222 N. Tennessee Street, McKinney, Texas, on Tuesday, December 7, 2021 at 4:00 p.m.

City Council Present: Mayor George Fuller, Mayor Pro Tem Rainey Rogers, and Council Members ~~Charles Philips~~, Geré Feltus, Frederick Frazier, Rick Franklin, and Justin Beller.

Council Member Philips joined the meeting at 4:17 p.m.

McKinney Community Development Corporation (MCDC) Members Present: Chair Angela Richardson-Woods, Vice Chair Kathryn McGill, Treasurer Mary Barnes-Tilley and Board Members Rick Glew, Jackie Brewer, David Kelly, and David Riche.

~~McKinney Community Development Corporation-MCDC~~ Members Absent: Board Member Deborah Bradford.

Historical Preservation Advisory Board (HPAB) Members Present: Chair ~~Better Betty~~ Petkovysek, Vice Chair Tim McWilliams, and Board Members ~~Nina Dowell-Ringley~~, James West, Johanna Friedel, David O'Dell, ~~Chris Tovar~~, and Mallori Hanes.

~~Historical Preservation Advisory Board Members absent~~ HPAB Members Absent: Board Member ~~Eric Hagstrom~~ ~~Chris Tovar~~

City of McKinney Staff Present: City Manager Paul Grimes, Assistant City Manager Barry Shelton, Assistant City Manager Kim Flom, Assistant City Manager Steve Tilton, City Attorney Mark Houser, Strategic Services Manager Trevor Minyard, City Secretary Empress Drane, Deputy City Secretary Joshua Stevenson, City Secretary Administrative Assistant Blenda Sims, City Secretary Records Specialist Juametta Terrell, MCDC President Cindy Schneible, MCDC Administrative & Marketing Coordinator Linda Jones, Executive Director of Development Services Michael Quint, Director of Planning Jennifer Arnold, Planning Manager Paula Nasta, Director of Parks & Recreation Michael Kowski, and Facilities Construction Manager Trish Jackson.

There were approximately six (6) members of the public present in the audience.

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Mayor Fuller called the meeting to order at 4:08 p.m. upon determining a quorum of the Council was present.

Chair Richardson-Woods called the meeting to order at 4:09 p.m. upon determining a quorum of the Board was present.

Chair Richardson-Woods called for Public Comments on Agenda items. There were none when called for.

Chair Richardson-Woods called for the Joint City Council and MCDC Agenda items.

- 21-1065** Conduct a Public Hearing and Consider/Discuss/Act on an Amendment to a Lease Agreement Executed Between McKinney Community Development Corporation (Landlord) and TUPPS Brewery, LLC (Tenant) for Project #20-09, to Increase Funding From MCDC to the Amount of Thirteen Million Three-Hundred Thirty-Three Thousand Two Hundred Sixty-Two and No/100 Dollars (\$13,333,262.00) and to Further Include Additional Lease Provisions for Required Direct Tenant Funding, including Funding Originating from the City of McKinney, Texas, to Establish Sufficient Funds to Meet All Eligible Project Costs Contained in the Approved Budget for the Rehabilitation and Revitalization of the Property Located at 402 E. Louisiana Street, McKinney, Texas, to Create a World-Class Cultural and Entertainment Destination to Serve as a Catalyst for Economic Development in McKinney, Texas, Require Approval of Guaranteed Maximum Price for the Project by December 31, 2021, and a Project Completion Date of December 31, 2022.

The TUPPS presentation will be included in the appendix of this meeting at "Appendix A – TUPPS Brewery Presentation".

MCDC Board unanimously approved the motion by Board Member Brewer, seconded by Board Member Kelly, to close the public hearing.

MCDC Chair Richardson-Woods called for Executive Session at 4:30 p.m., in accordance with the Texas Government Code:

A. Section 551.071(2) Consultations with Attorney on any Work Session, Special Session, Joint Session, or Regular Session agenda item requiring confidential attorney/client advice necessitated by the deliberation or discussion of said items (as needed)

B. Section 551.071 (A) Pending or contemplated litigation

C. Section 551.072. Deliberations about Real Property

D. Section 551.074. Personnel Matters

E. Section 551.087. Deliberation Regarding Economic Development Matters

- Project 20-09 TUPPS Brewery and Entertainment Destination

Mayor Fuller called for Executive Session at 4:30 p.m., in accordance with the Texas Government Code:

A. Section 551.071(2) Consultations with Attorney on any Work Session, Special Session, Joint Session, or Regular Session agenda item requiring confidential attorney/client advice necessitated by the deliberation or discussion of said items (as needed)

B. Section 551.071 (A) Pending or contemplated litigation

C. Section 551.072. Deliberations about Real Property

D. Section 551.074. Personnel Matters

E. Section 551.087. Deliberation Regarding Economic Development Matters

- Project 20-09 TUPPS Brewery and Entertainment Destination

Mayor Fuller and Chair Richardson-Woods reconvened from Executive Session and reopened the Joint Session at 4:59 p.m.

- 21-1065** Conduct a Public Hearing and Consider/Discuss/Act on an Amendment to a Lease Agreement Executed Between McKinney Community Development Corporation (Landlord) and TUPPS Brewery, LLC (Tenant) for Project #20-09, to Increase Funding From MCDC to the Amount of Thirteen Million Three-Hundred Thirty-Three Thousand Two Hundred Sixty-Two and No/100 Dollars (\$13,333,262.00) and to Further Include Additional Lease Provisions for Required Direct Tenant Funding, including Funding Originating from the City of McKinney, Texas, to Establish Sufficient Funds to Meet All Eligible Project Costs Contained in the Approved Budget for the Rehabilitation and Revitalization of the Property Located at 402 E.

Louisiana Street, McKinney, Texas, to Create a World-Class Cultural and Entertainment Destination to Serve as a Catalyst for Economic Development in McKinney, Texas, Require Approval of Guaranteed Maximum Price for the Project by December 31, 2021, and a Project Completion Date of December 31, 2022.

MCDC Board unanimously approved the motion by Board Member Brewer, seconded by Board Member Glew, to approve an Amendment to a Lease Agreement Executed Between McKinney Community Development Corporation (Landlord) and TUPPS Brewery, LLC (Tenant) for Project #20-09, to Increase Funding From MCDC to the Amount of Thirteen Million Three-Hundred Thirty-Three Thousand Two Hundred Sixty-Two and No/100 Dollars (\$13,333,262.00) and to Further Include Additional Lease Provisions for Required Direct Tenant Funding, including Funding Originating from the City of McKinney, Texas, to Establish Sufficient Funds to Meet All Eligible Project Costs Contained in the Approved Budget for the Rehabilitation and Revitalization of the Property Located at 402 E. Louisiana Street, McKinney, Texas, to Create a World-Class Cultural and Entertainment Destination to Serve as a Catalyst for Economic Development in McKinney, Texas, Require Approval of Guaranteed Maximum Price for the Project by December 31, 2021, and a Project Completion Date of December 31, 2022.

21-1066 Consider/Discuss/Act on a Request by TUPPS Brewery, LLC to Execute a Construction Contract for Construction Manager at Risk (CMAR) Services with SpawGlass Contractors, Inc. of Fort Worth, Texas for a Guaranteed Maximum Price (GMP) in the Amount of Eleven Million, Three Hundred Twenty-Seven Thousand One Hundred Seventy-One and No/100 Dollars (\$11,327,171.00) for Construction Related to Project #20-09, Rehabilitation and Revitalization of the Property Located at 402 E. Louisiana Street, McKinney Texas to Create a World-Class Cultural and Entertainment Destination in McKinney, Texas

MCDC Board unanimously approved the motion by Board Member Glew, seconded by Vice Chair McGill, to approve a Request by TUPPS Brewery, LLC to Execute a Construction Contract for Construction Manager at Risk (CMAR) Services with

SpawGlass Contractors, Inc. of Fort Worth, Texas for a Guaranteed Maximum Price (GMP) in the Amount of Eleven Million, Three Hundred Twenty-Seven Thousand One Hundred Seventy-One and No/100 Dollars (\$11,327,171.00) for Construction Related to Project #20-09, Rehabilitation and Revitalization of the Property Located at 402 E. Louisiana Street, McKinney Texas to Create a World-Class Cultural and Entertainment Destination in McKinney, Texas.

Council approved the motion made by Council Member Philips, seconded by Council Member Franklin, to approve the 380 Agreement as discussed in Executive Session with a vote of 6 - 0 - 1, Council Member Beller abstaining.

MCDC Board unanimously approved the motion by Board Member Kelly, seconded by Treasurer Barnes-Tilley, to adjourn the MCDC Board at 5:02 p.m.

Mayor Fuller called for the Joint City Council and HPAB Agenda item.

21-1087 Consider/Discuss Potential Updates to the McKinney Historic Neighborhood Improvement Zone (HNIZ) Program

Mayor Fuller called for Council, Board Member, and Manager Comments.

Chair Petkovsek expressed her gratitude for the Historic Neighborhood Improvement Zone Program.

Council unanimously approved the motion by Mayor Fuller, seconded by Mayor Pro Tem Rogers, to adjourn the Joint meeting at 5:42 p.m.

The video recording of this meeting is available through the City of McKinney meeting archives.

[These minutes approved by:](#)

[Historical Preservation Advisory Board on January 6, 2022](#)

BETTY PETKOVSEK, HPAB Chair

[McKinney Community Development Corporation on January 27, 2022](#)

ANGELA RICHARDSON-WOODS, MCDC Chair

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McKinney City Council on February 1, 2022

GEORGE C. FULLER, Mayor

ATTEST:

EMPRESS DRANE, City Secretary

JOSHUA STEVENSON, Deputy City Secretary These minutes approved by:

Historical Preservation Advisory Board on _____,

BETTY PETKOVSEK

HPAB Chair

McKinney Community Development Corporation on _____,

ANGELA RICHARDSON-WOODS

MCDC Chair

McKinney City Council on _____,

GEORGE C. FULLER Mayor

ATTEST:

EMPRESS DRANE

City Secretary

JOSHUA STEVENSON

Deputy City Secretary

City of McKinney, Texas

APPENDIX A – TUPPS Brewery Presentation

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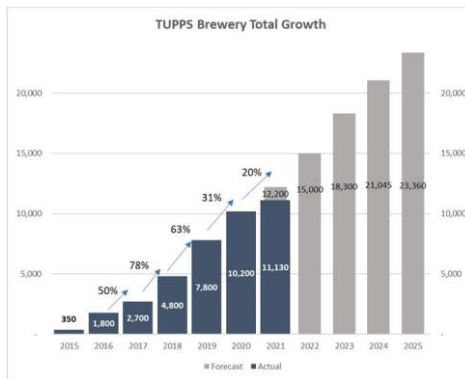
McKinney Grain Site Update

www.TUPPSBREWERY.com
721 Anderson Street,
McKinney, TX 75069

December 7th, 2022

1

Market Growth



2

Market Reach

2015 Self Distribution

BEK North Texas



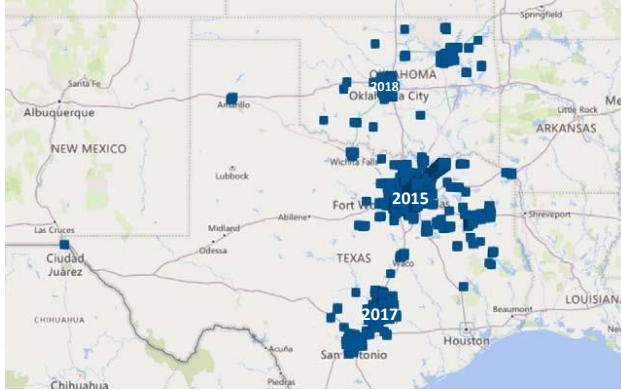
Dynamo Distribution
Austin



Glazers San Antonio



Armada Oklahoma

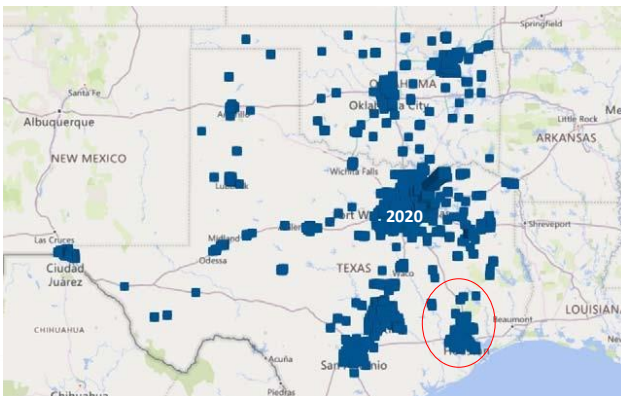


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Market Reach

2019
Growth in current
footprint

2020
Add Houston market



4

Site Execution

Team

- TUPPS owner rep hired July 20th, 2020 (Matador)
- Lease signed September 25th, 2020
- Architect hired October 13th, 2020 (Conduit)
- General Contractor selected December 18th, 2020 (SpawGlass)

Actions to date on pricing for construction

- First cost estimate – January 2021 = **\$15,338,027**
- Sub quoted pricing – May 2021 (50% CDs) = **\$16,833,262**
- Second Round – July 2021 = (95% CD) = **\$18,033,262**
- Third Round based on cuts = (95% CD with narrative) = **\$16,671,534**

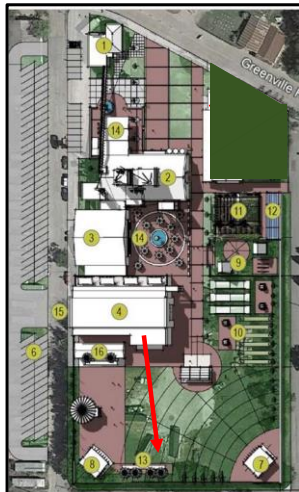
Construction Time-line

Activity ID	Activity Name	Orig Dur	Start	Finish
TUPPS Brewery				
	Milestones	266	18-Nov-21	07-Dec-22
M1160	GMP Executed	0	18-Nov-21*	
M1150	Notice to Proceed for Construction	0	17-Jan-22	
M1170	Brewery Substantial Completion	0		05-Oct-22*
M1200	Barrel Aging Building & Stage Substantial Completion	0		25-Oct-22
M1190	Tap Room & Kitchen Substantial Completion	0		02-Nov-22
M1210	Site Substantial Completion	0		02-Nov-22
M1220	Final Completion	0		07-Dec-22
Permitting & Procurement				
P1000	Site Plan Approval and Permit	25	08-Nov-21	14-Dec-21
P1010	100% Construction Documents	30	08-Nov-21	21-Dec-21
P1030	PEMB Procurement	120	22-Nov-21	12-May-22
P1020	Building Permit	30	22-Dec-21	03-Feb-22
P1040	Structural Steel Fabrication	100	22-Dec-21	12-May-22
Construction				
C1000	Mobilize On Site	5	17-Jan-22	21-Jan-22



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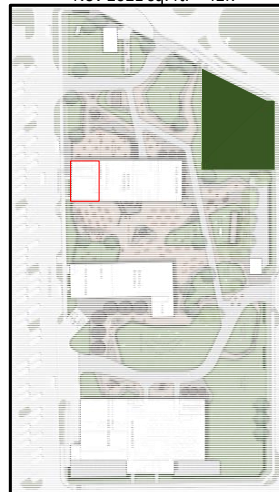
March 2020 sq. ft. = 38K



July 2021 sq. ft. = 48K



Nov 2021 sq. ft. = 42K



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