

**RESOLUTION NO. 2017-\_\_\_\_\_**

**A RESOLUTION OF THE TOWN COUNCIL  
OF THE TOWN OF WHITESTOWN, INDIANA  
APPROVING PERSONAL PROPERTY TAX DEDUCTIONS  
IN WHITESTOWN ERA #2 UNDER INDIANA CODE 6-1.1-12.1**

**BROOKS SPORTS, INC.**

WHEREAS, the Town Council of the Town of Whitestown, Indiana (respectively, the “Town Council” and the “Town”), pursuant to Indiana Code 6-1.1-12.1 (the “Act”) and Resolution Nos. 2006-01 and 2006-03, declared an area which is a part of the Northeast Quarter of Section 26, Township 18 North, Range 1 East, commonly known as the AllPoints at Anson development, as an economic revitalization area and designated as the Whitestown ERA #2 (the “ERA #2”); and

WHEREAS, pursuant to Resolution No. 2009-26 of the Town, the term of ERA #2 was extended an additional ten (10) years with a termination date of January 1, 2020; and

WHEREAS, the Town Council has been advised Brooks Sports, Inc. (the “Applicant”) of the proposed installation of certain material handling and technology equipment, including, but not limited to manual case receiving equipment, very narrow aisle wire-guided storage equipment, active pick locations equipment, batch pick by put wall equipment, zone picking equipment, put-to-light and pack-to-store order consolidation equipment, void fill and manifest shipping equipment, semi-automated rotation conveyance equipment and certain other related material handling, information technology and other equipment (the “Project”) at All Points at Anson Building 7B (located on a portion of tax parcel 018-03580-00 at 4055 S 500 E) in the Town (the “Site”), all as more particularly described in the Abatement Application of the Applicant which is attached hereto as Exhibit A and incorporated herein by reference (the “Application”); and

WHEREAS, the Applicant anticipates increases in the assessed value of its personal property by reason of its Project and has requested a four year personal property tax abatement from the Project as further set forth in the Application; and

WHEREAS, the Town Council has received from the Applicant its Application which includes its Statements of Benefits; and

WHEREAS, the Site is located in an allocation area, as such term is defined in Indiana Code 36-7-14-39, established by the Boone County Commissioners (the “Commissioners”) and the Commissioners have adopted or will adopt a resolution approving the Application (the “Commissioners’ Resolution”); and

WHEREAS, the Town Council has reviewed the information brought to its attention and hereby determines that it is in the best interest of the Town to approve the four year personal property tax deduction for the Project pursuant to Indiana Code 6-1.1-12.1 as set forth herein and in the Application.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF WHITESTOWN, INDIANA, as follows:

1. The Clerk-Treasurer is hereby authorized to make all filings necessary or desirable, to publish all notices required by the Act, and to take all other necessary actions to carry out the purposes and intent of this Resolution and the deductions approved hereunder.

2. The Town Council hereby makes the following affirmative findings in regards to the Application:

- a. the estimate of the cost of the new material handling and technology equipment is reasonable for equipment of that type;
- b. the estimate of the number of individuals who will be employed or whose employment will be retained can be reasonably expected to result from the proposed installation of new material handling and technology equipment and other related equipment;
- c. the estimate of the annual salaries of those individuals who will be employed or whose employment will be retained can be reasonably expected to result from the proposed installation of new material handling and technology equipment;
- d. the other benefits about which information was requested are benefits that can be reasonably expected to result from the proposed installation of new material handling and technology equipment; and
- e. the totality of benefits is sufficient to justify the deductions.

3. As an inducement for the Applicant to invest in the Site, the Application is hereby approved effective upon adoption of this Resolution and adoption by the Commissioners of the Commissioners' Resolution, and subject to the Applicant meeting the following conditions:

- a. The Applicant shall annually file with the Town Council the required Form CF-1/PP, demonstrating its substantial compliance with the investment, wage, and employment estimates set forth in its Statements of Benefits (Form SB-1/PP) as presented to and approved by the Town Council; and
- b. The Applicant shall provide the Town Council an annual update regarding the timing of the construction and installation of the improvements on the Project.

4. Notwithstanding anything contained herein, the Town Council's approval contained herein, including the approval of the Application, does not approve any incentive beyond the personal property tax abatement described herein, and specifically does not authorize or approve the \$100,000 requested incentive amount referenced on page 7, item 23 of the Project Questionnaire

included with the Application.

5. The provisions of Indiana Code 6-1.1-12.1-12 are expressly incorporated into this Resolution.

6. The provisions of this Resolution shall be subject in all respects to the Act and any amendments thereto.

7. This Resolution shall take effect upon its adoption, and shall entitle the Applicant to deductions for personal property taxes for the Project as provided in Indiana Code 6-1.1-12.1-4.5 for a period of four (4) years and in accordance with the following abatement schedule:

<u>Year</u>	<u>% of Assessed Value Exempt From Personal Property Taxes</u>
1	100%
2	75%
3	50%
4	25%

Consistent with Indiana law, the first year of abatement for personal property taxes shall commence on the assessment date immediately following the installation of the new equipment described in the Applicant's Form SB-1/PP.

ADOPTED this 21<sup>st</sup> day of June, 2017.

TOWN COUNCIL OF  
TOWN OF WHITESTOWN, INDIANA

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Eric Miller, President

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Susan Austin, Council Member

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Clinton Bohm, Council Member

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Jeff Wishek, Council Member

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Kevin Russell, Council Member

ATTEST:

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Matt Sumner, Clerk-Treasurer

EXHIBIT A

*Tax Abatement Application*

**TOWN OF WHITESTOWN**  
**MEMORANDUM OF UNDERSTANDING FOR TAX ABATEMENT**

This Memorandum of Understanding for Tax Abatement ("Memorandum") is dated as of the 30 day of May 2017, ~~2015~~, and serves as the confirmation of the commitment by the TOWN OF WHITESTOWN, INDIANA ("Whitestown"), in exchange for the fees paid hereunder by Brooks Sports, Inc. ("Applicant")

to perform the steps necessary for the appropriate consideration of Applicant's request for tax abatement.

**RECITALS**

A. The Applicant owns, controls, and/or has an interest in certain property as more particularly described in the property tax abatement application of the Applicant attached hereto as Exhibit A (the "Application"), for which the Applicant desires tax abatement (the "Property").

B. The Applicant hereby makes submits its Application requesting that the Town consider, and the Town is willing to consider, the Property for real and/or personal property tax abatement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth below, and other good and valuable consideration, the receipt and sufficiency of which are mutually acknowledged, the parties agree as follows:

**AGREEMENT**

Section 1. Tax Abatement. The Applicant hereby submits the Property for tax abatement. The Applicant's completed Application, including the Statement of Benefits (i.e. Form(s) SB-1), are submitted contemporaneously herewith and attached hereto as Exhibit A. This Memorandum constitutes a part of the Application.

Section 2. Application Fee. The parties recognize that Whitestown (including its Redevelopment Commission) will incur expenses, including financial advisory, legal and other fees, as a result of the Applicant's submission of its Application for tax abatement. In light of the expenses Whitestown will incur through the tax abatement process, the Applicant agrees to a non-refundable application fee in the amount of Two Thousand Dollars (\$2,000.00) (the "Application Fee"). The Applicant will pay the Two Thousand Dollars (\$2,000.00) Application Fee within 7 days following the approval of its Application, including this Memorandum.

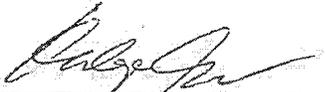
Section 3. Final Application Fee. The parties recognize that Whitestown is required to provide governmental services to its inhabitants and properties located in Whitestown, including the Property, and has and will continue to incur expenses in connection with the provision of such services. In light of such expenses, the Applicant agrees that in the event its Application for tax abatement is approved by Whitestown, it will pay an application fee of Two Thousand Dollars (\$2,000) The Applicant will pay the Application Fee to Whitestown within seven (7) days of the resolution of Whitestown finally approving the Application.

Section 4. Failure to Pay Application Fee. In the event the Application is approved by Whitestown and Applicant fails to make timely payment of the Application Fee to Whitestown, Applicant shall be deemed to be in noncompliance with its Application and Whitestown may take immediate action by resolution to rescind its approval of the Application. If Whitestown adopts such a resolution, any deductions approved by Whitestown for the Applicant shall not apply to the next installment of property taxes owed by Applicant or to any subsequent installment of property taxes.

Section 5. Payment of Application Fee. The Application Fee shall be payable by cash or check (payable to the Town of Whitestown, Indiana) delivered to the Clerk-Treasurer of Whitestown.

Section 6. Disclaimer of Liability. The parties recognize that Whitestown's authority is limited by and subject to certain statutory criteria, including but not limited to certain compliance and conditions precedent by Applicant, and that Whitestown provides no promises, covenants, guarantees, or warranties that the Applicant will receive the tax abatement designation or other property interests it seeks.

APPLICANT

Signed: 

Printed: Holger Mueller

Its: Brooks COO

Address: 3400 Stone Way N., #500  
Seattle, WA 98040

TOWN OF WHITESTOWN

Eric Miller, Town Council President

**Exhibit A**

*Tax Abatement Application*

## TOWN OF WHITESTOWN, INDIANA

### APPLICATION FOR PERSONAL PROPERTY TAX ABATEMENT

#### *Instructions and Procedures*

Indiana state law requires that this application for personal property tax abatement and statement of benefits form (SB-1/PP) be submitted to the Town of Whitestown, Indiana (the "Town") prior to the initiation of the project. Additionally, final approval of the application must be obtained from the Town before starting the installation of the new manufacturing equipment, research and development equipment, logistical distribution equipment and/or information technology equipment, for which tax abatement is being requested.

The completed application, including all attachments and forms, and fees should be submitted to:

**Town of Whitestown  
Attn: Mr. Dax Norton, Town Manager  
6210 Veterans Drive  
Room 500  
Whitestown, Indiana 46075  
Office: (317)732-4530  
Mobile: (317)495-5864  
E-Mail: [dnorton@whitestown.in.gov](mailto:dnorton@whitestown.in.gov)**

Prior to submitting the attached application to the Town, all questions must be answered as completely as possible and must be signed on the Statement of Benefits Form (SB-1/PP) and the last page of the application. Incomplete or unsigned applications will not be accepted as official filings. All applicants are encouraged to discuss the proposed project and tax abatement request with the Town Manager and/or the Presidents of the Whitestown Redevelopment Commission and Whitestown Town Council prior to filing their application.

#### *Fees*

A \$2,000 non-refundable application fee is required when making an application for real property tax abatement and is payable to the "Town of Whitestown" 30 days following the approval of the abatement (the "Application Fee"). In addition, if the applicant is submitting an application for a personal property tax abatement that does not conform with the traditional tax abatement schedule (a "Modified Abatement Schedule"), the applicant may be required to pay an additional fee (the "Modified Abatement Application Fee"). The amount of the Modified Abatement Application Fee will be determined by the Town in its sole discretion based upon all of the facts and circumstances (including the proposed Modified Abatement Schedule). Payment of the Modified Abatement Application Fee shall be made within 30 days of notification in

writing by Whitestown to the Applicant of the amount of such Modified Abatement Application Fee.

All companies requesting personal property tax abatement will be required to execute a Memorandum of Understanding with the Town prior to consideration of the tax abatement request, the form of which memorandum is included with this application.

Any requests for additional information or questions should be directed to the following:

**Town of Whitestown  
Attn: Mr. Dax Norton, Town Manager  
6210 Veterans Drive  
Room 500  
Whitestown, Indiana 46075  
Office: (317)732-4530  
Mobile: (317)495-5864  
E-Mail: [dnorton@whitestown.in.gov](mailto:dnorton@whitestown.in.gov)**

Town of Whitestown, Indiana  
Personal Property Tax Abatement Application  
Project Questionnaire

1. Name of the company for which personal property tax abatement is being requested: Brooks Sports, Inc.

2. State the name, title, address, telephone number and e-mail address of a company representative who may be contacted concerning this application:

Name and Title: Ellen Lubbers, Sr. Manager Supply Chain Technology

Address: 3400 Stone Way N, Seattle, WA 98103 (Suite 500)

Telephone: 206-858-5632

E-Mail Address: ellen.lubbers@brooksrunning.com

3. State the name, title, address, telephone number and e-mail address of a company representative responsible for filing the required annual compliance forms (Form CF-1) which will be used by the Town to determine if your company is compliant with the terms of the abatement application, including Form SB-1, and whether the abatement will continue or be terminated (the contact should be made aware of the compliance form's importance).

Name and Title: Holger Mueller, COO

Address: 3400 Stone Way N, Suite 500, Seattle, WA 98103

Telephone: 206-858-5683

E-Mail Address: holger.mueller@brooksrunning.com

4. Location of property for which personal property tax abatement is being sought:

a) Street Address: Allpoints at Anson Building 7B  
Albert S. White Parkway Whitestown, IN 46075

b) Tax Parcel Number(s): To Be Determined, See attached exhibit A (to show area map, proposed project location)

Attach a legal description and area map of the proposed project location.

5. What is the amount of the most recent assessment attributable to (this information is available on the most recent property tax form) the equipment at the project location:

To Be Determined

6. Has this project or tax abatement request been discussed with the President of the Whitestown Redevelopment Commission and/or President of the Whitestown Town Council?  Yes  No

7. Does your company currently conduct manufacturing operations, research and development, distribution and/or information technology research at this location? If so, how long has your company been at this location? No

8. Does your business have other operations in Indiana? If so, please list the location of the other operations. No, currently one Indiana employee with marketing and account support responsibilities.

9. What is the size of the facility in which the equipment will be installed?

400,140 sq ft

10. On a separate page, briefly describe the (i) product(s) manufactured, (ii) research and development conducted, (iii) the product distribution and/or (iv) the information technology conducted, by your company. See Exhibit B

11. On a separate page, briefly describe the equipment to be installed by your company at the project location. See Exhibit B

12. Has the new equipment been installed (Please note that State statute requires applicants to delay installation until after abatement has been granted)?

Yes  No

13. What is the anticipated date for installation to begin? 2/19/2018 (early occupancy)

14. What is the anticipated date for project completion? 4/27/2018 (Certificate of occupancy)

15. Does the equipment being installed serve the same function as the equipment currently in place at the facility?

Yes  No

a) If no, please describe the new functions to be performed by the new equipment:

All new Material Handling Equipment technology Stack including manual (box receiving, very narrow) aisle storage, active pick locations, batch pick by put wall, zone picking, Put-to-light and Pick-to-stone order consolidation, void fill and manifest shipping, semi-automated sortation conveyance.

b) What is the estimated value of the equipment to be purchased for which personal property tax abatement is being requested? \$ 10,850,000

16. Complete the following profile of the Company that will occupy the property for which tax abatement is being requested:

a) Number of current full time permanent hourly employees by skill level (include average hourly wage rate excluding benefits and overtime)

Skilled \_\_\_\_\_ Average hourly wage rate for skilled positions \_\_\_\_\_

Semi-skilled \_\_\_\_\_ Average hourly wage rate for semi-skilled positions \_\_\_\_\_

Clerical \_\_\_\_\_ Average hourly wage rate for clerical positions \_\_\_\_\_

Salaried 1 Average salary (per hour) for salaried positions \$23.07

TOTAL NUMBER OF EXISTING EMPLOYEES (permanent and full-time)

1

b) Number of current part-time hourly employees by skill level (include average hourly wage rate excluding benefits and overtime) none

Skilled \_\_\_\_\_ Average hourly wage rate for skilled positions \_\_\_\_\_

Semi-skilled \_\_\_\_\_ Average hourly wage rate for semi-skilled positions \_\_\_\_\_

Clerical \_\_\_\_\_ Average hourly wage rate for clerical positions \_\_\_\_\_

TOTAL NUMBER OF EXISTING EMPLOYEES (part-time)

\_\_\_\_\_

c) Approximate value of benefits for existing and new employees on a per hour basis (e.g. benefits are valued at an additional \$3.00 per hour, etc.) \$ 3.70

d) Summary of benefits for existing and new employees.

Medical, dental, vision, 401k with employer match, employee discounts on product, paternity leave, FSA, life and AD&D.

e) Number of created full-time permanent hourly employees by skill level (include average hourly wage rate excluding benefits and overtime) See top of pg. 4

Skilled \_\_\_\_\_ Average hourly wage rate for skilled positions \_\_\_\_\_

Semi-skilled \_\_\_\_\_ Average hourly wage rate for semi-skilled positions \_\_\_\_\_

TOTAL # of NEW EMPLOYEES	2018	2019	2020	2021	2022	2023
(Burdened)	10	50	91	103	116	132
Average Hrly -	\$41.81	\$20.71	\$21.29	\$21.90	\$22.51	\$23.15
Average Hrly - Salaries	\$16.34	\$16.81	\$17.28	\$17.77	\$18.27	

(Unburdened)

Clerical \_\_\_\_\_ Average hourly wage rate for clerical positions \_\_\_\_\_

Salaried \_\_\_\_\_ Average salary (per hour) for salaried positions \_\_\_\_\_

TOTAL NUMBER OF NEW EMPLOYEES (permanent and full-time) \_\_\_\_\_

- f) Number of created part-time hourly employees by skill level (include average hourly wage rate excluding benefits and overtime) *See top of page 6*
- Skilled \_\_\_\_\_ Average hourly wage rate for skilled positions \_\_\_\_\_
- Semi-skilled \_\_\_\_\_ Average hourly wage rate for semi-skilled positions \_\_\_\_\_
- Clerical \_\_\_\_\_ Average hourly wage rate for clerical positions \_\_\_\_\_
- Salaried \_\_\_\_\_ Average salary (per hour) for salaried positions \_\_\_\_\_
- TOTAL NUMBER OF NEW EMPLOYEES (part-time) \_\_\_\_\_

- g) What is the total dollar amount to be spent on new salaries? \$18,926,928
- h) Provide schedule for when new employee positions are expected to be filled.  
See table at top of page 6.

17. On a separate page, please give a detailed description of what the impact on your business will be if the new equipment is not installed (e.g. loss of jobs, contract cancellations, loss of production, change in location, etc.). *See Exhibit B*

18. What is the term of the tax abatement requested (maximum 10 years). 4 yrs

19. Attach a schedule of the proposed tax abatement percentages in each year (note, if the proposed tax abatement schedule is other than a traditional tax abatement schedule the Town may impose additional fees for consideration).

Example (note this is a traditional 10 year abatement schedule)

Year	% of Assessed Value Exempt From Personal Property Taxes
1	100%
2	95%
3	80%
4	65%
5	50%
6	40%

7	30%
8	20%
9	10%
10	5%

20. Complete the following schedule concerning the proposed personal property taxes to be abated and include on a separate page the worksheets for calculating the figures provided below:

I. Projected Current Conditions Without Abatement

A. Current Annual Personal Property Taxes: \$0  
 B. Projected 10-Year Total: \$0

II. Projected Conditions With Abatement

A. Projected 10-Year Personal Property Taxes: \$660,094  
 B. Projected 10-Year Abatement: \$306,571

III. Projected Total (Assumes Abatement Granted)

A. Total Amount Abated: \$306,571  
 B. Total Taxes to be Paid: \$660,094

Note: Attach Worksheets

21. Which approvals or permits will be required for the project?

- (a) zoning change
- (b) annexation
- (c) plat approval
- (d) development plan
- (e) variance
- (f) special exception
- (g) building permit
- (h) other Contact Duke Realty to coordinate (developer)

22. Will additional public infrastructure/facilities be required? If so, please explain in detail costs/funding source and schedule for construction.

Please see Duke Realty application. TIF funding from Duke.

23. For the proposed project, is the applicant requesting other incentives from the Town (e.g., tax increment financing, economic development revenue bond financing)? If so, please explain. \$100,000. Brooks Sports, Inc. is requesting \$100,000

in additional funding for costs associated with relocation to the  
 24. Please describe any community involvement/contributions the applicant has provided provided in the past and/or expects to provide in the future.

23 contd. of its distribution<sup>7</sup> operations and for cost to commence operations. Request based on competitive offers from other municipalities

24. None at this time, whenever Brooks Sports Inc. Selects to relocate N.A. distribution operations, Brooks will be heavily invested in the community.

25. Will local suppliers and contractors be used in the construction/operation of the proposed project? If so, please explain. Yes, Duke to employ sub contractors.

26. Has the applicant previously been approved for economic development incentives from the Town (e.g., tax abatement, tax increment financing, economic development revenue bond financing)? If so, please explain and include information with respect to applicant's compliance with project representations made to the Town at the time the incentives were approved.

No

27. Is the applicant current on all of its payment obligations to the Town and the County (e.g., property taxes, utility (gas, water, sewer, electric) fees (such as capacity fees, monthly services charges), guaranties on any debt obligations, etc.)?

Yes

28. Does the proposed project take advantage of any "green" technology to reduce adverse environmental impact? If so, please explain.

Yes, while not pursuing LEED certification, Brooks Sports, Inc. will be focused on environmentally conscious opportunities in both construction of the facility (i.e. LED lighting to reduce energy, air rotation units vs. unit heaters, etc.) and for ongoing operations.

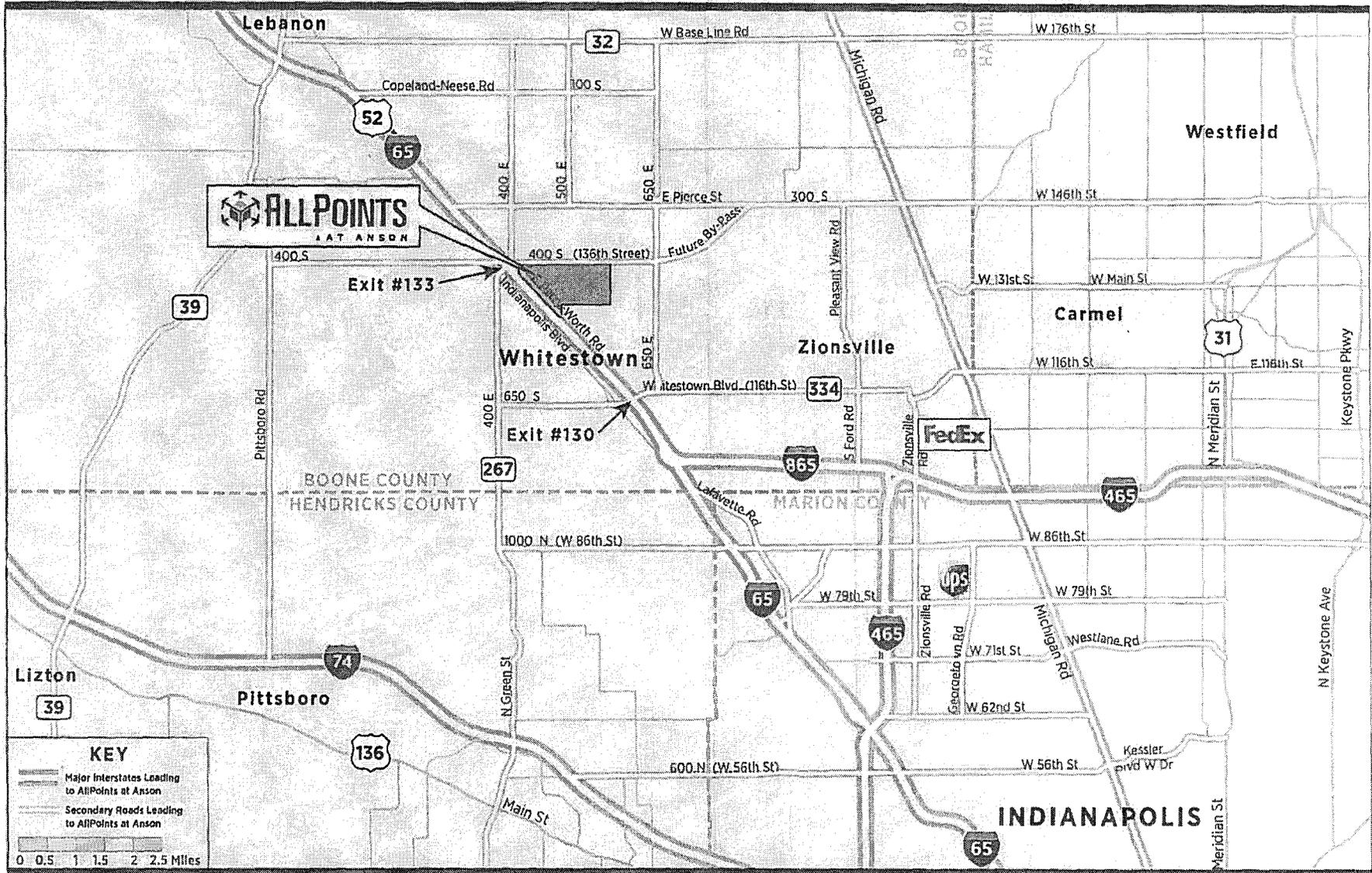
_____	Application Fee (\$1,000)
_____	Completed Memorandum of Understanding
_____	Completed Form SB-1/PP
<u>A</u>	Legal Description of Project Site
<u>A</u>	Area Map of Project Site
<u>B</u>	Description of (i) Product(s) Manufactured, (ii) Research and Development, (iii) Product Distribution and/or (iv) Information Technology Conducted, at Site
<u>B</u>	Description of Equipment to be Installed at Site
<u>B</u>	Description of Impact on Business if Equipment not Installed
_____	Worksheets for Abatement Calculation

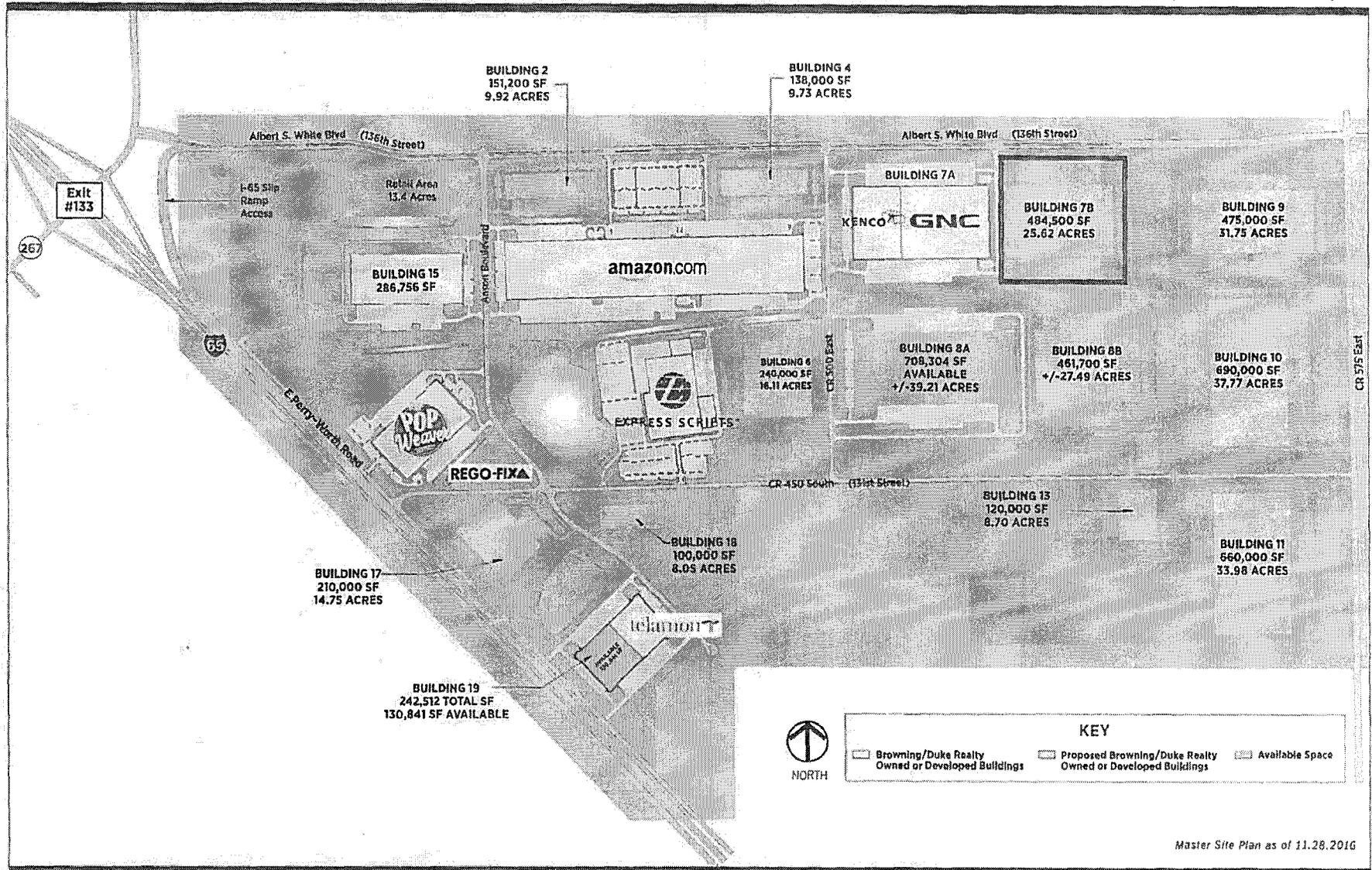


# EXHIBIT A



## ALL ROADS LEAD TO ALLPOINTS AT ANSON





Brooks Sports, Inc.

Application for Personal Property Tax Abatement

Exhibit B

10. Company Brooks Sports, Inc., a Berkshire Hathaway company, to move the entirety of its (iii) footwear and apparel distribution operations from Sumner, WA to a Midwest location in early 2019. (iv) The Information Technology in the facility includes Warehouse Management System, Parcel Management System, infrastructure to support said systems, and infrastructure to support front office staff and operations.

No (i) products will be manufactured. The facility will not be used for (ii) research and development.

11. Equipment installation includes Material Handling Equipment (MHE) including conveyor put-to-light walls, Very Narrow Aisle wire-guided storage, and to support distribution operations.

17. Brooks Sports, Inc. would not open a facility in Indiana if we could not install new operating equipment.

19.

Year	% of Assessed Value Exempt from Personal Property Taxes
1	100%
2	75%
3	50%
4	25%
5	0%
6-10	0%



**STATEMENT OF BENEFITS  
PERSONAL PROPERTY**

State Form 51764 (R4 / 11-15)  
Prescribed by the Department of Local Government Finance

**FORM SB-1/PP**

**PRIVACY NOTICE**

Any information concerning the cost of the property and specific salaries paid to individual employees by the property owner is confidential per IC 6-1.1-12.1-5.1.

**INSTRUCTIONS**

- This statement must be submitted to the body designating the Economic Revitalization Area prior to the public hearing if the designating body requires information from the applicant in making its decision about whether to designate an Economic Revitalization Area. Otherwise this statement must be submitted to the designating body **BEFORE** a person installs the new manufacturing equipment and/or research and development equipment, and/or logistical distribution equipment and/or information technology equipment for which the person wishes to claim a deduction.
- The statement of benefits form must be submitted to the designating body and the area designated an economic revitalization area before the installation of qualifying abatable equipment for which the person desires to claim a deduction.
- To obtain a deduction, a person must file a certified deduction schedule with the person's personal property return on a certified deduction schedule (Form 103-ERA) with the township assessor of the township where the property is situated or with the county assessor if there is no township assessor for the township. The 103-ERA must be filed between January 1 and May 15 of the assessment year in which new manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment is installed and fully functional, unless a filing extension has been obtained. A person who obtains a filing extension must file the form between January 1 and the extended due date of that year.
- Property owners whose Statement of Benefits was approved, must submit Form CF-1/PP annually to show compliance with the Statement of Benefits. (IC 6-1.1-12.1-5.6)
- For a Form SB-1/PP that is approved after June 30, 2013, the designating body is required to establish an abatement schedule for each deduction allowed. For a Form SB-1/PP that is approved prior to July 1, 2013, the abatement schedule approved by the designating body remains in effect. (IC 6-1.1-12.1-17)

SECTION 1		TAXPAYER INFORMATION						
Name of taxpayer <b>Brooks Sports, Inc.</b>		Name of contact person <b>Holger Mueller, COO</b>						
Address of taxpayer (number and street, city, state, and ZIP code) <b>3400 Stone Way, Suite 500, Seattle, WA 98103</b>		Telephone number <b>( 206 ) 858-8653</b>						
SECTION 2		LOCATION AND DESCRIPTION OF PROPOSED PROJECT						
Name of designating body <b>Town of Whitestown, Indiana (Boone County, IN)</b>		Resolution number (s)						
Location of property <b>The property located on the south side of Albert S. White Blvd, between CR 500 E and CR 575 E</b>		County <b>Boone</b>	DLGF taxing district number					
Description of manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment. (Use additional sheets if necessary.) <b>All new material handling equipment, technology stack, including manual case receiving, very narrow aisle storage, active pick locations, batch pick by put wall, zone picking, put to light and pack to store order consolidation, void fill and manifest shipping, semi-automated sortation conveyance.</b>		ESTIMATED						
			START DATE	COMPLETION DATE				
		Manufacturing Equipment	—	—				
		R & D Equipment	—	—				
		Logist Dist Equipment	<b>2/19/18</b>	<b>8/13/18</b>				
IT Equipment	<b>2/19/18</b>	<b>8/13/18</b>						
SECTION 3		ESTIMATE OF EMPLOYEES AND SALARIES AS RESULT OF PROPOSED PROJECT						
Current number <b>1</b>	Salaries <b>\$23.07/hr</b>	Number retained <b>1</b>	Salaries <b>\$23.07/hr</b>	Number additional <b>130</b>	Salaries <b>Exhibit A see attached</b>			
SECTION 4		ESTIMATED TOTAL COST AND VALUE OF PROPOSED PROJECT						
NOTE: Pursuant to IC 6-1.1-12.1-5.1 (d) (2) the COST of the property is confidential.	MANUFACTURING EQUIPMENT		R & D EQUIPMENT		LOGIST DIST EQUIPMENT		IT EQUIPMENT	
	COST	ASSESSED VALUE	COST	ASSESSED VALUE	COST	ASSESSED VALUE	COST	ASSESSED VALUE
Current values	—	—	—	—	—	—	—	—
Plus estimated values of proposed project	—	—	—	—	<b>see attached, exhibit B</b>			
Less values of any property being replaced	—	—	—	—	<b>see attached, exhibit B</b>			
Net estimated values upon completion of project	—	—	—	—	<b>see attached, exhibit B</b>			
SECTION 5		WASTE CONVERTED AND OTHER BENEFITS PROMISED BY THE TAXPAYER						
Estimated solid waste converted (pounds) <b>NA</b>		Estimated hazardous waste converted (pounds) <b>NA</b>				Other benefits: <b>Brooks Sports, Inc. will invest approximately \$15.6M in new machinery &amp; equipment, furniture &amp; fixtures, Computer / IT Hardware, &amp; software in addition to the costs for the land and the building.</b>		
SECTION 6		TAXPAYER CERTIFICATION						
I hereby certify that the representations in this statement are true.						Date signed (month, day, year) <b>6-1-17</b>		
Signature of authorized representative 				Title <b>Chief Operating Officer</b>				
Printed name of authorized representative <b>Holger Mueller</b>								

**FOR USE OF THE DESIGNATING BODY**

We have reviewed our prior actions relating to the designation of this economic revitalization area and find that the applicant meets the general standards adopted in the resolution previously approved by this body. Said resolution, passed under IC 6-1.1-12.1-2.5, provides for the following limitations as authorized under IC 6-1.1-12.1-2.

A. The designated area has been limited to a period of time not to exceed \_\_\_\_\_ calendar years \* (see below). The date this designation expires is \_\_\_\_\_. *NOTE: This question addresses whether the resolution contains an expiration date for the designated area.*

B. The type of deduction that is allowed in the designated area is limited to:

1. Installation of new manufacturing equipment;	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Enhanced Abatement per IC 6-1.1-12.1-18
2. Installation of new research and development equipment;	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<i>Check box if an enhanced abatement was approved for one or more of these types.</i>
3. Installation of new logistical distribution equipment.	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
4. Installation of new information technology equipment;	<input type="checkbox"/> Yes	<input type="checkbox"/> No	

C. The amount of deduction applicable to new manufacturing equipment is limited to \$ \_\_\_\_\_ cost with an assessed value of \$ \_\_\_\_\_. *(One or both lines may be filled out to establish a limit, if desired.)*

D. The amount of deduction applicable to new research and development equipment is limited to \$ \_\_\_\_\_ cost with an assessed value of \$ \_\_\_\_\_. *(One or both lines may be filled out to establish a limit, if desired.)*

E. The amount of deduction applicable to new logistical distribution equipment is limited to \$ \_\_\_\_\_ cost with an assessed value of \$ \_\_\_\_\_. *(One or both lines may be filled out to establish a limit, if desired.)*

F. The amount of deduction applicable to new information technology equipment is limited to \$ \_\_\_\_\_ cost with an assessed value of \$ \_\_\_\_\_. *(One or both lines may be filled out to establish a limit, if desired.)*

G. Other limitations or conditions (specify) \_\_\_\_\_

H. The deduction for new manufacturing equipment and/or new research and development equipment and/or new logistical distribution equipment and/or new information technology equipment installed and first claimed eligible for deduction is allowed for:

<input type="checkbox"/> Year 1	<input type="checkbox"/> Year 2	<input type="checkbox"/> Year 3	<input type="checkbox"/> Year 4	<input type="checkbox"/> Year 5	<input type="checkbox"/> Enhanced Abatement per IC 6-1.1-12.1-18
<input type="checkbox"/> Year 6	<input type="checkbox"/> Year 7	<input type="checkbox"/> Year 8	<input type="checkbox"/> Year 9	<input type="checkbox"/> Year 10	Number of years approved: _____
					<i>(Enter one to twenty (1-20) years; may not exceed twenty (20) years.)</i>

I. For a Statement of Benefits approved after June 30, 2013, did this designating body adopt an abatement schedule per IC 6-1.1-12.1-17?  Yes  No  
 If yes, attach a copy of the abatement schedule to this form.  
 If no, the designating body is required to establish an abatement schedule before the deduction can be determined.

Also we have reviewed the information contained in the statement of benefits and find that the estimates and expectations are reasonable and have determined that the totality of benefits is sufficient to justify the deduction described above.

Approved by: (signature and title of authorized member of designating body)	Telephone number ( )	Date signed (month, day, year)
Printed name of authorized member of designating body	Name of designating body	
Attested by: (signature and title of attester)	Printed name of attester	

\* If the designating body limits the time period during which an area is an economic revitalization area, that limitation does not limit the length of time a taxpayer is entitled to receive a deduction to a number of years that is less than the number of years designated under IC 6-1.1-12.1-17.

**IC 6-1.1-12.1-17**

**Abatement schedules**

Sec. 17. (a) A designating body may provide to a business that is established in or relocated to a revitalization area and that receives a deduction under section 4 or 4.5 of this chapter an abatement schedule based on the following factors:

- (1) The total amount of the taxpayer's investment in real and personal property.
- (2) The number of new full-time equivalent jobs created.
- (3) The average wage of the new employees compared to the state minimum wage.
- (4) The infrastructure requirements for the taxpayer's investment.

(b) This subsection applies to a statement of benefits approved after June 30, 2013. A designating body shall establish an abatement schedule for each deduction allowed under this chapter. An abatement schedule must specify the percentage amount of the deduction for each year of the deduction. An abatement schedule may not exceed ten (10) years.

(c) An abatement schedule approved for a particular taxpayer before July 1, 2013, remains in effect until the abatement schedule expires under the terms of the resolution approving the taxpayer's statement of benefits.

# Exhibit A

## BROOKS SPORTS, INC TOTAL NUMBER OF NEW EMPLOYEES

	2018	2019	2020	2021	2022	2023
# Of employees	10	80	91	103	116	132
Burdened wage/hr	\$41.81*	\$20.71	\$21.29	\$22.90	\$22.51	\$23.15
<hr/>						
# of employees	10	80	91	103	116	132
Unburdened wage	\$41.81*	\$16.34	\$16.81	17.28	\$17.77	\$18.27

↓  
\* higher rate due to  
management / supervisor positions  
being hired first to establish  
operations before warehouse  
staff is hired.

# Exhibit B

Project Profile > Project 418855 AFI Application AFI Instructions

General  **Investments**  Employment  Training  Taxability

Used Equipment:  \$0 Public Infrastructure Needs:  \$0

**New Project Investments** (Please list only new investments in the chart below)

Investment Start Year:

Investment Type	2017	2018	2019	2020	2021	Total
Land Acquisition	\$1,300,000	\$0	\$0	\$0	\$0	\$1,300,000
Building Lease Payments	\$0	\$35,000	\$1,771,262	\$1,824,652	\$1,922,477	\$5,553,391
Building Purchase Costs	\$0	\$0	\$0	\$0	\$0	\$0
New Building Construction	\$7,750,000	\$7,750,000	\$0	\$0	\$0	\$15,500,000
Existing Building Improvements	\$0	\$0	\$0	\$0	\$0	\$0
New Machinery and Equipment	\$2,172,434	\$4,457,147	\$1,711,690	\$33,479	\$46,663	\$8,421,423
Special Tooling/Retooling	\$0	\$0	\$0	\$0	\$0	\$0
New Furniture and Fixtures	\$0	\$2,400,840	\$0	\$0	\$0	\$2,400,840
New Computer/IT Hardware	\$0	\$704,200	\$0	\$0	\$0	\$704,200
New Software	\$445,000	\$2,731,400	\$720,000	\$123,000	\$103,000	\$4,122,400
On-Site Rail Infrastructure	\$0	\$0	\$0	\$0	\$0	\$0
On-Site Fiber Infrastructure	\$0	\$0	\$0	\$0	\$0	\$0
<b>Totals</b>	<b>\$11,667,434</b>	<b>\$18,078,587</b>	<b>\$4,202,961</b>	<b>\$1,981,131</b>	<b>\$2,072,140</b>	<b>\$38,002,253</b>

Potential Qualified Investment under HBI:  \$24,545,480 % Investment with Indiana Businesses:  90