



ITEM: 7.B.(2)

Department of  
**Community Investment**

**Memorandum**

January 14, 2016

TO: South Bend Redevelopment Commission  
FROM: David Relos, Economic Resources *DR*  
SUBJECT: Acknowledgment of Termination of Contract for Sale of Land for Private  
Development – Main & Western parking lot

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In 1995 two Contracts for Sale were entered in to for the redevelopment of the area around what is now the Federal Bankruptcy Court, between Main and Michigan streets and including the parking lot on the SE corner of Main & Western. Both were recorded.

As this development unfolded, one developer did not move forward, with the other one pursuing development but not of the parking lot parcel on the SE corner. Additionally, the developer that did move forward subsequently assigned their interest to an affiliated company, which was also recorded.

These three Contracts now appear in title work for this parking lot, and need cleared to move forward with the Lease and Option to Purchase with Wayne Street Associates LLC, the new owner of the One Michiana Square building.

These Acknowledgment of Terminations will release the original Contracts for Sale, to clear title of this property.

Staff requests approval of the Acknowledgment of Termination of Contract for Sale of Land for Private Development with Western & Michigan Partners LP, Western Avenue Partnership, and Western Avenue Properties LLC (formerly known as Western Avenue Partners LLC).



**CROSS-REFERENCE: Document No. 9511462**

**ACKNOWLEDGMENT OF TERMINATION OF CONTRACT FOR SALE OF LAND  
FOR PRIVATE REDEVELOPMENT**

This Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment (this "Termination") is entered into as of January 8, 2016, by and between the City of South Bend, Department of Redevelopment, acting by and through its governing body, the South Bend Redevelopment Commission (the "Commission") and Western Avenue Partnership, an Indiana limited partnership, having its principal place of business c/o 422 East Monroe Street, South Bend, Indiana 46601 (the "Developer").

**RECITALS**

A. The Commission and the Developer were parties to a certain Contract for Sale of Land for Private Redevelopment dated February 9, 1995, and recorded on April 25, 1995, as Document No. 9511462 in the Office of the Recorder of St. Joseph County, Indiana, as amended by the Addendum dated April 1, 1995, and recorded on April 25, 1995, as Document No. 9511465 in the Office of the Recorder of St. Joseph County, Indiana (the "Prior Contract").

B. Under the Prior Contract, the Commission agreed to sell and the Developer agreed to purchase certain real property as defined therein (the "Property") subject to certain terms and conditions.

C. The Prior Contract was superseded, and therefore terminated, by the Contract for Sale of Land for Private Redevelopment between the Commission and Western Avenue Partners, L.L.C., dated October 20, 1995, and recorded on November 22, 1995, as Document No. 9539460 in the Office of the Recorder of St. Joseph County, Indiana (the "Subsequent Contract"), as stated in the preamble of the Subsequent Contract.

D. The Commission and the Developer desire to affirm and place of record their mutual acknowledgement that the Prior Contract terminated.

NOW, THEREFORE, in consideration of the foregoing, the Commission and the Developer hereby agree as follows:

1. The above recitals are hereby incorporated into this Termination.
2. The Commission and the Developer acknowledge and agree that the Prior Contract and all the parties' rights and obligations stated therein have terminated and are of no further force or effect.
3. By the termination of the Prior Contract herein acknowledged, the Property is forever released and discharged from the terms, conditions, and provisions of the Prior Contract, and no rights concerning the Property remain in the Developer.
4. Each undersigned person executing this Termination on behalf of the Commission or the Developer represents and warrants that he or she has been fully empowered and authorized to execute this Termination.

[Signature pages follow.]

IN WITNESS WHEREOF, the Commission and the Developer have signed this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as of the date first written above.

SOUTH BEND REDEVELOPMENT COMMISSION, governing body of the City of South Bend Department of Redevelopment

By: \_\_\_\_\_  
Marcia I. Jones, President

ATTEST:

By: \_\_\_\_\_  
Donald E. Inks, Secretary

STATE OF INDIANA )  
 ) SS:  
COUNTY OF ST. JOSEPH )

Before me, the undersigned, a Notary Public in and for said State, personally appeared Marcia I. Jones and Donald E. Inks, known by me to be the President and Secretary, respectively, of the South Bend Redevelopment Commission, and who, in such capacity, acknowledged the execution of this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as the South Bend Redevelopment Commission's free and voluntary act and deed.

WITNESS my hand and Notarial Seal this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
\_\_\_\_\_, Notary Public  
Residing in \_\_\_\_\_ County, IN

My Commission Expires: \_\_\_\_\_

WESTERN AVENUE PARTNERSHIP

By: W. A. P.

Printed: William A. Panzica

Title: Member

STATE OF INDIANA )  
 ) SS:  
COUNTY OF ST. JOSPEH )

Before me, the undersigned, a Notary Public in and for said State, personally appeared William A. Panzica to me known to be a Member of Western Avenue Partnership, and acknowledged the execution of this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as Western Avenue Partnership's free and voluntary act and deed.

WITNESS my hand and Notarial Seal this 8th day of January, 2016.

Christina S. Brooks

Christina S. Brooks, Notary Public  
Residing in St. Joseph County, IN



My Commission Expires: August 16, 2018

This instrument was prepared by Benjamin J. Dougherty, Assistant City Attorney, 1200 S. County-City Building, 227 W. Jefferson Blvd., South Bend, Indiana 46601.

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. Benjamin J. Dougherty.

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**ACKNOWLEDGMENT OF TERMINATION OF CONTRACT FOR SALE OF LAND  
FOR PRIVATE REDEVELOPMENT**

This Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment (this "Termination") is entered into as of January 8, 2016, by and between the City of South Bend, Department of Redevelopment, acting by and through its governing body, the South Bend Redevelopment Commission (the "Commission"), Western Avenue Properties, L.L.C., formerly known as Western Avenue Partners, L.L.C., an Indiana limited liability company, having its registered office address at 416 E. Monroe Street, Suite 320, South Bend, Indiana 46601 (the "Developer"), and Michiana West Properties, L.L.C., an Indiana limited liability company, having its registered office address at 422 E. Monroe Street, South Bend, Indiana 46601 (the "Developer's Assignee").

**RECITALS**

A. The Commission and the Developer were parties to a certain Contract for Sale of Land for Private Redevelopment dated October 20, 1995, and recorded on November 22, 1995, as Document No. 9539460 in the Office of the Recorder of St. Joseph County, Indiana, as amended by the Addendum to Contract for Sale of Land for Private Redevelopment between the South Bend Redevelopment Commission and Western Avenue Partners, LLC, dated May 17, 1996, and recorded on May 24, 1996, as Document No. 9620167 in the Office of the Recorder of St. Joseph County, Indiana (the "Contract").

B. Under the Contract, the Commission agreed to sell and the Developer agreed to purchase certain real property as defined therein as Tract I and Tract II (together, the "Property") subject to certain terms and conditions.

C. The Commission conveyed Tract I to the Developer by the quit claim deed dated November 21, 1995, and recorded on December 5, 1995, as Document No. 9540988 in the Office of the Recorder of St. Joseph County, Indiana.

D. The Developer assigned part of its interest in the Contract to the Developer's Assignee pursuant to the assignment dated May 8, 1996, and recorded on August 7, 1996, as Document Number 9631028 in the Office of the Recorder of St. Joseph County, Indiana.

E. The conditions precedent to the Commission's conveyance of Tract II to the Developer (or the Developer's Assignee) were not satisfied, and the Contract terminated as to Tract II.

F. The Commission, the Developer, and the Developer's Assignee desire to affirm and place of record their mutual acknowledgement that the Contract terminated as to Tract II.

NOW, THEREFORE, in consideration of the foregoing, the Commission, the Developer, and the Developer's Assignee hereby agree as follows:

1. The above recitals are hereby incorporated into this Termination.
2. The Commission, the Developer, and the Developer's Assignee acknowledge and agree that the parties' rights and obligations under the Contract in connection with Tract II have terminated and are of no further force or effect.
3. By the termination herein acknowledged, Tract II of the Property is forever released and discharged from the terms, conditions, and provisions of the Contract, and no rights concerning Tract II of the Property remain in the Developer or the Developer's Assignee.
4. Each undersigned person executing this Termination on behalf of the Commission, the Developer, or the Developer's Assignee represents and warrants that he or she has been fully empowered and authorized to execute this Termination.

[Signature pages follow.]

IN WITNESS WHEREOF, the Commission, the Developer, and the Developer's Assignee have signed this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as of the date first written above.

SOUTH BEND REDEVELOPMENT COMMISSION, governing body of the City of South Bend Department of Redevelopment

By: \_\_\_\_\_  
Marcia I. Jones, President

ATTEST:

By: \_\_\_\_\_  
Donald E. Inks, Secretary

STATE OF INDIANA                         )  
  ) SS:  
COUNTY OF ST. JOSEPH                    )

Before me, the undersigned, a Notary Public in and for said State, personally appeared Marcia I. Jones and Donald E. Inks, known by me to be the President and Secretary, respectively, of the South Bend Redevelopment Commission, and who, in such capacity, acknowledged the execution of this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as the South Bend Redevelopment Commission's free and voluntary act and deed.

WITNESS my hand and Notarial Seal this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
\_\_\_\_\_, Notary Public  
Residing in \_\_\_\_\_ County, IN

My Commission Expires: \_\_\_\_\_



WESTERN AVENUE PROPERTIES, L.L.C.,  
formerly known as Western Avenue Partners, L.L.C.

By: W . . . . . a . P . . . . .

Printed: William A. Panzica

Title: Member

STATE OF INDIANA                    )  
  ) SS:  
COUNTY OF ST. JOSEPH            )

Before me, the undersigned, a Notary Public in and for said State, personally appeared William A. Panzica, to me known to be a member of Western Avenue Properties, L.L.C., and acknowledged the execution of this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as Western Avenue Properties, L.L.C.'s free and voluntary act and deed.

WITNESS my hand and Notarial Seal this 8<sup>th</sup> day of January 2016.

Christina S. Brooks

Christina S. Brooks, Notary Public  
Residing in St. Joseph County, IN



My Commission Expires: August 16, 2018

MICHIANA WEST PROPERTIES, L.L.C.

By: W. A. P.

Printed: William A. Panzica

Title: Member

STATE OF INDIANA )  
 ) SS:  
COUNTY OF ST. JOSEPH )

Before me, the undersigned, a Notary Public in and for said State, personally appeared William A. Panzica to me known to be a Member of Michiana West Properties, L.L.C., and acknowledged the execution of this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as Michiana West Properties, L.L.C.'s free and voluntary act and deed.

WITNESS my hand and Notarial Seal this 8<sup>th</sup> day of January, 2016.

Christina S. Brooks

Christina S. Brooks, Notary Public  
Residing in St. Joseph County, IN



My Commission Expires: August 16, 2018

This instrument was prepared by Benjamin J. Dougherty, Assistant City Attorney, 1200 S. County-City Building, 227 W. Jefferson Blvd., South Bend, Indiana 46601.

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. Benjamin J. Dougherty.

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**CROSS-REFERENCE: Document No. 9511463**

**ACKNOWLEDGMENT OF TERMINATION OF CONTRACT FOR SALE OF LAND  
FOR PRIVATE REDEVELOPMENT**

This Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment (this "Termination") is entered into as of \_\_\_\_\_, 2015, by and between the City of South Bend, Department of Redevelopment, acting by and through its governing body, the South Bend Redevelopment Commission (the "Commission") and Western & Michigan Partners, LP, an Indiana limited partnership, the general partner of which is Holladay Partners-Midwest, Inc., an Indiana corporation, with a registered office address of 227 S. Main St., Suite 300, South Bend, Indiana 46601 (the "Developer").

**RECITALS**

A. The Commission and the Developer were parties to a certain Contract for Sale of Land for Private Redevelopment dated February 9, 1995, and recorded on April 25, 1995, as Document No. 9511463 in the Office of the Recorder of St. Joseph County, Indiana, as amended by the Addendum dated April 1, 1995, and recorded on April 25, 1995, as Document No. 9511464 in the Office of the Recorder of St. Joseph County, Indiana (the "1995 Contract").

B. Under the 1995 Contract, the Commission agreed to sell and the Developer agreed to purchase certain real property as defined therein (the "Property") upon the satisfaction of certain conditions.

C. The conditions stated in the 1995 Contract were not satisfied, and the 1995 Contract terminated in accordance with its terms.

D. The Commission and the Developer desire to affirm and place of record their mutual acknowledgement that the 1995 Contract terminated.

NOW, THEREFORE, in consideration of the foregoing, the Commission and the Developer hereby agree as follows:

1. The above recitals are hereby incorporated into this Termination.

2. The Commission and the Developer acknowledge and agree that the 1995 Contract and all the parties' rights and obligations stated therein have terminated and are of no further force or effect.

3. By the termination of the 1995 Contract herein acknowledged, the Property is forever released and discharged from the terms, conditions, and provisions of the 1995 Contract, and no rights concerning the Property remain in the Developer.

4. Each undersigned person executing this Termination on behalf of the Commission or the Developer represents and warrants that he or she has been fully empowered and authorized to execute this Termination.

[Signature pages follow.]

IN WITNESS WHEREOF, the Commission and the Developer have signed this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as of the date first written above.

SOUTH BEND REDEVELOPMENT COMMISSION, governing body of the City of South Bend Department of Redevelopment

By: \_\_\_\_\_  
Marcia I. Jones, President

ATTEST:

By: \_\_\_\_\_  
Donald E. Inks, Secretary

STATE OF INDIANA )  
 ) SS:  
COUNTY OF ST. JOSEPH )

Before me, the undersigned, a Notary Public in and for said State, personally appeared Marcia I. Jones and Donald E. Inks, known by me to be the President and Secretary, respectively, of the South Bend Redevelopment Commission, and who, in such capacity, acknowledged the execution of this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as the South Bend Redevelopment Commission's free and voluntary act and deed.

WITNESS my hand and Notarial Seal this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
\_\_\_\_\_, Notary Public  
Residing in \_\_\_\_\_ County, IN

My Commission Expires: \_\_\_\_\_

WESTERN & MICHIGAN PARTNERS, LP

By: Holladay Partners-Midwest, Inc., its general partner

By: [Signature]

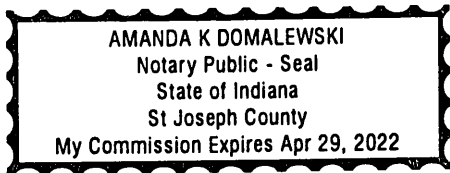
Printed: JOHN PHAIR

Title: Pres. of CP

STATE OF INDIANA )  
 ) SS:  
COUNTY OF St. Joseph

Before me, the undersigned, a Notary Public in and for said State, personally appeared John T. Phair, to me known to be the President of Holladay Partners-Midwest, Inc., the general partner of Western & Michigan Partners, LP, and acknowledged the execution of this Acknowledgment of Termination of Contract for Sale of Land for Private Redevelopment as Western & Michigan Partners, LP's free and voluntary act and deed.

WITNESS my hand and Notarial Seal this 14 day of Dec., 2015.



Amanda K. Domalewski  
Amanda K. Domalewski Notary Public  
Residing in St. Joseph County, IN

My Commission Expires: 04.29.2022

This instrument was prepared by Benjamin J. Dougherty, Assistant City Attorney, 1200 S. County-City Building, 227 W. Jefferson Blvd., South Bend, Indiana 46601.

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. Benjamin J. Dougherty.

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