

**CITY OF LA VISTA**  
**MAYOR AND CITY COUNCIL REPORT**  
**JUNE 1, 2021 AGENDA**

<b>Subject:</b>	<b>Type:</b>	<b>Submitted By:</b>
ECONOMIC DEVELOPMENT PROGRAM APPROVE APPLICATION SUPPLEMENT & ADDITIONAL AWARD APPROVE ECONOMIC DEVELOPMENT PROGRAM BOND PRINCIPAL INCREASE	◆ RESOLUTION (1) ◆ ORDINANCE (1) RECEIVE/FILE	RITA RAMIREZ ASSISTANT CITY ADMINISTRATOR/ DIRECTOR OF COMMUNITY SERVICES

## **SYNOPSIS**

An ordinance has been prepared to approve an application supplement and additional award of \$2.5 million under the City's Economic Development Program for construction and equipping of the approved state of the art, indoor/outdoor live performance venue. A resolution has been prepared to amend resolution 20-032 to increase Economic Development Program bond principal to \$5.7 million to fund the increased award.

## **FISCAL IMPACT**

An amendment to the FY21/FY22 Biennial Budget would be required to provide funding authority for the bonds to fund the Economic Development Program grant and award. An amendment would be requested as part of the overall FY21/FY22 Mid-Biennial Budget review scheduled for July 2021.

## **RECOMMENDATION**

Approval.

## **BACKGROUND**

Pursuant to voter approval, the City in 2003 established the City's Economic Development Program ("Program"), giving the City flexibility among other things to respond to desirable opportunities for community or economic development using funds raised from local sources of revenue to provide incentives or investment in the La Vista community.

An initial application of City Centre Music Venue, LLC (on behalf of itself and Astro Theater, LLC) and award of \$3.0 million under the Program was approved by Ordinance No. 1388 in connection with approval of the state of the art, indoor/outdoor event center last year. A supplement to the initial application was submitted for an additional award of \$2.5 million, with the initial \$3.0 million to be discharged upon project completion and the additional \$2.5 million repaid with interest no later than September 30, 2029 and secured by a letter of credit. Features of the event center remain the same.

The application supplement was reviewed by the Program Administrator, who determined that the application supplement and initial application as modified appeared viable and referred the application supplement and other information to the Application Review Committee for review and recommendation. The Program Administrator also provided the application supplement and other information to, and sought advice and

recommendation of, the Citizen Advisory Review Committee. A copy of the application supplement also was provided to Stone Planning, LLC, the City's consultant that reviewed and recommended the initial application. The consultant's conclusion remains essentially the same - that this is an excellent opportunity for the City.

The Application Review Committee recommended approval of the application supplement and additional award, and submission of the application supplement to the City Council for consideration of approval and funding. The Citizen Advisory Review Committee ratified and adopted the Application Review Committee's recommendation. Documents in connection with the award(s) have been prepared as on file with the City Clerk.

ORDINANCE NO. \_\_\_\_\_

AN ORDINANCE OF THE MAYOR AND CITY COUNCIL, LA VISTA, NEBRASKA, MAKING FINDINGS; APPROVING RECOMMENDATIONS, APPLICATION SUPPLEMENT AND ADDITIONAL AWARD OF \$2.5 MILLION UNDER CITY ECONOMIC DEVELOPMENT PROGRAM FOR EVENT CENTER TO BE CONSTRUCTED BY CITY CENTRE MUSIC VENUE, LLC, SUBJECT TO SPECIFIED CONDITIONS; AUTHORIZING FURTHER ACTIONS; AND PROVIDING FOR SEVERABILITY, PUBLICATION AND AN EFFECTIVE DATE.

BE IT ORDAINED BY THE MAYOR AND CITY COUNCIL OF THE CITY OF LA VISTA, SARPY COUNTY, NEBRASKA:

SECTION 1. Findings. The Mayor and City Council find, determine, ratify, affirm and approve the following:

1. The Nebraska Legislature made the following findings in Neb. Rev. Stat. Section 18-2702:
  - a. There is a high degree of competition among states and municipalities in our nation in their effort to provide incentives for businesses to expand or to locate in their respective jurisdictions;
  - b. Municipalities in Nebraska are hampered in their efforts to effectively compete because of their inability under Nebraska law to respond quickly to opportunities or to raise sufficient capital from local sources to provide incentives for the provision of new services or business location or expansion decisions which are tailored to meet the needs of the community;
  - c. The ability of a municipality to encourage the provision of new services or business location and expansion has a direct impact not only upon the economic well-being of the community and its residents but upon the whole state as well; and
  - d. There is a need to provide Nebraska municipalities with the opportunity of providing assistance to business enterprises in their communities, whether for expansion of existing operations, the creation of new businesses, or the provision of new services, by the use of funds raised by local taxation when the voters in the municipality determine that it is in the best interest of their community to do so.
2. Based on these findings, the Legislature enacted the Local Option Municipal Economic Development Act ("Act"), Neb. Rev. Stat. Sections 18-2701 to 18-2738, in 1991, as subsequently amended, allowing municipalities including cities of the first class in Nebraska to establish economic development programs and use local sources of revenue for financial assistance to qualifying businesses upon voter approval.
3. The City of La Vista voter-approved Economic Development Program is codified in La Vista Municipal Code Chapter 117 ("La Vista Economic Development Program" or "Program"). In establishing the La Vista Economic Development Program, the Mayor and City Council stated a purpose of the Economic Development Program as giving the City flexibility to quickly respond to desirable opportunities for community or economic development using funds raised from local sources of revenue to provide incentives or investment in the La Vista community or its infrastructure for the location or expansion of services or businesses or rehabilitation of residential neighborhoods in or near the City.
4. Neb. Rev. Stat. Section 18-2738 provides that the powers conferred by the Act shall be in addition and supplemental to the powers conferred by any other law and shall be independent of and in addition to any other provisions of the law of Nebraska, including the Community Development Law.
5. Neb. Rev. Stat. Section 18-2738 further provides that the Act and all grants of power, authority, rights, or discretion to the City under the Act shall be liberally

construed, and all incidental powers necessary to carry the Act into effect are expressly granted to and conferred upon the City.

6. Section 117.14 of the La Vista Economic Development Program provides broad authority for the City to provide financial assistance to qualifying businesses, including direct loans or grants to qualifying businesses.
8. Ordinance No. 1388 approved the initial application ("Original Application") of City Centre Music Venue, LLC on behalf of itself and Astro Theater, LLC ("Applicant") and \$3.0 million award ("Initial Award") under the Economic Development Program in connection with approval of the event center in La Vista City Centre - a proposed state of the art, best in market live specialty indoor/outdoor performance and entertainment event center and related improvements in the Mixed Use Redevelopment Project of the 84<sup>th</sup> Street Redevelopment Area, scaled and operated in a manner unique to the region and expected to draw new performers and visitors to La Vista ("Event Center").
9. A supplement to the Original Application ("Application Supplement") was submitted for an additional \$2.5 million Program award ("Incremental Award"), with the Initial Award to be discharged upon completion of the Event Center, and the Incremental Award repaid with interest no later than September 30, 2029 and secured by a bank letter of credit or other security satisfactory to the City Administrator or City Administrator's designee. Features of the Event Center remain as described in the Original Application approved by the City Council.
10. Total estimated cost to design, construct, acquire, and equip the proposed project is \$23.6 million. Applicant will finance and contribute funds to pay remaining costs of the project in excess of Program award(s). The City would not have any responsibility with respect to the Event Center, including without limitation, its construction, equipping, upkeep, maintenance, repairs, or replacement. Applicant, as a condition of Program award(s), agrees that the Event Center and related parking in perpetuity will be subject to the City's Right of Use not less than ten (10) days per year as described in applicable documents including Ordinance No. 1388. Such Right of Use will be subject to any additional requirements specified in connection with Program award(s) or as agreed in writing by the City and Applicant.
11. The Program Administrator of the La Vista Economic Development Program by memorandum ("Program Administrator Memorandum") made and communicated to the Application Review Committee findings and determinations including a preliminary determination that the Application Supplement (and Original Application as modified by the Application Supplement) appeared to be viable pursuant to La Vista Municipal Code Section 117.16(B), based on the following, and subject to the conditions specified in the Program Administrator Memorandum:
  - The Applicant is a qualifying business and eligible under the La Vista Economic Development Program. The Application Supplement states that the Applicant is a limited liability company which, upon opening of the Event Center, derives its principal source of income from tourism-related activities. The Event Center is expected to be a catalyst for eliminating and preventing recurrence of substandard and blighted areas of the 84<sup>th</sup> Street Redevelopment Area, and any employment related requirements will be satisfied;
  - The proposed Incremental Award and activities are eligible under the La Vista Economic Development Program;
  - Applicant in connection with the Application Supplement indicates that the Applicant does not have any actual or potential legal actions or other risks that may significantly impact its ability to perform; and
  - The Applicant has complied with application requirements to the satisfaction of the Program Administrator ("Program Administrator Preliminary Determination").
12. The Program Administrator, pursuant to La Vista Municipal Code Section 117.16(C), referred the Application Supplement, together with the Program

Administrator Memorandum and any supplemental financial or other information, to the Application Review Committee for the Committee to review and otherwise perform responsibilities under the Economic Development Program. The Program Administrator also provided such information to the Citizen Advisory Review Committee to advise the Mayor and City Council; and further provided such information to Stone Planning, LLC ("City Consultant"), which analyzed the Original Application, for analysis and feedback. After reviewing the Application Supplement, City Consultant, among other things, concluded that this is an excellent opportunity for the City.

13. The Application Review Committee reviewed the Application Supplement and other information described above, and the findings and determinations including the preliminary determination in the Program Administrator Memorandum, and provided any recommendations to the Program Administrator concerning negotiations with the Applicant and whether any further information, assurances, certifications, requirements or guarantees from the Applicant are desired. Once the Committee completed its review, and following any additional negotiations by the Program Administrator, the Application Review Committee, based on its review of the Application Supplement and other information provided, found and determined that the Applicant under the Application Supplement (and Original Application as modified by the Application Supplement) demonstrated the following to the satisfaction of the Application Review Committee:

- The Applicant's eligibility for funding under the La Vista Economic Development Program;
- That the type and amount of assistance requested is appropriate and desirable for the City;
- A desirable level, type and quality of public benefit to the City or its residents from the Applicant's proposed use of the funding; and
- That the timing, type, magnitude and probability of public benefit that the Committee determines is likely to be achieved from the funding is reasonable and efficient in relation to the cost of funding provided.

The Application Review Committee recommended that the Application Supplement and \$2.5 million Incremental Award be approved and funded in addition to the \$3.0 million Initial Award; and that said Application Supplement be submitted to the La Vista City Council for consideration of approval and funding ("Application Review Committee Recommendation"); subject to the following conditions to the satisfaction of the Program Administrator or her designee:

- a. Submittal, satisfaction, or waiver of any additional information or requirements as Program Administrator determines advisable to the satisfaction of the Program Administrator;
- b. Applicant indicated in the Application Supplement that Applicant will directly pay or finance through a third-party lender all costs of constructing and acquiring the facilities, except as provided by the proposed City award(s) under the Program. The Program Administrator or the Program Administrator's designee shall confirm appropriate documentation evidencing negotiations with one or more primary lenders for financing construction of the Event Center and the terms on which said financing will be provided. Applicant shall update said documentation from time to time for any material changes or as otherwise required by the Program Administrator;
- c. Such further due diligence, information, assurances, certifications, or requirements of or from Applicant as Program Administrator from time to time may determine necessary or appropriate; and
- d. Satisfaction of any conditions specified in the Program Administrator Preliminary Determination.

14. The Citizen Advisory Review Committee subsequently ratified and adopted the Program Administrator Preliminary Determination and Application Review Committee Recommendation and recommended to the Mayor and City Council that the Application Supplement and \$2.5 million Incremental Award be approved and funded in addition to the \$3.0 million Initial Award, subject to satisfaction of any conditions specified in the Program Administrator Preliminary Determination or Application Review Committee Recommendation, or any other terms or

conditions as the Mayor, City Council, or Program Administrator, or any designee of the Mayor, City Council, or Program Administrator, determines necessary or appropriate.

15. The City Council agrees with the findings, determinations, conclusions and recommendations of the Program Administrator, Application Review Committee, and Citizen Advisory Review Committee with respect to the Application Supplement.
16. The City Council finds and determines that the Application Supplement and the Applicant thereunder, have satisfied all applicable requirements, including requirements of the La Vista Economic Development Program.
17. The City Council desires to accept and approve the recommendations of the Program Administrator, Application Review Committee, and Citizen Advisory Review Committee and take and authorize further actions with respect to the Application Supplement, subject to such conditions as set forth below.

**SECTION 2. Approval.** The Mayor and City Council hereby approve the following, subject to the conditions specified in this Section or Section 3 below:

1. All findings, determinations, conclusions, proceedings, documents, actions and recommendations of the Program Administrator, Application Review Committee, or Citizen Advisory Review Committee with respect to the Application Supplement are hereby ratified, affirmed, adopted and approved;
2. All Application Review Committee and Citizen Advisory Review Committee recommendations of approval of the Application Supplement and \$2.5 million Incremental Award are hereby accepted, adopted and approved; and
3. The Application Supplement (and Original Application as modified by the Application Supplement) and \$2.5 million Incremental Award (in addition to the \$3.0 million Initial Award) are approved and shall be funded.

**SECTION 3. Conditions.** Actions and approvals of this Ordinance, including, but not limited to, approval and disbursements of the Incremental Award, shall be subject to the following conditions to the satisfaction of the Program Administrator:

1. City Right of Use of the Event Center in perpetuity;
2. Any conditions set forth in Section 1 or 2 above, or in any findings, recommendations, actions, or conditions of the Program Administrator, Application Review Committee, or Citizen Advisory Review Committee;
3. Commitment and funding of a third party lender and private funds in sufficient amounts and on satisfactory terms for Applicant to acquire, develop, construct, equip, and complete the Event Center;
4. Approval, closing, issuance and availability of proceeds of any City bond or other financing to provide the Incremental Award, in addition to the Initial Award;
5. Commencement and diligently proceeding to completion of construction and equipping of the Event Center in accordance with applicable requirements;
6. Execution or delivery of an Award Agreement, Promissory Note, and Letter of Credit, initial drafts of which as presented and on file with the City Clerk at this meeting are approved subject to any additions, subtractions or modifications, or additional, different, or other documents or instruments, as the Program Administrator or Program Administrator's designee determines necessary or appropriate;
7. Performance of applicable terms, conditions, and requirements of all agreements, documents, and instruments of the City or La Vista Community Development Agency to which Applicant or any affiliated entity is a party or bound, including without limitation, Astro Theater, LLC, La Vista City Centre, LLC, City Centre I, LLC, City Centre 2, LLC, or E&W, LLC; and
8. Such further information, assurances, certifications, or requirements as the Program Administrator or Program Administrator's designee from time to time may determine necessary or appropriate.

**SECTION 4. Authorization of Further Actions.** The Mayor, City Administrator, City Engineer, or City Clerk, or any designee of any such City official, each shall be authorized to take all actions, including without limitation approving, executing or

delivering documents or instruments, as he or she determines necessary or appropriate to carry out the Incremental Award, Initial Award, or actions approved in this Ordinance.

**SECTION 5. Severability Clause.** If any section, subsection, sentence, clause or phrase of this ordinance is, for any reason, held to be unconstitutional or invalid, such unconstitutionality or invalidity shall not affect the constitutionality or validity of the remaining portions of this ordinance. The Mayor and City Council of the City of La Vista hereby declare that it would have passed this ordinance and each section, subsection, clause or phrase thereof, irrespective of the fact that any one or more sections, subsections, sentences, clauses or phrases be declared unconstitutional or invalid.

**SECTION 6. Effective Date.** This ordinance shall be in full force and effect from and after passage, approval and publication in accordance with applicable law.

PASSED AND APPROVED THIS 1st DAY OF JUNE, 2021.

CITY OF LA VISTA

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Douglas Kindig, Mayor

ATTEST:

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Pamela A. Buethe, CMC  
City Clerk

**RESOLUTION NO. \_\_\_\_\_**

A RESOLUTION OF THE CITY OF LA VISTA, NEBRASKA, TO AMEND RESOLUTION NO. 20-032, TO INCREASE THE AUTHORIZED PRINCIPAL AMOUNT OF ECONOMIC DEVELOPMENT FUND BONDS OF THE CITY OF LA VISTA, NEBRASKA, TO UP TO FIVE MILLION SEVEN HUNDRED THOUSAND DOLLARS (\$5,700,000) AND RELATED MATTERS.

BE IT RESOLVED by the Mayor and Council of the City of La Vista, Nebraska, as follows:

Section 1. The Mayor and Council of the City of La Vista, Nebraska, hereby find and determine as follows:

(a) Resolution No. 20-032 was adopted by the Mayor and Council on March 3, 2020, (the "Original Resolution") to authorize issuance of the City's Economic Development Fund Bonds, in the aggregate principal amount of not to exceed Three Million One Hundred Thousand Dollars (\$3,100,000) (the "Bonds"). Capitalized terms used in this resolution shall have the meanings provided in the Original Resolution unless otherwise defined or amended herein.

(b) That the City has received a supplemental application from City Ventures for an increase in the EDP Grant, and the supplemental application submitted by City Ventures has been recommended for approval and the City has approved the application pursuant to an ordinance passed and approved on June 1, 2021 (the "Supplemental Grant Ordinance")

(c) the City has agreed to provide an additional grant in the amount of \$2,500,000 to assist City Ventures (the "Supplemental EDP Grant"), subject to the terms and conditions of the Grant Ordinance and Supplemental EDP Grant Ordinance, thereby making the aggregate amount of the EDP Grant and Supplemental EDP Grant \$5,500,000;

(d) the Mayor and Council hereby declare it necessary and advisable for the City to increase the amount of economic development fund bonds authorized in the Original Resolution to a maximum principal amount of Five Million Seven Hundred Thousand Dollars (\$5,700,000) for the purpose of funding the EDP Grant and Supplemental EDP Grant, and make other amendments to the Original Resolution; and

(e) all conditions, acts and things required by law to exist or to be done precedent to the issuance of such bonds do exist and have been done as required by law.

Section 2. The Original Resolution is hereby amended to increase the authorized principal amount of the Bonds to the aggregate principal amount of not to exceed Five Million Seven Hundred Thousand Dollars (\$5,700,000).

Section 3. The first paragraph of Section 2 of the Original Resolution is hereby amended and restated in its entirety as follows:

To provide funds for the Program, including the funding of the EDP Grant and Supplemental EDP Grant, there shall be and there are hereby ordered issued negotiable bonds of the City of La Vista, Nebraska, to be designated as "Economic Development Fund Bonds, Series 2021" (which may be referred to as the "2020 Bonds", the "2021 Bonds" or the "Bonds") in the aggregate principal amount of not to exceed Five Million Seven Hundred Thousand Dollars (\$5,700,000). The Bonds or any portion thereof are hereby authorized to be sold pursuant to a negotiated sale with D.A. Davidson & Co., as initial purchaser (the "Underwriter"). In connection with such sale, the Mayor, City Administrator or Director of Administrative Services (each, an "Authorized Officer") are hereby authorized to specify, determine, designate, establish and appoint, as the case may be, in one or more written designations which may be included in a bond purchase agreement (each, a "Designation"), (i) the aggregate purchase price of the Bonds (including any original issue

discount or premium) and the underwriting discount which shall not exceed 0.75% of the aggregate stated principal amount thereof, (ii) the form and contents of any bond purchase agreement in connection with such sale, (iii) the title (including series designation), dated date, aggregate principal amount (including the aggregate principal amounts of serial Bonds and term Bonds, if any), which aggregate stated principal amount shall not exceed \$5,700,000, and the final maturity date, which shall not be later than October 15, 2029, (iv) the principal amounts maturing in each year, (v) the rate or rates of interest to be borne by each principal maturity of the Bonds, provided that the true interest cost of the Bonds shall not exceed 3.0%, (vi) the principal payment dates and interest payment dates, (vii) whether the Bonds will be subject to redemption prior to their stated maturity, and if subject to such optional redemption, the provisions governing such redemption, including a redemption price not to exceed 104% of the principal amount then being redeemed plus accrued interest to the date of redemption, (viii) the amount and due date of each sinking fund installment for any of the Bonds issued as term Bonds, (ix) the designation of the Bond Registrar and Paying Agent (defined herein) and the form and content of any agreement between the City and such entity and (x) all other terms and provisions of the Bonds not otherwise specified or fixed by this Resolution.

Section 3. Section 10 of the Original Resolution is hereby amended and restated in its entirety as follows:

The City reserves the right to incur additional indebtedness payable from the Program on a parity with the Bonds so long as the annual obligations of the Program do not exceed an aggregate amount of \$2,000,000 per budget/fiscal year as set forth in the Program and are within other applicable limitations under Nebraska law.

Section 4. Section 14 of the Original Resolution is hereby amended and restated in its entirety as follows:

The proceeds of the Bonds shall be deposited with the City Treasurer and shall be held and applied in accordance with the terms of the Program Ordinance, the Grant Ordinance and the Supplemental Grant Ordinance. An Authorized Officer may designate any depository bank or banks and may contract for disbursing agent services as may be determined appropriate by such Authorized Officer. Investment earnings related to the proceeds of the Bonds shall be transferred to the Economic Development Fund and shall be deposited to the Bond Payment Account within such fund as established by this Resolution.

Section 5. Section 17 of the Original Resolution is hereby amended and restated in its entirety as follows:

The net principal proceeds of the Bonds, after payment of issuance expenses, shall be held in a separate account in the Economic Development Fund of the City of La Vista and shall be applied to make the EDP Grant in accordance with the terms of the Grant Ordinance and the Supplemental EDP Grant in accordance with the terms of the Supplemental Grant Ordinance.

Section 6. All documents, agreements, certificates, and instruments related to the Bonds shall be valid, binding, and enforceable against the City when executed and delivered by means of (i) an original manual signature; (ii) a faxed, scanned, or photocopied manual signature, or (iii) any other electronic signature permitted by electronic signatures laws, including any relevant provisions of the Uniform Commercial Code, in each case to the extent applicable. Each faxed, scanned, or photocopied manual signature, or other electronic signature, shall for all purposes have the same validity, legal effect, and admissibility in evidence as an original manual signature. Each document, agreement, certificate, and instrument related to the Bonds may be executed in any number of counterparts, each of which shall be deemed to be an original, but such

counterparts shall, together, constitute one and the same document, agreement, certificate, or instrument, as applicable.

Section 7. Except as amended by this Resolution, the Original Resolution is hereby ratified and confirmed in all respects. All resolutions or orders, or parts thereof in conflict with the provisions of this Resolution are to be extent of such conflict hereby repealed.

Section 8. If any section, paragraph, clause or provision of this Resolution shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Resolution.

Section 9. This Resolution shall be in force and take effect from and after its adoption, as provided by law.

PASSED AND APPROVED THIS 1st DAY OF JUNE, 2021.

CITY OF LA VISTA

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Douglas Kindig, Mayor

ATTEST:

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Pamela A. Buethe, CMC  
City Clerk



# CITY OF LA VISTA

## **ECONOMIC DEVELOPMENT PROGRAM ("EDP") APPLICATION (Supplement 2021)\***

\*Supplement to initial Economic Development Program Application of City Centre Music Venue, LLC in 2020 ("Original Application"). Material changes since Original Application are indicated by asterisk. Except as so indicated, provisions of Original Application, including Exhibits, continue to govern and control.

### **A. APPLICANT INFORMATION:**

#### **NAME OF APPLICANT:**

City Centre Music Venue, LLC

Federal ID #: 84-2893171\*

Address: 222 S. 15th Street #1404S

City: Omaha      State: Nebraska      Zip Code: 68102

Contact Person: Chris Erickson      Telephone #: (402) 902-4025\*

Fax #: N/A      E-mail: [cerickson@city-ventures.com](mailto:cerickson@city-ventures.com)

Web Address (if applicable) [www.city-ventures.com](http://www.city-ventures.com)

Does Applicant propose that any parent, subsidiary, or affiliated company, person, or entity ("Affiliated Entity") of Applicant directly or indirectly have any role in the project Applicant is proposing under the Economic Development Program? X Yes   No

If yes, identify, name, and describe role of each such Affiliated Entity: Astro Theater, LLC

Applicant will finance and construct the event venue. Astro Theatre, LLC will be the tenant and operator of the event venue. Astro Theatre, LLC is owned by 1% Productions and Mammoth, Inc. (both of which have a 33.33% ownership interest in City Centre Music Venue, LLC). Please see the Organization Chart attached to Original Application as Exhibit "D". Event venue operating revenues will be the principal source of income for event venue construction financing.

Address: Same as above.

- i. Each such Affiliated Entity that Applicant proposes to have any direct or indirect role in the project, and that is accepted by City, also shall be deemed to be subject to, bound by, and jointly and severally liable with Applicant with respect to, this application and the terms and conditions of the Economic Development Program and any award. Applicant, by submitting this application, represents and certifies to City that Applicant is authorized by owners of Applicant and by each

Affiliated Entity to submit this application, provide all information and certifications, and bind them. Required information shall be submitted with respect to Applicant and each Affiliated Entity consistent with their respective roles in the project and as the Program Administrator or the Program Administrator's designee otherwise determines necessary or appropriate to carry out the Economic Development Program. If Applicant proposes that an Affiliated Entity will own, control and operate the project, disclose this and complete this application and provide required documentation for the Affiliated Entity as well as Applicant.

**APPLICANT CLASSIFICATION:**

<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Research & Development
<input type="checkbox"/> Warehouse & Distribution	<input type="checkbox"/> Sales
<input type="checkbox"/> Services	<input type="checkbox"/> Headquarter Facilities
<input type="checkbox"/> Telecommunications	<input checked="" type="checkbox"/> Tourism-related activities
<input type="checkbox"/> Housing Construction or Rehabilitation	

Applicant, by submitting this application, certifies that Applicant (and the designated Affiliated Entity, if such Affiliated Entity in connection with Applicant will develop, construct, own, control and operate the project as disclosed in this application) shall derive its principle source of income from the classification marked above. The proposed project is for an indoor/outdoor live specialty performance and entertainment venue that will provide a unique opportunity to see performances that are not at other venues in the region. The venue itself is unique to the area and will bring residents from within the Omaha and Lincoln areas to La Vista City Centre. It is also anticipated that the venue will bring residents from communities in Nebraska, Kansas, Iowa and South Dakota with a radius of at least 100 miles from the outer limits of the Omaha metro area. The performances will entice people to La Vista City Centre but given the timetable for most events, those visitors are likely to not only purchase a ticket to the event but also dine in the area, potentially stay the night in a hotel in the area and otherwise be a patron of other businesses in and around La Vista City Centre.

**APPLICANT ORGANIZATION:**

<input type="checkbox"/> Sole Proprietorship	<input type="checkbox"/> General Partnership
<input type="checkbox"/> "S" Corporation	<input type="checkbox"/> "C" Corporation
<input type="checkbox"/> Limited Partnership	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> Limited Liability Partnership	

**APPLICANT BUSINESS TYPE:** Start-up (0-5 Yrs.)  Acquisition  Existing, years in business: 23\* — 1% Productions and 12\* — Mammoth, Inc., and 9\* — La Vista City Centre, LLC affiliate City Ventures, LLC.

**OWNERSHIP IDENTIFICATION:** List all officers, directors, partners, members, managing members, stockholders, owners, and co-owners of Applicant.ii Enter under Minority Code:"1" = Female, "2" = Minority, "3" = Disabled

Name	Title	Percent Ownership	Minority Code
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ii. Please see Organization Chart, attached to Original Application as Exhibit "D".

**PERSONNEL:** Full-Time Equivalent Employees of Applicant and its Affiliated Entity (FTE) based on

2,080 hours per year. Existing Number of FTE Positions in City: N/A.

FTE Positions to be created in City within 18 months of application approval: 40.

Number of Seasonal Positions Created in City (Any non- FTE job which is at least 40 hours per week for at least 3 consecutive months and recurs annually): N/A.

Please see the Employee Projections attached to Original Application as Exhibit "G". These projections are based on a stabilized project. As frequency of events increase, we would anticipate an approximate five percent (5%) increase in FTE's in the first three (3) years of operation.

Does Applicant employ, or will it employ within the year after this application is submitted, people in more than one city in Nebraska? No. If "Yes," complete the following:

**B. PROPOSED PROJECT INFORMATION:**

1. **DESCRIBE PROPOSED PROJECT, AND APPLICANT AND CITY PARTICIPATION:** The Project is a state of the art best in market indoor/outdoor live specialty performance entertainment venue constructed and operated at a scale and in a manner to bring new performers to the market, and consisting of an approximate 50,000 square foot building with seating for approximately 5,000 people, as well as concessions, bathrooms and similar amenities servicing the event venue. The event venue is to be owned by the Applicant, City Centre Music Venue, LLC. The event venue shall be managed and operated by Astro Theatre, which is owned by Mammoth Inc. and 1% Productions, both of which have significant experience operating similar entertainment venues. Applicant is requesting a total award of Five Million, Five Hundred Thousand Dollars (\$5,500,000)\* for development and construction of the event venue, Three Million Dollars (\$3,000,000) of which, approved in connection with the Original Application, to be a forgivable grant and the remaining Two Million, Five Hundred Thousand Dollars (\$2,500,000)\* as an additional amount under this Supplement repaid with interest no later than September 29, 2029 on terms agreeable to City and Applicant\*. The City or its designee in perpetuity will have the option each calendar year to use the event venue and related parking on days when other events are not previously scheduled for events of Astro Theatre, LLC, for a total of not less than ten (10) days per calendar year. Designated representatives of the City, Applicant, and Operator will develop a process for identifying and reserving dates of use each year. Use of the event venue by the City will be provided fully staffed by Applicant and Operator, and at no cost or expense to the City or its designee, except for actual costs for entertainment and labor, with no mark up or profit.

2. **INITIAL APPLICANT/CITY PARTICIPATION:**

	APPLICANT SHARE	CITY SHARE	TOTAL COST
Land Acquisition	\$2,514,665*	\$0.00	\$2,514,665*
Building Acquisition/Renovation	\$0.00	\$0.00	\$0.00
New Facility Construction	\$11,350,000*	\$5,500,000*	\$16,850,000*
Infrastructure	(Included Above)	\$0.00	\$0.00
Acquisition of Machinery/Equipment	(Included Above)	\$0.00	\$0.00
Acquisition of Furniture/Fixtures	(Included Above)	\$0.00	\$0.00
Soft Costs	\$3,755,964*	\$0.00	\$3,755,964*
Working Capital (includes Inventory)	\$500,000	\$0.00	\$500,000
<b>TOTAL (rounded)</b>	<b>\$18,120,630*</b>	<b>\$5,500,000*</b>	<b>\$23,620,630*</b>

\*Projected \$1,020,686 total cost increase over estimated amount in Original Application, comprised of the following increases/decreases/effects: Land Acquisition \$1,313,685 increase (Applicant Share); New Facility Construction \$636,724 increase [net of \$1,863,276 decrease (Applicant Share) & \$2,500,000 increase (City Share)]; & Soft Costs \$929,724 decrease (Applicant Share).

3. **APPLICANT SOURCE OF FUNDS FOR INITIAL SHARE OF PROJECT COSTS:** Specify sources

of funding for Applicant's share of the proposed project.

Equity investment of Applicant in Project: \$9,370,630\* from other sources including Owner, PACE, and TIF funds (\$1,270,686 increase over projected amount in Original Application, comprised of \$370,686 Owner funds and \$900,000 additional Owner /other funds TBD by Owner)\*.

Amount Applicant will finance: \$8,750,000\* (\$2,750,000 decrease from Original Application)\*.

Name of Lending Institution: American National Bank\*.

Address: 90<sup>th</sup> and West Dodge Road

City: Omaha State: NE Zip Code: \_\_\_\_\_

Contact Person: Craig Wilkins Telephone #: (402) 399-5079

Loan Amount: \$8,750,000\* (\$2,750,000 decrease from Original Application)\* Term: TBD iii Interest Rate: TBD iii

Variable  Fixed  Collateral Required  X

Required: Deed of Trust on Property and Personal Guarantys.

Equity Required : Required funds from other sources TBD iii.

iii. The Applicant is working to finalize financing terms and will provide further detail as the process progresses.

Applicant certifies and shall provide supporting documentation demonstrating a commitment of a third party lender to provide project financing on terms and conditions satisfactory to Applicant, and further certifies and shall provide documentation of available funds to pay costs of the project in excess of such financing ("Owner's Equity"). Payment of Owner's Equity and periodic disbursement of proceeds of financing to commence, continue, and complete the project shall be conditions of any award or disbursement of any award under the Economic Development Program. Applicant will provide City a copy of the Loan Commitment Letter.

4. ON GOING APPLICANT/CITY PARTICIPATION: Please see schedule of projected annual costs and expenses associated with the project included with the Original Application that will be required in addition to those already specified in "B2" above, segregated by Applicant and City responsibility. The City will participate by providing the EDP funds as an additional source of funds for the construction of the event venue, which funds shall be provided concurrently with Owner's Equity including the Tax Increment Financing and PACE (subject to receipt of loan commitment for the remaining portion of project costs).

5. PROJECT LOCATION:

Within the City Limits of La Vista  
 Outside the City Limits, but within the Zoning Jurisdiction of La Vista  
 Outside the City Limits and Zoning Jurisdiction, but within Sarpy County

6. PUBLIC BENEFIT: Describe and quantify to the extent possible any public benefits the City can expect to realize from its participation in the proposed project: The event venue will be a draw to people not only from La Vista but from the surrounding communities to La Vista City Centre, which will continue to enhance the redevelopment of the 84th Street Corridor. Because of the strong demographics in La Vista and surrounding communities and other factors, this event venue is projected to be successful in driving people to the area. Event venue will provide a destination and increase tourism in La Vista. When bookings of more well known acts or festivals are announced, we can expect to see an economic boost in days before, the date of and the day after the event.

7. **PERSONAL FINANCIAL STATEMENT:**

*Provide personal financial statements of each person owning or controlling 20% or more of the economic or voting interests of Applicant. La Vista City Centre, LLC, has previously had its financials vetted by the City in connection with the overall redevelopment project at La Vista City Centre and would propose to use the same process for any new examination that needs to be completed with respect to Applicant. Any financial information provided shall be confidential.*

8. **TAX INCENTIVES:** By submitting this application, Applicant certifies the following to Cityiv:

(a) Whether the qualifying business has filed or intends to file an application with the Department of Revenue to receive tax incentives under the Nebraska Advantage Act for the same project for which the qualifying business is seeking financial assistance under the Local Option Municipal Economic Development Act:

YES   NO

      X       Has filed, or  
      X       intends to file

(b) Whether such application includes or will include, as one of the tax incentives, a refund of the city's local option sales tax revenue:

YES   NO

      X       includes, or  
      X       will include

(c) Whether such application has been approved under the Nebraska Advantage Act:

YES   NO

      X      

iv. City may consider the information provided under this section 8 (along with any other relevant information) in determining whether to provide financial assistance to Applicant under the Local Option Municipal Economic Development Act.

The Program Administrator may use any method he or she determines appropriate to verify the information provided in this application, including, but not limited to the following: credit checks, Dun & Bradstreet reports, examination of internal records and audit reports, and any other reasonable methods as determined by the Program Administrator. Applicant, on behalf of itself and each Affiliated Entity, hereby authorizes and consents to any such methods the Program Administrator uses.

Applicant represents and certifies to City that the information provided in and with this application is to the best of Applicant's knowledge and belief current, accurate and complete and is provided so the City can assess the Applicant, Affiliated Entities (if any), and proposed project under the City's Economic Development Program, and the City's participation therein. Applicant acknowledges receiving a copy of the City's Economic Development Program, all provisions of which are incorporated herein by this reference, and for itself and on behalf of each Affiliated Entity agrees to be bound by and act in accordance with the Program, as amended from time to time, and all requirements now or hereafter established by the Program, Program Administrator, City or its officials or employees, and to provide City such further information and assurances, and access to Applicant's or Affiliated Entity records of or related to this application or this

project, as from time to time requested. Applicant further agrees to provide such additional application and other information as may be required by the City if the City considers Applicant for a loan under the Economic Development Program. Applicant on behalf of itself and any Affiliated Entity agrees to supplement this application for any subsequent material development or information that it becomes aware of that is related to the proposed project or any information reported in or with this application. Any information Applicant subsequently provides City shall be and become a part of this application.

Applicant for itself and on behalf of each Affiliated Entity hereby executes and submits this application, and agrees that all terms and conditions of this application shall survive indefinitely and not be superseded by any subsequent agreement between the City and Applicant, or between the City and any Affiliated Entity, unless expressly so provided in said agreement by specific reference stating that the terms and conditions of this application are superseded.

Dated: 3/11/2021 Signature: 

**Guaranty of Performance (if required by City).** By signing below, all owner(s) of the Applicant and all owner(s) of any Affiliated Entity, as a condition of City consideration and award of any assistance under the La Vista Economic Development Program, hereby personally guarantees performance of Applicant and of each such Affiliated Entity under the La Vista Economic Development Program, including, without limitation, any conditions of award.

Dated: 3/11/2021 Signature: 

Dated: \_\_\_\_\_ Signature: \_\_\_\_\_

[Add additional signatures lines as needed]

**APPLICANT SHALL ATTACH THE FOLLOWING INFORMATION AS PART OF ITS APPLICATION:**

(1) A brief description of Applicant business, history, and relevant experience, expertise, organization, management, key managers/employees, contingency/succession plans or processes and other resources as related to the project. See Exhibit "A" & "B" attached to Original Application.

(2) List of other projects of Applicant that are similar to the proposed project with City. Identify any of those projects for which actual aggregate gross revenues during the first five years of operations were 5% greater or lesser than revenues initially projected for the project for the same period. By year, specify the percentage and reasons for the variances. Not applicable. See experience noted on Exhibit "A" attached to Original Application. Mammoth, Inc. financials are proprietary, and operator will not provide.

(3) For the current and last 4 calendar years, description of any actual or potential litigation that is material, or arises out of, results from or involves a project like the project proposed in the application. Not applicable.

(4) Complete set of current organizational documents, and any amendments thereto, of Applicant. See Exhibit "D" attached to Original Application.

(5) SBA Form 4. Not applicable. Financial projections attached to Original Application as Exhibit E. Additional information will be provided as described in Section 7 above and upon request.

(6) Business plan of the Applicant which includes financial projections for the next three years and takes into account and identifies known and reasonably possible business, industry, financial and

nonfinancial opportunities, risks, developments and assessments that could affect the project or Applicant. See Exhibit "E" attached to Original Application.

(7) Signed copies of the most recent three years' federal tax returns of Applicant, or all years where the Applicant has been in existence for less than three years. Not applicable. Financial projections attached to Original Application as Exhibit E. Additional information will be provided as described in Section 7 above and upon request.

(8) Signed copies of financial statements of the Applicant for the three most recent fiscal years, or all fiscal years where the Applicant has been in existence for less than three years. Not applicable. Financial projections attached to Original Application as Exhibit E. Additional information will be provided as described in Section 7 above and upon request.

(9) Where the Applicant is a closely held entity, signed balance sheets from the holders or beneficial owners of more than 20% of the ownership or current beneficial interests in the entity. Will provide for review, consistent with past practice as described in Section 7 above.

(10) Current statement of projected cash flows of Applicant and City from project for the duration of the project. If Applicant does not have sufficient information to produce a statement of City cash flows, Applicant must provide the information needed to produce a statement of such City cash flows. See Exhibit "E" attached to Original Application.

(11) Clearly identify, and if possible segregate, any information submitted with the application that Applicant prefers to remain confidential in accordance with La Vista Municipal Code Sections 33.70 et seq. As a condition to the City accepting such information, an Applicant might be required to enter a written agreement concerning the information and the conditions under which it will be held and disclosed by the City. In any event, the City cannot guaranty the confidentiality of any information submitted with the City.

(12) Other information as from time to time requested by the Program Administrator or the Application Review Committee.

(13) All other information that Applicant knows or is aware of that is material to Applicant, its operations, the proposed project or information provided by Applicant in or with the application.

v. Information shall be submitted for Applicant and each Affiliated Entity. The Program Administrator may waive the furnishing of all or any portion of the above items or any other requirement where the Program Administrator is able to obtain reasonable assurances as to the stability of the qualifying business from other reliable sources or information, including audited financial statements and filings with regulatory agencies (i.e. SEC filings).

The Program Administrator may also waive the furnishing of all or any portion of the above items where the qualifying business agrees that no funds shall be paid to or for the benefit of the qualifying business until the qualifying business has performed according to agreed upon criteria.

The Program Administrator may use any method he or she determines appropriate to verify the information provided by the applicant, including, but not limited to the following: credit checks, Dun & Bradstreet reports, examination of internal records and audit reports, and any other reasonable methods as determined by the Program Administrator.