



South Bend

Redevelopment Commission

227 West Jefferson Boulevard, Room 1308, South Bend, Indiana

Agenda

Regular Meeting, January 25, 2018 9:30 a.m.

1. **Roll Call**
2. **Approval of Minutes**
 - A. Minutes of the Regular Meeting of Thursday, January 11, 2018
3. **Approval of Claims**
 - A. Claims Submitted January 25, 2018
4. **Old Business**
5. **New Business**
 - A. River West Development Area
 1. Second Amendment to Real Estate Purchase Agreement (Michigan Street Shops LLC)
 2. Budget Request (Lincolnway East Corridor Project)
 - B. South Side Development Area
 1. Budget Request (St. Joseph Streetscape (Menards))
6. **Progress Reports**
 - A. Tax Abatement
 - B. Common Council
 - C. Other
7. **Next Commission Meeting:**

Thursday, February 8, 2018, 9:30 a.m.
8. **Adjournment**

NOTICE FOR HEARING AND SIGHT IMPAIRED PERSONS

Auxiliary Aid or Other Services are Available upon Request at No Charge.

Please Give Reasonable Advance Request when Possible.



South Bend
Redevelopment Commission
227 West Jefferson Boulevard, Room 1308, South Bend,
Indiana

**SOUTH BEND REDEVELOPMENT COMMISSION
REGULAR MEETING**

January 11, 2018
9:32 a.m.
Presiding: Marcia Jones, President

227 West Jefferson Boulevard
South Bend, Indiana

The meeting was called to order at 9:35 a.m.

1. ROLL CALL

Members Present:	Marcia Jones, President Dave Varner, Vice-President Gavin Ferlic, Commissioner Kintae Lark, Commissioner
Members Absent:	Don Inks, Secretary John Anella, Commissioner
Legal Counsel:	Benjamin Dougherty, Esq.
Redevelopment Staff:	David Relos, Associate Mary Brazinsky, Board Secretary

Others Present:

Dan Buckenmeyer	DCI
Elizabeth Leonard Inks	DCI
Caleb Bauer	South Bend Tribune
Greg Towler	Keramida, Inc.
Sue Kesim	Michiana Observer

South Bend Redevelopment Commission
 Regular Meeting – January 11, 2018

2. Approval of Minutes

A. Approval of Minutes of the Regular Meeting of Thursday, December 14, 2017

Upon a motion by Commissioner Ferlic, seconded by Commissioner Lark, the motion carried unanimously, the Commission approved the minutes of the regular meeting of Thursday, December 14, 2017.

3. Approval of Claims

A. Claims Submitted January 11, 2018

	Claims submitted	Explanation of Project
REDEVELOPMENT COMMISSION Redevelopment Commission Claims January 11, 2018 for approval		
<u>324 RIVER WEST DEVELOPMENT AREA</u>		
Jones Petrie Rafinski	6,373.75	Patel Plaza Marriott at Hall of Fame Site
Lawson-Fishers Associates P.C.	16,429.00	SBN-West Bank Improvements Jefferson Blvd to LaSalle Ave.
Joseph Dzierla & Associates, Inc.	10,000.00	Zike Sample St. Project
Abonmarche	8,340.00	Portage Prairie Area Sewer Study / Lincoln Way W and Charles Martin Sr. Intersection
United Consulting	5,528.45	Coal Line Trail Ph. I & II
Wells Fargo	295,000.00	So. Bend Bldg. Corp County Option Income Tax Lease Rental Rev refunding Bonds of 2010
Jones Petrie Rafinski	22,774.20	Downtown East-West Streetscapes
Gibson-Lewis, LLC	462,911.81	Fire Station #4
Plews Shadley Racher & Braun	2,422.50	Environmental General
USBank	785,000.00	Refunding Bonds, Series 2012 (Polies & Fire Station)
USBank	856,500.00	Authority Lease Rental Revenue Refunding Bonds of 2015
Kolata Enterprises LLC	315.00	Professional Services
Plews Shadley Racher & Braun	473.50	Legal Service
St. Joseph County	1,042,706.01	Negative TIF Distribution
Aecom	28,982.91	South Shore Line station Alternatives Feasibility Study
IDEM	75.00	Professional Services
City of South Bend	18,875.00	Legal Service
Danch, Harner & Associates, Inc.	345.00	Preparation of rezoning Petition St. & Alley, Utility Easement
<u>429 FUND RIVER EAST DEVELOPMENT TIF</u>		
Earth Exploration	12,569.50	Howard Park Renovation
Lawson-Fishers Associates P.C.	3,563.44	Corby St Storm Sewer System Evaluation
Robert Henry Corporation	239,960.90	Newman Center Site Development Division A and Alternate A1
<u>430 FUND SOUTH SIDE TIF AREA #1</u>		
McCormick Engineering	1,417.50	Bowen St. Improvements
American Structurepoint Inc	1,470.00	Memard St. Traffic Impact Study
<u>436 FUND TIF NORTHEAST RESIDENTIAL</u>		
Usbank	1,234,500.00	Authority Lease Rental Revenue Refunding Bonds of 2015 Eddy St. Common
Total	5,056,533.47	

Upon a motion by Commissioner Ferlic, seconded by Vice-President Varner, the motion carried unanimously, the Commission approved the claims submitted on Thursday, January 11, 2018.

4. Old Business

5. New Business

A. Administrative

1. Resolution No. 3419: 2018 Meeting Schedule

Mr. Relos presented Resolution No. 3419: 2018 Meeting Schedule. This Resolution sets the meeting schedule for the Redevelopment Commission in 2018.

Upon a motion by Vice-President Varner, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved Resolution No. 3419: 2018 Meeting Schedule submitted on January 11, 2018.

2. Resolution No. 3421: 2018 Procedures for Property Related Services

Mr. Relos presented Resolution No. 3421: 2018 Procedures for Property Related Services. This Resolution is updated from last year by changing the names of staff authorized to initiate title searches and policies; appraisals; land surveys, replats, and subdivisions; and environmental assessments; subject to the terms of this Resolution. Authorized staff for 2018 are James Mueller, Dan Buckenmeyer, Tim Corcoran and David Relos.

Upon a motion by Vice-President Varner, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved Resolution No. 3421: 2018 Procedures for Property Related Services submitted on January 11, 2018.

3. Resolution No. 3422: 2018 Authority for Administrative Acts

Mr. Relos presented Resolution No. 3422: 2018 Authority for Administrative Acts. This Resolution is updated from last year by changing the names of staff authorized to conduct certain administrative acts relating to Redevelopment property as noted within this Resolution. Authorized staff for 2018 are James Mueller, Dan Buckenmeyer, Tim Corcoran and David Relos.

Upon a motion by Vice-President Varner, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved Resolution No. 3422: 2018 Authority for Administrative Acts submitted on January 11, 2018.

4. Resolution No. 3423: 2018 Procedures for Temporary Use Agreements

Mr. Relos presented Resolution No. 3423: 2018 Procedures for Temporary Use Agreements. This Resolution is updated from last year by changing the names of staff authorized to execute temporary use agreements, subject to ratification by the Commission. Authorized staff for 2018 are James Mueller, Dan Buckenmeyer, Tim Corcoran and David Relos.

Upon a motion by Vice-President Varner, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved Resolution No. 3423: 2018 Procedures for Temporary Use Agreements submitted on January 11, 2018.

B. River West Development Area

1. Resolution No. 3420: Consenting to the Assignment of Real Estate Purchase Agreement to 333 Western Associates, LLC

Mr. Relos presented Resolution No. 3420: Consenting to the Assignment of Real Estate Purchase Agreement to 333 Western Associates, LLC. This Resolution consents to the assignment of the Real Estate Purchase Agreement with Cressy & Everett Commercial Corporation to 333 Western Associates LLC. This is in regards to the sale VA Building, and the Principals of the Corporation are members of the LLC. Part of this Assignment will update certain documents scheduled to be signed at closing. Commission approval is requested.

Upon a motion by Commissioner Ferlic, seconded by Vice-President Varner, the motion carried unanimously, the Commission approved Resolution No. 3420: Consenting to the Assignment of Real Estate Purchase Agreement to 333 Western Associates, LLC submitted on January 11, 2018.

2. Resolution No. 3424: Consenting to the Assignment of Real Estate Purchase Agreement to Michigan Street Shops, LLC

Mr. Relos presented Resolution No. 3424: Consenting to the Assignment of Real Estate Purchase Agreement to Michigan Street Shops, LLC. This Resolution consents to the assignment of the Real Estate Purchase Agreement with Cressy & Everett Commercial Corporation to Michigan Street Shops LLC. This is in regards to the sale of the Michigan Street Shops and retail space in the Wayne Street garage, and the Principals of the Corporation are members of the LLC. Part of this Assignment will update certain documents scheduled to be signed at closing. Commission approval is requested.

Upon a motion by Commissioner Ferlic, seconded by Vice-President Varner, the motion carried unanimously, the Commission approved Resolution No. 3424: Consenting to the Assignment of Real Estate Purchase Agreement to Michigan Street Shops, LLC submitted on January 11, 2018.

3. Second Amendment to Development Agreement: JMS Development, LLC

Mr. Buckenmeyer presented the Second Amendment to Development Agreement: JMS Development, LLC. This Amendment supplements the scope of the Local Public Improvements to be completed as part of this project, by incorporating asphalt replacement and the installation of new fencing, including an automated gate, to the parking lot that serves this building. No additional public investment is included. Commission approval is requested.

Upon a motion by Commissioner Ferlic, seconded by Vice-President Varner, the motion carried unanimously, the Commission approved Second Amendment to Development Agreement: JMS Development, LLC submitted on January 11, 2018.

6. Progress Reports

- A. Tax Abatement
- B. Common Council
- C. Other

7. Next Commission Meeting:

Thursday, January 25, 2018, 9:30 a.m.

8. Adjournment

Thursday, January 11, 2018, 9:44 a.m.

David Relos, Economic Resources

Marcia I. Jones, President

ITEM: 3A

REDEVELOPMENT COMMISSION
Redevelopment Commission Claims January 25, 2018 for approval

Claims
submitted

Explanation of Project

324 RIVER WEST DEVELOPMENT AREA

CBS Service Inc.	118,783.25	Berlin Place No. 2 Electrical, Mechanical & Plumbing - Division A
Gibson-Lewis, LLC	185,481.97	Fire Station #4
Walsh & Kelly Inc.	6,454.30	Monroe St. Parking Lot
Hull & Associates Inc.	6,837.70	GW & Vapor Intrusion Evaluation

429 FUND RIVER EAST DEVELOPMENT TIF

J.W. Wertz & Sons, Inc.	43,318.75	Newman Center Window and Door Repairs
Smithgroup JJR	3,598.69	SB Riverfront Pks and Trails Master Plan

430 FUND SOUTH SIDE TIF AREA #1

Walsh & Kelly Inc.	6,696.10	Bowen St Drainage Improvements
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Total 371,170.76

SECOND AMENDMENT TO REAL ESTATE PURCHASE AGREEMENT

This Second Amendment To Real Estate Purchase Agreement (this “Second Amendment”) is made on January 25, 2018 (the “Effective Date”), by and between the City of South Bend, Indiana, Department of Redevelopment, acting by and through its governing body, the South Bend Redevelopment Commission (“Seller”) and Michigan Street Shops LLC (as assignee of Cressy & Everett Commercial Corporation (the “Corporation”)), an Indiana limited liability company with its principal place of business at 4100 Edison Lakes Parkway, Suite 350, Mishawaka, Indiana 46545 (“Buyer”) (each a “Party” and together the “Parties”).

RECITALS

A. Seller and the Corporation entered into that certain Real Estate Purchase Agreement dated August 10, 2017, as amended by the First Amendment To Real Estate Purchase Agreement dated December 14, 2017 (the “Purchase Agreement”), for the purchase and sale of the Property (as defined in the Purchase Agreement) located in the City of South Bend.

B. The Corporation assigned its rights and obligations under the Purchase Agreement to Buyer and Seller consented to such assignment, as set forth in Seller’s Resolution No. 3424 dated January 11, 2018.

C. Buyer continues its examination of the Property and associated matters pursuant to Section 3 of the Purchase Agreement and has requested an extension of the Due Diligence Period.

D. Seller desires to grant the requested extension and to approve certain revised closing documents as stated in this Second Amendment.

NOW, THEREFORE, in consideration of the mutual promises and obligations in this Second Amendment and the Purchase Agreement, the adequacy of which consideration is hereby acknowledged, the Parties agree as follows:

1. In Section 3.B. of the Purchase Agreement, the term “one hundred sixty-five (165)” is deleted and replaced by the term “two hundred fifty-five (255).”

2. The Commission hereby approves, and will execute simultaneously with this Second Amendment, the Special Warranty Deed attached hereto as **Exhibit A** (the “Revised Deed”) conveying ownership of the Property to Buyer as the Corporation’s assignee and reflecting this Second Amendment. For purposes of Closing, the Revised Deed replaces the form of deed attached to Resolution No. 3424 as Exhibit C. The Commission hereby authorizes and instructs David Relos of the City of South Bend Department of Community Investment to deliver to Buyer, at Closing, the Revised Deed (in lieu of the form of such instrument prescribed by the Purchase Agreement). Buyer agrees to accept the Revised Deed at Closing.

3. The Parties agree that the form of tenant estoppel certificate provided for in Section 10.B(iv) of the Purchase Agreement and attached to the Purchase Agreement as Exhibit

D is deleted and will be superseded by a modified form of such certificate negotiated in good faith and agreed upon by the Parties and their respective legal counsel in advance of Closing. The Commission hereby authorizes and instructs David Relos to negotiate with Buyer concerning the modified form of tenant estoppel certificate and to deliver to Buyer, at or before Closing, an agreed and completed tenant estoppel certificate for each tenant presently occupying space in the Property. Buyer agrees to accept such certificates at or within a reasonable time in advance of Closing.

4. Unless expressly modified by this Second Amendment, the terms and provisions of the Purchase Agreement remain in full force and effect.

5. Capitalized terms used in this Second Amendment will have the meanings set forth in the Purchase Agreement unless otherwise stated herein.

[Signature page follows.]

IN WITNESS WHEREOF, the Parties hereby execute this Second Amendment To Real Estate Purchase Agreement to be effective on the Effective Date stated above.

BUYER:

Michigan Street Shops LLC,
an Indiana limited liability company

Edward Bradley, Member
Dated:

SELLER:

City of South Bend, Department of Redevelopment,
by and through its governing body, the South Bend
Redevelopment Commission

Marcia I. Jones, President

ATTEST:

Donald E. Inks, Secretary

4000.0000038 64819689.003

EXHIBIT A

Revised Deed

SPECIAL WARRANTY DEED

THIS INDENTURE WITNESSETH, that the City of South Bend, Department of Redevelopment, by and through its governing body, the South Bend Redevelopment Commission, 1400 S. County-City Building, 227 W. Jefferson Boulevard, South Bend, Indiana (the "Grantor")

CONVEYS AND SPECIALLY WARRANTS to Michigan Street Shops LLC, an Indiana limited liability company with its principal place of business at 4100 Edison Lakes Parkway, Suite 350, Mishawaka, Indiana 46545 (the "Grantee"), for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the following real estate located in St. Joseph County, Indiana (the "Property"):

Lots 2 through 9 as shown on the recorded plat of Leighton Plaza First Minor Subdivision recorded on February 23, 2017, as Document No. 1704410 in the Office of the Recorder of St. Joseph County, Indiana. [Parcel Key Nos. 018-3006-019002, 018-3006-019003, 018-3006-019004, 018-3006-019005, 018-3006-019006, 018-3006-019007, 018-3006-019008, 018-3006-019009]

and

Lot 2 of the recorded plat of Wayne Street Parking Garage Minor Subdivision recorded on February 19, 2016, as Document No. 1604082 in the Office of the Recorder of St. Joseph County, Indiana. [Parcel Key No. 018-3003-005801]

The Grantor warrants title to the Property only insofar as it might be affected by any act of the Grantor during its ownership thereof and not otherwise.

The Grantor hereby conveys the Property to the Grantee free and clear of all leases or licenses, except as agreed by the Grantor and the Grantee (as assignee of Cressy & Everett Commercial Corporation, doing business as Newmark Grubb Cressy & Everett) under the terms of the Real Estate Purchase Agreement dated August 10, 2017, as amended by the First Amendment To Real Estate Purchase Agreement dated December 14, 2017, and the Second Amendment To Real Estate Purchase Agreement dated January 25, 2018; subject to real property taxes and assessments; subject to all easements, covenants, conditions, restrictions, and other matters of record; subject to rights of way for roads and such matters as would be disclosed by an accurate survey and inspection of the Property; subject to all applicable building codes and zoning ordinances; and subject to all provisions and objectives contained in the Commission's development area plan and any design review guidelines associated therewith.

The Grantor conveys the Property to the Grantee subject to the limitation that the Grantee, and its successors and assigns, shall not discriminate against any person on the basis of race, creed, color, sex, age, or national origin in the sale, lease, rental, use, occupancy, or enjoyment of the Property or any

improvements constructed on the Property.

Each of the undersigned persons executing this deed on behalf of the Grantor represents and certifies that s/he is a duly authorized representative of the Grantor and has been fully empowered, by proper action of the governing body of the Grantor, to execute and deliver this deed, that the Grantor has full corporate capacity to convey the real estate described herein, and that all necessary action for the making of such conveyance has been taken and done.

GRANTOR:

CITY OF SOUTH BEND,
DEPARTMENT OF REDEVELOPMENT

Marcia I. Jones, President

ATTEST:

Donald E. Inks, Secretary

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

Before me, the undersigned, a Notary Public, in and for said County and State, personally appeared Marcia I. Jones and Donald E. Inks, known to me to be the President and Secretary, respectively, of the South Bend Redevelopment Commission and acknowledged the execution of the foregoing Special Warranty Deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the ____ day of _____, 2018.

My Commission Expires:

Notary Public
Residing in St. Joseph County, Indiana

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.

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



Department of
Public Works

Redevelopment Commission Agenda Item

DATE: January 25, 2018
FROM: Kara M. Boyles, Ph.D., P.E., City Engineer
SUBJECT: Lincolnway East Corridor Project

PURPOSE OF REQUEST:

In anticipation of a partnership with the Indiana Department of Transportation (INDOT) in 2018, the Department of Public Works, working together with the Department of Community Investment, would like to initiate the engineering design work for the LWE/SR 933 Corridor Project. The project will include a narrowing of the existing pavement to allow a new multi-use path along the north side of the roadway.

In February of this year, the Board of Public works will consider a contract to begin engineering survey and design along the Lincolnway East corridor from the Sample Street intersection to Twyckenham. The work will consist of survey, right-of-way research, design and coordination with INDOT.

Construction of the project is scheduled for the summer of 2018 and will be coordinated with INDOT's SR 933 resurfacing project, which impacts SR 933 from Sample St. in South Bend to the eastern boundary of Mishawaka.

Public Works requests approval of \$700,000 from the RWDA TIF towards the LWE Corridor Project to be used towards engineering and construction.

INTERNAL USE ONLY: Project Code: please set up
Total Amount new/change (inc/dec) in budget: _____; broken down by:
Acct # _____ Amt: **\$700,000** ; Acct # _____ Amt: _____;
Acct # _____ Amt: _____; Acct # _____ Amt: _____;
Going to BPW for Contracting? /N Is this item ready to encumber now? no
Existing PO# _____ Inc/Dec \$ _____





Department of
Community Investment

Redevelopment Commission Agenda Item

DATE: 1 / 24 / 2018
FROM: Tim Corcoran, Director of Planning
SUBJECT: Loading Study

PURPOSE OF REQUEST:
Specifics:

The Department of Planning is requesting a sum of \$15,000 from the Riverwest TIF to engage a consultant for a loading study to develop a concept plan to test the floor space and parking capacity for a city block.

INTERNAL USE ONLY: Project Code: _____
Total Amount new/change (inc/dec) in budget: \$15,000 _____; broken down by:
Acct # _____ Amt: _____; Acct # _____ Amt: _____;
Acct # _____ Amt: _____; Acct # _____ Amt: _____;
Going to BPW for Contracting? Y/N Is this item ready to encumber now? _____
Existing PO# _____ Inc/Dec \$ _____



Department of
Public Works

Redevelopment Commission Agenda Item

DATE: January 25, 2018
FROM: Kara M. Boyles, Ph.D., P.E., City Engineer
SUBJECT: Request for Funding - St. Joseph Streetscape Project

PURPOSE OF REQUEST:

The Department of Public Works, working together with the Department of Community Investment, would like to initiate the engineering design work for the construction of the St. Joseph Streetscape Project. It is anticipated that the work will be bid out for construction and be completed by the fall of 2018.

In February of this year, the Board of Public works will approve a professional services agreement to begin engineering survey and design along St. Joseph Street from Ireland Road to Callander Street. The work will include a road diet, new sidewalks, lighting and drainage to improve this street. St. Joseph Street will serve as new entryway to the future new Menards, Holiday Inn, as well as a new restaurant on the south side of South Bend.

These budget funds will be utilized for local public improvements in the SSDA.

INTERNAL USE ONLY: Project Code: please set up
Total Amount new/change (inc/dec) in budget: _____; broken down by:
Acct # _____ Amt: **\$400,000** ; Acct # _____ Amt: _____;
Acct # _____ Amt: _____; Acct # _____ Amt: _____;
Going to BPW for Contracting? Y/N Is this item ready to encumber now? no
Existing PO# _____ Inc/Dec \$ _____

