

AN ORDINANCE AUTHORIZING THE ISSUANCE OF CITY OF FORT WAYNE, INDIANA ECONOMIC DEVELOPMENT SOLID WASTE FACILITY REVENUE BONDS (DO GOOD FOODS FORT WAYNE LLC PROJECT), SERIES 2022, AND THE LENDING OF THE PROCEEDS THEREOF TO DO GOOD FOODS FORT WAYNE LLC, AND AUTHORIZING AND APPROVING OTHER ACTIONS WITH RESPECT THERETO

WHEREAS, the City of Fort Wayne, Indiana (the "City"), is a municipal corporation and political subdivision of the State of Indiana and, by virtue of I.C. 36-7-11.9 and I.C. 36-7-12 (collectively, the "Act"), is authorized and empowered to adopt this ordinance (this "Bond Ordinance") and to carry out its provisions; and

WHEREAS, the City is authorized by the Act to establish a program for the financing of economic development facilities through the issuance of taxable and tax-exempt revenue bonds (the "Program"), and loan the proceeds of the revenue bond issue to another entity to finance or refinance the acquisition, construction, renovation, installation and equipping of economic development facilities, including working capital therefor; and

WHEREAS, Do Good Foods Fort Wayne LLC, or an affiliate thereof (the "Borrower"), desires to finance the acquisition, construction and equipping of a new solid waste facility involving the intake of food waste that would otherwise be disposed of at solid waste landfills from approximately 450 supermarkets and the conversion thereof to chicken feed, to be located at 8645 Aviation Drive, Fort Wayne, Indiana 46809 (the "Facilities"), which constitutes solid waste disposal facilities under Section 142(a)(6) of the Internal Revenue Code of 1986, as amended (the "Code") (the acquisition, construction and equipping of such solid waste disposal facilities, the "Project"); and

WHEREAS, the Borrower has advised the City of Fort Wayne Economic Development Commission (the "Commission") and the City that it proposes the City issue its Economic Development Solid Waste Facility Revenue Bonds (Do Good Foods Fort Wayne LLC Project), Series 2022, in one or more taxable and tax-exempt series, in an aggregate amount not to exceed One Hundred Forty-Two Million Dollars (\$142,000,000) (the "Bonds") under the Act and loan the proceeds of the Bonds to the Borrower for the purpose of financing working capital and all or a portion of the Project; and

WHEREAS, the completion of the Project and the related Facilities will result in the diversification of industry, the creation of approximately one hundred (100) jobs and the creation of business opportunities in the City; and

1 WHEREAS, pursuant to I.C. 36-7-12-24 and Section 147 of the Code, the
2 Commission published notice of a public hearing (the "Public Hearing") on the Project
3 and on the proposed issuance of the Bonds to finance the Project; and

4 WHEREAS, the Commission has held the Public Hearing on the Project and the
5 proposed issuance of the Bonds, approved the issuance of the Bonds and received
6 uncontroverted evidence that there are no facilities which are similar to the Facilities that
7 have already been constructed or operating in or near the City, except for those facilities
8 owned by the Borrower; and

9 WHEREAS, the Commission has performed all actions required of it by the Act
10 preliminary to the adoption of this Bond Ordinance and has approved and forwarded to
11 the Common Council the forms of: (1) a Loan Agreement between the City and the
12 Borrower (including a form of Note) relating to the Bonds (the "Loan Agreement"); (2)
13 an Indenture of Trust with respect to the Bonds between the City and a bond trustee (the
14 "Trustee") (the "Indenture"); (3) the Bonds; and (4) this Bond Ordinance (the Loan
15 Agreement, the Indenture, the Bonds and this Bond Ordinance, collectively, the
16 "Financing Agreements"); and

17 WHEREAS, no costs of the Project were paid more than 60 days prior to the date
18 of this Bond Ordinance, other than preliminary expenditures (not exceeding 20% of the
19 aggregate issue price of the Bonds), provided that such preliminary expenditures shall
20 not include costs of land acquisition or site preparation or other costs of construction or
21 acquisition of the Project; and

22 WHEREAS, Sections 1.142-4 and 1.150-2 of the Treasury Regulations on
23 Income Tax (the "Reimbursement Regulations") specify conditions under which a
24 reimbursement allocation may be treated as an expenditure of bond proceeds, and the
25 Common Council intends by this Bond Ordinance to qualify amounts advanced by the
26 Borrower to pay the costs of the Project for reimbursement from proceeds of the Bonds
27 in accordance with the requirements of the Reimbursement Regulations.

28 **NOW, THEREFORE, BE IT ORDAINED BY THE COMMON COUNCIL**
29 **OF THE CITY OF FORT WAYNE, INDIANA;**

30 **Section 1. Findings; Public Benefits.** The Common Council hereby finds
and determines: that the Project involves the acquisition, construction and equipping of
an "economic development facility" as that phrase is used in the Act; that the Project and
related Facilities will increase employment opportunities and increase diversification of
economic development in the City, will improve and promote the economic stability,
development and welfare in the City, will encourage and promote the expansion of
industry, trade and commerce in the City and the location of other new industries in the
City; that the public benefits to be accomplished by this Bond Ordinance, in tending to
overcome insufficient employment opportunities and insufficient diversification of
industry, are greater than the cost of public services (as that phrase is used in the Act)
which will be required by the Project; and, therefore, that the financing of the Project and
working capital by the issuance of the Bonds under the Act: (a) will be of benefit to the
health and general welfare of the City; and (b) complies with the Act.

1 **Section 2. Approval of Financing.** The Program, and the proposed
2 financing of working capital and the Project by the issuance of the Bonds under the Act,
3 in the form that such financing was approved by Commission, is hereby approved.

4 **Section 3. Authorization of the Bonds.** The issuance of the Bonds, payable
5 solely from revenues and receipts derived from the Financing Agreements, is hereby
6 authorized.

7 **Section 4. Terms of the Bonds.**

8 (a) The Bonds shall: (i) be executed at or prior to the closing date by the
9 manual or facsimile signatures of the Mayor of the City (the "Mayor") and the City Clerk
10 of the City (the "Clerk"); (ii) be dated as of the date of their delivery; (iii) mature on a
11 date not later than December 31, 2052; (iv) bear interest at such rates as determined
12 through the marketing of the Bonds on the date of sale at rates not to exceed fifteen
13 percent (15%) per annum, with such interest payable as provided in the Financing
14 Agreements; (v) be issuable in such denominations as set forth in the Financing
15 Agreements; (vi) be issuable only in fully registered form; (vii) be subject to registration
16 on the bond register as provided in the Indenture; (viii) be payable in lawful money of the
17 United States of America; (ix) be payable at an office of the Trustee as provided in the
18 Indenture; (x) be subject to optional redemption prior to maturity and subject to
19 redemption as otherwise provided in the Financing Agreements; (xi) be issued in one or
20 more taxable and tax-exempt series; and (xii) contain such other terms and provisions as
21 may be provided in the Financing Agreements.

22 (b) The Bonds and the interest thereon do not and shall never constitute an
23 indebtedness of, or a charge against the general credit or taxing power of, the City, but
24 shall be special and limited obligations of the City, payable solely from revenues and
25 other amounts derived from the Financing Agreements. Forms of the Financing
26 Agreements are before this meeting and are by this reference incorporated in this Bond
27 Ordinance, and the Clerk is hereby directed, in the name and on behalf of the City, to
28 insert them into the minutes of the Common Council and to keep them on file.

29 **Section 5. Sale of the Bonds.** The Mayor is hereby authorized and directed,
30 in the name and on behalf of the City, to select, as directed by the Borrower, an
underwriter or placement agent to facilitate the sale of the Bonds, to sell the Bonds to the
selected purchaser or purchasers at the price, in the manner and at the time set forth in a
bond purchase or placement agreement to be approved by the Mayor, at such prices as
are determined on the date of sale and approved by the Mayor.

Section 6. Offering Memorandum. The Common Council hereby
authorizes and directs the Mayor, for and on behalf of the City, to approve and to
distribute or cause to be distributed, an offering memorandum or other offering circular,
in form and substance approved by the Mayor.

Section 7. Execution and Delivery of Financing Agreements. The Mayor
and the Clerk are hereby authorized and directed, in the name and on behalf of the City,
to execute or endorse and deliver the Indenture, the Loan Agreement, the Note from the

1 Borrower to the City, the Bonds and any bond purchase or placement agreement relating
2 to each series of the Bonds.

3 **Section 8. Changes in Financing Agreements.** The Mayor is hereby
4 authorized, in the name and on behalf of the City, without further approval of the
5 Common Council or the Commission, to approve such changes in the Financing
6 Agreements with respect to any series of Bonds as may be permitted by the Act, such
7 approval to be conclusively evidenced by their execution thereof.

8 **Section 9. Declaration of Official Intent.** In anticipation of the issuance of
9 the Bonds, and in order that completion of the Project will not be unduly delayed when
10 approved, the Borrower may make such expenditures and advances toward payment of
11 the costs of the Project as it considers necessary, and the Borrower may be reimbursed
12 from the proceeds of the Bonds, if and when issued, in accordance with the
13 Reimbursement Regulations.

14 **Section 10. General.** The Mayor and the Clerk, and each of them, are hereby
15 authorized and directed, in the name and on behalf of the City, to execute or endorse any
16 and all agreements, documents and instruments, perform any and all acts, approve any
17 and all matters, and do any and all other things deemed by them, or either of them, to be
18 necessary or desirable in order to carry out and comply with the intent, conditions and
19 purposes of this Bond Ordinance (including the preambles hereto and the documents
20 mentioned herein), the Project, the issuance and sale of the Bonds, and the securing of
21 the Bonds under the Financing Agreements, and any such execution, endorsement,
22 performance or doing of other things heretofore effected be, and hereby is, ratified and
23 approved.

24 **Section 11. Binding Effect.** The provisions of this Bond Ordinance and the
25 Financing Agreements shall constitute a binding contract between the City and the
26 holders of the Bonds, and after the issuance of the Bonds, this Bond Ordinance shall not
27 be repealed or amended in any respect which would adversely affect the rights of the
28 holders of the Bonds as long as the Bonds or interest thereon remains unpaid.

29 **Section 12. Repeal.** All ordinances or parts of ordinances in conflict herewith
30 are hereby repealed.

Section 13. Effective Date. This Bond Ordinance shall be in full force and
effect from and upon compliance with the procedures required by law.

1 **Section 14. Copies of Financing Agreements on File.** Two copies of the
2 Financing Agreements incorporated into this Bond Ordinance were duly filed in the
3 office of the Clerk, and are available for public inspection in accordance with I.C. 36-1-
4 5-4.

5 Introduced by: _____
6 _____, Councilman

7 Passed in open Council this _____ day of _____, 2022.

8
9 _____
10 Jason Arp, Common Council President

11 Attest:

12 _____
13 Lana Keesling, City Clerk

14 Presented by me to the Mayor this _____ day of _____, 2022.

15
16 _____
17 Lana Keesling, City Clerk

18 Approved by me, the Mayor, this _____ day of _____, 2022.

19
20 _____
21 Tom Henry, Mayor

22 Attest:

23
24 _____
25 Lana Keesling, City Clerk

26 Approved as to Form and Legality

27 _____
28 Malak Heiny, City Attorney
29
30

RESOLUTION NO. 6-17-2022

A RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS AND PROCEEDINGS WITH RESPECT TO CERTAIN PROPOSED ECONOMIC DEVELOPMENT REVENUE BONDS

WHEREAS, the City of Fort Wayne, Indiana (the "City"), is authorized by I.C. 36-7-11.9 and I.C. 36-7-12 (collectively, the "Act") to establish a program for the financing of economic development facilities through the issuance of taxable and tax-exempt revenue bonds (the "Program"), and loan the proceeds of the revenue bond issue to another entity to finance or refinance the acquisition, construction, renovation, installation and equipping of economic development facilities, including working capital therefor; and

WHEREAS, the City of Fort Wayne Economic Development Commission (the "Commission") understands that it is the intention of the City to establish the Program and to assist Do Good Foods Fort Wayne LLC, or an affiliate thereof (the "Borrower") in loaning the proceeds of taxable and tax-exempt revenue bonds to the Borrower for economic development facilities and working capital; and

WHEREAS, the Borrower desires to finance the acquisition, construction and equipping of a new solid waste facility involving the intake of food waste that would otherwise be disposed of at solid waste landfills from approximately 450 supermarkets and the conversion thereof to chicken feed, to be located at 8645 Aviation Drive, Fort Wayne, Indiana 46809 (the "Facilities"), which constitutes solid waste disposal facilities under Section 142(a)(6) of the Internal Revenue Code of 1986, as amended (the "Code") (the acquisition, construction and equipping of such solid waste disposal facilities, the "Project"); and

WHEREAS, the Borrower has advised the Commission and the City that it proposes the City issue its Economic Development Solid Waste Facility Revenue Bonds (Do Good Foods Fort Wayne LLC Project), Series 2022, in one or more taxable and tax-exempt series, in an aggregate amount not to exceed One Hundred Forty-Two Million Dollars (\$142,000,000) (the "Bonds") under the Act and loan the proceeds of the Bonds to the Borrower for the purpose of financing all or a portion of the Project; and

WHEREAS, the Commission has studied the Facilities, the Project and the proposed financing of the Project and its effect on the health and general welfare of the City and its citizens; and

WHEREAS, the completion of the Project and the related Facilities will result in the diversification of industry, the creation of approximately one hundred (100) new jobs and the creation of business opportunities in the City; and

WHEREAS, pursuant to I.C. 36-7-12-24 and Section 147 of the Internal Revenue Code of 1986, as amended (the "Code") the Commission published notice of a public hearing (the "Public Hearing") on the proposed issuance of the Bonds to finance the Project; and

WHEREAS, on the date hereof the Commission held the public hearing on the proposed issuance of the Bonds and the Project and received uncontroverted evidence that there are no

facilities which are similar to the Project and the related Facilities and have already been constructed or operating in or near the City, except for those facilities owned by the Borrower.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION AS FOLLOWS:

SECTION 1. The Commission hereby finds, determines, ratifies and confirms that the diversification of industry, the creation of business opportunities, and the creation of opportunities for gainful employment within the jurisdiction of the City is desirable, serves a public purpose, and is of benefit to the health and general welfare of the City; and that it is in the public interest that the City take such action as it lawfully may to encourage the diversification of industry, the creation of business opportunities, and the creation of opportunities for gainful employment within the jurisdiction of the City.

SECTION 2. The Commission hereby makes a finding of fact, based upon the uncontroverted evidence presented at the Public Hearing, that there are no facilities which are similar to the Project and the related Facilities and already constructed or operating in or near the City and, based upon such finding of fact, hereby determines that the Project and the related Facilities will not have an adverse competitive effect on any similar facilities already constructed or operating in or near the City, except for those facilities owned by the Borrower.

SECTION 3. The Commission hereby approves the report with respect to the Project and the related Facilities presented at this meeting. The Secretary of this Commission shall submit such report to the executive director or chair of the City of Fort Wayne Plan Commission and the school superintendent of Fort Wayne Community School Corporation.

SECTION 4. The Commission finds, determines, ratifies and confirms that the issuance and sale of the Bonds, in one or more taxable and tax-exempt series, in an aggregate amount not to exceed One Hundred Forty-Two Million Dollars (\$142,000,000), and the loan of the proceeds of the Bonds to the Borrower for the financing of all or a portion of the Project will be of benefit to the health and general welfare of the City, will serve the public purposes referred to above in accordance with the Act, and fully comply with the Act. The Bonds and the interest thereon do not and shall never constitute an indebtedness of, or a charge against the general credit or taxing power of, the City, but shall be special and limited obligations of the City, payable solely from revenues and other amounts derived from the Financing Agreements (as defined below).

SECTION 5. The financing of all or a portion of the Project through the issuance of the Bonds, in one or more taxable and tax-exempt series, in an aggregate amount not to exceed One Hundred Forty-Two Million Dollars (\$142,000,000), is hereby approved.

SECTION 6. The Commission hereby approves the terms of the following documents in the form presented at this meeting: (a) a Loan Agreement, between the City and the Borrower; (b) an Indenture of Trust, between the City and a trustee to be determined (the "Trustee"); (c) the Bonds; and (d) an Ordinance of the Common Council of the City (collectively, the "Financing Agreements"). The President of the Commission is hereby authorized and directed to approve such changes to the terms of such documents as deemed by him or her to be necessary or desirable in order to issue the Bonds and to carry out and comply with the intent, conditions, and purposes of this Resolution.

SECTION 7. Any officer of the Commission is hereby authorized and directed, in the name and on behalf of the Commission, to execute any and all other agreements, documents and instruments, perform any and all acts, approve any and all matters, and do any and all other things deemed by him to be necessary or desirable in order to carry out and comply with the intent, conditions and purposes of this Resolution (including the preambles hereto and the documents mentioned herein), the Project and the issuance and sale of the Bonds, and any such execution, performance, approval or doing of other things heretofore effected be, and hereby is, ratified and approved.

SECTION 8. The Secretary of this Commission shall transmit this Resolution, together with the forms of the documents approved by this Resolution, to the Common Council of the City.

SECTION 9. This Resolution shall be in full force and effect upon adoption.

Adopted this 16th day of June, 2022.

CITY OF FORT WAYNE ECONOMIC
DEVELOPMENT COMMISSION









**REPORT OF CITY OF FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION
CONCERNING PROPOSED FINANCING OF ECONOMIC DEVELOPMENT SOLID
WASTE FACILITIES FOR DO GOOD FOODS FORT WAYNE LLC**

The City of Fort Wayne Economic Development Commission (the "Commission") proposes to recommend to the City of Fort Wayne Common Council that it loan the proceeds of certain economic development revenue bonds (the "Bonds") to Do Good Foods Fort Wayne LLC, or an affiliate thereof (the "Applicant") for the financing of certain economic development facilities.

In connection therewith, the Commission hereby reports as follows:

A. The proposed economic development facilities consist of the acquisition, construction and equipping of a solid waste facility involving the intake of food waste that would otherwise be disposed of at solid waste landfills from approximately 450 supermarkets and the conversion thereof to chicken feed, to be located at 8645 Aviation Drive, Fort Wayne, Indiana 46809 (the "Facilities"), which constitutes solid waste disposal facilities under Section 142(a)(6) of the Internal Revenue Code of 1986, as amended (the "Code") (the acquisition, construction and equipping of such solid waste disposal facilities, the "Project").

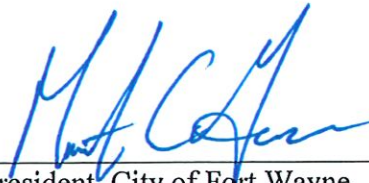
B. The Commission estimates that no public works or services, including public ways, schools, water, sewer, street lights and fire protection, will be made necessary or desirable by the Project, because any such works or services already exist or will be provided by the Applicant or other parties.

C. The Commission estimates that the total costs of the Facilities will be approximately \$142,000,000.

D. The Commission estimates that the Project will create approximately 100 new jobs upon completion with an annual payroll (including benefits) of approximately \$8,112,000.

E. There are no facilities similar to the Facilities or the Project that are already constructed or operating in the City, and consequently, the Facilities and the Project will have no adverse competitive effect on similar facilities already constructed or operating in the City, except for those facilities owned by the Applicant.

Adopted this 16th day of June, 2022.



President, City of Fort Wayne
Economic Development Commission

Attest:



Secretary, City of Fort Wayne
Economic Development Commission



Fort Wayne Economic Development Commission

CITY OF FT. WAYNE
MAY 23 2022 *CRJ*
COMMUNITY DEVELOPMENT

08/07
IRB Application

Application for Economic Development Bond Financing

Fort Wayne Economic Development Commission by:
Staff Member _____
Date _____

**Please refer to the attached Application Instructions
prior to completing this application!**

General Information

Total projected cost of bond issue (include cost of project and cost of bond issuance) \$142,000,000

1. Name of applicant: Do Good Foods Fort Wayne LLC
2. Title of applicant:
3. Address of applicant: 1545 US Highway 206, Suite 100, Bedminster, NJ 07921
4. Phone and fax number of applicant: 908-212-3627
5. Name of business: Do Good Foods Fort Wayne LLC
6. Address of business: 8645 Aviation Drive, Fort Wayne, IN 46809
7. Phone and fax number of business: 908-212-3627
8. Name of contact person: David Buffa
9. Title of contact person: General Counsel
10. Name of contact's business: Do Good Foods LLC
11. Address of contact's business: 1545 US Highway 206, Suite 100, Bedminster, NJ 07921
12. Telephone and fax number of contact: 908-248-2997
13. Applicant is organized as a: (Check One)

- ☐ Not-for-Profit Corporation
- ☐ C Corporation
- ☒ Limited Liability Company
- ☐ Sole Proprietorship
- ☐ Limited Partnership

- ☐ Subchapter S Corporation
- ☐ General Partnership
- ☐ Joint Venture
- ☐ Other _____

14. List company officers and/or principal operating personnel

NAME	TITLE	ADDRESS	PHONE NUMBER
Hal Kamina	Executive Chairman	1545 US Hwy 206, Ste. 100, Bedminster, NJ 07921	908-212-3627
Matthew Kamina	Co-CEO	1545 US Hwy 206, Ste. 100, Bedminster, NJ 07921	908-212-3627
Justin Kamina	Co-CEO	1545 US Hwy 206, Ste. 100, Bedminster, NJ 07921	908-212-3627
Barry Starkman	Chief Manufacturing Officer	1545 US Hwy 206, Ste. 100, Bedminster, NJ 07921	908-212-3627
Zahir Ibrahim	CFO/CAO	1545 US Hwy 206, Ste. 100, Bedminster, NJ 07921	908-212-3627

15. List all persons or firms having ten percent or more ownership interest in the applicant business and the percentage each holds:

NAME	PERCENTAGE	NAME	PERCENTAGE
Do Good Foods Facilities Management LLC	100%		

16. Name and nature of the business or (if others) businesses in which the applicant is engaged:

Do Good Foods LLC ("DGF"), an affiliate of the Project Owner, upcycles surplus grocery food, after community donations, in an effort to both eliminate food waste and combat climate change. DGF has created a closed-loop system, with state-of-the-art infrastructure, designed to convert excess grocery food gathered from supermarkets throughout the area into nutritious animal feed. DGF's first product, Do Good Chicken, raised using this feed, is now available in grocery stores in select markets and rolling out nationwide in the second half of 2022.

DGF plans to expand its footprint nationwide as part of its growth plans. DGF will work with communities and supermarkets to eliminate food waste destined for landfills with its closed loop systems. DGF has identified Indiana as a potential location for a new production facility to accomplish this goal. The proposed project will result in creation of approximately 100 new full-time jobs at the project location, with an average annual salary of \$61K per employee. In addition to 100 direct jobs, Project will also create 30 to 40 3rd-party logistics jobs that will directly support the new facility, plus indirect jobs via facility construction. Project will consist of a capital investment of approximately \$100M to \$105M, inclusive of leasehold improvements and the purchase of new machinery and equipment. DGF anticipates approximately \$30M to \$35M in reserves and financing costs. The planned timeline for completion of the new facility is 12 to 15 months.

A DGF production facility in Fort Wayne would allow for the diversion of food waste from up to 450 supermarkets, repurposing 60K tons of food waste on an annual basis. Such a facility would not only reduce the amount of food waste in Indiana landfills, but also the greenhouse gas emissions associated with such food waste. The proposed project would create new jobs and economic activity in the Fort Wayne area, while also furthering the DGF goal of making a meaningful impact to our environment.

17. ☐ Yes ☒ No Is the applicant incorporated in the State of Indiana?

18. If yes, attach a copy of Certificate of Existence. (**Attachment #1**)

19. If no, under the laws of what state is the applicant organized? Delaware

20. ☒ Yes ☐ No Has the applicant received authority to do business in Indiana from the Indiana Secretary of State?

21. Provide evidence of such legal existence, including a statement from any certifying authorities. (**Attachment #2**)

22. ☐ Yes ☒ No Does the applicant operate under an assumed name in Allen County, Indiana?

23. ☐ Yes ☒ No Has the applicant filed for a Certificate of Use of Assumed Name with the Allen County, Indiana Recorder's Office?

24. If yes, under what name? _____ Date filed: _____

25. ☐ Yes ☒ No If the applicant is a sole proprietorship or general partnership, has the applicant filed for a Certificate of Assumed Business Name with the Allen County, Indiana Recorder's Office?

26. If yes, under what name? _____ Date filed: _____

27. ☐ Yes ☒ No Are any members of the Fort Wayne Economic Development Commission, Fort Wayne Common Council, or Allen County Council shareholders or holders of any debt obligation of the applicant?

28. If yes, list name(s):

Project Information

29. Street address of project: 8645 Aviation Drive, Fort Wayne, IN 46809

30. Description of the project to be funded along with a brief description of the facilities to be constructed:

See response to # 16 above

31. Total square footage of facility to be constructed on first floor: 150,000 (existing) sf

32. Total square footage of facility to be constructed on additional floors: _____ sf

33. Legal description of project site (Required **Attachment # 3**)

34. Total acreage of the tract or parcel of property on which the project is to be located: 21.03 acres

35. ☒ Yes ☐ No Are blueprints or architectural renderings available for the facilities to be constructed?

(If yes, a copy of the blueprints/renderings must be attached to the application. If not, a copy must be provided to the staff of the Fort Wayne Economic Development Commission no later than one week prior to the initial Inducement resolution.) **Attachment # 4**

36. Itemize use of bond funds by expenditure category:

Engineering/Architectural Fees: \$11.778M

Legal Fees: \$1M

Financing and Other Fees: \$3.05M

Land Purchase: _____

Site Preparation: \$2.328M

Construction (materials, equipment, labor): \$89.871M

Building Purchase: _____

Machinery: _____

Remodeling/Renovation/Restoration: _____

Bond Reserves / Capitalized Interest: \$33.975M

37. Should bond funds be insufficient to complete the proposed project, itemize any additional funds and funding sources needed to complete the project: The Bond funds should be sufficient to complete the proposed project. No additional funds are required.
38. ☒ Yes ☐ No Is the project located entirely within the municipal limits of the City of Fort Wayne, Indiana?
39. ☒ Yes ☐ No Is the project located within the Fort Wayne Community Schools District?
40. If no, name the applicable school district (s): _____
41. ☐ Yes ☒ No Will the proposed facility, or any portion thereof, be leased to an entity other than the applicant?
42. If yes, name all such entities, state the type of business in which they engage, and indicate the square footage of the project each is expected to lease: _____

Zoning And Infrastructure Information

43. What is the existing zoning on the project site? I-2
44. What zoning will the project require? I-2
45. ☐ Yes ☒ No Is the project site located within a floodplain?
(Attach a surveyor's certificate indicating floodplain status, required.) **Attachment # 5**
46. Is the site to be used currently served by Fort Wayne City Utilities for:
- ☒ Yes ☐ No Water?
- ☒ Yes ☐ No Sanitary sewer?
- ☒ Yes ☐ No Storm sewer?
47. If not, how does applicant intend to procure proper utility infrastructure for the project?

48. Will the project cause any adverse environmental impacts to:
- ☐ Yes ☒ No Air? ☐ Yes ☒ No Land?
- ☐ Yes ☒ No Noise? ☐ Yes ☒ No Other?
- ☐ Yes ☒ No Water?
49. Describe any potential adverse environmental impacts: _____

Public Benefit Information

50. Is a fully executed "Fort Wayne Economic Development Commission Form ED-1" attached to this application? (If not, application will not be accepted.) Attachment # 6.

I certify that I am a legally authorized representative of the above named company and that, to the best of my knowledge, all information in this application and its attached exhibits are true and complete and that I am aware that such application is subject to the Public Records laws of the State of Indiana. Verification of any and all items noted within this application may be obtained from any source named herein. It is my understanding that information on the "Fort Wayne Economic Development Commission Form ED-1" which is attached as a part of this application may be monitored by the staff of the Commission. I further understand that it is my obligation to provide the Commission with an annual "Fort Wayne Economic Development Commission Form ED-2" no later than January 31 of each year during the life of the bond issue. Form ED-2 shall be used to monitor compliance with the job creation and/or retention goals listed in the original "Fort Wayne Economic Development Commission Form ED-1". Commission staff has my express consent to monitor the project during the life of the bond issuance for compliance. Should any inaccuracies be found in the information reported on form ED-2, or should the ED-2 form not be received by January 31 of each year during the life of the bond issue, the Fort Wayne Economic Development Commission may seek such remedies as are legally available to it to address those discrepancies found.

I further agree to abide by all rules and regulations of the Fort Wayne Economic Development Commission. I agree to pay, in addition to the application fee, all attorney fees incurred on behalf of the Commission in the negotiation of financing of the economic development facility for which I am applying.

Signature

Typed Name and Title David Buffa, General Counsel & Corporate Secretary

Date Signed May 20, 2022

State of Indiana
Office of the Secretary of State
Foreign Registration Statement
of
DO GOOD FOODS FORT WAYNE LLC

I, HOLLI SULLIVAN, Secretary of State, hereby certify that an Registration Statement of the above Foreign Limited Liability Company has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, May 16, 2022.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 16, 2022.

HOLLI SULLIVAN
SECRETARY OF STATE

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To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "DO GOOD FOODS FORT
WAYNE LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH,
A.D. 2022, AT 4:07 O'CLOCK P.M.



6677338 8100
SR# 20221013233

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202935375
Date: 03-17-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:07 PM 03/15/2022
FILED 04:07 PM 03/15/2022
SR 20221013233 - File Number 6677338

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Do Good Foods Fort Wayne LLC
2. The Registered Office of the limited liability company in the State of Delaware is located at 251 Little Falls Drive (street), in the City of Wilmington, Zip Code 19808. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is Corporation Service Company

By: /s/ Kurt D. Olender
Authorized Person

Name: Kurt D. Olender
Print or Type

ATTACHMENT #3

LEGAL DESCRIPTION OF PROPERTY

Property located at 8645 Aviation Drive, Fort Wayne, Indiana 46809.

Part of the Southwest Quarter of Section 32, Township 30 North, Range 12 East, Allen County, Indiana, more particularly described as follows: COMMENCING at the Southwest corner of the Southwest Quarter of said Section 32, Township 30 North, Range 12 East; thence North 89 degrees 52 minutes 25 seconds East, along the South line of said Southwest Quarter and within the right-of-way of Airport Expressway, a distance of 2550.79 feet; thence North 00 degrees 09 minutes 11 seconds West, a distance of 60.00 feet to the Northerly right-of-way line of Airport Expressway and the Southeast corner of a 20.317 acre tract of land conveyed to Tuthill Corporation by deed recorded in Document Number 202069050; thence North 00 degrees 09 minutes 11 seconds West, along the Easterly line of said 20.317 acre tract, a distance of 871.00 feet to the Northeast corner thereof; thence South 89 degrees 52 minutes 25 seconds West, along the Northerly line of said 20.317 acre tract, a distance of 228.40 feet to the Southwest corner of a certain 6.00 acre tract of land, this being the Point of Beginning; thence North 00 degrees 09 minutes 11 seconds West, along the Westerly line of said 6.00 acre tract of land, a distance of 1143.10 feet to the Southerly line of a 100 foot wide AEP easement recorded in Document Number 2017014328 in the Office of the Recorder of Allen County, Indiana; thence South 89 degrees 16 minutes 10 seconds West, along the Southerly line of said easement, a distance of 774.66 feet; thence South 88 degrees 35 minutes 48 seconds West, continuing along said Southerly line, a distance of 76.99 feet to the Northeast corner of a 7.56 acre tract of land conveyed to Old Dominion Freight Line, Inc. by deed recorded in Document No. 2018021449 in the Office of the Recorder of Allen County, Indiana; thence South 00 degrees 09 minutes 11 seconds East, a distance of 238.25 feet to the Northwest corner of Aviation Drive per Document No. 2013014050; thence North 89 degrees 50 minutes 49 seconds East, along the Northerly line of said Aviation Drive, a distance of 60.00 feet to the Northeast corner thereof; thence South 00 degrees 09 minutes 11 seconds East, along the Easterly line of said Aviation Drive, a distance of 894.99 feet to the Northwest corner of the aforesaid 20.317 acre tract of land; thence North 89 degrees 52 minutes 25 seconds East, along the Northerly line of said 20.317 acre tract, a distance of 791.60 feet to the Point of Beginning, containing 21.03 acres of land, subject to and/or together with all easements of record.



FLOOR PLAN
SCALE: 3/32" = 1'-0"

[illegible]

FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION **FORM ED-1**

Business Name: Do Good Foods Fort Wayne LLC
 Business Address: 8645 Aviation Drive, Fort Wayne, IN 46809
 Telephone No. _____
 Fax No. _____

CEO Name: Matthew Kamine / Justin Kamine

CEO Title _____

Contact Person: David Buffa
 Contact Title: General Counsel
 Contact Phone No.: 908-248-2997

Projected Cost of Project: \$142 million

EMPLOYMENT INFORMATION	# Full-Time	# Part-Time	* Total FT + PT Payroll	* Mean Avg. Annual Wages, FT Only	* Median Avg. Annual Wages FT Only
Current Fort Wayne Employment			\$	\$	\$
Retained Fort Wayne Employment			\$	\$	\$
# of Jobs Created at Opening	50 (2022 Construction)		\$	\$	\$
# of Jobs Created Within Three Years	239 (139 Construction/100 Normalized Operations)		\$	\$81,120 (w/benefits)	\$

Will the jobs created or retained provide the following benefits? Please check all that apply.

 Pension Plan

 x Major Medical Plan

 x Disability Insurance

 x Life Insurance

 x Dental Insurance

 x Vision Insurance

 Tuition Reimbursement

What Percentage of the above benefits are paid by the employee? 1%

* Excludes pay of owners and/or officers of company.