

**FINAL AGENDA FOR THE COUNCIL MEETING
CITY OF PORTAGE
June 26, 2012**

7:30 p.m. Call to Order.

Invocation: Pastor Mike Drew of Workplace Chaplains.

Pledge of Allegiance.

Roll Call.

Proclamation: Firefighters Boot Drive Weekend for Muscular Dystrophy.

- A. Approval of the Special and Regular Meeting Minutes of June 12, 2012.
- * B. Approval of Consent Agenda Motions.
- * C. Communication from the City Manager recommending that City Council approve the Accounts Payable Register of June 26, 2012, as presented.
- D. Public Hearings:
- E. Petitions and Statements of Citizens:
- F. Reports from the Administration:
 - * 1. Communication from the City Manager recommending that City Council:
 - a. acknowledge receipt of all of the submitted liquor license applications; and
 - b. select the Repertoire Coffee House and Theater, Inc., application and request additional information from this applicant for consideration of conditional approval on September 25, 2012.
 - * 2. Communication from the City Manager recommending that City Council approve the Fiscal Year 2012-13 Community Development Block Grant Fund contracts and General Fund Human/Public Services contracts and authorize the City Manager to execute all documents on behalf of the city.
 - * 3. Communication from the City Manager recommending that City Council accept the amendment to Division 2, Section 2-171; 2-173; and 2-175, Article 5 "Purchases and Sales" in the City of Portage Code of Ordinances for first reading and set a second reading with final adoption for July 10, 2012.
 - * 4. Communication from the City Manager recommending that City Council approve replacement of The Meadows at Woodbridge Hills sign located in the Churchill Lane median island and authorize the City Manager to execute the Streetscape Enhancement Agreement.
 - * 5. Communication from the City Manager recommending that City Council approve a permit for a proposed fireworks display on July 4, 2012, sponsored by the Portage Rotary Club.
 - * 6. Communication from the City Manager recommending that City Council extend the contract with Kal Clean, Inc., dba Paris Cleaners, for police uniform cleaning through December 31, 2012, in the approximate amount of \$8,000 and authorize the City Manager to execute all documents related to this matter on behalf of the city.
 - * 7. Communication from the City Manager regarding the May 2012 Summary Environmental Activity Report – Information Only.
 - * 8. Department Monthly Reports.
- G. Communications:

H. Unfinished Business:

1. Communication from the City Manager regarding the follow-up review of the discussion on “Best Practices on Formation of City Council Committees and Responsibilities.”

* I. Minutes of Boards and Commissions Meetings:

1. Portage Historic District Commission of May 2, 2012.
2. Portage Environmental Board of May 9, 2012.
3. Portage Zoning Board of Appeals of May 14, 2012.
4. Portage Board of Education Regular Business of May 21, 2012.

J. Ad-Hoc Committee Reports:

K. New Business:

L. Bid Tabulations:

M. Other City Matters:

1. Statements of Citizens.
2. From City Council and City Manager.

* 3. Reminder of Meetings:

- a. Wednesday, June 27, 6:30 p.m., Special Meeting to discuss the recent cutting of trees along Angling Road, City Hall Council Chambers.
- b. Thursday, June 28, 4:30 p.m., Public Media Network Board of Directors, 359 South Kalamazoo Mall, 3rd floor.
- c. Thursday, July 5, 7:00 p.m., Planning Commission, City Council Chambers.
- d. Monday, July 9, 7:00 p.m., Zoning Board of Appeals, City Council Chambers.

N. Materials Transmitted of June 12, 2012.

Adjournment.

CITY COUNCIL MEETING SUMMARY

June 12, 2012

CHECK REGISTER

- ◆ Approved the Check Register of June 12, 2012, as presented.

PUBLIC HEARING

- ◆ Approved the Tentative Plan Amendment for Oakland Hills at Centre Planned Development at 2275, 2301 and 2401 West Centre Avenue and 8080 Oakland Drive, subject to the conditions outlined in the April 13, 2012 Department of Community Development report.

PETITIONS AND STATEMENTS OF CITIZENS

- ◆ Dr. Romeo Phillips, 1983 Brighton Lane, thanked Councilmember Sackley and Finance Director Daniel Foecking for assisting him in a housing and tax matter, respectively.
- ◆ Received a presentation from Nancy Vandenberg, 4646 Wishing Well Court, representing the Angling Road neighborhood regarding the cutting of trees along Angling Road by Midwest Energy. Mr. Terry Sherman, 4545 Wishing Well Court, Mr. Leonard Vandenberg, 145 West Main, Mendon, and Ms. Tamara Russell, 4585 Wishing Well Court spoke in opposition to the cutting of trees by Midwest Energy along Angling Road and shared the impact the action has had on both themselves and their neighborhood.

REPORTS FROM THE ADMINISTRATION

- ◆ Accepted Rezoning Application #11-04 for first reading and set a public hearing for July 10, 2012; and subsequent to the public hearing, will consider approving Rezoning Application #11-04 and rezone 7932 Lakewood Drive, 707, 743, 775 and 903 East Centre Avenue, and the southern 264-feet of 801, 809, 815, 821 and 827 East Centre Avenue to OS-1, office service with the northern 198-feet of 801, 809, 815, 821 and 827 East Centre Avenue to remain zoned R-1A, one family residential.
- ◆ Accepted Rezoning Application #11-05 for first reading and set a public hearing for July 10, 2012; and subsequent to the public hearing, will consider approving Rezoning Application #11-05 and rezone 7812, 7840 and 7842 Portage Road to B-3, general business and the portion of 7908 Portage Road (approximately 351 feet by 178-feet) located immediately south of 7842 Portage Road to P-1, vehicular parking.
- ◆ Ordered notice to applicable property owners that all water and/or sewer charges remaining unpaid as of June 30, 2012, will be transferred to the 2012 city tax roll and assessed against the property for which the services were furnished.
- ◆ Awarded a three-year contract renewal to B&B Yardscape to provide quarterly brush pickup services in the amount not to exceed \$87,780 per year for Fiscal Years 2012-2013, 2013-2014 and 2014-2015; and authorized the City Manager to execute all documents related to this contract on behalf of the city.
- ◆ Approved a three-year lease extension on the Xerox Work Centre 7665P multifunction system for copying, digital printing and scanning and authorized the City Manager to execute all documents related to this matter on behalf of the city.

UNFINISHED BUSINESS

- ◆ Reaffirmed the 1991 Special Assessment Policy and denied the Administration's application of that policy to Greenspire Retail Development at 3201 W. Centre Avenue because 1) the development is not an adjacent parcel but part of the original development; 2) the original developer installed facilities were never part of a special assessment district; and 3) the application 37 years after construction is not fully supported by the 1991 policy.

BID TABULATIONS

- ◆ Approved a contract with Michigan Paving & Materials Company for the 2012 Local Street Reconstruction Program and asphalt surface repairs to isolated sections of major streets in the not to exceed amount of \$750,784.77; a change order in the not to exceed amount of \$113,490.29 for additional street repairs at unit pricing within this contract; a contract with Jones & Henry Engineer, Ltd., for construction administration and material testing for the 2012 Local Street Reconstruction Program in the not to exceed amount of \$22,725.00; and authorized the City Manager to execute all documents related to this contract on behalf of the city.
- ◆ Accepted the low bid from J. Allen & Company to provide repairs to selected major street bicycle lanes in the amount not to exceed \$18,608.05 and authorized the City Manager to execute all documents related to this contract on behalf of the city.
- ◆ Approved the purchase of eight Motorola APX7000 SWAT Radios from the Van Buren County Region 5 Fiduciary in the amount of \$12,196 and authorized the City Manager to execute all documents related to this matter on behalf of the city.

COMMUNICATIONS

- ◆ Determined to discuss the topic of how City Councilmembers are assigned to committees and how the committees conduct their business at the next Regular Meeting instead of at a special workshop session.

STATEMENTS OF CITY COUNCIL AND CITY MANAGER

- ◆ Councilmember Pearson stated his appreciation for living in a small town and to the responsiveness of City Council to the neighborhood disaster discussed earlier in the meeting.
- ◆ Mayor Pro Tem Reid stated that she was able to attend the opening of the second phase for the Heartland on behalf of the Mayor. She pointed out that, in 2010, City Council approved a Payment in Lieu of Taxes (PILOT) for this affordable housing project for seniors and commented on what a beautiful and functional development it was for people with a variety of challenges.
- ◆ Mayor Strazdas shared the importance to him of attending Eagle Scout Courts of Honor, but unfortunately he would be unable to make one this coming weekend and asked for a member of City Council to attend in his place. He also relayed that Portage responded to a fire earlier in the evening and that eight people were safely removed from the burning structure. He then offered kudos to the Department of Public Safety.

COMPLETE MINUTES OF EACH CITY COUNCIL MEETING ARE AVAILABLE ON THE CITY WEBSITE AT PORTAGEM.I.GOV, IN CITY HALL AND IN THE DISTRICT LIBRARY. MINUTES OF CITY BOARDS AND COMMISSIONS ARE AVAILABLE ON REQUEST FROM VARIOUS DEPARTMENTS.



City of Portage Proclamation

FIREFIGHTERS BOOT DRIVE WEEKEND FOR MUSCULAR DYSTROPHY

WHEREAS, Muscular Dystrophy refers to a group of more than 40 neuromuscular diseases that cause generalized weakness and muscle wasting; and

WHEREAS, research and studies have helped make great strides in better understanding the disease and developing effective new techniques to diagnose, treat, prevent and find a cure; and

WHEREAS, the Muscular Dystrophy Association is a dedicated partnership of scientists and citizens aimed at conquering neuromuscular diseases through research, patient care and education; and

WHEREAS, the selfless men and women of the Portage Department of Public Safety Fire Division generously donate their time and energy every year to support the battle against muscular dystrophy; and

WHEREAS, during Fill the Boot Days, local firefighters will fan out across various intersections with boots in hand, asking donations to support the Muscular Dystrophy Association.

NOW, THEREFORE BE IT RESOLVED, that I, Peter Strazdas, Mayor of the City of Portage, do hereby proclaim July 12, 13 and 14, 2012, as Boot Drive Weekend in Portage and ask all citizens to support the efforts of the Portage Firefighters and the Muscular Dystrophy Association.



Signed this 26th day of June 2012

Peter J. Strazdas, Mayor

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**MINUTES OF THE SPECIAL MEETING OF THE PORTAGE CITY COUNCIL
OF JUNE 12, 2012 – CITY POLICY FOR UTILITY CONNECTION CHARGES
AND APPLICATION OF CHARGES TO THE GREENSPIRE DEVELOPMENT**

Mayor Peter Strazdas called the meeting to order at 6:01 p.m. The following Councilmembers were present: Councilmembers Jim Pearson, Patricia Randall and Edward Sackley, Mayor Pro Tem Claudette Reid and Mayor Peter Strazdas. Councilmember Terry Urban arrived at 6:03 p.m. Councilmember Elizabeth Campbell was absent with excuse. Also present were City Manager Maurice Evans, Deputy City Manager Brian Bowling, Director of Transportation and Utilities Chris Barnes, City Attorney Randy Brown and Deputy City Clerk Adam Herringa.

At the request of Mayor Strazdas, the Director of Transportation and Utilities Chris Barnes handed out and reviewed an overview of the history and application of utility connection charges. He specifically reviewed unassessed utility benefit charges and how each are determined and applied in both commercial and residential circumstances. Mr. Barnes then reviewed the different ways sewer and water lines may be installed (such as developer installed and city installed), how fees are calculated and the advent of extension districts. Mr. Barnes then reviewed the reason for extension districts, how they can be created, how they differ from special assessments and what it means today when somebody wants to connect to an extension district. Next, Mr. Barnes reviewed how and when fees are collected, how much is collected from unassessed sewer and water and what future connections could mean by way of revenue. He also specifically reviewed developer installed sewer and related payback agreements. Councilmember Sackley questioned the payback time and arrangement on developer installed sewer. There was discussion and Deputy City Manager Bowling clarified that he believes the payback period is seven years from installation. Councilmember Randall questioned if the city receives any financial benefit from people connecting to a developer installed sewer or water. Mr. Barnes clarified that the developer may receive payback up until the cost of installation and that the city does not generate any revenue from the arrangement. Discussion followed.

Mr. Barnes reviewed maps of unassessed water and sewer benefit parcels. He pointed out that there are fewer connection opportunities for sewer because of the mandatory connection program. Councilmember Sackley inquired, in the instance of a special assessment situation, whether there was also a benefit charge. Mr. Barnes explained that the benefit charge was included in the special assessment. Discussion followed. Mr. Bowling clarified that there was still a connection charge to connect to sewer and plumbing costs (such as lateral costs) for water connection.

Next, Mr. Barnes reviewed three alternatives should City Council decide to eliminate unassessed benefit charges. Mayor Strazdas summarized the discussion to this point in the meeting. Councilmember Sackley discussed benefit charges, when they are applied and how they are calculated. Mr. Sackley referenced the 1991 Special Assessment Policy and that assessments may be paid over the course of twenty years yet developer installed utilities have a seven year payback. In the case of Greenspire, Councilmember Sackley stated that this situation involves a utility installation that occurred 37 years ago and wondered if a “sunset clause” would be appropriate. Mr.

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Barnes opined that he believes there is always a benefit for someone to connect to a utility.

The Mayor asked Joe Gesmundo of American Village Builders (AVB) to address the City Council. Mr. Gesmundo thanked City Council for holding the meeting and apologized for missing the last City Council Meeting. He stated that, from a developer's perspective, the City's special assessment policy is fair and competitive and does not need to be changed. He then explained that the Greenspire development is a special circumstance and that he believes the current policy does not apply. He continued by stating that applying such a fee as is being proposed would make Portage uncompetitive.

The attorney for AVB, Pat Lennon, thanked Mr. Barnes for his presentation and explained that the special assessment policy is not usually problematic. However, in this case he questioned why AVB was being charged when AVB paid to extend the sewer line across what is now 3201 W. Centre in the 1970s into the overall development project. He further explained that the parcel in question has always been a part of the Greenspire development plan and expressed surprise that there is now a charge after 37 years of continuous ownership and development. He then explained that it was his belief that the City was inappropriately interpreting the special assessment policy to apply it to Greenspire and expressed support for a review of the policy.

Mr. Barnes next drew a sketch diagram of the streets, parcel and sewer lines involved. He explained that it was the sewer line originally put in by the city that made Greenspire possible. Mayor Strazdas inquired if there was a charge levied against Greenspire in the 1970s when the original connection was made. Mr. Barnes stated that there was not and that he is not sure of the reasoning.

Councilmember Randall inquired as to the time and money spent on looking into what amounts to an approximately \$8,000 connection charge. City Manager Evans stated that he was uncertain as to the time but there was around \$1,200 spent on an attorney opinion.

Councilmember Urban inquired if the sewer put in by Greenspire was ever dedicated to the City. Mr. Barnes responded in the affirmative. Councilmember Urban then asked how this situation differed from a housing development in which a developer pays a connection charge, sells the lots and dedicates the utility infrastructure to the city. He questioned whether there would be a benefit charge should a homeowner buy a lot and connect to sewer. Mr. Barnes replied that there would not be a charge as the original charge is paid when developer connects the utility. He reemphasized that he is not sure why a fee was not charged in the 1970s. He also stated that should a similar development occur today, a connection charge would be levied. In response to discussion, Mr. Barnes stated that none of the sewer installed by the developer was necessary to service the parcel in question.

Mr. Gesmundo opined that he has been engaged in developments in Portage for 40 years and that this is the first time the City has attempted to charge him twice for sewer. Mr. Gesmundo then cited examples to support his assertion. Mr. Lennon interjected and stated that levying the charge in this circumstance is not supported by ordinance or the special assessment policy.

Mayor Strazdas explained that the situation would not be decided in this special meeting but rather in the upcoming regular meeting that is televised. Mayor Strazdas then asked City Administration to provide a report on how many other instances of owner

developed land, which include a developer installed sanitary system and an unconnected piece or parcel, are present in the city. The Mayor further clarified by stating he is looking for a report of how many other situations are similar to that of Greenspire. Attorney Brown inquired of the Mayor if it mattered if the unconnected parcel is owned by a third party or the original owner. The response was that it should be, as in the case of Greenspire, the original owner. Mr. Barnes replied that such a report would take time and emphasized that it would be a “snapshot in time.” Mayor Strazdas then emphasized the precedent-setting nature of any action by City Council and the importance of making sure the policy applies to all similar circumstances. Discussion followed.

Mayor Strazdas asked each Councilmember to share their thoughts on the appeal of AVB. Councilmember Urban indicated that he would be inclined to deny in the hopes of getting additional information. Councilmember Randall stated that enough time and resources had been spent on the matter and that she is ready to move on and supported the appeal. Councilmember Pearson questioned the time and money and emphasized the need for compromise on matters such as this. He said there was a reasonable question on whether the developer was going to be double-charged. He continued by saying that the recommendation by City Administration does not strike him as being business-friendly and that he would like to see a waiver in this circumstance.

Councilmember Sackley stated that he recognized that any decision be made on a firm legal foundation and expressed concern regarding any precedent that might be set. He stated that he wants to make sure that, should the appeal be granted, others don't approach City Hall looking for refunds or that it looks like only those who have friends at City Hall get heard. He indicated his support of the appeal and mentioned that he was working on a motion to present at the upcoming regular meeting which would emphasize the uniqueness of this situation.

Mayor Pro Tem Reid wondered what the rationale was in the 1970s for the City not applying a benefit charge in this circumstance and stated that the approach taken in the 1970s seems different than the one taken in the 1990s and today. She also wondered, when the developer installed the sewer, if the understanding was that it was for the entire Greenspire property or just the apartments. Mr. Gesmundo indicated that he was there in the 1970s and that the Greenspire development was conducted just like all of his other developments and that he only had to pay once, which was when he paid to install the system.

Mayor Strazdas thanked City Administration for their research and information. He then stated that he believes the connection charge would have been more appropriately applied in the 1970s and that it is difficult to ask the developer to pay to connect this parcel today, especially if the City wants to be consistent. He indicated his preference that the fee be waived but stated he would still like to know how many properties might be in a similar situation in the community. He then emphasized the importance of government conducting “due diligence” on issues and expressed the importance of being able to tell citizens the impact of this and any policy decision.

Attorney Brown emphasized the importance of protecting the integrity of the policy and that the policy should be upheld. He then opined if City Council decided to make an exception to the policy, it be detailed for this particular circumstance.

Mayor Strazdas adjourned the meeting at 7:24 p.m.

CITY COUNCIL MEETING MINUTES FROM JUNE 12, 2012

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The Regular Meeting was called to order by Mayor Strazdas at 7:30 p.m.

At the request of Mayor Strazdas, Councilmember Urban gave the invocation and City Council and the audience recited the Pledge of Allegiance.

The Deputy City Clerk called the roll with the following members present: Councilmembers Elizabeth A. Campbell, Jim Pearson, Patricia M. Randall and Edward J. Sackley, Terry R. Urban, Mayor Pro Tem Claudette S. Reid and Mayor Peter J. Strazdas. Also in attendance were City Manager Maurice S. Evans, City Attorney Randy Brown and Deputy City Clerk Adam Herringa.

APPROVAL OF MINUTES: Motion by Reid, seconded by Campbell, to approve the May 22, 2012 Special Budget Work Session and Regular Meeting Minutes and May 31, 2012 Special Meeting Minutes. Upon a voice vote, motion carried 6 to 0 with Councilmember Urban abstaining.

* **CONSENT AGENDA:** Mayor Strazdas asked Mayor Pro Tem Reid to read the Consent Agenda. Councilmember Sackley removed Item H.1, Greenspire Retail / Sewer Utility Connection Charges, from the Consent Agenda. Motion by Reid, seconded by Campbell, to approve the Consent Agenda motions as amended. Upon a roll call vote, motion carried 7 to 0.

* **APPROVAL OF ACCOUNTS PAYABLE REGISTER OF JUNE 12, 2012:** Motion by Reid, seconded by Campbell, to approve the Accounts Payable Register of June 12, 2012. Upon a roll call vote, motion carried 7 to 0.

PUBLIC HEARING:

TENTATIVE PLAN AMENDMENT FOR OAKLAND HILLS AT CENTRE PLANNED DEVELOPMENT: Mayor Strazdas opened the public hearing and introduced Community Development Director Vicki Georgeau, who provided a detailed overview of the proposed amendment and the overall history of the Oakland Hills at Centre Planned Development. Director Georgeau emphasized the proposed changes to the plan with a particular focus on the construction of a unique cell phone tower on the development property. She discussed the reason for the selected cell phone tower design, known as the "monopine," as well as the reasons for its proposed location.

Mr. Greg Dobson of American Village Builders, AVB, spoke next and recognized representatives of the various parties involved in the Oakland Hills at Centre Planned Development that were present in the audience. Mr. Dobson reviewed the current status of the development and focused specifically on the monopine tower and why AVB is supportive of including it in their development. He also emphasized that AVB had been working with the property owner to the north, William Nuyen, and that the two parties had come to agreement on the issue of the cell phone tower as well as areas of mutual interest.

Terry Sherman, 4540 Wishing Well Court, spoke and thanked the developer and City for working to add and preserve trees in the development.

Motion by Sackley, seconded by Randall, to close the public hearing. Upon a voice vote, motion carried 7 to 0.

Motion by Sackley, seconded by Campbell, to approve the Tentative Plan Amendment for Oakland Hills at Centre Planned Development at 2275, 2301 and 2401 West Centre Avenue and 8080 Oakland Drive, subject to the conditions outlined in the April 13, 2012 Department of Community Development report.

Mayor Strazdas thanked the development team for their effort to grow the community with quality projects as well as the good communication between stakeholders in the project. He then briefly discussed the necessity, number, guidelines and maintenance necessary for cell phone towers in communities.

Attorney Brown reviewed the next steps prior to final approval of the plan amendment.

Councilmember Sackley discussed the need for communities to have widespread broadband access. He also stated that he appreciates developments that are created and implemented by those that live here and work here and strive to make their developments great assets to the community.

Mayor Pro Tem Reid recognized the overall efforts of the developer and complimented them on reaching out to the neighbor who had expressed concerns with the project.

Upon a roll call vote, motion carried 7 to 0.

PETITIONS AND STATEMENTS OF CITIZENS: Dr. Romeo Phillips, 1983 Brighton Lane, thanked Councilmember Sackley for interceding on his behalf to assist with closing the sale of his former home and being able to move into his new home in a timely manner. Dr. Phillips also thanked Daniel Foecking, City of Portage Finance Director, for taking his time on a lunch hour to personally visit Dr. Phillips in order to answer questions related to a tax matter.

Mayor Strazdas invited Nancy Vandenberg, 4646 Wishing Well Court, to come forward and address the City Council as the spokesperson for a large group of residents attending the meeting on a matter of mutual concern.

Ms. Vandenberg stated that she had contacted several City officials prior to the meeting including Mayor Strazdas, Mayor Pro Tem Reid and City Manager Evans and wondered if there was a representative of Midwest Energy present in the audience. She stated that the City and Midwest Energy were providing different stories as it relates to the cutting of trees in the Angling Road neighborhood she is representing. Ms. Vandenberg then reviewed the tree trimming practices of Consumers Energy and contrasted them with the practices of Midwest Energy which eliminated the trees in the energy company's right-of-way in her neighborhood. She emphasized that the trees that were cut provided protection from wind, snow, dirt, and especially noise pollution as a natural and beautiful barrier between their homes and U.S. 131. Her neighborhood, she stated, was changed in minutes when 150 trees were cut in a matter of minutes.

Ms. Vandenberg stated that she received a notice from the City last Friday of the impending tree cutting but woke up Monday morning to a knock on her door and the sound of chainsaws. She then reviewed a presentation, photos and brief video of the situation. In the presentation she reviewed the history of the tree plantings, emphasized the devastating effect of the cutting, the removal of a tree on Michigan Department of Transportation (MDOT) property, the removal of trees that were not located near the power lines and the future cutting plans of Midwest Energy. She also reviewed a series of questions the residents of her neighborhood would like answered. In reviewing the questions, she expressed concern about items such as differing information she said she received from Midwest Energy and the City of Portage, the planting of trees under power lines, whether Midwest Energy was following Michigan Public Service Commission (MPSC) guidelines, safety as it relates to stranded motorists seeking assistance and decreased property values. Ms. Vandenberg also expressed concern regarding gravel on the roadway, the width of the bikeway along Angling Road and potholes on the roadway. She then asked the City to protect residents from this devastating situation and continued by stating that she is deeply saddened and upset by the abrupt action taken by Midwest Energy and lack of notice.

Ms. Vandenberg then suggested that the City take steps to work with MDOT to plant new trees on the MDOT property. She requested that the City plant tall trees in this area.

Mayor Strazdas then asked if any other citizen would like to speak. Brett Vandenberg, 4646 Wishing Well Court, stated that the neighborhood has been taken back 20 years and would like an adequate replacement of the trees that were taken down.

Mr. Terry Sherman, 4550 Wishing Well Court, said he has been proud to be a Portage resident until yesterday, but the elimination of the trees changed everything. He believes the neighborhood could have come up with a better alternative than cutting the trees and expressed anger and frustration over the situation.

Mr. Leonard Vandenberg, 145 West Main, Mendon, spoke and stated that he helped to plant the trees and build the neighborhood. He emphasized that the neighborhood was simple and they created a beautiful place to live. He emphasized how devastating the situation is for residents and how much hard work it took to get the trees in place. He expressed extreme dismay at how quickly the neighborhood changed when the chainsaws started and that the neighborhood did not have a say on how to handle the situation. He closed by asking City Council for their help.

Ms. Tamara Russell, 4585 Wishing Well Court, stated that she moved to Wishing Well over 14 years ago and, prior to purchase, was concerned about the noise of the highway. She reviewed the changing value of her home in recent years and expressed concern about the value of her home now that the trees have been removed. She also expressed concerns about safety now that the natural barrier has been removed.

Mayor Strazdas informed the audience that City Council did not approve the actions of Midwest Energy and asked City Manager Evans to respond to as many questions that were raised as possible. Mr. Evans emphasized that the City and City Council really do care about residents and apologized for the situation. He stated that neither City Council nor City Administration approved of the actions by Midwest Energy. Mr. Evans then acknowledged the horrible nature of what had happened and provided a brief review of when conversations with Midwest Energy began and the nature of the conversations. He pointed out that Midwest Energy did not plan on notifying residents so the City assumed the responsibility because it was the right thing to do. He also pointed out that the action by Midwest happened faster than anyone in the City expected and that there was no collusion between the City and Midwest Energy.

Mr. Evans then said that he would plan on reviewing and answering the questions posed by residents and that he hoped to have conversations with Midwest Energy to help in getting answers. He also expressed the importance of figuring out what to do now. He emphasized the importance of having a plan in place as any action taken by the City would be precedent-setting and he is willing to work with residents on coming up with a plan.

Ms. Vandenberg expressed hope that the City would use their influence and put forth the effort to influence Midwest Energy and the Public Service Commission. She pointed out that she believes Midwest Energy is not following their own or the Michigan Public Service Commission guidelines.

Mayor Strazdas asked the City Manager to get the facts, meet with residents from the neighborhood and answer questions that have been raised. He continued by stating that various entities have responsibilities and asked City Attorney Brown which agency is responsible for overseeing or oversight of Midwest Energy. Mayor Strazdas also expressed that he would love to be able to tell a utility what to do. Attorney Brown stated that the Michigan Public Service Commission has responsibility over public utilities and asked for time to look into the situation. Mayor Strazdas then inquired what the City can do and asked the City Administration for alternatives. He stated that everyone is in agreement that this is a terrible situation and expressed optimism that there can be a good outcome. He pointed out that it is important for residents to contact their state representatives and stated that he would personally be in contact with Representative Margaret O'Brien and Senator Tonya Schuitmaker.

Councilmember Urban expressed how sorry he is for what happened and shared his own experience with a similar circumstance. He shared that nobody associated with the City made a decision to do this and that, in his experience, no other utility has used the "ground to sky" policy for utility management in the City of Portage. He regrets that things transpired as they did but pointed out that City Administration was trying to get Midwest to change their mind and took the step of informing

residents because Midwest was not going to do it. He stated that he believes the Public Service Commission is the best tool to get Midwest Energy to stop their practice and said he looks forward to receiving the report from the Administration on the matter.

Councilmember Sackley said there are three phases to consider in this situation. The first is to review the history so that we know what happened and why for context. The second is what to do today. He emphasized the importance of getting state legislators involved to deal with the Public Service Commission. He also emphasized the importance of using this as a teaching moment or as a best practice reference. The most important phase, he stated, is tomorrow. He continued by saying that we must take what knowledge is learned today, reflect on the history and use it for informing future developments and decisions. He stated that he looks forward to figuring out what happened so we can learn from the past, develop a plan and figure out what can be done to help restore the neighborhood.

Mayor Pro Tem Reid spoke next and empathized with residents, recognized how devastating this has been for residents and stated that City Council is still getting up to speed as far as what happened and what can be done. She emphasized the importance of contacting state legislators. She then asked the City to be as proactive as possible to make sure residents in upcoming Midwestern Energy trimming areas are aware of what is coming. She stated that while Midwest Energy probably does have a right to do this, it doesn't make it right.

Councilmember Pearson shared in the thoughts of other councilmembers and stated that this is a neighborhood disaster and should be treated as such. He stated that there would be a local level response and that he looked forward to coming to a town hall meeting and to the report by City Administration. He stated that he will work to figure out what can be done and emphasized that City Council is on their side.

Mayor Strazdas informed the audience that the City Manager and Council were in touch with Representative O'Brien. He continued by expressing frustration that the City can't do more to tell the utility company what to do.

Councilmember Randall stated that she is shocked and appalled and expressed heartfelt appreciation for the trees in the neighborhood. She continued by stating that a natural disaster would have been easier to deal with and expressed frustration with the powerlessness of things that are out of our control. She hoped that this would be a catalyst for positive change.

Councilmember Campbell echoed the sentiments of other Councilmembers and expressed hope that the residents know their voices have been heard.

City Manager Evans stated that he had just finished speaking with Councilmember O'Brien and that she would start looking into the matter immediately.

Ms. Vandenberg expressed gratitude for City Council listening to the concerns of the neighborhood and for their response.

Mayor Strazdas asked for a representative of the neighborhood to contact Representative O'Brien and for the City Manager to arrange a date and time for a town hall meeting. He then thanked the residents for coming out and reassured those present that they had the support of City Council. Discussion followed on notifying other residents that may be impacted by the efforts of Midwest Energy.

REPORTS FROM THE ADMINISTRATION:

* **REZONING APPLICATION 11-04:** Motion by Reid, seconded by Campbell, to accept Rezoning Application #11-04 for first reading and set a public hearing for July 10, 2012; and subsequent to the public hearing, consider approving Rezoning Application #11-04 and rezone 7932 Lakewood Drive, 707, 743, 775 and 903 East Centre Avenue, and the southern 264-feet of 801, 809, 815, 821 and 827 East Centre Avenue to OS-1, office service with the northern 198-feet of 801, 809,

815, 821 and 827 East Centre Avenue to remain zoned R-1A, one family residential. Upon a roll call vote, motion carried 7 to 0.

Although the item was approved on the Consent Agenda, some members of the audience expressed a desire to speak on the matter. Mayor Strazdas invited them to come forward. Thomas Rogers, 896 Treasure Island Drive, Texas Township, said he was the person who started the rezoning request and expressed concern with the rezoning as proposed by City Administration. Mr. Rogers discussed the votes of the Planning Commission and shared a letter with City Council regarding the rezoning matter. He expressed that the proposed rezoning would be an excessive taking of property and hopes that City Council takes this into consideration. Mayor Strazdas informed Mr. Rogers of the process for this request and that a public hearing has been set for July 10 to review the matter. Mayor Pro Tem Reid informed Mr. Rogers that information on the topic could be viewed online on the City Council website.

Leroy Butler, 821 E. Centre, spoke and said that the proposed rezoning looks like half of the property will be residential and half commercial. He expressed hope that other options would be considered. Mayor Strazdas assured Mr. Butler that he will be heard.

* **REZONING APPLICATION 11-05:** Motion by Reid, seconded by Campbell, to accept the Rezoning Application #11-05 for first reading and set a public hearing for July 10, 2012; and subsequent to the public hearing, consider approving Rezoning Application #11-05 and rezone 7812, 7840 and 7842 Portage Road to B-3, general business and the portion of 7908 Portage Road (approximately 351 feet by 178-feet) located immediately south of 7842 Portage Road to P-1, vehicular parking. Upon a roll call vote, motion carried 7 to 0.

* **NOTICE OF TRANSFER OF UNPAID WATER AND/OR SEWER CHARGES TO CITY TAX ROLL:** Motion by Reid, seconded by Campbell, to order notice to applicable property owners that all water and/or sewer charges remaining unpaid as of June 30, 2012, will be transferred to the 2012 city tax roll and assessed against the property for which the services were furnished. Upon a roll call vote, motion carried 7 to 0.

* **3-YEAR CONTRACT RENEWAL FOR QUARTERLY BRUSH PICKUP:** Motion by Reid, seconded by Campbell, to award a three-year contract renewal to B&B Yardscape to provide quarterly brush pickup services in the amount not to exceed \$87,780 per year for Fiscal Years 2012-2013, 2013-2014 and 2014-2015; and authorize the City Manager to execute all documents related to this contract on behalf of the city. Upon a roll call vote, motion carried 7 to 0.

* **3-YEAR LEASE EXTENSION FOR XEROX WORK CENTRE:** Motion by Reid, seconded by Campbell, to approve a three-year lease extension on the Xerox Work Centre 7665P multifunction system for copying, digital printing and scanning and authorize the City Manager to execute all documents related to this matter on behalf of the city. Upon a roll call vote, motion carried 7 to 0.

UNFINISHED BUSINESS:

GREENSPIRE RETAIL / SEWER UTILITY CONNECTION CHARGES: Mayor Strazdas moved item H.1 in advance of item G.1. Mayor Strazdas asked Councilmember Sackley to speak on the matter. Councilmember Sackley informed the audience that City Council had finished a Special Meeting from earlier in the evening in which unassessed sewer utility connection charges, the 1991 Special Assessment Policy and the application of charges to the Greenspire Retail Development at 3201 West Centre Avenue were discussed at length. Motion by Sackley, seconded by Campbell, that the Administration's application of the 1991 Special Assessment Policy to the Greenspire Retail

Development at 3201 W. Centre Avenue not be supported because: 1) the development is not an adjacent parcel but part of the original development; 2) the original developer installed facilities were never part of a special assessment district; 3) the application 37 years after construction is not fully supported by the 1991 policy; and, 4) the 1991 policy be reaffirmed but amended to include a sunset provision for parcels, single or contiguous, under continuous control by ownership with majority interest since adoption of the 1991 policy.

Councilmember Urban spoke and indicated that he did not support such a motion in the Special Meeting and that there were questions which he would still like to see answered. He then pointed out that the proposed motion raises questions regarding the sunset position and its effect and expressed discomfort in moving forward on voting until questions are answered.

Councilmember Sackley amended his motion that the sunset provision be a 20-year sunset provision for parcels that meet that criteria and asked to add a 20-year provision to the motion. Councilmember Campbell agreed to the amendment. Mayor Pro Tem Reid asked for clarification on the sunset provision and the 20 year provision. Councilmember Sackley stated that once 20 years have passed the provisions would no longer apply to properties that meet the ownership requirement. Motion by Urban, seconded by Reid, to “split the question between Mr. Gesmundo’s appeal and the issues involved with that and amending our current policy.” Attorney Brown indicated that there are separate issues in Councilmember Sackley’s motion and expressed support for not making a policy decision this evening. Mayor Strazdas expressed support in splitting the motion so that a policy change can be reviewed in more detail. Councilmember Sackley stated that he would support splitting the motion and Attorney Brown emphasized the importance of reaffirming the 1991 Special Assessment Policy. At the behest of the Mayor, the makers and supporters of each motion (the one to split and the original motion) withdrew their motions so that a new motion could be put forth. Motion by Sackley, seconded by Campbell, that the Portage City Council reaffirm the 1991 Special Assessment Policy and that the Administration’s application of that policy to Greenspire Retail Development at 3201 W. Centre Avenue not be supported because 1) the development is not an adjacent parcel but part of the original development; 2) the original developer installed facilities were never part of a special assessment district; and 3) the application 37 years after construction is not fully supported by the 1991 policy.

Mayor Pro Tem Reid asked for the functional implication of not supporting the application of the current policy. Discussion followed and Attorney Brown indicated that the \$8,000 charge would not be applied in this case. Councilmember Sackley stated that other factors for the motion include his belief that the parcel in question was always part of the development and that this parcel was never part of a special assessment district. Further discussion on the impact of motion continued. Attorney Brown emphasized the importance of making the motion as specific to the current situation as possible.

Mayor Strazdas called the question. On a roll call vote, motion carried 7 to 0. Councilmember Sackley emphasized the importance of receiving a report outlining how many other situations exist in the City that are similar to that of Greenspire. Mayor Strazdas agreed and asked the City Administration to pursue it.

COMMUNICATIONS:

COMMUNICATION FROM COUNCILMEMBER RANDALL REGARDING BEST PRACTICE DISCUSSION: Mayor Strazdas stated that this topic is a continuation of the last City Council Workshop and there was debate on whether to discuss the material tonight at the regular meeting or at another special session. Councilmember Randall stated the matter in question deals with the formation of City Council Committees and identification of responsibilities. She continued by stating that “if any part of this discussion would impact the ability of elected officials to interact with the public that elected them to serve, that it be conducted at a regularly scheduled council meeting and not during an after-hour workshop.” She also stated that City Council prides itself on openness,

transparency and good governance and that it is only fair for discussions to occur in the most public of meetings.

Mayor Pro Tem Reid stated that this discussion is going to be significant and that it would best take place in a forum that allows easy and full dialogue. She continued by saying that the topic was originally part of an informal work session and that any action taken in an informal session could then be brought back to a regular meeting for formal action. She continued by saying that a draft has been completed but that there may be several edits that will take time to go through.

Councilmember Pearson stated that he has had the draft for two months and the whole topic is about how City Councilmembers are assigned to a committee and consists of a brief one page document. The document, he stated, sets the tone on how committees conduct their business and addresses the issue of transparency. He concluded by pointing out that while citizens can attend workshop sessions it is a rarity but a regular meeting is in full view and better attended by both Councilmembers and the public.

Councilmember Campbell agreed with Councilmember Pearson and said, in the interest of transparency, it should be discussed on camera at a regular meeting.

Councilmember Sackley stated that he is ready to address the matter tonight. Motion by Sackley, seconded by Urban, that "the City Council adopt the Best Practices on Formation of City Council Committees and Responsibilities as presented to us as a draft as a final version."

Mayor Pro Tem Reid said that she has spent time reviewing and editing the document but has been holding her edits for the workshop. She then passed out copies of her edits as did Councilmember Pearson.

Councilmember Urban pointed out that there was a motion on the table and Councilmember Randall stated that she would not support the motion. Councilmember Sackley said that he was not aware there were so many edits but would like to have the matter settled. Councilmember Pearson pointed out the time of day and the extent of the edits and indicated he would prefer to talk about this at another meeting. Attorney Brown informed City Council that he had a few edits to the draft as well.

Councilmember Sackley withdrew the motion and Councilmember Urban agreed. Councilmember Sackley encouraged fellow Councilmembers to share their edits so that everyone can come prepared to discuss at the next meeting.

Mayor Strazdas stated that the planned workshop will be canceled and the matter included on the agenda for the next regular City Council meeting.

*** MINUTES OF BOARDS AND COMMISSIONS:** City Council received the minutes for the following boards and commissions:

Portage Board of Education Special of April 11, Regular Business of April 16, Policy Governance of April 23, Special of April 25 and Special Meetings and Committee of the Whole Work Session of May 7, 2012.

Portage Senior Citizen Advisory Board of April 18, 2012.

Portage Park Board of May 2, 2012.

BID TABULATIONS:

*** CONTRACT FOR 2012 LOCAL STREET RECONSTRUCTION PROGRAM AND ASPHALT REPAIRS, CHANGE ORDER FOR ADDITIONAL REPAIRS AND CONSTRUCTION ADMINISTRATION AND MATERIALS TESTING:** Motion by Reid, seconded by Campbell to approve a contract with Michigan Paving & Materials Company for the 2012 Local Street Reconstruction Program and asphalt surface repairs to isolated sections of major streets in the not to exceed amount of \$750,784.77; a change order in the not to exceed amount of \$113,490.29

for additional street repairs at unit pricing within this contract; a contract with Jones & Henry Engineer, Ltd., for construction administration and material testing for the 2012 Local Street Reconstruction Program in the not to exceed amount of \$22,725.00; and authorize the City Manager to execute all documents related to this contract on behalf of the city. Upon a roll call vote, motion carried 7 to 0.

* **CONTRACT FOR REPAIRS TO SELECTED MAJOR STREET BICYCLE LANES:** Motion by Reid, seconded by Campbell, to accept the low bid from J. Allen & Company to provide repairs to selected major street bicycle lanes in the amount not to exceed \$18,608.05 and authorize the City Manager to execute all documents related to this contract on behalf of the city. Upon a roll call vote, motion carried 7 to 0.

* **PURCHASE OF MOTOROLA SWAT RADIOS:** Motion by Reid, seconded by Campbell, to approve the purchase of eight Motorola APX7000 SWAT Radios from the Van Buren County Region 5 Fiduciary in the amount of \$12,196 and authorize the City Manager to execute all documents related to this matter on behalf of the city. Upon a roll call vote, motion carried 7 to 0.

OTHER CITY MATTERS:

STATEMENTS OF CITY COUNCIL AND CITY MANAGER: Councilmember Pearson stated his appreciation for living in a small town and to the responsiveness of City Council to the neighborhood disaster discussed earlier in the meeting.

Mayor Pro Tem Reid stated that she was able to attend the opening of the second phase for the Heartland on behalf of the Mayor. She pointed out that, in 2010, City Council approved a Payment in Lieu of Taxes (PILOT) for this affordable housing project for seniors and commented on what a beautiful and functional development it was for people with a variety of challenges.

Mayor Strazdas stated the importance to him of attending Eagle Scout Courts of Honor, but unfortunately, he would be unable to make one this coming weekend and asked for a member of City Council to attend in his place. He also relayed that Portage responded to a fire earlier in the evening and that eight people were safely removed from the burning structure. He then offered kudos to the Department of Public Safety.

ADJOURNMENT: Mayor Strazdas adjourned the meeting at 10:38 p.m.

Adam Herringa, Deputy City Clerk

*Indicates items included on the Consent Agenda.

CITY OF PORTAGE

COMMUNICATION

TO: Honorable Mayor and City Council

DATE: June 18, 2012

FROM: Maurice S. Evans, City Manager



SUBJECT: Accounts Payable Register

ACTION RECOMMENDED: That City Council approve the Accounts Payable Register of June 26, 2012 as presented.

Attached please find the Accounts Payable Register for the period June 3, 2012 through June 17, 2012, which is recommended for approval.

c: Daniel S. Foecking, Finance Director

CHECK DATE CHECK NUMBER VENDOR NAME VENDOR # BANK CODE CHECK AMOUNT *ALL*

CHECK DATE	CHECK NUMBER	VENDOR NAME	VENDOR #	BANK CODE	CHECK AMOUNT	*ALL*
06/08/2012	280933	A I S CONSTRUCTION EQUIP. CO.	640		8,372.40	
06/08/2012	280934	AT&T	849		1,967.11	
06/08/2012	280935	AT&T	849		49.50	
06/08/2012	280936	A-1 SIGNS	2873		75.00	
06/08/2012	280937	ACE PARKING LOT STRIPING, INC.	459		810.00	
06/08/2012	280938	ALLEGRA PRINT & IMAGING	533		1,963.81	
06/08/2012	280939	AMERICAN MADE ELECTION EQUIPME	4795		1,658.00	
06/08/2012	280940	TODD ARBANAS ENTERPRISES INC.	1704		1,820.00	
06/08/2012	280941	ARTS COUNCIL OF GREATER KZOO	1433		80.00	
06/08/2012	280942	ADP, INC.	3305		1,165.40	
06/08/2012	280944	BANK OF NEW YORK MELLON	3939		600.00	
06/08/2012	280945	BESCO WATER TREATMENT, INC.	3339		28.00	
06/08/2012	280946	BILL'S LOCK SHOP, INC.	146		816.00	
06/08/2012	280947	BORGESS HEALTH ALLIANCE	151		744.00	
06/08/2012	280948	BOYLE, GEORGIA	999999		100.00	
06/08/2012	280949	BREAD OF LIFE, LLC	4729		63.99	
06/08/2012	280950	BREAKAWAY BICYCLES	1356		367.96	
06/08/2012	280951	BRINK WOOD PRODUCTS, INC.	3537		1,205.04	
06/08/2012	280952	BRINK'S, INC	153		262.73	
06/08/2012	280953	BRONSON METHODIST HOSPITAL	156		550.00	
06/08/2012	280954	BRONSON WELLNESS SERVICES	4380		400.00	
06/08/2012	280955	BYCE & ASSOCIATES, INC.	3711		2,835.00	
06/08/2012	280956	CAMPBELL AUTO SUPPLY	437		49.50	
06/08/2012	280957	CARRELL, DARLENE	999999		150.00	
06/08/2012	280958	CHARTER COMMUNICATIONS	3080		105.36	
06/08/2012	280959	CITY OF KALAMAZOO TREASURER	540		44.28	
06/08/2012	280960	CITY OF PORTAGE	177		2,198.32	
06/08/2012	280961	CLARK, RONALD	532		100.29	
06/08/2012	280962	CLINGENPEEL, DAVID	4786		160.00	
06/08/2012	280963	COCA COLA BOTTLING CO. OF MICH	1962		462.00	
06/08/2012	280964	CONSUMERS ENERGY-BILL PMT CNT	189		712.21	
06/08/2012	280965	CORPORATE COLORS	193		512.77	
06/08/2012	280966	CROSSROADS CAR WASH	195		555.00	
06/08/2012	280967	Davey Awards Processing Center	999999		90.00	
06/08/2012	280968	EAGLE EXCAVATION	999999		80.00	
06/08/2012	280969	ELIZABETH WILKERSON	532		500.00	
06/08/2012	280970	EMERGENCY VEHICLE PRODUCTS	2948		958.15	
06/08/2012	280971	FERRELLGAS, LP	384		467.14	
06/08/2012	280972	FIRST DUE FIRE SUPPLY CO.	4422		5,481.90	
06/08/2012	280973	FLETCHER ENTERPRISES	1399		757.00	
06/08/2012	280974	GALL'S, AN ARAMARK COMPANY	25		243.17	
06/08/2012	280975	GAUDENZI, LOUISE	999999		508.09	
06/08/2012	280976	GIBSON, DERRICK	999999		1,882.50	
06/08/2012	280977	GLOBUS & COSMOS	3487		18,518.00	
06/08/2012	280978	GRAHAM FORESTRY SERVICE, INC.	464		765.00	
06/08/2012	280979	GREATER KALAMAZOO FOP LODGE 98	623		4,119.00	
06/08/2012	280980	GREATER KALAMAZOO FOP LODGE 98	623		823.80	
06/08/2012	280981	GREATER KALAMAZOO UNITED WAY	628		1,548.75	
06/08/2012	280982	GRIFFIN PEST CONTROL, INC.	598		45.00	
06/08/2012	280983	GWAVA TECHNOLOGIES INC.	4119		5,760.00	
06/08/2012	280984	HARTMAN, CHARLES	913		282.00	

CHECK DATE	CHECK NUMBER	VENDOR NAME	VENDOR #	BANK CODE	CHECK AMOUNT
06/08/2012	280985	HASTINGS, JIM	999999		72.00
06/08/2012	280986	HOADLEY, LEO	4228		88.00
06/08/2012	280987	HOBART SALES AND SERVICE	4767		100.50
06/08/2012	280988	HOGAN, WILLIAM	999999		100.00
06/08/2012	280989	HOME DEPOT	691		347.96
06/08/2012	280990	HOREIN, MALLORY	999999		300.00
06/08/2012	280991	IERVOLINA, SUSAN	2074		144.00
06/08/2012	280992	IAAO BANK LOCKBOX	3146		670.00
06/08/2012	280993	IP CONSULTING, INC.	4642		11,745.00
06/08/2012	280994	J-AD GRAPHICS, INC	4444		1,349.00
06/08/2012	280995	KALAMAZOO COUNTY TREASURER	514		241.00
06/08/2012	280996	KALAMAZOO FLAG COMPANY	4787		351.80
06/08/2012	280997	KALAMAZOO GAZETTE	4756		83.10
06/08/2012	280998	KELLY RADIATOR & AUTO REPAIR	4591		154.96
06/08/2012	280999	KLINE, ERIC	532		164.65
06/08/2012	281000	KLOSTERMAN DISTRIBUTING	3805		1,044.82
06/08/2012	281001	KOLENKO, MELANIE	999999		100.00
06/08/2012	281002	KRAMES STAYWELL, LLC	1736		387.74
06/08/2012	281003	KUHN'S YARD & GARDEN CARE, INC	4551		858.03
06/08/2012	281004	KUIPER BROTHERS MOVING INC.	1066		358.52
06/08/2012	281005	LAKESHORE ENVIRONMENTAL INC	4320		7,000.00
06/08/2012	281006	LEE'S FUN & ADVENTURE	3591		39.00
06/08/2012	281007	LEMEN OIL CO.	2595		19,682.81
06/08/2012	281008	LEXISNEXIS/MATTHEW BENDER	2701		334.50
06/08/2012	281009	LIFELOC TECHNOLOGIES, INC.	3732		99.00
06/08/2012	281010	LOUTHAN, WILLIAM F	3021		258.50
06/08/2012	281011	LOWE'S HOME CENTER	2630		171.73
06/08/2012	281012	MACNLOW ASSOCIATES	2189		495.00
06/08/2012	281013	MANHATTAN TOUR & TRAVEL, INC.	3720		1,500.00
06/08/2012	281014	MAURER'S TEXTILE RENTAL SERVIC	4746		142.66
06/08/2012	281015	MCNALLY ELEVATOR CO.	256		95.82
06/08/2012	281016	MEEKS, JESSICA	999999		50.00
06/08/2012	281017	MI RECREATION & PARKS ASSOC.	2622		378.00
06/08/2012	281018	MICH AMATEUR SOFTBALL ASSOC	1435		1,800.00
06/08/2012	281019	MICHIGAN TAX TRIBUNAL	999999		50.00
06/08/2012	281020	MIDWEST CUSTOM EMBROIDERY COMP	613		1,128.16
06/08/2012	281021	MIDWEST ENERGY COOPERATIVE	2030		234.20
06/08/2012	281022	MILLER, ZOE	999999		69.00
06/08/2012	281023	MLIVE MEDIA GROUP	89		608.85
06/08/2012	281024	MONEY	999999		25.00
06/08/2012	281025	NEW FRESH CLEANING SERVICE	4351		5,107.00
06/08/2012	281026	A NEW LEAF	635		85.00
06/08/2012	281028	NEXTEL	1709		2,618.83
06/08/2012	281029	NICHOLS, ANDREW	4229		132.00
06/08/2012	281030	NYE UNIFORMS	299		1,504.97
06/08/2012	281032	OFFICE DEPOT, INC.	1721		885.65
06/08/2012	281033	ONE WAY PRODUCTS	440		1,366.88
06/08/2012	281034	PARIS CLEANERS	1794		1,057.95
06/08/2012	281035	PATESEL, TERRY	4455		245.00
06/08/2012	281036	JACK PEARL'S SPORT CENTER INC	561		646.44
06/08/2012	281037	PENNEY, SHANNON	999999		100.00

CHECK DATE	CHECK NUMBER	VENDOR NAME	VENDOR #	CHECK AMOUNT
06/08/2012	281038	PETERMAN CONCRETE CO.	310	3,261.57
06/08/2012	281039	PETERS CONSTRUCTION CO.	1638	18,929.68
06/08/2012	281040	PETTY CASH-DPS	538	498.95
06/08/2012	281041	PETTY CASH-PARKS	536	258.92
06/08/2012	281042	PETTY CASH-SENIOR CENTER	537	189.58
06/08/2012	281043	PIPER, JENNIFER	999999	100.00
06/08/2012	281044	FOLDERMAN'S FLOWER SHOP	4157	91.40
06/08/2012	281045	PORTAGE FIREFIGHTERS	625	2,160.48
06/08/2012	281046	PORTAGE GLASS & MIRROR	4396	1,192.00
06/08/2012	281047	PORTAGE ON-CALL FIREFIGHTERS	504	450.00
06/08/2012	281048	PORTAGE POLICE OFFICERS ASSOC	624	2,458.50
06/08/2012	281049	PROFESSIONAL TREE SERVICE, INC	321	500.00
06/08/2012	281050	PSI IOTA XI	999999	100.00
06/08/2012	281051	QUADRANT II MARKETING, LLC	3139	2,181.20
06/08/2012	281052	R-COMM MEDIA	4794	765.00
06/08/2012	281053	RATHCO SAFETY SUPPLY, INC.	327	383.46
06/08/2012	281054	REILE, MARK	999999	84.62
06/08/2012	281055	RELIABLE ASPHALT, LLC	4773	5,169.47
06/08/2012	281056	RELIABLE MANAGEMENT SYSTEMS, I	4354	331.00
06/08/2012	281057	REPUBLIC SERVICES OF WEST MICH	4443	1,089.07
06/08/2012	281059	RIDGE AUTO NAPA	438	5,798.99
06/08/2012	281060	ROHS, MARGARET	999999	100.00
06/08/2012	281061	ROMENCE GARDENS, INC	343	131.58
06/08/2012	281062	SCHURING JR CO, JOHN	789	50.00
06/08/2012	281063	SEVERANCE ELECTRIC COMPANY, INC	353	3,725.00
06/08/2012	281064	SOCIETY FOR HUMAN RESOURCE MGM	3581	180.00
06/08/2012	281065	SOUTHWEST MICHIGAN GOV CONSULT	4484	925.00
06/08/2012	281066	SPENCER, SUSANNE	999999	287.00
06/08/2012	281067	ST. MICHAEL LUTHERAN CHURCH	4538	100.00
06/08/2012	281068	STATE OF MICHIGAN	2082	10.00
06/08/2012	281069	STATE OF MICHIGAN (IT DEPT)	4034	500.00
06/08/2012	281070	STATE OF MICHIGAN/MLCC	999999	25.00
06/08/2012	281071	SUZANNE'S SENSIBLE SOLUTIONS	4673	150.00
06/08/2012	281072	T-MOBILE USA INC	3665	29.99
06/08/2012	281073	TERMINAL SUPPLY CO.	380	256.03
06/08/2012	281074	JOHANNA THOMPSON	4682	1,298.50
06/08/2012	281075	TOY BOX STORAGE	3208	3,909.96
06/08/2012	281076	TRINITY LUTHERAN SCHOOL	999999	50.00
06/08/2012	281077	TRUGREEN	390	431.00
06/08/2012	281078	U A W, LOCAL 2290	1862	745.86
06/08/2012	281079	UNITED PARCEL SERVICE	545	48.62
06/08/2012	281080	VANBECK ROOFING & SIDING CO.	399	1,385.00
06/08/2012	281081	VANDERBILT, JOHN	668	94.00
06/08/2012	281082	VERIZON WIRELESS SERVICES, LLC	4653	380.12
06/08/2012	281083	W MICH CRIMINAL JUSTICE TRAINI	4788	1,656.20
06/08/2012	281084	WASTE MANAGEMENT	1775	134,282.00
06/08/2012	281085	WEST SHORE SERVICES, INC	417	5,600.00
06/08/2012	281086	WIGHTMAN & ASSOCIATES, INC.	425	575.00
06/08/2012	281087	WINDEMULLER ELECTRIC, INC.	3061	5,145.00
06/08/2012	281088	WINDER POLICE EQUIPMENT, INC.	429	1,346.57
06/08/2012	281089	WOLVERINE POWER SYSTEMS	4322	473.00

PREPARED 06/18/2012, 8:02:29
PROGRAM: GM350L
CITY OF PORTAGE

A/P CHECKS BY PERIOD AND YEAR
FROM 06/03/2012 TO 06/17/2012

CHECK DATE	CHECK NUMBER	VENDOR NAME	VENDOR #	BANK CODE	CHECK AMOUNT
06/08/2012	281090	3RD DISTRICT COURT	999999		333.60
06/08/2012	281091	7TH DISTRICT COURT	999999		350.00
06/15/2012	281092	ORPHEUS	4094		599.00
06/15/2012	281093	U S POSTMASTER	392		6,000.00

DATE RANGE TOTAL * 357,553.12 *

FROM: 06/03/2012 TO: 06/17/2012

PAYMENT NO	VENDOR NO	VENDOR NAME	TRANSFER DATE	AMOUNT	TRACE NUMBER	EFT BATCH	BANK CODE
1097		ABONMARCHE CONSULTANTS, INC	06/08/2012	18,113.03	072000320000001	0000001	00
1098		ADMIRAL LOCK & KEY SERVICE	06/08/2012	77.00	072000320000002	0000001	00
1099		ALL-TRONICS, INC.	06/08/2012	81.00	072000320000003	0000001	00
1100		ANIMAL REMOVAL SERVICE, LLC	06/08/2012	590.00	072000320000004	0000001	00
1101		B & B YARDSCAPE	06/08/2012	2,060.00	072000320000005	0000001	00
1102		BEBBE, RON	06/08/2012	376.00	072000320000006	0000001	00
1103		BEVEEN, TYLER	06/08/2012	200.00	072000320000007	0000001	00
1104		BLUESTONE PSYCH	06/08/2012	425.00	072000320000008	0000001	00
1105		C D W GOVERNMENT, INC.	06/08/2012	875.00	072000320000009	0000001	00
1106		CARRIER & GABLE	06/08/2012	3,803.00	072000320000010	0000001	00
1107		CROWN TROPHY	06/08/2012	765.00	072000320000011	0000001	00
1108		D & D PRINTING CO.	06/08/2012	1,085.00	072000320000012	0000001	00
1109		EMPLOYMENT GROUP, INC.	06/08/2012	811.00	072000320000013	0000001	00
1110		ENGINEERED PROTECTION SYSTEMS, INC.	06/08/2012	412.89	072000320000014	0000001	00
1111		FORSHEE, MARK	06/08/2012	220.00	072000320000015	0000001	00
1112		GRAINGER INC, W W	06/08/2012	188.33	072000320000016	0000001	00
1113		INDUSCO SUPPLY CO., INC.	06/08/2012	280.32	072000320000017	0000001	00
1114		IRISH AYRES ENTERPRISES, LLC	06/08/2012	6,733.00	072000320000018	0000001	00
1115		J B PRINTING COMPANY	06/08/2012	4,033.60	072000320000019	0000001	00
1116		KAHN, WILMA	06/08/2012	240.00	072000320000020	0000001	00
1117		KEHOE, EDWARD J	06/08/2012	575.00	072000320000021	0000001	00
1118		KOPEC, CASEY	06/08/2012	135.00	072000320000022	0000001	00
1119		KUIPER BUILDING SERVICES LLC	06/08/2012	1,200.00	072000320000023	0000001	00
1120		MALZ, DONALD	06/08/2012	90.00	072000320000024	0000001	00
1121		MEDEMA, TIMOTHY	06/08/2012	57.00	072000320000025	0000001	00
1122		MEJEUR ELECTRIC LLC	06/08/2012	992.00	072000320000026	0000001	00
1123		PARKER, ROBERT	06/08/2012	94.00	072000320000027	0000001	00
1124		PRECISION PRINTER SERVICES INC	06/08/2012	411.74	072000320000028	0000001	00
1125		QUALITY AIR HEATING & COOLING, INC.	06/08/2012	877.94	072000320000029	0000001	00
1126		REHMANN GROUP LLC	06/08/2012	300.00	072000320000030	0000001	00
1127		ROBERTS, CHARLES D	06/08/2012	141.00	072000320000031	0000001	00
1128		SNELL, DEBRA	06/08/2012	105.00	072000320000032	0000001	00
1129		U S SIGNAL COMPANY, LLC	06/08/2012	549.00	072000320000033	0000001	00
1130		UNITED PETROLEUM	06/08/2012	435.32	072000320000034	0000001	00
1131		VANDERBERG, WARD M	06/08/2012	188.00	072000320000035	0000001	00
1132		WEST, STEVE	06/08/2012	94.00	072000320000036	0000001	00
1133		WOOD FLUMING LLC, D	06/08/2012	321.50	072000320000037	0000001	00
1134		360 SERVICES, INC.	06/08/2012	2,280.07	072000320000038	0000001	00

GRAND TOTAL:

50,215.74 NO. OF CHECKS:

38

CITY OF PORTAGE

COMMUNICATION

TO: Honorable Mayor and City Council

DATE: June 18, 2012

FROM: Maurice S. Evans, City Manager



SUBJECT: City of Portage 2010 Census Liquor License Availability

ACTION RECOMMENDED: That City Council:

- a. acknowledge receipt of all of the submitted liquor license applications; and
- b. Select The Repertoire Coffee House and Theater, Inc. application and request additional information from this applicant for consideration of conditional approval on September 25, 2012.

In December 2011, the City of Portage was notified by the Michigan Liquor Control Commission (MLCC) that one (1) new on-premises liquor license became available under the “quota provision” as a result of the 2010 Census results. The notice further specified that should the City Council approve issuance of the additional on-premises liquor license, a resolution specifying the recommended applicant must be forwarded to the Michigan Liquor Control Commission (MLCC) for review and final action. Subsequent to City Council approval on February 28, 2012, the city advertised the availability of this new liquor license and specified that applications would be accepted until May 11, 2012.

Chapter 6, Alcoholic Liquor, of the Codified Ordinances was established “to cause the greatest benefit to the city in its use of powers with regard to issuance, transfer, renewal or revocation” of liquor licenses, and “to provide an orderly and non-discriminatory procedure for review and approval...of any and all requests for liquor licenses.” Chapter 6 includes a procedure and criteria for consideration of liquor license applications. Decision criteria specified in Section 6-35(c) include:

- the general business management experience of the applicant, and in particular in the alcohol/liquor business;
- business reputation and character;
- financial status and ability to build and operate the proposed facility;
- the uniqueness of the proposed facility;
- the economic impact on the community; and
- the impact on the surrounding neighborhood and vicinity, and general public health, safety and welfare issues.

Section 6-37 also provides criteria for review of new, additional liquor licenses (such as the 2010 Census quota license) allocated to the city by the MLCC. In particular, the ordinance specifies *Council shall give preference to applications that include hotels, convention centers, and restaurants with a unique and singular conceptual design. The physical structure of a restaurant should have a minimum seating capacity of 250 persons and should be of a nature uncommon to existing establishments within the city.* Section 6-37 permits Council to consider an application that meets the purpose and intent of this subsection, but which may be deficient in meeting the criteria specified.

After review of the applications and consideration of established criteria, Council may:

- Recommend approval of an applicant, above all others, if the requirements of the ordinance have been satisfied;
- Reject an application, stating the reasons for rejection;
- Postpone action on an application(s), for a period not to exceed 60 days, for the purpose of supplying additional information to Council that may be needed; or
- Authorize an applicant to proceed with a more specific plan and proposal at a later date, if requested by the applicant. The more detailed application would be for the purpose of obtaining conditional approval, per Section 6-35(b), at which time Council could establish conditions of approval, including that construction must commence within six months with completion within one year, unless an extension(s) is granted for good cause.

The following four applications have been filed with the city, two of which were filed after the established May 11, 2012 submission date:

- The Repertoire Coffee House and Theatre, Inc., 129 West Centre Avenue: The applicant proposes to establish an approximate 5,800 square foot Cajun/Creole food restaurant that hosts live Blues and Jazz music located at 129 West Centre Avenue (tenant suites 295, 297, 299 West Centre) within the Portage Centre Plaza. The preliminary floor plan indicates the restaurant will have interior seating for 231, and an outdoor patio with 40 additional seats. As shown on the floor plan, a stage and dance floor will be located within the central area of the restaurant. The property is properly zoned and has sufficient off-street parking to accommodate the proposed use. The applicants are comprised of four partners, who together have professional experience within restaurant management and live music entertainment. The application was initially submitted on May 4, 2012 and involved a property located at 5036 South Westnedge Avenue. Due to leasing issues, a new location was identified and the application was amended on June 13, 2012.
- MRG (Millennium Restaurant Group) TOG, LLC, 3201 West Centre Avenue: The applicant proposes to establish an approximate 3,000 square foot restaurant located at 3201 West Centre Avenue within the recently constructed Greenspire retail center. While a floor plan has not yet been developed, the applicant indicates the restaurant will have interior seating for 100 and an outdoor patio with an additional 20 seats. The property is properly zoned and has sufficient off-street parking to accommodate the proposed restaurant use. The applicant has extensive experience in the restaurant industry and owns and operates several restaurants in the area including: The Fieldstone Grill in Portage, The Union, The Wine Loft, Martell's and Epic Bistro/Central City Tap House in Kalamazoo. The concept for the proposed restaurant will be similar to the Central City Tap House located in downtown Kalamazoo. The applicant has provided photos, a floor plan and menu for the Central City Tap House regarding the restaurant concept. The application initially was submitted by The Hinman Group on May 11, 2012 and involved future development (hotel or restaurant) within the Downtown Development Authority (DDA). Because the submission did not involve a specific development proposal or applicant, the application was amended on May 21, 2012 for the proposed MRG restaurant within the Greenspire retail development on West Centre Avenue.
- The Big Burrito, Inc., 3750 West Centre Avenue: The applicant proposes to establish an approximate 2,234 square foot authentic Mexican restaurant located at 3750 West Centre Avenue (tenant suite 3792 West Centre Avenue) located within the Woodbridge Hills Shopping Village. The floor plan provided indicates the restaurant will have interior seating for 54 occupants. The property is properly zoned and has sufficient off-street parking to accommodate the proposed restaurant use. The applicant owns and operates the Big Burrito restaurant in Kalamazoo. The concept for the proposed restaurant will be similar to the Big Burrito located in Kalamazoo, with food and beverage delivery service within the City of Portage. The application was submitted on May 15, 2012.
- Riviera Maya, Inc., 5036 South Westnedge Avenue: The applicant proposes to establish an approximate 7,785 square foot authentic Mexican restaurant in an existing freestanding building previously used for restaurant uses. While a floor plan has not yet been developed, the applicant indicates the restaurant will have up to 160 interior seats. The property is properly zoned and has sufficient off-street parking to accommodate the

proposed restaurant use. The applicant owns and operates the Los Amigos restaurants in the cities of Portage and Kalamazoo and has experience with operating other similar restaurants in communities outside of southwest Michigan. The concept for the proposed restaurant will be similar to the Los Amigos restaurant constructed on South Westnedge Avenue and Garden Lane within the city. The application was submitted on May 23, 2012.

All of the applications fulfill the information requirements specified in Section 6-34 of the ordinance. Consistent with the ordinance, the applications have been reviewed by the Departments of Public Safety (Police Division and Fire Marshal), Finance and Community Development and no objections or concerns have been noted at this time. As detailed above, all of the properties involved are properly zoned and have sufficient off-street parking to accommodate the proposed restaurant uses. However, each of the applications submitted will require submission of more detailed building, floor plans and other specifications to ensure compliance with applicable zoning, building and fire codes.

Of the four applications submitted, the proposed Repertoire Coffee House and Theatre most closely meets the criteria specified in the ordinance. The proposed restaurant involves a unique concept that includes live Blues and Jazz music that is not otherwise available within the City of Portage. The seating capacity of the proposed restaurant, including seasonal outdoor patio space, also meets ordinance criteria. Finally, the applicants have relevant experience for the proposed business.

It is recommended that the submitted applications be acknowledged by Council and, per Section 6-35(a)(4) of the ordinance, The Repertoire Coffee House and Theater, Inc. be selected and requested to provide additional information for consideration of conditional approval on September 25, 2012. The recommended action will provide the applicant additional time to supply Council with important project information and to formally request conditional approval as specified in Sections 6-35(b) and 6-35(e) of the ordinance. Project information requested from the applicant which is necessary for consideration of conditional approval includes:

- A more fully prepared development plan of the proposed restaurant and live music venue to obtain zoning and permitting approval from the city;
- Cost estimates for the buildings, furnishings and fixtures;
- Estimates of the number of employees for the operation of the facility;
- Information regarding the management of the facility;
- Information regarding planned entertainment and dancing;
- Answers to any related questions regarding improvements or operation of the facility.

With regard to the initial application submitted by The Hinman Group and the application submitted by Riviera Maya, Inc., these two applicants may be eligible for a reduced cost "Redevelopment Project Area/Development District Liquor License" from the MLCC for a project that involves the renovation of an existing building within a Downtown Development Authority (DDA). The City of Portage has recently submitted documentation to the MLCC to gain eligibility for projects within the Portage DDA.

Attachments: Communication from the Michigan Liquor Control Commission
Liquor License Applications (four)

C: Vicki Georgeau, Director of Community Development

CITY OF PORTAGE

COMMUNICATION

TO: Honorable Mayor and City Council

DATE: February 20, 2012

FROM: Maurice S. Evans, City Manager



SUBJECT: City of Portage 2010 Census Liquor License Availability

ACTION RECOMMENDED: That City Council authorize the City Administration to:

- a. solicit proposals from interested parties regarding the liquor license availability with a response due date of May 11, 2012;
- b. correspond with applicants concerning the time schedule, application and ordinance requirements for liquor licenses; and
- c. review all liquor license applications in accordance with the requirements of Chapter 6 of the Codified Ordinances and provide information for consideration by Council in June 2012.

In December 2011, the Michigan Liquor Control Commission provided notice to the City Clerk that based on 2010 federal decennial census population counts, one (1) additional opening for a new, full year on-premises liquor license has become available to the City of Portage under the "quota provision". The notice further specifies that should the City Council approve issuance of the additional on-premises liquor license, a resolution specifying the recommended applicant must be forwarded to the Michigan Liquor Control Commission for review and final action.

Chapter 6 of the Codified Ordinances was established "to cause the greatest benefit to the city in its use of powers with regard to issuance, transfer, renewal or revocation" (and) "to provide an orderly and non-discriminatory procedure for review and approval... of any and all requests for liquor licenses". Chapter 6 also establishes the procedure and criteria for consideration of new liquor licenses.

To date only one business, Maestro Pizza, 4824 West Milham has inquired as to availability of the on-premise liquor license, but has yet to formally submit an application to the State Liquor Control Commission or the City of Portage. Given the availability of the additional liquor license for award and the potential interest in the license for use within the city, it is advised that Council solicit applicants for consideration of which, if any, to recommend to the State Liquor Control Commission. In order to provide sufficient time for consideration of all potential applicants, and to communicate the availability of the 2010 Census liquor license, it is advised that Council establish a May 11, 2012 closing date for submittal of applications to the city from those wishing to be considered. Applications will then be reviewed by the City Administration in accordance with the requirements of the ordinance. Council will then be provided with all necessary information for consideration of the applications in June 2012.

Attachment: Communication from the Michigan Liquor Control Commission



RICK SNYDER
GOVERNOR

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
MICHIGAN LIQUOR CONTROL COMMISSION
ANDREW J. DELONEY
CHAIRMAN

STEVEN H. HILFINGER
DIRECTOR

December 1, 2011

C:cm



Portage City Council
Attn: Clerk
7900 South Westnedge Avenue
Portage, Michigan 49002

Dear Clerk

This correspondence is in regard to the 2010 federal decennial census counts for Michigan Cities, Villages and Townships conducted on April 1, 2010 for determination of the population.

Pursuant to the official census counts for Michigan received from the Census Bureau our records have been amended to reflect the population of Portage City, Kalamazoo County is 46,292; and the quota based upon said population is 31.

This adjustment has therefore created one additional opening(s) for a new full year on-premises license(s) under the quota provision. Please mark your records accordingly.

If your Honorable Body intends to approve the issuance of the additional license(s) in your governmental unit, please forward you decision in the form of a resolution certified by the Clerk as the official proceedings of a regular or special meeting, with date of the meeting indicated. The resolution should specify which applicant you recommend "above all others" for the one available license(s). The applicant name (must be the correct, complete name "legal" name of the entity which is applying for the license), type of license being applied for and the complete address of the proposed location.

Enclosed is a resolution form for your convenience. If you have any questions, please call the Licensing Division at (517) 322-1400.

Very Truly Yours,

MICHIGAN LIQUOR CONTROL COMMISSION

Sharon Martin

Sharon Martin, Director
Licensing Division

lw
Enclosure

STATE OF MICHIGAN
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
LIQUOR CONTROL COMMISSION

RESOLUTION

At a _____ meeting of the _____
(Regular or Special) (Township Board, City or Village Council)

called to order by _____ on _____ at _____ P.M.

The following resolution was offered:

Moved by _____ and supported by _____

That the request from:

be considered for _____ **"above all others"**
(Approval or Disapproval)

APPROVAL

DISAPPROVAL

Yeas: _____

Yeas: _____

Nays: _____

Nays: _____

Absent: _____

Absent: _____

It is the consensus of this legislative body that the application be:

_____ for issuance
(Recommended or not Recommended)

State of Michigan _____)

County of _____)

I hereby certify that the foregoing is a true and complete copy of a resolution offered and

adopted by the _____ at a _____
(Township Board, City or Village Council) (Regular or Special)

meeting held on _____
(Date)

SEAL

(Signed) _____
(Township, City or Village Clerk)

(Mailing address of Township, City or Village)

The Repertoire Coffee House and Theatre, Inc.
129 West Centre Avenue



Repertoire Coffee House and Theatre

06420016H
 PORTAGE CENTRE PLAZA LLC
 129 W CENTRE AV
 more details...
 parcel report...

129 West Centre Avenue

CITY OF
PORTAGE
A Place for Opportunities to Grow

web mapping by
 Antalgam LLC

Disclaimer:

This map does not represent a survey or legal document and is provided on an "as is" basis. City of Portage expresses no warranty for the information displayed on this map document.

 1:3500
Map Publication:
 Thu Jun 21 2012 08:17:54 AM

RECEIVED

JUN 13 2012

COMMUNITY DEVELOPMENT

LIQUOR LICENSE APPLICATION, Amended for new location.

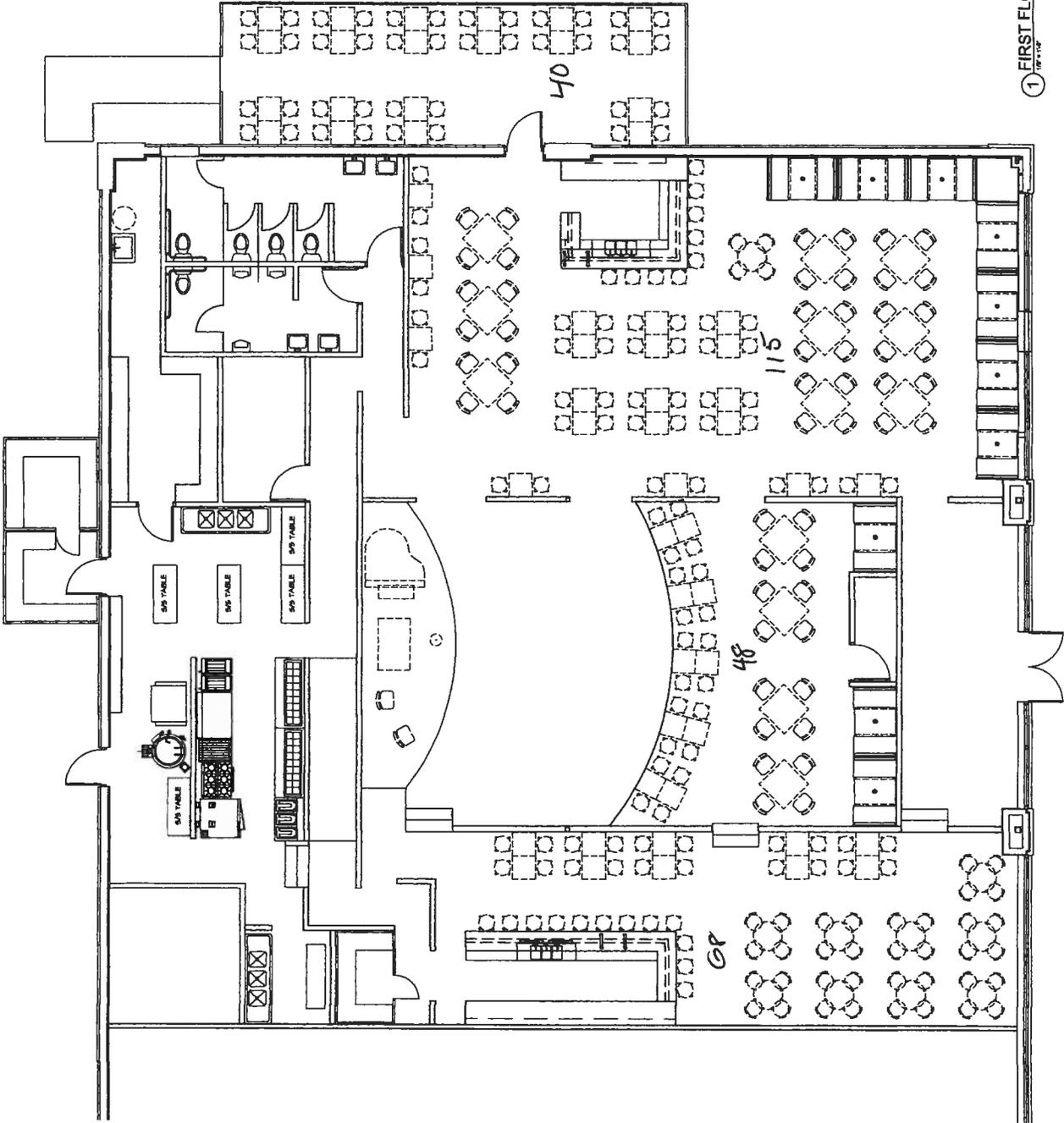
Background:

The corporation was in lease discussions with The Hinman Company for a property located at 5036 S. Westnedge. We were under the understanding that there were no discussions with other parties and we submitted our Census License Application on May 5th (which was the first received by the city for this license and I believe one of two that made it in before the May 11th deadline). We had signed a lease for the property with our broker; the Landlord did not countersign the lease and the property became unavailable. On Friday, June 1st, Victoria Georgeau from the City of Portage informed us that there was a competing application for that location. At that time, we were being told it was for adjacent property; however on Monday June 4th, our broker was told by Hinman's broker that the building was rented out and that we could discuss other options. This left us little time to find a suitable replacement property for this license application, but we have found what we believe will be a great option. Because of the changes, items number 5 and 11 of the application license previously submitted should be amended as follows:

5. The corporation has found contiguous property located at 295, 297, and 299 East Centre Street, which is part of Portage Centre Plaza, and has gotten commitment from the owner, Portage Centre Plaza, LLC, to lease. This plaza is located in what the City of Portage considers their downtown, adjacent to the city offices, fire and police, and near the library and senior center. By placing a venue that hosts live Blues and Jazz and offers Cajun and Creole food within the center, the downtown area has a unique draw that is not seen in the commercial corridor of Portage. The subject property is currently vacant, is split into three suites and is zoned commercial. Suite 297 has previously been used for food preparation; however a complete build out will be needed for the scope of our project. Please see the project plans for further information.

11. The subject property is located in a large shopping center, and as such met the City of Portage requirements for off-street parking and lighting for general commercial. There are a couple of food services providers located within the center, but they are located in another building across a large parking field. As such, because of the shared parking field, and the fact that many of the businesses operate primarily during the day, while the corporation plans on being more of a nighttime attraction, there should be no problem with parking. There is appropriate refuse disposal for the center. Updates with the planning board will be sought to satisfy the needs of the city when gaining approval for restaurant use within this location. Attached is a preliminary plan for the corporation's build-out within the building, including a deck area that would be used for serving food and beverages. The license is to be utilized within the building. Also attached is a letter of support from Portage Centre Plaza, LLC and the property management company, Plazacorp Realty Advisors, Inc., showing support and commitment for this use.

	PROJECT NAME: RESTAURANT PROJECT NUMBER: 1100 SCALE: 1/8" = 1'-0" SHEET NAME: CHEMICAL LAYOUT SHEET NUMBER: 4-112	#1 Fed's Diner Duckett
	PROJECT NAME: Repertoire (R.F.P.) PROJECT NUMBER: 295,297,99 space	This document and the method of construction shall be used in accordance with the contract documents and specifications.



① FIRST FLOOR PLAN
10.11.10

NOT FOR CONSTRUCTION



June 12, 2012

Victoria Georgeau
City of Portage
7900 South Westnedge Avenue
Portage, Michigan 49002

Re: Letter of Support – Repertoire Coffee House and Theatre

Dear Mrs. Georgeau:

Portage Centre Plaza, LLC, is pleased to write this letter of support for Repertoire Coffee House and Theater and to confirm that we intend to locate them in suites 295, 297 and 299, W. Centre Avenue (Building No. 3). We support their quest to open a live music venue and restaurant within the City of Portage and believe it will be a unique and dynamic addition to the City Center.

We also believe it will be a good addition to our Shopping Center, which as you know was the first Brownfield Redevelopment Authority Project in the City of Portage. The Shopping Center and particularly Building 3, has been functionally and economically challenged over the past years. Fortunately, we are successfully re-tenanting the Shopping Center and Repertoire will be a strong anchor to Building 3 and a capstone to the Shopping Center.

We look forward to a positive outcome for Repertoire, the Shopping Center and the City at the City's largest brownfield redevelopment site.

Sincerely,
Portage Centre Plaza, LLC

Mark K. Chilcott
Authorized Agent
PlazaCorp Realty Advisors, Inc.

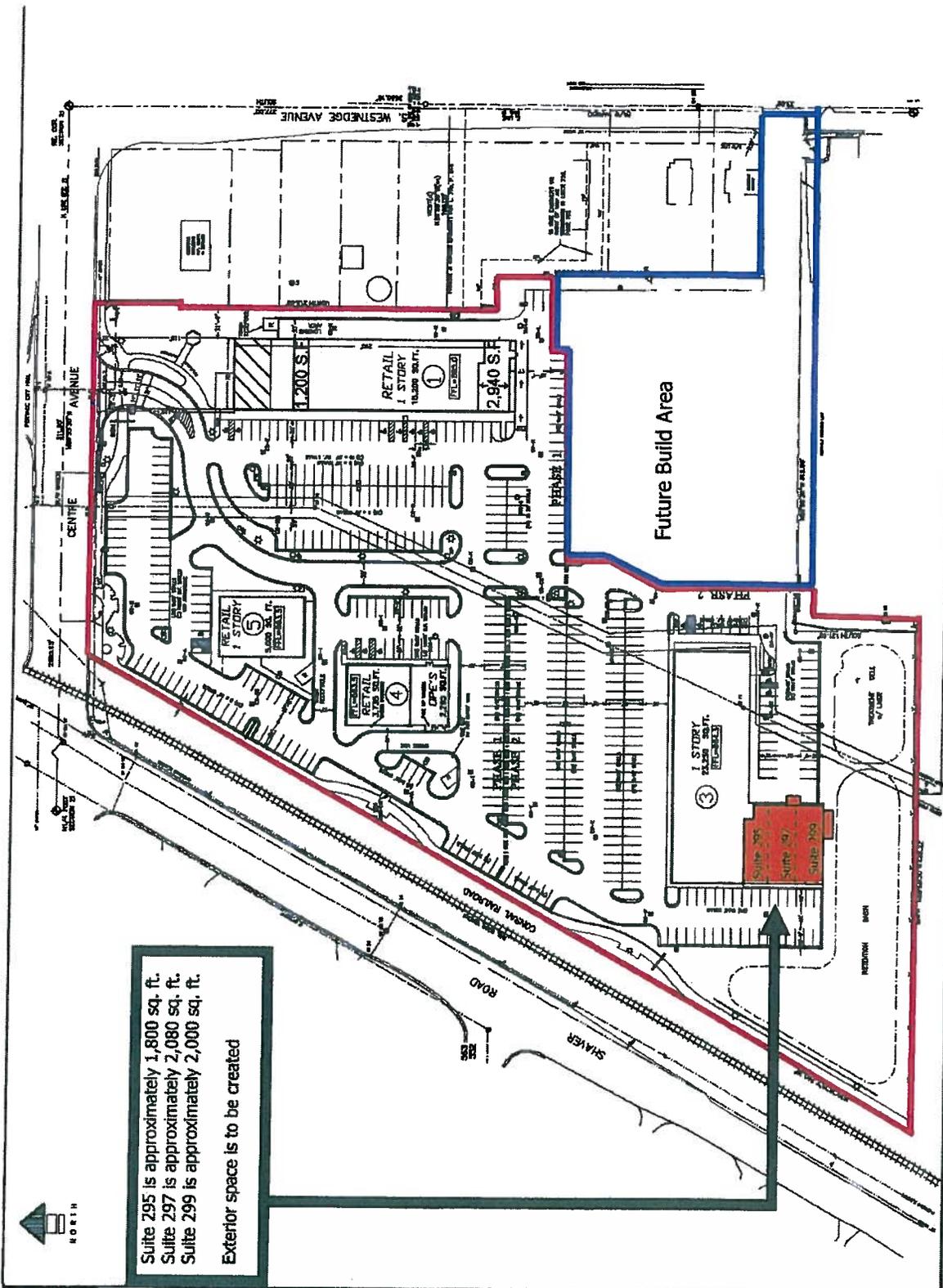
MANAGEMENT • DEVELOPMENT • BROKERAGE • LEASING

211 E. Water St., Ste. 201
Kalamazoo, Michigan 49007
Phone: (269) 383-5775
Fax: (269) 383-5774

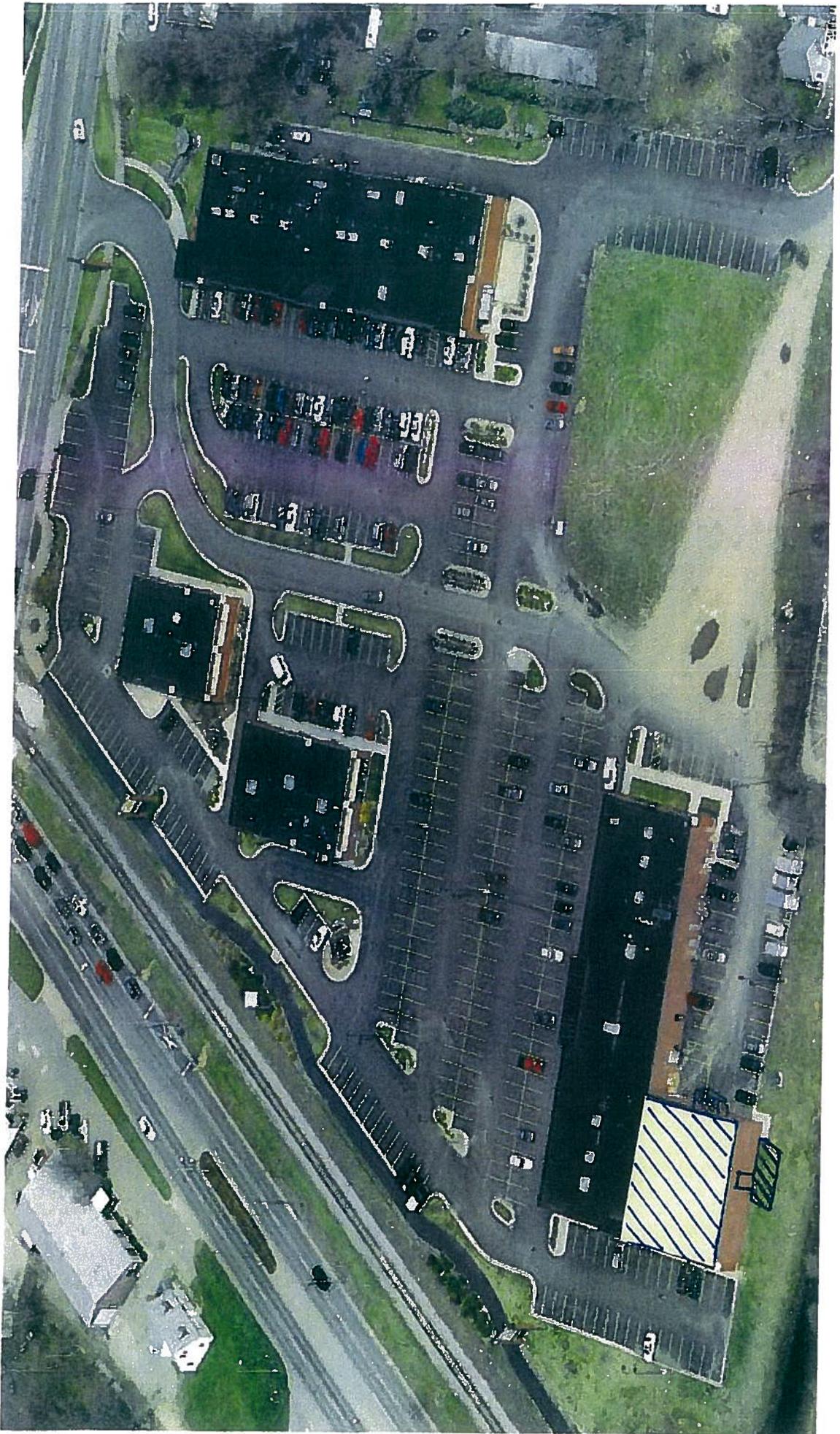
PLAZACORP REALTY ADVISORS, INC.

www.PlazaCorp.net

506 West Church Street
Ozark, Missouri 65721
Phone: (417) 581-4374
Fax: (417) 581-4389



Suite 295 is approximately 1,800 sq. ft.
 Suite 297 is approximately 2,080 sq. ft.
 Suite 299 is approximately 2,000 sq. ft.
 Exterior space is to be created



CITY OF PORTAGE
LIQUOR LICENSE APPLICATION

City Clerk's Office
City of Portage
7900 South Westnedge Avenue
Portage, MI 49002



Pursuant to Chapter 6 (Alcoholic Liquor) of the Code of Ordinances of Portage, Michigan, each applicant for a Liquor License within the City of Portage is required to submit a current and complete "City of Portage Liquor License Application" as furnished by the City Clerk.

INSTRUCTIONS TO COMPLETE APPLICATION:

Please provide the information requested below. Responses must be typed, double-spaced, within the space provided. If additional room is required for a response, please attach a separate sheet. The completed application must be signed and dated by the applicant, if an individual, or by a duly authorized agent thereof, if a partnership or corporation. The original application must be submitted to the City Clerk, together with the **application fee** (payable to the City of Portage) in the amount of **\$850**.

NOTES: Incomplete applications may be rejected from further consideration.

The City reserves the right to request additional information from the applicant as part of its review process.

***** **REQUIRED INFORMATION** *****

1.
 - a. If an individual, the name, age, and address of the applicant.
 - b. If a partnership, the name, age, and address of all persons entitled to share in the profits thereof. The general partner shall sign the application and all other documents required in connection with the application.
 - c. If a corporation, the names and addresses of all officers and directors thereof, and if an aggregate of more than 10% of the stock of such corporation is owned by any one person or his or her nominee, the name, age, and address of such person. The application shall also include the following:
 - 1) If incorporated outside of Michigan, a copy of its current Articles of Incorporation and a current Certificate of Good Standing from the state of incorporation.
 - 2) If a Michigan corporation, a copy of the current Articles of Incorporation as approved by the Department of Consumer and Industry Services.

- 3) Certified copies of the minutes of the meeting of its board of directors or an affidavit signed by an officer of the corporation naming the person who is authorized by corporate resolution to sign the application.
 - 4) An affidavit stating the identity of its current corporate officers and the members of the board of directors. **SEE ATTACHED**
- d. If a limited liability company, the name, age, and address of all the members. The application shall also include the following:
- 1) If a foreign limited liability company, a copy of the Certificate of Authority issued by the Michigan Department of Consumer and Industry Services.
 - 2) If a domestic limited liability company, a copy of the Articles of Organization filed with the Michigan Department of Consumer and Industry Services.
 - 3) An affidavit stating the full name and address of its current members, managers, and assignees of membership interest.
 - 4) An affidavit signed by a manager of the limited liability company or by at least one member if management is reserved to the members, naming the person authorized to sign the application. If a foreign limited liability company, a person who has the authority to sign under the laws of the jurisdiction of its organization shall sign the affidavit and shall indicate the capacity in which the person signs the affidavit.

2. Type of license desired. **SEE ATTACHED**

3. The nature of business of the applicant, and in the case of a corporation, partnership or limited liability company, the object or objects for which it was formed. **SEE ATTACHED**

4. A written statement as to the applicant's character, experience and financial ability to meet the obligations and business undertakings for which the license is to be issued, including the length of time said applicant has been in the business of that nature, or, in the case of a corporation, partnership, or limited liability company, the date in which the entity came into existence. **SEE ATTACHED**

5. The location and description of the premises which are to be operated under such license. **SEE ATTACHED**

6. If the business of the applicant is to be operated or conducted by a local manager or agent, the name and address of said manager or agent. **SEE ATTACHED**

7. A statement whether applicant has, prior to this application, made application for a license to sell beer and wine or spirits and the date, place, and description of such application or applications. **SEE ATTACHED**

8. A statement that applicant has never been convicted of a felony and is not disqualified to receive approval for a license by reason of any matter or thing contained in this ordinance or the laws of the State of Michigan. **SEE ATTACHED**

9. A statement that the applicant will not violate any of the ordinances of the City of Portage or laws of the State of Michigan or of the United States in the conduct of its business. **SEE ATTACHED**

10. A statement that, should any of the information provided in his or her application or any attachment thereto change during the term of this license or any renewal thereof, the applicant will notify the City Clerk in writing within thirty (30) days of such change. **SEE ATTACHED**

11. Attach an 8-1/2" x 11" building and grounds layout diagram showing the entire structure, premises, and grounds and, in particular, the specific areas where the license is to be utilized. The plans shall show the relationship of the proposed structure to the surrounding property and land use and shall demonstrate adequate off-street parking, lighting, refuse disposal facilities and where appropriate, adequate plans for screening and noise control. **SEE ATTACHED**

(Narrative space only. Attach diagram.)

12. Any other information pertinent to the applicant and operation of the proposed facility.
(Attach additional page, if necessary.)

Execution:

DATE: 5/3/2012

Signed: (Name of entity or individual)

Dorothy M. Robinett
Witness *Dorothy M. Robinett*

By: *Theophilis Duckett*

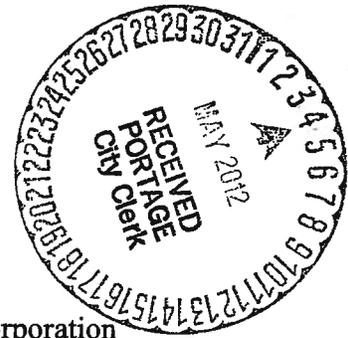
St P. G. George
Witness *Steven P. George*

Its: *Theophilis Duckett - President*
The Repertoire Coffee House & Theater
INC.

THE COMPLETED APPLICATION AND THE APPLICATION FEE IN THE AMOUNT OF
\$850 SHOULD BE MAILED OR DELIVERED TO:

City Clerk
City of Portage
7900 South Westnedge Avenue
Portage, MI 49002

LIQUOR LICENSE APPLICATION



1. Applicant, The Repertoire Coffee House and Theatre, is a Michigan corporation that will transact business under the assumed name of Repertoire Entertainment Partners. Members are Theophilis Duckett (50% stock) and Diana Duckett (25% stock), of 228 Tamarix Avenue, Portage, Michigan and Steve George (12.5% stock) and Dorothy Robinett (12.5% stock), of 741 Lynn Avenue, Kalamazoo, Michigan. Attached as Exhibit A are: (i) a copy of the Articles of Incorporation, (ii) a corporate resolution authorizing Theophilis Duckett to sign this application on behalf of the corporation, and (iii) an affidavit stating the corporation's current corporate officers and the members of the board of directors.
2. The corporation is seeking a new "Class-C" Liquor License. It is our understanding that a new census based liquor license has become available within Portage, Michigan under the "quota provision."
3. The corporation was formed with the intent of becoming a destination point for Portage and the greater Southwest Michigan area by filling a much needed void not addressed locally. Namely, the corporation wishes to provide a live entertainment venue with an emphasis on Jazz and Blues that is more normally found in larger markets such as Grand Rapids, Detroit, or Chicago. Furthermore, the corporation will specialize in Cajun, Creole and Barbeque Fare, which is not otherwise available in our local marketplace.

4. The corporation was formed in 2005, as Ted and Diana Duckett began to pursue Ted's long time aspiration to become a restaurateur. Ted is a graduate of Western Michigan University with a Secondary Education major and Physical Education minor. Upon graduation he immediately began a 40+year long career at Kalamazoo Loy Norrix High School, teaching History and coaching various sports. Diana's father was a restaurateur in Chicago so she grew up within the business. Diana has also experience as a professional Jazz entertainer in Chicago, Washington D.C, and Breckenridge Colorado. In Kalamazoo she sang with the Kalamazoo Symphony for nearly 5 years. Afterwards she became an entertainment manager and event planner for various groups and non- profit organizations throughout the area. Diana currently works as an independent contractor in the Mortgage and Real Estate industry. As stated, Ted and Diana have been working on this for a number of years and have the financial pieces in place to take on this project.

As time went on, Ted and Diana brought in Steve George and Dorothy Robinett as officers of the corporation. Both Steve and Dorothy have experience within the restaurant industry. Steve has 17 years experience starting with his role as a cook and bar-back at the 8,000 square foot Wooly-Bully's restaurant/nightclub in Northville, Michigan, where he eventually started bartending and later managed. For the last 12 years, he has worked in all functions at Pappy's Place in Portage, Michigan (the last 7 bartending and managing). Dorothy has experience with

advertising and public relations through various venues. Most applicable perhaps are several projects related to food and entertainment. During graduate school at Eastern Michigan University, she designed capital campaign materials to help the Ark Theatre, the second oldest non-profit acoustic music venue in the United States, raise funds for its relocation to downtown Ann Arbor. As a member of the Kalamazoo Jaycees, she partnered with another Jaycee to put on a concert to benefit the Red Cross Tsunami Relief efforts and over the years also prepared a number of press releases and other materials related to Kalamazoo's Island Fest and Taste of Kalamazoo Festivals. She works in commercial real estate as a project manager.

Together Ted and Steve will take on the bulk of the day to day operations. Ted will manage the corporation side of the business and Steve will manage the restaurant as the general manager. Diana will work with Ted to book talent and Dorothy will assist with promotional materials.

Together the corporation is aiming to create a place where great food, fun, romance, dancing and entertainment can be enjoyed in one spot. This is the inspiration behind the Repertoire concept.

5. The corporation is in serious lease negotiations with The Hinman Company for a property located at 5036 S. Westnedge. It is expected that a Lease will be signed toward the middle of May 2012. The subject property is currently vacant, is zoned B-3, and has previously been used as a restaurant.

6. The corporation is to be operated and conducted under the management of the officers as detailed within number 4 hereof.
7. Neither the corporation, nor any of its officers, has ever made an application for a license to sell beer, wine or spirits.
8. No officer or director of the corporation has ever been convicted of a felony nor are any of the officers or directors disqualified to receive approval for a license by reason of any matter or thing contained in this ordinance or the laws of the State of Michigan.
9. The applicant will not violate any of the ordinances of the City of Portage or laws of the State of Michigan or of the United States in the conduct of its business.
10. Should any of the information provided within this application or any attachment hereto during the term of this license or any renewal thereof, the corporation will notify the City Clerk in writing within thirty (30) days of such change.
11. The subject property is 7,785 square feet and has previously been used for restaurant use. At that time it met the City of Portage requirements for off-street parking (94 spots) and lighting, and there is room for appropriate refuse disposal to be placed along the western edge of the property. Although some updates may

be required, the site had previously met zoning and planning board requirements necessary to gain approval for restaurant use. Attached is a drawing supplied by the Hinman Company, which details the current building layout. Also attached is a preliminary plan for the corporation's build-out within the building. An aerial view of the grounds is attached (source Portage, MI GIS Mapping System). The license is to be utilized within the building.

Resolution of Members
The Repertoire Coffee House and Theatre Incorporated

The undersigned, being all of the shareholders and officers ("**Officers**") of The Repertoire Coffee House and Theatre Incorporated, a Michigan corporation ("**Company**"), hereby adopt the following Resolutions by unanimous written consent pursuant to the authority granted under the Operating Agreement for the Company:

WHEREAS, Theophilis Duckett is the President of the Company; and

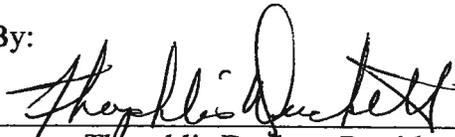
WHEREAS, the Officers of the Company wish to authorize Theophilis Duckett to transact business on behalf of the company,

NOW, THEREFORE, BE IT RESOLVED, that Theophilis Duckett is hereby appointed as an authorized agent of the Company; and

FURTHER RESOLVED, Theophilis Duckett, as authorized agent of the Company, in the Company's capacity, is hereby authorized to execute and deliver on behalf of the Company, any and all documents, and do all things, necessary or desirable to complete the application for a liquor license within the City of Portage, Michigan (the "**Application**")

Signed this 3rd day of May, 2012.

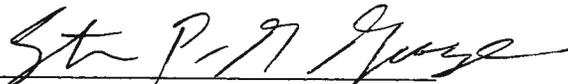
By:



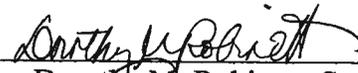
Theophilis Duckett, President



Diana L. Duckett, Vice President



Steve P-G George, Treasurer



Dorothy M. Robinett, Secretary

AFFIDAVIT OF CORPORATE OFFICERS AND DIRECTORS

STATE OF MICHIGAN)
) ss.
COUNTY OF KALAMAZOO)

THEOPHLIS DUCKETT, being duly sworn, states as follows:

1. I am the President of The Repertoire Coffee House and Theatre Incorporated, a Michigan corporation, whose address is 228 Tamarix Avenue, Portage, Michigan 49002 (“REPERTOIRE”).

2. The officers of REPERTOIRE are as follows:

Theophlis Duckett, President

Diana L. Duckett, Vice President

Steve P-G George, Treasurer

Dorothy M. Robinett, Secretary

3. This Affidavit is executed for the purposes of satisfying requirements of a liquor license application for the City of Portage, in the State of Michigan.

4. I have personal knowledge of the facts as stated herein, and if sworn, can competently testify to the same.

[signature page follows]

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT

for

THE REPERTOIRE COFFEE HOUSE AND THEATER INCORPORATED

ID NUMBER: 42873D

received by facsimile transmission on March 24, 2005 is hereby endorsed filed on March 24, 2005 by the Administrator. The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of March, 2005.

A handwritten signature in black ink, appearing to read 'Andrew G. Mitchell'.

, Director

Bureau of Commercial Services

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
PROFIT CORPORATION INFORMATION UPDATE



2011

Due May 15, 2011

File Online at www.michigan.gov/fileonline

Identification Number 42873D	Corporation name THE REPERTOIRE COFFEE HOUSE AND THEATER INCORPORATED
Resident agent name and mailing address of the registered office DIANA DUCKETT 228 TAMARIX AVE PORTAGE MI 49002	
<p>FILED</p> <p>FEB 07 2012</p> <p>by Department Bureau of Commercial Services</p> <p>RECEIVED</p> <p>JAN 10 2012</p> <p>DLEG \$75.00</p>	
The address of the registered office 228 TAMARIX AVE PORTAGE MI 49002	
<p>For Bureau use only Fee Received</p> <p><input type="checkbox"/> \$25 before May 16</p> <p><input type="checkbox"/> \$35 (May 16 - 31)</p> <p><input type="checkbox"/> \$45 (June 1 - 30)</p> <p><input type="checkbox"/> \$55 (July 1 - 31)</p> <p><input type="checkbox"/> \$65 (Aug 1 - 31)</p> <p><input type="checkbox"/> \$75 after August 31</p>	

To certify there are no changes from your previous filing check this box and proceed to Item 6. If the resident agent and/or registered office has changed complete Items 1-6. If only officer and director information has changed complete Items 4-6.

1. Mailing address of registered office in Michigan (may be a P.O. Box) <i>228 Tamarix Avenue, Portage, Michigan 49002</i>	2. Resident Agent <i>Diana Duckett</i>
3. The address of the registered office in Michigan (a P.O. Box may not be designated as the address of the registered office) <i>228 Tamarix Avenue, Portage, Michigan 49002</i>	

4. Describe the general nature and kind of business in which the corporation is engaged: *Supports the Arts, to provide a venue which showcases the skills and techniques as talents artistically of individuals of all ages, in areas of Art, Poetry, Dance, Music and Drama*

	5. NAME	BUSINESS OR RESIDENCE ADDRESS	
If different than President	President (Required)	<i>Theophilis Duckett 228 Tamarix Avenue, Portage, Mich. 49002</i>	
	Secretary (Required)	<i>Dorothy M. Robinett 741 Lynn Avenue, Kalamazoo, MI 49008</i>	
	Treasurer (Required)	<i>Steve P-G George 741 Lynn Avenue, Kalamazoo, MI 49008</i>	
	Vice - President	<i>Diana L. Duckett 228 Tamarix Avenue, Portage, Mich. 49002</i>	
If different than Officers	Director	<i>Theophilis Duckett 228 Tamarix Avenue, Portage, Mich. 49002</i>	
	Director	<i>Diana L. Duckett 228 Tamarix Avenue, Portage, Mich. 49002</i>	
	Director	<i>Steve P-G George 741 Lynn Avenue, Kalamazoo, MI 49008</i>	
6. Signature of authorized officer or agent	Title	Date	Phone (Optional)
<i>Diana L. Duckett</i>	<i>VP/Director</i>	<i>1-8-12</i>	<i>269-267-1676</i>

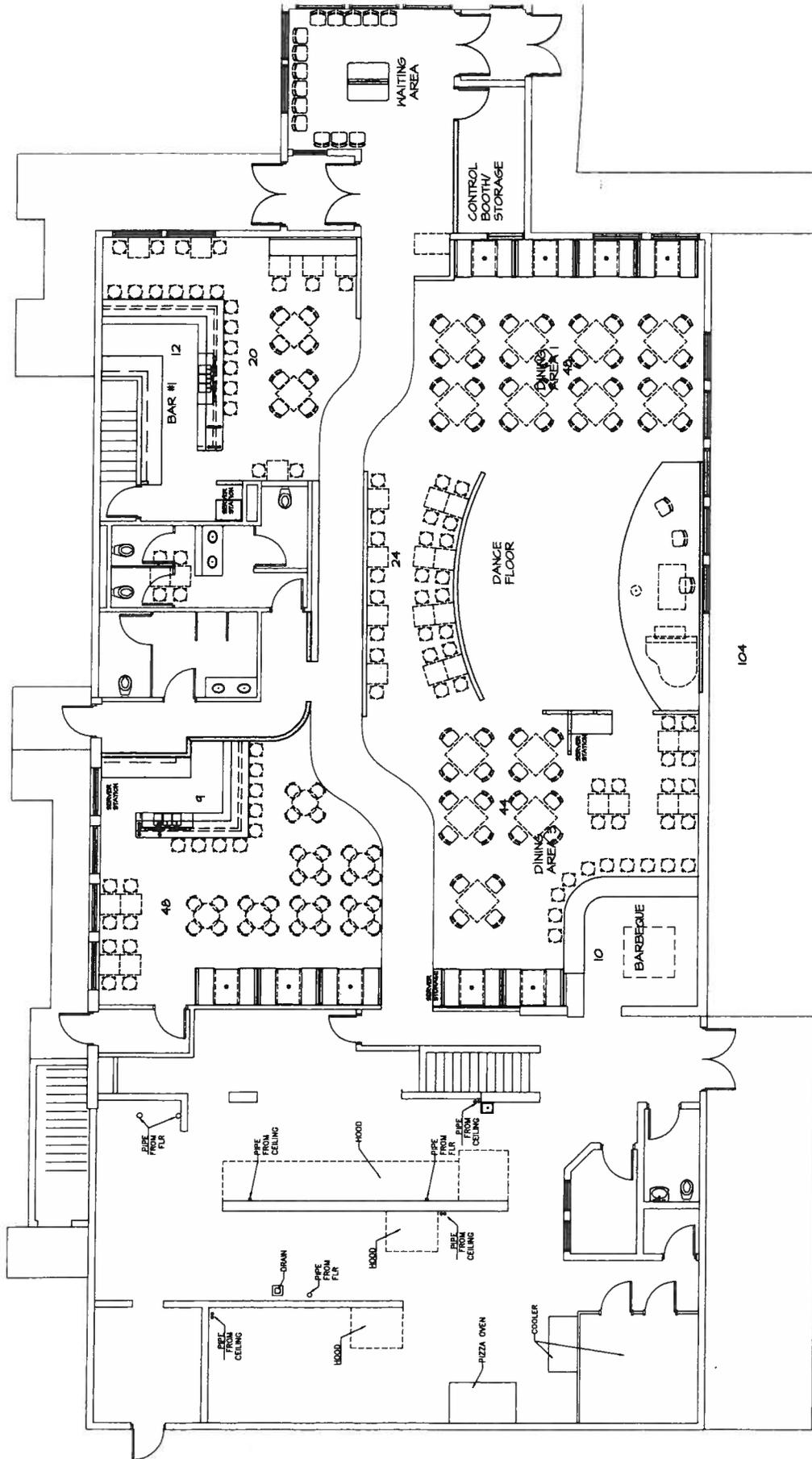
Filing fee \$25.
Report due May 15, 2011.
If received after May 15, penalty fees will be assessed.

Please make your check or money order payable to the State of Michigan. Include payment with completed report in the same envelope.
Return to: Department of Licensing and Regulatory Affairs
Bureau of Commercial Services, Corporation Division
P.O. Box 30481
Lansing, MI 48909
(517) 241-6470

Be

Proposed build-out

<p>M3 ARCHITECTS 1000 PINE STREET, SUITE 1000 SAN FRANCISCO, CA 94109 TEL: 415.774.1111 FAX: 415.774.1112</p>	<p>2/28/2011 The document and the design are the property of M3 Architects. No part of this document may be reproduced or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, or by any information storage and retrieval system, without the prior written permission of M3 Architects.</p>	<p>PROJECT NAME: RESTAURANT PROJECT NUMBER: 104-12 SHEET NAME: SCHEMATIC LAYOUT</p>	<p>SHEET NO. 104</p>
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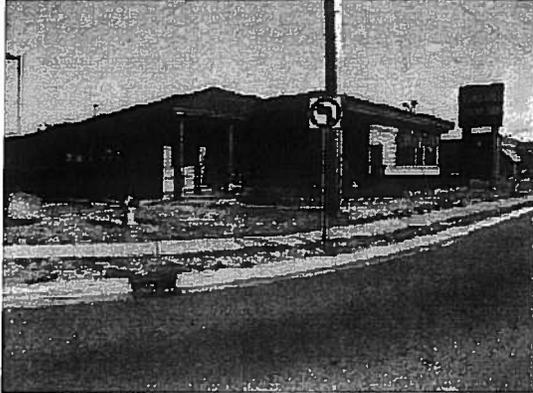
NOT FOR CONSTRUCTION

Property Address

5036 S WESTNEDGE AV
 PORTAGE, MI 49024

Owner Address

JERECO LLC
 750 TRADE CENTRE WAY #100
 PORTAGE, MI 49002



This parcel is not mapped

General Information for Current Tax Year

Parcel Number: 000040050
Property Class Name: Commercial Improved
ECF Neighborhood: 1000
School District: Portage
State Equalized Value: \$297700
Taxable Value: \$297700
Exemption Percent: 0%

Land Information

Acreage: 1.03
Year Built: 0
Total Floor Area: 0 sq. ft
Lot Area (GIS): 43930 sq. ft

Legal Information

COMMENCING AT THE NE CORNER OF SECT 4, T 3 S, R 11 W, CITY OF PORTAGE, KALAMAZOO COUNTY, MI; TH S 00DEG-00'-00in E ALONG THE E LINE OF SAID SECT, 305.11 FT (RECORDED AS 305.37 FT) FOR THE PLACE OF BEG OF THE LAND HEREINAFTER DESCRIBED; TH CONTINUING S 00DEG-00'-00in E ALONG THE E LINE OF SAID SECT, 175 FT; TH N 89DEG-27'-15in W, 303.83 FT (RECORDED AS N 89DEG-25'-00in W, 304 FT) TO THE SE CORNER OF LOT 4 OF KILGORE PLAT, AS RECORDED IN LIBER 17 OF PLATS ON PG 51, KALAMAZOO COUNTY RECORDS; TH N 00DEG-01'-02in E ALONG THE E LINE OF SAID LOT 175 FT; TH S 89DEG-27'-15in E, 303.78 FT TO THE PLACE OF BEG. EXCEPT ANY PART THEREOF TAKEN, USED, OR DEEDED FOR STREET, ROAD OR HIGHWAY PURPOSES. CONTAINING 1.22 ACRES.

Disclaimer

These maps are intended to be used for generalized citywide planning and there are no warranties that accompany this product. City of Portage recommends that users of this product confirm the data used in production of this map by visual inspection of the geographic area. In no event shall City of Portage be liable to the user or any third party for errors, omissions or positional accuracy of this product, regardless of the form of claim or action, whether in contract or tort, including negligence, in the amount that exceeds the sum paid by the user for the product. City of Portage reserves all rights of authorship granted under U.S. and International copyright laws and agreements.

MRG (Millennium Restaurant Group) TOG, LLC
3201 West Centre Avenue



3201 West Centre Avenue



1:1700

Map Publication:

Thu Jun 21 2012 08:22:30 AM

Disclaimer:

This map does not represent a survey or legal document and is provided on an "as is" basis. City of Portage expresses no warranty for the information displayed on this map document.



May 21, 2012

*C: Com Dev
Finance
FIRE MARSHALL*



James Hudson
City Clerk
City of Portage

Regarding: Liquor License Application, Trade Centre Holdings, LLC
Assignment of Applicant to MRG, TOG, LLC

Dear Mr. Hudson,

Please accept this letter of amendment to the referenced liquor license application submitted on May 11, 2012 as attached.

Please be aware that we expect the need for liquor licenses for two hotels and three restaurants at the Trade Centre development and for two restaurant sites on Westnedge owned by affiliates of The Hinman Company, all of which are located in the DDA. The availability of new liquor licenses at no or lower cost is vital to maintain momentum that currently exists for continued investment and development in the DDA. Please let us know if we can be of assistance with this effort.

Thank you for your consideration and understanding of our liquor license application amendment. We appreciate your time and consideration regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Rich MacDonald".

Rich MacDonald
The Hinman Company
Authorized Agent of Trade Centre Holdings, LLC

**CITY OF PORTAGE
LIQUOR LICENSE APPLICATION**

City Clerk's Office
City of Portage
7900 South Westnedge Avenue
Portage, Michigan 49002



NOTE: This document is attached to and made a part of the Application Form provided by the City of Portage.

1. Applicant: MRG TOG, LLC.*
3505 Greenleaf Blvd.
Kalamazoo, Michigan 49008
(*or it's assignee as approved by the City of Portage)

100% of the Company's Membership Interests are owned by:
Kenneth V. Miller ("Miller")
3505 Greenleaf Blvd
Kalamazoo, Michigan 49008

- C.2 Articles of Organization Attached
C.3 Affidavit for signing and Members Attached

2. TYPE OF LICENSE DESIRED: Class C and SDM permit

3. NATURE OF BUSINESS OF APPLICANT: Restaurant ownership and management and any other lawful purpose pursuant to the laws, regulations and statutes of the State of Michigan.

4. Millennium Restaurant Group, LLC (MRG) was formed in December, 1999, and is the umbrella organization for the Millennium Restaurant Group's restaurant and catering businesses. For over twenty-five years, Miller has owned and operated several restaurant operations in Southwest Michigan. MRG currently operates and administers the following restaurant and hospitality operations: Martell's, Epic Bistro/Central City Tap House, The Union, The Wine Loft (all in Kalamazoo), The Fieldstone Grill (Portage), The Idler (South Haven), CityScape Event Center (Kalamazoo) and Millennium Hospitality Services and Millennium Catering (Kalamazoo). MRG employs approximately 30 full time administrative and

CITY OF PORTAGE

LIQUOR LICENSE APPLICATION

management personnel and approximately 300 full and part-time staff in the Kalamazoo and Portage area. The four principal operating individuals, including Miller—responsible for all financial, administrative, legal and operational issues, have in excess of 100 years of combined experience in the food/alcohol and hospitality industry. MRG annually serves in excess of 500,000 customers in the Kalamazoo and Portage operations. Miller serves on the Board and Executive Committee of the Michigan Restaurant Association and a biography is attached for reference

Consistent with past practice, Miller forms an affiliate entity for each new restaurant business. MRG TOG, LLC has been designated as the affiliate entity that will hold the Class C License and SDM Permit. MRG TOG, LLC is 100% owned by Miller.

5. LOCATION/DESCRIPTION: The east end 3000 (approximate) square feet of The Greenspire Shoppes, Centre Ave, Portage, MI. Owner and landlord of the facility is The Hinman Company, 750 Trade Center Way, Suite 100, Kalamazoo, MI 49002.
6. An employee of applicant will be responsible for the daily operations of the unit and report directly to MRG offices in Kalamazoo.
7. PRIOR APPLICATIONS: NOT this applicant but Miller, through The MOORS I, LLC, in January, 2004 received a license from the City of Portage and Michigan Liquor Control Commission for the Fieldstone Grill, 3970 West Centre Ave, Portage, MI. MOORS I, LLC is 100% owned by Miller.
8. Applicant has never been convicted of a felony and is not disqualified to receive approval for a license by reason of any matter or thing contained in this ordinance or the laws of the State of Michigan
9. Applicant states that it will not violate any of the ordinances of the City of Portage or laws of the State of Michigan or of the United States in the conduct of the business.
10. Should any of the information provided in this application or any attachment thereto change during the term of this license or any renewal thereof, the applicant will notify the City Clerk in writing within 30 days of such change
11. DIAGRAM OF PROPOSED SITE AND BUILDING: ATTACHED

CITY OF PORTAGE
LIQUOR LICENSE APPLICATION

City Clerk's Office
City of Portage
7900 South Westnedge Avenue
Portage, MI 49002

Pursuant to Chapter 6 (Alcoholic Liquor) of the Code of Ordinances of Portage, Michigan, each applicant for a Liquor License within the City of Portage is required to submit a current and complete "City of Portage Liquor License Application" as furnished by the City Clerk.

INSTRUCTIONS TO COMPLETE APPLICATION:

Please provide the information requested below. Responses must be typed, double-spaced, within the space provided. If additional room is required for a response, please attach a separate sheet. The completed application must be signed and dated by the applicant, if an individual, or by a duly authorized agent thereof, if a partnership or corporation. The original application must be submitted to the City Clerk, together with the **application fee** (payable to the City of Portage) in the amount of **\$850**.

NOTES: Incomplete applications may be rejected from further consideration.

The City reserves the right to request additional information from the applicant as part of its review process.

***** **REQUIRED INFORMATION** *****

1.
 - a. If an individual, the name, age, and address of the applicant.
 - b. If a partnership, the name, age, and address of all persons entitled to share in the profits thereof. The general partner shall sign the application and all other documents required in connection with the application.
 - c. If a corporation, the names and addresses of all officers and directors thereof, and if an aggregate of more than 10% of the stock of such corporation is owned by any one person or his or her nominee, the name, age, and address of such person. The application shall also include the following:
 - 1) If incorporated outside of Michigan, a copy of its current Articles of Incorporation and a current Certificate of Good Standing from the state of incorporation.
 - 2) If a Michigan corporation, a copy of the current Articles of Incorporation as approved by the Department of Consumer and Industry Services.

- 3) Certified copies of the minutes of the meeting of its board of directors or an affidavit signed by an officer of the corporation naming the person who is authorized by corporate resolution to sign the application.
 - 4) An affidavit stating the identity of its current corporate officers and the members of the board of directors.
- d. If a limited liability company, the name, age, and address of all the members. The application shall also include the following:
- 1) If a foreign limited liability company, a copy of the Certificate of Authority issued by the Michigan Department of Consumer and Industry Services.
 - 2) If a domestic limited liability company, a copy of the Articles of Organization filed with the Michigan Department of Consumer and Industry Services.
 - 3) An affidavit stating the full name and address of its current members, managers, and assignees of membership interest.
 - 4) An affidavit signed by a manager of the limited liability company or by at least one member if management is reserved to the members, naming the person authorized to sign the application. If a foreign limited liability company, a person who has the authority to sign under the laws of the jurisdiction of its organization shall sign the affidavit and shall indicate the capacity in which the person signs the affidavit.

2. Type of license desired.

3. The nature of business of the applicant, and in the case of a corporation, partnership or limited liability company, the object or objects for which it was formed.

8. A statement that applicant has never been convicted of a felony and is not disqualified to receive approval for a license by reason of any matter or thing contained in this ordinance or the laws of the State of Michigan.

9. A statement that the applicant will not violate any of the ordinances of the City of Portage or laws of the State of Michigan or of the United States in the conduct of its business.

10. A statement that, should any of the information provided in his or her application or any attachment thereto change during the term of this license or any renewal thereof, the applicant will notify the City Clerk in writing within thirty (30) days of such change.

11. Attach an 8-1/2" x 11" building and grounds layout diagram showing the entire structure, premises, and grounds and, in particular, the specific areas where the license is to be utilized. The plans shall show the relationship of the proposed structure to the surrounding property and land use and shall demonstrate adequate off-street parking, lighting, refuse disposal facilities and where appropriate, adequate plans for screening and noise control.

(Narrative space only. Attach diagram.)

12. Any other information pertinent to the applicant and operation of the proposed facility.
(Attach additional page, if necessary.)

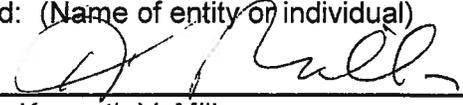
Execution:

MRG TOG, LLC

DATE: 5/21/12

Signed: (Name of entity or individual)

John M. Nowak

By: 

Witness John M. Nowak

Kenneth V. Miller

Connie Brennan

Its: Member

Witness CONNIE BRENNAN

THE COMPLETED APPLICATION AND THE APPLICATION FEE IN THE AMOUNT OF
\$850 SHOULD BE MAILED OR DELIVERED TO:

City Clerk
City of Portage
7900 South Westnedge Avenue
Portage, MI 49002

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF ORGANIZATION (DOMESTIC L.L.C.)

for

MRG TOG, LLC

ID NUMBER: D0155N

***received by facsimile transmission on March 31, 2006 is hereby endorsed
Filed on March 31, 2006 by the Administrator.***

***The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.***



***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 31ST day
of March, 2006.***

, Director

Bureau of Commercial Services

BCSICD-700 (Rev. 12/05)

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received _____ (FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name
Matthew K. Bishop; MILLER JOHNSON
Address
P.O. Box 306
City State Zip Code
Grand Rapids MI 49501-0306

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

ARTICLES OF ORGANIZATION

For use by Domestic Limited Liability Companies

(Please read information and instructions on last page)

B

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles:

ARTICLE I

1. The name of the limited liability company is: MRG TOG, LLC

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

ARTICLE IV

1. The street address of the location of the registered office is:
3505 Greenleaf Boulevard Kalamazoo Michigan 49008
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office if different than above:

(Street Address or P.O. Box) (City) Michigan (ZIP Code)
3. The name of the resident agent at the registered office is: Kenneth V. Miller

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

Signed this 31 day of March, 2006

By Matthew K. Bishop
(Signature(s) of Organizer(s))
Matthew K. Bishop, Organizer
(Type or Print Name(s) of Organizer(s))

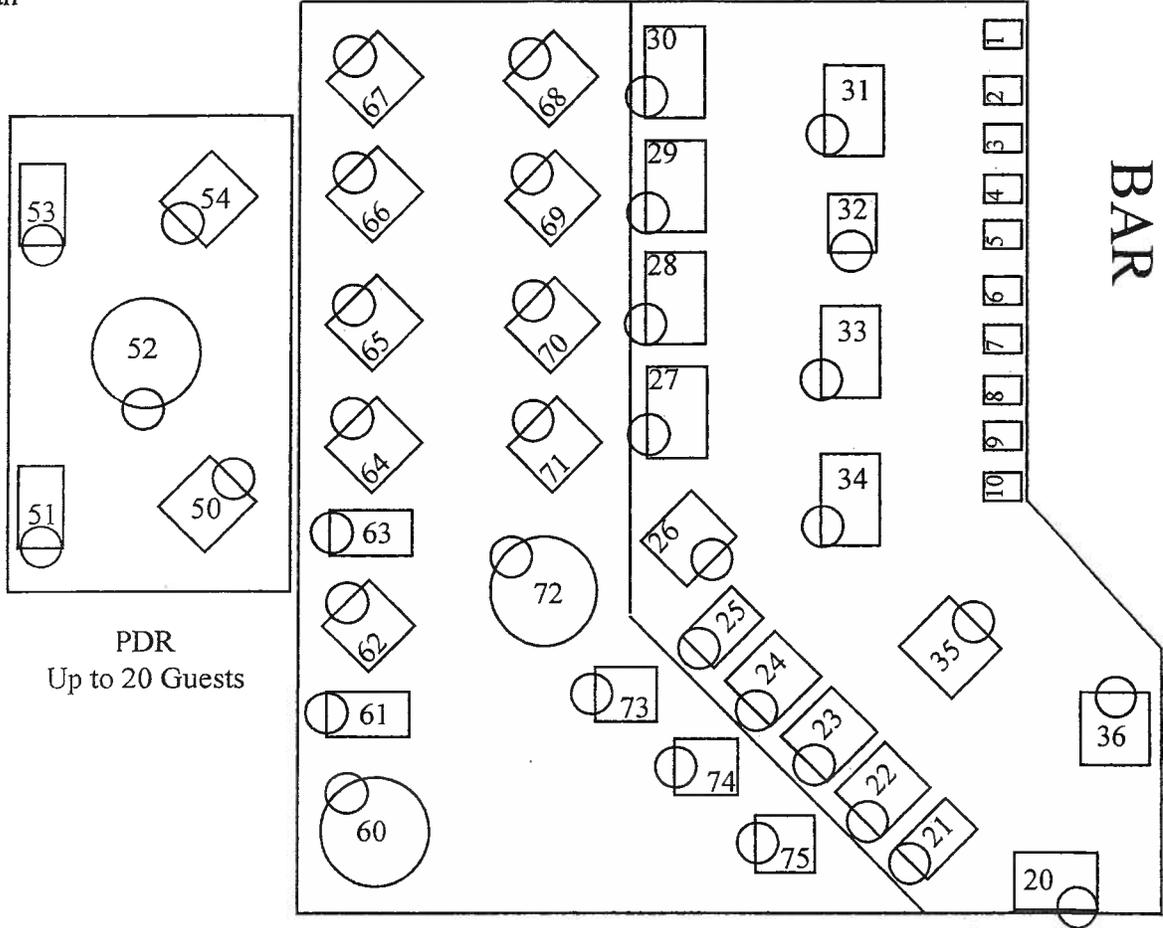




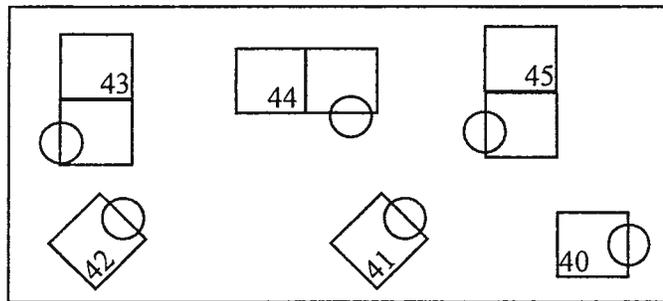
EPIC BISTRO - CCTH
Floor Plan

MDR - Bistro

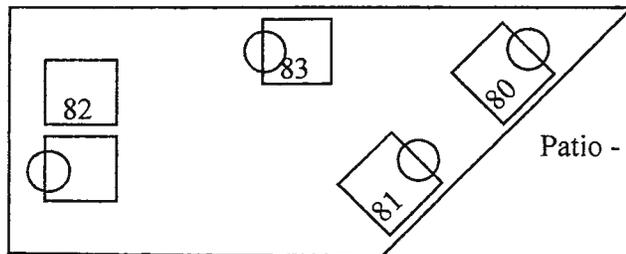
CC TAP HOUSE



PDR
Up to 20 Guests



WDS
Up to 35 Guests



Patio - Seasonal

Kenneth V. Miller
Biography Summary

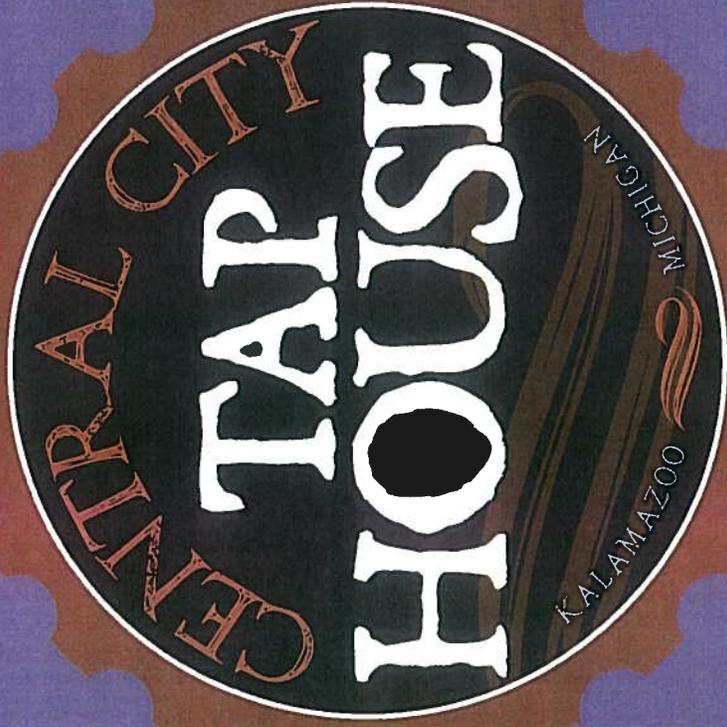
Kenneth V. Miller is a principle of Havirco, a Kalamazoo, MI based investment management firm started in 1983. Miller is owner of the Millennium Restaurant Group, LLC which owns and operates several restaurant properties in southwest Michigan, including Martell's Restaurant and Tavern (formerly The Black Swan), Epic Bistro/Central City Tap House, The Union, Fieldstone Grill, CityScape Events Center and Millennium Catering and The Wine Loft, all of Kalamazoo/Portage, and The Idler of South Haven. He is also director and Chairman of Keystone Bank of Kalamazoo

Miller also previously served as a director and member of the Executive Committee, and Chairman of the Audit Committee of Biomet, Inc., (OTC-BMET), Warsaw, IN, a manufacturer and marketer of orthopedic and surgical products. He retired from those positions in September, 2007. He was a co-founder of AvTech Laboratories, Inc., Kalamazoo, a pharmaceutical products testing laboratory and is a co-founder of TEAM Industries, Inc., Grand Rapids, MI/Winchester, VA, a manufacturer of expanded polystyrene used primarily in commercial and residential construction. Miller was also co-founder of and served as President/CEO of Radio Associates Group, owner/operator of radio broadcast properties in Michigan, California and Nevada.

Miller currently serves as a Trustee and Past-Chair of Western Michigan University's Board of Trustees (Kalamazoo, MI). He is also a director and Chair of the WMU Foundation and is a Director and Executive Committee member of the Michigan Restaurant Association. He previously served as a Trustee and Chairman of the Kalamazoo Valley Community College Foundation and remains Trustee of the Havirmill Foundation. He is a Past-President and Board member of the Kalamazoo Symphony Orchestra; Past Chairman of the WMU Haworth College of Business Advisory Board; member of the WMU College of Fine Arts Executive Cabinet and is a former member of the Board of Governors of the Kalamazoo Country Club. He currently serves as Chair of Downtown Tomorrow, Inc. Board of Directors. Miller is a recent recipient of the Distinguished Alumni Award for WMU and the Red Rose Award for exceptional community service from the Kalamazoo Rotary Club. He earned his Bachelor of Business Administration and Masters of Business Administration from Western Michigan University and a Juris Doctorate from Thomas M. Cooley Law School (Lansing, MI).

WINE BY THE GLASS

	3oz	6oz	btl
WHITE			
#1 Sebastiani, CHARDONNAY , Central Coast, CA	3.5	7	28
#2 Qupe, Y Block, CHARDONNAY , Santa Maria Valley, CA	5.5	11	44
#3 Loosen Bros, "Dr. L.", RIESLING , Mosel, Germany	4.5	9	36
#4 Sartori Di Verona, PINOT GRIGIO , Delle Venezie, Italy	3	6	24
#5 Duckhorn Vineyards, "Decoy", SAUVIGNON BLANC , Napa Valley, CA	5	10	40
#6 Snoqualmie, SAUVIGNON BLANC , Columbia Valley, WA	2.5	5	20
#7 Bex, RIESLING , Mosel, Germany	3	6	24
#8 Claude Val, BLANC , Languedoc, France	3	6	24
RED			
#11 Joel Gott, "815", CABERNET SAUVIGNON , CA	5	10	40
#12 Amado Sur, MALBEC-BONARDA-SYRAH , Mendoza, Argentina	5	10	40
#13 Lock & Key, MERITAGE , North Coast, CA	4.5	9	36
#14 Parcel 41, MERLOT , Napa Valley, CA	5	10	40
#15 Hahn, PINOT NOIR , Monterey, CA	4.5	9	36
#16 Lan, CRIANZA , Rioja, Spain	4	8	32
#17 Las Perdices, MALBEC , Mendoza, Argentina	3.5	7	28
#18 Decoy, MERLOT , Napa Valley, CA	7	14	56
#19 Casillero Del Diablo, CARMENERE , Chile	4	8	32
#20 D'Arenberg, "The Stump Jump", SHIRAZ , MacLaren Vale, Australia	4	8	32



(269) 492.0100 | 359 S. Kalamazoo Mall

Downtown Kalamazoo | 49007

CCTAPHOUSE.COM

CENTRAL CITY TAPHOUSE



DINNERTIME, KALAMAZOO, MICHIGAN, SPRING EDITION

BITES

- { JERK CHICKEN SKEWER } jamaican spiced wood grilled chicken, calypso chutney 6.95
- { DEVILED EGGS } 3.50
- { PRETZEL-CRUSTED CHICKEN TENDERLOINS } served with honey dijon dipping sauce 5.50
- { CALAMARI } flash fried calamari, spicy aioli, sweet chili sauce 7.95
- { MUSSELS BY THE LB } prince edward island mussels with garlic & white wine or Thai green curry & coconut 9.95
- { ROCK SHRIMP } flash fried buttermilk shrimp, sweet chili sauce, spicy aioli 7.95
- { TRUFFLE & PARMESAN FRITES } thin cut fries, white truffle oil, parmesan, herbs 5.95
- { TAPHOUSE WINGS } 12 buffalo-style chicken wings, served with bleu cheese dressing and celery 6.95

- { FRITES } thin cut fries, garlic aioli 3.95
- { STEAMED EDAMAME } in the shell, asian marinade, sea salt 2.95
- { HUMMUS } served with pepperoncini, cucumber, pita 5.95
- { SPINACH DIP } served with blue corn tortilla chips 5.95

SOUPS

- bowls 3.95 • cups 2.95
- { TOMATO CREAM } pesto parmesan crouton
- { DAILY SPECIAL(S) }
- { VEGAN LENTIL } madras curry, smoked onions

{ { BLACK BEAN CHILI WITH CHORIZO } served with corn bread • 6.95 }

BREAD BOARDS

- BREADS & { spreads } 7.50
hummus, tapanade, pesto
- BREADS & { meats } 11.50
capicola, genoa salami, pate
- BREADS & { cheeses } 11
domestic, imported, aged, fresh

SANDWICHES

SERVED WITH SALT AND PEPPER CHIPS

- substitute • vegetable +1 • soup +1.95 • fries +1 • Truffle fries +3 • corn cake +3
- { TAPHOUSE BURGER } wood-grilled steakburger, lettuce, tomato, onion 8.50
+ CHEDDAR, PROVOLONE, OR SMOKED GOUDA +1
- { MADISON SQUARE BURGER } {MSB} wood-grilled steakburger, crispy fried smoked gouda stuffed-portobello mushroom, tap sauce, lettuce, tomato, onion 9.95
- { SAGA BLUE BURGER } wood-grilled steakburger, double cream bleu brie, lettuce, tomato, onion 9.95
- { OLIVE BURGER } wood-grilled steakburger, lettuce, tomato, onion, housemade kalamata and green queen stuffed olive spread 9.95

APPETIZERS

-
- chicken breast +4
- + FRESH-GRILLED MEAT TO SALAD
- atlantic salmon +5.75 lemon-garlic shrimp +5
- { MIXED GREENS } field greens, grape tomatoes, english cucumbers, citrus vinaigrette 3.95
- { CAESAR } crisp romaine, classic caesar dressing, croutons, parmesan tuile 4.50
- { BROWN DERBY } field greens, romaine, smoked turkey, smoked pork belly, avocado, tomato, chopped egg, blue cheese crumbles, edamame, and cucumbers 7.95
- { ASIAN CHOP CHOP } romaine, Napa cabbage, smoked grilled chicken breast, grape tomatoes, tri-peppers, edamame, snow peas, peanuts, jicama, and cucumber with sesame citrus vinaigrette and crispy fried wontons 7.95
- { GREEK SALAD } romaine, house roasted beets, cucumber, pepperoncini, grape tomato, feta, red onion 5.95

PIZZAS

-
- BAKED IN OUR WOOD-FIRE OVEN
- { PIZZA OF THE DAY } { MARGHERITA } tomato, basil, mozzarella, garlic oil 10
- ask your server for today's feature
- { MUSHROOM } portobello, kalamata olive, roasted garlic sauce, spinach, parmesan, goat cheese II
- { SAUSAGE } italian sausage, sauteed peppers, parmesan, caramelized onions, smoked provolone, red sauce II
- { PIZZETO BLANCO } mornay, mozzarella, provolone, peppers, caramelized onion, chicken, bacon, roasted garlic 12
- { BUILD YOUR OWN } 8
- { SAUCE } roasted garlic, pesto, tomato
- { CHEESE } : \$1 each : \$1 additional : gouda, parmesan, mozzarella, goat cheese, feta, blue, provolone
- { TOPPINGS } : \$1 each : peppers, spinach, tomato, kalamata olive, onions, portobello, chorizo, sausage, pepperoni, chicken, prosciutto, bacon

Ask your server about menu items that are cooked to order or served raw. Consuming raw or undercooked meats, poultry, seafood, shellfish, or eggs may increase your risk of food borne illness

APPETIZERS

- onion, roasted pepper 7.95
- { CHARMOULA LAMB SLIDERS } lettuce, onion, tomato, tzatziki, moroccan preserved lemon sauce 9.95
- { MAHI TACOS } soft corn tortillas, mahi mahi, red cabbage slaw, avocado crema, pico de gallo. Served with blue corn tortilla chips 8.95
- { HAWAIIAN PULLED BBQ PORK SANDWICH } onion, pineapple coleslaw 9.95
- { BLACKENED CATFISH PO'BOY } sweet corn salsa, lettuce, tomato, onion, tartar sauce 8.95
- { GRINDER } genoa salami, capicola ham, pepperoni, smoked turkey, mozzarella, lettuce, tomato, onion, red wine vinaigrette, ciabatta 9.95
- { SLIDER FLIGHT } a bite size version of each: charmoula lamb slider, hawaiian pulled BBQ pork sandwich, tap house burger 9.95
- { CURRY CHICKEN SALAD } served in a pita with a scoop each of mango chutney and cottage cheese 6.95

MAIN

-
- { BANGERS & MASH } two Schaller & Weber pork sausages, caramelized caraway onions, braised cabbage, drunken apple, potato puree 9.95
- { CHEF MARTIN'S SAUSAGE } wood grilled seasonal sausage, spaetzle, drunken apples, sauerkraut, house blended mustard 12.95
- { FISH & CHIPS } atlantic cod, house cut fries, tartar 11.25
- { GRILLED SALMON } green apple-horseradish sauce, warm vegetable couscous salad, and fresh cucumber sauce 13.95
- { WOOD GRILLED FLANK STEAK } marinated london broil-style, potato puree, madeira sauce, crimini mushrooms, vegetable du jour 12.95
- { TAPHOUSE MAC&CHEESE } gruyere, white cheddar, smoked gouda, parmesan, brioche crumb top 8.95
- { LOBSTER & ROCK SHRIMP MAC'N'CHEESE } gruyere, white cheddar, smoked gouda, parmesan, shrimp, lobster, brioche crumb top 13.95
- { SCHNITZEL } breaded veal scallopini, sauteed with herb speatzle and braised cabbage, drunken apple 11.95
- { SHEPARD'S PIE } ground beef, peas, carrots, onion, potato, garlic, veal demi glace, potato puree gratin 9.95

ALLA HOLSTEIN +2

DOMESTIC BOTTLES

Arcadia COCOA LOCO Battle Creek, MI 7 %	\$6
Arcadia HOPMOUTH Battle Creek, MI 8.1 %	\$6
Arcadia IPA Battle Creek, MI 5.9 %	\$4
Bard's Tale Beer BARD'S GOLD (GLUTEN FREE) New York 4.6 %	\$4
Bear Republic HOP ROD RYE California 8 %	\$5
Bear Republic RACER 5 California 7 %	\$5
Bell's AMBER Kalamazoo, MI 5.5 %	\$4
Bell's PALE ALE Kalamazoo, MI 5 %	\$4
Bell's PORTER Kalamazoo, MI 5.6 %	\$4
Dark Horse CROOKED TREE IPA Marshall, MI 6 %	\$4
Dragonmead FINAL ABSOLUTION Warren, MI 8.7 %	\$6
Great Lakes Brewing Co. EDMUND FITZGERALD Ohio 5.8 %	\$4
Left Hand 400 LB MONKEY Colorado 6.7 %	\$5
Left Hand MILK STOUT Colorado 6 %	\$5
North Coast Brewing Co. FRANOSTER California 7.6 %	\$5
Ommegang THREE PHILOSOPHERS New York 9 %	\$9
Short's Brew BELLARE BROWN Bellaire, Michigan 5.2 %	\$4
Sierra Nevada PALE ALE California 5.6 %	\$5
Victory PRIMA PILS Pennsylvania 5.3 %	\$5
Woodchuck DARK & DRY 802 (GLUTEN FREE) Vermont 5 %	\$4
Old Standby	
Armstel Light LAGER Netherlands 3.5 %	\$4
Bass PALE ALE England 5 %	\$4.5
Beck's LAGER Germany 5 %	\$4
Budweiser BUDWEISER St Louis, Missouri 5 %	\$3.5
Budweiser BUD LIGHT St Louis, Missouri 4.2 %	\$3.5
Corona EXTRA Mexico 4.6 %	\$4
Kaliber NON-ALCOHOLIC Ireland	\$4
O'Douls NON-ALCOHOLIC St Louis, Missouri	\$4
Labatt BLUE Canada 5 %	\$3.5
Michelob LIGHT St Louis, Missouri 4.3 %	\$3.5
Miller LITE Milwaukee, Wisconsin 4.17 %	\$3.5
Red Stripe LAGER Jamaica 4.7 %	\$4.25

*all percentages are alcohol by volume (abv) for each beer

IMPORT BOTTLES

Ayinger CELEBRATOR DOPPLEBOCK Germany 6.7 %	\$9
Ayinger DUNKEL Germany 5 %	\$9 ^{500 mL}
Dupont SAISON Belgium 6.5 %	\$9
Chimay GRANDE RÉSERVE (BLUE) Belgium 9 %	\$9
Corsendonk ABBEBY BROWN ALE Belgium 7.5 %	\$7
Darwin FLAG PORTER 1825 England 5 %	\$4.5
Delirium NOCTURNUM Belgium 8.5 %	\$9
Delirium TREMMENS Belgium 8.5 %	\$9
Duvel GOLDEN ALE Belgium 8.5 %	\$9
Erdinger WEISSBIER Germany 5.3 %	\$5
Fuller's LONDON PORTER England 5.4 %	\$5
Grolsch LAGER Netherlands 5 %	\$5
Hoegaarden ORIGINAL WHITE ALE Belgium 4.9 %	\$4
Kiuchi HITACHINO NEST WHITE ALE Japan 5 %	\$8
D'Achouffe LA CHOUFFE Belgium 8 %	\$11
Lindemans FRAMBOISE Belgium 2.5 %	\$12
Lindemans PECHE Belgium 4 %	\$12
Lion STOUT Sri Lanka 8 %	\$5
Maredsous 10 - TRIPEL Belgium 10 %	\$9
Michael Plank DUNKLER WEIZENBOCK Germany 7.5 %	\$10
Newcastle BROWN ALE Scotland 4.7 %	\$5.5
Orval TRAPPIST ALE Belgium 6.9 %	\$11
Pilsner Urquell PILSNER Czech Republic 4.4 %	\$4.5
Rochfort TRAPPISTE 8 Belgium 9 %	\$13.5
Samuel Smith TADDY PORTER England 5 %	\$7
Samuel Smith IMPERIAL STOUT England 7 %	\$7
Samuel Smith ORGANIC LAGER England 5 %	\$7
Schneider AVENTINUS Germany 8.2 %	\$10 ^{169 oz}
St. Bernardus TRIEPEL Belgium 8 %	\$9.5
St. Peters SORGHUM (GLUTEN FREE) England 4.2 %	\$9
Unibroue TROIS PISTOLES Quebec, Canada 9 %	\$6
Unibroue LA FIN DU MONDE Quebec, Canada 9 %	\$6
Weihenstephan KRISTALL WEISSBIER Germany 5.4 %	\$7 ^{169 oz}
Wychwood HOBGOBLIN England 5.2 %	\$5

*all percentages are alcohol by volume (abv) for each beer

The Big Burrito, Inc.
3750 West Centre Avenue



00019070C
WOODBRIDGE COMM PTNSHP LTD
3750 W CENTRE AV
more details
parcel report...

Disclaimer:

This map does not represent a survey or legal document and is provided on an "as is" basis. City of Portage expresses no warranty for the information displayed on this map document.



1:1700

Map Publication:

Thu Jun 21 2012 08:25:05 AM

3750 West Centre Avenue



web mapping by
Amalgam LLC

CITY OF PORTAGE
A Place for Opportunities to Grow

Date: June 7, 2012

To: The Portage Board

From: The Big Burrito-Martin J. Ray



I would like the board to get to know a little about The Big Burrito and why I think I should be issued the liquor license that is available.

The Big Burrito was founded by me in 1994 and has had a liquor license since 2007. The Big Burrito was established a little after I graduated from Western Michigan University with an accounting degree. I grew up in Chicago and was lucky enough to experience many types of ethnic food that was not present in southwest Kalamazoo County in 1994. I wanted to bring a couple of things to the area: one being great Mexican food and the other a great late night experience where you sit down and relax and have fun with your friends after a fun night on the town. I have seen a lot of changes in eighteen years with the area and myself. The biggest changes I have seen are with the variety of foods now available and how many choices there are to eat past 10 pm. When I opened in 1994 there were only Denny's and the Burger King drive thru open late. Near our current location you can get about any type of food delivered to your door after 10 pm. I have seen my sales, which were about 60 percent after 10pm, shrink to 20 percent. I decided The Big Burrito needed to do something to stay competitive, keep growing and keep up with what the locals wanted. I went out and bought a liquor license and had it transferred to The Big Burrito restaurant. This was in 2007 right before all the banks collapsed and stopped lending money to businesses, especially restaurants. I was able to get a loan for the liquor license by borrowing against the equipment in the restaurant. I could never do this today. I tried to get a loan from six different banks to open a restaurant in Portage but I could not get a loan even with great credit scores and eighteen years in business. I was lucky enough to find this space in Portage and I am very excited to be opening in August.

I do not have to explain how hard the restaurant business is and how many close within the first year of opening. The Big Burrito has lots of competition in Portage including Qdoba, Los Amigos and probably Chipotle sometime in the future. The new Portage location is most likely going to be even more family oriented than our Kalamazoo store. The Big Burrito knows it can provide a great lunch to

Portage but dinner is a very competitive business. The Big Burrito will not have much business after 10pm so it is crucial that we develop a great dinner business. One thing that separates The Big Burrito from Qdoba is the option to have an alcoholic beverage. Since I acquired the license, our dinner sales have more than doubled. The Big Burrito will do other things besides trying to attain a liquor license to help our day and dinner business. The Big Burrito Portage will be delivering food from open to close to a five mile radius. The Big Burrito will also cater and stay open until midnight on the weekends to see if there is a demand for a restaurant that is open past ten in the Woodbridge area. The people of Portage will also be able to place their orders online for pickup and delivery. Like I said before I am very excited to have this opportunity to open our second store in Portage. I hope the people of Portage enjoy our food and customer service as much as they do in our other store.

I would just like to say a few things about the competition for this liquor license. I estimate it will cost approximately \$100,000 to open the Portage location. It is very hard for me to justify an additional \$40,000 for a liquor license. Some of the applicants have the resources to buy a license on the open market and some of the same applicants are also in the redevelopment district. There are two applicants that have either one license already in Portage or multiple locations. Additionally, our location is not in the redevelopment district.

In closing I would just like to say once again The Big Burrito is excited to open in August in Portage. We have a signed lease and are ready to go. I will do everything in my power to make The Big Burrito Portage something special that everyone in Portage can be proud of.

Martin J. Ray

Owner The Big Burrito

June 21, 2012

To: Portage City Council

From: Wayne M. Deering, Broker / Consultant

Members of the Board;

Marty Ray of The Big Burrito recently asked for my assistance and consultation regarding his application for the New Class C liquor license available currently in the City of Portage.

I have known Marty as a professional in the restaurant and hospitality industry for many years. He has an outstanding reputation as an operator of a very successful enterprise in Oshtemo Township, where I assisted him in the acquisition of a liquor license. That license more than doubled his dinner business, making him competitive in the market and assuring his continued success.

He now desires to bring his successful concept to Portage having secured vacant space in the Woodbridge shopping center. Marty has carefully chosen this location based on his experience in the west and southwestern metropolitan area.

His proposed operation will employ 20-25 full and part time employees and require an investment of approximately \$100,000. The current market price of a Class C license in the County of Kalamazoo is \$40,000 to \$50,000 and the addition of this cost to his budget would make the project very difficult to implement.

The Michigan Department of Labor & Economic Growth, of which the Michigan Liquor Control Commission is a part of, has created various types of licenses to stimulate employment and economic growth. There are classes of licenses available to projects that involve major investment. There are licenses available for re-development districts, and licenses available based on population growth.

The license that is the subject of this request is a quota license based on population growth. This license can be designated at the discretion of the City to the applicant of choice. I am not aware of a set of clearly defined criteria established by the City, but if employment, economic growth and the best interests of the community are at the forefront, then in a perfect world, if all four of these applicants are able to obtain a license the City of Portage would be in a favorable position. This may be possible.

It is my understanding that two of the applicants are planning to locate in the re-development district. It would make sense to have them take advantage of this opportunity, and not award a quota license unnecessarily.

Although I do not believe any of the applicants are proposing new construction or a project that involves major investment, and therefore qualifying under the resort license sections of the MLCC code, I do believe that three of the applicants have projects that would justify the acquisition of a readily available license.

Two of the applicants currently have licenses in the City of Portage, perhaps the opportunity to bring new business into the community is a consideration.

Finally, I believe that The Big Burrito by virtue of the project, the size of the project and the resources available to them, has demonstrated the need for the award of this license.

Thank you.

Sincerely,



Wayne M. Deering

May 15, 2012

TO: City of Portage

Attention: James Hudson

From: The Big Burrito-Martin J. Ray President

The following information is answers to the questions pertaining to the City of Portage liquor license application.

1. Section c. #2- The Big Burrito is an S corporation established in Michigan. Martin J. Ray is the only corporate officer. 269 207-0683
martyjray@gmail.com
2. Class c census City of Portage license.
3. The Big Burrito Inc. was formed in 1994 to open a Mexican restaurant in Oshtemo Mi. The Big Burrito serves authentic Mexican cuisine and prides itself on its fresh homemade Mexican food. The Big Burrito will be celebrating its 18th birthday this July. The Big Burrito Kalamazoo currently employees about twenty employees and is open seven days a week.
4. Martin J. Ray- Western Michigan University graduate with a degree in accounting. Graduated in 1992. Managed a Walgreens store in Chicago from 1992-1994. 1994 to 2012 owner of The Big Burrito. Certified in TIPS a Michigan alcohol program. Certified in food handling attained through the City of Kalamazoo. Currently owns a liquor license that I attained in January 2007. Sales are over \$1,000,000 a year. I run a restaurant that has several businesses which include dine in; take out, delivery, online delivery, catering, and a bar. The proposed location in Portage I expect to take a few years to get to the \$1,000,000 in sales and I expect liquor sales to be less than 25% of total sales.
5. The space for the liquor license will be where The Real Deal restaurant was in the Woodbridge Plaza.
6. Martin J. Ray will be running the Portage restaurant.
7. I currently own a class c liquor license. The license # is 165193-012ss and 165194-2012. License granted in 2007. The Big Burrito sells beer, wine,

and spirits. The Big Burrito serves alcohol from 11am to midnight 7 days a week. We do not serve alcohol past midnight even on nights we are open later than midnight.

8. Martin J. Ray has never been convicted of a felon and has not been disqualified to receive approval for a license.
9. Martin J. Ray will not violate any of the ordinances of the City of Portage or the laws of the State of Michigan.
10. Martin J. Ray will notify the City Clerk in writing within 30 days of changes that have occurred to applicant or the application terms.
11. See attachments
12. I attended college in Kalamazoo and for the exception of 1 year have never left. I am a local business that knows Portage and I am excited to open a restaurant in Portage. I am glad that I will be filling a vacant space and bring something that the Moors bridge area needs. I am excited to be the only Mexican restaurant in the area and also to be the only Mexican restaurant that delivers open to close to businesses and homes in a five mile radius. I am also hoping that my customers will be able to enjoy a Mexican beer or margarita in the near future. The best way to experience what I do and to experience what Portage will be receiving when The Big Burrito opens in Portage is to visit The Big Burrito in Kalamazoo. I would like you to see the food, the service, the patrons, and alcohol selection Portage would be receiving if you were to grant The Big Burrito a liquor license. I look forward to the meeting in front of the city council to answer any questions the board may have.

12. Any other information pertinent to the applicant and operation of the proposed facility.
(Attach additional page, if necessary.)

Execution:

DATE: 5/15/12

Signed: (Name of entity or individual)

By: The Big Burrito

Witness

[Signature]

Witness

Its: Martin J. Rany

THE COMPLETED APPLICATION AND THE APPLICATION FEE IN THE AMOUNT OF \$850 SHOULD BE MAILED OR DELIVERED TO:

City Clerk
City of Portage
7900 South Westnedge Avenue
Portage, MI 49002

UNITED STATES OF AMERICA

1c#2



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That Articles of Incorporation of

THE BIG BURRITO, INC.

*were duly filed in this office on the 4th day of April, 1994,
in conformity with Act 284, Public Acts of 1972, as amended.*



*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 4th day
of April, 1994.*

Carl L. Lipp , Director
Corporation & Securities Bureau

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

James R. Durant

JAMES R. DURANT, ESQ.
5955 West Main Street
Kalamazoo, MI 49009

Preparer's name and business
telephone number:

James R. Durant

(616) 372-4215

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing. Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 284, P.A. of 1972, by one or more persons for the purpose of forming a domestic profit corporation.
4. Article I—The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc.", or "Ltd."
5. Article II—State, in general terms, the character of the particular business to be carried on. Under section 202(b) of the Act, it is sufficient to state substantially, alone or without specifically enumerated purposes, that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act. The Act requires, however, that educational corporations state their specific purposes.
6. Article IV—A post office box may not be designated as the address of the registered office.
7. Article V—The Act requires one or more incorporators. The address(es) should include a street number and name (or other designation), city and state.
8. The duration of the corporation should be stated in the articles only if the duration is not perpetual.
9. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
10. The articles must be signed in ink by each incorporator. The names of the incorporators as set out in article V should correspond with the signatures.
11. FEES: NONREFUNDABLE FEE (Make remittance payable to State of Michigan) \$10.00
Franchise Fee: First 60,000 authorized shares \$50.00
Each additional 20,000 authorized shares \$30.00
Total Minimum Fees \$60.00
12. Mail form and fees to:

Michigan Department of Commerce
Corporation and Securities Bureau, Corporation Division
6546 Mercantile Way
Post Office Box 30054
Lansing, Michigan 48909
Telephone: (517) 334-6302

MICHIGAN DEPARTMENT OF COMMERCE – CORPORATION AND SECURITIES BUREAU							Py	
FILED						Date Received		
APR 04 1994						MAR 30 1994		
Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau								
EFFECTIVE DATE:								
CORPORATION IDENTIFICATION NUMBER		1	0	1	-	2	2	5

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

Article I

The name of the corporation is: THE BIG BURRITO, INC.

Article II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

Article III

The total authorized shares:

1. Common Shares 60,000

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

Bm

Article VI (Continued)

consent to or to dissent from a proposal without a meeting, written consents signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or certified or registered mail, return receipt requested.

Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Articles VII & VIII attached

I (We), the incorporator(s) sign my (our) name(s) this _____ day of March, 19 94

James H. Ray
James H. Ray

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW. Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

James R. Durant

Preparer's name and business
telephone number:

James R. Durant

(616) 372-4215

JAMES R. DURANT, ESQ.
5955 West Main Street
Kalamazoo, MI 49009

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing. Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 284, P.A. of 1972, by one or more persons for the purpose of forming a domestic profit corporation.
4. Article I—The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc.", or "Ltd."
5. Article II—State, in general terms, the character of the particular business to be carried on. Under section 202(b) of the Act, it is sufficient to state substantially, alone or without specifically enumerated purposes, that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act. The Act requires, however, that educational corporations state their specific purposes.
6. Article IV—A post office box may not be designated as the address of the registered office.
7. Article V—The Act requires one or more incorporators. The address(es) should include a street number and name (or other designation), city and state.
8. The duration of the corporation should be stated in the articles only if the duration is not perpetual.
9. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
10. The articles must be signed in ink by each incorporator. The names of the incorporators as set out in article V should correspond with the signatures.

11. FEES: NONREFUNDABLE FEE (Make remittance payable to State of Michigan)	\$10.00
Franchise Fee: First 60,000 authorized shares	\$50.00
Each additional 20,000 authorized shares	\$30.00
Total Minimum Fees	\$60.00

12. Mail form and fees to:

Michigan Department of Commerce
Corporation and Securities Bureau, Corporation Division
6546 Mercantile Way
Post Office Box 30054
Lansing, Michigan 48909
Telephone: (517) 334-6302

ARTICLE VII

INDEMNIFICATION

Section 1. Nonderivative Actions. Subject to all of the other provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal (other than an action by or in the right of the Corporation), by reason of the fact that the person is or was a Director, Officer, Partner, Trustee, employee or agent of the Corporation, or, is or was serving at the request of the Corporation as a Director, Officer, Trustee, employee or agent of another foreign or domestic corporation, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation or its shareholders, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption: that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders; and with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his conduct was unlawful.

Section 2. Derivative Actions. Subject to all of the provisions of this Article, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, Partner, Trustee, employee or agent of the Corporation, or was serving at the request of the Corporation as a Director, Officer, Partner trustee, employee or agent of another foreign or domestic corporation, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable

to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Section 3. Determination that Indemnification is Proper.

Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2 above and upon an evaluation of the reasonableness of expenses and amounts spent in settlement. The determination shall be made in any of the following ways:

- (a) by a majority vote of a quorum of the Board consisting of Directors who were not parties or threatened to be made parties to the action, suit or proceeding;
- (b) if a quorum cannot be obtained under Subsection (a), a majority vote of a committee duly designated by the Board and consisting solely of two (2) or more Directors not at the time parties or threatened to be made parties to the action, suit or proceeding;
- (c) by independent legal counsel in a written opinion which counsel shall be elected in one (1) of the following ways:
 - (i) by the Board or its committees in the manner prescribed in Subsection (a) or (b), or
 - (ii) if a quorum of the Board cannot be obtained under Subsection (a) and a committee cannot be designated under Subsection (b), then by the Board;
- (d) in any manner allowed by law.

Section 4. Expense Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described above may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding if all of the following apply:

- (a) The person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the applicable standards of conduct set forth in Section 1 and 2 above.

- (b) The person furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standards of conduct. This undertaking must be an unlimited general obligation of the person, but need not be secured.
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification as provided herein.

Section 5. Former Directors and Officers. The indemnification provided in this Article continues for a person who has ceased to be a Director, Officer, Partner, Trustee, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 6. Amendment or Repeal of Article VII. No amendment or repeal of this Article shall apply to or have any effect on any Director, Officer, Partner, Trustee, employee or agent, of the Corporation for or with respect to any acts or omissions of the Director, Officer, Partner, Trustee, employee or agent, occurring before the amendment or repeal.

ARTICLE VIII

ELIMINATION OF CERTAIN LIABILITY

OF DIRECTORS

A Director of the Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages for a breach of fiduciary duty as a Director, except for liability

- (1) For any breach of the Director's duty of loyalty to the Corporation or its Shareholders;
- (2) For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (3) For a violation of Section 551(1) of the Michigan Business Corporation Act;
- (4) For any transaction from which the Director derived an improper personal benefit, and
- (5) For any acts or omissions occurring before the date of this Article as filed by the Michigan Department of Commerce.

If, after the adoption of this Article by the Shareholders of the Corporation, the Michigan Business Corporation Act is hereafter amended to further eliminate or limit the liability of a Director, then a Director of the Corporation (in addition to the circumstances in which a Director is not personally liable as set forth in the preceding Paragraph) shall not be liable to the Corporation or its Shareholders to the fullest extent permitted by the Michigan Business Corporation Act, as so amended.

Any repeal or modification of this Article by the Shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

AUTHORIZATION RESOLUTION

This is to certify that a meeting of the * Board of Directors of Big Burrito, Inc.

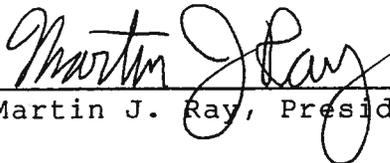
Duly held on the 11 day of October, 20 06, the following Resolution was adopted:

RESOLVED: That Martin J. Ray, President

And/or N/A

Was hereby authorized to execute any and all documents required by the Michigan Liquor Control Commission, and to receive the license/s in lieu of being mailed.

IN WITNESS WHEREOF,
I have hereunto subscribed my name this 10th day of NOVEMBER, 20 02.



Martin J. Ray, President Signature (Office/Position)

* Please adapt the wording to fit the proper entity, i.e., Board of Directors, Board of Control, etc. Each corporate general partner of a Limited Partnership should execute Resolution.

Big Burrito, Inc.
October 17, 2006

1 c #4

Action by Shareholder and Director
Without a Meeting
October 11, 2006

The undersigned being the sole shareholder and sole director of the corporation hereby adopts the following resolutions:

1. Adoption of By Laws. By Laws of the corporation have been lost and it is necessary to adopt new By Laws.

Resolved that the By Laws attached hereto, incorporated herein by reference, are adopted as the By Laws of Big Burrito, Inc.

2. Establishing the Number of Directors. In accordance with section 1 of Article IV of the By Laws, it is resolved that this corporation shall have one (1) director.

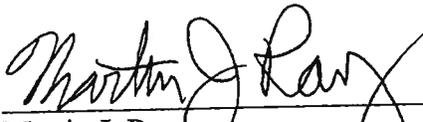
3. Contract for the Purchase of Class C and SDM Liquor Licenses. It is in the best interest of this corporation that a Class C and SDM liquor licenses be obtained to enable the corporation to sell alcoholic beverages at its restaurant.

THEREFORE, BE IT RESOLVED that the President, Martin J. Ray, is hereby authorized, empowered and directed to execute the Purchase Agreement attached hereto and incorporated herein and to take all actions necessary to complete the purchase transactions including, without limitation, the obtaining of a bank loan to finance the purchase and the preparation of necessary applications to obtain approval of the transfer of licenses by the Michigan Liquor Control Commission.

4. Approval of MLCC. It is necessary that the Corporation apply to the Michigan Liquor Control Commission for approval of the transfer of the licenses.

THEREFORE, BE IT FURTHER RESOLVED that Martin J. Ray is hereby authorized to execute any and all documents required by the Michigan Liquor Control Commission and to receive the licenses in lieu of being mailed.

Date: October 17, 2006



Martin J. Ray,
Sole Shareholder and Sole Director

Michigan Department of Labor & Economic Growth
LIQUOR CONTROL COMMISSION
 7150 Harris Drive, P.O. Box 30005 - Lansing, Michigan 48909-7505

1 C # 4

REPORT OF CORPORATE OFFICERS, BOARD OF DIRECTORS & STOCKHOLDERS

Important: Under Michigan Law (MCL 436.1501(2)), a license or an interest in a license shall not be transferred from one person to another without prior consent of the Commission.

Instructions: This report is part of the license application and must be completed by an officer of the corporation who is authorized to sign and execute documents.

PUBLIC CORPORATIONS: Complete sections 1-5 and 7-9 and sign the AFFIDAVIT on page 2 of this form.

PRIVATELY HELD CORPORATIONS: Complete sections 1-9 and sign the AFFIDAVIT on page 2 of this form.

1. Name and registered address of corporation Big Burrito, Inc. 5036 West KL Avenue Kalamazoo, Michigan 49009			
2. Type of license Class C & SDM with Sunday sales	3. State in which Articles of Incorporation filed Michigan		
4. Date authorized to do business in Michigan or date Articles of Incorporation filed with Michigan Corporation Division. April 4, 1994	5. Check type of corporation: <input checked="" type="checkbox"/> Privately held (not traded on stock exchange) <input type="checkbox"/> Public corporation		
This section must be completed by all privately held corporations			
6. NAME AND ADDRESS OF STOCKHOLDERS	STOCK CERTIFICATE NO.	DATE ISSUED	NO. OF SHARES
1. Martin J. Ray	2	03/31/99	5,000
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
If more listings are needed please attach an additional page showing the same information.			(continued)

7. CORPORATE OFFICERS	NAME AND ADDRESS
President	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, MI 49009
Vice President	N/A
Secretary	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Treasurer	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Asst. Secretary	N/A

8. BOARD OF DIRECTORS	NAME AND ADDRESS
Chairperson	N/A
Vice-Chairperson	N/A
Secretary	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Director	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Director	N/A
Director	N/A
Director	N/A

9. NAME AND ADDRESS OF OFFICERS, DIRECTORS, STOCKHOLDERS AND OTHER PERSONS AUTHORIZED TO SIGN THE APPLICATION AND ANY DOCUMENTS REQUIRED BY THE MICHIGAN LIQUOR CONTROL COMMISSION.
Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan 49009

WARNING: The Liquor Control Code of 1998 provides as follows in 436.2003 Sec. 1003. A person who makes a false or fraudulent statement to the commission, orally or in writing, for the purpose of inducing the commission to act or refrain from taking action or for the purpose of enabling or assisting a person to evade the provisions of this act is guilty of a violation of this act and is punishable in the manner provided for in Section 909.

AFFIDAVIT

I certify that the information contained in this report and any attachments is complete, true and taken from the records of this corporation and that I understand the WARNING above.

Signature: <i>Martin J. Ray</i>	Print Name: Martin J. Ray
Date: 6-13-07	Position: President

Subscribed and sworn to me this 13th DAY of June MONTH, 2007 YEAR
 Notary Public Signature *Kim Sharp*
 In and for the County of KALAMAZOO Michigan. My commission expires 9-16-2011 (DATE)

AUTHORITY: MACRA 36, 1109 COMPLETION: Mandatory PENALTY: No Certification	The Department of Labor & Economic Growth will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, disability or political beliefs. If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to this agency.
---	---

KIM SHARP, Notary Public
 State of Michigan, County of Kalamazoo
 My Commission Expires Sept. 16, 2011
 Acting in the County of Kalamazoo

1 C # 4

Michigan Department of Labor & Economic Growth
LIQUOR CONTROL COMMISSION
 7150 Harris Drive, P.O. Box 30005 - Lansing, Michigan 48909-7505

REPORT OF CORPORATE OFFICERS, BOARD OF DIRECTORS & STOCKHOLDERS

Important: Under Michigan Law (MCL 436.1501(2)), a license or an interest in a license shall not be transferred from one person to another without prior consent of the Commission.

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4. Date authorized to do business in Michigan or date Articles of Incorporation filed with Michigan Corporation Division. April 4, 1994	5. Check type of corporation: <input checked="" type="checkbox"/> Privately held (not traded on stock exchange) <input type="checkbox"/> Public corporation		
This section must be completed by all privately held corporations			
6. NAME AND ADDRESS OF STOCKHOLDERS	STOCK CERTIFICATE NO.	DATE ISSUED	NO. OF SHARES
1. Martin J. Ray	2	03/31/99	5,000
2.			
3.			
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7.			
8.			
9.			
10.			
11.			
12.			
If more listings are needed please attach an additional page showing the same information.			(continued)

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Vice President	N/A
Secretary	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Treasurer	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Asst. Secretary	N/A

8. BOARD OF DIRECTORS	NAME AND ADDRESS
Chairperson	N/A
Vice-Chairperson	N/A
Secretary	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Director	Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan
Director	N/A
Director	N/A
Director	N/A

9. NAME AND ADDRESS OF OFFICERS, DIRECTORS, STOCKHOLDERS AND OTHER PERSONS AUTHORIZED TO SIGN THE APPLICATION AND ANY DOCUMENTS REQUIRED BY THE MICHIGAN LIQUOR CONTROL COMMISSION.
Martin J. Ray, 1097 Deerfield Trail, Kalamazoo, Michigan 49009

WARNING: The Liquor Control Code of 1998 provides as follows in 436.2003 Sec. 1003. A person who makes a false or fraudulent statement to the commission, orally or in writing, for the purpose of inducing the commission to act or refrain from taking action or for the purpose of enabling or assisting a person to evade the provisions of this act is guilty of a violation of this act and is punishable in the manner provided for in Section 909.

AFFIDAVIT

I certify that the information contained in this report and any attachments is complete, true and taken from the records of this corporation and that I understand the WARNING above.

Signature: <i>Martin J. Ray</i>	Print Name: Martin J. Ray
Date: <i>6-13-07</i>	Position: President

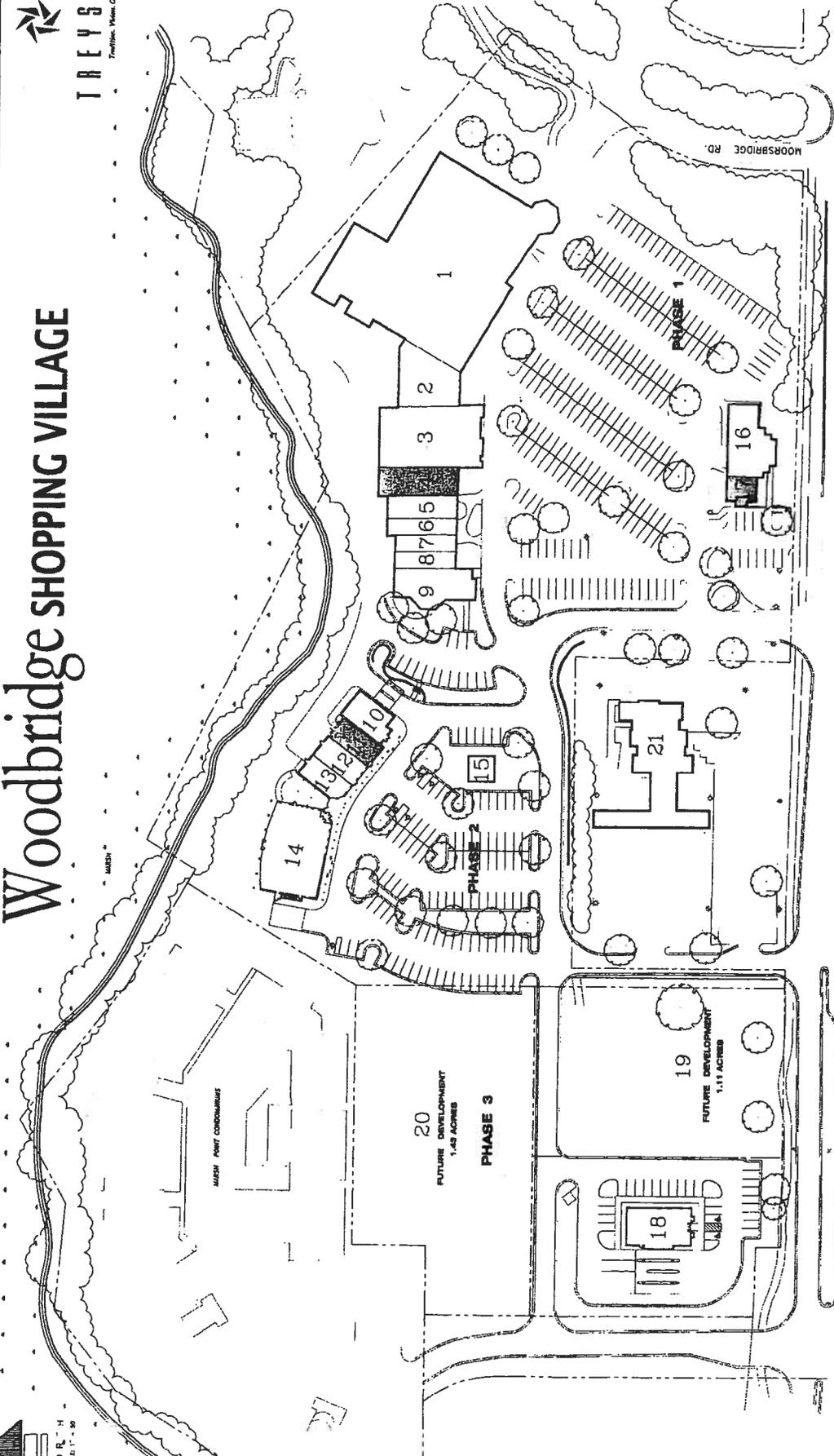
Subscribed and sworn to me this 13th DAY of June MONTH, 2007 YEAR
 Notary Public Signature *Kim Sharp*
 In and for the County of Kalamazoo Michigan. My commission expires 9-16-2011 (DATE)

AUTHORITY: MACRA 38.1109
 COMPLETION: Mandatory
 PENALTY: No Certification

The Department of Labor & Economic Growth will not discriminate against any individual or group because of race, sex, religion, age, national origin, color, marital status, disability or political beliefs. If you need help with reading, writing, hearing, etc., under the Americans with Disabilities Act, you may make your needs known to this agency.

KIM SHARP, Notary Public
 State of Michigan, County of Kalamazoo
 My Commission Expires Sept. 16, 2011
 Acting in the County of Kalamazoo

Woodbridge SHOPPING VILLAGE



#11

Suite Number And Tenant	Address	Square Footage	Dimensions
12 Porlage Orthopedics	3930 W. Centre Ave.	1,425 Sq.Ft.	26x55'
13 White Velvet Frozen Yogurt	3940 W. Centre Ave.	1,396 Sq.Ft.	26x55'
14 Fieldstone Grill	3970 W. Centre Ave.	6,365 Sq.Ft.	67x98'
15 Available	To Be Determined	800 Sq.Ft.	26x28'
16 Center for Vein Restoration	3910 W. Centre Ave. Suite A	1,900 Sq.Ft.	52x105'
17 Available	3910 W. Centre Ave. Suite B	3,052 Sq.Ft.	45x70'
18 Lake Michigan Credit Union	4084 W. Centre Ave.	1,11 Acres	
19 Available	4012 W. Centre Ave.	1.43 Acres	
20 Available	3900 W. Centre Ave.	1.43 Acres	
21 PNC Bank	3900 W. Centre Ave.		

Suite Number And Tenant	Address	Square Footage	Dimensions
1 Hardings	3750 W. Centre Ave.	33,070 Sq.Ft.	186x125' +
2 McIntyre's Salon	3758 W. Centre Ave.	3,161 Sq.Ft.	31x64' +
3 Design Details	3766 W. Centre Ave.	6,639 Sq.Ft.	65x102'
4 Available	3774 W. Centre Ave.	2,234 Sq.Ft.	30x78'
5 Edward Jones	3798 W. Centre Ave.	1,600 Sq.Ft.	25x64'
6 Little Caesars	3814 W. Centre Ave.	1,607 Sq.Ft.	25x64'
7 Subway	3822 W. Centre Ave.	1,010 Sq.Ft.	18x56'
8 Cookies By Design	3830 W. Centre Ave.	1,013 Sq.Ft.	18x56'
9 Big Apple Bagels	3838 W. Centre Ave.	2,322 Sq.Ft.	29x74' +
10 Keystone Bank	3810 W. Centre Ave.	1,825 Sq.Ft.	35x55'
11 Available	3920 W. Centre Ave.	1,426 Sq.Ft.	28x55'

CENTRE AVE.

Riviera Maya, Inc.
5036 South Westnedge Avenue



5036 South Westnedge Avenue



1:1700

Map Publication:

Thu Jun 21 2012 08:28:18 AM

Disclaimer:

This map does not represent a survey or legal document and is provided on an "as is" basis. City of Portage expresses no warranty for the information displayed on this map document.

KREIS ENDERLE

KREIS, ENDERLE, HUDGINS & BORSOS, P.C.

Adele Watkins, Paralegal

awatkins@KreisEnderle.com

P.O. Box 4010
Kalamazoo, MI 49003-4010

269-324-3000

Fax 269-324-3010

www.KreisEnderle.com

May 23, 2012

HAND DELIVERED

Portage City Clerk's Office
Attn: Jim Hudson
7900 South Westnedge Avenue
Portage, Michigan 49002



Re: Riviera Maya, Inc.

Dear Jim:

In follow-up to our conversations, attached for consideration is the Liquor License Application from Riviera Maya, Inc., our client, for the new Class C license that the City has available. Also attached is a check in the amount of \$850 to cover the application fee.

If, after your review, you need additional information, please do not hesitate to contact. Also, I would like to know when this will be heard before the City so my clients can be present to answer any possible questions.

Thank you for your assistance in this matter.

Very truly yours,

KREIS, ENDERLE,
HUDGINS & BORSOS

A handwritten signature in cursive script that reads "Adele Watkins".

Adele Watkins, Paralegal

Enclosures

CITY OF PORTAGE
LIQUOR LICENSE APPLICATION

City Clerk's Office
City of Portage
7900 South Westnedge Avenue
Portage, MI 49002

Pursuant to Chapter 6 (Alcoholic Liquor) of the Code of Ordinances of Portage, Michigan, each applicant for a Liquor License within the City of Portage is required to submit a current and complete "City of Portage Liquor License Application" as furnished by the City Clerk.

INSTRUCTIONS TO COMPLETE APPLICATION:

Please provide the information requested below. Responses must be typed, double-spaced, within the space provided. If additional room is required for a response, please attach a separate sheet. The completed application must be signed and dated by the applicant, if an individual, or by a duly authorized agent thereof, if a partnership or corporation. The original application must be submitted to the City Clerk, together with the **application fee** (payable to the City of Portage) in the amount of **\$850**.

NOTES: Incomplete applications may be rejected from further consideration.

The City reserves the right to request additional information from the applicant as part of its review process.

***** **REQUIRED INFORMATION** *****

1.
 - a. If an individual, the name, age, and address of the applicant.
 - b. If a partnership, the name, age, and address of all persons entitled to share in the profits thereof. The general partner shall sign the application and all other documents required in connection with the application.
 - c. If a corporation, the names and addresses of all officers and directors thereof, and if an aggregate of more than 10% of the stock of such corporation is owned by any one person or his or her nominee, the name, age, and address of such person. The application shall also include the following:
 - 1) If incorporated outside of Michigan, a copy of its current Articles of Incorporation and a current Certificate of Good Standing from the state of incorporation.
 - 2) If a Michigan corporation, a copy of the current Articles of Incorporation as approved by the Department of Consumer and Industry Services.

- 3) Certified copies of the minutes of the meeting of its board of directors or an affidavit signed by an officer of the corporation naming the person who is authorized by corporate resolution to sign the application.
 - 4) An affidavit stating the identity of its current corporate officers and the members of the board of directors.
- d. If a limited liability company, the name, age, and address of all the members. The application shall also include the following:
- 1) If a foreign limited liability company, a copy of the Certificate of Authority issued by the Michigan Department of Consumer and Industry Services.
 - 2) If a domestic limited liability company, a copy of the Articles of Organization filed with the Michigan Department of Consumer and Industry Services.
 - 3) An affidavit stating the full name and address of its current members, managers, and assignees of membership interest.
 - 4) An affidavit signed by a manager of the limited liability company or by at least one member if management is reserved to the members, naming the person authorized to sign the application. If a foreign limited liability company, a person who has the authority to sign under the laws of the jurisdiction of its organization shall sign the affidavit and shall indicate the capacity in which the person signs the affidavit.

See attachments.

2. Type of license desired.

Class C with Sunday Sales and Food Permits

3. The nature of business of the applicant, and in the case of a corporation, partnership or limited liability company, the object or objects for which it was formed.

Riviera Maya, Inc. was formed to operate a Mexican style restaurant in the Kalamazoo/Portage area.

4. A written statement as to the applicant's character, experience and financial ability to meet the obligations and business undertakings for which the license is to be issued, including the length of time said applicant has been in the business of that nature, or, in the case of a corporation, partnership, or limited liability company, the date in which the entity came into existence.

See attachment.

5. The location and description of the premises which are to be operated under such license.

The lease property for the proposed restaurant is located at 5036 South Westnedge Avenue, Portage, Michigan.

6. If the business of the applicant is to be operated or conducted by a local manager or agent, the name and address of said manager or agent.

It is unknown at this time who the local manager will be.

7. A statement whether applicant has, prior to this application, made application for a license to sell beer and wine or spirits and the date, place, and description of such application or applications.

See attachment.

8. A statement that applicant has never been convicted of a felony and is not disqualified to receive approval for a license by reason of any matter or thing contained in this ordinance or the laws of the State of Michigan.

See attachment.

9. A statement that the applicant will not violate any of the ordinances of the City of Portage or laws of the State of Michigan or of the United States in the conduct of its business.

See attachment.

10. A statement that, should any of the information provided in his or her application or any attachment thereto change during the term of this license or any renewal thereof, the applicant will notify the City Clerk in writing within thirty (30) days of such change.

See attachment.

11. Attach an 8-1/2" x 11" building and grounds layout diagram showing the entire structure, premises, and grounds and, in particular, the specific areas where the license is to be utilized. The plans shall show the relationship of the proposed structure to the surrounding property and land use and shall demonstrate adequate off-street parking, lighting, refuse disposal facilities and where appropriate, adequate plans for screening and noise control.

(Narrative space only. Attach diagram.)

See attached diagram.

12. Any other information pertinent to the applicant and operation of the proposed facility.
(Attach additional page, if necessary.)

Execution:

Riviera Maya, Inc.

DATE: May 23, 2012

Signed: (Name of entity or individual)

Adele Watkins
Witness Adele Watkins

By: Francisco Hernandez
Francisco Hernandez

Witness

Its: Vice President

THE COMPLETED APPLICATION AND THE APPLICATION FEE IN THE AMOUNT OF
\$850 SHOULD BE MAILED OR DELIVERED TO:

City Clerk
City of Portage
7900 South Westnedge Avenue
Portage, MI 49002

City of Portage – Liquor License Application

1. Applicant: Riviera Maya, Inc.
225 Hatch Avenue
Coldwater, MI 49036
- Officers/Directors: Felipe Ortiz – President and Director
Age 49
222 Lynwood Drive
Somerset, KY 42501
- Francisco Hernandez – VP, Secretary, Treasurer and Director
Age 39
225 Hatch Avenue
Coldwater, MI 49036
- Shareholders: Felipe Ortiz (see personal information above) with 500 shares, or
fifty (50%) percent.
- Francisco Hernandez (see personal information above) with 500
shares, or fifty (50%) percent.

Attached is a copy of the Articles of Incorporation as filed with the State of Michigan on
May 21, 2012, an Affidavit of Francisco Hernandez and a Statement of Francisco Hernandez.

AFFIDAVIT BY CORPORATE OFFICER

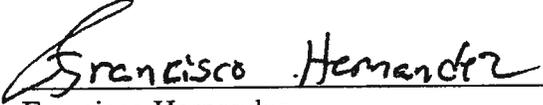
I, Francisco Hernandez, do hereby certify that I am the Vice President of Riviera Maya, Inc., a Michigan corporation, and that the following is a list of the members of the Board of Directors of said Corporation:

Felipe Ortiz
Francisco Hernandez

I further certify that the following is a list of the current officers of the Corporation:

Felipe Ortiz	-	President
Francisco Hernandez	-	Vice President, Secretary and Treasurer

I further certify that either Felipe Ortiz or Francisco Hernandez, as officers of the Corporation, are authorized by resolution of the Corporation's Directors to execute and sign the City of Portage Application for Liquor License and any and all documentation necessary to obtain this license, as so awarded by the City of Portage.



Francisco Hernandez

STATE OF MICHIGAN)
) ss.
COUNTY OF KALAMAZOO)

Acknowledged before me in Kalamazoo, Michigan, on May 23, 2012, by Francisco Hernandez, Vice President of Riviera May, Inc., a Michigan corporation.



Adele M. Watkins, Notary Public
State of Michigan, County of Kalamazoo
Acting in the County of Kalamazoo
My Commission Expires: 05/08/2017

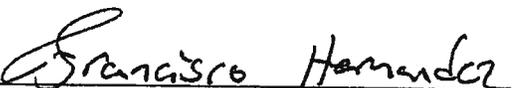
STATEMENT OF CORPORATE OFFICER

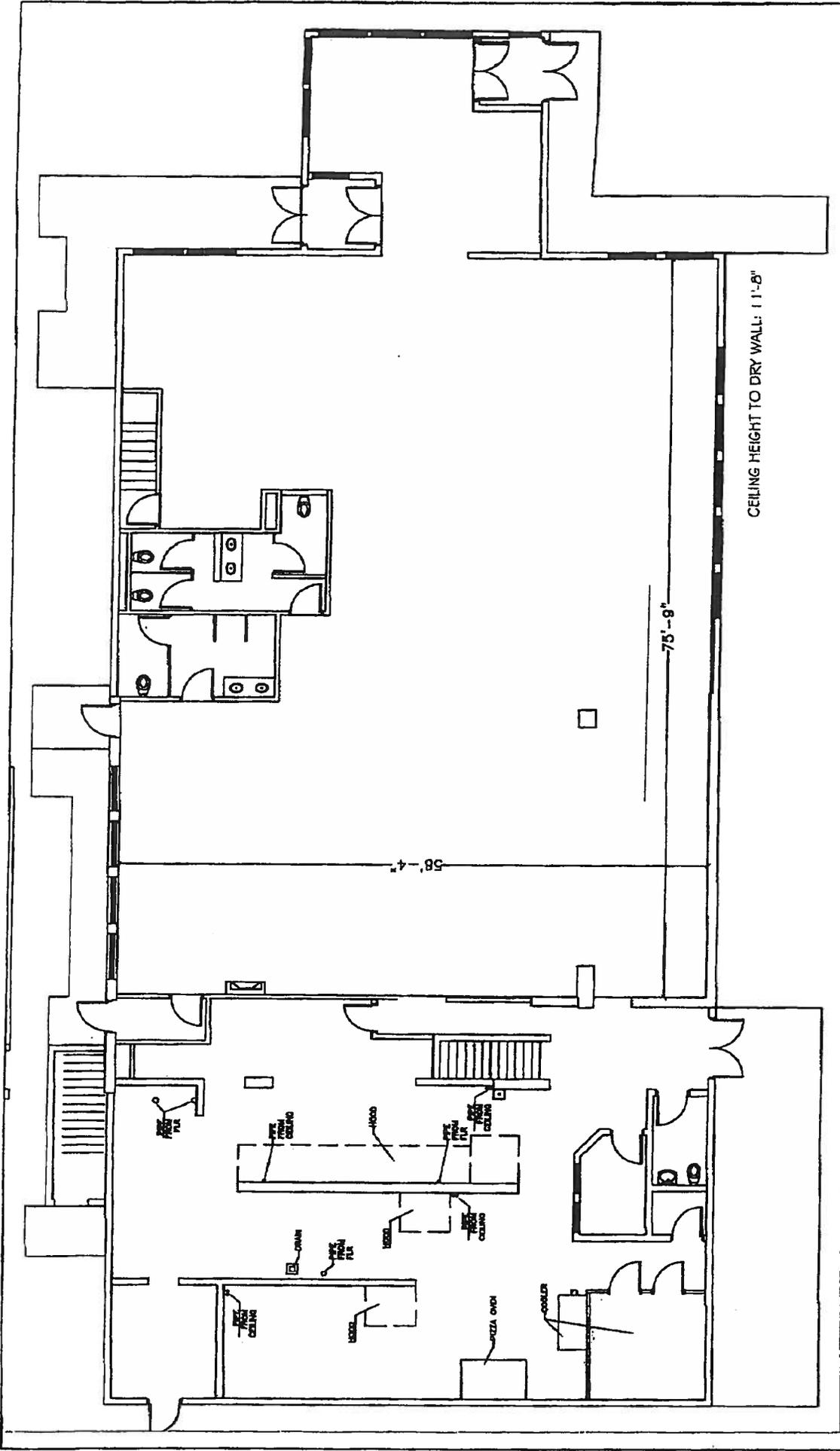
I, Francisco Hernandez, Vice President of Riviera Maya, Inc., a Michigan corporation, hereby make the following statements that are true and factual to the best of my knowledge:

1. Riviera Maya, Inc. (the "Corporation"), is a Michigan corporation formed on May 21, 2012, strictly for the purposed of operating a Mexican style restaurant in the Kalamazoo/Portage area.
2. That even though the Corporation is a new entity, the shareholders involved, Felipe Ortiz and Francisco Hernandez, are seasoned and knowledgeable restaurant owners with over 18 years in the restaurant business. They currently operate restaurants in Michigan, Kentucky, Indiana and Ohio, with two of those restaurants in the Kalamazoo/Portage area, both holding Class C liquor licenses, under the names of Los Amigos of Kalamazoo, Inc. and Los Amigos Grill, Inc.
3. This is the first Class C license that the Corporation has applied for. As previously stated, the shareholders currently hold interests in two other restaurants in this area.
4. That neither the Applicant Corporation nor its two shareholders have ever been convicted of a felony and are not disqualified to receive approval for a license by reason of any matter or thing contained in the City of Portage ordinance or the laws of the State of Michigan.
5. That neither the Applicant nor its two shareholders, will violate any of the ordinances of the City of Portage, or laws of the State of Michigan or of the United States, in the conduct of Applicant's business.
6. Further, that should any of the information provided in the attached City of Portage Liquor License Application, or its attachments, change during the term of this license or any renewal thereof, the Applicant or its shareholders will notify the City Clerk in writing, within thirty (30) days, of any such change.

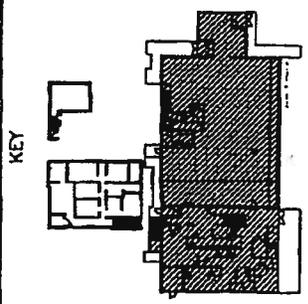
In witness whereof, I have set my hand this 23rd day of May, 2012.

Riviera Maya, Inc.

By: 
Francisco Hernandez
Its: Vice President



5036 WESTNEDGE 5036 WESTNEDGE, KALAMAZOO, MI		THE HINMAN COMPANY 750 TRADE CENTER WAY STE. 100 KALAMAZOO, MICHIGAN 49002	
		PROPERTY MANAGER:	
BUILDING FEATURES	FLOOR: 1	SUITE NO.: 100	WORK PHONE: 269.342.8600
RENTABLE SQUARE FEET: 7785	NONE	PARKING: AVAILABLE	CELL PHONE:
DRAWING SCALE:	NONE	DATE: 12/22/2011	FAX:



Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT

for

RIVIERA MAYA, INC.

ID NUMBER: 04563L

received by facsimile transmission on May 17, 2012 is hereby endorsed

Filed on May 21, 2012 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21ST day of May, 2012.

A handwritten signature in black ink, appearing to read "A. Schaffer".

Director

Bureau of Commercial Services

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Stephen J. Hessen

Address

One Moorsbridge Road, PO Box 4010

City

Kalamazoo

State

MI

Zip Code

49003-4010

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.

If left blank document will be mailed to the registered office.

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations
(Please read information and instructions reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Riviera Maya, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000Preferred Shares 0

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV1. The name of the resident agent at the registered office is: Francisco Hernandez

2. The street address of the location of the registered office is:

225 Hatch Avenue

(Street Address)

Coldwater

(City)

, Michigan

49036

(ZIP Code)

3. The mailing address of the registered office if different than above:

(P.O. Box or Street Address)

(City)

, Michigan

(ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

Francisco Hernandez

225 Hatch Avenue, Coldwater, MI 49036

ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Use the space below for additional Articles of for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VIII, Elimination of Certain Liability of Directors

ARTICLE IX, Indemnification of Directors and Officers

Are attached hereto and incorporated herein.

I, (We), the incorporators sign my (our) names this 17th day of May, 2012.

Francisco Hernandez
Francisco Hernandez

**ARTICLE VIII
ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS**

A director of the corporation shall not be personally liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director, except for liability:

- (a) For the amount of a financial benefit received by a director to which he or she is not entitled;
- (b) For intentional infliction of harm on the corporation or the shareholders;
- (c) For a violation of section 551(1) of the Michigan Business Corporation Act;
- (d) For an intentional criminal act.

If the Michigan Business Corporation Act is hereafter amended to further eliminate or limit the liability of a director, then a director of the corporation (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall not be liable to the corporation or its shareholders to the fullest extent permitted by the Michigan Business Corporation Act, as so amended. Any repeal or modification of this Section 1 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- a) **THIRD PARTY PROCEEDINGS.** The corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and the person submits a written claim for indemnification as hereinafter provided, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful, and the person submits a written claim for indemnification as hereinafter provided. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The corporation may by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.
- b) **DERIVATIVE SHAREHOLDER LIABILITY.** The corporation has the power to indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and the person submits a written claim of indemnification as hereinafter provided. However, indemnification shall not be made for a

particular claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought (or another court of competent jurisdiction) has, in view of all the relevant circumstances, determined upon application that despite the adjudication of liability, the person is fairly and reasonably entitled to indemnification for the reasonable expenses he or she incurred. The corporation may, by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

- c) **DETERMINATION OF INDEMNIFICATION.** To the extent that director liability is limited under Article VIII hereof and subject to an evaluation of the reasonableness of expenses and amounts paid in settlement as described below, indemnification under paragraph (a) or (b) of this Article, may be made by the corporation for expenses and liabilities described below in this paragraph without a determination that the director has met the standard of conduct set forth in paragraphs (a) and (b) of this Article, but no indemnification may be made, except to the extent authorized by the court conducting the proceeding or another court of competent jurisdiction, if the director's activity was such that he or she would be personally liable under Article VIII hereof. In connection with an action or suit by or in the right of the corporation as described in paragraph (b) of this Article, indemnification under this paragraph may be for expenses, including attorneys' fees, actually and reasonably incurred. In connection with an action, suit, or proceeding by or in the right of the corporation, as described in paragraph (a) of this Article, indemnification under this paragraph may be for expenses, including attorneys' fees, actually and reasonably incurred, and for judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred.

An evaluation of the reasonableness of expenses and amounts paid in settlement shall occur within 30 days after a written claim for indemnification has been received by the corporation, and shall be made in any of the following ways:

- i) By a majority vote of a quorum of the board consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding;
- ii) If the quorum described in subparagraph (i) is not obtainable, then by a majority vote of a committee duly designated by the board and consisting solely of two or more directors not at the time parties or threatened to be made parties to the action, suit, or proceeding;
- iii) By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways:
 - (1) By the board or its committee in the manner prescribed in subparagraph (i) or (ii),
 - (2) If a quorum of the board cannot be obtained under subparagraph (i) and a committee cannot be designated under subparagraph (ii) by the board;
- iv) By all independent directors who are not parties or threatened to be made parties to the action, suit, or proceeding; and
- v) By the shareholders, but shares held by directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceeding may not be voted.

In the designation of a committee under subparagraph (ii) or in the selection of independent legal counsel under subparagraph (iii)(2), all directors may participate. If a person is entitled to indemnification under paragraph (a) or (b) of this Article for a portion of expenses, including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation shall indemnify the person for the portion of the

expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

- d) **PAYMENT OF DEFENSE EXPENSES IN ADVANCE.** The corporation may pay or reimburse the reasonable expenses incurred by a director or officer who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if both of the following apply:
- i) The person furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this Article.
 - ii) The person furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct set forth in paragraphs (a) and (b) of this Article.

The undertaking required by paragraph (d)(ii) must be an unlimited general obligation of the person but need not be secured and may be accepted without reference to the financial ability of the person to make repayment. Determination and evaluation under this paragraph (d) shall be made in the manner described in paragraph (c) and authorizations shall be made in any of the following ways:

- i) By the board in one of the following ways:
 - (1) If there are 2 or more directors who are not parties or threatened to be made parties to the action, suit, or proceeding, by a majority vote of all directors who are not parties or threatened to be made parties, a majority of whom shall constitute a quorum for this purpose.
 - (2) By a majority of the members of a committee of 2 or more directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
 - (3) If the corporation has 1 or more independent directors who are not parties or threatened to be made parties to the action, suit, or proceeding, by a majority vote of all independent directors who are not parties or are threatened to be made parties, a majority of whom shall constitute a quorum for this purpose.
 - (4) If there are no independent directors and less than 2 directors who are not parties or threatened to be made parties to the action, suit or proceeding, by the vote necessary for action by the board in accordance with section 523 of the Michigan Business Corporation Act, in which authorization all directors may participate.
 - ii) By the shareholders, but shares held by directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceeding may not be voted on the authorization.
- e) **RIGHT OF OFFICER OR DIRECTOR TO BRING SUIT.** If a claim for indemnification accepted pursuant to this Article is not paid in full by the corporation within forty-five (45) days after a written claim has been approved by the corporation, the officer or director who submitted the claim (hereinafter the "indemnitee") may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the corporation to recover advances, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such claim. In any action brought by the indemnitee to enforce a right under this Article (other than an action brought to enforce a claim for expenses

incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the corporation) it shall be a defense that, and in any action brought by the corporation to recover advances the corporation shall be entitled to recover such advances if the indemnitee has not met the applicable standard of conduct set forth in paragraph (a) or (b) of this Article. Neither the failure of the corporation to have made a determination prior to the commencement of such action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the corporation that the indemnitee has not met the applicable standard of conduct set forth in paragraph (a) or (b) of this Article such applicable standard of conduct, shall be a defense to an action brought by the indemnitee or create a presumption that the indemnitee has not met the applicable standard of conduct. In any action brought by the indemnitee to enforce a right hereunder or by the corporation to recover payments by the corporation of advances, the burden of proof shall be on the corporation.

- f) **OTHER INDEMNIFICATION.** The indemnification or advancement of expenses provided under paragraphs (a) through (e) of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the corporation's Articles of Incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in paragraphs (a) through (e) of this Article continues as to a person who ceases to be a director, officer, partner, or trustee and shall inure to the benefit of the heirs, personal representatives, and administrators of the person.
- g) **LIABILITY INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against liability under sections 561 to 565 of the Michigan Business Corporation Act or this Article.
- h) **DEFINITIONS.** For purposes of this Article, "corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this paragraph with respect to the resulting or surviving corporation as the person would if he or she had served the resulting or surviving corporation in the same capacity.

For purposes of this Article, "other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a director or officer of the corporation which imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants, or its beneficiaries; a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the corporation or its shareholders" as referred to in paragraphs (a) and (b) of this Article.