

3 **A RESOLUTION OF THE**  
4 **COMMON COUNCIL OF THE CITY OF FORT WAYNE, INDIANA,**  
5 **PROVIDING PRELIMINARY APPROVAL OF THE ISSUANCE**  
6 **OF BONDS FOR THE PURPOSE OF PROVIDING CERTAIN**  
7 **ECONOMIC DEVELOPMENT FACILITIES**  
8 **TO BE UNDERTAKEN BY FOX AND MAIN LLC**

9 WHEREAS, the City of Fort Wayne, Indiana (the "City") is  
10 authorized by Indiana Code 36-7-11.9 and 12, as supplemented and amended (the  
11 "Act"), to issue revenue bonds for the financing of economic development facilities,  
12 the funds for said financing to be used for the acquisition, construction, installation  
13 and equipping of said facilities; and

14 WHEREAS, Fox and Main LLC (the "Applicant") has advised the  
15 City of Fort Wayne Economic Development Commission (the "Commission") and  
16 the City that it proposes that the City issue economic development revenue bonds for  
17 the purpose of providing financing for a portion of certain economic development  
18 facilities, including the acquisition, construction, installation and equipping of a 125-  
19 room hotel with restaurant, lounge and retail areas, including a rooftop reception and  
20 amenity space, located within the City at 204 and 226 West Main Street (the  
21 "Project"); and

22 WHEREAS, the real estate, the building and the equipment  
23 comprising the Project will be owned by the Applicant for use in its business; and

24 WHEREAS, the Applicant has proposed that the City issue its  
25 economic development tax increment revenue bonds under the Act with the  
26 aggregate principal amount of said revenue bonds to be issued not to exceed  
27 \$5,494,000 to finance a portion of the costs of the acquisition and installation of the  
28 Project under a financing agreement whereby the proceeds of such bonds would be  
29 utilized to acquire and install the Project and the bonds would be special, limited  
30

1 obligations of the City payable solely from the tax increment revenues expected to be  
2 generated by the Project and pledged for such purpose by the Fort Wayne  
3 Redevelopment Commission, and the bonds would not constitute an indebtedness of  
4 the Commission or the City or a loan of the credit thereof within the meaning of any  
5 constitutional or statutory provisions; and the Applicant has further advised the City  
6 that the determination by the City to accept such a proposal for financing the Project  
7 will constitute a substantial inducement to the Applicant to proceed with the Project;  
8 and

9 WHEREAS, the Applicant has submitted evidence regarding the lack  
10 of an adverse competitive effect of the Project on similar facilities already  
11 constructed or operating in the City; and

12 WHEREAS, it is estimated that the Project will result in the creation  
13 of eighty-one (81) jobs with an estimated annual payroll of approximately \$33,510  
14 per employee; and

15 WHEREAS, the Commission has rendered a report concerning the  
16 proposed financing of economic development facilities for the Applicant which  
17 report incorporates findings of fact by the Commission; and

18 WHEREAS, the Commission has given its approval to such financing  
19 of the Project; and

20 WHEREAS, said revenue bonds are payable solely from tax  
21 increment revenues expected to be generated by the Project and in no manner shall  
22 said revenue bonds reduce the bonding capacity of the City; and

23 WHEREAS, the issuance of said revenue bonds shall not obligate the  
24 full faith and credit for the taxing power of the City; and

1 WHEREAS, subject to required approvals, it appears that the  
2 financing of the Project would be a public benefit to the health, prosperity, economic  
3 stability and general welfare of the City and its inhabitants;

4  
5 NOW, THEREFORE, BE IT RESOLVED BY THE COMMON  
6 COUNCIL OF THE CITY OF FORT WAYNE, INDIANA:

7 SECTION 1. The Common Council finds, determines, ratifies and  
8 confirms that the creation and retention of opportunities for gainful employment and  
9 the creation of business opportunities to be achieved by the Project in the City will  
10 be of benefit to the health and general welfare of the citizens of the City; and that it  
11 is in the public interest that this Common Council take such action as it lawfully may  
12 to encourage diversification of industry and promotion of job opportunities in the  
13 City.

14 SECTION 2. The Common Council further finds, determines, ratifies  
15 and confirms that the issuance and sale of economic development tax increment  
16 revenue bonds of the City under the Act in an aggregate principal amount not to  
17 exceed \$5,494,000 for the Project and the proceeds of the revenue bonds to the  
18 Applicant will serve the public purposes referred to above, in accordance with the  
19 Act.

20 SECTION 3. In order to induce the Applicant to proceed with the  
21 Project, the Common Council hereby finds, determines, ratifies and confirms that:

- 22  
23 i) It will take or cause to be taken such actions pursuant to the  
24 Act as may be reasonably required to implement the aforesaid  
25 financing, or as it may deem reasonably appropriate in  
26 pursuance thereof; provided that all of the foregoing shall be  
27 mutually acceptable to the City and the Applicant; and  
28  
29  
30



1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30

SECTION 8. The City does not warrant, guarantee or even suggest that interest to be paid to or income to be received by the holders of any bond, coupon, or series thereof is exempt from taxation by any local, state or federal government.

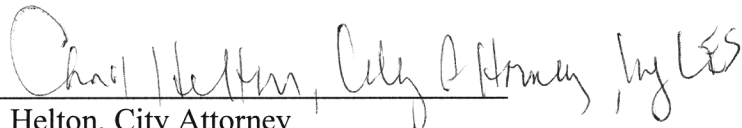
SECTION 9. The bonds shall be limited, special obligations of the City payable solely from tax increment revenues expected to result from completion of the Project, and shall not constitute an indebtedness of the Commission or the City or a loan of the credit thereof.

SECTION 10. This resolution does not constitute a binding obligation of the Commission or the City to issue the bonds, but instead, is a commitment by the City to proceed with negotiations for the financing described herein with the Applicant and is subject to the adoption of a bond ordinance by the City in accordance with the provision of the Act.

SECTION 11. This Resolution shall be in full force and effect from and after the time it has been adopted by the Common Council, approved by the Mayor, and otherwise executed and delivered in accordance with any and all laws pertaining thereto.

  
\_\_\_\_\_  
Council Member

APPROVED AS TO FORM AND LEGALITY:

  
\_\_\_\_\_  
Carol Helton, City Attorney

RESOLUTION NO. 4/19/2018

**A RESOLUTION OF THE FORT WAYNE ECONOMIC DEVELOPMENT  
COMMISSION PROVIDING PRELIMINARY APPROVAL OF THE ISSUANCE OF  
BONDS FOR THE PURPOSE OF FINANCING CERTAIN ECONOMIC  
DEVELOPMENT FACILITIES FOR FOX AND MAIN LLC**

WHEREAS, the City of Fort Wayne, Indiana (the "City"), is authorized by Indiana Code 36-7-11.9 and 12, as supplemented and amended (the "Act") to issue revenue bonds for the financing of economic development facilities, the funds from said financing to be used for the acquisition, construction, installation and equipping of said facilities; and

WHEREAS, Fox and Main LLC (the "Applicant") has requested that the Commission give preliminary approval to the issuance of economic development tax increment revenue bonds in an aggregate principal amount not to exceed \$5,494,050, which request includes the financing by the Applicant of a portion of certain economic development facilities described on Exhibit A attached to this resolution and located at 204 and 226 West Main Street in the City (the "Project"); and

WHEREAS, the real estate and the improvements comprising the Project will be owned by Applicant for use in its business; and

WHEREAS, it appears from the application submitted to the Commission, and the Report approved by the Commission, that the creation of opportunities for gainful employment and the creation of business opportunities to be achieved by the Project will serve a public purpose and will be of benefit to the health and general welfare of the City, and that the proposed financing complies with the provisions of the Act; and

WHEREAS, it appears from the application submitted to the Commission, and the Report approved by the Commission, that the Project will not have an adverse competitive effect on any similar facility which may be operating in the City;

NOW, THEREFORE BE IT RESOLVED, by the Fort Wayne Economic Development Commission, based upon the evidence submitted and representations made by the Applicant, its agents and counsel, as required by the Act, that;

1. The creation of opportunities for gainful employment and the creation of business opportunities to be achieved by the Project in the City will be of benefit to the health and general welfare of the citizens of the City, and it is in the public interest that this Commission take such action as it lawfully may to encourage diversification of industry and promotion of job opportunities in the City.

2. The issuance and sale of economic development revenue bonds of the City under the Act in an aggregate principal amount not to exceed \$5,494,050 for the Project and the loan of the proceeds of the economic development tax increment revenue bonds to the Applicant will serve the public purposes referred to above, in accordance with the Act.

3. The proposed economic development facilities will not have an adverse competitive effect on any similar facilities which may be already under construction or in operation in the City.

4. In order to induce the Applicant to proceed with negotiations for the Project, the Commission hereby determines that:

- (i) It will take or cause to be taken such actions pursuant to the Act as may be reasonably required to implement the aforesaid financing, or as it may deem reasonably appropriate in pursuance thereof, provided that all of the foregoing shall be as authorized by law and is mutually acceptable to the City and the Applicant; and
- (ii) It will adopt such resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be reasonably necessary and advisable for the authorization, issuance and sale of said economic development tax increment revenue bonds; provided that all of the foregoing shall be as authorized by law and is mutually acceptable to the City and the Applicant.

5. The Commission hereby approves the report with respect to the Project presented at this meeting, and hereby adopts the findings of fact set forth therein. The Secretary or Vice President of this Commission shall submit such report to the executive director or chairman of the plan commission of the City.

6. The Commission hereby approves the publication of the notice of public hearing regarding the Project required by Section 24(a) of the Act.

7. All costs of the Project incurred for planning, engineering, interest paid during construction, underwriting expenses, attorney and bond counsel fees, and acquisition, installation and equipping of the Project will be permitted to be included as part of the costs of the Project to be financed out of the loan of the proceeds from the sale of the bonds to the extent permitted by the Act and applicable regulations promulgated under the Internal Revenue Code of 1986, as amended.

8. All action taken and approvals given by the Commission with regard to the Applicant are based upon the evidence submitted and representations made by the Applicant, its agents or counsel. No independent examination, appraisal or inspection of the Project was made, requested, or is contemplated by the Commission or the City.

9. The Commission does not, by this or any other approval or finding, guarantee, warrant or even suggest that the bonds, coupons or series thereof will be a reasonable investment for any person, firm or corporation.

10. The Commission shall not be obligated, directly or indirectly, to see to the application or use of the proceeds from the sale of the bonds or to see that the contemplated improvements, if any, are constructed. The Commission is in no way responsible to the holders of any bonds for any payment obligation created by the bonds.

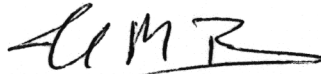
11. The Commission does not warrant, guarantee or even suggest that interest to be paid to or income to be received by the holders of any bond, coupon, or series thereof is exempt from taxation by any local, state or federal government.

12. The bonds shall be special, limited obligations of the City payable solely from the tax increment revenues expected to be generated by the Project and pledged for such purpose by the Fort Wayne Redevelopment Commission, and shall not constitute an indebtedness of the Commission or the City or a loan of the credit thereof within the meaning of any constitutional or statutory provisions.

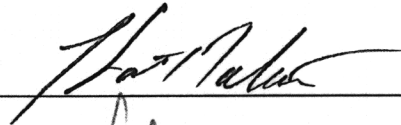
13. This resolution does not constitute a binding obligation of the Commission or the City to issue the bonds, but instead, is a commitment by the Commission to proceed with negotiations for the financing described herein with the Applicant and is subject to the adoption of a bond ordinance by the fiscal body of the City in accordance with the provisions of the Act.

ADOPTED this 19<sup>th</sup> day of April, 2018.

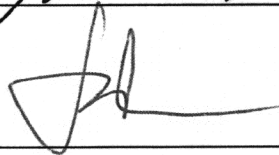
FORT WAYNE  
ECONOMIC DEVELOPMENT COMMISSION



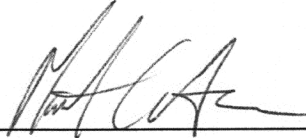
---



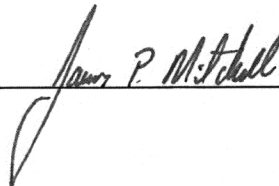
---



---



---



---

## EXHIBIT A

### PROJECT DESCRIPTION

The Project consists of a boutique hotel in thriving downtown Fort Wayne. The proposed structure consists of five floors, inclusive of the ground floor. The ground floor shall incorporate a lobby and registration area, meeting space, and interior and exterior hospitality space. The ground floor will also incorporate retail space available for lease by third-party end users in southwest and northeast corners of the proposed building. The upper floors are guest rooms and suites. In total, the project consists of approximately 116 guest rooms and 9 suites. The total square footage of the Project is 68,153 square feet and the total square footage of the first floor is 18,675 square feet. The Project is depicted on Attachment 4 to the Application for Economic Development Bond Financing.

**REPORT OF THE FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION  
CONCERNING THE PROPOSED FINANCING OF ECONOMIC DEVELOPMENT  
FACILITIES FOR FOX AND MAIN LLC**

The Fort Wayne Economic Development Commission (the "Commission") has recommended to the City of Fort Wayne, Indiana (the "City"), Common Council, that it loan the proceeds of an economic development tax increment revenue bond financing (the "Bonds") in an amount not to exceed \$5,494,050 to Fox and Main LLC (the "Applicant").

The Applicant has requested that the Commission give preliminary approval to the issuance of economic development tax increment revenue bonds to be issued on a taxable basis with an aggregate principal amount of said revenue bonds to be issued not to exceed \$5,494,050, which request includes the financing by the Applicant of a portion of certain economic development facilities consisting of the acquisition, construction, installation and equipping of a boutique hotel to be located at 204 and 226 West Main Street in the City, as more particularly described on Exhibit B attached to this report (the "Project").

That portion of the Project consisting of the real estate and the building located thereon and the equipment to be located therein will be owned by the Applicant for use in its business of the rental of multi-family housing, commercial space for restaurants, retail and office and self-storage units.

The Applicant does not anticipate a need for any additional public services as a result of the Project that are not otherwise available or contemplated.

The total cost of the Project will approximate \$27,700,000 a portion of which will be financed by economic development tax increment revenue bonds in a principal amount not to exceed \$5,494,050.

The Applicant anticipates creating 81 jobs as a result of the Project with an estimated total annual payroll of \$33,510 per employee.

The acquisition, construction, installation and equipping of the Project will not have an adverse competitive effect on any similar facilities already constructed or operating in or about the City because there are no such facilities.


The proposed financing of the Project will be of benefit to the health and general welfare of the citizens of the City.

The proposed financing of the Project complies with the purposes and provisions of I.C. §§ 36-7-11.9 and 12 et seq., as supplemented and amended.

The foregoing report is true and correct in all material respects and has been prepared by and submitted to the Issuer by the Applicant as of this 19th day of April, 2018, and incorporates the evidence presented from representatives of the Applicant at a meeting of the Commission held on April 19, 2018, as more specifically set forth in the Findings of Fact attached hereto and made a part hereof as Exhibit A.

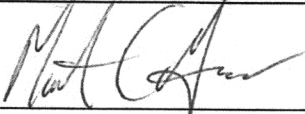
ADOPTED this 19<sup>th</sup> day of April, 2018.

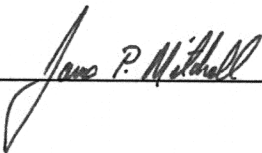
FORT WAYNE ECONOMIC  
DEVELOPMENT COMMISSION

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

  
\_\_\_\_\_

**EXHIBIT A**

**FINDINGS OF FACT OF THE FORT WAYNE  
ECONOMIC DEVELOPMENT COMMISSION  
RE: FOX AND MAIN LLC**

Comes now the Fort Wayne Economic Development Commission and upon evidence presented makes the following findings of fact re: Fox and Main LLC (the "Applicant"):

1. The proposed economic development facilities consist of the acquisition, construction, installation and equipping of a boutique hotel, as more particularly described on Exhibit B to this report, located within the City of Fort Wayne, Indiana (the "City") at 204 and 226 West Main Street (the "Project"). The real estate, building and equipment will be owned by Applicant for use in its business of hospitality. The estimated cost of the Project is approximately \$27,700,000 of which \$5,494,050 has been requested by the Applicant to be financed through the issuance of economic development tax increment revenue bonds by the City under the provisions of I.C. § 36-7-11.9 and 12, as supplemented and amended, be issued on a tax-exempt basis in the aggregate principal amount of said revenue bonds to be issued not to exceed \$5,494,050.
2. No public works or services not already existing or available will be necessary or desirable due to the economic development facilities proposed by the Applicant.
3. The Applicant estimates that as a result of the acquisition, installation and equipping of the Project, it will create 81 jobs with an estimated annual payroll of approximately \$33,510 per employee.
4. The Project will not have an adverse competitive effect on any other similar facilities within the geographic limits of the City as the Project is located in an area of the City which will benefit from this development and future development.

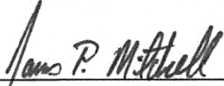
FOX AND MAIN LLC

By: \_\_\_\_\_

Printed: \_\_\_\_\_

Its: \_\_\_\_\_

APPROVED THIS 19<sup>th</sup> DAY OF  
APRIL, 2018



\_\_\_\_\_  
President  
Fort Wayne Economic  
Development Commission

**EXHIBIT B**

**PROJECT DESCRIPTION**

The Project consists of a boutique hotel in thriving downtown Fort Wayne. The proposed structure consists of five floors, inclusive of the ground floor. The ground floor shall incorporate a lobby and registration area, meeting space, and interior and exterior hospitality space. The ground floor will also incorporate retail space available for lease by third-party end users in southwest and northeast corners of the proposed building. The upper floors are guest rooms and suites. In total, the project consists of approximately 116 guest rooms and 9 suites. The total square footage of the Project is 68,153 square feet and the total square footage of the first floor is 18,675 square feet. The Project is depicted on Attachment 4 to the Application for Economic Development Bond Financing.



Fort Wayne Economic Development Commission

CITY OF FT WAYNE

MAR 29 2018

COMMUNITY DEVL.

Application for Economic Development Bond Financing

Fort Wayne Economic Development Commission by: Staff Member Chairman Young Date 3/29/18

Please refer to the attached Application Instructions prior to completing this application!

General Information

Total projected cost of bond issue (include cost of project and cost of bond issuance): \$5,494,050.00.

- 1. Name of applicant: Fox and Main, LLC
2. Title of applicant: Bashar Wali, Authorized Representative
3. Address of applicant: 204 and 226 W. Main Street, Fort Wayne, Indiana 46802
4. Phone and fax number of applicant: (503) 295-2122 (phone) and (503) 241-9399 (fax)
5. Name of business: Fox and Main, LLC
6. Address of business: 204 and 226 W. Main Street, Fort Wayne, Indiana 46802
7. Phone and fax number of business: (503) 295-2122 (phone) and (503) 241-9399 (fax)
8. Name of contact person: Thomas Trent
9. Title of contact person: Attorney
10. Name of contact's business: Rothberg Logan & Warsco LLP
11. Address of contact's business: 505 E. Washington Blvd, Fort Wayne, Indiana 46802
12. Telephone and fax number of contact: (260) 422-9454 (phone) and (260) 422-1622 (fax)
13. Applicant is organized as a: (Check One)
Not-for-Profit Corporation
C Corporation
Limited Liability Company
Sole Proprietorship
Limited Partnership
Subchapter S Corporation
General Partnership
Joint Venture
Other

14. List company officers and/or principal operating personnel:

NAME	TITLE	ADDRESS	PHONE NUMBER
Bashar Wali	Authorized Representative	808 SW Alder, Suite 300, Portland, OR 97205	(503) 593-3973
Robert Hall	Authorized Representative	7 Spring Mill Lane, Haverford, PA 19041	(215) 429-3508

15. List all persons or firms having ten percent or more ownership interest in the applicant business and the percentage each holds:

NAME	PERCENTAGE	NAME	PERCENTAGE
PH Fort Wayne, LLC	50%		
Baekgaard USA, LLC	50%		

16. Name and nature of the business or (if others) businesses in which the applicant is engaged:

Applicant is engaged in the business of constructing and operating a boutique hotel at the corner of Main Street and Harrison Street, Fort Wayne, Indiana.

17.  Yes  No Is the applicant incorporated in the State of Indiana? \*\*

18. If yes, attach a copy of Certificate of Existence. (**Attachment #1**)

19. If no, under the laws of what state is the applicant organized? N/A

20.  Yes  No Has the applicant received authority to do business in Indiana from the Indiana Secretary of State?

21. Provide evidence of such legal existence, including a statement from any certifying authorities. (**Attachment #2**)

22.  Yes  No Does the applicant operate under an assumed name in Allen County, Indiana?

23.  Yes  No Has the applicant filed for a Certificate of Use of Assumed Name with the Allen County, Indiana Recorder's Office?

24. If yes, under what name? N/A Date filed: N/A

25.  Yes  No If the applicant is a sole proprietorship or general partnership, has the applicant filed for a Certificate of Assumed Business Name with the Allen County, Indiana Recorder's Office?

26. If yes, under what name? N/A Date filed: N/A

27.  Yes  No Are any members of the Fort Wayne Economic Development Commission, Fort Wayne Common Council, or Allen County Council shareholders or holders of any debt obligation of the applicant?

28. If yes, list name(s):

N/A	N/A

\*\*Applicant is an Indiana limited liability company that is organized (not incorporated) in the State of Indiana. Applicant intends to redomicile the entity to Delaware and will provide revised authority to operate in Indiana upon such change in domicile.

## Project Information

29. Street address of project: 204 West Main Street and 226 West Main Street, Fort Wayne, IN 46802.
30. Description of the project to be funded along with a brief description of the facilities to be constructed: The project consists of a boutique hotel in thriving downtown Fort Wayne. The proposed structure consists of five floors, inclusive of the ground floor. The ground floor shall incorporate a lobby and registration area, meeting space and interior and exterior hospitality space. The ground floor will also incorporate retail space available for lease by third party end users in the southwest and northeast corners of the proposed building. The upper floors are guest rooms and suites. In total, the project consists of approximately 116 guest rooms and 9 suites.
31. Total square footage of facility to be constructed on first floor: 18,675 sf
32. Total square footage of facility to be constructed on additional floors: 68,153 sf
33. Legal description of project site (Required **Attachment # 3**)
34. Total acreage of the tract or parcel of property on which the project is to be located: approximately .83 acres
35.  Yes  No Are blueprints or architectural renderings available for the facilities to be constructed?  
(If yes, a copy of the blueprints/renderings must be attached to the application. If not, a copy must be provided to the staff of the Fort Wayne Economic Development Commission no later than one week prior to the initial inducement resolutions.) (**Attachment # 4**)
36. Itemize use of bond funds by expenditure category:
- |   |                    |
|---|--------------------|
| Engineering/Architectural Fees:             | <u>\$1,045,000</u> |
| Legal Fees:                                 | <u>N/A</u>         |
| Financing and Other Fees:                   | <u>N/A</u>         |
| Land Purchase:                              | <u>N/A</u>         |
| Site Preparation:                           | <u>N/A</u>         |
| Construction (materials, equipment, labor): | <u>\$4,449,050</u> |
| Building Purchase:                          | <u>N/A</u>         |
| Machinery:                                  | <u>N/A</u>         |
| Remodeling/Renovation/Restoration:          | <u>N/A</u>         |
37. Should bond funds be insufficient to complete the proposed project, itemize any additional funds and funding sources needed to complete the project: Bond financing represents one of several funding sources. Additional sources of funding include, without limitation, owner equity, conventional bank debt and monetized state incentives (i.e., CRED Tax Credits).
38.  Yes  No Is the project located entirely within the municipal limits of the City of Fort Wayne, Indiana?
39.  Yes  No Is the project located within the Fort Wayne Community Schools District?
40. If no, name the applicable school district (s): N/A
41.  Yes  No Will the proposed facility, or any portion thereof, be leased to an entity other than the applicant?
42. If yes, name all such entities, state the type of business in which they engage, and indicate the square footage of the project each is expected to lease: It is the intention of the project owner to lease two retail suites on the ground floor of the proposed building. As the ground floor plan provides, per Attachment #4 hereto, the northeast corner suite is approximately 1,959 sf and the southwest corner suite is approximately 1,248 sf, for total leasable space in the amount of approximately 3,207 sf. As of the date hereof, the project owner has identified several prospective tenants to occupy the leasable space, but term sheets and/or leases have not been signed by the subject parties.

## Zoning And Infrastructure Information

43. What is the existing zoning on the project site? Downtown Core
44. What zoning will the project require? Downtown Core
45.  Yes  No Is the project site located within a floodplain? (Attach a surveyor's certificate indicating floodplain status, required.) Attachment # 5
46. Is the site to be used currently served by Fort Wayne City Utilities for:
- Yes  No Water?
- Yes  No Sanitary sewer?
- Yes  No Storm sewer?
47. If not, how does applicant intend to procure proper utility infrastructure for the project?  
N/A
48. Will the project cause any adverse environmental impacts to:
- Yes  No Air?  Yes  No Land?
- Yes  No Noise?  Yes  No Other?
- Yes  No Water?
49. Describe any potential adverse environmental impacts: No adverse impacts are contemplated.

## Public Benefit Information

50. Is a fully executed "Fort Wayne Economic Development Commission Form ED-1" attached to this application?

Yes – see **Attachment # 6.**

I certify that I am a legally authorized representative of the above named company and that, to the best of my knowledge, all information in this application and its attached exhibits are true and complete and that I am aware that such application is subject to the Public Records laws of the State of Indiana. Verification of any and all items noted within this application may be obtained from any source named herein. It is my understanding that information on the "Fort Wayne Economic Development Commission Form ED-1" which is attached as a part of this application may be monitored by the staff of the Commission. I further understand that it is my obligation to provide the Commission with an annual "Fort Wayne Economic Development Commission Form ED-2" no later than January 31 of each year during the life of the bond issue. Form ED-2 shall be used to monitor compliance with the job creation and/or retention goals listed in the original "Fort Wayne Economic Development Commission Form ED-1". Commission staff has my express consent to monitor the project during the life of the bond issuance for compliance. Should any inaccuracies be found in the information reported on form ED-2, or should the ED-2 form not be received by January 31 of each year during the life of the bond issue, the Fort Wayne Economic Development Commission may seek such remedies as are legally available to it to address those discrepancies found.

I further agree to abide by all rules and regulations of the Fort Wayne Economic Development Commission. I agree to pay, in addition to the application fee, all attorney fees incurred on behalf of the Commission in the negotiation of financing of the economic development facility for which I am applying.

Signature Bashar Wali

Typed Name and Title: Bashar Wali, Authorized Person

Date Signed: March 29, 2018

*Therese B. M.*  
*Legal counsel, Rothberg Legal + Warsaw LLC*  
*March 29, 2018*

Attachment #1

**State of Indiana  
Office of the Secretary of State**

Certificate of Organization  
of  
**FOX AND MAIN, LLC**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Organization of the above Domestic Limited Liability Company have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

NOW, THEREFORE, with this document I certify that said transaction will become effective  
Wednesday, April 05, 2017.



In Witness Whereof, I have caused to be affixed my  
signature and the seal of the State of Indiana, at the City  
of Indianapolis, April 05, 2017

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

201704051189404 / 7566850

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**APPROVED AND FILED**  
**CONNIE LAWSON**  
**INDIANA SECRETARY OF STATE**  
**04/05/2017 11:38 AM**

**ARTICLES OF ORGANIZATION**

Formed pursuant to the provisions of the Indiana Business Flexibility Act

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

**BUSINESS ID** 201704051189404  
**BUSINESS TYPE** Domestic Limited Liability Company  
**BUSINESS NAME** FOX AND MAIN, LLC  
**PRINCIPAL OFFICE ADDRESS** 505 E. Washington Blvd., Fort Wayne, IN, 46802, USA

**ARTICLE II - REGISTERED OFFICE AND ADDRESS**

**NAME** Thomas B. Trent  
**ADDRESS** 505 E. Washington Blvd., Fort Wayne, IN, 46802, USA

**ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE**

**PERIOD OF DURATION** Perpetual  
**EFFECTIVE DATE** 04/05/2017

**ARTICLE IV - PRINCIPAL(S)**

No Principal on record.

**MANAGEMENT INFORMATION**

**THE LLC WILL BE MANAGED BY MANAGER(S)** Yes

**APPROVED AND FILED**  
**CONNIE LAWSON**  
**INDIANA SECRETARY OF STATE**  
**04/05/2017 11:38 AM**

**SIGNATURE**

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED, DESIRING TO FORM A LIMITED LIABILITY COMPANY PURSUANT TO THE PROVISIONS OF THE INDIANA BUSINESS FLEXIBILITY ACT EXECUTES THESE ARTICLES OF ORGANIZATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **April 5, 2017**

**SIGNATURE**

THOMAS B. TRENT

**TITLE**

Agent

Business ID : 201704051189404  
Filing No : 7566850

Attachment #2

**State of Indiana  
Office of the Secretary of State**

Certificate of Organization  
of  
**FOX AND MAIN, LLC**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Organization of the above Domestic Limited Liability Company have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

NOW, THEREFORE, with this document I certify that said transaction will become effective  
Wednesday, April 05, 2017.



In Witness Whereof, I have caused to be affixed my  
signature and the seal of the State of Indiana, at the City  
of Indianapolis, April 05, 2017

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

201704051189404 / 7566850

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

**APPROVED AND FILED**  
CONNIE LAWSON  
INDIANA SECRETARY OF STATE  
04/05/2017 11:38 AM

**ARTICLES OF ORGANIZATION**

Formed pursuant to the provisions of the Indiana Business Flexibility Act

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

**BUSINESS ID** 201704051189404  
**BUSINESS TYPE** Domestic Limited Liability Company  
**BUSINESS NAME** FOX AND MAIN, LLC  
**PRINCIPAL OFFICE ADDRESS** 505 E. Washington Blvd., Fort Wayne, IN, 46802, USA

**ARTICLE II - REGISTERED OFFICE AND ADDRESS**

**NAME** Thomas B. Trent  
**ADDRESS** 505 E. Washington Blvd., Fort Wayne, IN, 46802, USA

**ARTICLE III - PERIOD OF DURATION AND EFFECTIVE DATE**

**PERIOD OF DURATION** Perpetual  
**EFFECTIVE DATE** 04/05/2017

**ARTICLE IV - PRINCIPAL(S)**

No Principal on record.

**MANAGEMENT INFORMATION**

**THE LLC WILL BE MANAGED BY MANAGER(S)** Yes

**APPROVED AND FILED**  
**CONNIE LAWSON**  
**INDIANA SECRETARY OF STATE**  
**04/05/2017 11:38 AM**

**SIGNATURE**

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED, DESIRING TO FORM A LIMITED LIABILITY COMPANY PURSUANT TO THE PROVISIONS OF THE INDIANA BUSINESS FLEXIBILITY ACT EXECUTES THESE ARTICLES OF ORGANIZATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **April 5, 2017**

**SIGNATURE**

THOMAS B. TRENT

**TITLE**

Agent

Business ID : 201704051189404  
Filing No : 7566850

### Attachment #3

Fox and Main, LLC, received the following legal descriptions from the conveyor of the property (Fort Wayne Redevelopment Commission). Please remember the project site currently includes two contiguous parcels.

Lots 545, 546, 547 and 548 in the West Part of Hanna's Addition to the City of Fort Wayne, Allen County, Indiana according to the plat thereof in Deed Record C, pages 525-526, EXCEPT the following described real estate:

Beginning at the Southeast corner of Lot Numbered 545 in Hanna's Addition; thence North 29 feet along the East property line of said Lot Numbered 545; thence Southwesterly + 9.89 feet to a point which is 7 feet West of the East property line and 22 feet North of the South property line of said Lot Numbered 545; thence West on a line 22 feet North of and parallel to the South property line of Lots Numbered 545, 546, 547 and 548 to the West property line of Lot Numbered 548; thence South to the Southwest corner of Lot Numbered 548; thence East along the South property line of Lots Numbered 548, 547, 546 and 545 to the point of beginning.

ALSO EXCEPT the following described real estate:

Conveyance of a strip of land off of the West side of Lot Numbered 548 in the West Part of Hanna's Addition to the City of Fort Wayne, Allen County, Indiana, according to the plat thereof recorded in Deed Record "O", page 16 in the Office of the Recorder of Allen County, Indiana, described as follows:

A strip of land beginning at a point on the North right-of-way line of West Main Street at the Southwest corner of Lot 548; thence East a distance of 1.34 feet; thence 90 degrees, 00 minutes, 00 seconds North a distance of 127.00 feet; thence 90 degrees, 00 minutes, 00 seconds East a distance of 0.67 feet; thence 90 degrees, 00 minutes, 00 seconds North a distance of 1.00 feet to the South right-of-way line of Pearl Street; thence 90 degrees, 00 minutes, 00 seconds West along the South right-of-way line of Pearl Street a distance of 2.00 feet; thence 90 degrees, 00 minutes, 00 seconds South along the West property line of Lot 548 a distance of 128.00 feet to the North right-of-way line of West Main Street at the Southwest corner of Lot 548 to the point of beginning.

The point of beginning lies 22.00 feet North of the original recorded Deed Record "O", page 16, as noted above, when a 22.00 foot strip of land along the North side of West Main Street was acquired to accommodate the widening of West Main Street in the year 1980.

Lot 549 in Hanna's Addition to the City of Fort Wayne, Indiana, recorded in Plat Record Book "O", page 16 in the Office of the Recorder of Allen County, Indiana, excepting therefrom that part conveyed to Fort Wayne Redevelopment Commission in a deed dated November 25, 1980 and recorded in Document 81-16746 in the Office of said Recorder, said exception being more particularly described as follows, to wit:

Beginning at the southeast corner of said Lot 549, thence north on the east property line a distance of 12 feet; thence west parallel to the north property line of Main Street, a distance of 39 feet; thence north parallel with the east property line of Malden Lane a distance of 10 feet; thence west parallel to the north property line of Main Street a distance of 11 feet; thence south on the east property line of Malden Lane a distance of 22 feet to the north property line of Main Street; thence east on north property line of Main Street a distance of 50 feet to the point of beginning.

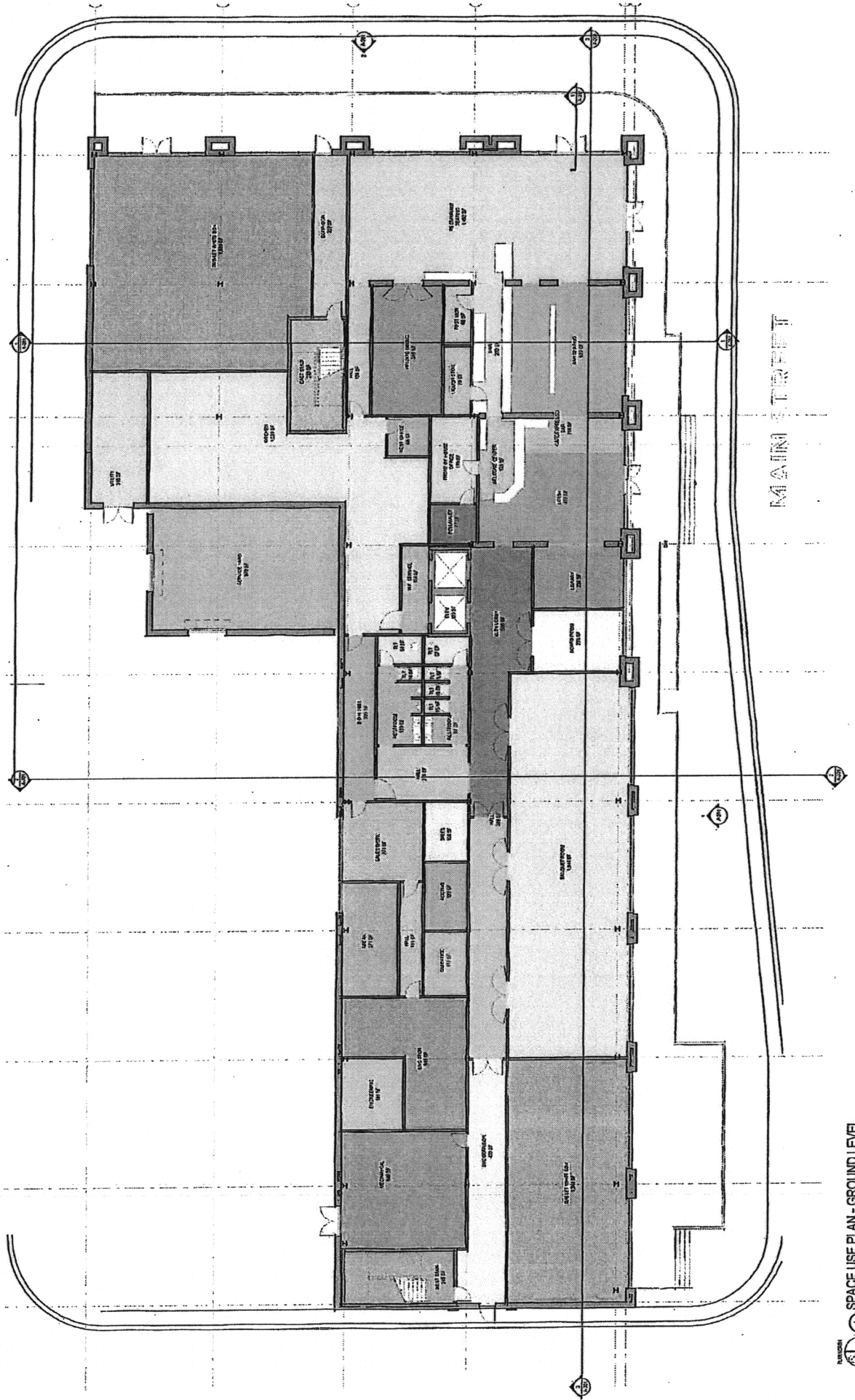
TOGETHER WITH: Part of Lot 548 in said Hanna's Addition conveyed to E.I. Properties in a deed dated January 25, 1988 and recorded in Document 88-3478 in the Office of said Recorder, being more particularly described as follows, to wit:

A strip of land beginning at a point on the North right-of-way line of West Main Street at the Southwest corner of Lot 548; thence East a distance of 1.34 feet; thence 90 degrees 00 minutes 00 seconds North a distance of 127.00 feet; thence 90 degrees 00 minutes 00 seconds East a distance of 0.67 feet; thence 90 degrees 00 minutes 00 seconds North a distance of 1.00 feet to the South right-of-way line of Pearl Street; thence 90 degrees 00 minutes 00 seconds West along the South right-of-way line of Pearl Street a distance of 2.00 feet; thence 90 degrees 00 minutes 00 seconds South along the West property line of Lot 548 a distance of 128.00 feet to the North right-of-way line of West Main Street at the Southwest corner of Lot 548 to the point of beginning; containing 0.004 acre more or less. The point of beginning lies 22.00 feet North of the original Recorded Plat Record Book "O", page 16, as noted above, when a 22.00 feet strip of land along the North side of West Main Street was acquired to accommodate the widening of West Main Street in the year 1980.

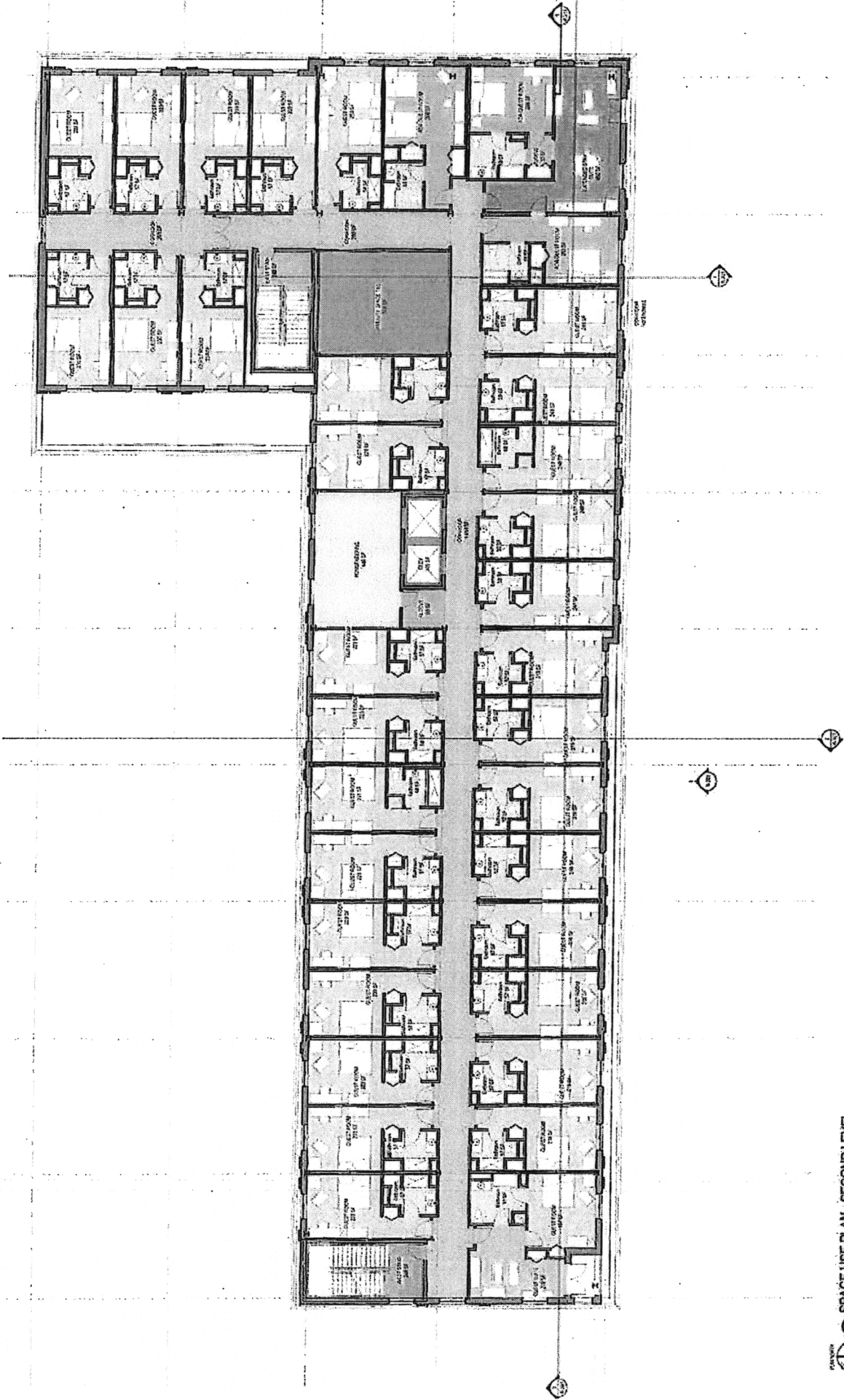




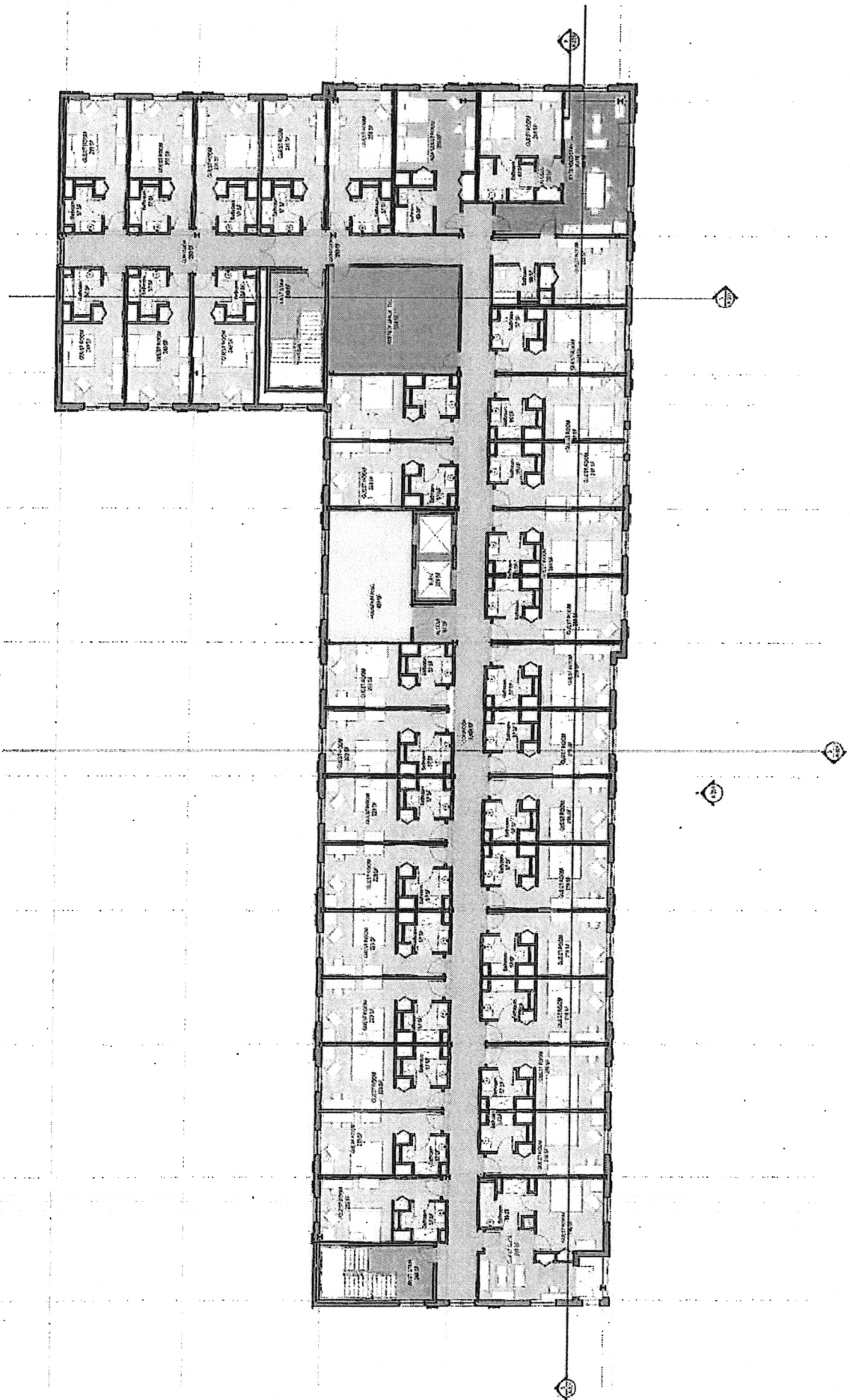
# Attachment #4



Attachment #4

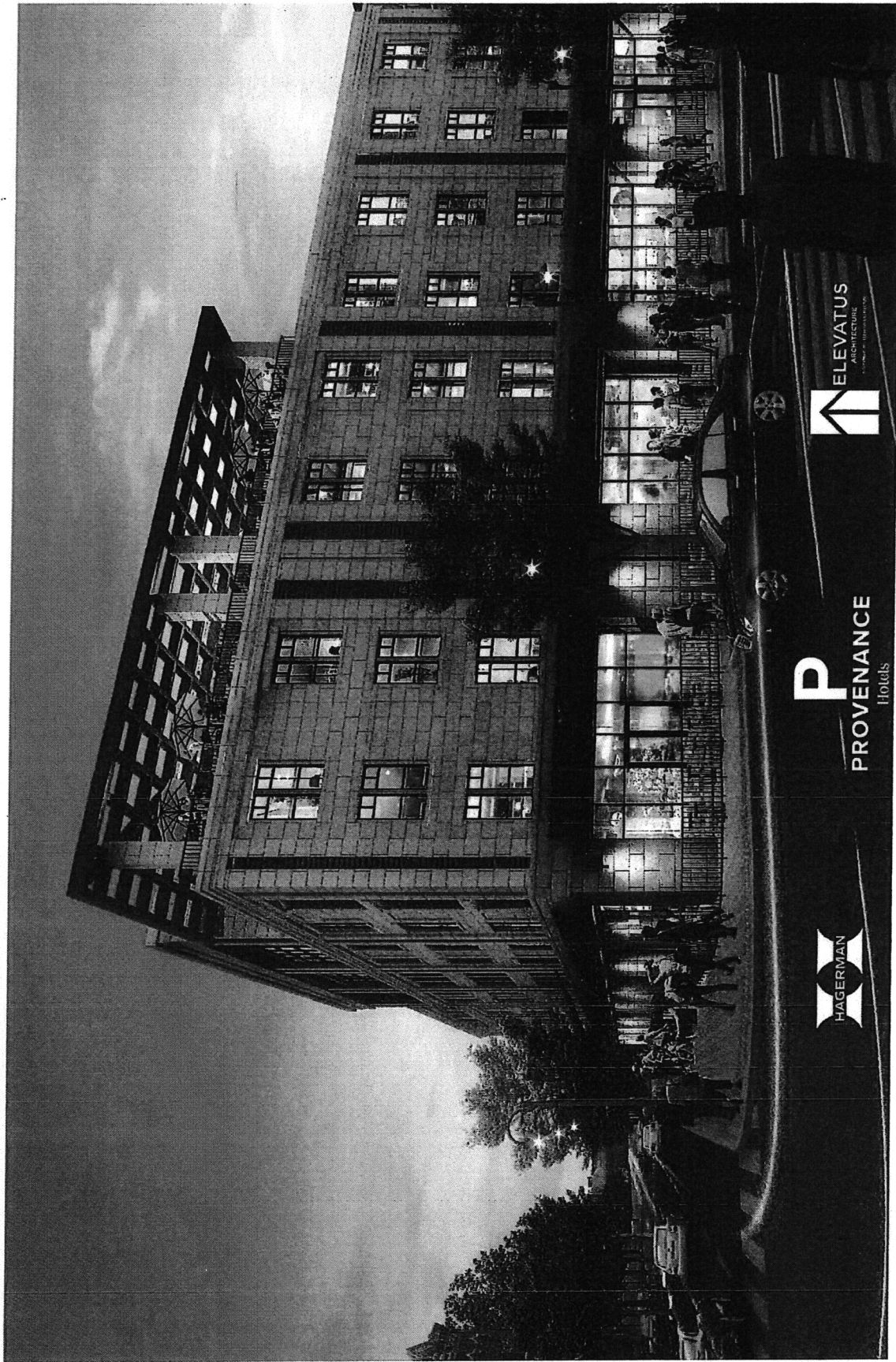


Attachment #4

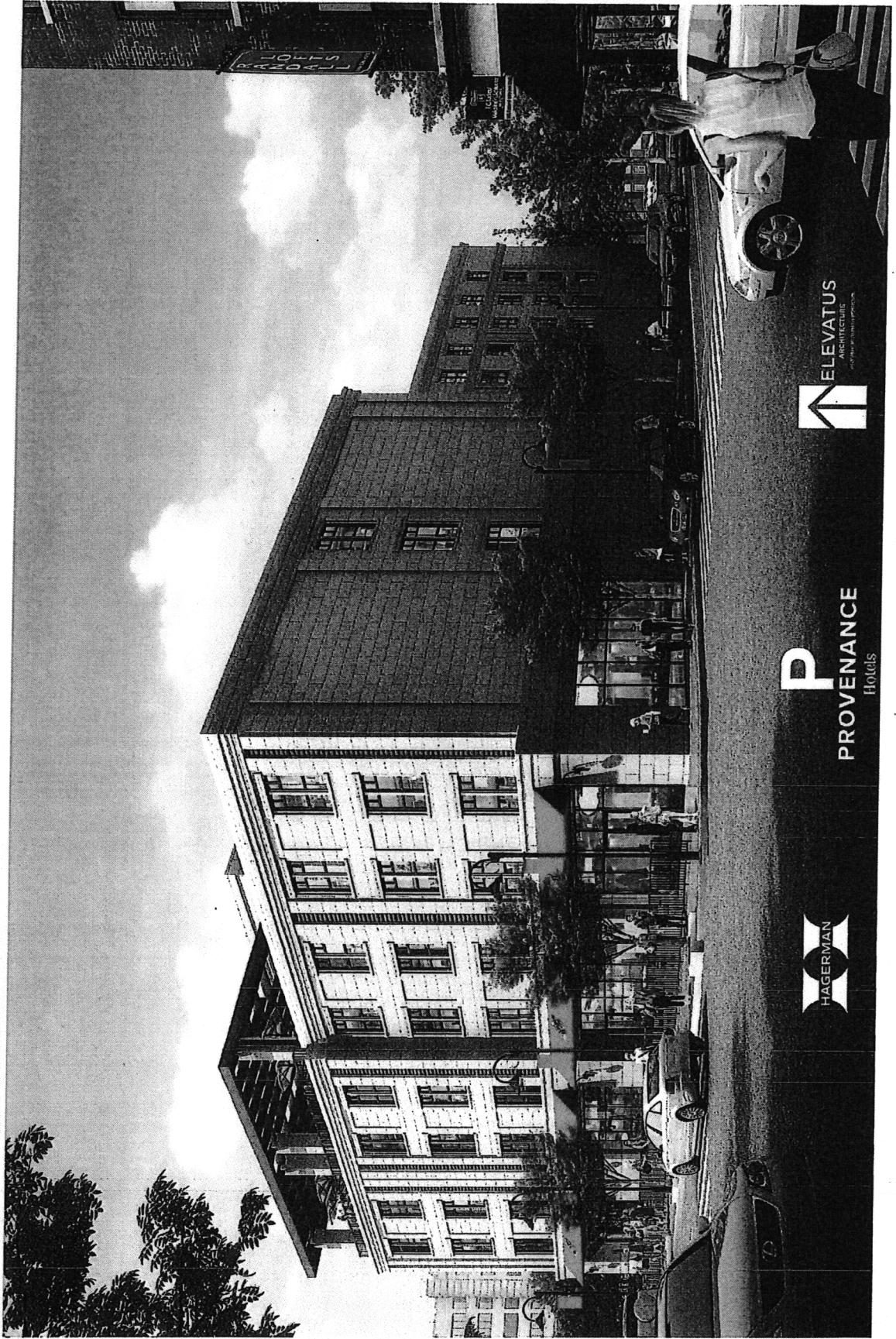




Attachment #4



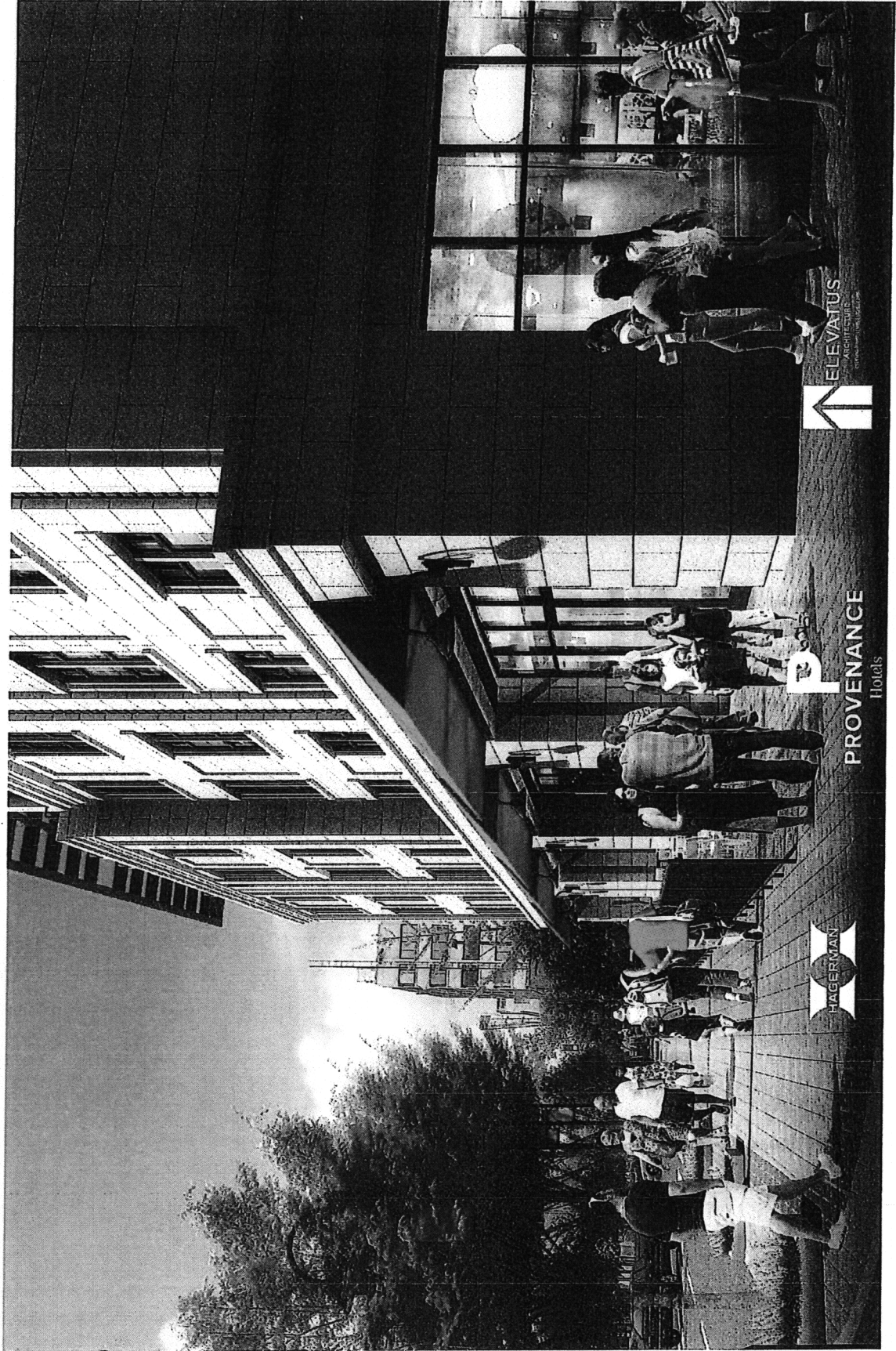
Attachment #4



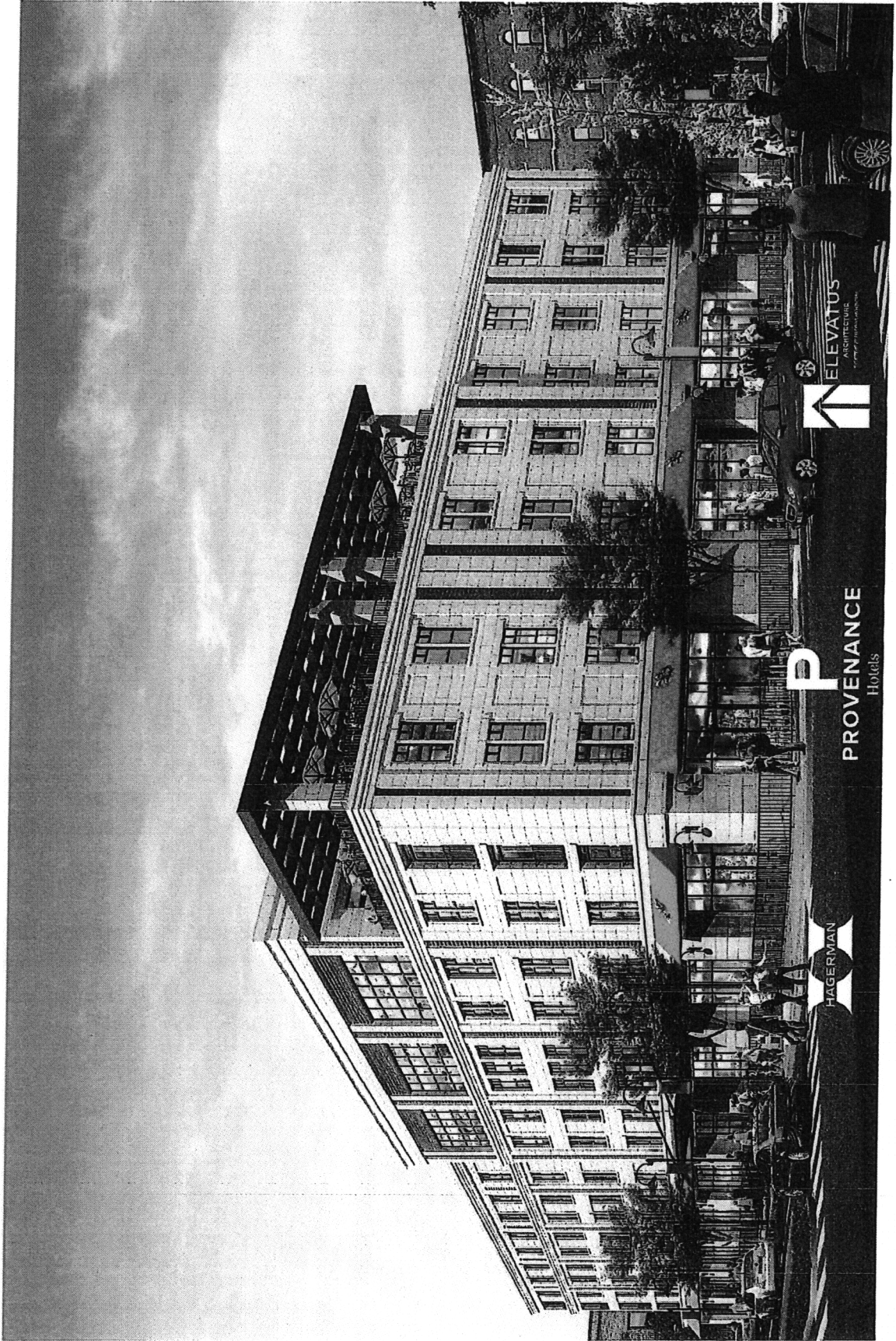
**P**  
PROVENANCE  
Hotels



Attachment #4



Attachment #4



Attachment #5




**SURVEYOR'S AFFIDAVIT**

March 28, 2018

To Whom It May Concern:

The parcel of land at 204 W. Main Street, Fort Wayne, Indiana (Tax Parcel No. 02-12-02-409-002.000-074) and the parcel of land at 226 W. Main Street, Fort Wayne, Indiana (Tax Parcel No. 02-12-02-409-001.000-074) are not in a Special Flood Hazard Area as determined by FIRM Map No. 18003C0284G, effective date August 3, 2009.

These properties are in Zone X, areas determined to be outside the 0.2% annual chance floodplain, as the description plots by scale on FIRM Map No. 18003C0284G, effective date August 3, 2009.

  
Zohrab K. Tazian, Indiana Land Surveyor



FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION  
FORM ED-1

Business Name Fox and Main, LLC Contact Person Thomas Trent  
 Business Address 204 and 226 W. Main St., Fort Wayne, IN 46802 Contact Title Attorney  
 Telephone No. (503) 295-2122 Contact Phone No. (260) 422-9454  
 Fax No. (503) 241-9399  
 CEO Name Bashar Wali Projected Cost of Project \$27,700,000 as of December 31, 2017  
 CEO Title President, Provenance Hotels

	# Full-Time	# Part-Time	* Total FT + PT Payroll	* Mean Avg. Annual Wages, FT Only	* Median Avg. Annual Wages FT Only
Current Fort Wayne Employment	0	0	\$ N/A	\$ N/A	\$ N/A
Retained Fort Wayne Employment	0	0	\$ N/A	\$ N/A	\$ N/A
# of Jobs Created at Opening	66	15	\$ 2,425,635**	\$ 33,510**	\$ 28,500**
# of Jobs Created Within Three Years	73	17	\$ 2,837,000**	\$ 35,274**	\$ 30,000**

Will the jobs created or retained provide the following benefits? Please check all that apply.

- Pension Plan
  - Major Medical Plan
  - Disability Insurance
  - Life Insurance
  - Dental Insurance
  - Vision Insurance
  - Tuition Reimbursement
- What Percentage of the above benefits are paid by the employee? \$98.00/month\*\*%  
 \* Excludes tips, bonuses, etc.  
 \*\* Exact amount/percentage depends on number of dependents, etc.  
 \*\*\* A typical employee (only) with the base medical/vision/dental plan pays \$98.00/month.

Admn. Appr. \_\_\_\_\_

DIGEST SHEET

**TITLE OF ORDINANCE: A Resolution of the Common Council of the City of Fort Wayne, Indiana, Providing Preliminary Approval of the Issuance of Bonds for the Purpose of Providing Certain Economic Development Facilities.**

**DEPARTMENT REQUESTING ORDINANCE: Community Development Division**

**SYNOPSIS OF ORDINANCE: The Fox and Main LLC is seeking approval of the City's participation with economic development tax increment revenue bonds in the amount of \$5,494,050. This bond is a part of the financing package for a hotel to be built in downtown Fort Wayne located at 204 and 226 West Main Street.**

**EFFECT OF PASSAGE: Overall investment of \$22,075,000, 66 full-time jobs with an annual payroll of \$2,425,635 and 17 part-time jobs with an annual payroll of \$2,837,000.**

**EFFECT OF NON-PASSAGE: Potential loss of development**

**MONEY INVOLVED (DIRECT COSTS, EXPENDITURES, SAVINGS):**

**ASSIGNED TO COMMITTEE (CO-CHAIRS): Geoff Paddock and Jason Arp**



Public Hearing Date: N/A

Read the first time in full and on motion by Councilman Arp.

Read the second time by title and referred to the Finance Committee.

Read the third time in full and on motion by Councilman Arp, placed on passage by the following vote:

<u>TOTAL VOTES</u>	<u>AYES</u>	<u>NAYS</u>	<u>ABSTAINED</u>	<u>ABSENT</u>
ARP	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
BARRANDA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
CRAWFORD	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
DIDIER	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ENSLEY	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FREISTROFFER	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
HINES	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
JEHL	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
PADDOCK	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

DATED: May 8, 2018

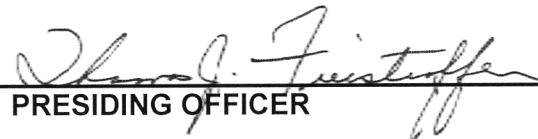
  
 \_\_\_\_\_  
 LANA R. KEESLING, CITY CLERK

Passed and adopted by the Common Council of the City of Fort Wayne, Indiana, as

Resolution No. R-18-04-19 on the 8th day of May, 2018

ATTEST:

  
 \_\_\_\_\_  
 LANA R. KEESLING  
 CITY CLERK

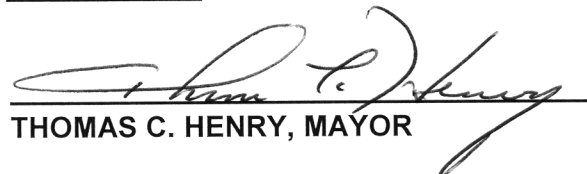
  
 \_\_\_\_\_  
 PRESIDING OFFICER

Presented by me to the Mayor of the City of Fort Wayne, Indiana, on the 9th of May 2018, at the hour of 9:35 o'clock A.M. E.S.T.

  
 \_\_\_\_\_  
 LANA R. KEESLING, CITY CLERK

Approved and signed by me this 14<sup>TH</sup> day of MAY

2018, at the hour of 9:00 O'clock AM . E.S.T.

  
 \_\_\_\_\_  
 THOMAS C. HENRY, MAYOR