



3lele3

# City of Madison Liquor/Beer License Application

On-Premises Consumption:  Class B Beer  Class B Liquor  Class C Wine  
Off-Premises Consumption:  Class A Beer  Class A Liquor

## Section A – Applicant

1. If needed, a qualified interpreter can be provided at no charge to you. Would you like an interpreter?  
 Yes (language: \_\_\_\_\_)  
 No (If you answer no and you do require an interpreter, the ALRC will refer your application to a subsequent meeting and this may delay your application process)

Si usted requiere o necesita un/a intérprete, nosotros podemos proveer un/a intérprete sin costo alguno. ¿Le gustaría tener un/a intérprete?

- Sí, lenguaje \_\_\_\_\_  
 No. Si usted escoge "no" en la solicitud/aplicación, y usted sí requiere un/a intérprete, el comité remitirá su solicitud para una nueva junta y esto puede atrasar el proceso de su solicitud.

2. This application is for the license period ending June 30, 2015.
3. List the name of your  Sole Proprietor,  Partnership,  Corporation/Nonprofit Organization or  Limited Liability Company exactly as it appears on your State Seller's Permit.

HopCat-Madison, LLC

4. Trade Name (doing business as) HopCat

5. Address to be licensed 222 West Gorham St., Madison, Wisconsin

6. Mailing address 1 Ionia Ave., SW, Ste. 200, Grand Rapids, MI 49503

7. Anticipated opening date April 15, 2015

8. Is the applicant an employee or agent of, or acting of behalf of anyone except the applicant named in question 2?  
 No  Yes (explain) \_\_\_\_\_

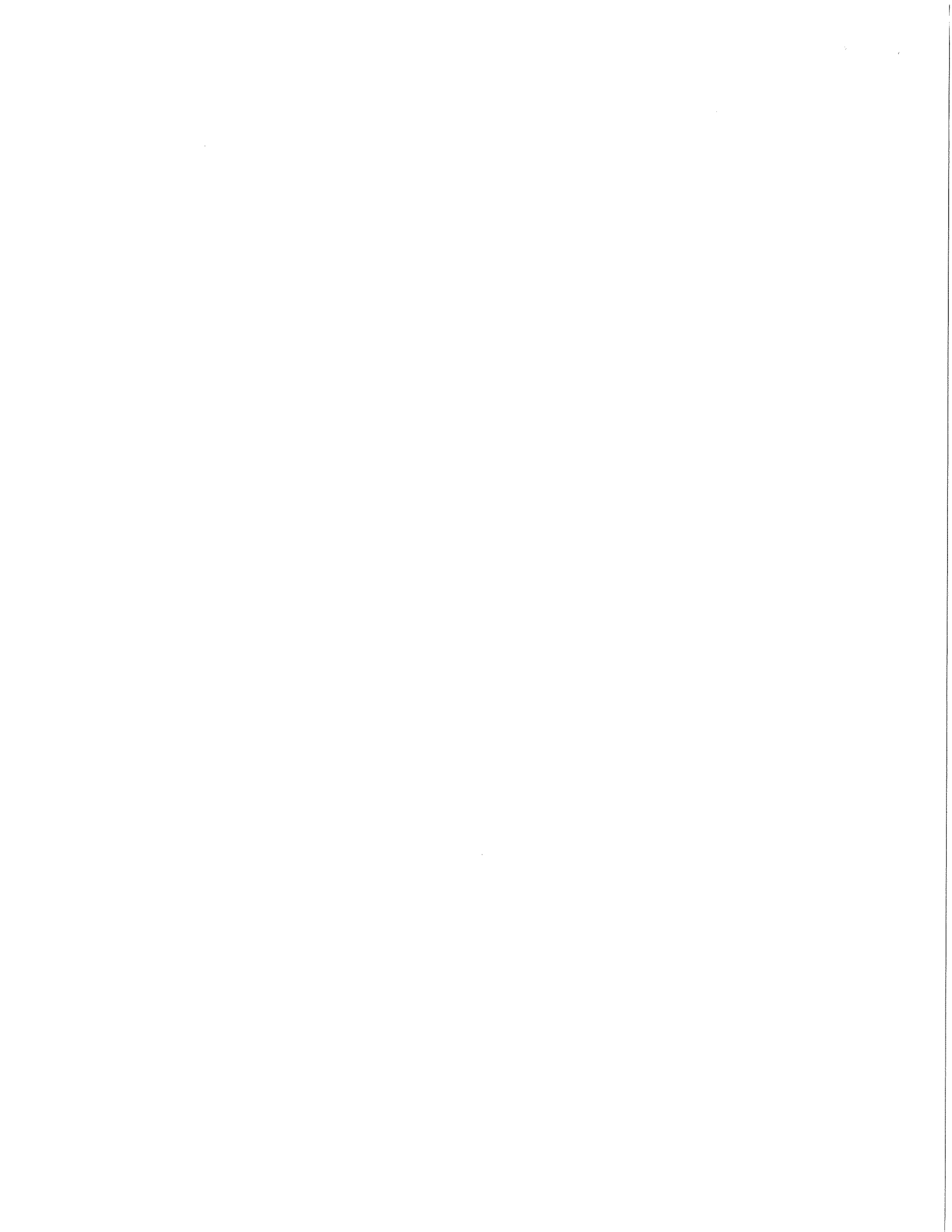
9. Does another alcohol beverage licensee or wholesale permittee have interest in this business?  
 No  Yes (explain) \_\_\_\_\_

## Section B—Premises

10. Describe in words the building or buildings where alcohol beverages are to be sold and stored. Include all rooms including living quarters, if used, and any outdoor seating used for the sales, service, and/or storage of alcohol beverages and records. Alcohol beverages may be sold and stored only on the premises as approved by Common Council and described on license.

The first floor of the premises will be used as the restaurant. There  
will be a roof deck which will be used on a seasonal basis. The  
basement will be used for food, equipment and alcohol storage.

A-4  
P403



11.  Attach a floor plan, no larger than 8 ½ by 14, showing the space described above.
12. Applicants for on-premises consumption: list estimated capacity Total 343
13. Describe existing parking and how parking lot is to be monitored.  
City parking is available and many parking spaces in the area and  
around the campus. The Brayton Surface Lot is close to the restaurant.
14. Was this premises licensed for the sale of liquor or beer during the past license year?  
 No  Yes, license issued to Quaker Steak and Lube (name of licensee)
15.  Attach copy of lease.

**Section C—Corporate Information**

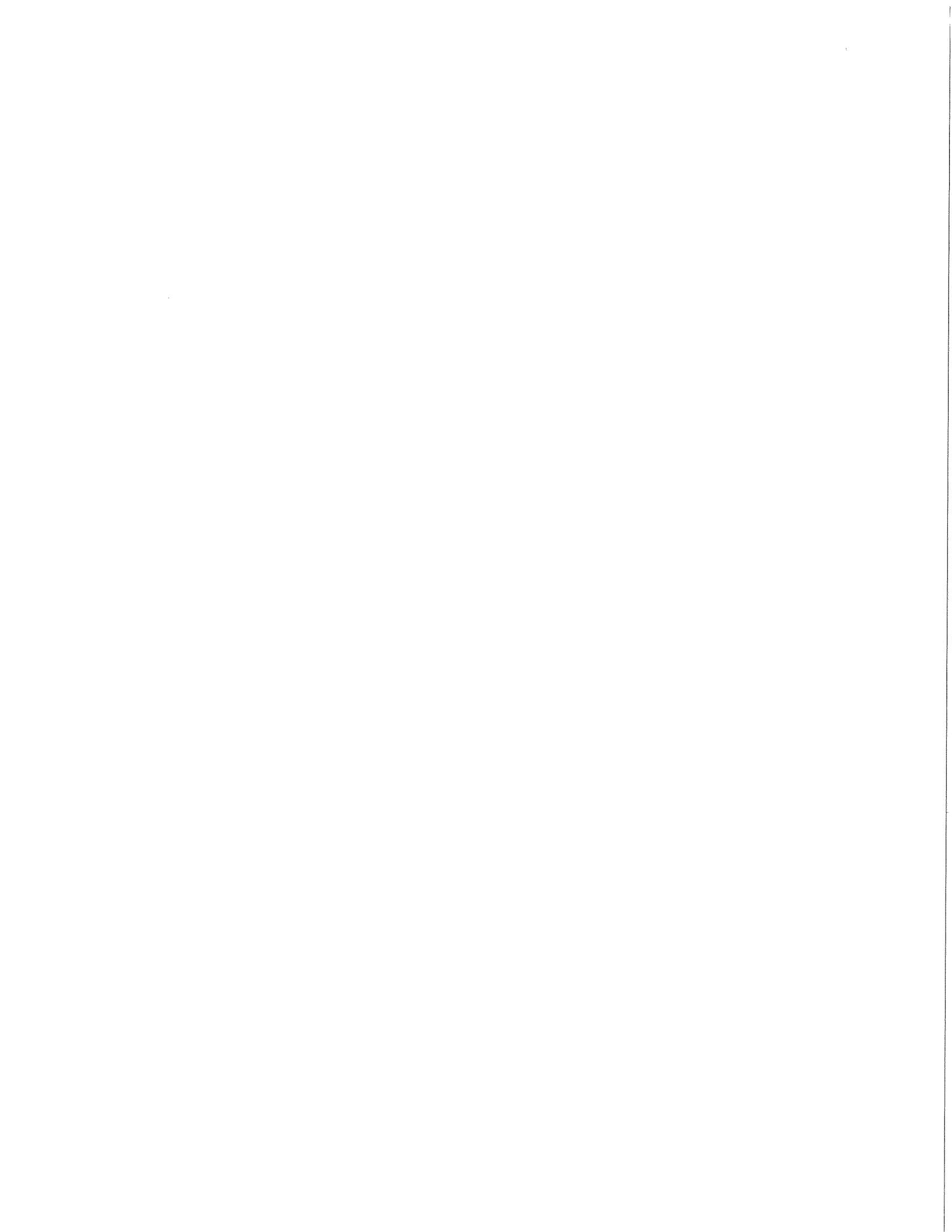
This section applies to corporations, nonprofit organizations, and Limited Liability Companies only. Sole proprietorships and partnerships, skip to Section D.

16. Name of liquor license agent Richard P. Smith
17. City, state in which agent resides Lansing, MI
18. How long has the agent continuously resided in the State of Wisconsin? He will be moving shortly
19.  Appointment of agent form and background check form are attached.
20. Has the liquor license agent completed the responsible beverage server training course?  
 No, but will complete prior to ALRC meeting  Yes, date completed \_\_\_\_\_
21. State and date of registration of corporation, nonprofit organization, or LLC.  
Michigan September 8, 2014

22. In the table below list the directors of your corporation or the members of your LLC.  
 Attach background check forms for each director/member.

Title	Name	City and State of Residence
Manager	Mark A. Sellers, III	Grand Rapids, MI
	Ownership Chart attached	

23. Registered agent for your corporation or LLC. This is your agent for service of process, notice or demand required or permitted by law to be served on the corporation. This is not necessarily the same as your liquor agent.  
CT Corporation System, 8040 Excelsior Dr., Ste. 200, Madison WI 53717



24. Is applicant a subsidiary of any other corporation or LLC?  
 No  Yes (explain) 100% owned by BarFly Ventures, LLC -Chart attached
25. Does the corporation, any officer, any director, any stockholder, liquor agent, LLC, any member, or any manager hold any interest in any other alcohol beverage license or permit in Wisconsin?  
 No  Yes (explain) \_\_\_\_\_

**Section D—Business Plan**

26. What type of establishment is contemplated?  
 Tavern  Nightclub  Restaurant  Liquor Store  Grocery Store  
 Convenience Store without gas pumps  Convenience Store with gas pumps  
 Other \_\_\_\_\_
27. Business description The original HopCat in Grand Rapids opened in 2008 and has been recognized by Beer Advocate as the third best beer bar on the planet earth. The Madison location will continue that tradition. The HopCat will be a full service restaurant with emphasis on craft beer enthusiasts. It will have over 100 craft beers available with an emphasis on local brewers.
28. Hours of operation 11AM - 2AM everyday, subject to local rules
29. Describe your management experience Applicant is part of a family of restaurants and has been operating since 2008. There are currently 5 restaurants in Michigan that are operated by BarFly Ventures and one in Indianapolis, Indiana.
30. List names of managers below, along with city and state of residence.  
Mark A. Sellers, III [REDACTED]  
Grand Rapids, Michigan [REDACTED]
31. Describe staffing levels and staff duties at the proposed establishment \_\_\_\_\_  
120 total employees - 20 full time / 100 part time  
3 kitchen managers, 5 front of house managers, 18 bar tenders
32. Describe your employee training Specific training for the service provided.  
A summary of such training is attached.

[REDACTED]

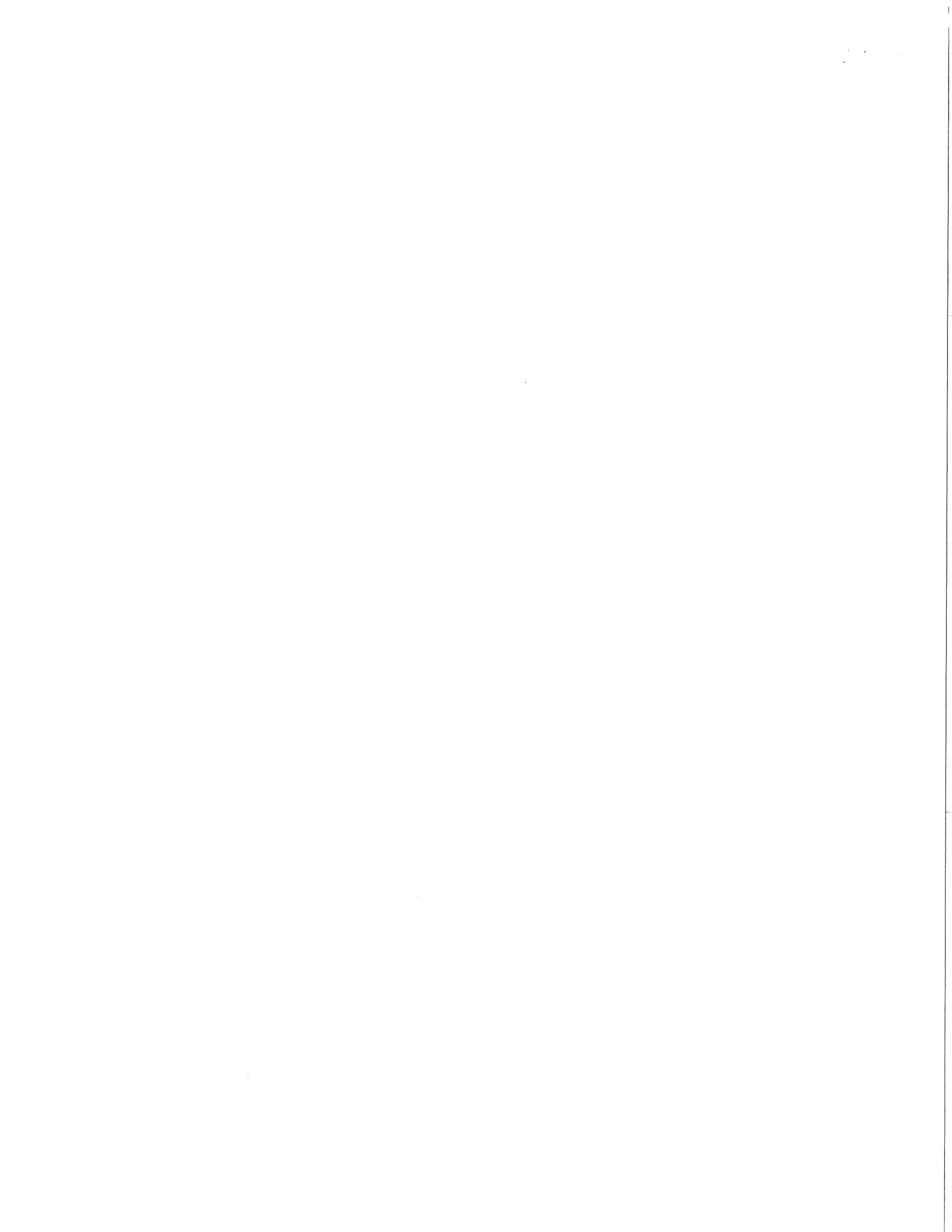
[REDACTED]

33. Utilizing your market research, describe your target market.  
 Craft beer enthusiasts. Generally young professionals in the 24-45 age bracket.
- 
34. Describe how you plan to advertise and promote your business. What products will you be advertising?  
 The main type of advertisement will be through social media and possibly a billboard campaign at opening. The emphasis will be on craft beers, particularly locally brewed craft beers and the full menu available.
- 
35. Are you operating under a lease or franchise agreement?  No  Yes
36. Private organizations (clubs): Do your membership policies contain any requirement of "invidious" (likely to give offense) discrimination in regard to race, creed, color, or national origin?  
 No  Yes

### Section E—Consumption on Premises

This section applies to Class B and Class C applicants only. Class A license applicants (consumption off premises) may skip to Section F.

37. Do you plan to have live entertainment?  No  Yes—what kind? \_\_\_\_\_
- 
38. What age range do you hope to attract to your establishment? 24-40
39. What type of food will you be serving, if any? \_\_\_\_\_  
 Breakfast  Brunch  Lunch  Dinner
40. Submit a sample menu if applicable. What will be included on your operational menu?  
 Appetizers  Salads  Soups  Sandwiches  Entrees  Desserts  
 Pizza  Full Dinners
41. During what hours of operation do you plan to serve food? all hours open
42. What hours, if any, will food service not be available? n/a
43. Indicate any other product/service offered. n/a
44. Will your establishment have a kitchen manager?  No  Yes
45. Will you have a kitchen support staff?  No  Yes
46. How many wait staff do you anticipate will be employed at your establishment? 180  
 During what hours do you anticipate they will be on duty? all hours that the restaurant is open
47. Do you plan to have hosts or hostesses seating customers?  No  Yes

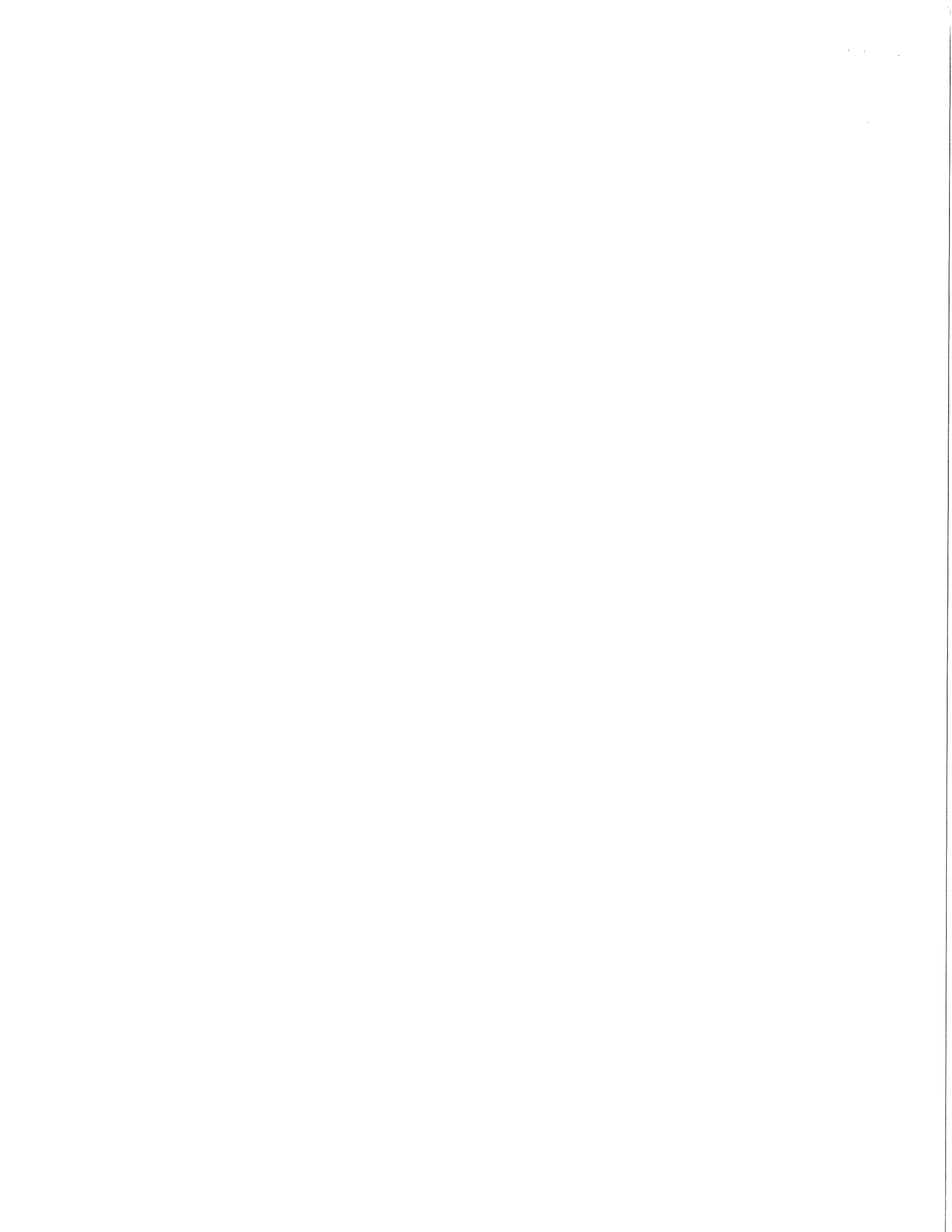


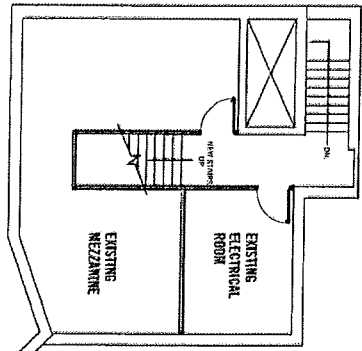
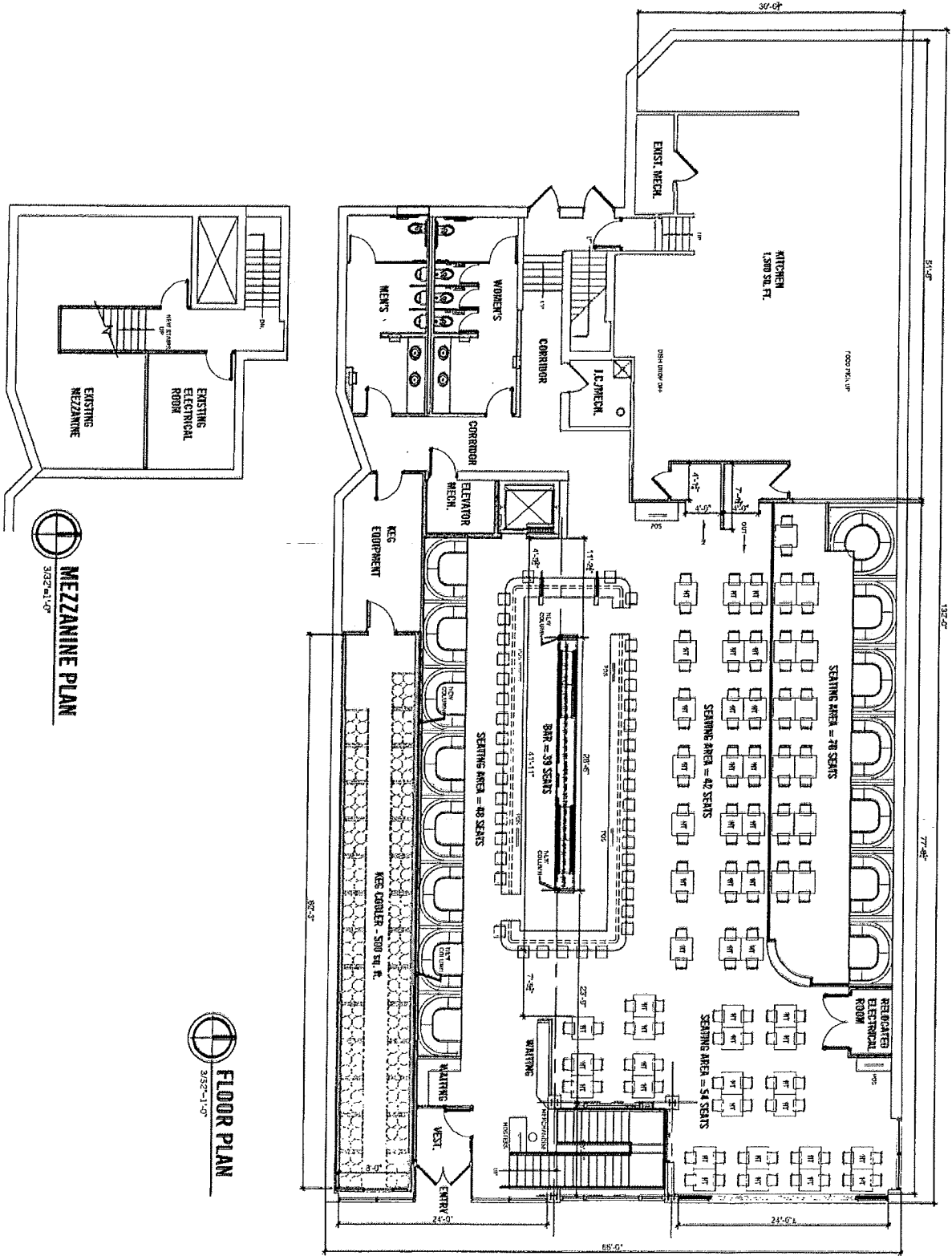


48. Do your plans call for a full-service bar?  No  Yes  
 If yes, how many barstools do you anticipate having at your bar? 45  
 How many bartenders do you anticipate having work at one time on a busy night? 8
49. Will there be a kitchen facility separate from the bar?  No  Yes
50. Will there be a separate and specific area for eating only?  
 Alcohol will be available throughout the restaurant.  
 No  Yes, capacity of that area Dining room 214 seats, Bar 38 seats, Roof 90 seats
51. What type of cooking equipment will you have?  
 Stove  Oven  Fryers  Grill  Microwave
52. Will you have a walk-in cooler and/or freezer dedicated solely to the storage of food products?  
 No  Yes
53. What percentage of payroll do you anticipate devoting to food operation salaries? 18%
54. If your business plan includes an advertising budget: 1%  
 What percentage of your advertising budget do you anticipate will be related to food? 50%  
 What percentage of your advertising budget do you anticipate will be drink related? 50%
55. Are you currently, or do you plan to become, a member of the Madison—Dane County Tavern League or the Tavern League of Wisconsin?  No  Yes
56. Are you currently, or do you plan to become, a member of the Wisconsin Restaurant Association or the National Restaurant Association?  No  Yes
57. All restaurants and taverns serving alcohol must substantiate their gross receipts for food and alcohol beverage sales broken down by percentage. New establishments estimate percentages:  
55 % Alcohol 45 % Food n/a % Other
58. Do you have written records to document the percentages shown?  No  Yes  
 You may be required to submit documentation verifying the percentages you've indicated.

### Section F—Required Contacts and Filings

59. I understand that liquor/beer license renewal applications are due April 15 of every year, regardless of when license was initially granted.  No  Yes
60. I understand that I am required to host an information session at least one week before the ALRC meeting.  No  Yes
61. I agree to contact the Alderperson for this location to discuss my application and to invite the Alderperson to my information session.  No  Yes
62. I agree to contact the Police Department District Captain for this location prior to the ALRC meeting.  No  Yes
63. I agree to contact the Alcohol Policy Coordinator prior to the ALRC meeting.  No  Yes
64. I agree to contact the neighborhood association representative prior to the ALRC meeting.  
 No  Yes





**MEZZANINE PLAN**  
3/02'-0" x 1'-0"

**FLOOR PLAN**  
3/12'-1" x 1'-0"

**Hopcat - Madison**  
Madison, Wisconsin

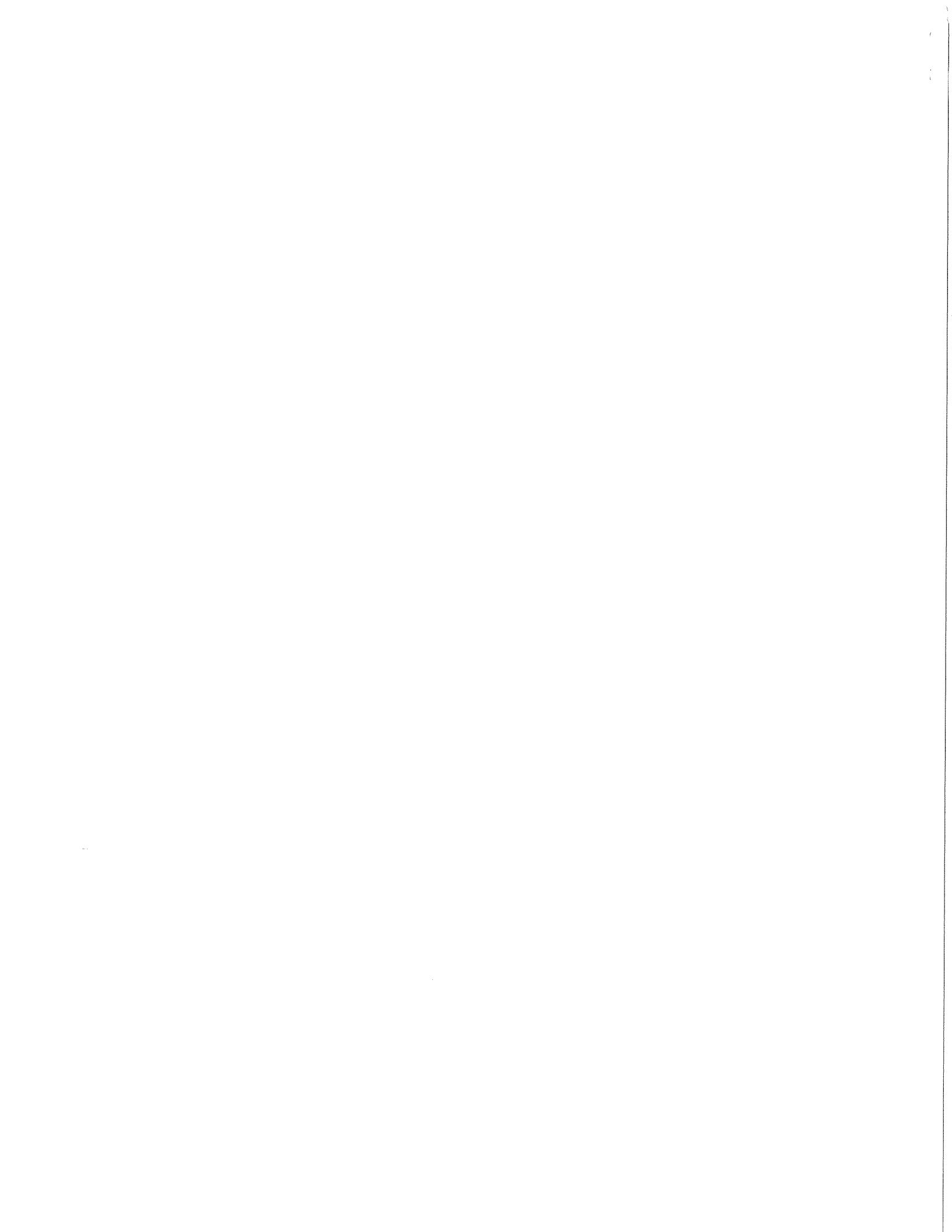
DATE: 11/14/14  
REVIEW: 11/14/14

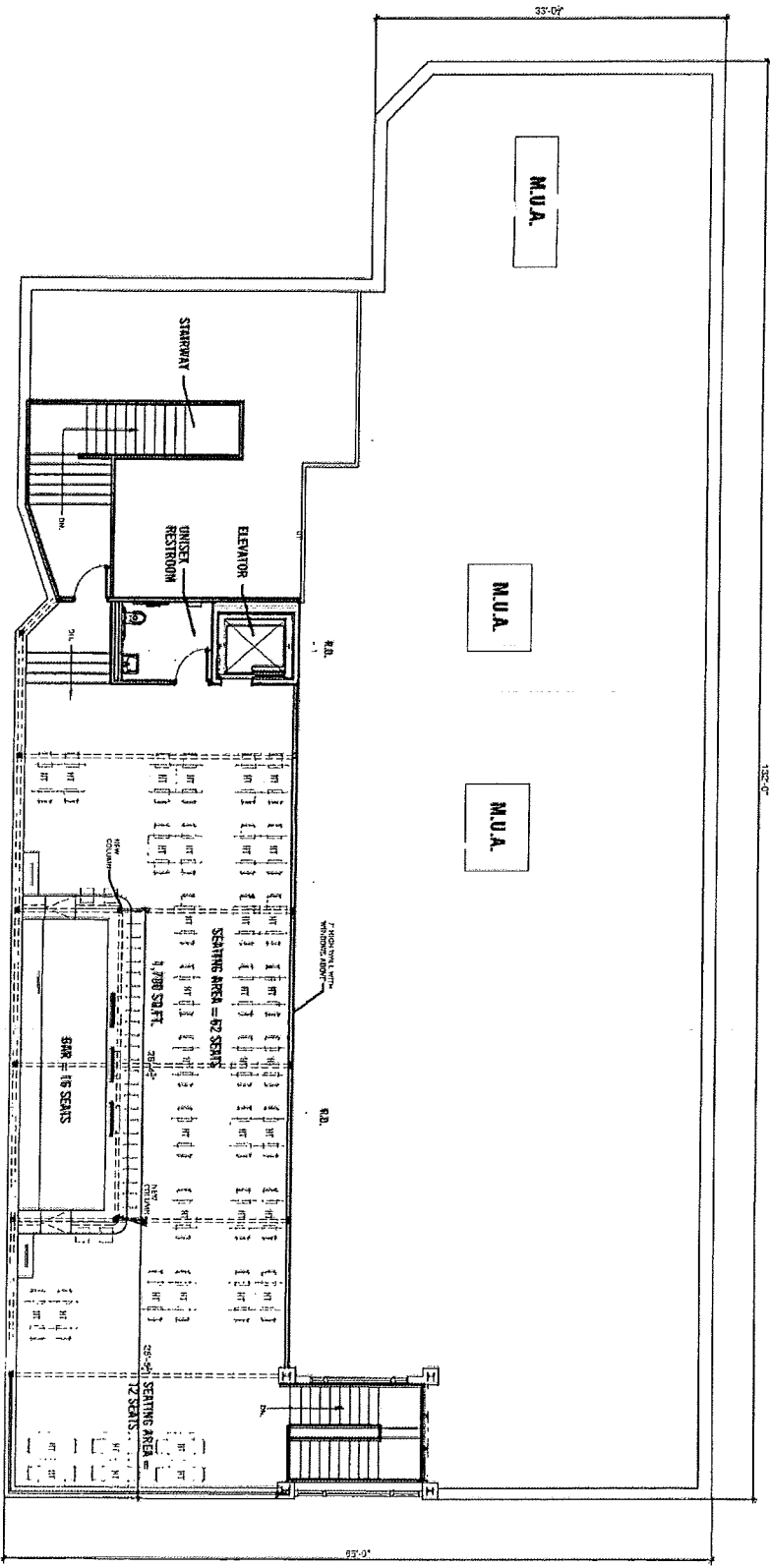
DRAWN BY: JAV  
CHECKED: DSH  
FLOOR PLAN  
233 SEATS,  
MEZZ. PLAN

FROM THE 140731

**HENRICKSON ARCHITECTURE**

WYOMING  
Windsorville  
Suite 030  
Grand Rapids, MI  
49503  
WARREN  
THERESA N. Thompson  
42074 Southville, AZ  
85225  
516.658.8559





**ROOF PLAN** TOTAL SEATING = 99 SEATS  
3/27/17

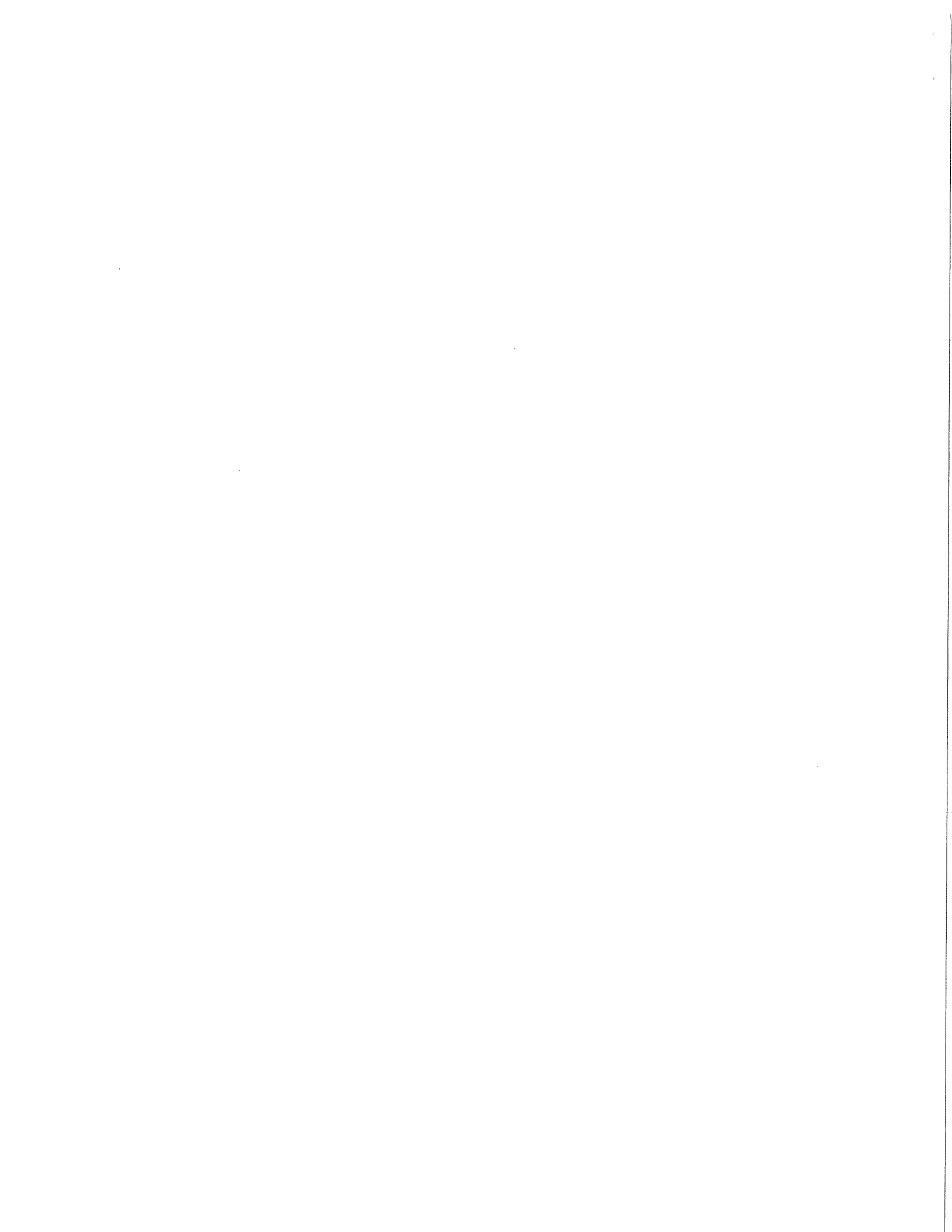
**MADISON ZONING**  
222 WEST GERRARD STREET  
ZONING: "D-C" - DOWNTOWN CORE DISTRICT  
BUSINESS USES: (TABLE 206-2)  
RESTAURANT-CAVANA: "PERMITTED"  
OUTDOOR DINING AREA: "CONDITIONAL"



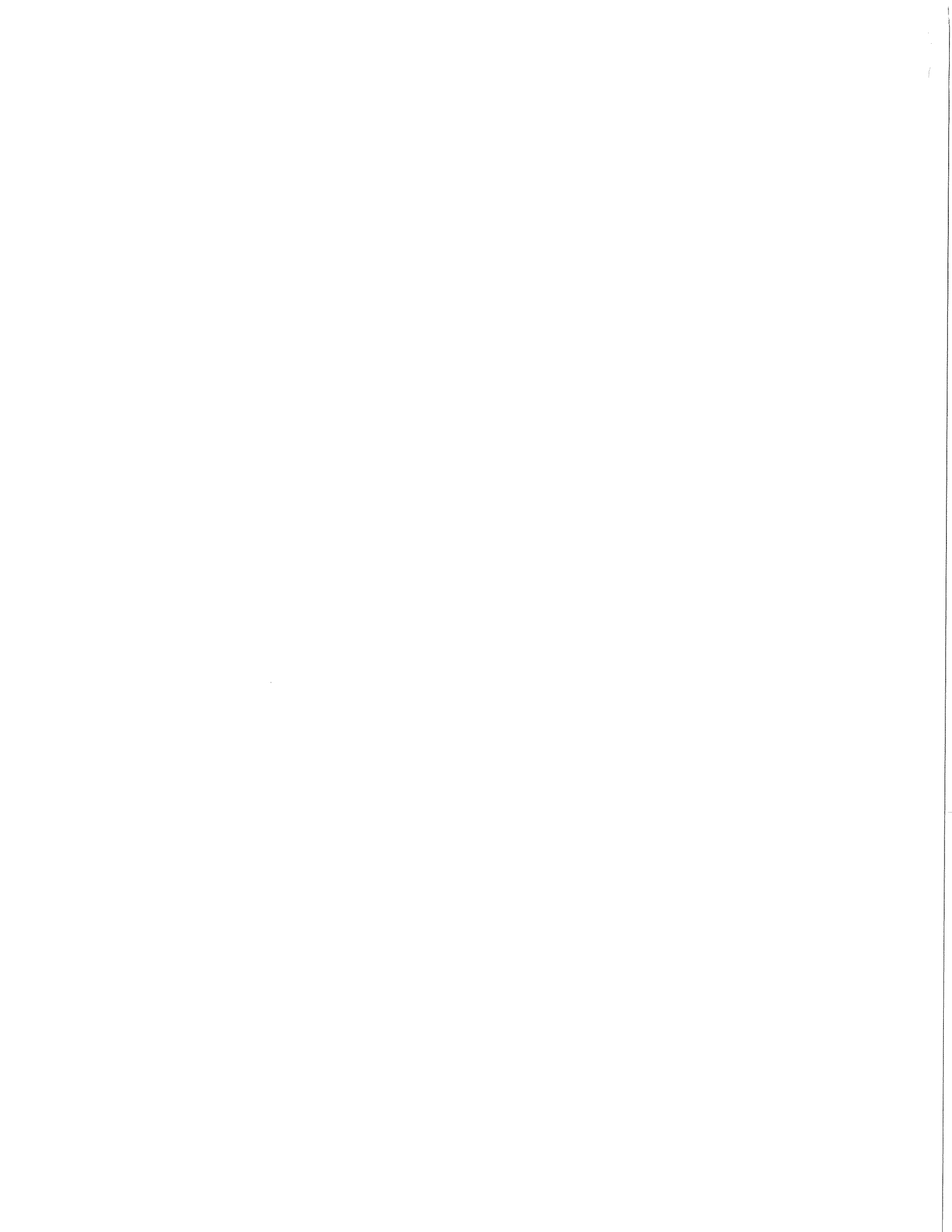
ARCHITECTS  
1001 Granddille  
Suite 030  
Grand Rapids, MI  
49503  
NICHOLAS N. THOMPSON  
Principal  
7207/2 Scribble, AZ  
25255  
EILEEN STAFF

**Hopcat - Madison**  
Madison, Wisconsin

PROJECT	11817
DRAWN BY	JMR
CHECKED BY	DSH
ROOF PLAN & MEZZAINE PLAN	
PROJ. NO.	1A0731



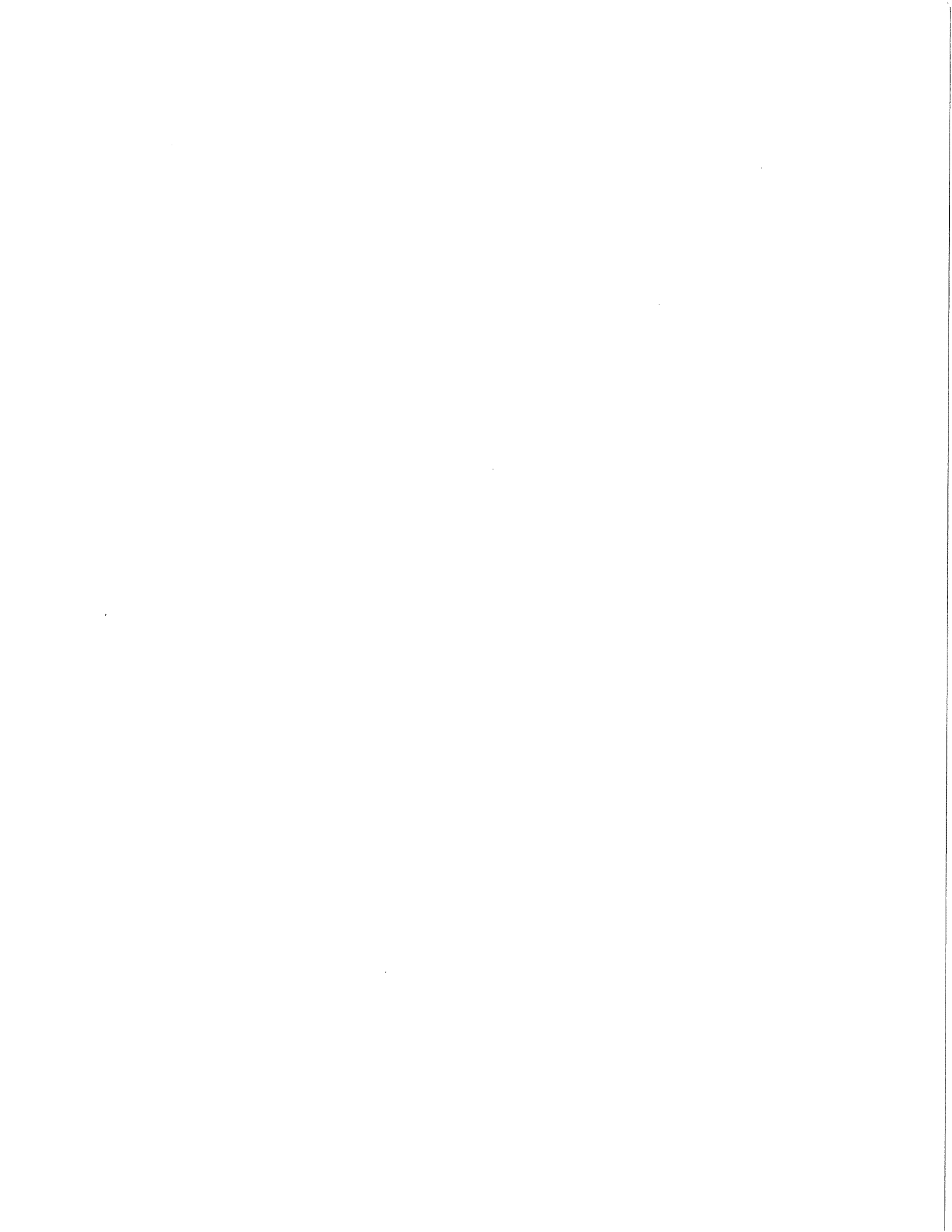




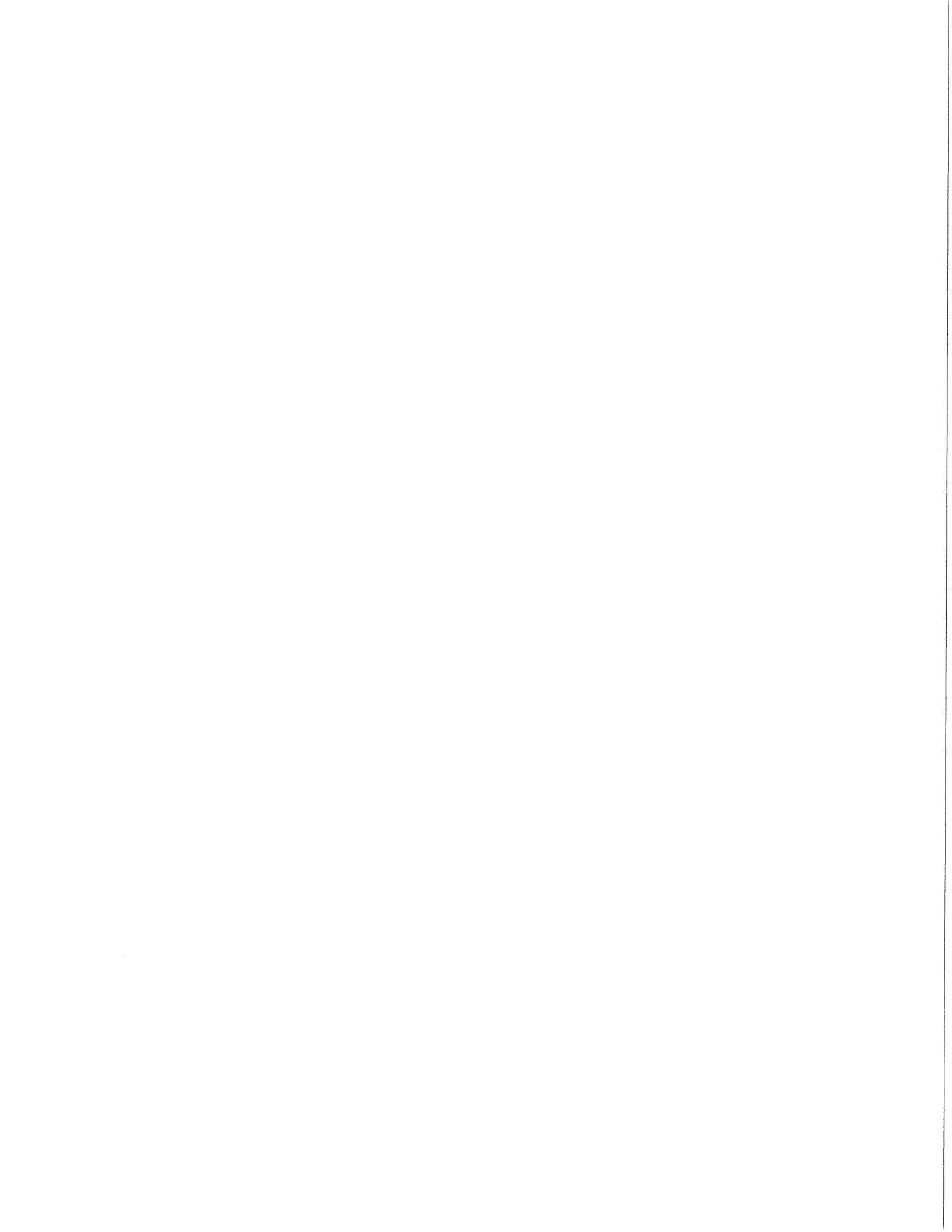


# Bar Back/Charlie Training

Day 1 - MON	Day 2 - TUES	Day 3 - WED	Day 4 - THURS/DIN	Day 5 - FRI//LUN & DIN	Day 6 - SAT//DIN	SUN
<b>In House Orientation</b> Welcome!, HotSchedules, Job Outline & Responsibilities, Tour of Facilities & Aloha Training	<b>Beer Class # 1</b> Beer Basics: What is Beer? <b>Food Class #1</b> Sharables, Soups & Salads, Crack Fries & Brunch	<b>Beer Class #2</b> Beer Basics: Standard 30 Styles & Beer Basics: Great Moments in Beer History <b>Food Class #2</b> Sandwiches & Wraps, Entrees & Burgers	<b>Bar Back #1</b> Tour of Server Areas, Co- Worker Communication, Food Recognition, Table Numbers/Pivot Points, Food Delivery, Table Maintenance & Facility Cleanliness	<b>Charlie #1</b> Receive Beer & Liquor Order, Organize, Stock & Clean Keg Room & Bar <b>Food Run / Busser</b> Tour of Server Areas, Co- Worker Communication, Food Recognition, Table Numbers/Pivot Points, Food Delivery, Table Maintenance & Facility Cleanliness	<b>Bar Back #2</b> Tour of Server Areas, Co- Worker Communication, Food Recognition, Table Numbers/Pivot Points, Food Delivery, Table Maintenance & Facility Cleanliness	
Sign off: _____ FINAL - MON	Sign off: _____ TUES	Quiz: Beer & Food #1 Sign off: _____ RETEST - WED	Quiz: Beer & Food #2 Sign off: _____ THURS	Quiz: _____ Sign off: _____ FRI	Quiz: _____ Sign off: _____ SAT	Quiz: _____ Sign off: _____ SUN
Study time & Final exam		Review & Retest				
Final Sign off: _____	Final Retest Sign off: _____					







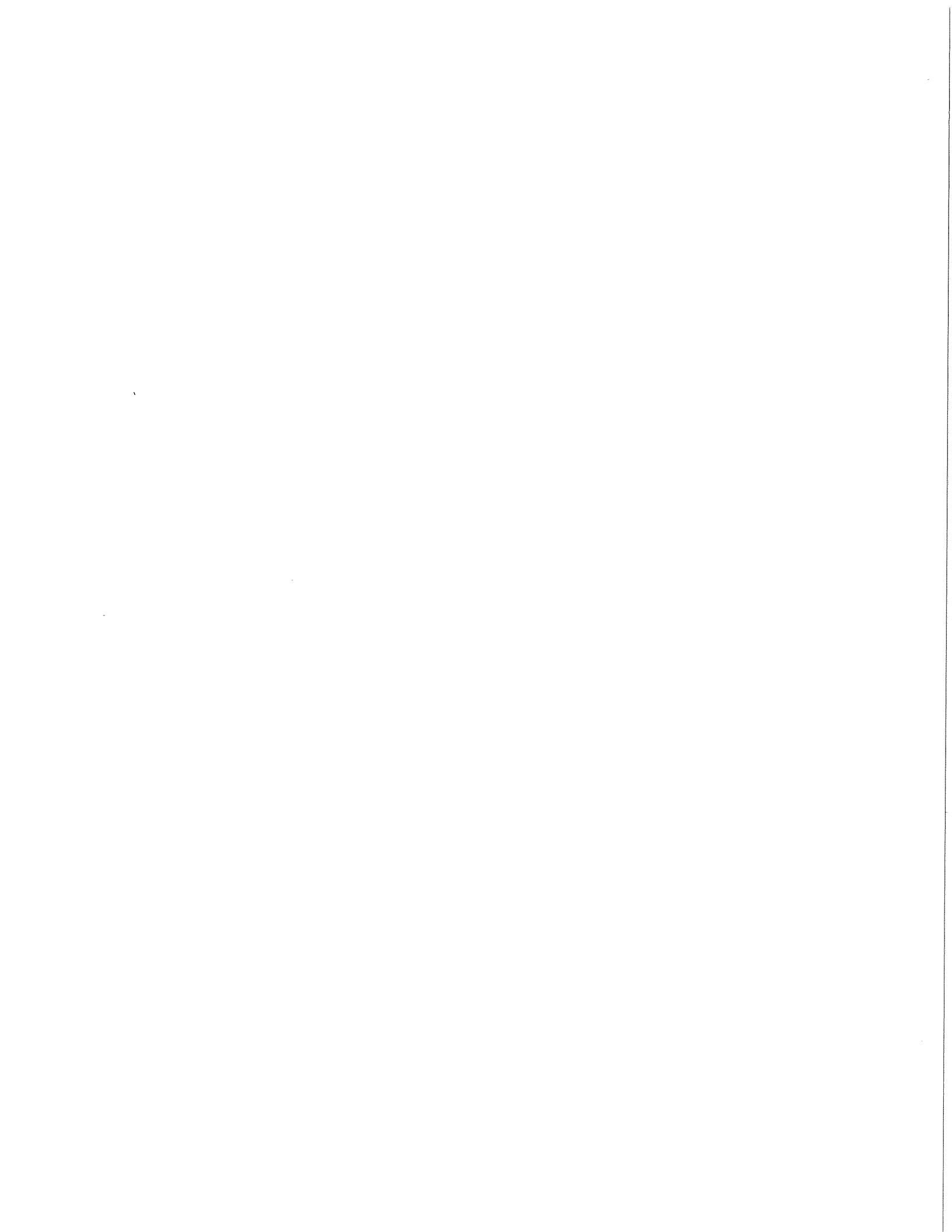


# BarFly Ventures, LLC

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## Concept Overview







## Confidential Information Memorandum for BarFly Ventures, LLC

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This business plan summary has been prepared solely for the benefit of the person to whom it is delivered. The further distribution or reproduction, in whole or in part, of this business plan is prohibited without the Company's written consent. The recipient, by accepting this business plan, agrees to return to the Company the business plan and all other information furnished to the recipient, if requested by the company.

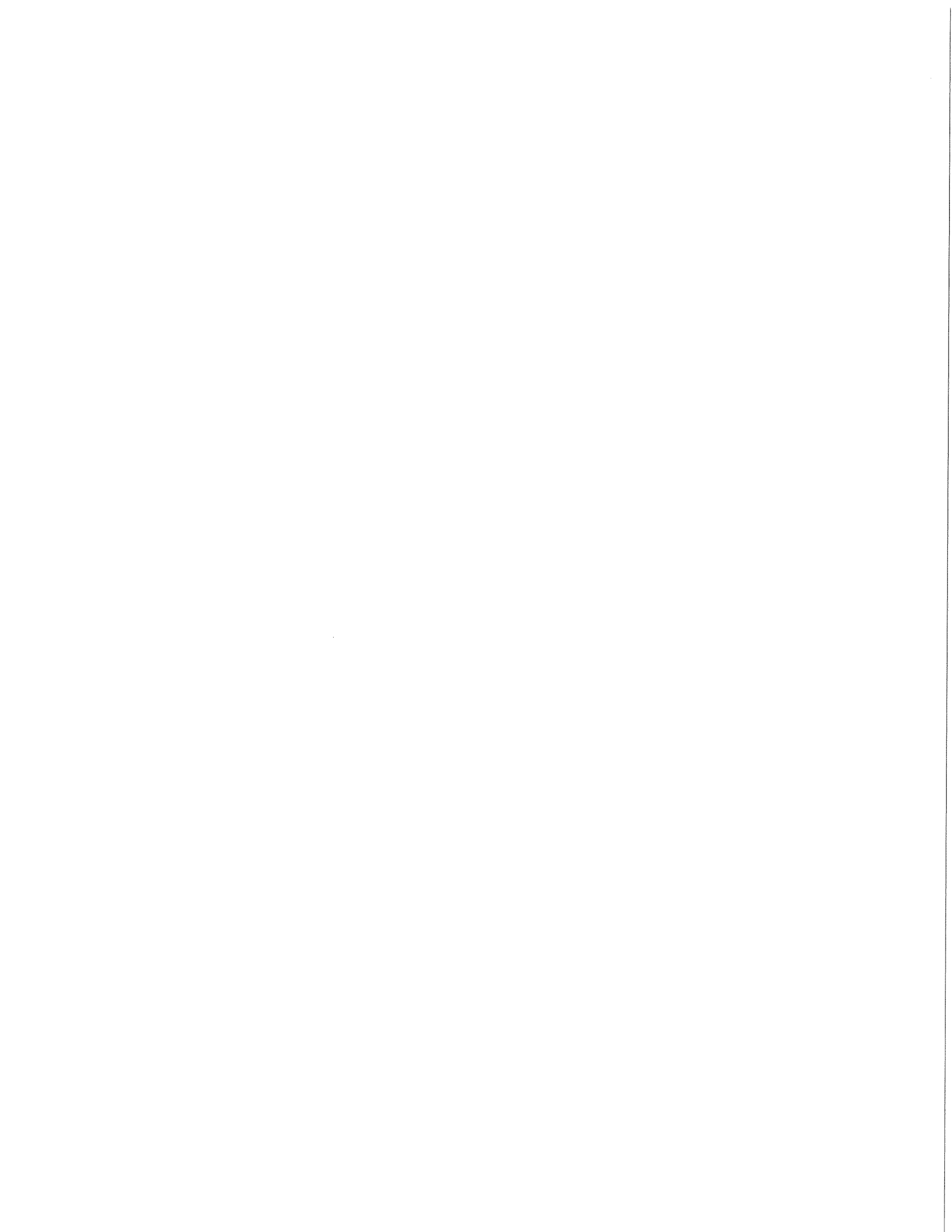
No one has been authorized to give any information or to make any representation with respect to the Company which is not contained in this business plan or furnished by the company on request.

This summary contains forward-looking statements relating to future events that involve risks, assumptions and uncertainties that are difficult to quantify or predict. All non-historical financial information contained in this summary involves forward-looking statements. Words such as "believe," "may," "could," and "likely", and similar expressions, are intended to identify forward-looking statements. For any forward-looking statement contained in this summary, the company's actual results could differ materially from those discussed in this business plan.

The assumptions on which the information set forth in this summary are based may also differ materially from what actually occurs and as a result, the results of the Company's operations may be significantly different from that described in the business plan.

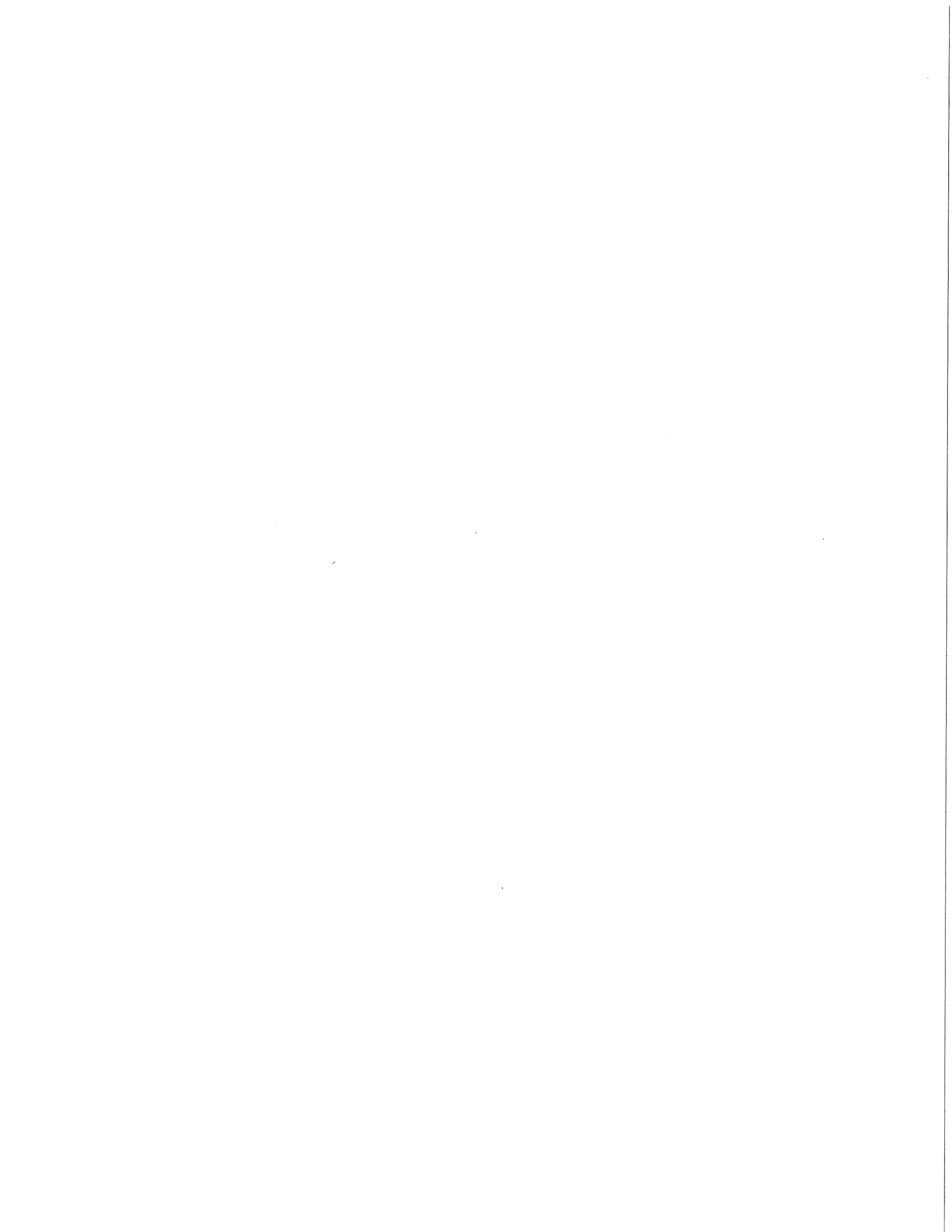
If the recipient has questions regarding the business plan, or desires additional information regarding the Company, inquiries should be addressed to:

NorthStar Capital Advisory Services, LLC  
180 West Michigan Avenue Suite 800, Jackson, MI 49201  
517-783-5325 phone | 517-783-5375 fax  
info@NorthStar-Capital.com





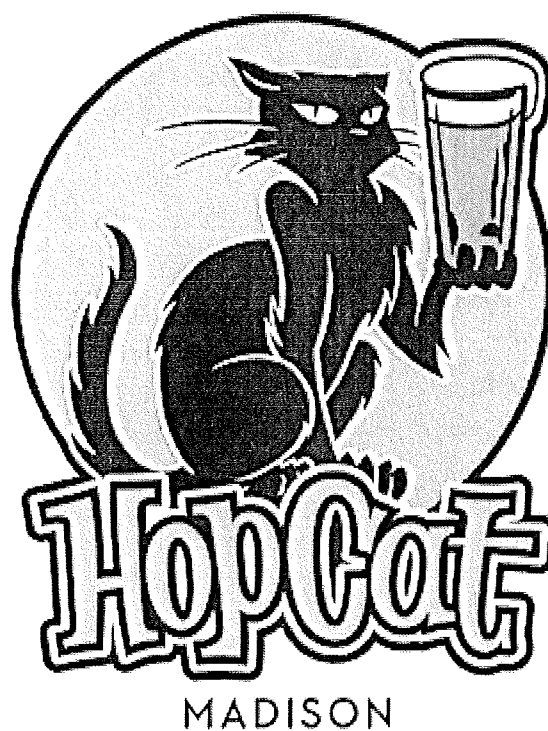


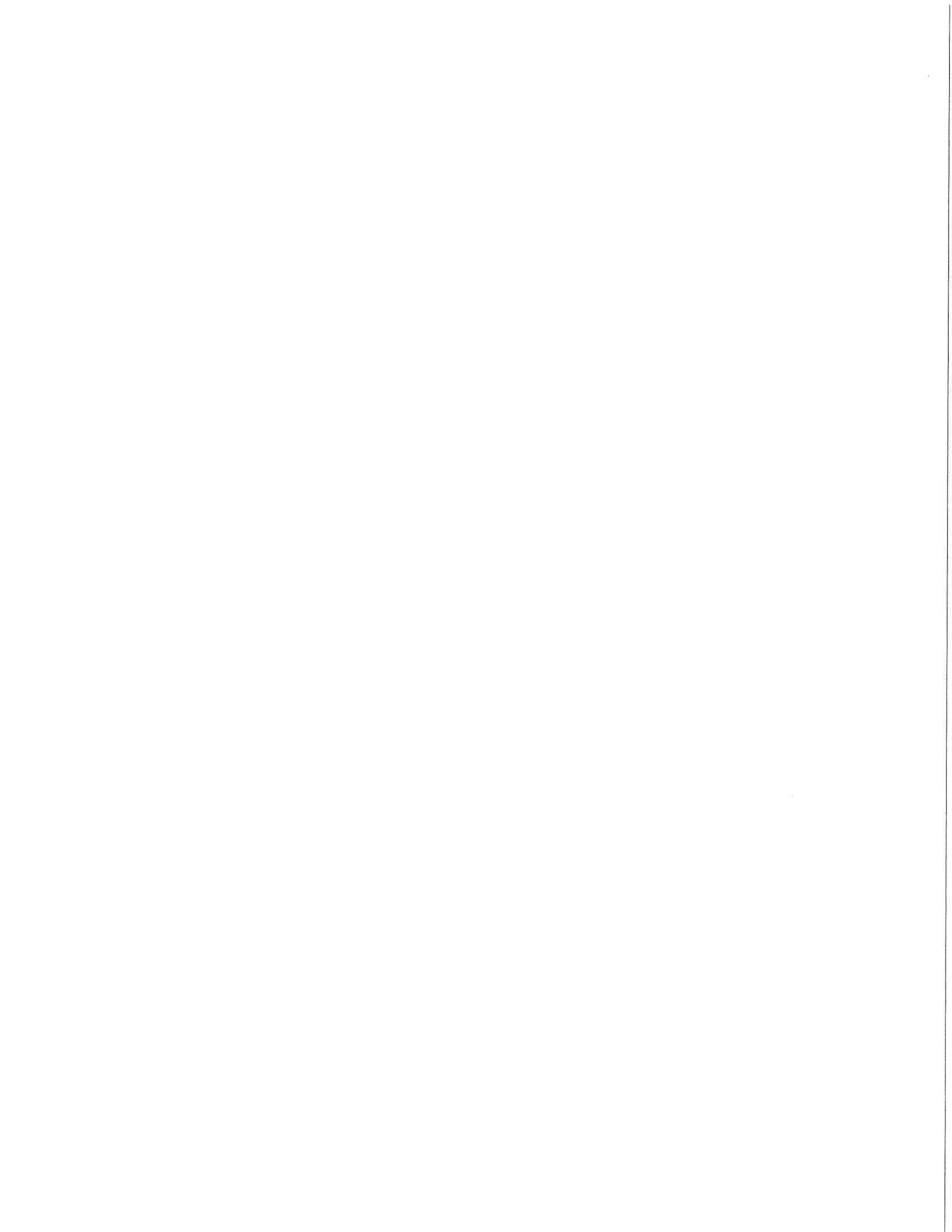




# HopCat Madison

- \$3 million investment
- 180 employees
- Commitment to sustainability
- 130 craft-only drafts
- Full menu/scratch kitchen
- 8,800 square feet
- Transit stations nearby
- 4-season rooftop dining/private event space with views of the Capitol







## Existing Operations

Barfly Ventures, LLC has demonstrated the ability to execute and replicate a highly efficient and scalable hospitality enterprise business/operations plan. (Projected 2014: Sales \$20M EBITDA \$2.1M) The Company has accomplished strong internal growth through opening new locations as well as growing revenue per square foot of same store sales. All existing properties are nationally recognized and wholly-owned by Barfly Ventures, LLC.



McFADDEN'S



- Established:
  - January 2008

**Locations:**

- Grand Rapids
- East Lansing (2013)
- Indianapolis (2014)
- Detroit (Dec. '14)
- Ann Arbor (Jan. '15)
- Lexington (Aug. 15)
- Named #1 Brewpub in USA by [RateBeer.com](http://RateBeer.com)
- Top 5 Beer Bar in Nation by [CraftBeer.com](http://CraftBeer.com)

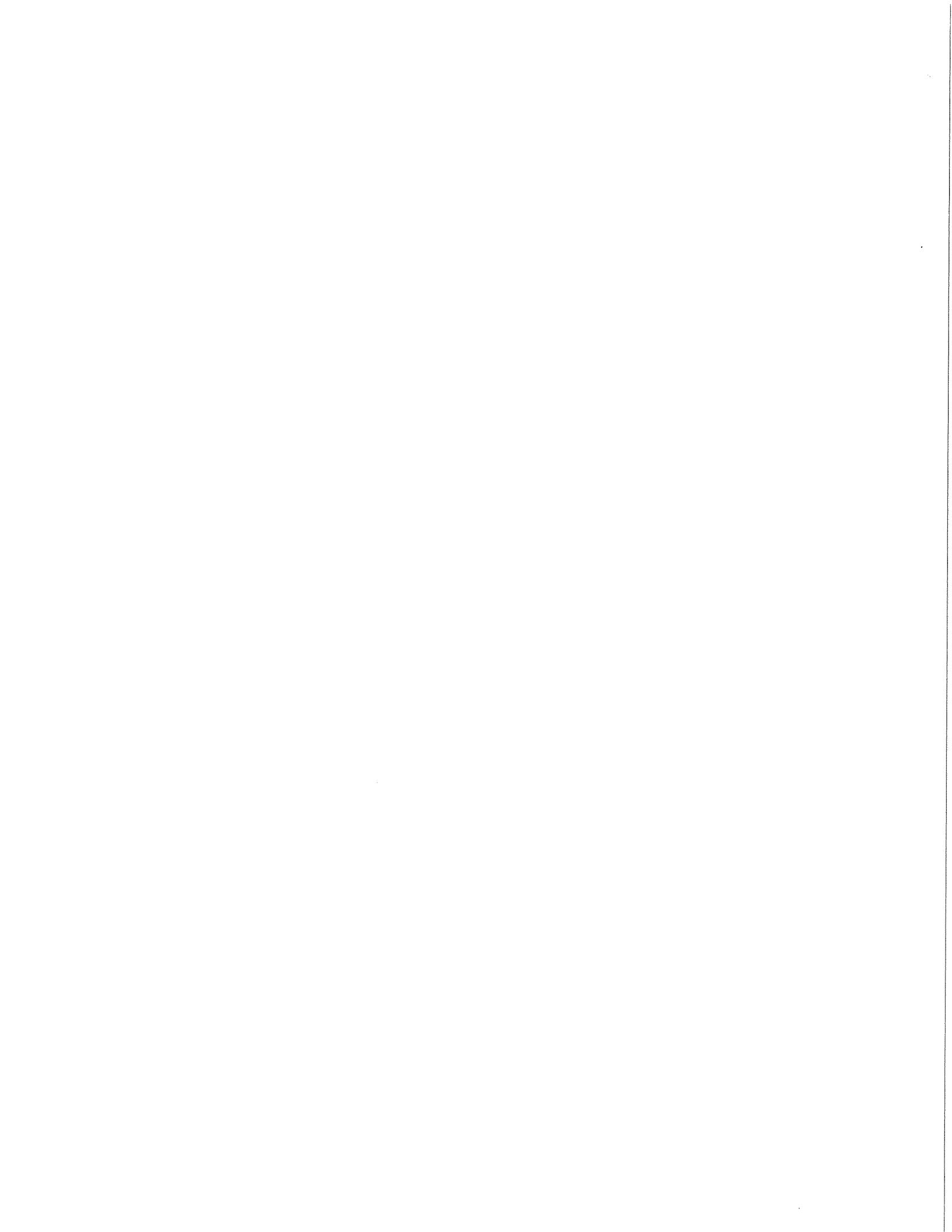
**New Concept**

- Opening June 2014
- Barbecue/Tiki concept
- Downtown Grand Rapids
- Adaptive reuse of historic building

- Established:
  - May 2010
- Location:
  - 53 Commerce Ave. SW
- Restaurant & Bar
  - 5,000 Sq. Ft.
  - Leased
- June 2012 "Best burger in America"- GQ Magazine

- Purchased:
  - October 2010
- Location:
  - 58 Ionia St. SW
- Bar & Nightclub
  - 12,000 Sq. Ft.
  - Leased
- In 2010, named "Best reception venue" by the Knot, Best of Weddings

- Established:
  - December 2012
- Location:
  - 1 Ionia Ave. SW
- Restaurant, bar & brewery
  - 15,000 Sq. Ft.
  - Leased
- Only USDA Certified Organic brewery in the Midwest.





## Growth Strategy

Since its creation in 2007, BarFly has demonstrated the ability to efficiently expand its revenues and profitability by opening new venues and expanding its product and experience offerings while establishing award-winning brands. Building on this highly successful business model, the Company is now expanding its core, and proven business model into the markets of Detroit and Ann Arbor, Michigan along with Indianapolis, Indiana.

### *HopCat Detroit*

- Detroit will replicate the original HopCat and HopCat East Lansing.
- Target open date: December 2014
- Location: 4265 Woodward Avenue
  - Right next to Wayne State University and the DMC
  - 2 blocks North of new Red Wing Arena
  - In front of a stop on the new downtown light rail transportation system
  - 6 blocks from Comerica Park & Ford Field
- Restaurant & Bar:
  - 11,000 Sq. ft.
  - 130 taps (most in Michigan)
- Competition:
 

Hockeytown Café	Slow's BBQ
Cheli's	Grand Trunk

### *HopCat Indianapolis*

- Builds on success of the original HopCat and HopCat East Lansing.
- Opened: August 2014
- Location: 6280 N. College Ave.
  - In Broad Ripple Entertainment District
  - Near Butler University
  - Excellent mix of young college/professionals
  - 3 level public parking garage attached
- Restaurant & Bar:
  - 9,600 Sq. ft.
- Competition:
 

Kilroys	Brothers
Union Jack	Broadapple
Triton Tap	Plump's Last Shot

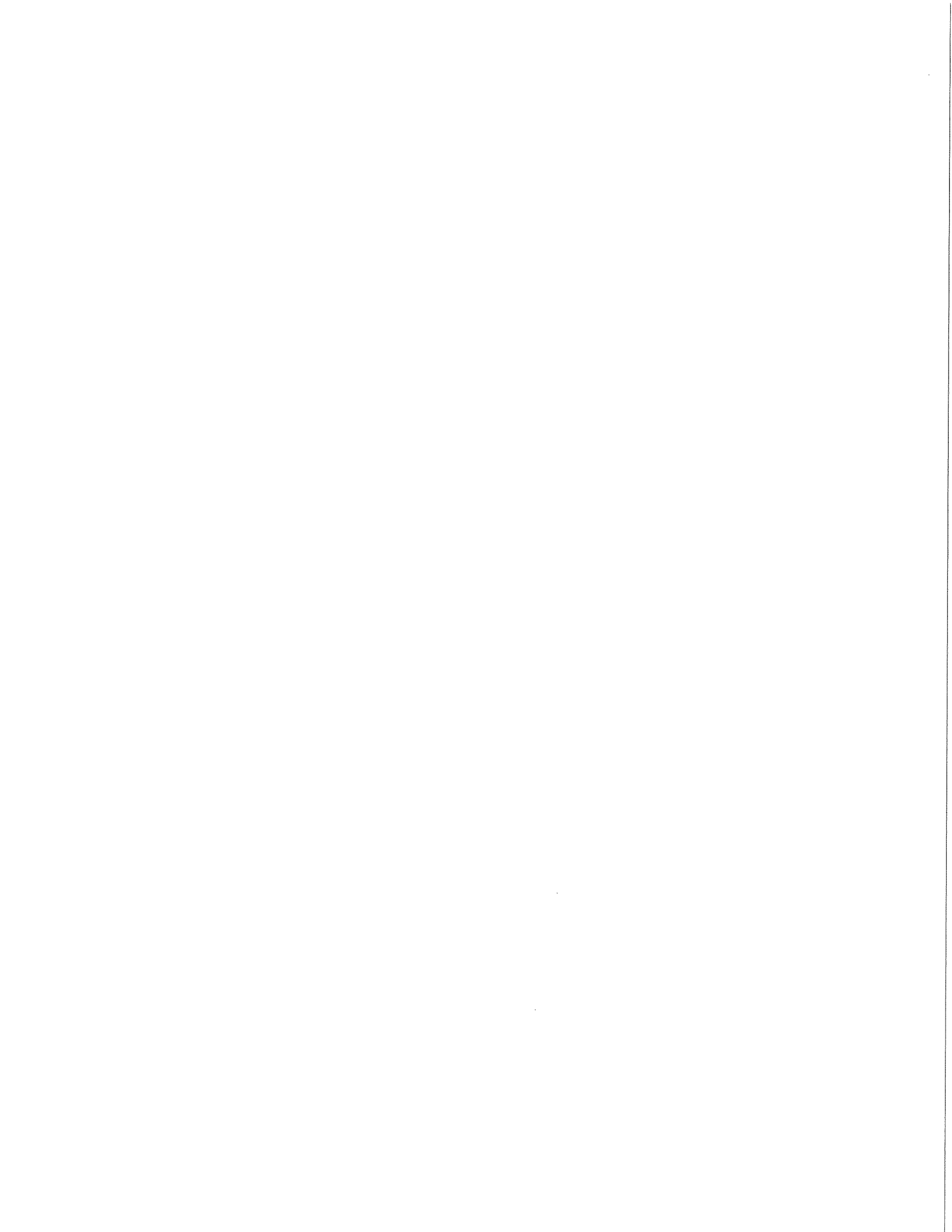
### *HopCat Ann Arbor*

- Ann Arbor will complete the strategy of locating a HopCat in the four major Michigan markets.
- Target open date: January 2015
- Location: 311-315 Maynard
  - In the "Taste of Ann Arbor" district
  - 1 block off the University of Michigan's campus
  - 400 Google Employees in building
  - Outdoor Seating/Patio for 80
- Restaurant & Bar:
  - 8,600 Sq. Ft.
- Competition:
 

World of Beer	Blue Tractor
Jolly Pumpkin	Ashley's

### *HopCat Future Expansion Plans*

- Expansion plans include two-three new locations per year. Target locations are mid-sized, Midwestern college towns.
- Likely HopCat locations are Madison, Bloomington, Columbus, Cincinnati, Milwaukee, Louisville and Minneapolis.
- Goal is to have 10 cities by 2017 - creating a company with \$50M Sales and \$9M EBITDA per year. Market Value \$50-80M.







# HopCat Brand

HopCat is the Expansion Brand for BarFly Ventures

## Awards

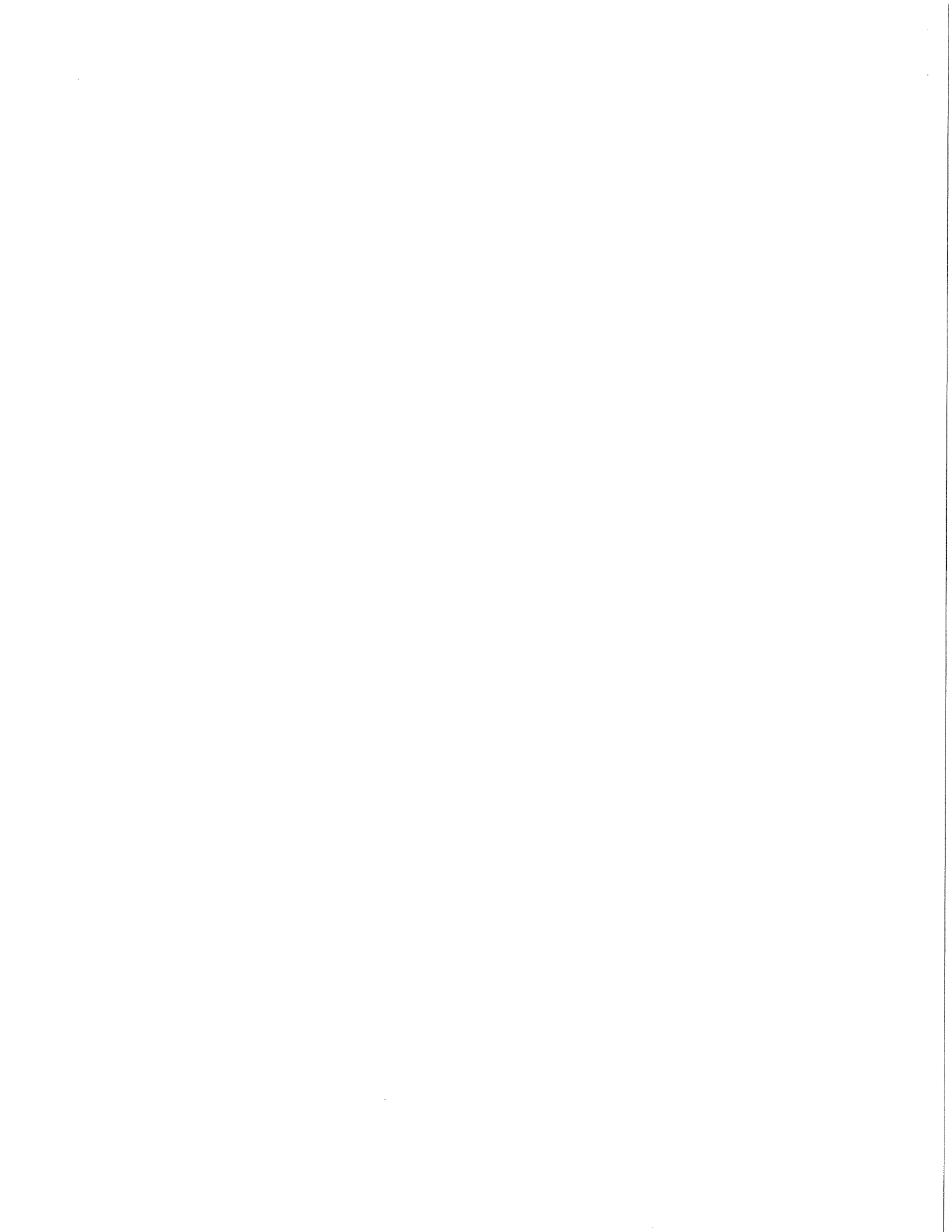
- #1 Brewpub in U.S. (RateBeer.com 2013)
- Top-5 Beer Bar in U.S (CraftBeer.com readers 2012-14)
- #3 Best Beer Bar on Planet Earth (Beer Advocate)
- Top 100 bars in US (DRAFT Magazine 2013)
- Most Popular Bar in Michigan (FourSquare 2013)
- World Record Most Beers on tap by a single brewery (100)
- Catalyst for naming Grand Rapids "Beer City USA" (Charlie Papazian, 2012 & 2013)
- A 500 Mile Brewery (Michigan Beer Blog)

## Attributes

- 100-130 microbrews on tap
- Select, concise bottle list
- "Food your mom would make if she loved beer"
- No Bud, Miller, Coors
- Focus on urban locations, original artwork
- Employee Appreciation Day – all sales to employees
- Recycling/Composting Program
- 700 Full and part-time employees
- Floor space with Mezzanine Level
- Live Music Venue at HopCat Detroit (400 capacity)

## HopCat Advantages

- Same Management Team as Day One still in place
- Name, logo trademarked
- Term "Crack Fries" trademarked
- Sales have grown every year since inception, even 2009/10 during economic recession
- Food/alcohol sales mix 45%/55%
- 58,419 Facebook fans





## Executive Team

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Mark Sellers, Founder, Sole Owner & CEO

- Started BarFly Ventures in 2007 with personal capital
- Previously, lead equity strategist for Morningstar, Inc. (Chicago)
- Began career as an investment analyst for GE Capital (Chicago)
- Managed money under a pooled investment vehicle, Sellers Capital Fund, LLC (Chicago)

Mark Gray, COO, Managing Partner

- Formerly, Director of Operations for Yard House/Darden
- Managed all Yard House locations in the Southeast
- Opened five new Yard House locations and five locations with Brinker, Inc.

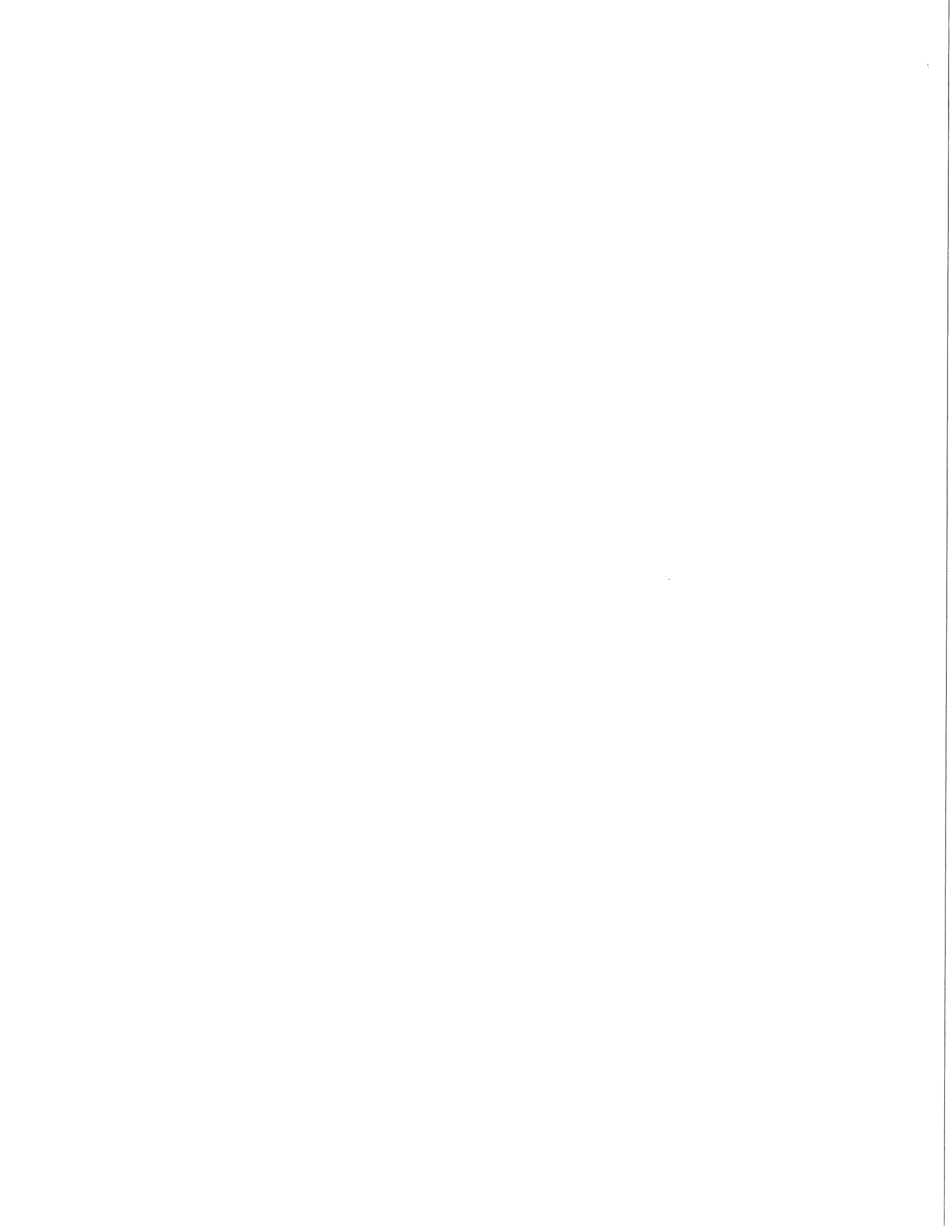
Mike Vosseler, Construction/Project Manager

- Formerly, Construction Project Manager Yard House/Darden & Cal Select Builders
- 25 Years of Restaurant/Bar Construction Management Experience

### Partners

Sperry VanNess (Chicago office) for locations

Wolverine Construction for Construction





## Green Initiatives

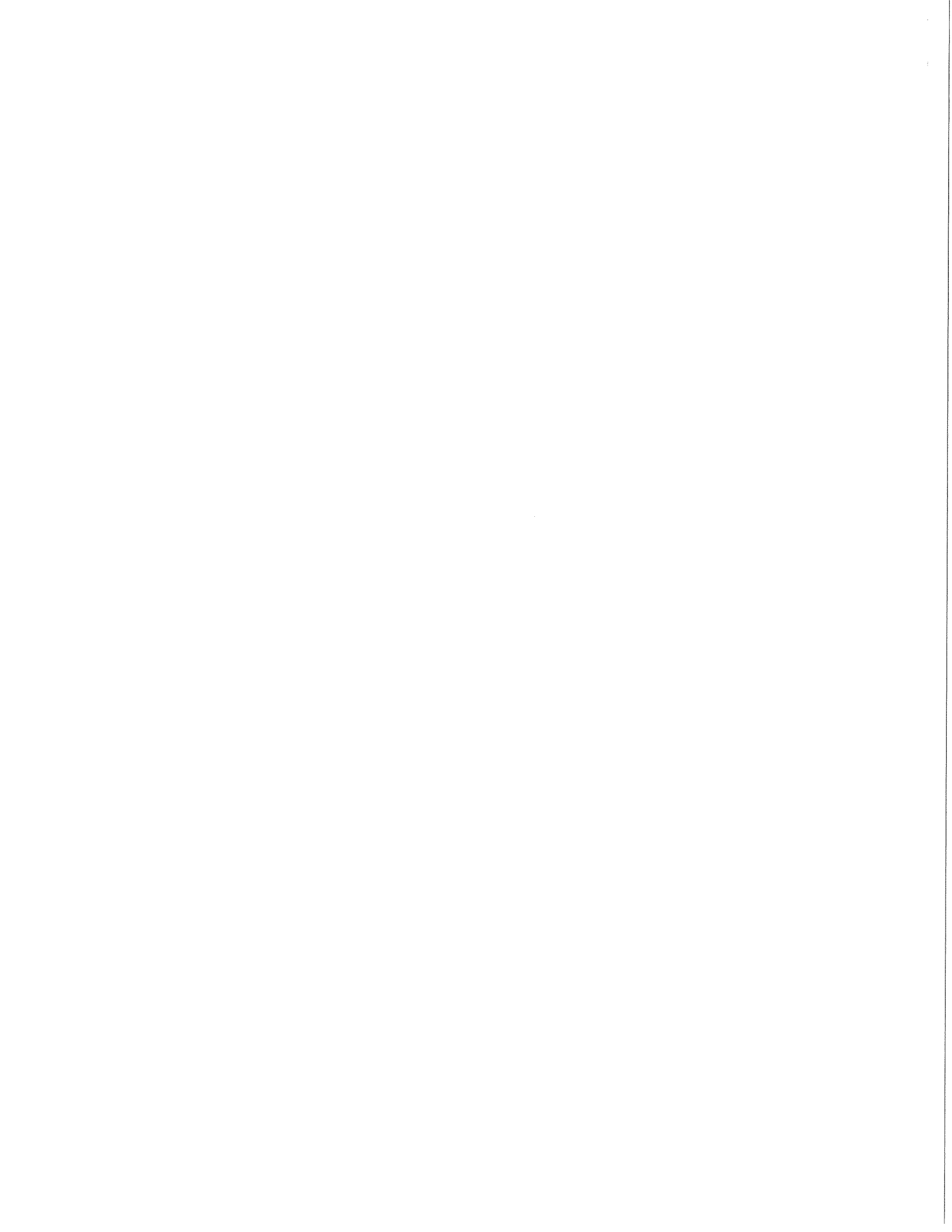
BarFly Ventures is an industry leader in hospitality sustainability programs

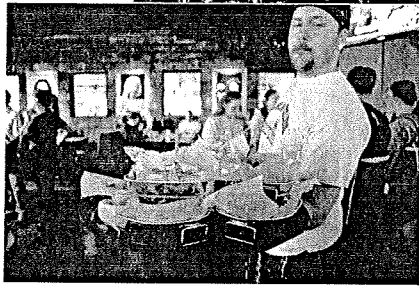
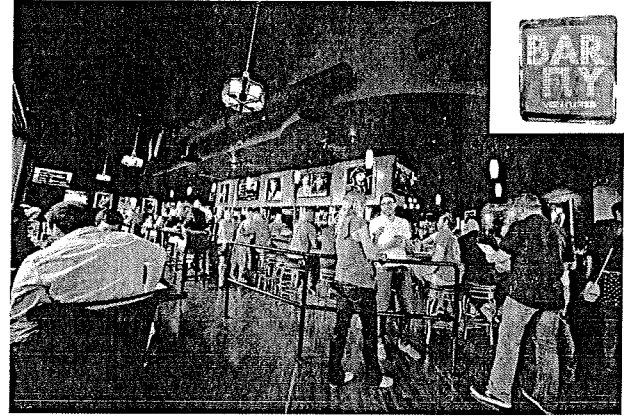


- 2014 Top 10 Best & Brightest Most Sustainable business in Michigan
- 2014 Clean Water Innovator from Clean Water Action
- Diverted 13,000 cubic yards of waste (6,000 Dumpsters worth) through recycling and composting initiatives
- Constantly assessing lifecycle for products, resulting in new initiatives to reduce waste, including the use of compostable to-go containers, straws and paper products

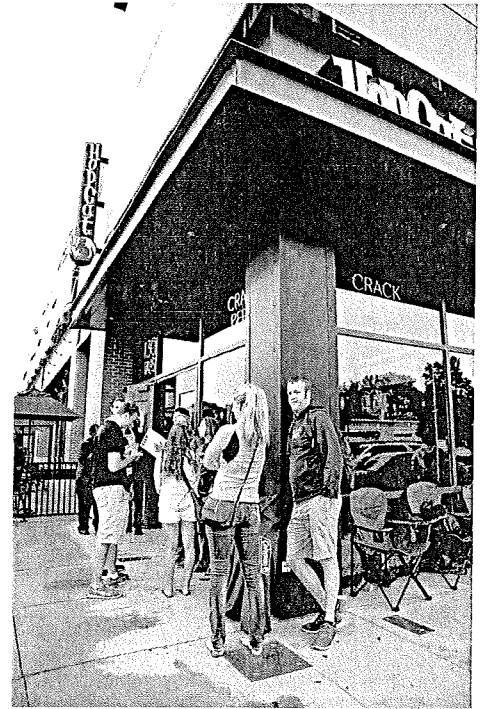
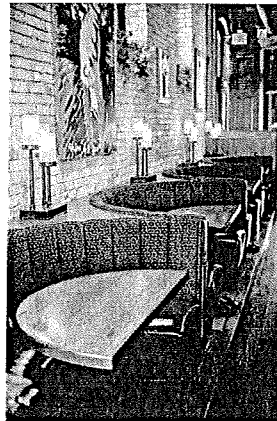
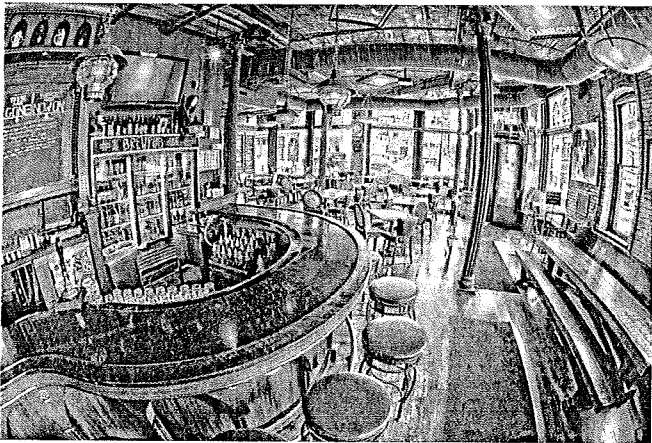
### Actively involved in environmental initiatives, including:

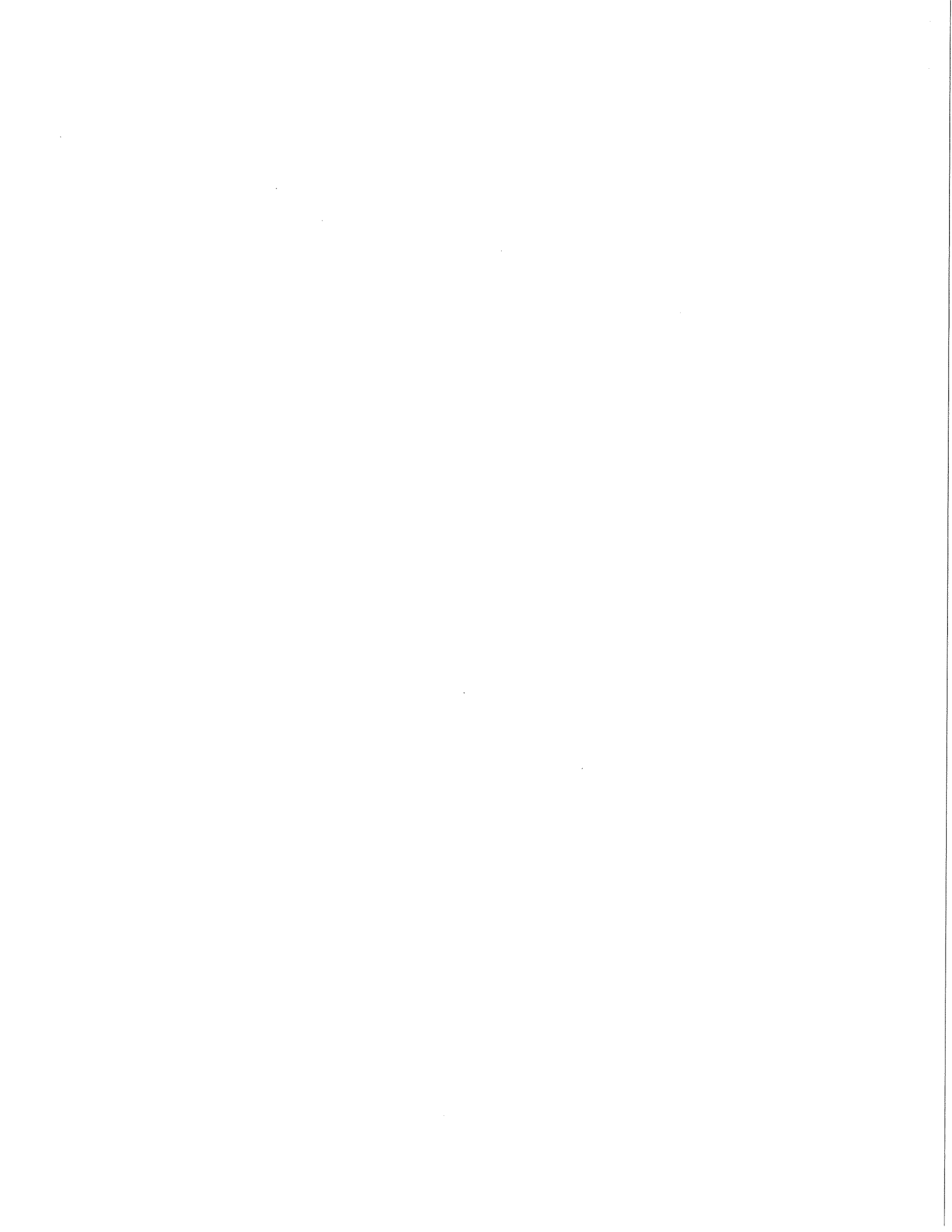
- Water Action
- Clean Water Fund
- Kent County Water Conservation
- Protect Pure Michigan
- NO FR@CKING WAY
- West Michigan Sustainable Business Forum
- West Michigan Environmental Action Council
- Healing Our Waters – Great Lakes Coalition
- Far Watershed & Respectmyplanet.org
- Food & Water Watch Clean
- Zero Waste Detroit
- The Michigan League of Conservation Voters
- The Michigan Recycling Coalition
- The Indiana Recycling Coalition
- World Centric & 20Liters
- Dirty Water Beer
- Sponsors of The Great Lakes Conservation Conference
- Sponsors of the Great Lakes Restoration Conference





## HopCat's Vibe







# Positive Media

## Local and National coverage

- 600 line up at East Lansing opening
- World-record tap takeover
- 400 line up in Indianapolis featuring record number of Indiana beers on tap
- National attention from [USA Today.com](http://USA Today.com)
- International attention from craft beer industry press/[thrillist.com](http://thrillist.com)

The collage features several key pieces of media coverage:

- Detroit Free Press:** An article titled "HopCat preps for Detroit debut with big art, 206 jobs" by Tom Walsh, dated August 12, 2013. The article mentions music from PitchBlok Brass Band and murals by artist Mido.
- IndyStar:** An article titled "130 Hoosier beers on tap for HopCat opening" by Dana Hunsinger Benbow, dated August 12, 2013. It highlights that this is the first time that many Indiana beers have been served in one place at one time.
- USA Today:** An article titled "Hundreds Line Up for Opening of HopCat Bar in East Lansing" by Anna, dated August 12, 2013. It reports on a massive line-up for the bar's opening.
- Thrillist:** An article titled "People Line Up For Grand Opening of HopCat" by Amanda Malkowski, dated August 12, 2013.
- Local News:** A snippet from WILX 10 titled "Craft beer bar HopCat aims for January opening in Ann Arbor".
- Photos:** Several images showing the exterior of HopCat bars in different locations, interior views of the tap wall, and people at the bar.
- Signage:** A "Great American Beer Bar" logo and a "Black Sale! SO DOWN" sign.

