



Detroit Brownfield Redevelopment Authority
500 Griswold Street • Suite 2200
Detroit, Michigan 48226
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**DETROIT BROWNFIELD REDEVELOPMENT AUTHORITY
REGULAR BOARD OF DIRECTORS MEETING
WEDNESDAY, MAY 9, 2018
4:00 PM**

BOARD MEMBERS PRESENT: Maggie DeSantis
Pamela McClain
Ray Scott
Matthew Walters
Stephanie Washington
Donele Wilkins

BOARD MEMBERS ABSENT: John George
Sonya Mays

OTHERS PRESENT: Jennifer Kanalos (DEGC/DBRA)
Brian Vosburg (DEGC/DBRA)
Cora Capler (DEGC/DBRA)
Rebecca Navin (DEGC)
Paul Kako (DEGC)
Anthony Askew (DEGC)
Ngozi Nwaesei (Lewis & Munday)
Jared Fleisher (Bedrock)
Adam Hoffman (JGH Consulting)
Chris Jackson (QLII)
Jim Jenkins (QLII)



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MINUTES OF THE DETROIT BROWNFIELD
REDEVELOPMENT AUTHORITY REGULAR MEETING
WEDNESDAY, MAY 9, 2018
DETROIT ECONOMIC GROWTH CORPORATION
500 GRISWOLD SUITE 2200 DETROIT, MI – 4:00 PM

CALL TO ORDER

Chair Matthew Walters called the meeting to order at 4:12 PM.

GENERAL

Approval of Minutes:

Mr. Walters called for a motion approving the minutes of April 25, 2018 as presented. The Board took the following action:

On a motion by Mr. Scott, seconded by Ms. McClain, DBRA Resolution Code 18-05-02-233 was unanimously approved.

PROJECTS

Amended and Restated Brownfield Plan for the Former Free Press Building 321 W. Lafayette Redevelopment Project

Mr. Vosburg presented the Amended and Restated Brownfield Plan for the Former Free Press Building 321 W. Lafayette Redevelopment Project.

On July 29, 2010, the City Council of the City of Detroit (“City Council”) approved the Brownfield Plan for the Free Press Redevelopment Project (the “Original Plan”). As you may recall, the City of Detroit Brownfield Redevelopment Authority (“DBRA”) Board of Directors (“Board”) previously approved a recommendation to City Council to: (i) terminate the Original Plan in accordance with Act 381; and (ii) approve a new brownfield plan for the Former Free Press Building. Due to changes in the Michigan Economic Development Corporation (MEDC) policy related to Michigan Business Tax (MBT) Credits that occurred after the aforementioned Board recommendations, DBRA was advised that in order to preserve the MBT Credit for this project, the Original Plan could not be terminated. As a result, instead of terminating the Original Plan and approving a new Brownfield Plan, DBRA staff is now seeking the Board’s approval to begin the process to amend and restate the Original Plan with the attached Plan which will allow the Developer (as defined below) to preserve the MBT Credit and include additional eligible activities. The Plan described is largely the same project previously presented to the Board in April of 2017.

Project Introduction

Pyramid Development Co., LLC, a Bedrock Detroit affiliate, is the project developer (the "Developer") for the Plan which entails the rehabilitation of the 276,183 square foot former Detroit Free Press building into a mixed-use building with retail on the first floor, office on the second and third floors, and residential on floors 4-17 and an undetermined use for the basement and sub-basement. First through third floor tenants have not been determined at this time.

It is estimated that approximately 196 temporary construction jobs will be created and approximately 10 direct permanent jobs will be created in connection with the redevelopment. Additional permanent jobs are expected to be created by the retail and office tenants. The Developer has agreed to comply with City Executive Orders 2016-1 and 2014-4.

Total investment is expected to be approximately \$69,663,000.00. The Developers are requesting \$7,989,347.00 in TIF reimbursement under the proposed Plan.

As mentioned previously, a Brownfield Plan, an Act 381 Work Plan, and a Large Brownfield MBT Credit, titled "Detroit Free Press House" and "Free Press Plaza and Apartments" were approved for the Eligible Property in 2010. The Developer is requesting the amendment and restatement of the "Detroit Free Press House" Brownfield Plan, approved in 2010. The Brownfield Plan, Act 381 Work Plan, and the Brownfield MBT Credit (the "Credit") will be amended and restated to modify the following: legal descriptions, scope of Project, Eligible Activities, and Eligible Investment that was included in the original approvals.

Property Subject to the Plan

The eligible property (the "Property") consists of a single (1) parcel containing only the Free Press Building located at 321 West Lafayette Boulevard on the west side of downtown Detroit.

Basis of Eligibility

The property is considered "eligible property" as defined by Act 381, Section 2 because (a) the property was previously utilized or is currently utilized for a commercial purpose; (b) it is located within the City of Detroit, a qualified local governmental unit under Act 381; and (c) the Property is determined to be Functionally Obsolete.

Eligible Activities and Projected Costs

The "eligible activities" that are intended to be carried out at the Property are considered "eligible activities" as defined by Sec 2 of Act 381, because they include site demolition, selective building demolition, lead & asbestos surveying, asbestos abatement, air monitoring, hazardous material removal, site preparation, and preparation of a brownfield plan and work plan. The eligible activities and budgeted costs are intended as part of the development of the Property and will be financed solely by the Developer. The Authority is not responsible for any costs of eligible activities and will incur no debt. The eligible

activities began in the third quarter of 2017 and are estimated to be complete no later than March 2021. Based on the existing Credit, the Project must be completed and receive a temporary certificate of occupancy by March 8th, 2021 in order to receive the Credit.

Tax Increment Financing (TIF) Capture

The Developer desires to be reimbursed for the costs of eligible activities. Tax increment revenue generated by the Property will be captured by the DBRA and used to reimburse the cost of the eligible activities completed on the Property after approval of this Plan pursuant to the terms of a Reimbursement Agreement with the DBRA.

COSTS TO BE REIMBURSED WITH TIF

1. Site Demolition	\$200,000.00
2. Selective Building Demolition	\$2,564,347.00
3. Lead & Asbestos Survey	\$55,000.00
4. Asbestos Abatement	\$4,239,870.00
5. Air Monitoring	\$145,000.00
6. Hazardous Material Removal	\$760,130.00
7. Brownfield Plan	\$10,000.00
8. Work Plan	\$15,000.00
Total Reimbursement to Developer	\$7,989,347.00
9. Authority Administrative Costs	\$2,056,753.00
10. State Brownfield Redevelopment Fund	\$1,010,369.00
11. Local Brownfield Revolving Fund	\$0.00
TOTAL Estimated Costs	\$11,056,469.00

The actual cost of those eligible activities encompassed by this Plan that will qualify for reimbursement from tax increment revenues of the DBRA from the Property shall be governed by the terms of the Reimbursement Agreement.

Other Development Incentives

The Developers of this Plan will seek additional support through the transfer of the existing Michigan Business Tax Credit for the property as well as a Neighborhood Enterprise Zone Abatement (PA 147). In addition, the Developer also anticipates a Commercial Rehabilitation (PA 210) tax abatement to be approved for the eligible property.

DBRA-CAC Letter of Recommendation

The DBRA-CAC recommended approval of the Plan at the April 25, 2018 CAC meeting. Attached was the DBRA-CAC's letter of recommendation for the DBRA Board's consideration.

Public Comments

Attached were the results of the DBRA public hearing for the Plan that was held on Monday, May 7, 2018 at the Detroit Economic Growth Corporation's offices located at 500 Griswold Street, Suite 2200 Detroit, Michigan 48226.

Ms. DeSantis asked about the change in total estimated costs from the Brownfield Plan as previously approved.

Attached for Board review and approval was a resolution approving the Brownfield Plan for the Amended and Restated Brownfield Plan for the Former Free Press Building 321 W. Lafayette Redevelopment Project and its submittal to Detroit City Council.

Mr. Walters called for a motion approving the submittal of the Amended and Restated Former Free Press Building Brownfield Redevelopment Plan to the Detroit City Council. The Board took the following action:

On a motion by Ms. Wilkins, seconded by Ms. DeSantis, DBRA Resolution Code 18-05-191-06 was unanimously approved.

Queen Lillian II Brownfield Redevelopment Plan Extension of Eligible Activities

Mr. Vosburg presented the background on the project to date as well as an overview of the proposed Extension of Duration of Plan Requirements for the Queen Lillian II Brownfield Redevelopment Plan.

The Queen Lillian II Brownfield Redevelopment Plan (the "Plan") was approved by the DBRA Board of Directors on April 9, 2014 and by Detroit City Council (the "Council") on June 10, 2014. The Reimbursement Agreement was executed on September 15, 2014. On April 6, 2016 the DBRA approved a 120-day extension for Work Plan submission and a 1-year extension to complete eligible activities. On September 28, 2016 the DBRA approved a 1-year extension for Work Plan submission and a 1-year extension to complete eligible activities.

Queen Lillian II, LLC is the developer (the "Developer") for Plan which is located at 3439 - 3455 Woodward at the corner of Stimson. Due to delays with underwriting the complex financing at the Michigan Economic Development Corporation ("MEDC") and the Michigan Strategic Fund ("MSF"), as well as rapidly changing real estate finance markets, the Developer was not able to submit the Work Plan within one hundred twenty (120) days of the DBRA extension and similarly will not likely complete eligible activities within the allotted extension.

As such, the Developers requested 1) a one (1) year extension from the date of the attached resolution receive work plan approval by the Michigan Strategic Fund and the Michigan Department of Environmental Quality and 2) a three (3) year extension from the extended completion date of June 11, 2018 to complete all eligible activities.

DBRA staff recommended the approval of the third extension.

A resolution granting the THIRD extension of the Queen Lillian II Brownfield Redevelopment Plan duration requirements was attached for Board review and approval.

Ms. Washington asked what the anticipated extension timeline is. Mr. Jackson advised that a three (3) year extension is sufficient.

Ms. DeSantis asked if the development is still going to include affordable housing units. Mr. Jackson stated that 10% of the housing units will be provided at 50-60% of the area median income.

Ms. DeSantis asked who the developer's new equity partner is. Mr. Jackson stated that Platform is the new equity partner, and advised that Queen Lillian II will remain the controlling owner of the development.

Ms. McClain asked what the ratio of the uses will be in the development. Mr. Jenkins provided the retail and housing square footage and the potential tenants.

Mr. Walters asked about the anticipated timeline for construction. Mr. Jackson stated that construction will begin at the end of summer of 2018.

Mr. Jackson made brief remarks as developer of the project and answered various questions board members presented.

Mr. Walters called for a motion approving the Extension of Duration of Plan Requirements for the Queen Lillian II Brownfield Redevelopment Plan.

On a motion by Mr. Scott, seconded by Ms. DeSantis, DBRA Resolution Code 18-05-228-08 was unanimously approved.

ADMINISTRATIVE:

Approval of Amendments to City of Detroit Brownfield Redevelopment Authority Local Brownfield Revolving Fund Guidelines

Ms. Kanalos presented to the board the proposed amendments to the City of Detroit Brownfield Redevelopment Authority Local Brownfield Revolving Fund Guidelines.

The redline version of the DBRA Guidelines identifying the changes that were made to the previous September 28, 2016 Fund Guidelines were attached and included:

- The minimum amount the DBRA will consider for a loan shall be \$50,000.00.
- The loan amount allocated for any project shall not exceed fifty percent (50%) of the DBRA's TIF commitment for the Brownfield Plan or one million and 00/100 dollars (\$1,000,000), whichever is less.
- LBRF funds may be utilized in the form of grants to support redevelopment of brownfields in the City of Detroit. Entities that will qualify for LBRF grants include: Detroit Headquartered Businesses, non-profit organizations, and state sanctioned economic development organizations.

Grants will not exceed the current maximum amount established by DBRA resolution and will be prioritized to fund environmental due diligence, BEA, due care and other environmental response activities. The DBRA shall reserve twenty-five (25%) of its annual deposit for grant funding.

Attached for Board review and approval was a resolution approving the proposed amendments to the City of Detroit Brownfield Redevelopment Authority Local Brownfield Revolving Fund Guidelines.

Mr. Walters called for a motion approving the proposed amendments to the City of Detroit Brownfield Redevelopment Authority Local Brownfield Revolving Fund Guidelines as presented. The Board took the following action:

On a motion by Ms. DeSantis, seconded by Ms. Washington, DBRA Resolution Code 18-05-01-194 was unanimously approved.

Approval of Amendments to City of Detroit Brownfield Redevelopment Authority Guidelines for Brownfield Plan Proposals

Ms. Kanalos presented to the board the proposed amendments to the City of Detroit Brownfield Redevelopment Authority Guidelines for Brownfield Plan Proposals.

The redline version of the DBRA Guidelines identifying the changes that were made to the previous May 24, 2017 Guidelines were attached and included:

- Developers shall be required to submit an annual, instead of semi-annual (two times per year), report to the DBRA.
- The Developer shall also execute an affidavit substantiating the facts in the annual report.

Attached for Board review and approval was a resolution approving the proposed amendments to the City of Detroit Brownfield Redevelopment Authority Guidelines for Brownfield Plan Proposals.

Mr. Walters called for a motion approving the proposed amendments to the City of Detroit Brownfield Redevelopment Authority Guidelines for Brownfield Plan Proposals as presented. The Board took the following action:

On a motion by Ms. Wilkins, seconded by Ms. Washington, DBRA Resolution Code 18-05-01-195 was unanimously approved.

NAME CHANGE OF LOCAL SITE REMEDIATION REVOLVING FUND COMMITTEE TO LOCAL BROWNFIELD REVOLVING FUND COMMITTEE

Ms. Kanalos explained the changes in legislation and the Local Site Remediation Revolving Fund Committee's desire to change the name of the Committee to the Local Brownfield Revolving Fund Committee to align with the change in legislation.

Attached for Board review and approval was a resolution approving the name change of Local Site Remediation Revolving Fund Committee to Local Brownfield Revolving Fund Committee.

Mr. Walters called for a motion approving the proposed name change of Local Site Remediation Revolving Fund Committee to Local Brownfield Revolving Fund Committee. The Board took the following action:

On a motion by Ms. Wilkins, seconded by Ms. DeSantis, DBRA Resolution Code 18-05-01-196 was unanimously approved.

OTHER

Ms. Washington asked for feedback from those who attended the 2017 National Brownfields Training Conference in Pittsburgh. Mr. Vosburg and Mr. Walters shared their experiences as DBRA representatives and Mr. Scott shared his experience as a representative for the City of Detroit.

Ms. DeSantis requested that a discussion of marketing ideas for the Local Brownfield Revolving Fund be on the agenda for the next Detroit Brownfield Redevelopment Authority Board meeting.

PUBLIC COMMENT

None.

ADJOURNMENT

Citing no further business, Mr. Walters called for a motion to adjourn the meeting.

On a motion by Ms. McClain, seconded by Ms. Wilkins the meeting was unanimously adjourned at 4:55 PM.



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CODE DBRA 18-05-02-233

APPROVAL OF MINUTES APRIL 25, 2018

RESOLVED, that the minutes of the regular meeting of April 25, 2018 are hereby approved and all actions taken by the Directors present at such meeting, as set forth in such minutes, are hereby in all respects ratified and approved as actions of the Detroit Brownfield Redevelopment Authority.

May 9, 2018



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CODE DBRA 18-05-191-06

AMENDED AND RESTATED BROWNFIELD PLAN FOR THE FORMER FREE PRESS BUILDING 321 W. LAFAYETTE REDEVELOPMENT PROJECT

WHEREAS, pursuant to 381 PA 1996 (“Act 381”), the City of Detroit Brownfield Redevelopment Authority (the “DBRA”) has been established by resolution of the City Council of the City of Detroit (the “City”) for the purpose of promoting the revitalization of environmentally distressed areas in the City; and

WHEREAS, under Act 381 the DBRA is authorized to develop and propose for adoption by City Council a brownfield plan for one or more parcels of eligible property; and

WHEREAS, pursuant to the resolution establishing the DBRA and the bylaws of the DBRA, the DBRA has submitted the proposed Brownfield Plan for the Former Free Press Building (the “Plan”) to the Community Advisory Committee for consideration and comment has solicited comments by publication of notice that the proposed Plan has been submitted to the Community Advisory Committee and by conducting a public hearing in the area to which the proposed Plan applies; and

WHEREAS, the Community Advisory Committee has considered the proposed Plan and approved a resolution recommending the approval of the proposed Plan by the Authority and the City Council as presented by the Authority; and

WHEREAS, in accordance with the provisions of Act 381, the Authority desires to approve the proposed Plan and to request the Detroit City Council to call a public hearing to consider and adopt a resolution approving the proposed Plan.

NOW, THEREFORE, BE IT RESOLVED:

1. The Authority determines that it is necessary for the achievement of the purposes of Act 381 to adopt the brownfield plan for the **Former Free Press Building Redevelopment Project** and submit it to the Detroit City Council for approval.
2. The Authority approves the Plan in the form attached hereto and on file with the Secretary of the Authority.
3. The Secretary is authorized and directed to submit a certified copy of this Resolution and the Plan to the City Clerk, together with a request that the Detroit City

Council call a public hearing concerning the Plan and to take all other actions required to approve the Plan in accordance with Act 381.

4. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution are rescinded.

May 9, 2018



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CODE DBRA 18-05-228-08

QUEEN LILLIAN II BROWNFIELD REDEVELOPMENT PLAN: THIRD EXTENSION OF PLAN DURATION REQUIREMENTS

WHEREAS, pursuant to 381 PA 1996 (“Act 381”), the Queen Lillian II Brownfield Redevelopment Plan (the “Plan”) was approved by the Detroit Brownfield Redevelopment Authority (the “DBRA”) on April 9, 2014 and Detroit City Council (the “Council”) on June 10, 2014; and

WHEREAS, Queen Lillian II, LLC is the developer (the “Developer”) for the Plan located in Detroit at 3439 - 3455 Woodward at the corner of Stimson that entails a mixed-use residential and commercial development as well as an attached parking ramp; and

WHEREAS, the Plan duration required that the Developers 1) receive the applicable work plan approvals by the Michigan Strategic Fund and the Michigan Department of Environmental Quality within one hundred and eighty (180) days after Council approval and 2) complete all eligible activities within three (3) years of Council approval; and

WHEREAS, due to financing issues partially caused by project setbacks associated with a change from medical commercial rental use to residential rental use, the Developers did not receive the applicable required work plan approvals within one hundred and eighty (180) days of Council approval nor are they scheduled to complete all eligible activities within three (3) years of Council approval; and

WHEREAS, on April 6, 2016 the DBRA approved a one hundred and twenty (120) day extension for Work Plan approval and a one (1) year extension for completion of all eligible activities;

WHEREAS, on September 28, 2016 the DBRA approved a 1-year extension for Work Plan submission and a 1-year extension to complete eligible activities;

WHEREAS, due to delays caused by complex underwriting by the Michigan Strategic Fund staff as well as rapidly changing real estate finance markets, the Work Plan was not approved within the extension and as such eligible activities will also not be able to be completed within the allowed extension; and

WHEREAS, the Developers continue to diligently work on the work plan submittal and the remaining eligible activities are slated to be complete before the middle of 2020; and

WHEREAS, the Developers are requesting extension on the work plan approval and a three (3) year extension to complete eligible activities; and

WHEREAS, DBRA staff recommends the approval of the Plan duration extension based upon 1) the draft work plan submittal to DBRA and Michigan Economic Development Corporation staff and 2) the Developers ability complete the remainder of the eligible activities within the timeframe of the extension.

NOW, THEREFORE, BE IT RESOLVED, that the DBRA Board of Directors approves the Plan duration extension as follows: 1) one (1) year from the date of this resolution for work plan approval and 2) three (3) years from the extended required completion date of June 11, 2018 to complete all eligible activities.

BE IT FINALLY RESOLVED, that a DBRA Authorized Agent shall hereafter have the authority to negotiate and execute any Letter(s) of Support to implement the provisions and intent of this resolution on behalf of the DBRA.

May 9, 2018



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CODE DBRA 18-05-01-194

ADMINISTRATION: AMENDMENT TO LOCAL BROWNFIELD REVOLVING FUND GUIDELINES

WHEREAS, the City of Detroit Brownfield Redevelopment Authority (the “DBRA”) has been established by resolution of the City Council of the City of Detroit (the “City”) pursuant to 381 PA 1996 (“Act 381”) for the purpose of promoting the revitalization of environmentally distressed areas in the City; and

WHEREAS, under Act 381 the DBRA is authorized to develop and propose for adoption by City Council a brownfield plan for one or more parcels of eligible property; and

WHEREAS, on September 28, 2016, the DBRA adopted its Guidelines for Brownfield Plan Proposals (the “Guidelines”) to provide owners and developers of eligible property who may seek assistance available under Act 381 with guidelines the DBRA will consider in reviewing proposed brownfield plans; and

WHEREAS, the DBRA desires to amend the Guidelines to as presented in the attached “Exhibit A Guidelines” effective May 9, 2018.

NOW, THEREFORE, BE IT RESOLVED:

1. The Guidelines are amended as stated on the attachment.
2. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution are rescinded.

May 9, 2018



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CODE DBRA 18-05-01-195

ADMINISTRATION: AMENDMENT TO BROWNFIELD PLAN GUIDELINES

WHEREAS, the City of Detroit Brownfield Redevelopment Authority (the “DBRA”) has been established by resolution of the City Council of the City of Detroit (the “City”) pursuant to 381 PA 1996 (“Act 381”) for the purpose of promoting the revitalization of environmentally distressed areas in the City; and

WHEREAS, under Act 381 the DBRA is authorized to develop and propose for adoption by City Council a brownfield plan for one or more parcels of eligible property; and

WHEREAS, on July 16, 2002, the DBRA first adopted its Guidelines for Brownfield Plan Proposals (the “Guidelines”) to provide owners and developers of eligible property who may seek assistance available under Act 381 with guidelines the DBRA will consider in reviewing proposed brownfield plans; and

WHEREAS, the DBRA last amended, and made effective, its Guidelines on May 24, 2017; and

WHEREAS, the DBRA desires to amend the Guidelines as presented in the attached “Exhibit A Guidelines” to be effective May 9, 2018.

NOW, THEREFORE, BE IT RESOLVED:

1. The Guidelines are amended as stated on the attachment.
2. All resolutions and parts of resolutions insofar as they conflict with the provisions of this resolution are rescinded.

May 9, 2018



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CODE DBRA 18-05-01-196

**NAME CHANGE OF LOCAL SITE REMEDIATION REVOLVING FUND COMMITTEE
TO LOCAL BROWNFIELD REVOLVING FUND COMMITTEE**

WHEREAS, on October 26, 2016, the Detroit Brownfield Redevelopment Authority (the “DBRA”) Board of Directors adopted a resolution approving the creation of a Local Site Remediation Revolving Fund Committee (the “LSRRF Committee”) for the purposes of reviewing funding proposals and advising on the use of the DBRA’s LSRRF fund; and

WHEREAS, in 2017 Act 381 of 1996 was amended, resulting in the Local Site Remediation Revolving Fund being renamed the Local Site Remediation Revolving Fund Committee; and

WHEREAS, as a result of amendments to Act 381 of 1996, the LSRRF Committee desires to update its name to the Local Brownfield Revolving Fund Committee (the “LBRF Committee”);

NOW THEREFORE, BE IT RESOLVED, by the DBRA Board of Directors that the Local Site Remediation Revolving Fund Committee is hereby renamed the Local Brownfield Revolving Fund Committee.

BE IT FINALLY RESOLVED that all of the acts and transactions of any officer or authorized agent of the DBRA, in the name and on behalf of the DBRA, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

May 9, 2018