



LOCAL OPTION REVIEW TEAM

Thursday, January 28, 2020 - 12:00 p.m.

400 East Military, Fremont, Nebraska (attendance is limited) and Zoom

Topic: Local Option Review Team Meeting

Time: Jan 28, 2021 12:00 PM Central Time (US and Canada)

Join Zoom Meeting

<https://zoom.us/j/96221056501?pwd=UDE4UEh3SERVTFJkVXVvVXUveVgwQT09>

Meeting ID: 962 2105 6501

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You will be connected to the meeting.

If making a comment during a public hearing or comment period please **press *9 to electronically raise your hand** allowing the Chairman to call on you.

Once called upon to speak please press *** 6 to unmute your phone; press * 6 again to mute when finished speaking**

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1. Call to Order
2. Approval of minutes from January 14, 2021 meeting.
3. Review Fund Balance.
4. Consider Amending 505 Brewing Company's Local Option Economic Development Fund Loan.
5. Consider Application from 505 Main Street Group, LLC for Local Option Economic Development Loan.
6. Adjourn.

This agenda was posted at the Municipal Building and was distributed to the members of the Local Option Review Team on January 20, 2021. The official current copy is available at City Hall, 400 East Military Avenue. A copy of the Open Meeting Law is posted for review by the public.

**CITY OF FREMONT LOCAL OPTION REVIEW TEAM
JANUARY 14, 2021 – 12:00 p.m.**

A meeting of the Local Option Review Team was held on January 14, 2021 at 12:00 p.m. at 400 East Military Avenue, Fremont, Nebraska. The meeting was preceded by publicized notice in the Fremont Tribune and the agenda displayed in the Municipal Building. The meeting was open to the public. A continually current copy of the agenda was available for public inspection at the office of the City Administrator, 400 East Military Avenue. The agenda was distributed to the Local Option Review Team on January 6, 2021 and posted, along with the supporting documents on the City's website. A copy of the open meeting law is posted continually for public inspection.

ROLL CALL

Roll call showed Members George, Meister, Horeis, Jensen, Mueller, present. Oliva present for items 4-6. Gibson absent. 6 present, 1 absent. Others in attendance included Lottie Mitchell, City of Fremont; Joey Spellerberg, Mayor; Brian Newton, City Administrator; Jody Sanders, Dir. Of Finance; Garry Clark, Greater Fremont Development Council; Adam Brantman, Anne Loethen Adam, and Roger Rau from New Horizons Cold Storage; and Ashley Grohs from Summit Medical Staffing.

APPROVAL OF MINUTES FROM DECEMBER 17, 2021 MEETING.

Moved by Member Meister and seconded by Member Horeis to approve the minutes of the December 17, 2020 meeting. Ayes: George, Meister, Horeis, Jensen, and Mueller. Motion carried 5-0.

REVIEW FUND BALANCE.

Mitchell gave overview. No motion received.

CONSIDER APPLICATION FROM NEW HORIZONS COLD STORAGE, LLC FOR A LOCAL OPTION ECONOMIC DEVELOPMENT FUND LOAN.

Mitchell gave overview. Adam Brantman and Roger Rau gave overview and answered questions. Moved by Member Meister and seconded by Member Jensen to approve Local Option Economic Development Fund Application from Compound Holdings, LLC/New Horizons Cold Storage in the amount \$500,000 at 100% forgiveness and list both entities on the loan transactions. Ayes: George, Meister, Horeis, Jensen, Mueller, and Oliva. Motion carried 6-0.

CONSIDER AMENDING SUMMIT MEDICAL STAFFING, LLC LOCAL OPTION ECONOMIC DEVELOPMENT LOAN.

Mitchell gave overview. Ashley Grohs gave overview and answered questions. Moved by Member Jensen and seconded by Member Meister to recommend to City Council to approve amending the original LB840 award by forgiving the remaining balance of the repayable portion of the first tranche and amending the second tranche to \$450,000 at 100% forgiveness. Ayes: George, Meister, Horeis, Jensen, Mueller, and Oliva. Motion carried 6-0.

ADJOURNMENT

Moved by Member Meister and seconded by Member Jensen to adjourn at 12:36 p.m. Ayes: George, Meister, Horeis, Jensen, Mueller, and Oliva. Motion carried 6-0.

STAFF REPORT

TO: Local Option Review Team
FROM: Lottie Mitchell, Plan Administrator
DATE: January 28, 2021
SUBJECT: Amendment to Gesell Enterprises, LLC DBA 505 Brewing, LLC Local Option Economic Development Loan

Recommendation: Consider request from Gesell Enterprises, LLC DBA 505 Brewing Company, LLC to amend their Local Option Economic Development Loan.

Background: The City of Fremont has a Local Option Economic Development (LB840) Plan (the Plan) and loan fund for the purposes of creating new jobs, expanding the labor market, retaining existing jobs, attracting new capital investment, broadening the tax base, and providing economic diversification to ensure economic stability and vitality for the City of Fremont and surrounding areas.

Applications are submitted to the plan administrator (City of Fremont) for review. Once the plan administrator has reviewed and determined the application is eligible for LB840 funds, the application is reviewed by the Citizens Advisory Review Committee (CARC) and the Local Option Review Team (LORT).

The CARC reviews the application from the standpoint of compliance with the Plan. The LORT reviews the application from the standpoint of project feasibility and the potential future economic benefit to the community of Fremont. Both committees make recommendations to the City Council. The City Council will then consider the overall benefits to the community and will have final authority on approval of the application.

Gesell Enterprises, LLC, DBA 505 Brewing Company, LLC (505 Brewing Company), is a start-up microbrewery that came before the committees and City Council in November 2019 with plans of renovating the basement level of the 505 Building located at 505 N Main Street. They were originally awarded \$165,000 at 100% forgiveness for the renovation of the basement space and the creation of five full-time positions within two years of their LB840 award.

The renovation of the 505 Building has been delayed. While 505 Brewing Company still aspires to renovate the basement level of the 505 Building someday, they are anxious to open their brewery here in Fremont, NE. In an effort to move forward and get their company off the ground they have secured a lease agreement at 349 N Main Street.

Therefore, 505 Brewing Company is requesting an amendment to their LB840 loan agreement to add the location of 349 N Main Street. They would still be required to create five full time equivalent positions. The amendment would allow them to utilize their LB840 award at both locations and assist them in getting their business started and meet their employment requirements.

Gesell Enterprises, LLC, DBA 505 Brewing Company is an eligible business under Fremont's Local Option Economic Development Plan in that their principal source of income is derived

manufacturing articles of commerce.

Staff recommends amending the original LB840 award that was executed in December 2019 by adding 349 N Main Street, in addition to 505 N Main Street, as an eligible location to utilize the LB840 award and employ eligible jobs towards the job creation requirement. The original job creation schedule remains unchanged:

- One (1) full-time equivalent job in the first two years (December 2021)
- One (1) additional full-time equivalent job in its company in Fremont, Nebraska by the third year (December 2022)
- Three (3) additional full-time equivalent jobs in its company in Fremont, Nebraska by the fourth year (December 2023)

All jobs are required to be retained for a period of five (5) years from the date of creation.

Fiscal Impact: Local Option Economic Development Fund – No additional impact.

FIVE.O.FIVE BREWING COMPANY
OWNERS – SHAWN MORROW AND TIM GESELL



Five.O.Five Brewing Company is a start-up microbrewery focusing on downtown Fremont, NE, as its home. We have a passion for great beer and seeing downtown markets flourish. Our vision is to be Fremont's brand, Nebraska's brewery. Our mission is to build off of the German beer purity law of water, malt, hops and yeast while adding three more critical ingredients: Art, passion, and community. Fremont is the ideal location for our vision.

We are partnering with a Lincoln, NE based brewing equipment manufacturer. This will bring the best equipment in the area to our brewery. This will allow us to offer the best in quality products. The byproduct and benefit of the brewing process is our grain can be given to local farmers for their livestock.

Our products will be our core brews, specialty/seasonal brews, guest taps from local breweries, Nebraska spirits, and wine. Our non-alcoholic offerings will be our own root beer and cream soda. We plan to offer food through partnerships with local restaurants in Fremont and area food trucks.

Our plan in year one is to target local marketing and growth in our tap house along with local establishments. We want to build our brand in Fremont and engage the community to make our brewery theirs. In year two we plan on installing a canning line and branch out to distribution all around the state of Nebraska. The sky is the limit from there.

Our original agreement was signed on December 9, 2019. At this time, our brewery was to be located at 505 N. Main Street in Fremont. Our request is to amend our contract to add 349 N. Main Street in Fremont as a location for our brewery. This request is due to the delay in renovation to the 505 N. Main Street location. There may be an option of having our main taproom bar in the 505 N. Main Street location in the future when the renovation is complete, but at this time we are requesting this add so we can move forward in the alternate location.

The change to 349 N. Main Street location will not change our original business plan presented in November of 2019. It will just start it in a different location and allow us to serve the city of Fremont sooner. This new plan would have the brewery opening in late spring/early summer. Another benefit of the new location is that it is better suited for production than the 505 N. Main Street location. This will allow us to accelerate our business plan in distribution.

Thank you very much for considering the amendment to our contract. We are committed to downtown Fremont and are very excited to be a part of the exciting growth for the future.

STAFF REPORT

TO: Local Option Review Team
FROM: Lottie Mitchell, Plan Administrator
DATE: January 28, 2021
SUBJECT: Local Option Economic Development Application from 505 Main Street Group, LLC for renovation of 505 Main Street.

Recommendation: Consider request from 505 Main Street Group, LLC for Local Option Economic Development Loan.

Background: The City of Fremont has a Local Option Economic Development (LB840) Plan (the Plan) and loan fund for the purposes of creating new jobs, expanding the labor market, retaining existing jobs, attracting new capital investment, broadening the tax base, and providing economic diversification to ensure economic stability and vitality for the City of Fremont and surrounding areas.

Applications are submitted to the plan administrator (City of Fremont) for review. Once the plan administrator has reviewed and determined the application is eligible for LB840 funds, the application is reviewed by the Citizens Advisory Review Committee (CARC) and the Local Option Review Team (LORT).

The CARC reviews the application from the standpoint of compliance with the Plan. The LORT reviews the application from the standpoint of project feasibility and the potential future economic benefit to the community of Fremont. Both committees make recommendations to the City Council. The City Council will then consider the overall benefits to the community and will have final authority on approval of the application.

505 Main Street Group, LLC, the owners of the 505 Building at 505 North Main Street, are ready to begin renovation of the 505 Building. The project will consist of a mix of 28 studio and one-bedroom apartments on the upper floors. The first floor will be renovated for commercial use and the basement is planned as a brewery. Their application for LB840 funding is to assist with the renovation costs of the apartments. 505 Main Street Group, LLC is an eligible business as they derive their principal source of income from the rehabilitation of housing.

The 2012 Fremont Downtown Revitalization Plan lists the 505 Building as a high priority catalyst project as part of revitalizing Fremont's Historic Downtown District. The cost to renovate the apartments at the 505 Building is \$7,563,540. Construction is scheduled to begin as early as April 2021 and is estimated to last approximately 12 months.

The 505 Main Street Group has secured traditional financing, Federal and State Historic Tax Credits, and pledged their own cash, but a gap still remains. They are requesting consideration of a \$465,000 – 100% forgivable LB840 award. Staff recommends the full requested amount paid out in three equal tranches of \$155,000.

The first tranche would be paid upon proof that construction has begun (submission of construction draws). The second and third tranches would be paid annually thereafter.

If renovation begins on the 505 Building in April, 2021, we would anticipate the earliest construction draw to be received in May, 2021. The LB840 fund balance is currently \$916,856.21 and generates between \$65,000-\$90,000 monthly. It is projected that the fund will have a balance of \$1,254,932 by May 2021.

Fiscal Impact: Local Option Economic Development Fund – \$465,000.00.

City of Fremont, Nebraska

Request for Assistance Agreement

THIS REQUEST, is made on this 28th date of December, 2020, by 505 Main Street Group, LLC,
of 505 Main Street Group, LLC
(hereinafter referred to as "Applicant" to the City of Fremont, Nebraska hereinafter referred to as the "City".

WITNESSETH:

WHEREAS, APPLICANT has requested the CITY to investigate the feasibility of obtaining a Local Option Development Plan Loan or Economic Enhancement Loan in connection with the financing of a project to be undertaken by APPLICANT.

NOW, THEREFORE, in consideration of the request the following may be done.

1. City agrees to work with the Applicant to investigate the feasibility of obtaining financing through a Local Option Development Plan Loan or Economic Enhancement Loan for the Project. City will investigate the financial condition of Applicant and determine whether or not a Local Option Development Plan Loan Application or Economic Enhancement Loan Application is appropriate. City will submit the needed paperwork for a Local Option Development Plan Loan or Economic Enhancement Loan for the Applicant to the appropriate committees and City Council, if:
 - Applicant is within the eligibility criteria and the Project is likely to be approved by the City Council for a Local Option Development Plan or Economic Enhancement Loan, and;
 - All other elements of the Project can be financed and/or paid for through the infusion of equity capital by the Applicant.
2. If the City determines, in its sole discretion, that the Applicant is eligible for a Local Option Development Plan Loan or Economic Enhancement Loan, then, and in such event, City will advise and consult with the Applicant in the preparation by the Applicant for a complete set of Loan documents together with supporting exhibits, for the purpose of making applications for an Local Option Development Plan Loan or Economic Enhancement Loan (hereinafter referred to as the "Loan Package"). The Loan Package shall be for the sole benefit of the Applicant provided however, that such Loan Package shall be used by the City in connection with the Application for a City Loan on behalf of the Applicant, provided, however, that the Loan Package may be used by the Applicant in seeking financial assistance or guarantees from other governmental agencies and/or private lenders.
3. Applicant hereby acknowledges that the Applicant is charged with the actual responsibility of preparing the Loan Package, and that the City's sole responsibility in connection with the preparation of the Loan Package shall be to consult with and advise the Applicant. The Applicant further acknowledges that the Applicant will be required to promptly and accurately supply financial information concerning the Project, the operation of Project, together with the manner, method and terms of financing the Project. Applicant further specifically acknowledges and agrees that the obtaining of a Local Option Development Plan Loan or Economic Enhancement Loan, or any other financing is dependent upon many factors that the City cannot control, including but not limited to economic factors and the decisions of the City Council, accordingly, the City does not guarantee that the Applicant will obtain financing for the Project. Applicant hereby covenants and agrees that the City shall not be responsible, in any manner, or liable to the Applicant or any other person in the event that the Applicant is unable to obtain a Local Option Development Plan Loan or Economic Enhancement Loan for the Project, or any other type of financing for the Project, whether from the City or any other governmental or public source, or from any private financing sources. Applicant also further covenants and agrees that the City shall not be liable for any of the debts or obligations incurred in and for the assistance of benefit of the Applicant. Applicant further agrees that the Applicant will hold the City harmless, and pay all costs and expenses, including attorney's fees, in the event that any claim in made or lawsuit is filed by or against the City arising out of any transaction with or assistance to the Applicant which may in any way be connected with the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed, caused to be duly executed this Agreement, and have affixed or caused to be duly affixed hereto there seals, this 28th day of December, 2020.

APPLICANT

Ryan Durant

BY:

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Agenda Item #5

Local Option Economic Development Loan Fund and Economic Enhancement Fund Application

(Application is an Official Public Document)



Part I

A. Business Borrower Information

Name of Business to receive assistance: 505 Main Street Group, LLC

Address: 1110 N Skyline Drive Elkhorn, Ne 68022
(City, State & ZIP)

Representative Contact Information

Name: Ryan Durant

Email: ryan@rmdgroupllc.com

Title: Member

Phone: 402-981-5822

Business Clarification (mark one)

- | | |
|---|--|
| <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Research & Development |
| <input type="checkbox"/> Warehousing & Distribution | <input type="checkbox"/> Administrative Management |
| <input type="checkbox"/> Service | <input type="checkbox"/> Headquarters |

Federal Tax ID #

Business Organization (mark one)

- | | |
|---|---|
| <input type="checkbox"/> Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Corporation | <input checked="" type="checkbox"/> Other |

Does the Company have a Parent or Subsidiaries?

- Yes
 No

If yes, identify name: RMDX, LLC

Address: Ryan Durant & Matt Dougherty
(City, State & ZIP)

Business Type

- Start-up (0-5 years old)
 Buyout
 Existing

If existing, how many years in Business?

Ownership Identification: List all officers, directors, partners, owners, co-owners and all stakeholders with 20% or more of the stock.

Name	Title	Ownership %
Ryan Durant	Member	50
Matt Dougherty	Member	50

Employment Information

Personnel (Full-Time Equivalent, FTE is based upon 2,080 hours per year)

Existing number of FTE Positions:

FTE Positions to be created within _____ months of Application Approval:

If jobs would be lost without loan approval, total number of FTE jobs retained:

What is the average wage for employees?

Please describe all benefits which the business provides to employees:

B. Project Information

Use of Funds	Total Project Cost	Loan Funds Requested	Total Funds
Land Acquisition			
Building Acquisition	300,000		
Renovation	4,656,500	465,000	
New Facility Construction			
Acquisition of Machinery/Equipment			
Acquisition of Furniture/Fixtures			
Working Capital (Includes Inventory)			
Other (Specify)	2,607,040		
Total	7,563,540	465,000	

Project Schedule:

This budget includes the renovation of the 505 building with large budget items that address all the health, life, & safety for 28 apartments. It requires putting in an entirely new elevator and replacing over 130 windows. It also includes COVID related increases with labor, supplies and materials. The National Park Services HTC Part 1 and Part 2 have been approved. The project is scheduled to take 12 months and will lease up in the first 6 months with full stabilization in 24 months.

C. Sources of Funds

Note: Public sources of financing requires the participation of a Bank and/or an injection of equity (non-debt funds).

Participating Lender Information:

Name of Lending Institution: Great Western Bank

Contact Person: Kraig Williams

Address: 9290 West Dodge St
(City, State & ZIP)

Phone: 402-952-6044

Loan Amount: \$ **3,858,000**

Loan Term (Yrs): **10**

Interest Rate: **3.86%**

Variable: Fixed: **YES**

Collateral Required: **Yes**

Equity Required: **Yes**

Equity Information: **We are also getting both Federal & State Historic Tax Credits**

Amount Available from business or owners for investment: \$ **400,000**

Source of owner's equity into project into the project: **Cash**

Project Location:

- Within the City Limits (Fremont)
- Outside of City Limits but within the Zoning Jurisdiction of (Fremont)
- Unincorporated Area (Dodge County)

D. Attach the Following (Items 8-13 shall be considered confidential)

Brief Description of the Business' history:

The owners of 505 Main Street Group, LLC have a combined experience of 40 years of development experience in both housing and historic rehabs with an total development cost of over \$150 million.

Brief Description of the proposed project. Has any part of this project been started?

The plans have been completed to renovate the 505 building into a mixed use that includes 28 apartments which would be a mix of studios and 1 beds. We plan to renovate the 1st floor for commercial uses and the basement into a brewery. During the past 12 months there have been many challenges to getting this project moving forward including COVID, construction cost and historic tax credits losing value.

Description of impact of project on Applicant and Community:

The City had a downtown study completed and the 505 building was called "catalyst" to the revitalization of Historic Downtown. We believe our proposed use is the highest and best use for the building and the downtown area.

Have you ever declared bankruptcy?

Yes

No

If yes, bankruptcy chapter:

Case #:

Date:

Are there any unsatisfied judgments against you?

Yes

No

Amount per month:

To Whom:

Are you a party to a lawsuit? **Yes, Matt Dougherty**

Give details:

All parties in lawsuit are negotiating for a settlement and anticipate the resolution to be in the next 60 days. Please contact Matt Dougherty for further details 402-659-2847.

3-year historical balance sheets and operating statements. Current statements less than 90 days old. (Existing businesses only). Provide the following and reconcile to current balance sheet.

Aging of Accounts Payable and Accounts Receivable

List of current obligations

Personal financial statement and resumes for each person owning 20% or more of the business.

Credit Report from Credit Reporting Agency. Contact your bank for more information.

Monthly cash flow analysis for the next 12 months and for new businesses, 3 months beyond the breakeven point.

Indemnification Agreement

Tax returns for the last two years.

Once all documents have been received, the City of Fremont staff will review the application if it meets the Local Option Economic Development Plan Fund or Economic Enhancement Loan Fund eligibility requirements. If eligible, a meeting will be scheduled with you.

The above information is accurate to the best of my knowledge and belief. The above information is provided to help you evaluate the feasibility of obtaining public financial assistance. I understand that pages 1-3 of the application are public information and are subject to public disclosure during the application process.

Signature

Ryan Durant

Dated

12-28-20

Request for Protected Record Status
(Business Confidentiality Claim)

Name and address of business and representative making this confidentiality claim (please print or type:)

505 Main Street Group, LLC

Ryan Durant & Matt Dougherty

I request the attached/enclosed information (record) provided to the City of Fremont or any of its agencies (divisions or programs), be considered confidential and given protected status.

Description (optional) of the information (record) which is to be covered by this confidentiality claim and which you believe qualifies for protected status.

The following reasons support this claim of business confidentiality. Please check all of the following which apply.

- The record provided is a trade secret
- The record is commercial or non-individual financial information and disclosure of the information could reasonably be expected to result in unfair competitive injury to the provider of the information.
- The record is commercial or non-individual information and disclosure of the information could reasonably be expected to impair the ability of the City of Fremont, or its agencies, to obtain necessary information in the future.
- The record is commercial or non-individual financial information and the interest of the provider in prohibiting access to the information is greater than the interest of the public obtaining access.
- The information would reveal negotiations regarding assistance or incentives offered by or requested from the City of Fremont for the purpose of encouraging a person to expand or locate a business in Fremont, but only if disclosure would result in actual economic harm to the person or place the City of Fremont at a competitive disadvantage. NOTICE: Records evidencing a final contract may not be classified protected under this section.

Statement (a concise written statement supporting a business confidentiality claim is required, use reverse side of this sheet or attach additional sheets if necessary).

NOTE: Claimant shall be notified if a record claimed to be protected is classified public or if the determination is made that the record should be disclosed because the interest favoring access outweighs the interest favoring restriction of access. Records claimed to be protected under this business confidentiality claim will be reviewed by the City Attorney for the City of Fremont for final determination. The City Attorney will notify applicant if any documents would be deemed public records.

By *Ryan Durant*

Date 12-28-20