BILL NO. R-24-11-55

RESOLUTION NO. ___________

A RESOLUTION OF THE COMMON COUNCIL OF THE CITY OF FORT WAYNE, INDIANA, APPROVING THE PRELIMINARY FINDINGS OF THE CITY OF FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION WITH RESPECT TO THE ISSUANCE OF TAXABLE ECONOMIC DEVELOPMENT REVENUE BONDS FOR THE FINANCING OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES TO BE UNDERTAKEN BY LANDING EXCHANGE, LLC AND/OR THE MODEL GROUP, INC., AND AUTHORIZING AND COMMITTING THE CITY OF FORT WAYNE, INDIANA, TO PROCEED WITH SUCH FINANCING, SUBJECT TO FINAL ACTION BY THIS COMMON COUNCIL WITH RESPECT TO THE TERMS AND CONDITIONS OF SUCH FINANCING

WHEREAS, the City of Fort Wayne, Indiana (the "City") is authorized by Indiana Code 36-7-11.9 and Indiana Code 36-7-12 (collectively, the "Act") to issue revenue bonds and other obligations for the financing of economic development facilities, the funds from said financing to be used for a portion of the acquisition, construction, installation and equipping of said facilities; and

WHEREAS, Landing Exchange, LLC and/or The Model Group, Inc. (or any other affiliate of ether of such entities) (collectively, the "Company") has advised the City that there is under consideration by the City of Fort Wayne Economic Development Commission (the "Commission") a proposal by the Company for the acquisition, construction, installation and equipping of certain improvements to economic development facilities consisting of a new mixed-used building containing approximately 40 residential units and approximately 5,000 square feet of commercial space, all to be located at the northeast corner of Columbia Street and Harrison Street within the City (collectively, the "Project"); and

WHEREAS, the Company has proposed that the City issue taxable economic development revenue bonds under the Act (the "Bonds") to finance a portion of the acquisition, construction, installation and equipping of the Project, pursuant to a financing agreement whereby the proceeds of such Bonds would be provided to the

Company (or an affiliate thereof acceptable to the City) to enable the Company (or such affiliate) to acquire, construct, install and equip a portion of the Project, with the principal of and premium, if any, and interest on the Bonds to be payable from tax increment revenues pledged by the City of Fort Wayne Redevelopment Commission to the payment of the Bonds; and the Company has further advised the City that a determination by the City to accept such a proposal for financing a portion of the Project will constitute a substantial inducement for the Company to construct the Project; and

WHEREAS, the total cost of the portion of the Project to be financed under the Act (together with incidental costs of issuance of taxable economic development revenue bonds) is presently estimated to be an amount not to exceed Four Million Dollars ($4,000,000); and

WHEREAS, the Commission has given its preliminary approval of the Project and the financing of a portion thereof; and

WHEREAS, subject to required approvals, it would appear that the Project and the financing of a portion thereof would be of public benefit to the health, prosperity, economic stability and general welfare of the City and its citizens;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMON COUNCIL OF THE CITY OF FORT WAYNE, INDIANA, AS FOLLOWS:

1. The Common Council of the City hereby finds, determines, ratifies and confirms that the promotion of diversification of economic development and job opportunities in and near the City is desirable to preserve the health, prosperity, economic stability and general welfare of the citizens of the City; and that it is in the public interest that the Commission and the City take such action as they lawfully may to encourage economic development, diversification of industry and promotion of job opportunities in and near the City.

2. The Common Council of the City hereby approves, determines, ratifies and confirms that the issuance and sale of the Bonds of the City under the Act in an aggregate principal amount not to exceed Four Million Dollars ($4,000,000), for the lending of a portion of the proceeds of the Bonds to the Company for a portion of the acquisition, construction, installation and equipping of the Project, will serve the public purposes referred to above, in accordance with the Act.

3. In order to attract the Company to make the acquisition, construction, installation and equipping of the Project, the Common Council of the City hereby approves, determines, ratifies and confirms that:

(a) it will take or cause to be taken such actions pursuant to the Act as may be required to implement the aforesaid financing, or as it may deem appropriate in pursuance thereof; provided that all of the foregoing shall be mutually acceptable to the City and the Company; and

(b) it will adopt such ordinances and resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be necessary and advisable for the authorization, issuance and sale of the Bonds; and that the aforementioned purposes comply with the provisions of the Act.

4. The liability and obligation of the Common Council of the City shall be limited solely to good faith efforts to consummate the proceedings leading to the issuance of the Bonds to finance a portion of the acquisition, construction, installation and equipping of the Project, and the Bonds shall not ever constitute a general obligation of, or indebtedness of, or a charge against the general credit of the City. Neither the Common Council nor the City, nor their officers or agents, shall incur any liability if, for any reason, the proposed issuance of the Bonds is not consummated.

5. This Resolution shall be effective upon its passage by the Common Council and approval by the Mayor of the City, in accordance with procedures as required by law.

* * * * *

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Council Member

APPROVED AS TO FORM AND LEGALITY:

____
Malak Heiny, City Attorney

RESOLUTION NO. 11-18-2024

RESOLUTION OF THE CITY OF FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION APPROVING APPLICATION OF LANDING EXCHANGE, LLC AND AUTHORIZING CERTAIN ACTIONS AND PROCEEDINGS WITH RESPECT TO THE FINANCING OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES TO BE OWNED AND OPERATED BY LANDING EXCHANGE, LLC (OR AN AFFILIATE THEREOF)

WHEREAS, the City of Fort Wayne Economic Development Commission (the "Commission") is a commission operating and existing under and pursuant to the authority of Indiana Code 36-7-11.9 and Indiana Code 36-7-12 (collectively, the "Act"); and

WHEREAS, the Commission is authorized by the Act to investigate, study and survey the need for job opportunities, industrial diversification, water services and pollution control facilities in the City of Fort Wayne, Indiana (the "City"), and to recommend action to improve or promote job opportunities, industrial diversification, water services and the availability of pollution control facilities in the City; and

WHEREAS, Landing Exchange, LLC and/or The Model Group, Inc. (or any other affiliate of either of such entities) (collectively, the "Company") has requested that the Commission consider a proposal to finance under the Act a portion of a project for the acquisition, construction, installation and equipping of certain improvements to economic development facilities consisting of a new mixed-used building containing approximately 40 residential units and approximately 5,000 square feet of commercial space, all to be located at the northeast corner of Columbia Street and Harrison Street within the City (collectively, the "Project"); and

WHEREAS, the Commission has studied the Project and the proposed financing of a portion of the Project and the effect thereof on the health, prosperity, economic stability and general welfare of the City and its citizens; and

WHEREAS, subject to all required approvals under the Act, it appears that the Project and the proposed financing of a portion of the Project will be of benefit to the health, prosperity, economic stability and general welfare of the City and its citizens; and

WHEREAS, the Commission has considered a form of resolution with respect to the Project (the "Common Council Resolution") and has considered recommending that the Common Council of the City (the "Common Council") adopt the Common Council Resolution in such form;

NOW, THEREFORE, BE IT RESOLVED, that the Commission hereby finds that because of the need to promote employment opportunities and additional payroll and because the Project will create and/or retain employment opportunities and additional payroll in the City, the proposed financing of a portion of the Project in a maximum amount not to exceed Four Million Dollars ($4,000,000), through the issuance of taxable economic development revenue bonds under the Act, will be of benefit to the health, prosperity, economic stability and general welfare of the City and its citizens and complies with the purposes and provisions of the Act.

BE IT FURTHER RESOLVED, that, in order to induce the Company to make the acquisition, construction, installation and equipping of the Project, this Commission hereby undertakes that (i) it will take or cause to be taken such actions pursuant to the Act as may be required to implement the financing of a portion of the Project, or as it may deem appropriate in pursuance thereof, provided that all of the foregoing shall be as authorized by law and is mutually acceptable to the City and the Company; and (ii) it will adopt such resolutions and authorize the execution and delivery of such instruments and the taking of such action as may be necessary and advisable for the authorization, issuance and sale of the aforementioned taxable economic development revenue bonds, subject to all required approvals as may be required under the Act.

BE IT FURTHER RESOLVED, that the Commission hereby approves the form of the Common Council Resolution and recommends that it be adopted by the Common Council as a resolution, and the Commission hereby directs that copies of this resolution, and the form of the Common Council Resolution be transmitted to the Clerk of the City for presentation to the Common Council with the recommendation that the Common Council Resolution be adopted as a resolution.

BE IT FURTHER RESOLVED, that the Report of the Commission relating to the financing of the Project, and the Findings of Fact attached thereto, each as presented to this meeting, are hereby approved.

BE IT FURTHER RESOLVED, that the Commission hereby authorizes the Secretary of the Commission to cause to be published a notice of public hearing in accordance with Indiana Code 36-7-12-24(a) and Indiana Code 5-3-1 at such time as it is determined to proceed with the financing of a portion of the Project as described herein.

* * * * *

Adopted this 21st day of November, 2024.

CITY OF FORT WAYNE ECONOMIC
DEVELOPMENT COMMISSION

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Member

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Member

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Member

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Member

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Member

REPORT OF THE CITY OF FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION RELATING TO AN APPLICATION OF LANDING EXCHANGE, LLC AND THE PROPOSED FINANCING OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES TO BE OWNED AND OPERATED BY LANDING EXCHANGE, LLC (OR AN AFFILIATE THEREOF)

The City of Fort Wayne Economic Development Commission (the "Commission") proposes to recommend to the Common Council of the City of Fort Wayne, Indiana (the "City") that it provide a portion of the proceeds of an economic development revenue bond financing in an aggregate principal amount not to exceed Four Million Dollars ($4,000,000) (the "Bonds") to Landing Exchange, LLC and/or The Model Group, Inc. (or any other affiliate of either of such entities) (collectively, the "Company"), which is to be applied to a portion of the acquisition, construction, installation and equipping of a new mixed-used building containing approximately 40 residential units and approximately 5,000 square feet of commercial space, all to be located at the northeast corner of Columbia Street and Harrison Street within the City (collectively, the "Project"), to be constructed in the area within the City heretofore designated as the Riverfront 1 – Columbia Street Economic Development Area (the "Area"), with the remaining proceeds to pay the costs of issuance of the Bonds. The total cost of the Project, which will be financed in part by the proceeds of the Bonds, is presently estimated to be approximately Nineteen Million Dollars ($19,000,000).

No additional public works or services will be necessary or desirable on account of the Project.

As set out in the attached "Findings of Fact Relating to an Application of Exchange Associates, LLC and the Proposed Financing Regarding of Certain Economic Development Facilities to be Owned and Operated by Exchange Associates, LLC (or an Affiliate Thereof)," which findings of fact are incorporated herein, the Commission has considered any adverse competitive effect the Project may have on similar facilities already constructed or operating in the Area.

It is presently estimated that upon completion of the acquisition, construction, installation and equipping of the Project (and occupancy thereof), the Project will result in the creation of approximately fifteen (15) jobs (including approximately eight (8) full time jobs and approximately seven (7) part-time jobs) with an estimated total annual payroll of $744,640, and it is further presently estimated that within three (3) years, the Project will result in the creation of approximately twenty-six (26) jobs (including approximately eleven (11) full time jobs and approximately fifteen (15) part-time jobs) with an estimated total annual payroll of $1,287,520. It is further presently estimated that the construction of the Project will create approximately two hundred ninety-six (296) temporary construction jobs.

* * * * *

Adopted this 21st day of November, 2024.

CITY OF FORT WAYNE
ECONOMIC DEVELOPMENT COMMISSION

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Member

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Member

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Member

FINDINGS OF FACT RELATING TO AN APPLICATION OF LANDING EXCHANGE, LLC AND THE PROPOSED FINANCING OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES TO BE OWNED AND OPERATED BY LANDING EXCHANGE, LLC (OR AN AFFILIATE THEREOF)

Based on a careful consideration of evidence and testimony submitted to the City of Fort Wayne Economic Development Commission (the "Commission"), the Commission hereby makes the following findings of fact with respect to the proposed economic development facilities of Landing Exchange, LLC and/or The Model Group, Inc. (or any other affiliate of either of such entities) (collectively, the "Company") and any adverse competitive effect such facilities may have on similar facilities already constructed or operating in the City of Fort Wayne, Indiana (the "City"):

1. The proposed economic development facilities project to be financed consists of a portion of the acquisition, construction, installation and equipping of a new mixed-used building containing approximately 40 residential units and approximately 5,000 square feet of commercial space, all to be located at the northeast corner of Columbia Street and Harrison Street within the City (collectively, the "Project"), to be constructed in the area within the City heretofore designated as the Riverfront 1 – Columbia Street Economic Development Area (the "Area").

2. The total cost of the Project is estimated to be approximately Nineteen Million Dollars ($19,000,000). The costs of the portion of the Project to be financed with the proposed economic development bonds of the City will not exceed Four Million Dollars ($4,000,000).

3. It is presently estimated that upon completion of the acquisition, construction, installation and equipping of the Project (and occupancy thereof), the Project will result in the creation of approximately fifteen (15) jobs (including approximately eight (8) full time jobs and approximately seven (7) part-time jobs) with an estimated total annual payroll of $744,640, and it is further presently estimated that within three (3) years, the Project will result in the creation of approximately twenty-six (26) jobs (including approximately eleven (11) full time jobs and approximately fifteen (15) part-time jobs) with an estimated total annual payroll of $1,287,520. It is further presently estimated that the construction of the Project will create approximately two hundred ninety-six (296) temporary construction jobs.

4. The Project will be of benefit to the health, prosperity, economic stability and general welfare of the City and its citizens and complies with the purposes and provisions of Indiana Code 36-7-11.9 and Indiana Code 36-7-12.

5. The Project is the third phase of a multi-phase project, with the first two phases already completed by the Company in the area known as "The Landing" on Columbia Street in downtown Fort Wayne, Indiana ("Phases 1 and 2"). The Project will not have an adverse competitive effect on similar facilities already constructed or operating in the City because there are no other similar facilities located in the proximity of the Area (other than Phases 1 and 2).

* * * * *

Adopted this 21st day of November, 2024.

CITY OF FORT WAYNE
ECONOMIC DEVELOPMENT COMMISSION

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Member

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DMS_US.367095178.3

CITY OF FT. WAYNE
OCT 18 2024 CR
COMMUNITY DEVELOPMENT

Fort Wayne Economic Development Commission

Application for Economic Development Bond Financing

Fort Wayne Economic Development Commission by:
Staff Member CR
Date 10/18/24

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) $ 4,000,000

1. Name of applicant: Exchange Associates, LLC
2. Title of applicant: N/A
3. Address of applicant: 1826 Race Street, Cincinnati, OH 45202
4. Phone and fax number of applicant: 513-559-0048
5. Name of business: Landing Exchange, LLC
6. Address of business: 1826 Race Street, Cincinnati, OH 45202
7. Phone and fax number of business: 513-559-0048
8. Name of contact person: Zach Woolard
9. Title of contact person: Senior Developer
10. Name of contact's business: The Model Group, Inc
11. Address of contact's business: 1826 Race Street, Cincinnati, Ohio 45202
12. Telephone and fax number of contact: 513-559-0048
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*
Robert Maly	President	1826 Race Street, Cincinnati, Ohio 45206	513-559-0048

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
Yukon Investments, LLC	100%		

16. Name and nature of the business or (if others) businesses in which the applicant is engaged:
The applicant is a sole purpose entity formed to develop and operate real estate.

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? Ohio

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: 555 S Harrison, Ft. Wayne, IN 46082

30. Description of the project to be funded along with a brief description of the facilities to be constructed:
The Landing Exchange will be the new construction of a 6 story building in The Landing District. There will 40 apartments with 20 units affordable to 60-80% AMI. The commercial space will be anchored by a grocery retailer and 2,000 square feet of office space for locally owned businesses. The total project costs are approximately $18M and the project will create 296 temporary construction jobs and 26 permanent jobs. The development has site control and is looking to begin construction in Fall 2024.

31, Total square footage of facility to be constructed on first floor: 5247 sf

32. Total square footage of facility to be constructed on additional floors: 25753 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: 0.2 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:	90750
Legal Fees:	44,000
Financing and Other Fees:	1173481
Land Purchase:	104500
Site Preparation:	0
Construction (materials, equipment, labor):	2587269
Building Purchase:	0
Machinery:	0
Remodeling/Renovation/Restoration:	0

37. Should bond funds be insufficient to complete the proposed project, itemize any additional funds and funding sources needed to complete the project: Please find the attached sources and uses for the project.

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: A portion of the commercial space, approximately 5000 square feet will be leased to a retail tenant. That tenant is yet to be named, but will likely be a fresh food retailer.

Zoning And Infrastructure Information

43. What is the existing zoning on the project site? DC

44. What zoning will the project require? DC

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 Noise?

☐ Yes ☒ No Water?

☐ Yes ☒ No Land?

☐ Yes ☒ No Other?

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 ROBERT MALY, PRESIDENT

Date Signed 10.15.2024

State of Indiana
Office of the Secretary of State

Foreign Registration Statement
of
EXCHANGE ASSOCIATES, LLC

I, DIEGO MORALES, 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 Friday, August 30, 2024.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 30, 2024.

Diego Morales

DIEGO MORALES
SECRETARY OF STATE

202408301820215 / 10470162

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

[illegible]

Formed pursuant to the provisions of the Indiana Code.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID	202408301820215
BUSINESS TYPE	Foreign Limited Liability Company
BUSINESS NAME	EXCHANGE ASSOCIATES, LLC
PRINCIPAL OFFICE ADDRESS	1826 Race Street, Cincinnati, OH, 45202, USA

ARTICLE II - REGISTERED OFFICE AND ADDRESS

REGISTERED AGENT TYPE	Business Commercial Registered Agent
NAME	C T CORPORATION SYSTEM
ADDRESS	334 North Senate Avenue, Indianapolis, IN, 46204, USA

[illegible]

PERIOD OF DURATION	Perpetual
EFFECTIVE DATE	08/30/2024
EFFECTIVE TIME	12:51PM

[illegible]

TITLE	President
NAME	Robert Maly
ADDRESS	1826 Race Street, Cincinnati, OH, 45202, USA

[illegible]

THE LLC WILL BE MANAGED BY MANAGER(S)	Yes
IS THE LLC A SINGLE MEMBER LLC?	Yes

APPROVED AND FILED
DIEGO MORALES
INDIANA SECRETARY OF STATE
08/30/2024 01:06 PM

ARTICLE V - FOREIGN ENTITY [illegible] INFORMATION

FORMATION DATE	08/29/2024
COUNTRY	USA
STATE	OH

SIGNATURE

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED DESIRES TO EFFECTUATE THE ADMITTANCE OF THIS LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF INDIANA PURSUANT TO INDIANA LAW.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **August 30, 2024.**

THE UNDERSIGNED ACKNOWLEDGES THAT A PERSON COMMITS A CLASS A MISDEMEANOR BY SIGNING A DOCUMENT THAT THE PERSON KNOWS IS FALSE IN A MATERIAL RESPECT WITH THE INTENT THAT THE DOCUMENT BE DELIVERED TO THE SECRETARY OF STATE FOR FILING.

SIGNATURE	Geoffrey G. Leder
TITLE	Legal Representative

Business ID : 202408301820215
Filing No : 10470162

APPROVED AND FILED
DIEGO MORALES
INDIANA SECRETARY OF STATE
08/30/2024 01:06 PM

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show EXCHANGE ASSOCIATES, LLC, an Ohio Limited Liability Company, Registration Number 5279262, was organized in the State of Ohio on August 29, 2024, is currently in FULL FORCE AND EFFECT upon the records of this office.

THE SEAL OF THE SECRETARY OF STATE OF OHIO

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 30th day of August, A.D. 2024.

Ohio Secretary of State

Validation Number: 202424302446

80' W OF E 40 FT SP W OF LOT 154 ORIGINAL PLAT ADD, COMMONLY KNOWN AS 555 SOUTH HARRISON STREET, MORE ACCURATELY DESCRIBED AS:

ALL THAT PART OF THE SOUTHEAST 1/4 OF SECTION 2, TOWNSHIP 30 NORTH, RANGE 12 EAST, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF HARRISON AND COLUMBIA STREETS, IN THE CITY OF FORT WAYNE, INDIANA; THENCE EAST ALONG THE NORTH LINE OF COLUMBIA STREET APPROXIMATELY 40 FEET TO THE CENTER OF THE PARTY WALL; THENCE NORTH AND PARALLEL WITH HARRISON STREET THROUGH THE CENTER OF THE PARTY WALL 110 FEET; THENCE WEST AND PARALLEL WITH COLUMBIA STREET APPROXIMATELY 40 FEET TO THE EAST LINE OF HARRISON STREET; THENCE SOUTH ALONG THE EAST LINE OF HARRISON STREET 110 FEET TO THE PLACE OF BEGINNING, IN THE CITY OF FORT WAYNE.

ALSO:

THAT PORTION OF THE SOUTH EAST 1/4 OF SECTION 2, TOWNSHIP 30 NORTH, RANGE 12 EAST DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTH LINE OF COLUMBIA STREET 40 FEET EAST OF THE NORTH EAST CORNER OF HARRISON AND COLUMBIA STREETS IN THE CITY OF FORT WAYNE, INDIANA;

THENCE EAST ALONG THE NORTH LINE OF COLUMBIA STREET 40 FEET; THENCE NORTH AND PARALLEL WITH THE EAST LINE OF HARRISON STREET THRU THE CENTER OF A PARTY WALL 110 FEET TO THE SOUTH LINE OF DOCK STREET; THENCE WEST ALONG SAID SOUTH LINE OF DOCK STREET 40 FEET;

THENCE SOUTH AND PARALLEL WITH THE EAST LINE OF HARRISON STREET THRU THE CENTER OF A PARTY WALL 110 FEET TO THE PLACE OF BEGINNING.

SUBJECT TO ANY AND ALL EASEMENTS AND RESTRICTIONS OF RECORD, OR OTHERWISE.

SUBJECT TO ANY FACTS THAT MAY BE DISCLOSED IN A FULL AND ACCURATE TITLE SEARCH. BEARINGS ARE BASED ON THE INDIANA STATE PLANE COORDINATE SYSTEM, EAST ZONE, US FOOT.

THE RELATIVE POSITIONAL PRECISION OF EACH CORNER IS WITHIN THE LIMITS ACCEPTED BY THE PRACTICE OF PROFESSIONAL SURVEYING IN MICHIGAN.

modelgroup

The Landing Exchange

7/16/2024

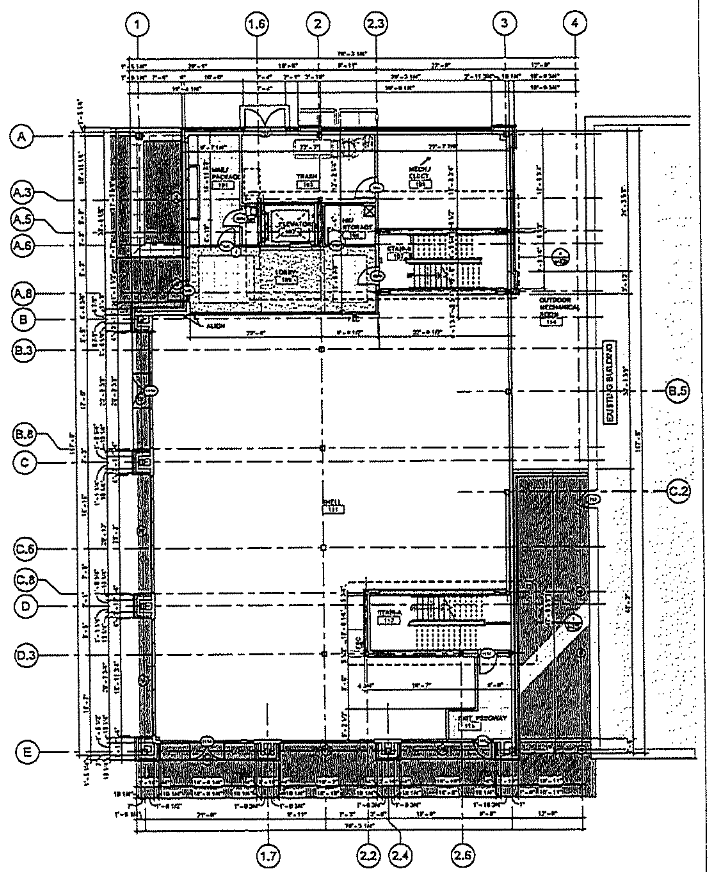
MKM architecture + design

FLOOR PLAN GENERAL NOTES

[illegible]

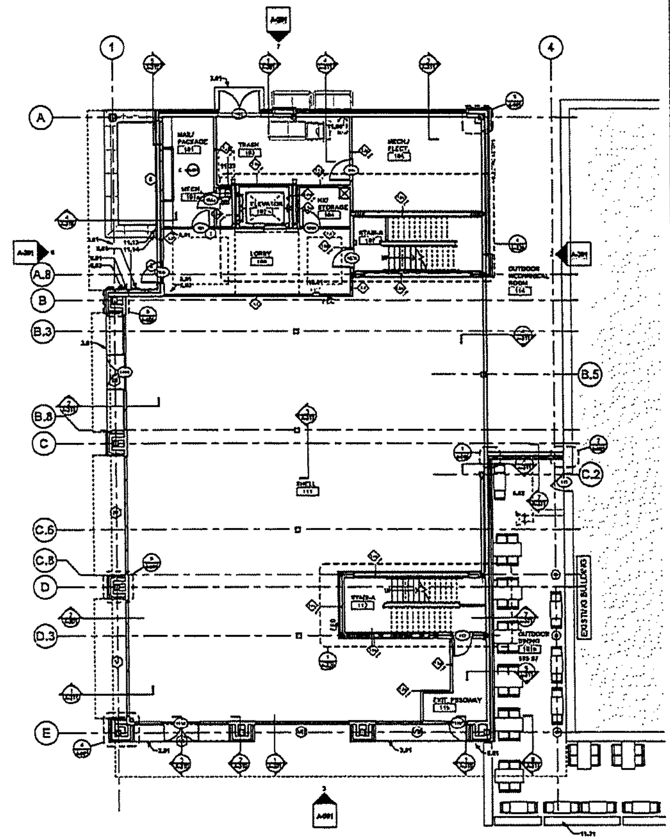
FLOOR PLAN NOTES

[illegible]



FIRST FLOOR DIMENSION PLAN

1/8" = 1'-0"



FIRST FLOOR NOTATION PLAN

1/8" = 1'-0"

MKM architecture + design

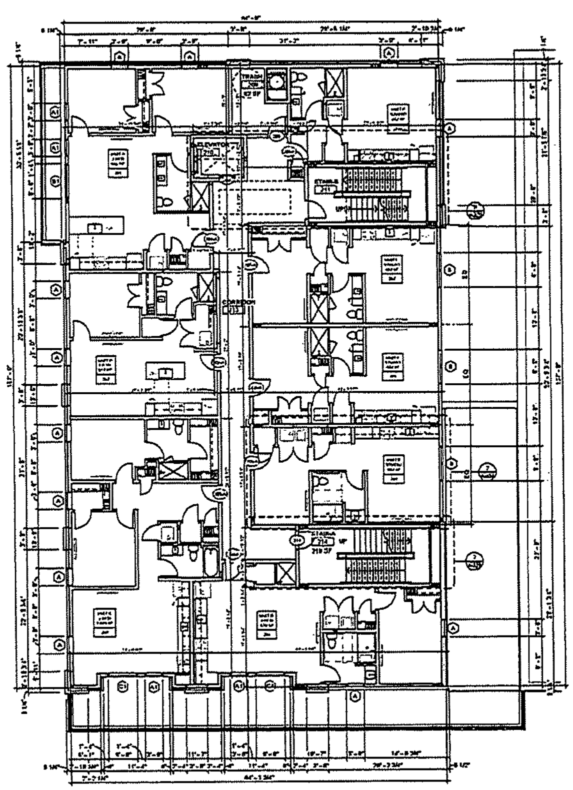
IN-PROGRESS DOCUMENT NOT FOR CONSTRUCTION

THE LANDING 3.0

NEW CONSTRUCTION
555 S. HARRISON ST.
Fort Wayne, Indiana 46802

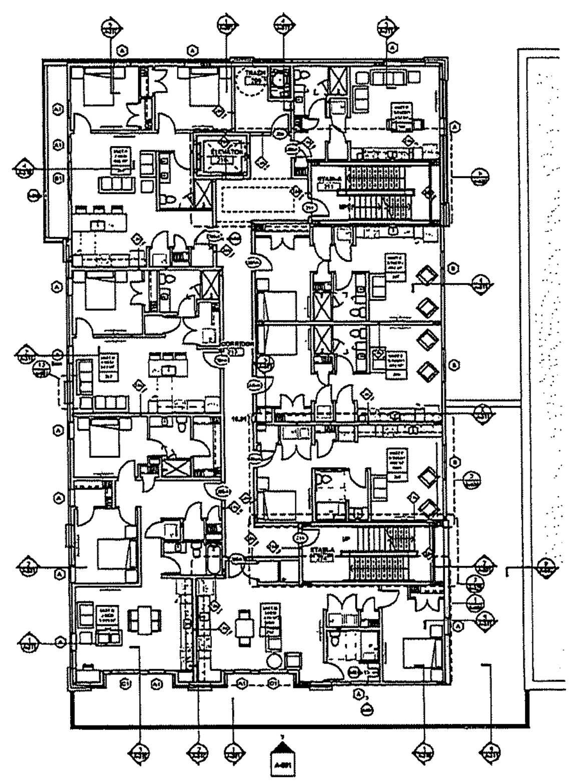
FIRST FLOOR NOTATION & DIMENSION PLANS

A-111



SECOND FLOOR DIMENSION PLAN

1/8" = 1'-0"



SECOND FLOOR NOTATION PLAN

1/8" = 1'-0"

FLOOR PLAN GENERAL NOTES

FLOOR PLAN NOTES

MKM
architecture + design

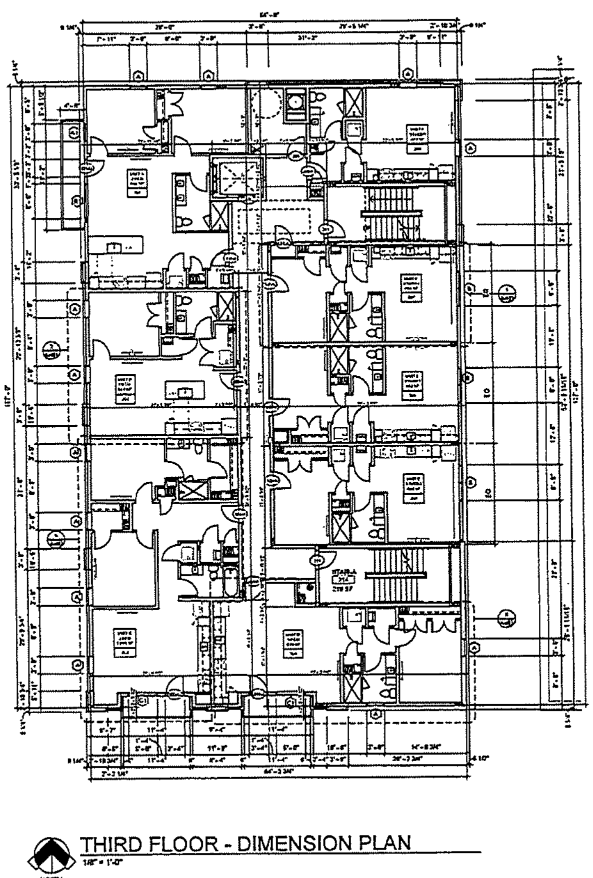
IN-PROGRESS
DOCUMENT
NOT FOR
CONSTRUCTION

THE LANDING 3.0

NEW CONSTRUCTION
555 S. HARRISON ST.
Fort Wayne, Indiana 46802

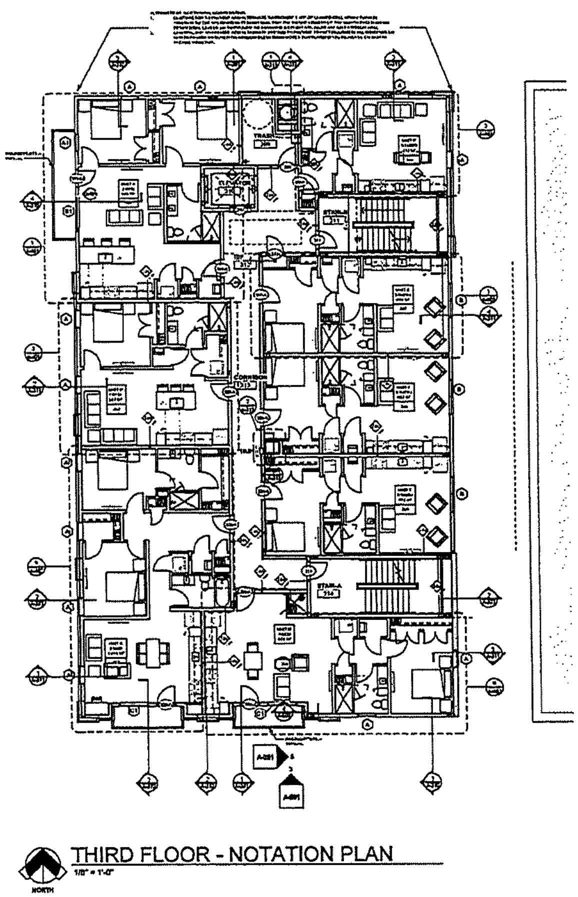
SECOND FLOOR NOTATION
& DIMENSION PLANS

A-112



THIRD FLOOR - DIMENSION PLAN

1/8" = 1'-0"



THIRD FLOOR - NOTATION PLAN

1/8" = 1'-0"

FLOOR PLAN GENERAL NOTES

FLOOR PLAN NOTES

MKM
architecture + design

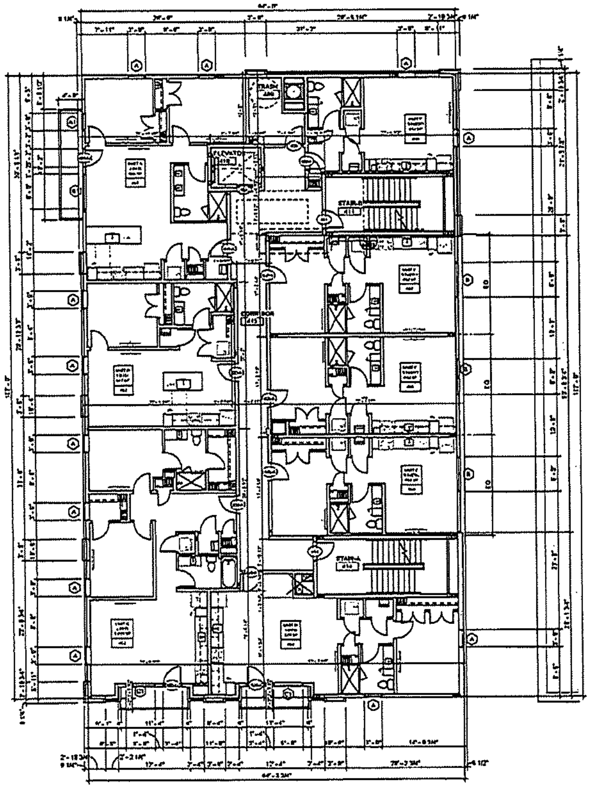
IN-PROGRESS DOCUMENT NOT FOR CONSTRUCTION

THE LANDING 3.0

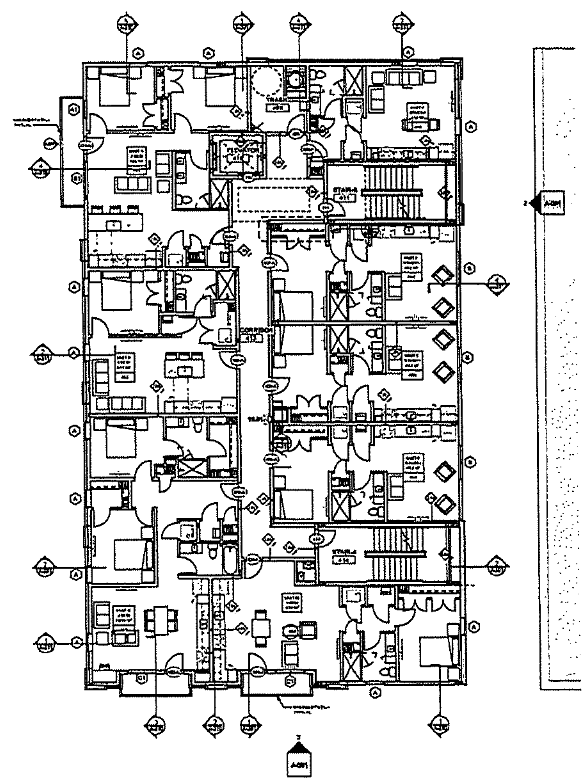
NEW CONSTRUCTION
555 S. HARRISON ST.
Fort Wayne, Indiana 46802

THIRD FLOOR NOTATION & DIMENSION PLANS

A-113



FOURTH FLOOR - DIMENSION PLAN
1/8" = 1'-0"



FOURTH FLOOR - NOTATION PLAN
1/8" = 1'-0"

FLOOR PLAN GENERAL NOTES

FLOOR PLAN NOTES

MKM
architecture + design

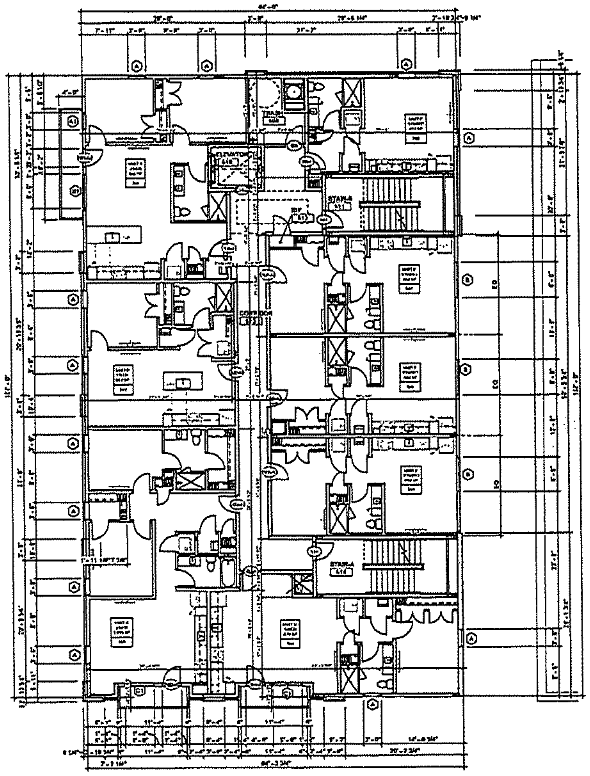
IN-PROGRESS DOCUMENT NOT FOR CONSTRUCTION

THE LANDING 3.0

NEW CONSTRUCTION
555 S. HARRISON ST.
Fort Wayne, Indiana 46802

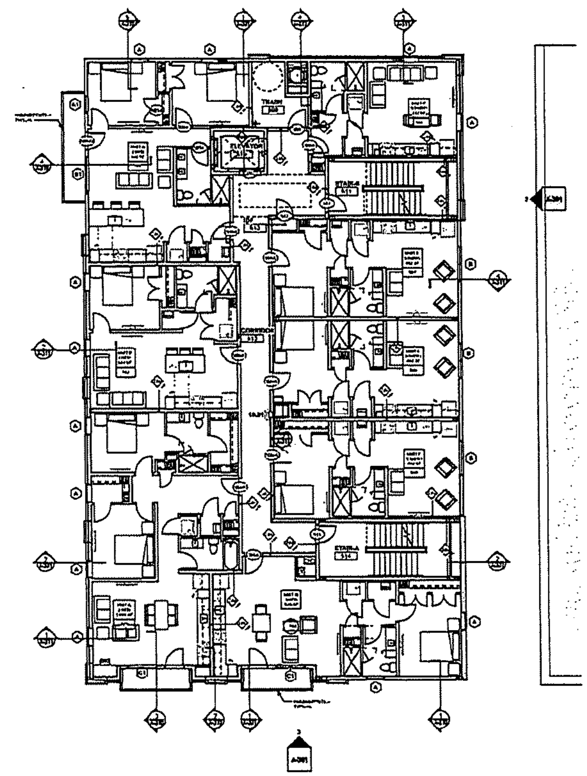
FOURTH FLOOR NOTATION & DIMENSION PLANS

A-114



FIFTH FLOOR - DIMENSION PLAN

1/8" = 1'-0"



FIFTH FLOOR - NOTATION PLAN

1/8" = 1'-0"

FLOOR PLAN GENERAL NOTES

FLOOR PLAN NOTES

MKM architecture + design

IN-PROGRESS DOCUMENT NOT FOR CONSTRUCTION

THE LANDING 3.0

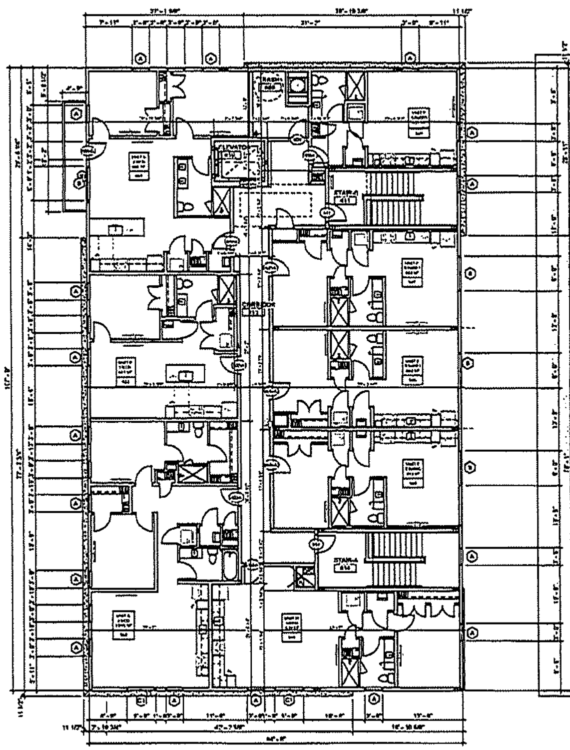
NEW CONSTRUCTION
555 S. HARRISON ST.
Fort Wayne, Indiana 46802

FIFTH FLOOR NOTATION & DIMENSION PLANS

A-115

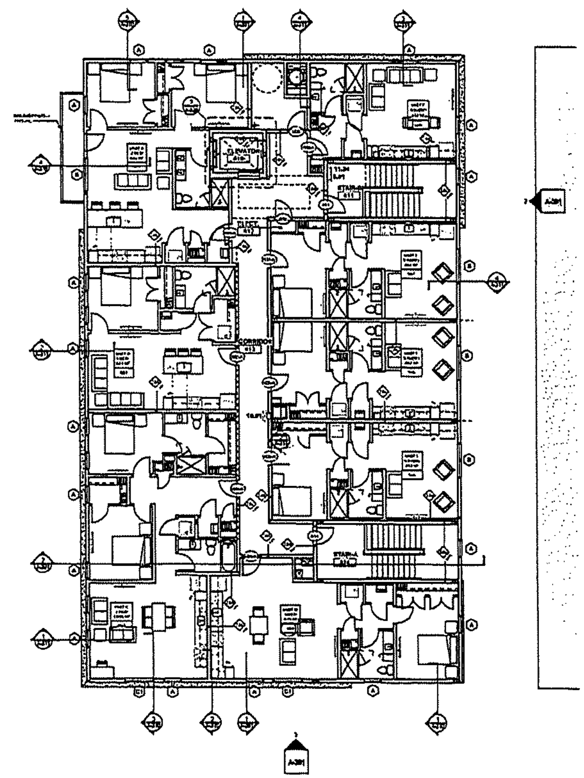
FLOOR PLAN GENERAL NOTES

FLOOR PLAN NOTES



SIXTH FLOOR - DIMENSION PLAN

1/8" = 1'-0"



SIXTH FLOOR - NOTATION PLAN

1/8" = 1'-0"

MKM
architecture + design

IN-PROGRESS DOCUMENT NOT FOR CONSTRUCTION

THE LANDING 3.0

NEW CONSTRUCTION
555 S. HARRISON ST.
Fort Wayne, Indiana 46802

SIXTH FLOOR NOTATION & DIMENSION PLANS

A-116

Surveyor's Report

This report and the accompanying survey plat have been prepared in accordance with Title 865, Article 1, Rule 12, Sec 1-29 and all amendments thereto of the Indiana Administrative Code, which establishes the minimum standards for the practice of land surveying.

Monuments set are 5/8 inch round by 24 inch long steel rebars with yellow plastic caps stamped "GOU LS29500017", and set flush with the ground surface, unless otherwise noted.
Monuments found are noted with an above (x.x) or below (-x.x) ground surface dimension.

The purpose for this survey is to "retrace" the boundary of real estate described in Document 91-024589 in the Office of the Recorder of Allen County, Indiana.

THEORY OF LOCATION:
The lines and corners for this survey were established as depicted on the survey drawing and per information found in recorded documents as referenced hereon. Reference dimensions are noted on the survey drawing as to the location of apparent "seams" between common brick walls that separate the individual buildings as depicted on the survey drawing, however the nature of the shared ("party") walls between buildings (i.e. wall thickness, etc...) in relationship to the apparent "seams" is unknown.

The uncertainty in the lines and corners found or established by this survey are as follows:

(A) Availability and condition of reference monuments:
Monuments found are described and depicted on the survey drawing.
Uncertainty created by the location of the monuments found or set on the subject property due to variations in reference monuments (monuments found on the subject property and on adjacent properties) is the difference between "measured" and "platted" or "recorded" angular or distance measurements as depicted on the survey drawing.
The maximum uncertainty for this survey is 0.30' +/- in a North-South direction and 0.80' +/- in an East-West direction.

(B) Occupation or possession lines:
East line: the outer face of exterior building wall = 2.0' +/- uncertainty.
South line: edge of asphalt pavement = 0.5' +/- uncertainty.
West line: edge of asphalt pavement/back of concrete sidewalk = 0.3' +/- uncertainty.
North line: 6" concrete curb = 0.5' +/- uncertainty.

(C) Clarity or ambiguity of the record description and or adjoiner's descriptions:
No uncertainty was created by the above mentioned documents.

(D) This survey falls under the classification of an "Urban" survey. The acceptable relative positional accuracy (random errors in measurements) = 0.07 feet (21 millimeters) plus 50 parts per million as specified in Section 7 of said Rule 12.

Title Commitment Information

THE PROPERTY HEREON DESCRIBED IS THE SAME AS THE PERTINENT PROPERTY DESCRIBED IN EXHIBIT "A" IN THE TITLE INSURANCE COMMITMENT BY OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY, FILE NO. 1932527, WITH A COMMITMENT DATE OF MARCH 21, 2019.

Schedule B, Part II Items

1. Any defect, lien, encumbrance, adverse claim, or other matter that appears for the first time in the Public Records or is created, attaches, or is disclosed between the Commitment Date and the date on which all of the Schedule B, Part I-Requirements are met.
SURVEYOR'S COMMENT: NOT A MATTER OF SURVEY.
2. Any discrepancies or conflicts in boundary lines, any shortages in area, or any encroachment or overlapping of improvements.
SURVEYOR'S COMMENT: SEE SURVEY DRAWING.
3. Any Encroachments, encumbrances, violation, variation or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land.
SURVEYOR'S COMMENT: SEE SURVEY DRAWING.
4. Easements, liens or encumbrances or claims thereof, which are not shown by the public records.
SURVEYOR'S COMMENT: NONE KNOWN AT THIS TIME.
5. Any lien, or right to lien for services, labor or material imposed by law and not shown by the public records.
SURVEYOR'S COMMENT: NOT A MATTER OF SURVEY.
6. Taxes of 2018 due and payable in 2019
In name of: Landing Properties Inc
Description: 80 Ft W Of E 40 Ft Of Sp W Of Lot 154 Original Plat Add
Value of Land $78,400.00 Value of Improvements $3,400.00
Mortgage Exemption $NONE Homestead Deduction $NONE
Homestead Supplemental $NONE
1st Installment $1,177.85 - UNPAID
2nd Installment $1,177.85 - UNPAID
Duplicate No. 1902631 PIN No. 02-12-02-405-001.000-074
Taxes of 2019 payable in 2020 are a lien but not yet computed and not yet due and payable.
Special Assessment for Economic Development in the amount of $110.70 - UNPAID
SURVEYOR'S COMMENT: NOT A MATTER OF SURVEY.
7. Terms and Provisions of Resolution No. R-70-95, a Resolution Approving the Establishment of an "Economic Improvement District" for the Downtown Area of the City of Fort Wayne and an Initial Economic Improvement Board, adopted October 24, 1995 by the Common Council of the City of Fort Wayne, recorded February 23, 1997 as Document Number 970009234, as modified by Resolution No. R-72-96 adopted November 26, 1996 and recorded February 23, 1997 as Document Number 970009233.
SURVEYOR'S COMMENT: AFFECTS SUBJECT REAL ESTATE. NOT PLOTTABLE.
8. Insured real estate lies within the bounds of the premises described as part of the Urban Renewal Plan for the West Main Street Renewal Project as set out in Instrument recorded June 5, 1975 as Document Number 75-10626, and as amended by Document Number 76-00570 recorded January 13, 1976; and as further amended by Document Number 78-20408 recorded July 12, 1978.
SURVEYOR'S COMMENT: AFFECTS SUBJECT REAL ESTATE. NOT PLOTTABLE.
9. Rights of tenants under unrecorded leases.
SURVEYOR'S COMMENT: NOT A MATTER OF SURVEY.

Statement of Encroachments

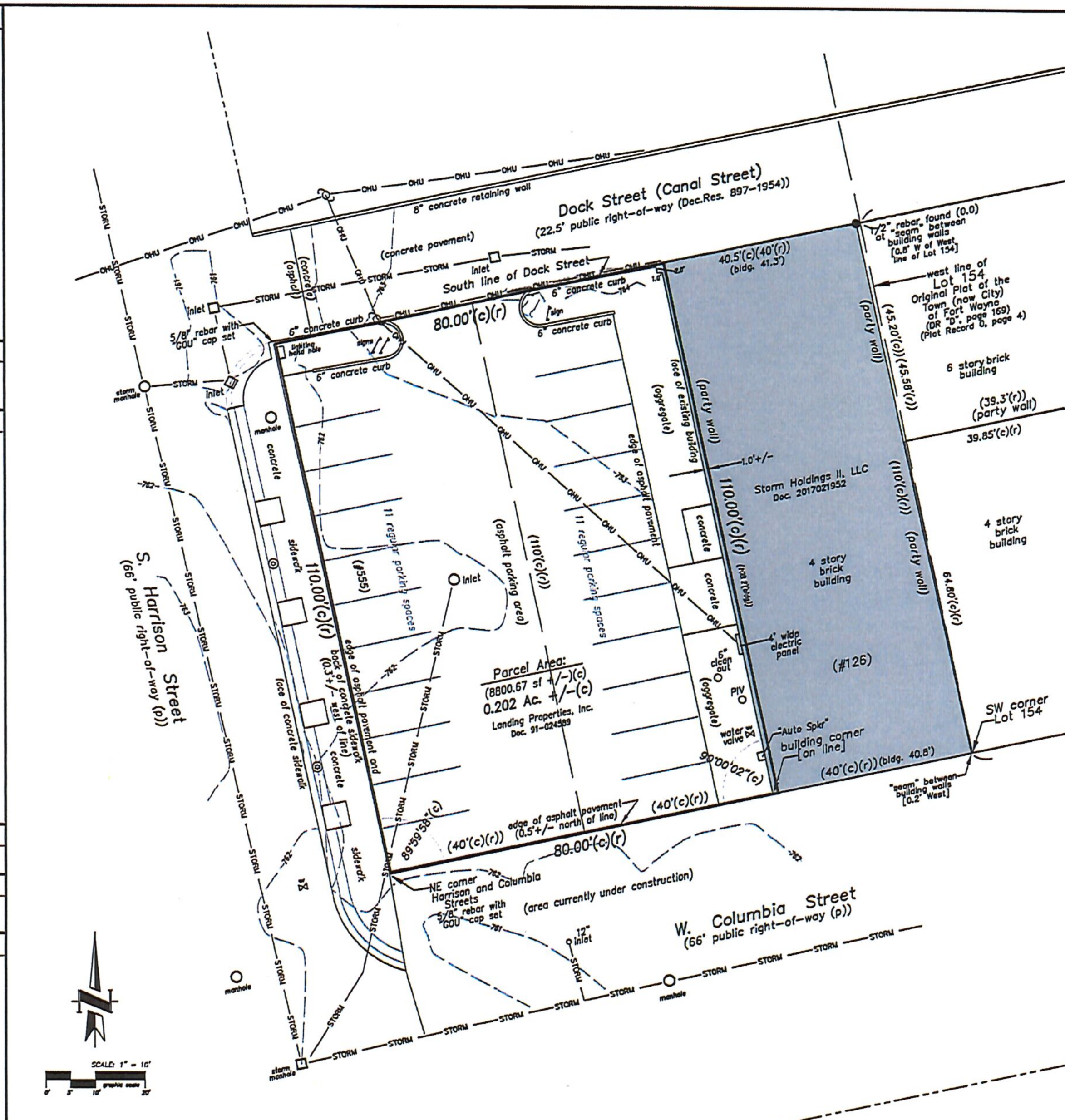
The west face of the building associated with the property adjoining subject parcel to the east encroaches onto the subject parcel by up to 2.0' +/-.

Flood Statement

AS SCALED ON THE NFIP FIRM MAP NUMBER 18003C0286G FOR ALLEN COUNTY, INDIANA, DATED AUGUST 3, 2009, THE REAL ESTATE DEPICTED AND DESCRIBED HEREON APPEARS TO LIE IN ZONE "X" (NOT A SPECIAL FLOOD HAZARD AREA).

Legend

SF	SQUARE FEET	CLF	CHAIN LINK FENCE
	CONCRETE SURFACE	WPF	WOOD PANEL FENCE
	NO PARKING AREA	PWF	POST & WIRE FENCE
	HANDICAP PARKING SPACE	PPF	PLASTIC PRIVACY FENCE
PS	PARKING SPACE(S)		DRAINAGE INLET
TF	TRANSFORMER		GAS VALVE
AC	AIR CONDITIONER		WATER VALVE
WM	WATER METER		STORM MANHOLE/CATCH BASIN
EM	ELECTRIC METER		SANITARY MANHOLE
GM	GAS METER		UTILITY POLE
TR	TELEPHONE RISER		GUY ANCHOR
CO	CLEAN OUT		LIGHT POLE
Δ	CENTRAL ANGLE		FIRE HYDRANT
L	ARC LENGTH		SIGN
R	RADIUS		BOLLARD
CB	CHORD BEARING		IRRIGATION CONTROL LID
C	CHORD LENGTH		MONITORING WELL
(m)	MEASURED	PIV	POST INDICATOR VALVE
(r)	RECORDED	—OHU—	OVERHEAD UTILITY LINE
(c)	CALCULATED	—STORM—	STORM SEWER
(p)	PLATTED		



Description

80' W of E 40 Ft Sp W of Lot 154 Original Plat Add, commonly known as 555 South Harrison Street, more accurately described as:

All that part of the Southeast 1/4 of Section 2, Township 30 North, Range 12 East, described as follows:

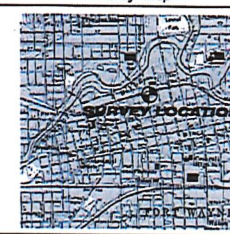
Beginning at the Northeast corner of Harrison and Columbia Streets, in the City of Fort Wayne, Indiana; thence East along the North line of Columbia Street approximately 40 feet to the center of the party wall; thence North and parallel with Harrison street through the center of the party wall 110 feet; thence West and parallel with Columbia Street approximately 40 feet to the East line of Harrison Street; thence South along the East line of Harrison Street 110 feet to the place of beginning, in the City of Fort Wayne.

ALSO:

That portion of the South East 1/4 of Section 2, Township 30 North, Range 12 East described as follows:

Beginning at a point on the North line of Columbia Street 40 feet East of the North East corner of Harrison and Columbia Streets in the City of Fort Wayne, Indiana; thence East along the North line of Columbia Street 40 feet; thence North and parallel with the East line of Harrison Street thru the center of a party wall 110 feet to the South line of Dock Street; thence West along said South line of Dock Street 40 feet; thence South and parallel with the East line of Harrison Street thru the center of a party wall 110 feet to the place of beginning.

Vicinity Map



General Notes

1. THIS SURVEY REFLECTS ABOVE GROUND INDICATIONS OF UTILITIES AND INFORMATION AVAILABLE FROM UTILITY COMPANIES AT TIME OF SURVEY. THE SURVEYOR MAKES NO GUARANTEE THAT ANY UNDERGROUND UTILITIES SHOWN COMPRISE ALL SUCH UTILITIES IN THE AREA, IN SERVICE OR ABANDONED. THE SURVEYOR FURTHER DOES NOT WARRANT THAT ANY UNDERGROUND UTILITIES SHOWN ARE IN THE EXACT LOCATION INDICATED, ALTHOUGH HE DOES CERTIFY THAT THEY ARE DEPICTED AS ACCURATELY AS POSSIBLE FROM THE INFORMATION AVAILABLE. THE SURVEYOR HAS NOT PHYSICALLY LOCATED UNDERGROUND UTILITIES.
2. ALL STATEMENTS WITHIN THE CERTIFICATION, AND OTHER REFERENCES LOCATED ELSEWHERE HEREON, RELATED TO: UTILITIES, IMPROVEMENTS, STRUCTURES, BUILDINGS, PARTY WALLS, PARKING, EASEMENTS, SERVITUDES, AND ENCROACHMENTS ARE BASED SOLELY ON ABOVE GROUND, VISIBLE EVIDENCE, UNLESS ANOTHER SOURCE OF INFORMATION IS SPECIFICALLY REFERENCED HEREON.
3. THIS SURVEY MEETS OR EXCEEDS THE SURVEY STANDARDS/STANDARDS OF CARE AS SET FORTH IN SECTION 3 OF THE 2016 ALTA/NSPS SURVEY REQUIREMENTS.
4. THE SUBJECT PROPERTY HAS DIRECT PHYSICAL ACCESS TO DOCK STREET, A DEDICATED PUBLIC STREET.
5. THERE IS NO VISIBLE EVIDENCE OF CEMETERIES ON SUBJECT PROPERTY.
6. THERE IS NO OBSERVABLE EVIDENCE OF EARTH MOVING WORK, BUILDING CONSTRUCTION OR BUILDING ADDITIONS WITHIN RECENT MONTHS.
7. THERE IS NO OBSERVABLE EVIDENCE OF SITE USE AS A SOLID WASTE DUMP, SUMP OR SANITARY LANDFILL.
8. THE PARCELS CONTAINED IN THE LEGAL DESCRIPTION ARE CONTIGUOUS WITHOUT ANY GAPS, GORES OR OVERLAPS UNLESS OTHERWISE DEPICTED AND/OR DESCRIBED HEREON.
9. ZONING INFORMATION NOT PROVIDED TO THE SURVEYOR BY THE TITLE INSURER.
10. BUILDING AREAS SHOWN HEREON ARE FOR THE FOOTPRINT OF THE BUILDING ONLY.
11. NO APPARENT CHANGES IN STREET RIGHT OF WAY LINES EITHER COMPLETED OR PROPOSED, AND AVAILABLE FROM THE CONTROLLING JURISDICTION. NO OBSERVABLE EVIDENCE OF RECENT STREET OR SIDEWALK CONSTRUCTION OR REPAIRS.
12. NOT VALID WITHOUT THE SIGNATURE AND SEAL OF A STATE OF INDIANA REGISTERED LAND SURVEYOR. ADDITIONS TO OR DELETIONS FROM THIS SURVEY DRAWING ARE PROHIBITED WITHOUT THE WRITTEN CONSENT OF THE HEREON SIGNED REGISTERED LAND SURVEYOR.
13. NO ATTEMPT WAS MADE TO DETERMINE WETLANDS OR OTHER ENVIRONMENTAL ISSUES, UNLESS OTHERWISE NOTED.
14. VERTICAL (ELEVATION) INFORMATION DEPICTED HEREON IS BASED ON DATA COLLECTED DURING THE SURVEY AND IS BASED ON THE "NAVD 1988" DATUM. (FORT WAYNE CORS ARP)

Surveyor's Certificate

TO: STORM HOLDINGS II, LLC; OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY; TITAN TITLE SERVICES, LLC

THIS IS TO CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2016 MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/NSPS LAND TITLE SURVEYS, JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS, AND INCLUDES ITEMS 1, 2, 3, 4, 5, 8, 9, 11, 13, 17, 19 AND 20 OF TABLE A THEREOF.

THE INITIAL FIELD WORK WAS PERFORMED ON 04/16/2019.

DATE: 05/31/2019

REGISTERED SURVEYOR: TIMOTHY C. GOULOFF, LS
REGISTERED LAND SURVEYOR NO.: 29500017

TIMOTHY C. GOULOFF REGISTERED No. 29500017 STATE OF INDIANA LAND SURVEYOR

REVISION	DATE	COMMENT	REVISION	DATE	COMMENT
	4/23/19	PRELIM. SURVEY ISSUED			
	5/31/19	FINAL SURVEY ISSUED			

ALTA / NSPS Land Title Survey
Property Address:
555 S. Harrison Street, Fort Wayne, IN 46802

GOULOFF-JORDAN SURVEYING AND DESIGN, INC.
1133 BROADWAY FORT WAYNE, IN 46802
PH (260) 424-5362 FAX (260) 424-4916

Job No.: 20190079
Drawn by: TMJ
Checked by: TCG
Sheet: 1 of 1

FORT WAYNE ECONOMIC DEVELOPMENT COMMISSION
FORM ED-1

Business Name Landing Exchange, LLC
Business Address 1826 Race Street, Cincinnati, Ohio 45206
Telephone No. 513-559-0048
Fax No.
CEO Name Robert Maly
CEO Title President

Contact Person Zach Woolard
Contact Title Senior Developer
Contact Phone No. 513-559-5863

$18,100,000
Projected Cost of Project

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	0	0	$ 0	$ 0	$ 0
Retained Fort Wayne Employment	0	0	$ 0	$ 0	$ 0
# of Jobs Created at Opening	8	7	$ 744640	$ 25	$ 26
# of Jobs Created Within Three Years	11	15	$ 1287520	$ 29	$ 28

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

____Pension Plan
x____Major Medical Plan
____Disability Insurance
____Life Insurance
x____Dental Insurance
x____Vision Insurance
____Tuition Reimbursement

What Percentage of the above benefits are paid by the employee? 25________%

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