

PLAINFIELD REDEVELOPMENT COMMISSION

October 5, 2020

5:30 p.m.

Ms. Andres: Good evening everybody, we will call the Redevelopment Commission meeting to order.

DETERMINATION OF QUORUM

Ms. Andres: Mr. Todisco, would you call a quorum, please?

Mr. Todisco: Mr. McPhail – here

Mr. Angle –

Lance is not here

Mr. Everling – here

Mr. Kirchoff – here

Ms. Andres – here

Ms. Elston – here

Everybody is here except Lance Angle. I don't see him; he's not up here.

Ms. Robinson: I think he's having problems. He just left, so I think he's going to try and get back on.

Mr. Todisco: Okay

Ms. Andres: All right, thank you; we'll look for Lance to join. Thanks everyone for being here.

CONSENT AGENDA

Ms. Andres: First on our agenda is approval of the minutes from our September 10, 2020 meeting. everybody received these beforehand; are there any changes or discussion? And if not, I'll entertain a motion to approve.

Mr. Kirchoff: So moved

Mr. McPhail: Second

Ms. Andres: I have a first and a second. Mr. Todisco, would you please call roll?

- | | |
|--------------|--------------------|
| Mr. Todisco: | Mr. McPhail – yes |
| | Mr. Angle – |
| | Mr. Everling – yes |
| | Mr. Kirchoff – yes |
| | Ms. Andres – yes |

Plainfield Redevelopment Commission consent agenda and minutes have been approved for 09/10/2020.

Ms. Andres: Great, thank you.

OLD BUSINESS

Ms. Andres: Under old business our first update is the downtown projects from Mr. Cook.

Mr. Cook: Thanks Jennifer. Really, things are continuing to get nearly wrapped on the – the parking structure is open for business; obviously we don't have the operating system in there yet. We have a meeting with the Dennison folks this week, I think it's Wednesday afternoon.

Mr. Kirchoff: Thursday, isn't it?

Mr. Cook: Is it Thursday? Thanks, I knew it was Wednesday or Thursday; after the CDC meeting, so that is on Thursday, thank you. But you know, we've had some limited parking in there. I know Kim parks in there every day. I have not personally parked in there yet, but I haven't heard anything but good compliments on the parking structure. You know, we continue to work with our retail broker, and I think he's continuing to talk to a couple of restaurants. The restaurant industry is, you know, a little bit difficult right now, but I think that we'll get back to normal

eventually, we just may not get that leased up as soon as we thought. There have been some inquiries on the Vine Street side as well, and we did work with staff to address those spaces off of Vine Street. Initially they were going to be addressed off of Center and I didn't feel like, for a retail user/commercial user, they really need to have that address closer to their property. I apologize if there's a little bit of noise in the background, I have my daughter's bulldog running around a little bit, so I'll try to keep that down. The Government Center and the Fine and Performing Arts Center, we will be going to the Plan Commission this evening, after this meeting, and hopefully that will set the stage for groundbreaking for the Government Center. On the schedule we have it showing as starting tomorrow, so hopefully we'll get the Commission's approval this evening and move forward with that. The Barlow is starting their preleasing in October, and will be taking occupancy in January, first of the year. So, you know, it's looking great and it's on schedule; look forward to having some new living units downtown starting at the first of the year. Any questions about any of the current downtown projects, that I can try to answer for you?

(brief pause)

Ms. Andres: I don't have any; anything from any other members?

(brief pause)

Ms. Andres: Great, thank Todd, for that update. Next on the agenda we have our CDC update with Mr. Starnes.

Mr. Starnes: Thank you, Jennifer. I don't think I have any major news since the last month's meeting, to share about the CDC - it does meet this Thursday - other than, as Todd indicated, Thursday, following the Board meeting for the CDC, we will be meeting with representatives for Dennison Parking to hear their initial projections for operations of the parking structure, from a fee and revenue standpoint, just operationally, which will be an important consideration moving forward, of course, and their initial recommendations. We are under contract, through Dennison, with a parking equipment provider. So, that equipment, to control ingress/egress on the pay side of the parking structure, is on order, and when it comes in it will be installed by that company. So, that piece is moving and on track. I think it's a matter of seeing what the operational model looks like, and the initial parking fee and revenue projections from Dennison on Thursday. Beyond that, speaking of the Government Center and Performing and Fine Arts Center, I think that touches a couple of early acquisitions that the CDC was able to make; there are a couple of properties there north of the existing parking lot, which will be part of the footprint for Town Hall, that the CDC acquired from - I think Browning had them under contract and the CDC took assignment of those contracts and acquired those and accomplished demolition, and we'll now be in the position to deed them back to the Town to accommodate the Town Hall footprint. Which will be a good kind of - we knew that was coming, so I think we're getting close to there, it sounds like, so that will be something I'm sure the CDC will look forward to assisting with. I think that's it in terms of updates from me at this point. Be happy to answer any questions.

(brief pause)

Ms. Andres: None from me; any questions for Cam on the CDC updates?

(brief pause)

Mr. Kirchoff: Jennifer, I just want to make sure everybody got the map and the spreadsheet for the properties, so that you can begin to see – we've begun to pull quite a bit of property together downtown that should assist as we go forward.

Ms. Andres: I did receive that; thank you for sending that, it was really helpful to see.

Mr. Kirchoff: Okay, thank you.

Ms. Andres: And I see Mr. Angle has joined us.

Mr. Angle: I did; for whatever reason I was having laptop issues, so I'm using my mobile device.

Ms. Andres: Whatever works

Mr. Angle: Exactly

Ms. Andres: Good to see you.

Mr. Angle: Nice to see you.

Ms. Andres: Next on our agenda is an update on MADE@Plainfield.

Mr. Rainey: Thank you. Real quick on the Barlow project, I did want to mention that the Town's project to approve East Street, as well as the sanitary sewer relocation to serve the Barlow; those are both substantially complete. The contractor still needs to top the asphalt on East Street, but that work is done, and it looks really good. On MADE, I'm happy to report again that we are still on budget and schedule for the project. Over the last month we've hit some substantial milestones. The parking lot has been paved and we're working to get the loop road paved as well, and back at the service entry. Last week, in fact Thursday, we placed the slab on grade concrete, so we poured 520 yards of concrete. It was a big pour day; they started at 4:00 a.m. and by the time I got there around noon, they were wrapping up and finishing. So, it was quite a feat, but a huge milestone for the project. Exterior framing, if you've driven by you've noticed that on the southeast corner, heading west, that the exterior framing has started, and we'll continue to move clockwise around the building. The goal is to have the other trades follow behind, so hopefully here soon we're going to start some brickwork. So, we're going to try to mitigate some winter conditions by getting that started as soon as possible. With all of the concrete done on the inside of the building, we're starting to do interior layout. That should be starting soon with framing on the interior. As well as MEP has started; not much, we've had some plumbing started, and some switch gear and breakers have been delivered, etc. So, that MEP will move forward. And here in the next two weeks we should get the stairs installed as well. So, if there is any interest in having a hard hat tour or anything on site, as soon as we get those stairs in, I think that would be an

opportune time and we'll probably have some interior framing done by that point as well. So, that is what I have for you this evening. Does anybody have any questions?

Ms. Andres: Dave, can you remind me what the estimated completion date is?

Mr. Rainey: Yeah, July 2021.

Ms. Andres: Okay, and I know you had been having some discussions with partners and some opportunities for programming; how are those going?

Mr. Rainey: They are going very well; all of the partners are still very engaged; they are all starting to work actually, on their programming and the logistics behind that. But the partners continue to be fully engaged in the project and the constructions and helping to coordinate issues. We've had a few small revisions and changes, which is normal as far as coordination during construction, but all of that has gone really well.

Ms. Andres: Okay, that's good news.

Mr. Rainey: Yeah

Ms. Andres: Any other questions from the Commission?

(brief pause)

Ms. Andres: Seeing none, thank you Dave.

Mr. Rainey: You're welcome

Ms. Andres: We will move on to an update on the Prewitt Theater with Mr. Rawlinson.

Mr. Rawlinson: Yeah, thanks. Hi, I'm Jim Rawlinson with Veridus Group, thanks for letting me sit in. So, I've been with Veridus for a few months now; before that I was with Develop Indy in Indianapolis doing Economic Development, and I worked on a lot of creative sector projects. I was on the Create Indy Board and the Film Indy Board, as well as I ran a project called the Indy Music Strategy, looking at the economy and ecology of central Indiana. So, I have a background in city government, but also creative economy. So, working with Todd on the Prewitt is exciting. We're excited about the potential investment that the Town is making into performing arts, right across the street, and I really think the Prewitt could be a part of that investment, and leverage, to create a really unique performing arts district. So, over the last month or so, I brought some people in through; we're still setting up schedules with folks – of course it's weird right now with COVID-19 and everything, but bringing in industry professionals and people that have been doing things in film and music, and you know, dance, across central Indiana for years, and getting them back in the building; letting them see the village type atmosphere of what's over there, as well as connecting in some private developers and restaurant folks; getting their feedback, trying to understand what mediums would work for the property now; maybe what nonprofits or for-profits could be collated around it to make the most impact for the Town. So, that's ongoing –

we'll probably put together a report at some point once we get enough people through, but we're really just trying to stoke interest in the property and let people know about everything else that's coming in around there; it's so exciting.

Ms. Andres: Great, thanks for that. It's good to hear that there's continued interest, even after the RFP went out, and that people are interested and engaged. That's good news to hear, so we can make sure we get that back into use. And I like the approach at looking at ways to make sure we've got good area and thoughtfulness around other partners that might be in the area as well, and good collaborations on that. So, that's good news. Any questions...

Mr. Rawlinson: Yeah, I think...

Ms. Andres: ...from anyone else? Oh, sorry, go ahead.

Mr. Rawlinson: Yeah, I think the challenges of it are also what makes it unique and valuable for the Town. You know, you couldn't build the Prewitt Theater today. The fact that you're making the investment across the street, makes it that much more valuable. So, I think it's just a matter of finding the right users and building the right ecosystem.

Ms. Andres: Great, thank you. Any other questions?

(brief pause)

Ms. Andres: Seeing none, then we will move on to an update on the Drinkard Property with Mr. Webb. Is he on?

Mr. Cook: No, Marlon, he called me this afternoon and told me that he wouldn't be on. But just briefly, you know, obviously the ones that had the workforce housing that we didn't feel like was a fit, would be interested in doing another project in Plainfield, potentially. And obviously the two that were closest, which were Flaherty & Collins and SCP, Strategic Capital Partners, remain interested. So, we'll be continuing to have dialog with them. We had another builder come in about – actually, they're interested in another property in the downtown. But they're a custom builder out of Mooresville, and they've built kind of the traditional neighborhood developments, you know, that we are kind of seeking there as part of that. So, you know, I think we're going to continue to have dialog with them as well. You know, there's no lack of interest in that property, really.

Ms. Andres: Great, thank Todd. Any questions from anyone on the Drinkard Property?

Mr. McPhail: I did have a question, Jennifer. Do we know when the 30-day period is up? It has to be 30 days from our last meeting, is that correct?

Mr. Starnes: Yeah, I think it's 30 days from the date on which the Redevelopment Commission determined not to accept any proposals, or to reject any proposals. It started at that date, and so, 30 days outside of that, then the RDC can choose to deal with anyone as it wishes.

Mr. McPhail: Thanks, Cam.

Ms. Andres: Any other questions?

(brief pause)

Ms. Andres: Moving on then, we have an update on the annual TIF report from Mr. Dyson.

Mr. Dyson: Okay, I wasn't expecting it talk. All of you got the TIF report – I only thought I was going to be on here for questions. I don't really have a summary of anything; I can answer questions. I'm not sure how much of a chance everyone has had to look at it at this point, but I worked with Emma, and others from Baker Tilly, kind of going back and forth. Originally there was a draft; we did some revision to TIF increments, just based on COVID-19, and everything else that's going on, and appeals. So, we have made those revisions; the final product is our latest, most up to date projections for revenue, as well as project expenses. If there is anything in particular that anybody has a question about, I will try, or Emma is also here, to help answer any of those questions, to help answer how it was put together, or really, anything about the TIF report.

Ms. Andres: And we did all receive that beforehand; thank you for sending that in updated form. Are there any questions regarding the report, from the group?

(brief pause)

Mr. Angle: I don't think I have any today but I sure would like an opportunity to ask questions in the future, be it email or something of that nature, once I get a chance to fully digest it and kind of compare it to the last report to see the differences.

Ms. Adlam: Yeah, and I can kind of give a summary of the major things that we changed. The two TIF areas that changed the most: one was U.S. 40, and that was because of the Shops at Perry Crossing, you know, they have entered into foreclosure. So, in working with Steve, we did make a very significant appeal assumption, just because we don't know, you know, what will happen with this property; what they will do with their taxes. So, we did include a 50% appeal in their assessed value. Hopefully that's super conservative, but we'd rather show you something hopefully on a conservative side for U.S. 40. And then we also included the final lease rental payment for the MADE@Plainfield Bond Issue because the Bonds had not sold by the time you had the draft in early June. And then the last bigger change is that we updated Klondike's personal property with their more recent personal property assessment forms. So, those are the – and the Steve updated all of the cash flows.

Ms. Andres: Great, thanks for that summary; that's really helpful, Emma. Great, thank you for that. We will then move on, unless there is anything anyone needs to add to old business items.

NEW BUSINESS

Ms. Andres: We will move on to new business. Our first and only new business item is the Incentives to the Kranos Corporation doing business as Shutt Sports; application for, I believe, incentives we're approving tonight. This was just for the Commission members' information; this was sent to you, actually, right at the beginning of this meeting. So, it should be in your email now. It was not there prior to the meeting, but it's in there now. So, to give you that background – Victoria, we haven't seen the information yet, so the summary would be really helpful for us.

Ms. Ross-Frost: Absolutely, well, good evening everyone. My name is Victoria Ross-Frost, and I am the Business Development Manager for the Hendricks County Economic Development Partnership. As Jennifer mentioned, I'm here on behalf of Project Sport/Shutt Sports to request your support for incentives. So, Project Sport is a sports equipment company who is looking to move their headquarters and their operations out of Illinois and into our business-friendly community of Plainfield. Currently they are operating out of three separate facilities and they intend to consolidate their headquarters, production, and distribution operations into 9400 Bradford Road, here in Plainfield. The project is anticipating a capital investment of approximately \$14 million, and the creation of 300 new jobs with an average hourly wage of \$24.40. So, the Plainfield ED team has been very creative in approaching incentives for this project; in lieu of a traditional tax abatement, the Town of Plainfield is proposing to assist with the company's substantial upfront relocation expenses. The company has quite a bit of very heavy equipment that is going to be pretty costly to move, even just from Illinois to here. So, the Town is proposing the reimbursement of a portion of this project's relocation costs up to \$500,000. And interestingly, in addition to this, Hendrick's County has also offered the project a partial reimbursement up to \$100,000 towards relocation expenses as well. So, today I am requesting your support to move forward with offering Project Sport up to \$500,000 in funds as a partial reimbursement of the project's relocation expenses. And I'm happy to answer any questions you have; I've been working on this for a while now.

Ms. Andres: Thanks for that summary. This is the first time I think I've seen this type of incentive since I've been on the Commission. First of all, can you tell me Victoria, has the \$100,000 been approved from the Hendricks County Group yet, or are they still waiting approval for that one?

Ms. Ross-Frost: We are still working on getting in all of the required Resolutions to be on the next Commissioner's meeting, to get that formally approved.

Ms. Andres: Okay

Mr. Kirchoff: I guess I'd look to Steve or Andrew, since this is not a tax abatement, we're talking about cash, I assume, and do we have a funding source?

Mr. Klinger: Yeah, that is correct. This would be a cash incentive and we've really – so, the Resolution that's in front of you would pull the funds from the Ronald Reagan TIF District. So, the address location of where they want to go, that is within the Ronald Reagan TIF District, and so that would be our first inclination, is to pull the funds from the Ronald Reagan TIF District.

However, because of some commitments already made to Browning as part of the development of that Economic Development Area, that industrial park, Steve is still kind of evaluating – and he can jump on here too – but he’s still evaluating the cash flows for that TIF District. And so, what we have as a backup option is the EDIT fund, which is Economic Development Income Tax. So, we have appropriations set aside in EDIT for exactly this type of an incentive that would be offered to a corporation like this. So, particularly a business like this where you're talking about a headquarters type of facility that is bringing high wage jobs. So, we have funding in both Ronald Reagan TIF and EDIT, and really, Steve and I are still kind of trying to figure out, because of some other things that are going on not related to this project, which option is the best one from a cash flow perspective. We wanted to go forward with coming to the Redevelopment Commission tonight, relating to the Ronald Reagan TIF Funds, and then we will likely bring something to the Council as well, as it relates to EDIT Funds. And then eventually we’ll kind of settle on what that – it might be a mix too; it may be a share of it coming from TIF and then a share coming from EDIT. So, we don’t have an exact detailed plan, but those would be the two sources.

Mr. Dyson: I think Andrew covered everything. We included the language saying, up to \$500,000. I think that between RDC and the Council, there will be approval of \$500,000 of reimbursement; it’s just according to how that’s split, if we split it from Ronald Reagan TIF and the EDIT Fund.

Mr. Kirchoff: Is this reflected in the TIF report?

Mr. Dyson: I believe that you will see \$250,000 in the TIF report. Let me look and tell you where that’s at. It looks like it’s on page 94, I’m going there now.

Mr. Klinger: Yeah, I’m seeing \$250,000, if that’s what the final version still says. That’s, I think, because up until just late last week, the idea was that we would split it between the Reagan TIF and EDIT, but there are some other things kind of in the works since late last week that could shift more or less of that towards the TIF. So, I don’t have a concrete number just yet, but it looks like \$250,000 is what was programmed into the cash flow.

Ms. Andres: And I’m sorry, I haven’t looked at the Resolution as of yet. Steve, you said it says, “up to \$500,000.” Is right, Cam?

Mr. Starnes: Yeah, we worded it to say, “not to exceed” on purpose, just to allow that flexibility.

Ms. Andres: Okay

Mr. Everling: This is Gary Everling; is there a timeline on when they would move and when they would have the 300 employees hired, or is that still undetermined?

Ms. Ross-Frost: So, I haven’t received any recent updates on their timeline; things have already shifted a little bit, as I believe they have made the decision to choose Plainfield, a little later than they were initially planning on it. If I remember correctly – and of course, Todd, you were in that meeting, and Lora Steel on the call as well – I believe they mentioned moving their headquarter employees over first. Does that ring a bell?

Ms. Steel: I don't remember either Tori, but I can pull up the AFI from what they sent to the state, to see if they have that broken down; just give me a couple of seconds, I'll look at that real quick.

Mr. Cook: I have it

Ms. Steel: Oh, Todd's got it pulled up.

Ms. Ross-Frost: Thanks, Todd.

Mr. Cook: 2021, the end of 2021.

Ms. Ross-Frost: There we go.

Mr. Everling: Okay, thank you. That's relocation time?

Mr. Cook: They are ready to move.

Ms. Ross-Frost: Yeah, they're biting at the bit to get out of Illinois.

Mr. McPhail: Jennifer, this is Kent. You know, I might add that this was a competitive situation; they weren't just looking at Plainfield. So, there's been quite an effort from Todd in our group, and the County, and the State, all coming together. We really think this is a good project, and the type of company we're trying to attract to give us a little diversification in distribution.

Mr. Angle: That's great feedback, Kent, thank you for sharing that. I agree, it's a good opportunity.

Mr. Klinger: I'll just add, Kent said they weren't just looking at Plainfield, but they weren't just looking at Indiana either; they were looking at multiple states. So, it was a large search and I'm very pleased that we're able to land that here.

Mr. Everling: So, this is the headquarters folks, right; is that what I heard?

Ms. Ross-Frost: Yes

Mr. Everling: Great, great.

Mr. Klinger: Both manufacturing and operations, as well as headquarters.

Mr. Everling: Do they have locations elsewhere, or will this, Plainfield be their single location?

Mr. Cook: They're planning on consolidating all of their operations. They are bringing these three operations initially, but they've indicated that they have some smaller units. One that I recall in particular is in Mexico, but it was maybe 1500 people, kind of a remanufacturing or refurbishment. Like, you know, Notre Dame has to get their helmets re-gold dusted every year, and they do that.

Mr. Everling: Hmm, okay.

Mr. Cook: It's a really cool company.

Mr. Everling: Sounds like it.

Ms. Steele: I think they also mentioned having some opportunities to expand into some different equipment manufacturing. So, while they currently do manufacture football equipment and helmets, there are some opportunities to expand into some different industries. But yes, Todd, I think you are correct; I think the Mexico space is the only other location that they have.

Mr. Everling: Okay, thank you.

Ms. Andres: And so, this \$500,000, is it a reimbursement then, after the expenses have been incurred?

Mr. Angle: (inaudible) – question from Lance re-asked below)

Mr. Cook: It's a reimbursement.

Ms. Andres: Lance, were you trying to ask a question? I'm not sure it came through.

Mr. Angle: I was; the resolution mentioned "clawbacks", can anyone speak to what the "clawbacks" are? It doesn't go into detail in the Resolution.

Mr. Starnes: Yeah, I think the goal was just for the Resolution to be clear that this would be wrapped up in an agreement between the Redevelopment Commission and the Town, potentially, and the company, and that we would be sure that that agreement would have certain terms in it that would allow the Town and the Redevelopment Commission to recapture some of its investment, should the company not place all of the jobs that it promised, or not make the investment that it promised, or not stay in Plainfield for the length of time that it promised. I think the Town is familiar with how those operate – through Galyan's and the transition to Dick's Sporting Goods. I think the Town was able to "clawback" some of its incentives from Galyan's based on that deal. This would be similar; just a way to make sure that those promises are held, and that would be in the agreement.

Mr. Angle: So, does the agreement come back to the RDC for approval; or just the Council? Or is there another step to this?

Mr. Starnes: The Resolution is worded to allow the President to execute on the advice of counsel. So, it would not – the agreement would not need to come back to the Redevelopment Commission, based on the authorization it's granted in the Resolution. However, should you all decide you would rather it do so, you can certainly make that call.

Mr. Angle: Understood

Ms. Andres: Any other questions? We've talked a little bit about the Resolution; Cam, anything else that you want to highlight from that draft before we consider that for a vote?

Mr. Starnes: I don't think so. It's designed to be sort of a "not to exceed" amount to allow for some flexibility between a couple of different funding sources that I know Andrew and Steve are evaluating. It would reimburse actual costs as they are actually incurred, so that would set up sort of a portion of the agreement that deals with how they demonstrate to the Redevelopment Commission that they've incurred those costs, before they are reimbursed. And then the "clawback" provisions; so we would have, in the agreement, documented what the commitments are from the company, in a way to maintain that, or check in on that compliance for a period of time.

Ms. Andres: Great, thank you. Any other discussions on the incentives as proposed?

(brief pause)

RESOLUTIONS

Ms. Andres: Seeing none, then I will put for a motion Resolution No. 2020-09 – Resolution of the Plainfield Redevelopment Commission Approving Incentives to Kranos Corporation d/b/a Schutt Sports Incentive. Mr. Todisco, could you please call a roll?

Mr. Todisco: Do we have a motion?

Ms. Andres: I'm sorry, we do need a motion; sorry.

Mr. Angle: I move to approve

Mr. Everling: I'll second

Ms. Andres: It's not a dictatorship, right?

Mr. Todisco: Mr. McPhail – yes

Mr. Angle – yes

Mr. Everling – yes

Mr. Kirchoff – yes

Ms. Andres – yes

Plainfield Redevelopment Commission Resolution No. 2020-09 is approved.

Ms. Andres: Great, thank you

Ms. Ross-Frost: Thank you

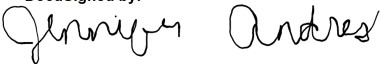
WISHES TO BE HEARD

Ms. Andres: We are now at the end of our agenda. I don't see that we have anybody outside of our group, but I will ask if anyone wishes to be heard.


(brief pause)

ADJOURNMENT

Ms. Andres: Seeing none, or hearing none, then we will call adjournment. Our next meeting is scheduled for Monday, November 2nd at 5:30 p.m. With that, we are adjourned; thank you everyone.

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Jennifer Andres, President

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Lance Angle, Secretary