



South Bend

Redevelopment Commission

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

Agenda

Regular Meeting, November 14, 2019 – 4:00 p.m.
227 W. JEFFERSON BLVD., 1300 SOUTH BEND, INDIANA

1. Roll Call

2. Approval of Minutes

- A. Minutes of the Regular Meeting of Thursday, October 24, 2019

3. Approval of Claims

- A. Claims Submitted November 14, 2019

4. Old Business

5. New Business

- A. River West Development Area
 - 1. Permanent Supportive Housing Funding Update - D2
 - 2. Budget Request (Coal Line Acquisition) - D2
 - 3. Partial Façade Release (Catalyst III) - D2
 - 4. License Agreement (Majority Builders) - D2
- B. West Washington Chapin Development Area
 - 1. First Amendment to Development Agreement (Indiana Landmarks) - D1
- C. Other
 - 1. Resolution No. 3501 (Setting Public Hearing Additional TIF Appropriations)
 - 2. Resolution No. 3509 (Setting Public Hearing Additional RWDA Appropriation)
 - 3. Resolution No. 3510 (Set up Double Tracking Bond Accounts)

6. Progress Reports

- A. Tax Abatement

- B. Common Council
- C. Other

7. Next Commission Meeting:

Monday, November 25, 2019, 4:00 p.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, IN

**SOUTH BEND REDEVELOPMENT COMMISSION
REGULAR MEETING**

October 24, 2019
4:00 p.m.
Presiding: Marcia Jones, President

227 West Jefferson Boulevard
South Bend, Indiana

The meeting was called to order at 4:00 p.m.

1. ROLL CALL

| | | |
|----------------------|---------------------------------|----------------|
| Members Present: | Marcia Jones, President | |
| | Quentin Phillips, Secretary | |
| | Gavin Ferlic, Commissioner | |
| | Todd Monk, Commissioner | |
| | Lesley Wesley, Commissioner | |
| Members Absent: | Don Inks, Vice-President | |
| Legal Counsel: | Sandra Kennedy, Esq. | |
| Redevelopment Staff: | David Relos, RDC Staff | |
| | Mary Brazinsky, Board Secretary | |
| Others Present: | Jitin Kain | DCI |
| | Daniel Buckenmeyer | DCI |
| | Amanda Pietsch | DCI |
| | Zach Hurst | Engineering |
| | Charlotte Brach | Engineering |
| | Conrad Damian | 718 E Broadway |

2. Approval of Minutes

- Approval of Minutes of the Regular Meeting of Thursday, October 10, 2019**

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved the minutes of the regular meeting of Thursday, October 10, 2019.

3. Approval of Claims

- Claims Submitted October 24, 2019**

| | Claims submitted | Explanation of Project | Items added after Agenda Distributed |
|---|------------------|--|--------------------------------------|
| REDEVELOPMENT COMMISSION | | | |
| Redevelopment Commission Claims October 24, 2019 for approval | | | |
| 324 RIVER WEST DEVELOPMENT AREA | | | |
| Jones Petrie Rafinski | | Wayfinding Signage Program Ph I | 285.00 |
| Precision Wall System, Inc. | | Lafayette Building Skylight | 19,217.55 |
| Majority Building, Inc. | | Technology Resource Center @ Catalyst 2 | 170,354.49 |
| Slatile roofing & Sheet Metal Co., | | Liberty Tower Exterior Renovations - Divisions A | 19,493.40 |
| Ritschard Bros., Inc. | | 2019 Demolitions Ph I | 101,407.18 |
| Black & Veatch Corporation | | Design of the Olive GAC Plant Improvements | 82,348.65 |
| 429 FUND RIVER EAST DEVELOPMENT TIF | | | |
| Precision Wall System | | Three Twenty at The Cascade-Glazed Assemblies | 2,351.25 |
| Indiana Earth, Inc. | | Three Twenty at The Cascade - Site Utilities (Water & Storm) | 56,093.70 |
| 430 FUND SOUTH SIDE TIF AREA #1 | | | |
| HRP Construction, Inc. | | Miami St Basin Drainage Improvements | 27,103.00 |
| | Total | 0.00 | 478,654.22 |
| Total Of Both Columns | | 478,654.22 | |

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved the claims submitted on Thursday, October 24, 2019.

4. Old Business

5. New Business

- RDC Budget Presentation 2020**

Jitin Kain, Interim Executive Director of Community Investment presented the 2020 Redevelopment Commission Budget. Community Investment’s mission is to spur investment in a stronger South Bend. We accomplish this by attracting and retaining growing businesses, connecting residents to economic opportunity and planning for vibrant neighborhoods. There are five divisions in DCI. Business Development is led by Daniel Buckenmeyer, Economic Empowerment by Alkeyna Aldridge, Neighborhood Development by Pam Meyer, Planning & Community Resources by Tim Corcoran, and the Building Department, which was a change in the 2019 budget is now incorporated into DCI, by Chuck Bulot.

The goals set for 2020 are for funds that DCI has access to, not just TIF dollars, and previously presented to Council. TIF dollars go towards increasing investment opportunities in neighborhoods, improving resident engagement and to help build neighborhood capacity; pursuing development of affordable housing options; achieving economic stability and improve standards of living; supporting small

South Bend Redevelopment Commission Regular Meeting – October 24, 2019

businesses and entrepreneurs and streamlining processes with business, neighborhoods, and planning. These funds include TIF, COIT and EDIT funds along with bonds.

The Redevelopment funds are distributed among the following districts, River West, West Washington, River East (which has two districts with one being River East Residential). There is also the South Side District and the Redevelopment Admin/Pokagon Fund. The Douglas Road Economic Development Area is missing because we are not collecting revenue for this fund. The revenue is primarily commercial property taxes that are collected and used for business districts. Our revenues have declined through the years and that is because of the circuit breaker. We have \$12.9M in TIF dollars but also have debt service which shows there is \$14M in projects suggested for next year but we cannot provide for all the projects. We will come to you with each individual project that our staff continues to work on. There are infrastructure needs, public works, South Shore Double Tracking and neighborhood projects identified. There is a number of investments in neighborhoods and we are looking to assist with TIF dollars where we can.

The other fund is the Pokagon Fund. A certain portion of the casino revenue is provided to the city. We are working on inclusive economic development with community and minority businesses that Alkenya Aldridge is working on through our neighborhoods. We are working with the Bloomberg Foundation for better access to workers for reliable transportation. We are budgeting money for convenient childcare and pre-k services, workforce development training, and education.

A. Public Hearing

1. Resolution No. 3492 (River West Development Area)

Ms. Pietsch presented Resolution No. 3492 (River West Development Area). This is to appropriate \$18,000,000 from Fund 324. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3492 (River West Development Area) submitted on Thursday, October 24, 2019.

2. Resolution No. 3493 (West Washington Chapin Development Area)

Ms. Pietsch presented Resolution No. 3493 (West Washington Chapin Development Area). This is to appropriate \$400,000 from Fund 422. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

South Bend Redevelopment Commission Regular Meeting – October 24, 2019

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3493 (West Washington Chapin Development Area) submitted on Thursday, October 24, 2019.

3. Resolution No. 3494 (River East Development Area)

Ms. Pietsch presented Resolution No. 3494 (River East Development Area). This is to appropriate \$2,800,000 from Fund 429. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3494 (River East Development Area) submitted on Thursday, October 24, 2019.

4. Resolution No. 3495 (River East Residential Development Area)

Ms. Pietsch presented Resolution No. 3495 (River East Residential Development Area). This is to appropriate \$4,385,000 from Fund 436. Commission approval is requested.

President Jones opened the floor for public comment.

Conrad Damian asked about the River East and River East Residential Development Funds as to why there are two separate Funds. What can/can't each one fund.

Jitin Kain replied that a TIF primarily needs to be used within a certain area. There is a provision for a Residential TIF where you can capture increment from a specific property. River East Residential TIF was created just for the Eddy Street Commons area and is only used for it.

Conrad Damian asked if this is within the Triangle area by Notre Dame.

David Relos answered it is. It was carved out just for the Eddy Street Commons and Triangle area. This has been done in different Development Areas such as was done in the South Side for Ireland Road near Lowes and Walmart and the old Scottsdale Mall.

Daniel Buckenmeyer said the TIF generated goes back into the specific project. It is not TIF as in the general use of the word. This TIF pays off the specific project not unlike a bond.

The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3495 (River East Residential Development Area) submitted on Thursday, October 24, 2019.

5. Resolution No. 3496 (South Side Allocation Area #1)

Ms. Pietsch presented Resolution No. 3496 (South Side Allocation Area #1). This is to appropriate \$2,000,000 from Fund 430. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3496 (South Side Allocation Area #1) submitted on Thursday, October 24, 2019.

6. Resolution No. 3497 (Redevelopment General)

Ms. Pietsch presented Resolution No. 3497 (Redevelopment General). This is to appropriate \$1,029,500 from Fund 433. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3497 (Redevelopment General) submitted on Thursday, October 24, 2019.

7. Resolution No. 3498 (Airport/Urban Enterprise Zone)

Ms. Pietsch presented Resolution No. 3498 (Airport/Urban Enterprise Zone). This is to appropriate \$50,000 from Fund 454. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3498 (Airport/Urban Enterprise Zone) submitted on Thursday, October 24, 2019.

8. Resolution No. 3499 (Airport 2003 Bond Debt Service Reserve)

Ms. Pietsch presented Resolution No. 3499 (Airport 2003 Bond Debt Service Reserve). This is to appropriate \$20,000 from Fund 315 and transfer it to Fund 324 for fiscal year 2020. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3499 (Airport 2003 Bond Debt Service Reserve) submitted on Thursday, October 24, 2019.

9. Resolution No. 3500 (SBCDA 2003 Debt Reserve)

Ms. Pietsch presented Resolution No. 3500 (SBCDA 2003 Debt Reserve). This is to appropriate \$40,000 from Fund 328 and transfer it to Fund 324 for fiscal year ending 2020. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3500 (SBCDA 2003 Debt Reserve) submitted on Thursday, October 24, 2019.

10. Resolution No. 3504 (Airport Bond Debt Service Reserve)

Ms. Pietsch presented Resolution No. 3504 (Airport Bond Debt Service Reserve). This is to appropriate \$5,000 from Fund 315 and transfer it to Fund 324 for fiscal year ending 2019. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Secretary Phillip, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved Resolution No. 3504 (Airport Bond Debt Service Reserve) submitted on Thursday, October 24, 2019.

11. Resolution No. 3505 (Downtown Bond Debt Service Reserve)

Ms. Pietsch presented Resolution No. 3505 (Downtown Bond Debt Service Reserve). This is to appropriate \$20,000 from Fund 328 and transfer it to Fund 324 for fiscal year ending 2019. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved Resolution No. 3505 (Downtown Bond Debt Service Reserve) submitted on Thursday, October 24, 2019.

12. Resolution No. 3506 (SBCDA Building Operations Fund 425)

Ms. Pietsch presented Resolution No. 3506 (SBCDA Building Operations Fund 425). This is to appropriate \$8,592 from Fund 425 for fiscal year ending 2019 to pay the remaining expenses and then close this Fund. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Secretary Phillip, seconded by Commissioner Ferlic, the

motion carried unanimously, the Commission approved Resolution No. 3506 (SBCDA Building Operations Fund 425) submitted on Thursday, October 24, 2019.

B. River West Development Area

1. First Amendment to License Agreement for Temporary Parking (Hibberd Development, LLC)

Mr. Buckenmeyer presented the First Amendment to License Agreement for Temporary Parking (Hibberd Development, LLC). The Commission owns the parking lot behind the new Hibberd Development. Hibberd has been leasing this lot and requested to improve it by repairing the asphalt and resealing and restriping the lot. In exchange for the cost of the parking lot improvements, this Amendment will offset the monthly lease payments as a reimbursement to Hibberd. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Secretary Phillips, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved First Amendment to License Agreement for Temporary Parking (Hibberd Development, LLC) submitted on Thursday, October 24, 2019.

2. First Amendment to Development Agreement (Jefferson 315, LLC)

Mr. Buckenmeyer presented the First Amendment to Development Agreement (Jefferson 315, LLC). Cressy and Everett purchased this property on Jefferson. Abonmarche is moving their headquarters to this location and bringing their outlying locations to one centralized location. Bids for the public infrastructure came in slightly higher, and this is to increase the funding amount with Cressy covering the increase. Commission approval is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved First Amendment to Development Agreement (Jefferson 315, LLC) submitted on Thursday, October 24, 2019.

3. Budget Request (Mayflower and Adams Road Traffic Impact Study)

Ms. Brach presented a Budget Request (Mayflower and Adams Road Traffic Impact Study). This is to evaluate the current and future development traffic impacts in the Portage Prairie / Ameriplex 80/90 area. Commission approval in the amount of \$28,400 is requested.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Secretary Phillips, seconded by Commissioner Ferlic, the motion carried unanimously, the Commission approved Budget Request (Mayflower and Adams Road Traffic Impact Study submitted on Thursday, October 24, 2019).

C. Other

1. Budget Request (Pokagon Fund)

Mr. Kain presented a Budget Request (Pokagon Fund). The first portion is \$30,000 for professional services from Majora Carter Group, LLC. This will develop a feasible scope to inform the development of catalytic demonstration projects.

The second portion is \$20,000 for the SPARK Neighborhood Accelerator Pilot with St. Mary's College's Women's Entrepreneurship Initiative (WEI). They will provide a model of technical assistance and mentorship for women entrepreneurs in a small, targeted area to support economic empowerment for women, especially women of color.

Commission approval is requested for \$50,000 for both programs.

President Jones opened the floor for public comment. No public comment was made. The floor was closed to public comment.

Upon a motion by Commissioner Ferlic, seconded by Secretary Phillips, the motion carried unanimously, the Commission approved the Budget Request (Pokagon Fund) submitted on Thursday, October 24, 2019.

6. Progress Reports

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

7. Next Commission Meeting:

Thursday, November 14, 2019, 4:00 p.m.

8. Adjournment

Thursday, October 24, 2019, 4:33 p.m.

David Relos, Property Development Manager

Marcia Jones, President

ITEM: 3A

| | Claims submitted | Explanation of Project |
|--|---------------------|--|
| REDEVELOPMENT COMMISSION Redevelopment Commission Claims November 14, 2019 for approval | | |
| <u>324 FUND RIVER WEST DEVELOPMENT AREA</u> | | |
| Kil Architecture Planning | 1,760.80 | Lafayette Building Skylight and Masonry |
| Baker Tilly Municipal Advisors | 8,750.00 | Professional Services |
| Kolata Enterprises LLC | 270.00 | Professional Services |
| City of South Bend | 22,321.00 | Services Rendered Legal |
| <u>429 FUND RIVER EAST DEVELOPMENT TIF</u> | | |
| Baker Tilly Municipal Advisors | 8,750.00 | Professional Services |
| Lawson-Fisher Associates P.C. | 1,801.31 | Corby St Storm sewer System Evaluation |
| <u>430 FUND SOUTH SIDE TIF AREA #1</u> | | |
| Baker Tilly Municipal Advisors | 8,750.00 | Professional Services |
| <u>433 FUND REDEVELOPMENT GENERAL</u> | | |
| HC3 LLC dba St. Clair Development | 146,969.24 | 510 S. Main St. Building Improvements |
| <u>439 FUND CERTIFIED TECHNOLOGY PARK</u> | | |
| Office Interiors, Inc. | 4,662.33 | Tech Resource Center |
| <u>452 FUND TIF PARK BOND</u> | | |
| Lawson-Fisher Associates P.C. | 27,471.97 | SBN - west Bank Corridor Improvements Final Design |
| Total | 231,506.65 | |



CITY OF SOUTH BEND REDEVELOPMENT COMMISSION

Redevelopment Commission Agenda Item

DATE: 11.14.19
FROM: Pam Meyer/ Amanda Pietsch
SUBJECT: Update on Gateway to PSH funding

Pres/V-Pres
ATTEST: _____ Secretary
Date: _____

APPROVED Not Approved

SOUTH BEND REDEVELOPMENT COMMISSION

Which TIF? (circle one) River West; River East; South Side; Douglas Road; West Washington

PURPOSE OF REQUEST: Update as to the revised focus to serve the homeless

Specifics: Per Mayor Pete’s presentation to the Council in August of 2019, the decision has been made to pivot away from the Gateway concept and re-direct efforts and funding to Permanent Supportive Housing (PSH – a more long term housing option for the homeless). To that end the City is a partner with South Bend Heritage Foundation and Oaklawn for the implementation of 40 PSH vouchers through IHCD/ HUD. Some of those vouchers, that support a tenant’s leasing costs, would be used in the Colfax building of the Gemini Apartments.

\$1M of the \$1.5 previously approved for the Gateway is to support roof, masonry and fire stair improvements at the Colfax building. The City is also contracting federal dollars for interior unit improvement as part of this project to support PSH units coming on line.

The remaining \$500,00 is reserved for a planned new construction development of additional PSH units at a location yet to be determined.

INTERNAL USE ONLY: Project Code: 18J006 _____;
Total Amount new/change (inc/dec) in budget: _____; Break down: _____
Costs: Engineering Amt: _____; Other Prof Serv Amt _____;
Acquisition of Land/Bldg (circle one) Amt: _____; Street Const Amt _____;
Building Imp Amt \$1,000,000 _____; Sewers Amt _____; Other (specify) Amt: _____
_____ Going to BPW for
Contracting? Y/N
Is this item ready to encumber now? NO Existing PO# _____ Inc/Dec \$ _____



CITY OF SOUTH BEND

REDEVELOPMENT COMMISSION

Redevelopment Commission Agenda Item

DATE: November 12, 2019

FROM: Chris Dressel *CD*

SUBJECT: Budget Request (Property acquisition for future Coal Line Multiuse Trail)

Which TIF? (circle one) River West; River East; South Side; Douglas Road; West Washington

PURPOSE OF REQUEST:

Staff requests the Redevelopment Commission's approval of \$221,765 budgeted for acquisition of partial properties necessary for the future Coal Line Multiuse Trail. Property acquisition will entail purchase of 9 vacant parcels from 8 different property owners. Project construction is expected to commence in Spring 2021 and be completed by end of 2022.

If you should have any questions or need more information, please feel free to contact me at either cdressel@southbendin.gov or 235-5847.

INTERNAL USE ONLY: Project Code: _____;

Total Amount new change (inc/dec) in budget: \$221,765 ; Break down:

Costs: Engineering Amt: _____; Other Prof Serv Amt _____;

Acquisition of Land/Bldg (circle one) Amt: \$221,765 ; Street Const Amt ~~\$550,000~~ ;

Building Imp Amt _____; Sewers Amt _____; Other (specify) Amt: _____

Going to BPW for Contracting Y/N

Is this item ready to encumber now? _____ Existing PO# _____ Inc/Dec \$ _____

EXCELLENCE | ACCOUNTABILITY | INNOVATION | INCLUSION | EMPOWERMENT

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Catalyst Three, LLC
c/o Great Lakes Capital Management, LLC
112 West Jefferson Blvd., Suite 200
South Bend, Indiana 46601

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

PARTIAL RELEASE OF FAÇADE EASEMENT

The South Bend Redevelopment Commission, as “grantee” under that certain Façade Easement Agreement dated January 29, 2015 and recorded January 29, 2015 as Instrument No. 1502167 in the Office of the Recorder of St. Joseph County, Indiana (the “Façade Easement”), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby (a) confirms that the Façade Easement applies to certain buildings which have been constructed within the property identified in the Façade Easement but not to undeveloped property which has been subdivided from the land described in such Façade Easement, and (b) releases the Façade Easement as to the following real estate commonly known as 1173 Ignition Drive S., South Bend, Indiana 46624:

LOT NUMBERED THREE (3) IN THE RECORDED PLAT OF IGNITION PARK MINOR SUBDIVISION #1, RECORDED OCTOBER 28, 2014 AS [INSTRUMENT NUMBER 1426954](#) IN THE OFFICE OF THE RECORDER OF ST JOSEPH COUNTY, INDIANA.

This Partial Release applies only to the parcel of real estate described above, and it is expressly stipulated, agreed and understood that the Façade Easement shall be in full force and effect as against all of the other property and improvements described therein except the property herein released.

[Signature Page Follows]

CITY OF SOUTH BEND, DEPARTMENT OF REDEVELOPMENT, by and through the South Bend Redevelopment Commission, its governing body

By: _____
Printed: _____
Title: _____

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

Before me, a Notary Public in and for said County and State, personally appeared _____, _____ of South Bend Redevelopment Commission and acknowledged the execution of the foregoing on the ____ day of _____, 2019

My Commission Expires: _____ Printed: _____, Notary Public
Residing in St. Joseph County

This instrument prepared by Richard J. Deahl, BARNES & THORNBURG LLP, 600 1st Source Bank Center, 100 North Michigan Street, 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. Richard J. Deahl.

LICENSE AGREEMENT FOR USE

This License Agreement for Use (this "Agreement") is made effective November 14, 2019 (the "Effective Date"), by and between the South Bend Redevelopment Commission, governing body of the City of South Bend Department of Redevelopment (the "Commission"), and Majority Builders Inc., an Indiana corporation (the "Company") (each a "Party," and collectively, the "Parties").

RECITALS

A. The Commission owns certain real property and improvements located within the River West Development Area of the City of South Bend, Indiana (the "City"), as more particularly described on **Exhibit A** (the "Property").

B. Company is working with a developer on a project on the real property described in attached **Exhibit B** (the "Development Parcel"), which abuts the Property along the Property's southern boundary.

C. Company desires access to the Property to install a temporary sign on the Property at Sample Street east of Ignition Drive, related to the Company's involvement with the project on the Development Parcel during construction of the project (the "Use").

D. The Commission is willing to permit Company to gain access to and use the Property for the Use, subject to the terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the Parties agree as follows:

1. **License**. The Commission grants to Company a non-exclusive license for the Use, provided that the Use is reasonable at all times and comports with the terms of this Agreement and all applicable laws.

2. **Term and Termination**. Company's license to use the Property shall commence on the Effective Date and shall terminate on December 31, 2021, or upon thirty (30) days' written notice to Company from the Commission or the Commission's authorized representative. Additionally, the Commission or its authorized representative may revoke and terminate the license upon thirty (30) days' written notice at any time for any reason, including, without limitation, for the transfer of the Property, as determined in its, his, or her sole discretion. Notwithstanding the foregoing sentence, the Commission or the Commission's authorized representative may revoke and terminate the license without notice in the event there exists any default of Company's obligations under this Agreement.

3. **No Lease or Easement; Assignment**. The Commission represents that it is the sole owner in fee simple of the Property and has the lawful right to permit Company to use the Property under this Agreement. The Parties acknowledge and intend that this Agreement will not constitute a lease of or an easement over the Property, and Company will have no right or authority to convey

any leasehold or other interest in the Property to any other person or entity. Except as expressly provided in this Agreement, any attempt by Company to grant or lease any interest in the Property to any other person or entity will be void ab initio and of no force or effect. The Parties agree that neither this Agreement nor any of Company's rights under this Agreement may be assigned, in whole or in part, to any other party without the Commission's prior written consent.

4. Maintenance. At all times during the period of the license, Company will keep the Property in good order and condition and free of debris.

5. Security. Company understands and agrees that the Commission shall not be liable for any loss, damage, destruction, or any bodily harm or injury that may result from the Company's use of the Property.

6. Storage. Company agrees that it will not cause or permit, knowingly or unknowingly, any hazardous material to be brought or remain upon, kept, used, discharged, leaked, or emitted at the Property.

7. Regulations; Other Permits. Company understands and agrees that it will, at its own expense, observe and comply with all applicable statutes, laws, ordinances, requirements, orders, rules, and regulations of all governmental authorities in relation to the Use. Company understands and agrees that it will secure in its own name and at its own expense all other permits and authorizations, if any, necessary for its use of the Property in accordance with the terms of this Agreement.

8. Commission's Use. The Commission reserves the right to use the Property during the Term of this Agreement for any purpose that does not substantially interfere with or obstruct Company's license under this Agreement.

9. Restoration. To the extent that any portion of the Property is disturbed or damaged in connection with Company's use of the Property, Company, at Company's sole expense, shall restore the Property to the condition that existed immediately prior to such disturbance or damage to the satisfaction of the Commission.

10. Indemnification. Company agrees and undertakes to defend, indemnify, and hold harmless the City and the Commission, and their respective officials, employees, agents, successors, and assigns, from and against any liability, loss, costs, damages, or expenses, including attorneys' fees, which the City or the Commission may suffer or incur as a result of any claims or actions which may be brought by any person or entity arising out of the license granted herein by the Commission or Company's use of the Property. If any action is brought against the City or the Commission, or their respective officials, employees, agents, successors, and assigns, in connection with Company's use of the Property, Company agrees to defend such action or proceedings at its own expense and to pay any judgment rendered therein.

11. Insurance. Company, at Company's sole expense, shall maintain during the term of this Agreement commercial general liability insurance covering Company in an amount not less than Five Million Dollars (\$5,000,000.00) per occurrence, inclusive of the limit an umbrella or excess policy. Company agrees to include the Commission and the City as additional insureds on

any such policy and produce to the Commission evidence of the same, including without limitation a properly endorsed policy and a certificate of insurance within thirty (30) days of the execution of this Agreement and annually thereafter. To the extent that the Commission or the City is harmed as a result of Company's use of the Property, Company hereby grants the Commission first priority on any proceeds received from Company's insurance. Notwithstanding anything in this Agreement to the contrary, neither the Commission nor the City waive any governmental immunity or liability limitations available to them under Indiana law.

12. Integration; Amendment. This Agreement supersedes all prior negotiations, understandings, and agreements, whether written or oral, concerning the subject matter of this Agreement and constitutes the Parties' entire agreement. This Agreement may not be altered except by a written instrument signed by authorized representatives of both Parties.

13. Waiver. Neither the failure nor any delay on the part of a party to exercise any right, remedy, power or privilege under this Agreement shall operate as a waiver thereof, nor shall any single or partial exercise of any right, remedy, power or privilege preclude any other or further exercise of the same or of any right, remedy, power or privilege, nor shall any waiver of any right, remedy, power or privilege with respect to any occurrence be construed as a waiver of such right, remedy, power or privilege with respect to any other occurrence. No waiver shall be effective unless it is in writing and is signed by the party asserted to have granted such waiver.

14. Severability. If any term or provision of this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining terms and provisions of this Agreement shall continue in full force and effect unless amended or modified by mutual consent of the parties.

15. Counterparts; Signatures. This Agreement may be separately executed in counterparts by the Commission and Company, and the same, when taken together, will be regarded as one original Agreement. Electronically transmitted signatures will be regarded as original signatures.

16. Authority. Each undersigned person signing on behalf of his or her respective Party certifies that he or she is duly authorized to bind his or her respective Party to the terms of this Agreement.

17. Governing Law. This Agreement will be governed by and construed in accordance with the laws of the State of Indiana.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the Parties have executed this License Agreement for Use to be effective as of the date set forth above.

SOUTH BEND REDEVELOPMENT
COMMISSION

By: _____
Marcia I. Jones, President

ATTEST:

Quentin Phillips, Secretary

MAJORITY BUILDERS INC.

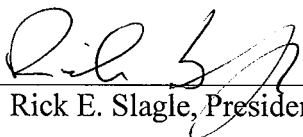
By:  _____
Rick E. Slagle, President

EXHIBIT A

Property

Lot 5 of the plat of Ignition Park Major Subdivision, Sec. 2, recorded July 1, 2014 in the Office of the Recorder of St. Joseph County, Indiana.

Parcel Key No. 018-8021-0849

EXHIBIT B

Development Parcel

Lot 3 of the plat of Ignition Park Minor Subdivision #1, recorded October 28, 2014 in the Office of the Recorder of St. Joseph County, Indiana.

Parcel Key No. 018-8021-084916

FIRST AMENDMENT TO DEVELOPMENT AGREEMENT

THIS FIRST AMENDMENT TO DEVELOPMENT AGREEMENT (this “First Amendment”) is made on November 14, 2019, by and between the South Bend Redevelopment Commission, the governing body of the City of South Bend Department of Redevelopment (the “Commission”), and Historic Landmarks Foundation of Indiana Inc. d/b/a Indiana Landmarks (the “Developer”) (each a “Party,” and collectively the “Parties”).

RECITALS

A. The Commission and the Developer entered into a Development Agreement dated effective February 14, 2019 (the “Development Agreement”), for the development of a Project in the West Washington-Chapin Development Area.

B. As set forth in the Development Agreement, the Commission agreed to expend no more than Two Hundred Thousand Dollars (\$200,000.00) of tax increment finance revenues to complete the Local Public Improvements in support of the Developer’s construction on the Developer’s Property, specifically the rehabilitation or replacement of windows and the installation of storm windows (the “LPI”).

C. In accordance with Section 5.2(c) of the Development Agreement, bids were received for the LPI by the City of South Bend Board of Public Works (the “Board”), as the Commission’s agent, and the winning bid exceeded the Funding Amount.

D. In order to award the contract to the winning bidder (the “LPI Contract”), the Board requires an increase of the Funding Amount by Eighteen Thousand Eight Hundred Dollars (\$18,800.00) (the “Funding Amount Increase”).

E. In consideration of the Commission’s willingness to increase the Funding Amount, and thereby to permit the Board’s award of the LPI Contract, the Developer has agreed to pay the Funding Amount Increase in the manner set forth in this First Amendment.

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

1. Section 1.3 shall be deleted in its entirety and replaced with the following:

1.3 Funding Amount. “Funding Amount” means an amount not to exceed Two Hundred Eighteen Thousand Eight Hundred Dollars (\$218,800.00) of tax increment finance revenues to be used for paying the costs associated with the construction, equipping, inspection, and delivery of the Local Public Improvements.

2. The Developer hereby expressly reaffirms its obligation under Section 5.2(d) of the Development Agreement to pay all costs of completing the LPI, including any necessary change orders to the LPI Contract, in excess of the Funding Amount, as such amount is hereby amended. The Developer hereby acknowledges that the Developer or the Developer’s designee may inspect

the LPI upon completion and hereby expressly reaffirms its obligation under Section 5.2(d) of the Development Agreement to pay all costs of inspecting the LPI.

3. Notwithstanding any provision to the contrary, the Commission's obligations to complete the LPI will be satisfied in full upon the completion of the LPI Contract, irrespective of the final amount of the LPI Contract.

4. As an inducement for the Commission's increase of the Funding Amount under this First Amendment and as a further assurance to the Commission pursuant to Section 9.13 of the Development Agreement, within ten (10) days after the Effective Date of this First Amendment, the Developer (or the Developer's designee) will submit to the Commission funds in the amount of Eighteen Thousand Eight Hundred Dollars (\$18,800.00), which funds will be applied at an appropriate time to the LPI Contract in accordance with the Board's ordinary payment practices and applicable laws.

5. The Developer hereby expressly reaffirms its obligations under the Development Agreement, and, unless expressly modified by this First Amendment, the terms and provisions of the Development Agreement remain in full force and effect.

6. Capitalized terms used in this First Amendment will have the meanings set forth in the Development Agreement unless otherwise stated herein.

7. The recitals set forth above are hereby incorporated into the operative provisions of this First Amendment.

8. This First Amendment will be governed and construed in accordance with the laws of the State of Indiana.

9. This First Amendment may be executed in separate counterparts, each of which when so executed shall be an original, but all of which together shall constitute one and the same instrument. Any electronically transmitted version of a manually executed original shall be deemed a manually executed original.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the Parties hereby execute this First Amendment to Development Agreement as of the first date stated above.

COMMISSION:

SOUTH BEND REDEVELOPMENT
COMMISSION

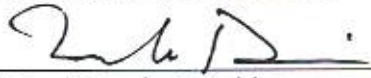
By: _____
Marcia I. Jones, President

ATTEST:

By: _____
Quentin Phillips, Secretary

DEVELOPER:

HISTORIC LANDMARKS FOUNDATION OF INDIANA INC.
D/B/A INDIANA LANDMARKS

By:  _____
Marsh Davis, President

RESOLUTION NO. 3501

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
SETTING A PUBLIC HEARING ON ADDITIONAL 2019 APPROPRIATIONS AND
TRANSFER OF MONIES FROM
THE AIRPORT BOND DEBT SERVICE RESERVE**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the Department of Redevelopment of the City of South Bend, Indiana (the "City") and the City of South Bend, Indiana, Redevelopment District (the "District"), exists and operates under the provisions of Indiana Code 36-7-14, as amended (the "Act"); and

WHEREAS, in accordance with the Act, the Commission, from time to time, has declared, confirmed, and established allocation areas for certain redevelopment and economic development areas within the District for the purposes of tax increment financing; and

WHEREAS, the Commission has further created allocation area funds for receiving tax increment revenues received from the allocation areas; and

WHEREAS, the Commission previously was presented with Resolution No. 3457, which it approved on October 11, 2018, appropriating and transferring funds from Fund 315 to Fund 324 for the payment of the debt service for the Airport bonds; and

WHEREAS, Fund 315 earned higher than anticipated interest on the funds contained therein, and the Commission desires to transfer said interest earnings to Fund 324; and

WHEREAS, the Commission will be presented with and will consider Resolution No. 3511, for the appropriation of funds from the Airport Bond Debt Service Reserve, Fund No. 315, for the appropriation and transfer of funds to River West Development Area, Fund No. 324 (the "Resolution"); and

WHEREAS, the Commission desires to hold a public hearing to discuss the Resolution, which enables the Commission to use the funds in accordance with Section 36-7-14-39 of the Act; and

WHEREAS, such appropriations are subject to the provisions of Indiana Code 6-1.1-18-5; and

WHEREAS, the proposed appropriations are not for the operating expenses of the Commission.

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The Commission desires to set a public hearing to discuss the Resolution for the appropriation and transfer of an amount not-to-exceed Seven Thousand Dollars (\$7,000.00) from

the Airport Bond Debt Service Reserve, Fund 315, to the River West Development Area, Fund 324.

2. The President and Secretary of the Commission are each hereby authorized and directed to take all necessary steps to obtain approval of the expenditures of such funds pursuant to applicable laws, including the publication in accordance with Indiana Code 5-3-1 of notice of a hearing on the appropriation of such funds to be held at 4:00 p.m. on December 12, 2019, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

3. This Resolution(s) will be in full force and effect upon its adoption by the Commission.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on November 14, 2019, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Marcia I. Jones, President

ATTEST:

Quentin Phillips, Secretary

RESOLUTION NO. 3509

**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT COMMISSION
SETTING A PUBLIC HEARING ON ADDITIONAL 2019 APPROPRIATIONS OF TAX
INCREMENT FINANCING REVENUES FROM
THE RIVER WEST DEVELOPMENT AREA ALLOCATION AREA 1**

WHEREAS, the South Bend Redevelopment Commission (the "Commission"), the governing body of the Department of Redevelopment of the City of South Bend, Indiana (the "City") and the City of South Bend, Indiana, Redevelopment District (the "District"), exists and operates under the provisions of Indiana Code 36-7-14, as amended (the "Act"); and

WHEREAS, in accordance with the Act, the Commission, from time to time, has declared, confirmed, and established allocation areas for certain redevelopment and economic development areas within the District for the purposes of tax increment financing; and

WHEREAS, the Commission has further created allocation area funds for receiving tax increment revenues received from the allocation areas; and

WHEREAS, the Commission previously was presented with Resolution No. 3471, which it approved on February 14, 2019, appropriating tax increment financing revenues from River West Development Area Allocation Area No. 1 Fund 324; and

WHEREAS, one expenditure for which the monies were appropriated in Resolution No. 3471 was incorrectly set forth, causing a deficit; and

WHEREAS, the Commission will be presented with and will consider Resolution No. 3512, for the additional appropriation of funds from the River West Development Area, Allocation Area No. 1, Fund No. 324 in order to pay the remaining expenses (the "Resolution"); and

WHEREAS, the Commission desires to hold a public hearing to discuss the Resolution, which enables the Commission to pay the incorrectly budgeted expense, which constitutes a debt service payment related to local public improvements due and owing in the calendar year 2019, as set forth more particularly in the Resolution; and

WHEREAS, such appropriations are subject to the provisions of Indiana Code 6-1.1-18-5; and

WHEREAS, the proposed appropriations are not for the operating expenses of the Commission.

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

1. The Commission desires to set a public hearing to discuss the Resolution for the appropriation of the additional funds in the amount of Five Thousand Eighty Dollars (\$5,080.00) from the River West Development Area, Allocation Area No. 1, Fund 324.

2. The President and Secretary of the Commission are each hereby authorized and directed to take all necessary steps to obtain approval of the expenditures of such funds pursuant to applicable laws, including the publication in accordance with Indiana Code 5-3-1 of notice of a hearing on the appropriation of such funds to be held at 4:00 p.m. on December 12, 2019, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

3. This Resolution(s) will be in full force and effect upon its adoption by the Commission.

ADOPTED at a regular meeting of the South Bend Redevelopment Commission held on November 14, 2019, at 1308 County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

Marcia I. Jones, President

ATTEST:

Quentin Phillips, Secretary

RESOLUTION NO. 3510**A RESOLUTION OF THE SOUTH BEND
REDEVELOPMENT COMMISSION ESTABLISHING
CERTAIN FUNDS AND ACCOUNTS IN CONNECTION WITH
THE LEASE DATED AS OF OCTOBER 1, 2019, BETWEEN THE
SOUTH BEND REDEVELOPMENT COMMISSION AND
THE SOUTH BEND REDEVELOPMENT AUTHORITY
RELATING TO THE DOUBLE TRACKING PROJECT
AND OTHER RELATED MATTERS**

WHEREAS, the South Bend Redevelopment Commission (the “Commission”), the governing body of the South Bend Department of Redevelopment and the Redevelopment District of the City of South Bend, Indiana (the “District”), exists and operates under the provisions of Indiana Code 36-7-14, as amended from time to time (the “Act”); and

WHEREAS, the Commission, pursuant to declaratory resolutions previously adopted by the Commission and amended from time to time, the Commission has declared (i) a certain area of the City of South Bend, Indiana (the “City”), known as the “River West Development Area” (the “Area”) as an economic development area and an allocation area under the Act and approved an economic development plan for the Area; and

WHEREAS, the City has determined to pay a portion (such portion being referred to herein as the “City Payment”) of the amount that St. Joseph County is obligated to pay as a cash participant under Indiana Code 36-7.5-4.5-16 in the Northern Indiana Commuter Transportation District (“NICTD”) Main Line Double-Tracking Project which consists of the design, engineering, acquisition, renovation, construction, demolition, installation and/or improvement of certain rail lines owned and/or operated by NICTD and other projects relating to the foregoing projects (collectively, the “Double Tracking Project”); and

WHEREAS, the South Bend Redevelopment Authority (the “Authority”) has been created pursuant to IC 36-7-14.5 as a separate body, corporate and politic, and as an instrumentality of the City, to finance local public improvements for lease to the Commission; and

WHEREAS, the Authority intends to lease all or a portion of Cleveland Road in the City from its intersection with Portage Avenue to its intersection with Ameritech Drive (the “Leased Premises”) to the Commission pursuant to a lease dated as of October 1, 2019 (the “Lease”), which form of Lease was heretofore approved by this Commission, the Authority and the Common Council of the City in order to provide for the financing of the City Payment for the Double Tracking Project; and

WHEREAS, the Authority and the Commission have given consideration to (i) financing the cost of funding the City Payment which will be used by or on behalf of NICTD to pay for a portion of the cost of the Double Tracking Project; (ii) funding a debt service reserve fund, if necessary in connection with the issuance of the Bonds (defined herein); and (iii) paying costs incurred in connection with the issuance of the Bonds; and

WHEREAS, the Authority intends to issue bonds pursuant to 1C 36-7-14.5-19 and a trust agreement (the “Trust Agreement”) to be known as the “South Bend Redevelopment Authority Lease Rental Revenue Bonds of 2019 (Double Tracking Project)” in an aggregate principal amount not to exceed Eleven Million Dollars (\$11,000,000) (the “Bonds”), the proceeds of which are to be used to finance all or any portion of the costs of (i) a portion of the City Payment; (ii) funding a debt service reserve fund, if necessary, in connection with the issuance of the Bonds; and (iii) issuing the Bonds; and

WHEREAS, the Commission intends to pay rent to the Authority pursuant to the terms of the Lease, at a rate not to exceed One Million Five Hundred Thousand Dollars (\$1,500,000.00) per year, in semiannual installments, with a term no longer than eleven (11) years beginning on the date the Authority acquires an interest in the Leased Premises, and ending on the day prior to a date not later than eleven (11) years after such date of acquisition by the Authority (such rent payments being referred to herein as the “Lease Rental Payments”); and

WHEREAS, it is necessary for the Commission to establish certain funds and accounts for the payment of the Lease Rental Payments owed by the Commission pursuant to the Lease; and

WHEREAS, the Commission anticipates that sufficient funds will be available to the Commission to make the required Lease Rental Payments with such funds being derived from available tax increment revenues (the “TIF Revenues”) allocated to the Commission from the Area; and

WHEREAS, because the Commission anticipates that sufficient TIF Revenues will be available to make the Lease Rental Payments, the City Payment, which will be used for a portion of the costs of the Double Tracking Project, does not constitute a “controlled project” as such term is defined by Indiana Code 6-1.1-20-1.1;

NOW, THEREFORE, BE IT RESOLVED, BY THIS SOUTH BEND REDEVELOPMENT COMMISSION AS FOLLOWS:

SECTION 1. The Commission hereby confirms the creation of the South Shore Double Tracking Debt Service Fund #352 (“Fund #352”) into which funds will be deposited to pay the rentals owed by the Commission pursuant to the Lease.

SECTION 2. The Commission agrees that it shall levy in each calendar year pursuant to Section 27 of the Act, beginning in the year prior to the first calendar year in which the Commission is required to make Lease Rental Payments, a special tax upon all of the taxable property in the District in a total amount necessary, together with all other funds (other than special taxes), including, without limitation, the TIF Revenues and any other revenues deposited in Fund #352 during the previous 12 calendar months prior to August 1 of such calendar year, to pay all Lease Rental Payments payable in the 12-month period beginning on July 1 of the year following such calendar year pursuant to Section 4 of the Lease. Such taxes shall be deposited in Fund #352 and such taxes and any other funds deposited in Fund #352 shall be irrevocably pledged for the purposes set forth in this Resolution, such pledge being effective as set forth in IC 5-1-14-4 without the necessity of filing or recording this resolution or any instrument except in the records of the Commission. In addition to the amount on deposit in Fund 352, the Commission may take into

account when determining whether it is necessary to levy a special tax as described herein, the amount available in the debt service reserve fund which may be established under the Trust Agreement to provide additional security for the Bonds.

SECTION 3. The Commission hereby authorizes and directs the President and the Secretary of the Commission to take any and all necessary actions and execute any and all necessary documents to carry out the purpose of this Resolution. This Resolution shall be in full force and effect after its adoption by the Commission.

ADOPTED at a meeting of the South Bend Redevelopment Commission held on November 14, 2019, in Room 1308, County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana 46601.

SOUTH BEND REDEVELOPMENT
COMMISSION

By: _____
Marcia I. Jones, President

ATTEST:

Quentin Phillips, Secretary