

MINUTES

Broadway Village at Lower Town Meeting, 5/12/06 at 8:00 a.m., City Hall--6th Floor Conference Room

Present: James Adams, Sandi Bird, Tom Crawford, Roger Fraser, Alison Heatley, Sara Higgins, Craig Hupy, Mark Lloyd, Jayne Miller, Kevin McDonald, Matt Naud, Stephen Postema

Background: The Resolution to Approve Broadway Village at Lower Town Development Agreement was approved by Council on August 2, 2004 (R-344-8-04). Weekly status meetings are scheduled for the City's Broadway Village at Lower Town Team on Fridays at 8:00 a.m. to discuss this project. Scott Chappelle of the Strathmore Development Company is the Developer of the project.

Discussion

A. Proposed Inducement Resolution

Roger Fraser asked the team for a summary of issues that needed to be addressed prior to Council consideration of the proposed Inducement Resolution. Some issues mentioned were:

- Phasing problems. Should Phase II be moved to Phase I, as the current Phase II contains most of the leases being used to meet the minimum leasing requirement?
- Leases. Will developer satisfy 75% minimum lease commitment requirement quota?
- The Planning Department has not had adequate time to review the plans, nor determined whether they even qualify as an Administrative Amendment, as they were just received by the City on May 10, 2006, however were due to the City May 5, 2006, according to the developer's timeline.
- Departments need to perform appropriate due diligence to review project.
- PUD/Affordable Housing issues.
- Performance date verification.

Roger Fraser confirmed that this Resolution should be scheduled for the June 5, 2006 Council Agenda.

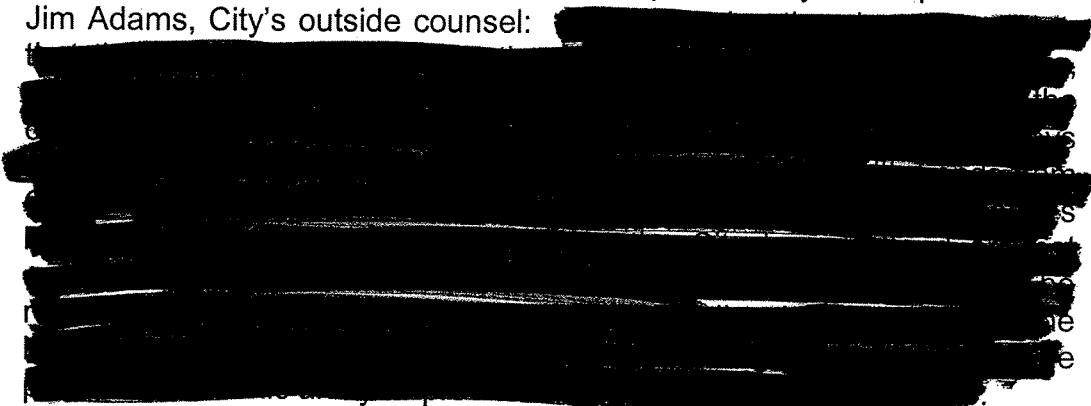
B. Status Letter to Lowertown Counsel

Stephen Postema will issue a letter during the week of May 15, 2006, to developer's counsel for the Lowertown Development Group regarding the City's current issues concerning the project.

C. Project Timeline

The master project timeline received from the Scott Chappelle was forwarded to the team for review and comment prior to this meeting in both Adobe and Excel versions.

The goal is to provide a more realistic time-frame to the developer. This timeline should contain all key items and action items with estimated start and finish dates for each. All comments and revisions should be provided to Sara Higgins, who will maintain the timeline and distribute to the group. Roger requested that the team voice their current issues with the timeline. Those issues are summarized as follows:

- Sandi Bird, Finance: Issues with the TIF Review/Assessor's values. Did they report own tax revenues; inadequate revenue stream over time; \$60 million—interest presumptions; needs financing schedules.
- Tom Crawford, Finance: The ownership grid for the project is very complex. Developer's equity needs to be verified by KeyBank. City Attorney's office needs to have access to all bank records. Needs clarification whether housing is part of each building. Is there pre-leased housing? It is impossible to stabilize at a 4% housing vacancy in 4 years.
- Mark Lloyd, Planning: The City has not had adequate time to review the plans.
- Craig Hupy, Systems Planning: The plans have a unique water system that needs to be investigated further. If all buildings don't have the same ownership, which would be a problem for Utilities, as they would not be permitted. Construction plans for off site improvements have not been submitted and are not identified in schedule provided by developer.
- Jim Adams, City's outside counsel: 
- Matt Naud, Environmental Coordinator: The developer's remediation permit for permanganate use was denied. The remediation of the environmental contamination is unclear at this point. The City is not aware of any approved plan to remediate both the source of the contamination in the soils and further remediation of the groundwater.

D. Project Manager

Mark Lloyd has been designated as the City's Project Manager for this project. All correspondence regarding this project and to the developer should be coordinated through Mark and cc: Sara Higgins. Sara Higgins will be the Information and Document Coordinator for the project.

E. IT/Share drive

An internal share drive may be established by IT for easier document management and efficiency. Tom Crawford will follow-up on this item.

F. Minutes

Sara Higgins will provide the Minutes of each of the team meetings at the following Meeting.

G. Contact List

A team contact list will be distributed.

H. Agenda for May 19, 2006 Meeting

Discussion of staging issues and discussion of Master Timeline.

END OF MINUTES

Prepared by Sara Higgins

MINUTES

Broadway Village at Lower Town Meeting, 5/19/06 at 8:00 a.m., City Hall--6th Floor Conference Room

Present: James Adams, Tom Crawford, Alison Heatley, Sara Higgins, Craig Hupy, Mark Lloyd, Jayne Miller, Kevin McDonald, Sue McCormick, Matt Naud, Homayoon Pirooz

Background: The Resolution to Approve Broadway Village at Lower Town Development Agreement was approved by Council on August 2, 2004 (R-344-8-04). Weekly status meetings are scheduled for the City's Broadway Village at Lower Town Team on Fridays at 8:00 a.m. to discuss this project. Scott Chappelle of the Strathmore Development Company is the Developer of the project.

Discussion

A. Handouts

The Agenda for this meeting was forwarded via e-mail to the Broadway Village at Lower Town Team on Thursday, May 18, 2006, and therefore not distributed at this meeting. The following handouts were provided at the meeting: 1) A list of contacts working on the project; 2) Proposed Minutes of the 5/12/06 Meeting; and 3) A Draft of the Master Schedule for review.

B. Minutes

The Minutes of the 5/12/06 were approved for format. Craig Hupy and Alison Heatley submitted their requested changes to the Minutes to Sara Higgins. The team decided that the Minutes are necessary and that they will be distributed by the Wednesday following the respective Friday meeting. The team discussed and acknowledged that the Minutes are subject to the Freedom of Information Act.

C. Master Schedule

The team reviewed the Master Schedule identified that there are many options for creating the schedule, both in format and with various software options, which shall be further determined as needed. It was confirmed that it is necessary to schedule various interdepartmental team meetings to try and determine both duration and specific dates for items on the Master Schedule. The Master Schedule is currently in Excel, however other possible software options are Microsoft Project and BS & A.

D. Sequencing

The team reviewed the Master Schedule for sequencing and confirmed that it is necessary to schedule various interdepartmental team meetings to try and determine the correct internal sequencing of the Master Schedule. Jim Adams made it clear that we are not to assume the sequencing on the developer's proposed Master Schedule is correct.

E. Meeting with Developer

After discussion, it was determined that Stephen Postema should postpone the already tentatively scheduled meeting with Scott Chappelle on Friday, May 26, 2006, and reschedule a meeting with Scott Chappelle after May 26, 2006, and prior to June 2, 2006, regarding the project status and to review the Master Timeline.

F. Inducement Resolution

The Inducement Resolution was tentatively scheduled for the June 5, 2006 Council Agenda. After the Master Schedule is determined, the decision on whether to go forward with the Inducement Resolution on June 5 or to postpone will be made.

G. Discussion of Project Issues

Mark Lloyd requested that the team have a "round table" discussion on outstanding issues related to the Master Schedule. Mark Lloyd confirmed that the plans have been determined to be an Administrative Amendment. The following issues were identified:

Jim Adams:

[REDACTED]

Tom Crawford:

Not comfortable with the 600-space parking lot; and has issues with collateral if TIF doesn't happen. Tom needs more time to discuss the proposed Inducement Resolution and needs to discuss financing issues with Jim Adams. Tom would like to have an updated economic analysis and an absorption analysis; the spec housing units bother him, as they're in every building.

Homayoon Pirooz: Needs to review the traffic impact study and road components of Maiden and Plymouth roads; hash out details of traffic signal details.

Mark Lloyd: Scheduled meeting with Scott Chappelle for 5/19/06 for project research/discussion. Performance bond issues need to be addressed; parking deck has to be bonded.

Kevin McDonald:

[REDACTED]

Matt Naud: The State standard for soil remediation has to be met; investigate option to purchase more environmental insurance.

H. Action Items

After the discussion the following Action Items have been determined:

1. Follow-Up: Sara Higgins to forward Broadway Village at Lower Town internal e-mail Distribution List to Team, as well as send out a follow-up e-mail to the team confirming the necessary Action Items that were discussed at today's meeting. Minutes of this meeting will be e-mailed by to the team by Wednesday.
2. Master Schedule: The Master Schedule will be revised asap. A series of inter-departmental team meetings need to occur to confirm duration and timeline components such as internal sequencing. Revisions must be coordinated through Mark Lloyd and cc: Sara Higgins by the end of Tuesday, May 23, 2006. The revisions need to be as specific as possible. The following interdepartmental meetings are to be scheduled:
 - a. Mark Lloyd will schedule a follow-up Planning meeting with Donna Johnson, Tom Crawford and Alison Heatley to provide Tom Crawford an overview of the project.
 - b. Mark Lloyd will schedule a follow-up Scheduling/Sequencing meeting with Craig Hupy, Alison Heatley, Homayoon Pirooz, Donna Johnson, Brad Ruppel, Ron Heemstra, Matt Naud, Coy Vaughn, and Jeff Ellis.
 - c. Tom Crawford will schedule a follow-up Technology/Document Management Software meeting with Mark Lloyd and Sara Higgins.
 - d. Stephen Postema to reschedule the meeting with Scott Chappelle after May 26, 2006, but prior to June 2, 2006 at City Hall.
 - e. Jim Adams and Tom Crawford will meet to further discuss financing issues.

END OF MINUTES

Prepared by Sara Higgins

MINUTES

Broadway Village at Lower Town Meeting, 5/26/06 at 8:00 a.m., City Hall--6th Floor Conference Room

Present: James Adams, Sandi Bird, Tom Crawford, Roger Fraser, Alison Heatley, Sara Higgins, Craig Hupy, Mark Lloyd, Kevin McDonald, Homayoon Pirooz

Background: The Resolution to Approve Broadway Village at Lower Town Development Agreement was approved by Council on August 2, 2004 (R-344-8-04). Weekly status meetings are scheduled for the City's Broadway Village at Lower Town Team on Fridays at 8:00 a.m. to discuss this project. Scott Chappelle of the Strathmore Development Company is the Developer of the project.

Discussion

A. Handouts

The Agenda for this meeting was forwarded via e-mail to the Broadway Village at Lower Town Team on Thursday, May 25, 2006, and therefore not distributed at this meeting. The following documents were also e-mailed to the team on Thursday, May 25, 2006: 1) A revised version of developer's Master Schedule; 2) A revised draft of the City's Master's Schedule, along with Master Schedule Footnotes, Issues File, Issues List, and Permit Information.

B. Minutes

The Minutes of the 5/19/06 were e-mailed to team members on Wednesday, May 24, 2006, and were unanimously approved at this meeting.


C. Scheduling Discussion

The team discussed the revised Master Schedule and further reviewed the supplemental footnotes and project issues associated with the schedule. This version of the Master Schedule will be forwarded to the developer. It was determined that our Master Schedule is comprehensive to date, but still needs further additions. Mark Lloyd requested that we take note of the "critical path" section of the developer's Master Schedule. Mark Lloyd encouraged all team members to further review footnotes for quality control and sequencing issues. We want to ensure that our schedule documents all issues relating to this project. Roger Fraser wants all subsequent versions of Master Schedule, and supplemental footnotes and issues documents to be dated. The supplemental Issues List should be dated and chronological so that it may be used as a handy working document for team members.

D. Review of Interdepartmental Follow-Up Meetings/Project Issues

Mark Lloyd requested that the team have a "round table" discussion on outstanding issues related to the Master Schedule. Team members discussed various issues that

have developed on the project and summarized various interdepartmental meetings that have taken place since May 19, 2006:

1. Tom Crawford/Finance: Tom briefed the team on the meeting that he had with the developer on May 25, 2006. Tom discussed his issues with the rent role. He also determined that the project phasing may not be as big of issue as previously thought, as all buildings of the project may be raised at the same time. He is still concerned about the developer's collateral and our \$40 million sum, and various risks during construction. Tom may want to delay Inducement Resolution to June 19, 2006, due to the developer's unreasonable timing. Jim Adams, Sandi Bird, and Kevin McDonald have scheduled a financial review meeting at KeyBank. Tom also mentioned ownership issues/list of multiple parties tracked back; various parking deck issues/strategies, including management of the deck, inadequate parking for the site, and the issue of possible valet parking, etc. Tom needs to further review financial reference statements regarding the developer from others to verify credit, as well as review various economic and operational resumes from the developer. Sandi Bird would also like further information from Community Development regarding procedure for affordable housing.
2. Kevin McDonald: 
3. Roger Fraser: An exchange of writing should occur to clear up issue of outside consultant costs and so that the City may receive a commitment from the developer. The developer should reimburse the City for the consultants of our choosing (i.e. hiring of outside consultants for plan review; hiring of consultants for third-party inspections).
4. Mark Lloyd: Indicated that we need to incorporate all possible issues into the financial agreements to ensure quality control and performance, opportunities may become more evident as we further review the sequencing of the project. Mark requested that Jim Adams and Kevin McDonald indicate (for legal review purposes) whether our timeline may be forwarded to the developer. Mark also reviewed environmental issues with Matt Naud prior to this meeting, and Matt indicated that remediation/perc might cause public alarm, to the purple color from the chemical in the run-off water and run-off into streams.

E. Project Management Software

Mark Lloyd, Tom Crawford, Sandi Bird, and Sara Higgins reviewed project management software possibilities, such as Microsoft Project Management, BS&A, and Webex for calendaring and document sharing. Homayoon Pirooz suggested that Mark contact an outside firm to manage the Master Schedule.

F. Action Items

The following Action Items were determined:

1. Follow-Up:

Sara Higgins to send a follow-up e-mail to the team confirming the necessary Action Items that were discussed at today's meeting. Minutes of this meeting will be e-mailed by to the project team by Wednesday.

- a. Master Schedule: The Master Schedule shall be revised ASAP. Everyone is encouraged to forward all revisions/comments to Mark Lloyd and cc: Sara Higgins by May 31, 2006.
- b. IT/Document Management: Mark Lloyd will schedule a meeting with IT regarding document management software.
- c. KeyBank Meeting: Jim Adams, Sandi Bird, and Kevin McDonald have a meeting scheduled with KeyBank on May 30, 2006 to further review financing issues.
- d. Environmental/Utility Issues: Mark Lloyd will schedule a meeting with Matt Naud, and others as necessary, regarding environmental and utility issues.
- e. Public Relations Issues: Mark Lloyd will follow-up with the Communications Service Area regarding the City's Public Relations Plan on this project.
- f. Meeting with Developer: Mark Lloyd will coordinate a meeting with the developer to review the Master Schedule.
- g. Outside Consultant for Project Management: Mark Lloyd will further investigate the option of using an outside consulting firm for project management of the City's Master Schedule.

END OF MINUTES

Prepared by Sara Higgins

MINUTES

Broadway Village at Lower Town Meeting, 6/2/06 at 8:00 a.m., City Hall--6th Floor Conference Room

Present: James Adams, Sandi Bird, Roger Fraser, Alison Heatley, Sara Higgins, Craig Hupy, Mark Lloyd, Kevin McDonald, Sue McCormick, Matt Naud, Homayoon Pirooz

Background: The Resolution to Approve Broadway Village at Lower Town Development Agreement was approved by Council on August 2, 2004 (R-344-8-04). Weekly status meetings are scheduled for the City's Broadway Village at Lower Town Team on Fridays at 8:00 a.m. to discuss this project. Scott Chappelle of the Strathmore Development Company is the Developer of the project.

Discussion

A. Handouts

The Agenda for this meeting was forwarded via e-mail to the Broadway Village at Lower Town Team on Thursday, June 1, 2006, and therefore not distributed at this meeting. The following documents were also e-mailed to the team on Thursday, June 1, 2006: 1) A revised draft of the City's Master's Schedule, along with Master Schedule Footnotes, Issues File, Issues List, and Permit Information.

B. Minutes

The Minutes of the 5/26/06 were e-mailed to team members on Wednesday, May 30, 2006, and were unanimously approved at this meeting.

C. Review of Interdepartmental Follow-Up Meetings/Project Issues

1. IT/Project Management Software Follow-Up: Mark Lloyd updated the team on the ongoing progress of determining how IT can help us manage the project. Sandi Bird, Sara Higgins, Russ Handshue, Mark Lloyd, and Brad Ruppel met on Wednesday, May 31, 2006 to discuss Webexone and BS & M as communication tools for this project. Security issues, etc. are being considered.
2. KeyBank Meeting: James Adams, Sandi Bird, and Kevin McDonald met with Key Bank on Tuesday, May 30, 2006 to review the term sheets for this project. It has been determined that we don't have a commitment as of yet, however the term sheets will be turned into a letter towards commitment. An intermediary document/letter of inducement for bonds will be necessary. The issue of Affordable Housing/market rate was clarified; and it has been determined that the housing is to stay affordable. Once the inducement letter is released, the project should move quickly, and we have to be sure that we have the lowest amount of risk possible for the City.

3. Environmental Follow-Up: Extensive follow-up needs to be done regarding the Brownfield Plan and the apparent lack of coordination with the County, Developer, and the City. The "pilot plan" needs to be folded in. It is essential that the Brownfield Plan fits in early in the City's sequencing schedule, as it is a critical component. Kevin McDonald spoke to Jessica Eisenman at WCBRA and follow-up meetings need to be schedule to determine procedure. Roger Fraser wants the City to successfully administer this plan and not depend on the County. The City must follow-up on the execution of the remediation, issues with utilities, and infrastructure. Matt Naud confirmed with the developer's Brownfield coordinator, Gretchen McKernan, of Conestoga-Rovers & Associates, Inc. that the "pilot plan" needs to be approved by the DEQ and that we need to involved. Gretchen is to notify the City when the "pilot plan" is approved.
4. Utilities: Mechanical issues are not included in the utility plan because they are unknown at this time. Ultimate monitoring needs to be determined; how it impacts building placement/utilities is very significant.
5. Assessor: Sandi Bird updated the team regarding the Assessor's taxable value. Assessor added the parking deck into the revenue stream at previous assessment. Assessor to release new assessment, which he predicts to be lower than a few years ago.
6. Follow-up on Meeting with Developer: Sandi Bird, Sara Higgins, Mark Lloyd, Kevin McDonald, Homayoon Pirooz, and Cresson Sloten met with Scott Chapelle on Thursday, June 1, 2006. Mark Lloyd summarized the issues of the meeting as follows:
 - a. Letter regarding Administrative Amendment: Mark Lloyd determined that a letter on the Administrative Amendment will be issued soon to the developer.
 - b. Quality of Site Plans: Mark Lloyd indicated to the developer that the plans received to date are not high quality (i.e. contamination not overlayed on plans/utilities). The developer is to contact the SmithGroup/Washtenaw Engineering regarding this issue.
 - c. Brownfield Issues: Team identified that the developer's Brownfield coordinator (Gretchen) and Washtenaw County's Brownfield Coordinator/WCBRA (Jessica Eisenman/Patricia Denning) need to meet to coordinate this project and bridge the "information gap." The Brownfield timing is not accurately incorporated into the durations of the City's Master Schedule. There will need to be an agreement between Washtenaw County and the City

regarding draw requests and plans, which Chappelle will forward draft template to the City for our use ("Brownfield Reimbursement Agreement"). There are no standard procedures. Chappelle will have Gretchen prepare a status letter to WCBRA and cc: City. Mark Lloyd wants Gretchen to invite him, Jim Adams, and Kevin McDonald to meetings regarding Brownfield issues. It was made clear that the City will not move forward until the Brownfield issues are resolved. Sandi Bird needs TIF schedule. Cresson Sloten indicated that contamination is a key area of concern for the water main and groundwater.

d. Act 381:

Chappelle confirmed that Act 381 has been approved.

e. Traffic Control Study:

Homayoon Pirooz made it clear that at minimum 2-3 reviews will be necessary for the construction phase. The area has approximately 40,000 cars/day.

f. Phase I (Master Schedule Footnote ix):

Scheduling of submittals is important from the plan reviewer's perspective. Chappelle does not plan to have people moving into Building 1, as it's too small and dangerous until the build-out is done. Chappelle to provide outside contract help for plan review, if necessary.

g. Chappelle to create Project Issues Spreadsheet:

Chappelle will create an ongoing list of development/project issues for the City and developer's team to use simultaneously.

h. Master Schedule:

Chappelle stated that the Master Schedule will not control the project, but minutia will control the project. As of the now, Chappelle's schedule becomes irrelevant until more realistic schedule is completed. Chappelle confirmed that he is comfortable with the City understanding the complexity of the project.

i. Information Control:

The flow of information between the City and developer is essential to this project. Chappelle will forward his proposed revised Master Schedule that is further delineated. Developer to have a Public Forum sometime in the next couple of weeks to the public issues can be addressed.

C. Action Items

The following Action Items were determined:

1. Follow-Up: Sara Higgins to send a follow-up e-mail to the team confirming the necessary Action Items that were discussed at today's

meeting. Minutes of this meeting will be e-mailed by to the project team by Wednesday.

- a. Master Schedule: The Master Schedule will continue to be revised. Everyone is encouraged to forward all revisions/comments to Mark Lloyd and cc: Sara Higgins.
- b. IT/Document Management: Mark Lloyd will schedule a meeting with IT regarding document management software.
- c. Environmental Issues: Mark Lloyd will schedule a meeting with WCBRA, Gretchen McKernan, Matt Naud, and others as others as necessary, regarding environmental and utility issues.
- d. Utility Issues: Mark Lloyd will schedule a meeting with Craig Hupy regarding coordination of phasing issues and utilities and determine sequencing of the project.
- e. Public Relations Issues: Mark Lloyd will follow-up with the Communications Service Area/Lisa Wondrash regarding the City's Public Relations Plan on this project.
- f. Meeting with ACM: Mark Lloyd will coordinate a follow-up meeting with the ACM to review the Master Schedule.
- g. Developer: To forward City a revised Master Schedule and Issues List.

END OF MINUTES

Prepared by Sara Higgins