



**DETROIT BROWNFIELD REDEVELOPMENT AUTHORITY
SPECIAL BOARD OF DIRECTORS MEETING
WEDNESDAY, OCTOBER 21, 2020
3:30 PM**

BOARD MEMBERS PRESENT:

Donele Wilkins
John George
Amanda Elias
Pamela McClain
Maggie DeSantis
Raymond Scott

BOARD MEMBERS ABSENT:

Juan Gonzalez
Sonya Mays
Stephanie Washington

OTHERS PRESENT:

Jennifer Kanalos (DEGC/DBRA)
Brian Vosburg (DEGC/DBRA)
Cora Capler (DEGC/DBRA)
Malinda Jensen (DEGC)
Paul Kako (DEGC)
Catherine Frazier (DEGC)
Glen Long (DEGC)
Nevan Shokar (DEGC)
Rebecca Navin (DEGC)
Ngozi Nwaesei (Lewis & Munday)
Bret Stuntz (SME)
Seth Herkowitz (Godfrey)
Matt Kalt (Oxford Capital Group)
Sheila Cockrel (Crossroads Detroit)
Jackie Wojtowicz (Grobbel)
David Tobar (Grobbel)
Jason Grobbel (Grobbel)
Ryan Chapp (Grobbel)
Todd Gerig (Grobbel)
Sharlene Burris
Jai McCall
Gladys Wiley-Lynch
Matt Walters



**MINUTES OF THE DETROIT BROWNFIELD
REDEVELOPMENT AUTHORITY SPECIAL MEETING
WEDNESDAY, OCTOBER 21, 2020
HELD VIA ZOOM VIRTUAL MEETING**

CALL TO ORDER

Chair Raymond Scott called the meeting to order at 3:31 PM.

Ms. Kanalos took a roll call of the DBRA Board Members present.

GENERAL

Approval of Minutes:

Mr. Scott called for a motion approving the minutes of September 23, 2020 as presented. The Board took the following action:

Ms. McClain made a motion approving the minutes of the September 23, 2020 Board meeting, as presented. Mr. George seconded the motion. A roll call vote was conducted with the following result:

Ayes: Mr. George, Ms. Elias, Ms. Wilkins, Mr. Scott, and Ms. McClain

Nays: None.

DBRA Resolution Code 20-10-02-284 was approved.

DBRA Audited Financial Statements and Management Report as of June 30, 2020

Ms. Kanalos presented the DBRA Audited Financial Statements and Management Report as of June 30, 2020 to the DBRA Board.

Copies of the DBRA Audited Financial Statements and Management Report as of June 30, 2020 were distributed to each DBRA Board Member via email on October 13, 2020.

The attached resolution indicated the Board's formal receipt of the DBRA Audited Financial Statements and Management Report as of June 30, 2020, with comparative totals as of June 30, 2019, as prepared by George Johnson and Company, Certified Public Accountants.

Mr. Scott called for a motion accepting the DBRA Audited Financial Statements and Management Report as of June 30, 2020, as presented. The Board took the following action:

Ms. Wilkins made a motion accepting the DBRA Audited Financial Statements and Management Report as of June 30, 2020, as presented. Ms. McClain seconded the motion. A roll call vote was conducted with the following result:

Ayes: Mr. George, Ms. Elias, Ms. Wilkins, Mr. Scott, and Ms. McClain

Nays: None.

DBRA Resolution Code 20-10-01-228 was approved.

PROJECTS

Land Assembly Project: Amendment to Property Exchange Agreement with DTE Electric Company in Support of the FCA Development Project

Ms. Navin presented the Land Assembly Project: Amendment to Property Exchange Agreement with DTE Electric Company in Support of the FCA Development Project to the DBRA Board.

As the Board is aware, the City of Detroit ("City"), City of Detroit Brownfield Redevelopment Authority ("DBRA") and FCA US LLC ("FCA") have entered that certain Development Agreement relating to the investment of approximately \$2.5 billion in FCA's Mack 1, Mack 2 and Jefferson North Assembly Plants (collectively the "Projects") to expand certain industrial automotive manufacturing in the City. It is anticipated that the Projects will result in the creation of approximately 4,950 additional FCA jobs in the City, as well as increase business and economic opportunities for related supplier and support industries.

In support of the Projects, in April, 2019, the DBRA Board of Directors and the Detroit City Council approved the transactions contemplated by that certain Property Exchange Agreement by and among the City, DBRA and DTE Electric Company ("DTEE") (the "PEA"), whereby DTEE agreed to convey certain land located at 12000 East Jefferson and 11860 Freud in exchange for the transfer of title to certain properties owned by the City, the DBRA and the Detroit Land Bank Authority ("DLBA") and/or cash consideration comprising fair value for the properties exchanged.

In May, the City, DBRA, and DTEE entered into a Fourth Amendment to the PEA which, among other things, allowed for a delayed closing on DTEE's acquisition of the City-owned property located at 14584 Livernois in order to grant the City and/or DBRA an opportunity to make the property available for another potential economic development use. The parties desire to further amend the PEA relative to 14584 Livernois as follows:

1. DTEE's approval of Gayanga Co. LLC (or its affiliate) as the "Potential User" under the PEA.
2. If 14584 Livernois is not sold to the Potential User, DTEE will accept 14584 Livernois.
3. If 14584 Livernois is sold to the Potential User and DTEE has not accepted an Alternative Site by the deadline (April 30, 2022), City and DTEE each have the option to extend the deadline in one-year increments for up to 4 years (April 30, 2026).
4. If after all extensions have been exhausted, DTEE has not elected an Alternative Site, DTEE will accept the site located at 127 Campbell provided that the site is in an environmental condition acceptable to DTEE. In the event that DTEE is unable to accept the property at 127 Campbell for the foregoing environmental reasons, DTEE will waive its right to receive a cash payment in lieu of the 14584 Livernois property and the City will use all commercially reasonable efforts to offer to DTEE Alternative Sites acceptable to DTEE and of reasonably equivalent value to the 14584 Livernois property until such time as DTEE accepts an Alternative Site from the City.

The proposed form of Fifth Amendment to PEA was attached as **Exhibit A**.

A resolution approving the amendment was attached for the Board's consideration.

Mr. Scott asked for clarification on how the DBRA is involved with this particular Amendment. Ms. Navin stated that the DBRA is involved with this particular Amendment by name only.

Mr. Scott called for a motion approving Land Assembly Project: Amendment to Property Exchange Agreement with DTE Electric Company in Support of the FCA Development Project, as presented. The Board took the following action:

Mr. George made a motion to approve the Land Assembly Project: Amendment to Property Exchange Agreement with DTE Electric Company in Support of the FCA Development Project, as presented. Ms. McClain seconded the motion. A roll call vote was conducted with the following result:

Ayes: Ms. Elias, Ms. McClain, Ms. Wilkins, Mr. George, and Mr. Scott
Nays: None.

DBRA Resolution Code 20-10-262-42 was approved.

Godfrey Hotel Brownfield Plan

Ms. Capler presented the Godfrey Hotel Brownfield Plan to the DBRA Board.

Project Introduction

Godfrey Detroit PropCo, LLC is the project developer (the “Developer”) for the Plan. The project entails the construction of a new, 227-room hotel located along Michigan Avenue in Detroit’s historic Corktown neighborhood, one mile west of the central business district. The proposed hotel includes a ground-level lobby, bar and restaurant, an approximately 6,000 square-foot ballroom with prefunction space, and a rooftop café and amenity space.

The total investment is estimated to be \$74.1 million. The Developer is requesting \$5,391,811.00 in TIF reimbursement.

There will be approximately 350 temporary construction jobs and 160-200 FTE jobs.

Property Subject to the Plan

The eligible property (the “Property”) consists of two (2) parcels located at 1401 and 1411 Michigan Avenue roughly bounded by Michigan Avenue to the north, 8th Street to the east, Leverette Street to the south, and the property line to the west in Detroit’s Corktown neighborhood.

Basis of Eligibility

The Property is considered “eligible property” as defined by Act 381, Section 2 because (a) the Property was previously 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 a “Facility” as defined by Act 381.

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 department specific activities (environmental assessments, due care activities, and other response activities), demolition, lead and asbestos abatement, site preparation, infrastructure improvements, interest, and development, preparation and implementation of a Brownfield Plan and Act 381 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 are estimated to commence within 18 months of approval of the Plan and be completed within 3 years.

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. BEA Activities	\$19,500.00
2. Due Care Activities	\$30,000.00
3. Additional Response Activities	\$79,592.00
4. Demolition & Abatement	\$113,880.00
5. Site Preparation	\$3,091,452.00
6. Infrastructure Improvements	\$416,006.00
7. Brownfield Plan & Work Plan Preparation	\$30,000.00
8. Brownfield Plan & Work Plan Implementation	\$30,000.00
9. Contingency (15%)	\$559,640.00
10. Interest	\$1,021,741.00

Total Reimbursement to Developer	\$5,391,811.00
11. Authority Administrative Costs	\$1,309,685.00
12. State Brownfield Redevelopment Fund	\$294,687.00
13. Local Brownfield Revolving Fund	\$1,735,043.00
TOTAL Estimated Costs	\$8,731,226.00

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 Incentives

The Developer is seeking additional incentives, which will include local and/or state approval of a Commercial Rehabilitation Abatement (PA 210).

DBRA-CAC Letter of Recommendation

The DBRA-CAC recommended approval of the Plan at the September 23, 2020 CAC meeting. Attached was the DBRA-CAC's letter of recommendation for the DBRA Board's consideration.

Public Comments

The DBRA public hearing for the Plan was held on Tuesday, October 6, 2020 at 4:00 pm via Zoom. The results of the DBRA public hearing were attached.

Attached for the DBRA Board's review and approval was a resolution approving the Godfrey Hotel Brownfield Redevelopment Plan and its submittal to Detroit City Council.

Mr. George asked what the total investment is for the project. Ms. Capler stated that the total investment for the project is approximately \$74.1 million. Mr. George asked how much TIF is being requested under the Plan. Ms. Capler stated that approximately \$5.3 million in TIF reimbursement is being requested under this Plan.

Ms. Wilkins asked for more information about the project. Mr. Herkowitz stated that the Developer has developed other Godfrey Hotels in various cities in the U.S., and provided additional information regarding the project including the design of the development to incorporate the design elements currently present in the Corktown neighborhood, the positive economic impact of the future development, the general contractor for the project is Christman/Norcon, the Developer's plan for the hiring of Detroit residents and contractors for the construction of the development and the hiring of Detroit residents for the permanent jobs once the project is complete, and covered the Developer's community engagement efforts to date and the plans for holding future community meetings regarding the project.

Mr. Scott called for a motion to approve the Godfrey Hotel Brownfield Plan and its submittal to Detroit City Council, as presented. The Board took the following action:

Ms. Elias made a motion to approve the Godfrey Hotel Brownfield Plan and its submittal to Detroit City Council, as presented. Ms. McClain seconded the motion. A roll call vote was conducted with the following result:

Ayes: Mr. George, Ms. Elias, Mr. Scott, Ms. McClain, and Ms. Wilkins

Nays: None

DBRA Resolution Code 20-10-293-02 was approved.

Ms. DeSantis joined the meeting at 3:57 pm.

Grobber Cold Storage Brownfield Plan

Mr. Vosburg presented the Grobber Cold Storage Brownfield Plan to the DBRA Board.

Project Introduction

E.W. Grobbel Sons, Inc. is the project developer (the “Developer”) for the Plan. The project entails the construction of a new cold storage facility on the Property (defined below). Construction is planned in two phases: an approximately 87,000 sq. ft. Phase I on the southern portion of the Property, and an approximately 53,000 sq. ft. Phase II expansion on the northern portion of the Property for a total of approximately 140,000 sq. ft. The storage facility will include a cooler, freezer, shipping and receiving, and office areas. The project will also include stormwater detention ponds designed to meet current City requirements. A bioswale and greenway are planned for the eastern side of the Property. Permeable paving is planned in the alley that runs north-south, adjacent to the planned bioswales/greenway.

The total investment is estimated to be \$33 million total for both phases. The Developer is requesting \$7,563,054.00 in TIF reimbursement.

There will be approximately 200 temporary construction jobs and a total of 300 FTE jobs created (150 FTE for Phase I and 150 FTE for Phase II).

Property Subject to the Plan

The eligible property (the “Property”) consists of fifty-five (55) parcels located east of Dequindre Street, west of St. Aubin Street, south of Superior Street and north of Illinois Street in Detroit’s Eastern Market district.

Basis of Eligibility

The Property is considered “eligible property” as defined by Act 381, Section 2 because (a) the Property was previously utilized for commercial, industrial, public, or residential purposes; (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 “Blighted” as defined by Act 381 or adjacent and contiguous to a blighted parcel.

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 assessment and baseline environmental assessment (BEA) activities, due care activities, infrastructure improvements, demolition, site preparation, and preparation and implementation of a Brownfield Plan and Act 381 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 are estimated to commence within 18 months of approval of the Plan and be completed within 3 years.

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. BEA Activities	\$34,000.00
2. Due Care Activities	\$67,250.00
3. Additional Response Activities	\$1,378,132.00
4. Demolition & Abatement	\$158,000.00
5. Site Preparation	\$2,112,400.00
6. Infrastructure Improvements	\$840,000.00
7. Brownfield Plan & Work Plan Preparation	\$30,000.00
8. Brownfield Plan & Work Plan Implementation	\$30,000.00
9. Contingency (15%)	\$683,367.00
10. Interest	\$2,229,905.00
Total Reimbursement to Developer	\$7,563,054.00

11. Authority Administrative Costs	\$1,473,439.00
12. State Brownfield Redevelopment Fund	\$342,782.00
13. Local Brownfield Revolving Fund	\$443,644.00
TOTAL Estimated Costs	\$9,822,919.00

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 Incentives

The Developer is seeking additional incentives, which will include local and/or state approval of an Industrial Facilities Exemption Abatement (PA 198).

Attached for the DBRA Board’s review and approval was a resolution authorizing the Grobbel Cold Storage Detroit Brownfield Plan for submittal to the Community Advisory Committee for consideration and comment within 30 days of their receipt of the proposed Plan. In addition, it authorizes the President of the Detroit Economic Growth Corporation or any person designated by him, as a representative of the DBRA, to conduct a public hearing in the area to which the Proposed Plan applies within the next 30 days. This public hearing may be held jointly with any public hearing conducted by the Community Advisory Committee.

Mr. Grobbel provided more information about the Developer and the project including the Developer’s history of conducting business in the City of Detroit and its commitment to the City and the need to grow the food processing industry in the State of Michigan, and the Developer’s commitment to providing new, well-paying jobs in the City.

Mr. Scott called for a motion to authorize a public hearing for the Grobbel Cold Storage Brownfield Plan and its referral to the CAC, as presented. The Board took the following action:

Mr. George made a motion to authorize a public hearing for the Grobbel Cold Storage Brownfield Plan and its referral to the CAC, as presented. Ms. McClain seconded the motion. A roll call vote was conducted with the following result:

Ayes: Ms. DeSantis, Mr. George, Ms. Elias, Ms. McClain, Ms. Wilkins, and Mr. Scott
Nays: None.

DBRA Resolution Code 20-10-294-01 was approved.

Queen Lillian II Brownfield Plan: Collateral Assignment of Tax Increment Revenues

Mr. Vosburg presented the Queen Lillian II Brownfield Plan: Collateral Assignment of Tax Increment Revenues to the DBRA Board.

On April 9, 2014 the City of Detroit Brownfield Redevelopment Authority (the “DBRA”) Board of Directors adopted a resolution authorizing the transmittal of the Brownfield Plan for the Queen Lillian II Brownfield Redevelopment Project at 3439 Woodward (the “Plan”) to Detroit City Council (“City Council”) with a recommendation for approval. The Amended Plan was approved by the Detroit City Council (the “Council”) on June 10, 2014. Queen Lillian II, LLC (“Developer”) is the developer of the Plan.

An Amended and Restated Reimbursement Agreement (“Agreement”) was approved by the DBRA Board of Directors on February 12, 2020, executed as of October 21, 2020 and effective as of September 15, 2014.

Since then, the Developer has requested that the DBRA approval a collateral assignment of the TIF capture from the Plan to its lenders CIBC BANK USA and The Economic Development Corporation of the City of Detroit (“Lenders”) as collateral for a construction loan made to Developer by the Lenders.

A copy of the proposed forms of Assignment and a resolution approving the Assignment and its subsequent execution were attached for the DBRA Board’s review and approval.

Mr. Scott asked Ms. Nwaesei to provide her opinion on the Assignment Agreements. Ms. Nwaesei stated that she has reviewed the Assignment Agreements and will be performing some minor revisions but nothing that would be substantive.

Ms. DeSantis asked who the Developer is for this project. Mr. Vosburg stated that Mr. Chris Jackson is part of the development team and also The Platform is part of the development team.

Mr. Scott called for a motion to approve the Queen Lillian II Brownfield Plan: Collateral Assignment of Tax Increment Revenues, as presented. The Board took the following action:

Ms. McClain made a motion to approve the Queen Lillian II Brownfield Plan: Collateral Assignment of Tax Increment Revenues, as presented. Ms. DeSantis seconded the motion. A roll call vote was conducted with the following result:

Ayes: Ms. DeSantis, Mr. George, Ms. Elias, Ms. Wilkins, Ms. McClain, and Mr. Scott

Nays: None.

DBRA Resolution Code 20-10-228-11 was approved.

ADMINISTRATIVE

DBRA Directors and Officers Insurance

Ms. Kanalos presented the DBRA Directors and Officers Insurance to the DBRA Board.

Per Detroit Brownfield Redevelopment Authority (the "DBRA") resolution code 07-10-01-78, approved by the DBRA Board on October 11, 2007, any increase in insurance policy premiums by more than fifteen (15%) percent require DBRA Board approval.

DBRA staff have been informed by Long Insurance Services, LLC that the carrier for the DBRA Directors and Officer Insurance, Chubb Group of Insurance Companies, has increased the premium from \$11,099 to \$18,895 through October 2021, which represents an increase of more than 15 percent.

The increase in the policy premium is largely due to the growth of the DBRA program in recent years including an increase in revenue and assets. The improvement of the financial profile of the DBRA has resulted in an increase in liability exposure, and as such, has resulted in the premium increase.

A resolution approving the additional policy premium fee was attached for the DBRA Board's review and approval.

Mr. Scott called for a motion to approve the DBRA Directors and Officers Insurance, as presented. The Board took the following action:

Ms. Wilkins made a motion to approve the DBRA Directors and Officers Insurance, as presented. Ms. McClain seconded the motion. A roll call vote was conducted with the following result:

Ayes: Ms. DeSantis, Mr. George, Ms. Elias, Ms. Wilkins, Ms. McClain, and Mr. Scott

Nays: None.

DBRA Resolution Code 20-10-01-227 was approved.

OTHER

Ms. DeSantis asked when the next DBRA Board meeting will be held. Ms. Kanalos stated that the regular DBRA Board meeting scheduled for October 28, 2020 will be canceled and that the DBRA Board will likely meet on November 4 and November 18, 2020 due to the Thanksgiving holiday.

PUBLIC COMMENT

None.

ADJOURNMENT

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

On a motion by Mr. George, seconded by Ms. McClain the meeting was unanimously adjourned at 4:14 PM.



CODE DBRA 20-10-02-284

APPROVAL OF MINUTES SEPTEMBER 23, 2020

RESOLVED, that the minutes of the regular meeting of September 23, 2020 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.

October 21, 2020



CODE DBRA 20-10-01-228

ADMINISTRATION; DBRA AUDITED FINANCIAL STATEMENTS AND MANAGEMENT REPORT AS OF JUNE 30, 2020

RESOLVED, that the Board of Directors of the Detroit Brownfield Redevelopment Authority (the "DBRA") hereby receives the DBRA Audited Financial Statements and Management Report as of June 30, 2020, with comparative totals as of June 30, 2019, as prepared by George Johnson and Company, Certified Public Accountants.

October 21, 2020



CODE DBRA 20-10-262-42

LAND ASSEMBLY PROJECT: AMENDMENT TO PROPERTY EXCHANGE AGREEMENT WITH DTE ELECTRIC COMPANY IN SUPPORT OF THE FCA DEVELOPMENT PROJECT

WHEREAS, the City of Detroit ("City"), City of Detroit Brownfield Redevelopment Authority ("DBRA") and FCA US LLC ("FCA") have executed that certain Development Agreement regarding the investment of approximately \$2.5 billion in FCA's Mack 1, Mack 2 and Jefferson North Assembly Plants (collectively the "Projects") to expand certain industrial automotive manufacturing in the City; and

WHEREAS, in support of the Projects, on April 30, 2019 the Detroit City Council approved the transactions contemplated by that certain Property Exchange Agreement by and among the City, DBRA and DTE Electric Company ("DTEE") (the "PEA"), whereby DTEE agreed to convey certain land located at 12000 East Jefferson and 11860 Freud in exchange for the transfer of title to certain properties owned by the City, the DBRA and the Detroit Land Bank Authority ("DLBA") and/or cash consideration comprising fair value for the properties conveyed; and

WHEREAS, City, DBRA and DTEE wish to amend the PEA in the manner set forth in the Fifth Amendment to the Property Exchange Agreement attached hereto as **Exhibit A** (the "Amendment"); and now therefore be it

WHEREAS, the Board of Directors has determined that the proposed Amendment is reasonable and in the best interests of the Projects.

NOW, THEREFORE, BE IT RESOLVED, that the DBRA Board of Directors hereby approves the Amendment substantially in the form attached hereto as Exhibit A, together with such changes as deemed necessary by DBRA's counsel and / or Authorized Agents so long as such changes do not materially alter the nature or substance thereof.

BE IT FURTHER RESOLVED that any two Officers, any two of the Authorized Agents of the DBRA, or any one of the Officers and any one of the Authorized Agents of the DBRA, shall hereafter have the authority to negotiate and execute the Amendment and any and all other documents, contracts, or other papers, or take any and all actions, necessary or appropriate to implement the provisions and intent of this resolution on behalf of the DBRA.

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.

October 21, 2020



EXHIBIT A

FIFTH AMENDMENT TO PROPERTY EXCHANGE AGREEMENT

This Fifth Amendment to the Property Exchange Agreement (“Fourth Amendment”) made as of _____, 2020 (the “Effective Date”) modifies the Property Exchange Agreement, dated March 29, 2019 with an “Effective Date” of May 13, 2019, among the CITY OF DETROIT (the “City”), a Michigan public body corporate, the CITY OF DETROIT BROWNFIELD REDEVELOPMENT AUTHORITY (the “Authority”), a Michigan public body corporate, and DTE ELECTRIC COMPANY (“DTEE”), a Michigan corporation, as modified by that certain First Amendment to Property Exchange Agreement (“First Amendment”) made as of July 12, 2019, as further modified by that certain Second Amendment to Property Exchange Agreement (“Second Amendment”) made as of December 31, 2019, as further modified by that certain Third Amendment to Property Exchange Agreement (“Third Amendment”) made as of April 1, 2020, and as further modified by that certain Fourth Amendment to Property Exchange Agreement (“Fourth Amendment”) made as of May __, 2020. Where any provision of the Property Exchange Agreement is modified herein, the provisions of this Fifth Amendment shall control, otherwise the terms and provisions of the Property Exchange Agreement shall remain unmodified. All capitalized terms in this Fifth Amendment shall have the same meaning as set forth in the Property Exchange Agreement, unless the context clearly requires otherwise. The City, the Authority and DTEE are hereinafter collectively referred to as the “Parties.”

Now, therefore, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties agree as follows:

1. Section 5 of the Fourth Amendment is hereby amended and restated in its entirety as follows:

14584 Livernois Exchange Property. In order to make the 14584 Livernois Exchange Property available for another potential economic development opportunity identified by the City to Gayanga Company or another entity owned by Brian McKinney (the “Potential User”), the Parties hereby agree to extend the date by which DTEE is required to notify the City as to whether it will accept the 14584 Livernois Exchange Property until April 30, 2022 (the “Livernois Extension Date”). The City and the Authority shall have the right, prior to the Livernois Extension Date, to sell or transfer the 14584 Livernois Exchange Property to the Potential User. In consideration of DTEE’s agreement to extend the Livernois Extension Date, (i) from time to time prior to the Livernois Extension Date, the City and the Authority shall propose any potential alternative site or combination of sites of reasonably equivalent value owned by the City or its instrumentalities that meet criteria provided from time to time by DTEE to the Authority and the City to DTEE for consideration (whether a single site or a combination of sites of equivalent value, an “Alternative Site”), subject to the parties’ mutual agreement on a value therefor and receipt of required approvals by the Detroit City Council and/or City instrumentalities, as applicable, and (ii) the City and/or the Authority shall reimburse DTEE for its reasonable costs and expenses incurred in connection with its due diligence investigations with respect to any Alternative Site in an aggregate amount not to exceed \$50,000.

At the initial Closing under the Property Exchange Agreement which occurred on June 16, 2020 (the “Initial Closing”), the City and the Authority received credit for the 14584 Livernois Exchange Property in the value specified on Exhibit C. At such Initial Closing, the City and the Authority caused the quit claim deed for the 14584 Livernois Exchange Property to be executed and deposited in escrow with the Title Company under an escrow agreement between the City, the Authority, DTEE and the Title Company. On the Initial Closing Date, the City and DTEE also executed a memorandum giving record notice of the provisions of this Section 5 of this Fifth Amendment and DTEE’s rights hereunder, which memorandum was recorded in the real estate records to give record notice thereof.

In the event that DTEE has not elected to purchase an Alternative Site and the 14584 Livernois Exchange Property is not sold to the Potential User prior to the Livernois Extension Date, or, prior to the Livernois Extension Date the City or the Authority provides written notice to DTEE that the Potential User is not going purchase the 14584 Livernois Exchange Property, DTEE shall accept the 14584 Livernois Exchange Property, and the escrowed deed shall be released and delivered to DTEE on a mutually agreeable closing date, provided that all other conditions precedent are met or waived by DTEE.

In the event that the 14584 Livernois Exchange Property is sold to the Potential User prior to the Livernois Extension Date, the escrowed deed shall be returned to the Authority and DTEE agrees to execute a termination of the memorandum at the time of such closing.

In the event that the 14584 Livernois Exchange Property is sold to the Potential User prior to the Livernois Extension Date and DTEE has not elected to purchase an Alternative Site prior to the Livernois Extension Date, each of DTEE and the City, shall have the option, in its sole discretion, to extend the Livernois Extension Date for up to four (4) additional one year periods. If after all extensions have been exhausted or not exercised by the City or DTEE, DTEE has not elected an Alternative Site, DTEE will accept the site located at 127 Campbell provided that the site is in an environmental condition acceptable to DTEE in its sole discretion. In the event that DTE is unable or unwilling to accept such site for the foregoing environmental reasons, DTEE will waive its right to receive a cash payment in lieu of the 14584 Livernois Exchange Property and the City will use all commercially reasonable efforts to offer to DTEE more Alternative Sites acceptable to DTEE and of reasonably equivalent value to the 14584 Livernois Exchange Property until such time as DTEE accepts an Alternative Site from the City.

In the event that DTEE elects to purchase an Alternative Site prior to a sale of the 14584 Livernois Exchange Property to the Potential User prior Livernois Extension Date, at the closing of such Alternative Site, the escrowed deed for the 14584 Livernois Exchange Property shall be returned to the Authority and DTEE agrees to execute a termination of the memorandum.

2. **Integration.** This Fifth Amendment shall when executed be deemed part of the Property Exchange Agreement and, except as otherwise provided herein, shall be subject to all of the terms and conditions of the Property Exchange Agreement.
3. **Fifth Amendment Controls.** In the event of any inconsistency between the terms and conditions of this Fifth Amendment and the Property Exchange Agreement, the terms of this Fifth Amendment shall control.
4. **Property Exchange Agreement Remains in Force.** Except as expressly modified herein, the Property Exchange Agreement shall remain in full force and effect and the Parties hereto acknowledge and agree to be bound by the terms and provisions thereof.
5. **Counterparts.** To facilitate execution of this Fifth Amendment, the Parties may execute this Fifth Amendment in counterparts and exchange signatures by facsimile transmission or by electronic delivery of a PDF copy of the executed Fifth Amendment, which facsimile or PDF copy shall be deemed valid and binding.

[SIGNATURES ON FOLLOWING PAGE]

[SIGNATURE PAGE FOR THE FIFTH AMENDMENT TO PROPERTY EXCHANGE AGREEMENT]

This Fifth Amendment to the Property Exchange Agreement is hereby effective as of the Effective Date first above set forth.

CITY:

CITY OF DETROIT, a Michigan public body corporate

By: _____
Name: Katharine G. Trudeau
Its: Deputy Director, Planning and Development
Department

DTEE:

DTE ELECTRIC COMPANY, a Michigan corporation

By: _____
Name: _____
Its: _____

AUTHORITY:

CITY OF DETROIT BROWNFIELD
REDEVELOPMENT AUTHORITY, a Michigan public
body corporate

By: _____
Name:
Its: Authorized Agent

By: _____
Name:
Its: Authorized Agent

<p>Approved as to form: Counsel to The City:</p> <p>_____ Corporation Counsel</p>	<p>Approved as to form: Counsel to The Authority:</p> <p>By: _____ Rebecca A. Navin, Esq.</p>
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CODE DBRA 20-10-293-02

GODFREY HOTEL BROWNFIELD REDEVELOPMENT PLAN

WHEREAS, pursuant to 381 PA 1996, as amended (“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 Council”) for the purpose of promoting the revitalization of environmentally distressed areas in the City of Detroit; 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, in accordance with the policies, procedures and bylaws governing the DBRA, the DBRA has submitted a proposed Brownfield Plan for the **Godfrey Hotel Redevelopment Project** (the “Plan”) to the Community Advisory Committee for its consideration and comment and has solicited comments by the public by publication of notice stating 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 DBRA and the City Council as presented by the DBRA; and

WHEREAS, in accordance with the provisions of Act 381, the Board of Directors of the DBRA has considered the proposed Plan and desires to approve the proposed Plan and to request that City Council call a public hearing to consider and adopt a resolution approving the proposed Plan.

NOW, THEREFORE, BE IT RESOLVED:

1. The Board of Directors of the DBRA has determined that the adoption of the Brownfield Plan for the **Godfrey Hotel Redevelopment Project** is in keeping with the purposes of Act 381 and recommends submittal of the Plan to City Council for approval.
2. The Board of Directors of the DBRA approves the Plan substantially in the form attached hereto and on file with the Secretary of the DBRA.
3. Any Authorized Agent of the DBRA 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 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. That any one of the officers and any one of the Authorized Agents of the DBRA or any two of the Authorized Agents of the DBRA shall hereafter have the authority to negotiate and execute all documents, contracts, or other papers, and take such other actions, necessary or appropriate to implement the provisions and intent of this Resolution on behalf of the DBRA.

5. 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.

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

October 21, 2020



CODE DBRA 20-10-294-01

GROBBEL COLD STORAGE BROWNFIELD REDEVELOPMENT PLAN – TRANSMITTAL OF BROWNFIELD PLAN TO THE COMMUNITY ADVISORY COMMITTEE

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, under the resolution establishing the DBRA and the bylaws of the DBRA requires the DBRA, prior to the approval of a brownfield plan, submit the proposed brownfield plan to the Community Advisory Committee for consideration and comment and solicit comments by publication of notice that the proposed brownfield plan has been submitted to the Community Advisory Committee and by conducting a public hearing in the area to which the proposed Plan applies.

NOW, THEREFORE, BE IT RESOLVED:

1. The City of Detroit Brownfield Redevelopment Authority acknowledges receipt of the proposed Brownfield Plan for the **Grobbel Cold Storage Brownfield Redevelopment Plan** (the “Proposed Plan”) and authorizes and directs the Chairperson to cause the Proposed Plan to be transmitted to the Community Advisory Committee for consideration and comment within 30 days of their receipt of the Proposed Plan.

2. The President of the Detroit Economic Growth Corporation or any person designated by him, as a representative of the DBRA, shall conduct a public hearing in the area to which the Proposed Plan applies within the next 30 days. This public hearing may be held jointly with any public hearing conducted by the Community Advisory Committee.

3. The Chairperson is authorized and directed to cause there to be published notice that the Proposed Plan has been submitted to the Community Advisory Committee and of the public hearing to be held pursuant to this resolution.

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 resolution except that such acts were taken prior to execution of these resolution, are hereby in all respects confirmed, approved and ratified.

October 21, 2020



CODE DBRA 20-10-228-11

QUEEN LILLIAN II BROWNFIELD PLAN: COLLATERAL ASSIGNMENT OF TAX INCREMENT REVENUES

WHEREAS, On April 9, 2014 the City of Detroit Brownfield Redevelopment Authority (the "DBRA") Board of Directors adopted a resolution authorizing the transmittal of the Brownfield Plan for the Queen Lillian II Brownfield Redevelopment Project at 3439 Woodward (the "Plan") to Detroit City Council ("City Council"), which Plan was approved by the Detroit City Council (the "Council") on June 10, 2014; and

WHEREAS, An Amended and Restated Reimbursement Agreement ("Agreement") was approved by the DBRA Board of Directors on February 12, 2020, executed as of October 21, 2020 and effective as of September 15, 2014; and

WHEREAS, the Developer has requested that the DBRA approval a collateral assignment of the TIF capture from the Plan to its lenders CIBC BANK USA and The Economic Development Corporation of the City of Detroit ("Lenders") as collateral for a construction loan made to Developer by the Lenders; and

WHEREAS, the DBRA Board of Directors desire to approve the substantial form of the Assignments and authorize their execution and delivery on behalf of the DBRA.

NOW THEREFORE BE IT RESOLVED, by the DBRA Board of Directors as follows:

1. The Assignments, substantially in the form attached to this Resolution as Exhibit A, are hereby approved, with such necessary or desirable modifications, additions, deletions or revisions as are approved by DBRA legal counsel and the Officers or Authorized Agents of the DBRA executing the Assignments.
2. Any two (2) Officers or Authorized Agents or any one (1) Officer and one (1) Authorized Agent of the DBRA is hereby authorized and directed to execute and deliver the Assignments.
3. All resolutions or parts of resolutions or other proceedings in conflict herewith shall be repealed insofar as such conflict arises.
4. This Resolution shall take effect immediately upon its adoption.

BE IT FINALLY RESOLVED that all of the acts and transactions of any officer or authorized agent of the DBRA, in the name of 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.

October 21, 2020



CODE DBRA 20-10-01-227

ADMINISTRATION: AUTHORIZATION OF RENEWAL OF DIRECTORS AND OFFICERS INSURANCE POLICY WITH CHUBB GROUP OF INSURANCE COMPANIES

RESOLVED, THAT THE Board of Directors of the Detroit Brownfield Redevelopment Authority (the "DBRA") hereby authorizes the renewal of the Directors and Officers Policy with Chubb Group of Insurance Companies for the policy premium of \$18,895 for 2020-2021.

October 21, 2020