

**COPY**

June 1, 2018

Spencer Cronk  
City Manager  
City of Austin  
301 West Second St., 3rd Floor  
Austin, Texas 78701

RE: RMMA MDA - Semi-Annual Report / M/WBE update through May 31, 2018

City Manager Cronk,

Per Section 2.6 (c) (iv) of the Master Development Agreement between the City and Catellus, Catellus submits the attached update on M/WBE participation for the period 12/01/17 – 05/31/18.

Please call with any questions,



Carl Paulson  
Vice President  
Catellus Development Corporation



Gregory Weaver  
Executive Vice President  
Catellus Development Corporation

Cc: Greg Canally, City Manager's Office  
Rebecca Giello, City of Austin Economic Development Department  
Christine Maguire, City of Austin Economic Development Department  
Pam Hefner, City of Austin Economic Development Department  
Christine Freundl, City of Austin Economic Development Department  
Jill Fagan, City of Austin Economic Development Department  
Kait Kuzmickas, City of Austin Law Department  
Rick Reed, Dubois, Bryant & Campbell

RMMA  
M/WBE REPORT THROUGH May 31, 2018  
M/WBE RESOLUTION IMPLEMENTATION EFFORTS

Catellus has taken the steps described below to meet or exceed the M/WBE participation and performance requirements at Mueller as defined in the MDA and its M/WBE Resolution.

**REQUIREMENTS OF THE MDA AND M/WBE RESOLUTION:**

The MDA requires Catellus to use good-faith efforts to comply with the M/WBE resolution, which calls for the development and implementation of an Outreach Plan designed to:

- √ Encourage and maximize opportunities for M/WBEs in design and construction
  - Analyze subcontracting opportunities and encourage prime contractors to utilize available M/WBEs.
  - Develop and include an M/WBE policy in contract documents.
  - Assist prime contractors through direct outreach and networking to build awareness of Mueller opportunities with minority stakeholder groups.
  - Monitor compliance and performance on individual contracts and on the Mueller project as a whole.
  
- √ Encourage M/WBE participation in investment opportunities
  - Analyze Mueller Master Plan for component projects where M/WBE businesses and developers can participate.
  - Research and market investment opportunities to M/WBE investors and developers.
  - Solicit M/WBE tenants in retail, commercial, and residential components.
  
- √ Encourage new employment opportunities for Mueller-area neighbors and that hiring be reflective of community diversity.

## COMPLIANCE WITH THE MDA AND M/WBE RESOLUTION:

### Contracting

Catellus passes on its MDA requirements for M/WBE participation to vendors and builders working on master development projects at Mueller. See the attached “Construction Contract Summary” for an update of M/WBE participation specific to Catellus’ work as master developer. These figures summarize M/WBE participation on master development contracts at Mueller to date — contracts that govern work on projects being executed by Catellus as master developer under the terms of the MDA.

- Total M/WBE participation to date for all Mueller master development contracts is 27.49%, for a total of \$45,242,715, of which \$42,869,048 has been paid to date. Work continues on Mueller Section 10A Phase 1 (current participation 44.31%), Town Center Park (current participation 19.34%), Mueller Section 10A Phase 2 and 3 (current participation 17.17%) and Mueller Section 1 Phase B-1 (current participation 59.74%).
- Both Catellus and other developers — such as Mueller’s commercial and multifamily residential builders — also act as third-party “vertical developers” at Mueller. These vertical development projects do not receive public financing and are not governed by the MDA or by the terms of the Catellus M/WBE policy developed to implement the M/WBE Resolution. However, Catellus does encourage these other vertical developers to identify ways to maximize M/WBE participation in this work. Catellus includes provisions in contracts with these other parties calling for a good-faith effort on M/WBE participation.

Catellus also recently completed construction on two buildings in the Aldrich Street town center district: the cinema and diamond buildings. M/WBE participation for construction on these projects by both certified and uncertified vendors and builders was 22% for the diamond building shell and 19% for the cinema building shell, with professional service M/WBE participation at 47% for the diamond shell and 2% for the cinema building.

- Third-party vertical development efforts at Mueller include continued construction by the community’s homebuilders. These builders have reported over time to Catellus work (collectively) with more than two dozen different M/WBE subcontractors. Not all of these subcontractors are certified as M/WBEs with the City, and Catellus continues to encourage and is able to provide support for their efforts to seek certification.
- Master development contract plans going to bid are provided to the City of Austin and minority contractor association plan rooms. Catellus periodically hosts M/WBE-focused contractor fairs for upcoming vertical construction opportunities. These events directly connect M/WBE contractors to Catellus and general contractors working at Mueller to learn about development projects underway or about to begin at Mueller.
- In addition to construction M/WBE participation, Catellus and other organizations responsible for Mueller’s success contract with a number of professional service organizations owned by women and minorities, ranging from legal, auditing, event planning and lifeguard services to native landscape consultants, community outreach professionals and historic building preservationists.

## Tenants and Investors/Local Business

- Opportunities for local and M/WBE investment through single-family home development were promoted widely during the homebuilder proposal process, utilizing an RFQ method across an extensive list of more than 100 candidates. This has resulted in the participation of eight local and M/WBE homebuilders at Mueller to date.

An extensive proposal process was also utilized to identify multifamily developers for several targeted apartment sites. More than 160 firms were contacted with a Request for Qualifications, followed by a selective Request for Proposal. Through this process Diana McIver and Associates (DMA) Companies, a state-certified HUB, was selected to develop an income-qualifying multifamily community for seniors named Wildflower Terrace, which was completed in 2012. Additionally, DMA's second project at Mueller: an income-qualifying multifamily community, Aldrich 51, targeted to support workforce households, is now also complete with nearly 100% occupancy as of May 2018.

- Investment opportunity for commercial owners and tenants throughout the development is facilitated by the wide variety of commercial building types and building sites that are suitable and attainable to small and local businesses. Opportunities range from less than 1,000 square feet to more than 30,000 square feet, and are found on the street level of mixed-use office or residential buildings, in retail shopping centers and as standalone commercial buildings.

This includes opportunities in blocks being developed by Catellus (in its role as a third-party vertical developer), like the established Regional Retail Center and Mueller Market District. It also includes spaces being built and marketed by other third-party developers, such as in the initial Town Center mixed-use buildings—AMLI at Mueller, Mosaic at Mueller and Sync at Mueller (formerly Elysian). Construction models include commercial and retail spaces that have been built-to-suit for an end user as well as retail spaces designed for a tenant to construct finish out, which are often called "first-generation" retail space.

To date, more than 55 small and/or local businesses have opened in or have announced plans to locate at Mueller. Businesses range from trailer eatery entrepreneurs (such as Stone House Wood Fire Grill and Gravy ATX), to incubator spaces where small businesses (such as former food truck Kyoten Sushiko) can invest in brick-and-mortar locations, to large-scale local favorites like Alamo Drafthouse or the Thinkery children's museum.

Additional examples of local businesses at Mueller include: B.D. Riley's, Colleen's Kitchen, Great Nails, J.T. Youngblood's, Lick Honest Ice Creams, L'Oca d'Oro, mmmpanadas, Mosaic Market, Pad Thai, Pushstart Creative, R. Todd Fisher Barber Shop, Torchy's Tacos, Tino's Greek Café, Toy Dojo, TrainLifeFit, Troo Designs Kitchen & Bath, Whole Family Chiropractic, Xian Noodles and Yo So Cool.

Locally owned businesses Lilla & Beth (owned by a Mueller resident), Acai Hut, Lady Quackenbush's Cakery, Chil'antro and University Federal Credit Union are each in the process of completing their retail spaces.

Meanwhile, the Texas Farmers' Market has expanded with a Wednesday evening farmers market at Mueller with more than 50 local and regional vendors.

Also, Catellus announced a collection of locally owned retail trailers are joining Aldrich Street: Soto & Co., Rocket Bikes and Lemon Drop Children's Shop, which is now open. Since the announcement, additional locally owned retailers with trailers have contacted Catellus to explore the possibility of moving their business to Mueller.

Lastly, locally owned and operated Electric Cab of North America, has partnered with Pecan Street, Inc. and Capital Metro to bring last-mile transportation that connects Mueller residents, workers and visitors to Mueller's commercial areas and transit stops.

- Catellus outreach briefings are planned periodically with diverse stakeholders to further inform groups and individuals about local business investment opportunities, MWBE contract opportunities, employment opportunities and residential opportunities. This outreach includes area business and professional organizations, churches and nonprofit organizations.

## Employment

- Catellus has pursued efforts to ensure Mueller reflects the scope of residential and employment diversity contemplated by the community throughout the evolution of the Mueller vision. One dimension of this effort — addressing both cultural and economic diversity — involves exploring ways to promote “live /work” strategies that connect Mueller employment and housing to make both living and working opportunities more attainable to a diverse range of Austinites.

A unique aspect of this effort is Mueller's diverse offering of residential product types, including connected live/work units. Sync at Mueller (formerly Elysian) has five commercial rental spaces on street level with business owners' apartments above. There are also 14 individually and locally owned Shop Houses, where a homeowner can live over a shop below, that are now complete on Robert Browning Street.

In addition, DMA Development Company's current project at Mueller, an income-qualifying multifamily community named Aldrich 51, offers income-qualified apartments in Mueller's affordable homes program serving families who earn 30% -60% of Austin's median family income (MFI) or less. This aligns well with many jobs available within walking distance from Mueller employers, like customer service representatives and assistant store managers at H-E-B, employees at Home Depot, bank tellers and assistant managers at Frost Bank, and administrative, clinical technicians and maintenance employees at Seton.

- Envisioned as an employment center, Mueller is currently home to more than 4,900 jobs. To further encourage the connection between Mueller employers' expansive range of job offerings and Mueller-area neighbors, Catellus launched a page on the development's marketing website, MuellerAustin.com, providing job seekers with the names and website links of employers at Mueller. Where possible, the links take job seekers directly to the organization's careers page. Email and social media efforts sharing this employment resource page reach Mueller's surrounding stakeholders and neighborhood associations to help publicize the tool. Information on Mueller employers' job fairs are also promoted via e-blast to area neighborhoods.

**RMMA**  
**M/WBE REPORT THROUGH May 31, 2018**  
 CONSTRUCTION CONTRACT SUMMARY

PROJECT		CURRENT CONTRACT PARTICIPATION			CONTRACT STATUS	
PROJECT NAME	PROJECT TYPE	CURRENT CONTRACT AMOUNT	CURRENT \$ M/WBE PARTICIPATION	CURRENT % M/WBE PARTICIPATION	TOTAL M/WBE \$ PAID THRU May 31, 2018	CONTRACT STATUS AS OF May 31, 2018
Mueller Section 1 Phase A	Infrastructure	\$10,759,313	\$1,594,203	14.82%	\$1,594,203	CLOSED
Mueller Section 1 - Deconstruction	Deconstruction	\$2,114,956	\$633,117	29.94%	\$633,117	CLOSED
Mueller Section 12	Infrastructure	\$544,243	\$45,806	8.42%	\$45,806	CLOSED
Mueller Section 3	Infrastructure	\$1,799,864	\$474,124	26.34%	\$474,124	CLOSED
Visitors Center & Lake Park Pond	Site	\$5,389,327	\$722,316	13.40%	\$722,316	CLOSED
Northwest Greenway Park	Site	\$1,638,451	\$218,935	13.36%	\$218,935	CLOSED
Visitors Center	Building	\$1,948,946	\$88,502	4.54%	\$88,502	CLOSED
Mueller Section 4	Infrastructure	\$12,392,740	\$3,397,665	27.42%	\$3,397,665	CLOSED
Zach Scott / Airport Boulevard	Infrastructure	\$465,592	\$146,146	31.39%	\$146,146	CLOSED
Southwest Greenway Park	Site	\$2,639,821	\$261,286	9.90%	\$261,286	CLOSED
Mueller Section 4 - Streetscape	Site	\$295,602	\$78,384	26.52%	\$78,384	CLOSED
Southwest Swim Center	Site / Building	\$2,287,551	\$337,990	14.78%	\$337,990	CLOSED
Mueller Section 3 - Robert Browning	Infrastructure	\$426,079	\$133,482	31.33%	\$133,482	CLOSED
Lake Park	Site / Building	\$4,857,372	\$744,257	15.32%	\$744,257	CLOSED
Mueller Section 5	Infrastructure	\$11,249,231	\$3,364,441	29.92%	\$3,364,441	CLOSED
Mueller Section 2 Phase A	Infrastructure	\$1,598,211	\$447,220	27.98%	\$447,220	CLOSED
Mueller Section 5 - Garden Court	Site	\$120,884	\$41,234	34.11%	\$41,234	CLOSED
Airport Boulevard - Streetscape	Site	\$287,438	\$190,814	66.38%	\$190,814	CLOSED
Mueller Section 7 Phase A	Infrastructure	\$1,098,551	\$278,604	25.36%	\$278,604	CLOSED
Mueller Section 5 B59-B and B59-A	Infrastructure	\$1,062,738	\$282,400	26.57%	\$282,400	CLOSED

**RMMA**  
**M/WBE REPORT THROUGH May 31, 2018**  
 CONSTRUCTION CONTRACT SUMMARY

PROJECT		CURRENT CONTRACT PARTICIPATION			CONTRACT STATUS	
PROJECT NAME	PROJECT TYPE	CURRENT CONTRACT AMOUNT	CURRENT \$ M/WBE PARTICIPATION	CURRENT % M/WBE PARTICIPATION	TOTAL M/WBE \$ PAID THRU May 31, 2018	CONTRACT STATUS AS OF May 31, 2018
Mueller Section 6	Infrastructure	\$6,059,405	\$1,872,672	30.91%	\$1,872,672	CLOSED
Mueller Section 2 Phase B	Infrastructure	\$1,080,845	\$310,542	28.73%	\$310,542	CLOSED
Mueller Section 7 Phase B	Infrastructure	\$7,214,100	\$1,806,109	25.04%	\$1,806,109	CLOSED
Mueller Paggi Square	Site / Building	\$462,191	\$68,038	14.72%	\$68,038	CLOSED
Mueller Town Center Paseo	Site	\$833,034	\$404,659	48.58%	\$404,659	CLOSED
Mueller Section 1 Phase C-1	Infrastructure	\$2,322,302	\$704,705	30.35%	\$704,705	CLOSED
District Parking Garage East	Site / Building	\$8,583,787	\$3,023,045	35.22%	\$3,023,045	CLOSED
Mueller Section 7 Phase C	Infrastructure	\$15,716,573	\$4,588,046	29.19%	\$4,588,046	CLOSED
Southeast Greenway Park West and McCurdy Street Park	Site	\$732,856	\$163,878	22.36%	\$163,878	CLOSED
Mueller Section 7 Phase C Medians and Moreno Street Park	Site	\$454,374	\$83,904	18.47%	\$83,904	CLOSED
Southeast Swim Center	Site / Building	\$3,916,764	\$1,368,305	34.93%	\$1,368,305	CLOSED
Mueller Section 2 Phase C-1 and Mueller Section 9	Infrastructure	\$16,398,175	\$5,194,264	31.68%	\$5,194,264	CLOSED
Mueller Section 2 Phase C-2	Infrastructure	\$8,981,911	\$2,760,976	30.74%	\$2,760,976	CLOSED
Mueller Section 9 and Section 2 Phase C-2 Medians	Site	\$698,200	\$105,452	15.10%	\$105,452	CLOSED
Mueller Section 10A Phase 1	Infrastructure	\$12,637,895	\$5,599,967	44.31%	\$4,660,315	OPEN
Mueller Town Center Park	Site / Building	\$7,153,523	\$1,383,783	19.34%	\$843,394	OPEN
Mueller Section 10A Phase 2 and 3	Infrastructure	\$6,266,012	\$1,075,943	17.17%	\$620,733	OPEN
Mueller Section 1B-1	Infrastructure	\$2,088,194	\$1,247,501	59.74%	\$809,086	OPEN
<b>TOTALS</b>		<b>\$164,570,049</b>	<b>\$45,242,715</b>	<b>27.49%</b>	<b>\$42,869,048</b>	

**MUELLER SECTION 10A PHASE 1  
CONTRACT OPEN**

<b>Current Contract Amount</b>	<b>\$12,637,895</b>
<b>Current M/WBE \$ Participation</b>	<b>\$5,599,967</b>
<b>Current M/WBE % Participation</b>	<b>44.31%</b>

**ATTACHMENT F-1**

**PROGRESS ASSESSMENT REPORT (MBE/WBE-PAR) DOCUMENTATION OF WORK SUBCONTRACTED**

(NOTE: This form is for reporting purposes only. Do not submit this document with the CSP.)

Date Received in Catellus Office \_\_\_\_\_

Date of Award: 10/12/16 Contract/Requisition Number: Mueller Section 10A Phase 1

Prime Vendor's Name: DNT Construction, LLC

Vendor Identification (VID) Number:

Total Contract Amount Paid to Date to Contractor: \$11,131,412.78

Document MBE/WBE and NON-MBE/WBE Subcontractors' Information, as applicable below:

The Successful Vendor will be required to submit a form similar to the one below for each subcontractor utilized during the previous month to Catellus by the **5th of each month (or as requested by Catellus)**.

<b>DOCUMENTATION OF WORK SUBCONTRACTED</b>									
VENDOR IDENTIFICATION NUMBER (id)	SUBCONTRACTOR, SUPPLIER NAME(S)	MBE/WBE CERTIFIED (YES/NO)	ETHNICITY	GENDER	DESCRIPTION OF GOOD OR SERVICES PROVIDED	TOTAL CONTRACT \$ AMOUNT FROM LETTER OF INTENT WITH SUBCONTRACTOR	TOTAL \$ AMOUNT PAID THIS MONTH TO SUBCONTRACTOR(S)	TOTAL CONTRACT \$ AMOUNT PAID YEAR TO DATE	PERCENT OF CONTRACT (INTERNAL USE ONLY)
VC0000102723	Avery's Lawn Care	Yes	BL	M	E/S Controls	\$777,311.00	\$5,362.50	\$447,390.27	
DL01157	Industry Junction	Yes	HI	M	Pipes and Fittings	\$2,170,724.23	\$1,355.04	\$2,091,430.39	
VC0000102094	Arrow Fuel	Yes	WO	F	Fuel	\$1,245,000.00	\$0.00	\$1,266,912.12	
VS0000027560	Oviedo Trucking	Yes	HI	M	Trucking	\$408,558.00	\$0.00	\$130,741.31	
TEX4863000	Texas Trucking	Yes	HI	M	Trucking	\$40,000.00	\$59,193.00	\$65,433.00	
V00000916584	CR Electric	Yes	WO	F	Electric	\$852,997.00	\$0.00	\$617,007.47	
V00000918979	Accurate Striping	Yes	HI	M	Striping	\$81,727.00	\$41,400.84	\$41,400.84	
HMMMB31501N0617	Viking Fence	Yes	BL	M	Fence	\$30,930.00	\$0.00	\$0.00	
					<b>GRAND TOTAL</b>	<b>\$5,599,967.23</b>	<b>\$107,311.38</b>	<b>\$4,660,315.40</b>	

MBE/Minority Type: African (Black) American- **BL**  
 Hispanic American-**HI**  
 Asian Pacific American-**AS**

Native Americans - **NA**  
 American Women-**WO**

**NOTE:** If your firm used a minority or woman-owned business that is not MBE/WBE certified, Please enter the minority Type.

Date: 04/30/18

Month of Report: April 2018

**TOWN CENTER PARK  
CONTRACT OPEN**

<b>Current Contract Amount</b>	<b>\$7,153,523</b>
<b>Current M/WBE \$ Participation</b>	<b>\$1,383,783</b>
<b>Current M/WBE % Participation</b>	<b>19.34%</b>

**ATTACHMENT F-1**

**PROGRESS ASSESSMENT REPORT (MBE/WBE-PAR) DOCUMENTATION OF WORK SUBCONTRACTED**

(NOTE: This form is for reporting purposes only. Do not submit this document with the CSP.)

**Date Received in Catellus Office** \_\_\_\_\_

Date of Award: 04/21/17

Contract/Requisition Number: Mueller Town Center Park

Prime Vendor's Name: Ruppert Landscape

Vendor Identification (VID) Number:

Total Contract Amount Paid to Date to Contractor: \$3,654,738.05

Document MBE/WBE and NON-MBE/WBE Subcontractors' Information, as applicable below:

The Successful Vendor will be required to submit a form similar to the one below for each subcontractor utilized during the previous month to Catellus by the **5th of each month (or as requested by Catellus)**.

<b>DOCUMENTATION OF WORK SUBCONTRACTED</b>									
VENDOR IDENTIFICATION NUMBER (id)	SUBCONTRACTOR, SUPPLIER NAME(S)	MBE/WBE CERTIFIED (YES/NO)	ETHNICITY	GENDER	DESCRIPTION OF GOOD OR SERVICES PROVIDED	TOTAL CONTRACT \$ AMOUNT FROM LETTER OF INTENT WITH SUBCONTRACTOR	TOTAL \$ AMOUNT PAID THIS MONTH TO SUBCONTRACTOR(S)	TOTAL CONTRACT \$ AMOUNT PAID YEAR TO DATE	PERCENT OF CONTRACT (INTERNAL USE ONLY)
V00000919925	Underground Water Solutions	Yes	HI	F	Utilities & Drainage	\$420,580.53	\$0.00	\$396,230.48	
VS0000021028	Masonry Plus	Yes	HI	M	Concrete & Masonry	\$880,354.00	\$78,434.02	\$406,828.08	
ENV8309700	Environmental Allies	Yes	WO	F	Erosion Controls	\$26,148.56	\$0.00	\$14,685.50	
V00000947031	Lugo's Plumbing	Yes	HI	M	Plumbing	\$56,700.00	\$5,850.00	\$25,650.00	
					<b>GRANDTOTAL</b>	<b>\$1,383,783.09</b>	<b>\$84,193.02</b>	<b>\$843,394.06</b>	

**MBE/Minority Type:** African (Black) American- **BL**  
 Hispanic American-**HI**  
 Asian Pacific American-**AS**

Native Americans - **NA**  
 American Women-**WO**

**NOTE:** If your firm used a minority or woman-owned business that is not MBE/WBE certified, Please enter the minority Type.

Date: 04/30/18

Month of Report: April 2018

**MUELLER SECTION 10A PHASE 2 AND 3  
CONTRACT OPEN**

<b>Current Contract Amount</b>	<b>\$6,266,012</b>
<b>Current M/WBE \$ Participation</b>	<b>\$1,075,943</b>
<b>Current M/WBE % Participation</b>	<b>17.17%</b>



