#### LAW OFFICES OF

CHRIS L. McKENNEY ALLEN J. PHILBRICK BRUCE N. ELLIOTT NEIL J. JULIAR ROBERT M. BRIMACOMBE ELIZABETH M. PETOSKEY JAMES A. SCHRIEMER BRADLEY J. MeLAMPY JOSEPH W. PHILLIPS WILLIAM M. SWEET DOUGLAS G. McCLURE MARJORIE M. DIXON THOMAS D LUCZAK DENNIS R. VALENTI RICHARD P. PETERSON, II W. DANIEL TROYKA JOY M. GLOVICK ANDREW D. SUGERMAN FRIK DUENAS MATTHEW C. RETTIG MICHAEL C. CROWLEY MATTHEW R. CAMERON

ROBERT M. O'REILLY

# CONLIN, MCKENNEY & PHILBRICK, P.C. 350 SOUTH MAIN STREET, SUITE 400 ANN ARBOR, MICHIGAN 48104-2131

ANN ARBOR CITY CLERK

FEB 2 1 17

TIME:

EDWARD F. CONLIN (1902-1953) JOHN W. CONLIN (1904-1972) ALBERT J. PARKER (1901-1970) PHILLIP J. BOWEN (1947-2007)

> OF COUNSEL KARL R. FRANKENA DAVID B. GUENTHER

> > TELEPHONE (734) 761-9000 TELECOPIER (734) 761-9001

WWW.CMPLAW.COM

E-MAIL: crowley@cmplaw.com
DIRECT DIAL: 734/997-2178

February 13, 2017

Ann Arbor City Clerk 301 E. Huron St Ann Arbor, MI 48104

#### Ladies/Gentleman:

I am representing the Michigan Theater Foundation, Inc., in an attempt to secure a Development District Liquor License in the City of Ann Arbor, and am pleased to enclose the following documents:

- 1. City of Ann Arbor Redevelopment Liquor License Pre-Application Questionnaire, with the following attachments:
  - A. Supporting financial information demonstrating the amount expended for the restoration of the building that will house the licensed premises exceeds \$75,000.
  - B. A proposed floor plan for the premises.
  - C. Attachment expanding on question 6. of the Pre-Application Questionnaire.
  - D. A statement that demonstrates the Michigan Theater Foundation, Inc.'s attempt to secure a Class C. Liquor license, and the supporting documentation.
- 2. City of Ann Arbor Application for New Licenses, with the following attachments:

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### CONLIN, McKENNEY & PHILBRICK, P.C.

February	13,	2017
Page 2		

- A. Copy of Articles of Incorporation, and two Certificates of Amendment to the Articles of Incorporation.
- B. The last filed annual report.
- C. The names and addresses of the corporate officers.
- 3. Local Government Approval Form (LCC-106).

Please let me know if you need any additional material or support for the Michigan Theater Foundation Inc.'s application and I look forward to hearing from you.

Very Truly Yours,

Michael C. Crowley

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**Enclosures** 

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# CITY OF ANN ARBOR REDEVELOPMENT LIQUOR LICENSE PRE-APPLICATION QUESTIONNAIRE

FEB 2 1 17

TIME:

Instructions to Applicants: If you are applying for a City of Ann Arbor Development District License, within the Downtown Development Authority Area (see map), this form must be completed prior to filling out the City of Ann Arbor New Liquor License Application Form. The new application form will not be accepted without a completed pre-application questionnaire. Please include copies of two pieces of personal identification.

Please indicate, by checking YES or NO, if your establishment meets the following criteria.

1.	Is the business to be licensed within the geographic boundaries of the City of Ann Arbor Downtown Development Authority District? O Yes O No (Please indicate proposed location on the attached
	map.)
	Complete name and address of business to be licensed 603 E. Liberty, Ann Arbor, MI 48104
	Personal Property ID (for existing businesses) N/A

- 2. Applicants for development district licenses, must demonstrate to City of Ann Arbor and the Michigan Liquor Control Commission (MLCC), at the time of investigation, that the amount expended for the rehabilitation or restoration of the building that houses the licensed premises shall be not less than \$75,000 over a period of the preceding five years or a commitment for a capital investment of at least that amount in the building that houses the licensed premises, which must be expended before the issuance of the license. At the time of application, can your business demonstrate this requirement?

  Yes O No (Please attach supporting financial information for verification.)
- 3. Will the licensed business engage in dining, entertainment or recreation, that is open to the general public, with a seating capacity of not less than 25 persons? **Yes** O No (Please attach current or proposed floor plan that supports seating capacity.)
- 4. Will the licensed business generate 50% or more of its revenue from food and non-alcoholic drink sales? O Yes O No
- 5. What type of on-premise sales are you interested in applying for? Check all that apply. (Checking the boxes does not guarantee award of any or all categories.)

  © Beer Wine Spirits (hard liquor)
- 6. Please describe (on an attached sheet) how your business will do the following, if issued a license:
  - i. Prevent deterioration in the DDA district and promote economic growth by:
    - a. creating new employment opportunities
    - b. adding new tax value through the purchase of new equipment and/or building improvements
  - ii. Represents a desired land use as determined by the City's area master plan and zoning requirements.
  - iii. Contribute to the mix of dining/drinking, entertainment and recreational existing establishments (describe unique characteristics)

2-13-17
Russell B. Collins
Printed Name

If any of the above questions have been answered NO, the applicant is not eligible to apply for a Development District License as designated under Michigan State Law (Public Act 501 of 2006). Applicants that cannot meet the minimum criteria will not be considered by the City of Ann Arbor. Do NOT fill out an application.

If all of the above questions have been answered YES, the applicant is eligible to apply for a Development District License. The next step in the application process is to fill out the City of Ann Arbor application form. Attach this completed form to the application and submit with \$150 application fee to the Ann Arbor City Clerk, 301 E. Huron St, Ann Arbor, MI 48104. Fax Number – 734-994-8296. Phone No. – 734-794-6140. A \$600 license fee is due upon approval.

To inquire about other licensing opportunities, including transfers of existing Class C licenses, please contact the Michigan Liquor Control Commission directly. All transferred licenses begin at the State level. MLCC On-Premises Licensing Division - 517-322-1400.

Revised 3/26/15



#### CITY OF ANN ARBOR APPLICATION FOR NEW LICENSES

FEB 2 1 17.

Date: 07/13/2017

Instructions: This application must be completed and returned with a \$150 application fee for each license before it can be considered. All answers must be typed or printed. Sign the completed form in ink and return to the City Clerk, 301 E. Huron St., Ann arbor, Michigan 48104. MAKE ALL CHECKS OR MONEY ORDERS PAYABLE TO THE CITY OF ANN ARBOR, MICHIGAN.

1. Applicant identification-all appli	icants			
Name of individual, partnership, corporation or		Contact Person Name:		
limited liability company who will hold	d the license:	Stephen T. Crowley, Cheif Operations Officer		
Michigan Theater Foundation, Inc.				
Business Street Address:		Street Address:		
603 E. Liberty		603 E. Liberty		
City/State/Zip Code:		City/State/Zip Code:		
Ann Arbor, MI 48104		Ann Arbor, MI 48104		
Township:		Business Phone No. Home Phone No. (734) 668-8397 ( )		
2. Nature of Application – (Check  Retail Applicants  Manufacturer or Wholesale Applic				
3. Retail Applicants – (Please ide	ntify all permi	ts being applied for with this license application)		
3a. Check Type of License		3b. Check Type of Permits		
□ SDM		Sunday Sales		
□ Class C		□ Add Bar		
□ A Hotel		□ Entertainment Sales		
□ B-Hotel	- 4	□ Outdoor Sales		
□ Tavern		□ Before / After Hours For:		
□ Club	li li			
□ SDĐ	1			
Redevelopment				
□ Other:	_			
4. New Manufacturer or Wholesa	lo Applicante			
□ Wine Maker	Manufactur	er of Spirits     Outstate Seller of Mixed Spirit Drinks		
□ Small Wine Maker		lanufacturer		
	□ Warehouse			
	□ Brewpub			
□ Small Distiller	□ blewbab	□ Other:		
	<del></del>			
5. Proposed Licensed Address:				
233 S. State Street, Ann Arbor, MI 48	3104			
	for example -	- Drug Store, Restaurant, Party Store, Wholesaler, Wine Maker,		
etc.				
The State Theater is a historic theater	that has provide	ed cultural and entertainment value to the City of Ann Arbor for over 75		
years.				

artnership Information ame of Partners		Address	Telephone Numb	er
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	1212			0 W Y
			information as part of the app	nication review proce
ompleting this applica	tion applicant agrees t	to comply with any su	ch requests.	
				1
D 11.6			Lin Milana Langua On Lan	
B. Personal Informati	on – Individual Appl (required to	icants and Partners	hip Members Only over 21 years of age)	
Date of Birth	(required to	confirm applicant is	over 21 years of age)	
Date of Birth f you are not a US Citi	(required to zen – Are you a regis	confirm applicant is tered alien?   Yes	over 21 years of age)  □ No Or, do you have a Vis	a? 🗆 Yes 🗆 No
Date of Birth f you are not a US Citi Full name of spouse:	(required to	confirm applicant is	over 21 years of age)  □ No Or, do you have a Vis	
Date of Birth f you are not a US Citi Full name of spouse:	(required to	confirm applicant is	over 21 years of age)  □ No Or, do you have a Vis	
Date of Birth f you are not a US Citi Full name of spouse:	(required to	confirm applicant is	over 21 years of age)  □ No Or, do you have a Vis	
Date of Birth	zen – Are you a regischanged your name? by other names?	confirm applicant is tered alien?	over 21 years of age)  □ No Or, do you have a Vis	
Date of Birth	zen – Are you a regischanged your name? by other names?	confirm applicant is tered alien?  Yes  Yes  No If Yes Yes  No List N	over 21 years of age)  No Or, do you have a Visa from to ames:	
Date of Birth	zen – Are you a regischanged your name? by other names?  convicted of a crimple please list charge, daf necessary.)	confirm applicant is tered alien?  Yes  Yes  No If Yes Yes  No List No	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infractio tion and disposition below.	
Date of Birth	zen – Are you a regischanged your name? by other names? convicted of a crimple please list charge, da	confirm applicant is tered alien?  Yes  Yes  No If Yes Yes  No List N	over 21 years of age)  No Or, do you have a Visa from to ames:	
Date of Birth	zen – Are you a regischanged your name? by other names?  convicted of a crimple please list charge, daf	confirm applicant is tered alien?  Yes  Yes  No If Yes Yes  No List No	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infractio tion and disposition below.	
Date of Birth	zen – Are you a regischanged your name? by other names?  convicted of a crimple please list charge, daf	confirm applicant is tered alien?  Yes  Yes  No If Yes Yes  No List No	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infractio tion and disposition below.	
Fyou are not a US Citical Full name of spouse:  Have you ever legally of Have you been known that you ever been citations)?  Yes □ No If Yes (Use additional sheet in CHARGE	changed your name? by other names? convicted of a crim please list charge, da f necessary.) DATE	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infraction tion and disposition below.  DESCRIPTION	
Date of Birth	changed your name? by other names? convicted of a crim please list charge, da f necessary.) DATE	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infractio tion and disposition below.	
Date of Birth	changed your name? by other names? convicted of a crim please list charge, da f necessary.) DATE	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infraction tion and disposition below.  DESCRIPTION	
Date of Birth	changed your name? by other names? convicted of a crim please list charge, da f necessary.) DATE	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infraction tion and disposition below.  DESCRIPTION	
Full name of spouse:_ Have you ever legally of Have you been known Have you ever been citations)?	changed your name? by other names? convicted of a crim please list charge, da f necessary.) DATE	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infraction tion and disposition below.  DESCRIPTION	
Date of Birth	changed your name? by other names? convicted of a crim please list charge, daf necessary.)  DATE  upations for the past	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infraction tion and disposition below.  DESCRIPTION  ME AND ADDRESS	ns (exclude traffic
f you are not a US Citicull name of spouse:  Have you ever legally of Have you been known that you ever been citations)?  Yes No If Yes (Use additional sheet in CHARGE)  List your former occupants (to/from)	changed your name? by other names?  convicted of a crim please list charge, da f necessary.) DATE  upations for the past OCCUPATION	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infraction tion and disposition below.  DESCRIPTION	ns (exclude traffic
f you are not a US Citisfull name of spouse:  Have you ever legally of the Have you been known that you ever been citations)?  Yes No If Yes (Use additional sheet in CHARGE)  List your former occurrence (to/from)	changed your name? by other names?  convicted of a crim please list charge, da f necessary.) DATE  upations for the past OCCUPATION	confirm applicant is tered alien?	over 21 years of age)  No Or, do you have a Vise fromto ames:  ng alcohol related infraction tion and disposition below.  DESCRIPTION  ME AND ADDRESS	ns (exclude traffic

O Limited Doutnoushi	n Annlicanta	Only is the lim	itad partnarahin aut	therized to de busines	se under the laws
9. Limited Partnershi of Michigan?	p Applicants	Omy – is the iim	ited partnership aut	inonzea to ao busines	s under the laws
	□ Yes	□ No	Date authorized	:	
10. Corporate & Limit	ted Liability C	ompany Applic	ants Only -		
Attach copy filed or prooptions.				rt/statement filed & a	attach copy of stock
Corporate/LLC Name:			Incorporation/C	Organization date:	
Michigan Theater Founda	ation, Inc.		02/27/1979		
Incorporated/Organized	d in what State	?	Michigan Autho	orization date:	
Michigan			Not Applicable	_	
			MotApplicable	<u> </u>	
Name, Address, Phone	Number of Re	esident Agent:			
Russell B. Collins					
		-120			
(Check one of each) Corporation	□ Profit o	Nonprofit	Public or	□ Private Corporati	on
Date last annual report	/statement file	d with Michigan	Corporation and Se	curities:	
Corporate Officers	Name	Add	ress	Pho	one Number
President	SEE ATTAC	HED			
Vice-President					
Corotony					
Secretary		·			
Treasurer					
11. Corporations an				s, companies and of	ther entities that
hold or will hold stoo	K interest or i	membersnip in	applicant entity.		
Name SEE ATTACH	iED ]	Address		Phone Number	%Interest
1. SEE ATTACH					
2					
3					
4					
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5					

described in this application?	plication, made application(s) for a simil	ar or other license on premises oth	er than
☐ Yes ✓ N			
ii yes, piease iist date, piace	and disposition of such application(s).		
State of Michigan?  □ Yes  N	plication, been disqualified to receive ap	proval for a license under the laws	of the
If yes, please explain.			
□ Yes 💌 N	dor license which has been revoked or n o		_
13. Financial Details – All (A) Source of funds used to address and amount of all m	establish business, or which will be used	I to purchase this business, list nar	ne,
Name	Address	Amount	
		\$	
		¢	
		<b>3</b>	
		\$	
(B) Attorney or representati	ve		
Michael C. Crowley	Conlin, McKenney & Philbrid Ste 400, Ann Arbor, MI 4810		
Name	Address	Phone Num	ber
(8-1/2 x 11) showing the enwhere the license is to be disposal facilities, and when (A) New Construction  Do you need to build a facilial figure, do you have building a fino, when do you plan to go figure, when do you expect of the figure, when do you expect of the figure, what is the estimated when is your anticipated on	et them?	s, and in particular the specific a equate off-street parking, lighting creening and notice control. ase?	reas
If yes, do you intend to be li How long has the existing b	oied? □ Yes □ No censed under the existing business at the censed under the same management? usiness be at the location? d with the business operation on site? □ you associated?	□ Yes □ No	0

(C) Existing F						
Do you plan to	renovate an	existing facility?	Yes Description	lo	from the Donk of Ann	Arbor
If yes, what is	the estimated	l cost of the renovation	The Michigan Theater	rias line of credit	o reprovetien is \$5 (	1 A1001
If yes, when do	you expect	construction will begi	for \$6,000,000. The ex	the underwood and	will be completed	000,000.
			Construction is curren			Ossunanovia
			in July, 2017. The bus		to open at that time.	Occupancy is
Is the facility of	urrently occup	pieu? 🗆 res	approximately 400 peiness operation on sit		□ No	
		you associated?	illess operation on si	.c: 🗆 1 cs	D 140	1
		orarily close the facil	lity for renovation?	Yes	□ No	_
		lity be closed?	illy for removation?	1 63	□ 140	
Are you going	to repoyate t	he facility if you do no	ot get a license?	Mas	□ No	- 1
Are you going	to renovate ti	ne lacility if you do in	or get a noonse:	1 00	<b>110</b>	
15 Employm	ent = (ΔII an	nlicants must com	plete either A or B s	ection)		
(A) Existing		phodnis mast com	piete citilei A oi B 3	cotioni		
		aff? (i.e. 1 full-time ba	rtender)			
Number	Full	or	Part-time	Position		
radilibei		OI .		1 00111011		
Before the renr	novations bega	n, the State Theater er	nplyed between 25-35	staff. Positions inc	lude: Managers,	
	-	ce professionals, and ja	•			
[F. 5]55						_
						_
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Will you be re		nt staffing levels, exp	anding current staffin	g levels, or decr	easing current staf	fing levels
if you receive			J	,	· ·	ŭ
•			add ten full time empl	ovees to assist in t	the day to day onera	fions
of the State The		mon, mc., is plaining to	add territail time empr	byees to assist in	ine day to day opera	10113
of the State The	salei.			711		
						_
(B) New Bus	siness					1
		plan to have? (i.e.	1 full-time bartender)			
Number	Full	or	Part-time	Position		
						and 1
	_					
* 3						
	_		Care .			
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	П					
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16. Operating Statement – Attach a general operation statement outlining the proposed manner in which the business for which the license being proposed will be operated, including a schedule of the hours of operation, food services, crowd control, and use of facilities.

The State Theater is a film exhibition that will operate between the hours of 2:00pm and 12:00am, Monday - Sunday. The State Theater has four screening rooms, and will serve traditional movie concessions, appetizers, light meals, desserts, and alcoholic beverages. As mentioned above, staff will consist of management, concession and customer service staff, projectionists, and janitorial staff.

### 17. Personal Statement - (App applicants must complete this requirement)

Please describe how this business will enhance the City of Ann Arbor community. What special considerations should we take into account in evaluating your application? PLEASE LIMIT YOUR ANSWER TO 200 WORDS OR LESS. Please attach a separate sheet of paper if necessary.

The Michigan Theater Foundation, Inc. ("Michigan Theater"), is the owner and rennovator of the State Theater. For over thirty years, the Michigan Theater has enhanced the community with improvements to the Michigan Theater's existing building, and with the excellent and diverse live-on-stage and cinema programming that brings 250,000 people to the Michigan Theater annually. The Michigan Theater will invest over \$5,000,000.00 to make the State Theater more accessible to all customers by installing an elevator and ramping. The renovations will also expand screen capacity, and make the interior of the theater more comfortable and accommodating to guests. The Michigan Theater expects the renovation to cause a 50% boost in attendance, which would result in an estimated \$2,000,000 annual economic impact to the downtown neighborhood.

In considering the application of the Michigan Theater, the applicant beleives the City should consider the Michigan Theater's non-profit status, the financial burden associated with securing a Class C license, and the unavailablity of Class C licenses in Washtenaw County.

I have read all of the above answers and they are true. I agree to provide all requested information and to fully cooperate with all City Service Areas requesting any and all additional information provided in this application or any attachment thereto. Any changes that occur after the date of this application, applicant will notify the City Clerk, in writing, within 14-days of such change. I understand that the falsification of the information on this form or any false statements made during investigations may constitute grounds for denial of a license.

I warrant that I am not disqualified to receive a liquor license under the ordinances of the City of Ann Arbor or the laws of the State of Michigan. If granted a liquor license I will not violate any federal or state laws or any ordinance of the City of Ann Arbor in the conduct of business.

Attested to:

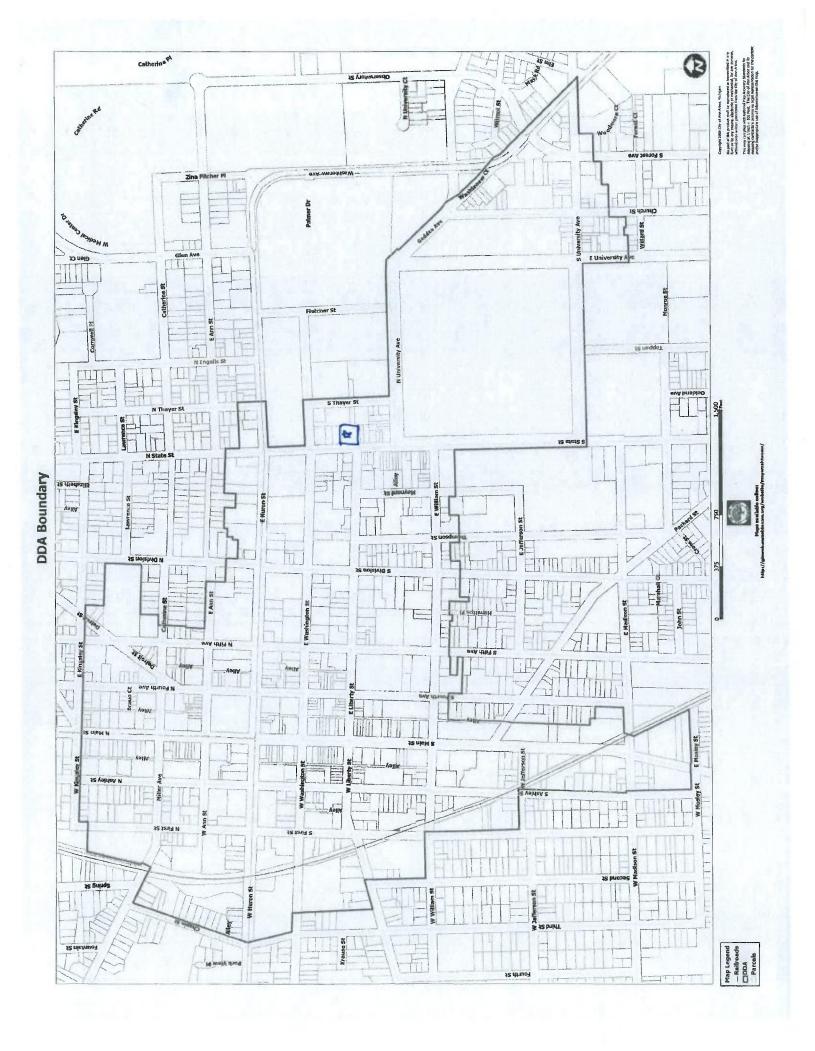
Date of Application

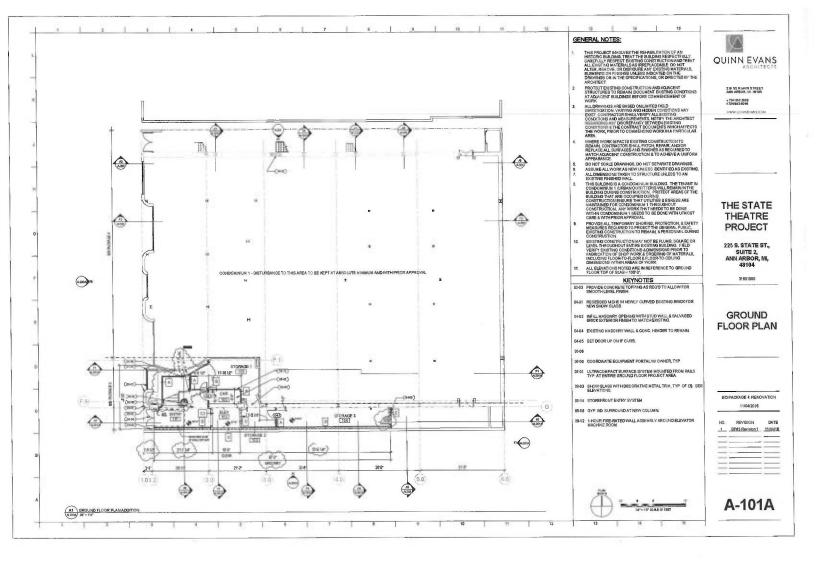
Signature of Applicant Rossell B Collins (if applicant is a corporation, include title

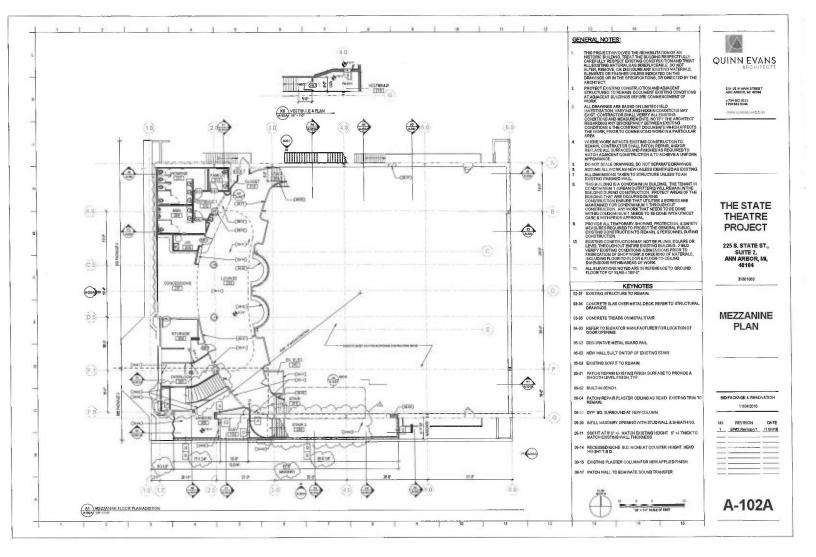
of signor)

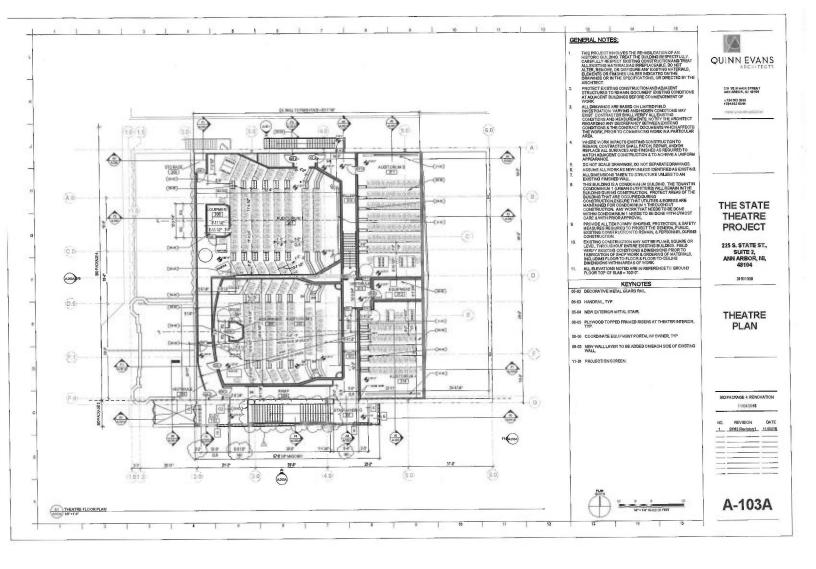
Michael C. Crowley

Name of person completing this form if not the applicant









### ATTACHMENT TO CITY OF ANN ARBOR REDEVELOPMENT LIQUOR LICENSE

Michigan Theater Foundation, Inc.

Pre-Application Questionnaire- Question 6.

The Michigan Theater Foundation, Inc.'s ("Michigan Theater") renovation of the historic State Theater, will prevent deterioration in the DDA district, and will promote economic growth in the following ways:

- A. The renovation of the State Theater will feature additional screens, which will necessitate an increase in current staffing levels. The Michigan Theater expects to hire ten new full time employees upon the re-opening of the State Theater. Current research suggests that the current renovation will generate two million dollars (\$2,000,000) in annual economic impact to the DDA district.
- B. The Michigan Theater will pay sales tax on all construction supplies for the renovation of the State Theater.
- C. Preserving the historic elements of the downtown area, and the enhancement of businesses that drive traffic to the DDA district both support the City of Ann Arbor's master plan and zoning requirements.
- D. The State Theater is a vital member of the downtown entertainment and recreational landscape. Providing alcoholic beverages to cinema customers, who increasingly expect such amenities, will add significantly to the effectiveness of this marquee downtown business.

## <u>VERIFICATION OF ATTEMPT TO PURCHASE AVAILABLE LICENSE</u> (MCL 436.1521a(1)(b))

- 1. Applicant attempted to reach the owner of escrowed licenses by mail. Three of the letters were returned not deliverable. Please see the attached documentation indicating return of application's correspondence. Applicant did not receive any response from nine of the businesses that currently hold escrowed licenses. Letters requesting information regarding the purchase of the organization's escrowed Class C. Liquor license were sent to the last address of record, and to the registered agent.
- 2. Applicant received an e-mail response from Christine Krause, with Zingerman's Delicatessen Inc., indicating that the company's escrowed license was not for sale at that time. Please see the email from Ms. Krause attached.