

**100 NORTH MAIN, LLC  
100 NORTH MAIN Development (the “Project”)  
PILOT Application**

**January 22, 2024**

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**100 NORTH MAIN, LLC**  
**100 NORTH MAIN DEVELOPMENT (the “Project”)**  
**PILOT APPLICATION**

1. Applicant Background:

100 North Main, LLC  
495 Tennessee Street, Suite 152  
Memphis, Tennessee 38103  
901 -794-9494

Representatives:

Kevin Woods	901-212-3868
Aaron Mesmer	816-412-5858
William Orgel	901-870-7555
Jay Lindy	901-277-8297
Adam Slovis	90- 831-0683

The group of developers lead by Kevin Woods, William Orgel, Jay Lindy, Adam Slovis, Michael McLaughlin and Block Real Estate Services, LLC have a proven track record with the DMC with award winning historic rehabilitation developments that have been transformative, serving as catalysts for changing downtown neighborhoods from fringe locations into vibrant, populated urban nodes. The team developed South Main Flats, which included 6 buildings on DMC Demonstration Block (between Union and Gayoso) that was followed by the redevelopment of 66 South Main, 100 South Main and the Van Fleet Building. Working with the DMC, these projects totaling over \$50MM added over 200 residential units and public parking to the Downtown Memphis core, jumpstarting the South Main Street for developers of other South Main Street core projects. The team helped build interest in the South Main area by investing, along with Henry Turley and Jason Wexler, in the multi-family developments of South Junction and South Line (train station) and the Curio Hotel at the train station. The team has also renovated the Stewart and Oliver Buildings at 99 S. Front Street in Downtown Memphis, and is developing over 450 residential units, event center, parking, and a corporate headquarters as part of the master planned development for the Snuff District, including the historic renovation and reuse of the historic Conwood Building at the northwest corner of Keel and Front Street (“Conwood I”), new construction Conwood II apartments, and several multi-family projects in Midtown Memphis This developer team is a diverse group of individuals who have been actively involved in award winning historic real estate developments and multi-family developments over the last decade. The team is experienced in construction finance, government incentives, retail leasing, hotel development, apartment construction and management, repurposing historic buildings, and parking structure development. The team’s track record of achieving, if not exceeding, WMBE participation, diversity within its investor groups is unique among developers, and the team’s reputation for completing projects on time and on budget is second to none.

Block Real Estate Services, LLC (BRES) is a full-service commercial real estate brokerage and development company managing over 45 million square feet of retail, office, industrial, and multifamily properties for equity partnerships and third party owners. Block's development division has developed over 325 office, industrial, retail, and medical buildings totaling over \$4.0 billion. Block continues to grow by better serving its existing clients and expanding its real estate operations into other surrounding communities. BRES is headquartered in the heart of Kansas City's Country Club Plaza district with an affiliate office in St. Louis, Missouri - Block Hawley. BRES also has management offices in properties located in Lenexa, Kansas; Riverside and St. Louis, Missouri as well as operations offices in several of our office portfolio properties. Block's principals and their partnerships have leased, bought, sold and managed properties in 253 cities in 40 states and is still growing.

Kevin Woods is the Memphis market president for BlueCross BlueShield of Tennessee, which serves more than 3.4 million members in the state and across the country. Before joining BlueCross, he was executive director of Memphis' Workforce Investment Network, which assists city and county organizations with recruiting new companies to Memphis and improving employment opportunities for area residents. Prior to that, he was director of career development and education services with New Horizons Computer Training Center in Memphis. Kevin has worked in Downtown Memphis for almost a decade. Over that time, he has had the opportunity to be involved in a number of important development projects. Most recently he served on the development team that helped preserve the newly renovated Tennessee Brewery, has been an active investor in Central Station, Conwood I and II, and several multi-family projects in Midtown and Downtown Memphis. He remains bullish on the future of Memphis. He earned a Master of Science in business administration and Bachelor of Science in computer engineering from the University of Memphis. He is a Business Journal, Top 40 Under 40, a 2014 graduate of Leadership Memphis Executive Class, a New Memphis Fellow, as well as alum of the 2017-2018 class of Leadership Tennessee (Class V). He currently serves on the Leadership Tennessee Advisory Council and was recently named One of Memphis' 100 Most Influential Leaders (MBJ). He also serves on the Shelby County School Board (Past Chairman, Vice-Chairman), and on the boards of the Memphis River Parks, Shelby Farms Conservancy, Greater Memphis Chamber, United Way Mid-South, Neighborhood Preservation, Inc. (NPI) and BRIDGES.

William Orgel (Billy) is a native of Memphis, Tennessee. He received a BBA from the University of Texas at Austin in 1985. After graduation, he moved to Memphis to work at his family business, Majestic Communications, which he helped build into the areas' largest retailer of Motorola two-way radios. Due to the Telecommunications Act of 1996 there was an emergence of new wireless phone carriers across the country, and Billy began to build on his existing portfolio of communications towers by performing build to suit services for these new carriers. His company that he runs with his partners, Tower Ventures, currently own over 370 towers and they have built and sold an additional 1000 towers since the company began its operations over 20 years ago. Currently, Tower Ventures leases tower space in over 35 states and is one of the largest private tower companies in the country. Billy is a past President of the Board of Trustees at Temple

Israel Synagogue in Memphis and former Co-Chair of their 25 million capital campaign. Recently, he was re-elected to a second term to the Shelby County School Board and served as its Chairman of this body for two years. He is a Past Chairman of the Board of Directors of Bridges, Inc., where he chaired the Building Committee for their new facility. Billy is also a past Board Member of the New Memphis Arena Public Building Authority that oversaw the construction of the FedEx Forum, the home of the University of Memphis Tigers and the NBA's Memphis Grizzlies. Billy is one of the members of the Grizzlies ownership group. In addition, he is a member of the Executive Board of the National Civil Rights Museum in Memphis (site of the Lorraine Motel and assassination of Dr. King), a member of the Methodist Hospital Board and a new member of the Memphis University School Board of Trustees, a member and Chairman of the Sports gaming Council for the State of Tennessee. In the past, he was a member of both the Port Commission for Memphis and Shelby County and the Memphis and Shelby County Charter Commission. Billy and his wife, Robin, are also Ambassadors for the University of Memphis Athletic Department In 1999; Billy was selected by the Memphis Business Journal as one of their "Top 40 Under 40" of local community leaders and was recently selected as a member of the Memphis chapter of the Society of Entrepreneurs, where he now serves on the board. In addition, Billy is an Organizer and Director of the First Capital Bank located in Germantown, Tennessee, a community bank with \$330 million in assets. Over the years, Billy became interested in preserving historic buildings in Downtown Memphis, and to date he and his partners have completed new construction as well as the preservation of 9 buildings that include commercial space and 850 apartments, and he is part of the investment group for South Junction Apartments and Central Station. Most recently, he and his group renovated the Tennessee Brewery. Currently, he and his group are working on the renovation to the Stewart and Oliver Builds on Front Street in Downtown Memphis, a master planned development for the Snuff District, including the historic renovation and reuse of the historic Conwood Building at the northwest corner of Keel and Front Street ("Conwood I"), Conwood II, and several multi-family projects in Midtown Memphis and Austin Texas.

Jay Lindy, is a native of Memphis, Tennessee. He received a B.A. from Cornell University and his J.D. from the University of Denver. After graduation from law school, he moved back to Memphis to practice law. Jay is a past member of the Center City Development Corporation, including being a past Chairman of the Center City Development Corporation. He is a founder and director of Emerge Memphis, and is part of the investment group for many multifamily projects, including South Junction Apartments and Central Station. Prior to his present position as Chief Operating Officer and General Counsel of Tower Ventures, Jay was in private law practice for 21 years. While in private practice, he served as counsel to the development team for 113 South Main, 99-105 South Main, 66 South Main, and 100 S Main. Most recently, he has been an active developer/investor in the group that renovated the Tennessee Brewery, the Stewart and Oliver Builds on Front Street in Downtown Memphis, developing a master planned development for the Snuff District, including the historic renovation and reuse of the Conwood I and II Buildings, and several multi-family projects in Midtown Memphis and Austin Texas.



Adam Slovis is a Principal Real Estate Broker with over twenty years' experience in historic redevelopment, traditional CRE development, brokerage, leasing, and tenant representation. Slovis started his career with Memphis based, real estate development and management company, Belz Enterprises. Slovis was responsible for the leasing and brokerage of over 7.5 million square feet of retail space in downtown Memphis and through-out the Memphis metro area, providing brokerage and leasing services throughout Memphis and the mid-south region. In the fall of 2004, Slovis & Associates, LLC, a real estate firm, was formed to provide a full range of commercial real estate development and brokerage services. Slovis specializes in the re-developing and leasing of the downtown Memphis market and has contributed to multiple historic, mixed-use redevelopment projects, including The Cornerstone at Main Street Flats, Main Street Flats, Radio Center Flats and Barboro Flats along S. Main Street; as well as many other various properties throughout the downtown market and all around the Memphis area. Currently, Slovis is working with owners, tenants and developers in Memphis and throughout the United States. Most recently, he has been an active developer/investor in the group that renovated the Tennessee Brewery, is renovating the Stewart and Oliver Buildings on at 99 S. Front Street in Downtown Memphis, developing a master planned development for the Historic Snuff District, including the historic renovation and reuse of the Conwood Building, and several multi-family projects in Midtown Memphis.

Michael McLaughlin has over ten years of corporate and real estate finance experience and has been involved in numerous commercial, multifamily, mix-use, and single family developments and transactions. His expertise includes financing, deal structure and modeling along with project management and oversight of all finances throughout the duration of projects. Currently Michael is the Chief Financial Officer at Tower Ventures and is responsible for the overall financial management of the company. Prior to that he served as the Manager of Financial Reporting for Intrepid Aviation. He received a B.B.A. in Economics and Human Resource Management from the University of Mississippi in 2002 followed by an M.A. in Economics in 2004. He served as an adjunct professor of Economics at the University of Memphis from 2007 through 2009. He completed Leadership Germantown in 2016 and the Leadership Memphis FastTrack program in 2008. He currently serves as the chairman of the Financial Advisory Commission and on the Industrial Development Board for the City of Germantown, TN.

The development team is structuring the Project to be owned and operated by a joint venture limited liability company entity called 100 North Main, LLC. This entity will be owned 50% by the local developer group and its investors and 50% by Block Real Estate Services (BRES) and its investors. Co-managers of 100 North Main, LLC will be Kevin Woods and Aaron Mesmer.

2. Proposed Project Description:

The project site is an existing building located at 100 North Main in central downtown area of Memphis, Tennessee, at the north west corner of Adams and Main Streets.

The 100 North Main proposal and concept fundamentally and strategically takes a restorative and sustainable design approach for this 1960's International Style building, attempting to reverse damages caused by both untimely economic and humanistic issues. Though 100 North Main is currently in a state of decay, it remains the tallest building in downtown Memphis, offering an intrinsic value in its monumental form with an array of exceptional vantage points of the city and Mississippi River. This restorative solution shows how both the preservation and recycling of a historic piece of the international style of architecture can bring new meaning to the city.

Once complete, the 100 North Main Building will be reborn and once again be a hub of activity and a beacon for the city.

The 38 story building is on the National Register of Historic places and will be restored per the United States Department of the Interior NPS Historic Preservation Standards and Guidelines. This restoration would include the exterior repairs to the building as well as public spaces within the interior. The development plan is to create a new mixed use project that will include garage, retail, restaurants, offices, hotel, apartments along with the amenity spaces to support these functions. The signature space age rotating restaurant on the 38th floor will be renovated and become once again a destination for the best views in the city. The rooftop will be transformed into an landscaped amenity that will include a rooftop pool and deck, an outdoor bar and lounge and events lawn.

100 N. Main was designed by architecture firm Robert Lee Hall and Associates as a speculative office building for Memphis developer and builder Harry Bloomfield. Groundbreaking occurred in June of 1963 and the building opened to the public in 1965. The building contained a variety of commercial tenants on the 1st floor, offices for multiple tenants on upper floors, and a social club containing restaurants, health club, swimming pool, and rooftop garden on floors 34-38. Shortly after the building opened, Bloomfield suffered major financial losses and sold the building in 1966 to the Percy D. Galbreath Company. The building changed ownership numerous times over the next decade, always maintaining the commercial/office use with club/restaurant spaces at the top of the building (although floors 34-35 were converted to office by the mid-1970s). In 1971 Union Planters Bank purchased the building; they had maintained a branch on the 1st floor of the building since 1964. In 1974 Massachusetts Mutual Life Insurance Company purchased the building. Myron Zimmerman bought the building in 1978 and sold it in 2013 to a group that planned to rehab the building for office and residential use. Their project fell through and the city took over ownership of the building. The building was placed on the National Park Service National Register of Historic Places in 2015. In 2021 the city initiated an RFP process to which 100 North Main, LLC responded and was awarded the project subject to a development agreement. The parties completed a development agreement with the City, CCRFC DMA on November 1, 2023 (the "Development Agreement") for the development of the 100 North Main building into mixed use that contains parking, offices, retail space, a hotel, and residential units. As a condition of the Development Agreement, the Applicant and CCRFC agreed to enter into one or more PILOT Lease Agreement(s) for the purpose of granting a tax abatement with respect to the real property constituting a portion of the Project, as such

agreement may be amended or supplemented from time to time, to be entered into by the Project Developer and CCRFC, pursuant to which CCRFC will lease to the Project Developer all or a portion of the real property constituting the Project for a period of thirty (30) years (provided that a term in excess of twenty (20) years shall be subject to approval of the Comptroller of the State of Tennessee and the Commissioner of Economic Development and Community Development) and pursuant to which the Applicant would have the right to acquire the property subject to the PILOT Lease Agreement at any time after the later of the expiration of the tax abatement provided in the PILOT Lease Agreement and payment of the Revenue Obligations, as defined in the Development Agreement.

The total gross building area is approximately 792,873 square feet. The total site area, including the building footprint, is approximately 45,607 square feet.

The Project will be an adaptive reuse of an historical site. The previously used office tower will be converted into a new mixed-use building to include a 160 room four star full service hotel with 8,000 square feet of meeting space, 378 parking spaces, ground floor retail space, approximately 200 multifamily units, approximately 80,000 square feet of a prospective office space for approximately 200-250 full time jobs, and commercial/retail space. The exterior of the building will be restored to its International Style with new windows, renovation of the roof top features, and a roof terrace.

The Project involves the full renovation of existing structures for conversion to a new use. Renovation work to include general restoration of existing masonry and concrete and steel frame structure, as required. In addition the developer group in conjunction with the DMA has undertaken to perform pre-development work to prepare the building for redevelopment and restoration. As of the submission date of this application, pre-development work has begun.

The Project will use the 100 North Main Memphis, Shelby County, Tennessee address as a multi-use vertical platform on a 1.443 acre footprint. Planned uses include:

Four Star Hotel: 160 rooms with 8,000 sq. feet of meeting space;  
Residential Units: 194 -200 Units to consist of a to be determined number of Two Bedroom/One Bedroom units;  
Office space - approximately 80,000 sq/ft;  
Retail/commercial space - approximately 11,000 sq./ft and  
Parking – 378 spaces.

Architectural plans and renderings, including parking, for sample floors are attached as Schedule 2.

The marketing plans for the project will encompass various strategies and timing. The team is currently under discussions with a national hotel company to franchise a four star hotel under one of the franchisors boutique hotel programs. The City of Memphis has committed to leasing approximately 60,000 square feet of office space in the

building, approximately 20,000 square feet to be marketed to local business office users such as professional firms. The roof top will be activated as a food and beverage area offering unique views from 360 degree rooftop bar. The developers intend to offer market rate apartments for the residential units in line with CCRFC's median income requirement for residential units subject to a PILOT.

The Project will have a significant impact on the economy. Projections estimate adding 448 jobs (non-construction) related to operations of the Project with an annual economic impact of \$28.4 million per year. The one-time construction related impact is estimated at over \$500 million, creating an estimated 2079 jobs during the construction period.

3. Site Control:

The property owner at the time of application submittal is DMA. Pursuant to the Development Agreement, the property will be transferred to 100 North Main , LLC at a closing to include construction financing, tax credit financing, bond issuance, federal, state and local incentives as set out in the Development Agreement. The parties anticipate such closing to occur in the second quarter of 2024.

At the time of this application, the applicant estimates the Project will cost over \$280,000,000. The developers are requesting CCRFC to grant a PILOT for the thirty (30) years (provided that a term in excess of twenty (20) years shall be subject to approval of the Comptroller of the State of Tennessee and the Commissioner of Economic Development and Community Development). The applicant will also employ historic tax credits, bond financing of TDZ and sales tax revenue, Section 108 Loan Guarantee program (Section 108) from the Department of Housing and Urban Development (HUD) designed to support local community and economic development activities, a \$10,000,000 Accelerate Memphis Grant and an estimated \$145,120,000 of conventional bank debt financing. The balance of Project costs and expenses will be funded by the investor group.

4. Project Team: The following that will be involved with the Project (with address and phone numbers):

Counsel for the Applicant  
Jay Lindy  
495 Tennessee Street, Suite 152  
Memphis, TN 38103  
901.277.8297

Architects and engineers  
HBG Design, LLC  
One Commerce Square  
40 South Main Street, Suite 2300  
Memphis, TN 38103

Contractor for project  
Cleveland Construction, Inc.  
8620 Tyler Boulevard  
Mentor, Ohio 44060

Other professionals:

Block Real Estate Services, LLC  
4622 Pennsylvania Avenue, Ste. 700  
Kansas City, Missouri 64112

Novogradac & Company LLP®  
2325 Lakeview Parkway, Suite 450  
Alpharetta, GA 30009  
678.339.3661  
eric.blades@novoco.com

Neither the Applicant nor any guarantor have any previous or ongoing relationship with any Board member or legal counsel of the Board.

5. Project Timeline:

See Schedule 5.

6. Development Budget & Assumptions:

See Schedule 6.

7. Financing Terms:

Financing terms are outlined in the Sources and Uses Notes on Schedule 6. Lender specific information will be provided under separate cover if requested.

8. Pro Formas:

See Schedule 6.

9. Financial Statements:

If requested, financial statement can be provided under separate cover.

10. Credit References:

Give three credit references for you personally, and three for your business.

Personal:

Henry Turley, The Henry Turley Company	901-255-2122
Jeff Meskin, Brown Brothers	212-493-8896

Mark Halperin, Boyle 901-766-4299

Business:

Brandon Cooper, Simmons Bank 901-249-2008

Louise Bardon, Trustmark Bank 901-309-6201

Damon Bell, Pinnacle Bank 901-681-2500

11. Items for Lease Preparation:

State law requires that title to the projects be conveyed to CCRFC in order for it to grant payments in lieu of taxes; CCRFC then leases the property to the applicant or entity designated by the applicant. The lessee the Project for the Project will be 100 North Main, LLC. Thee tax parcel number for all property involved with the Project and the current assessed value of the Property are:

Parcel #00201200002 Assessed Value: \$57,100

Parcel #00201200001C Assessed Value: \$4,437,700

There are no assessments presently under appeal. Due to the complex nature of the incentives sought for this Project, the developers plan to create separate use condominium units for the hotel, residences, offices, retail space and garage. This is a structure that has been used on several large downtown developments and may result in the need to subdivide the present tax parcels.

12. Disclosures: Not applicable.

13. Applicant Affirmation:

This application is made in order to induce the Memphis Center City Revenue Finance Corporation (CCRFC) to grant financial incentives to the applicant. The applicant hereby represents that all statements contained herein are true and correct. All information materially significant to the CCRFC in its consideration of the application is included. The applicant expressly consents to the CCRFC's investigation of its credit in connection with this application. The applicant acknowledges that it has reviewed the descriptions of the CCRFC financial program for which it is applying and agrees to comply with those policies. The applicant shall also be required to show a good faith effort with regard to the employment of minority contractors. The applicant specifically agrees to pay all reasonable costs, fees and expenses incurred by the CCRFC whether or not the incentive is granted or project completed.



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Applicant Signature

Date 1/22/2024

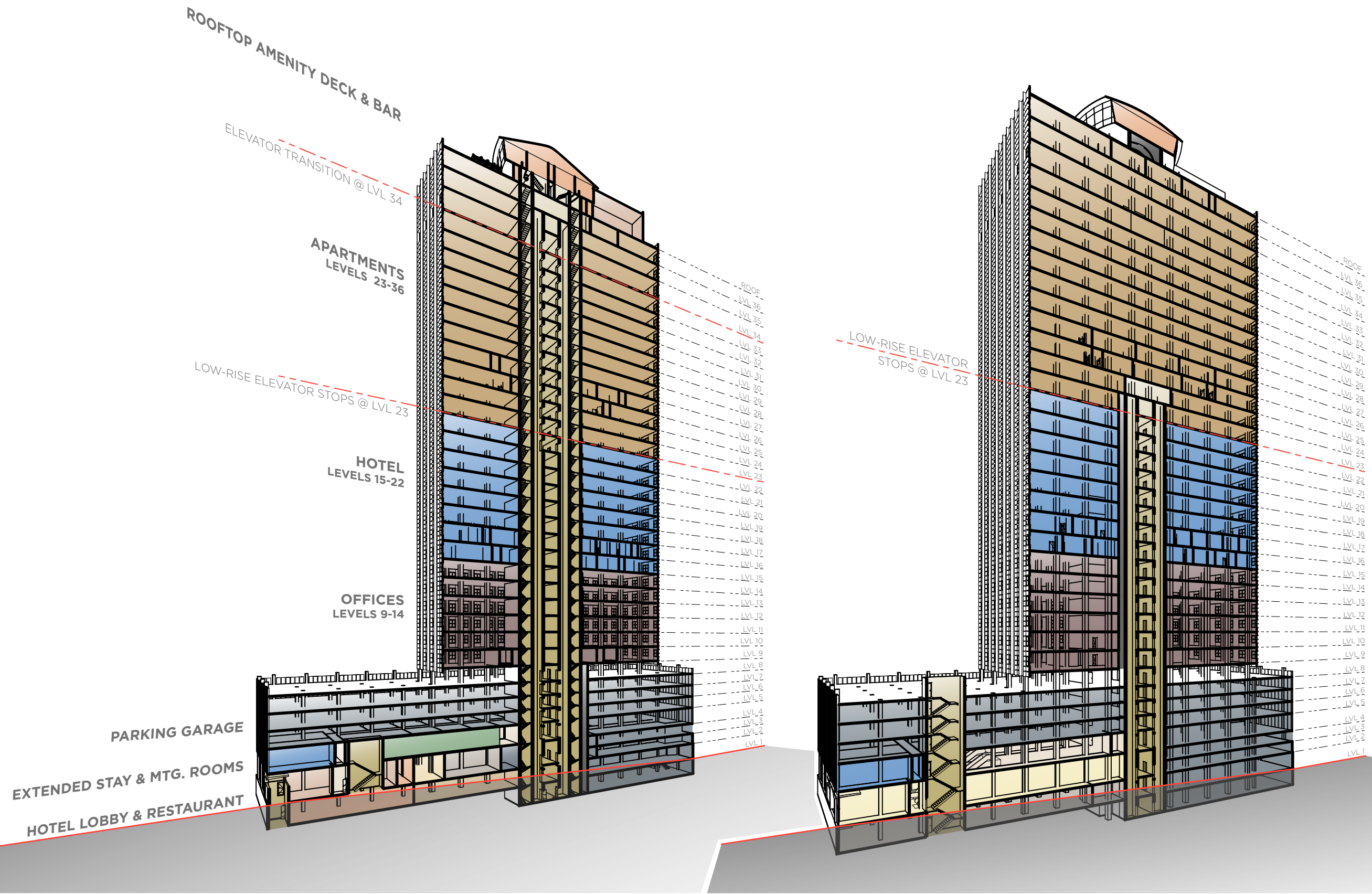
100 NORTH MAIN, LLC  
Jay Lindy  
495 Tennessee Street  
Suite 152  
Memphis, TN 38103  
Office: 901.794.9494 x 121  
Cell: 901.277.8297  
jlindy@towerventures.com

Schedule 2  
Drawing and Plans









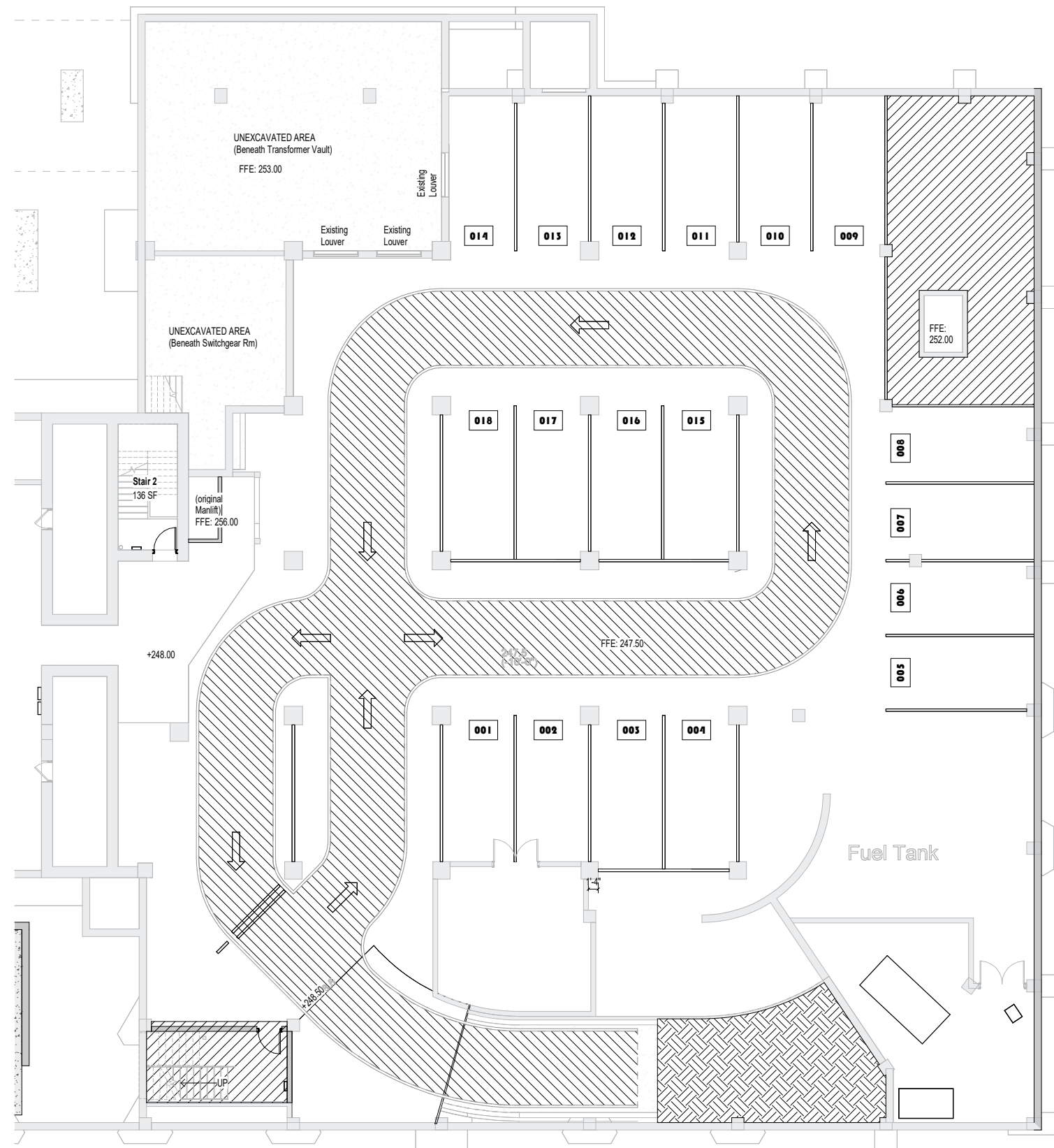


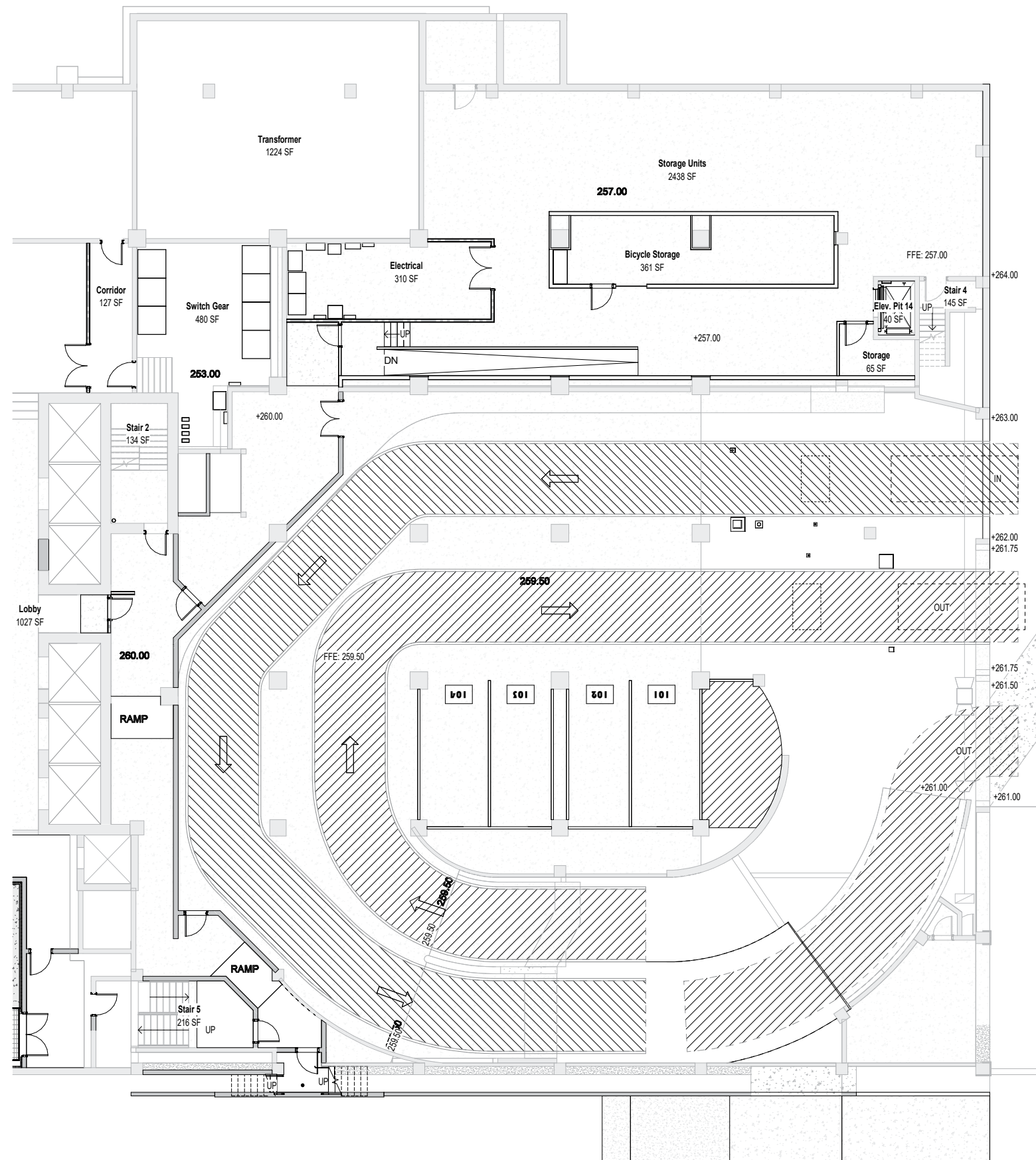
PARKING GARAGE • LEVELS 00-08

## PARKING LEGEND

Garage Level	EV Charging	ADA	Typical Spaces	Total Spaces
Basement			18	18
Level 1			4	4
Level 2		2		2
Level 3			7	7
Level 4		1	19	20
Level 5	4 (+2 future)		93	97
Level 6	4 (+2 future)	1	93	98
Level 7	4 (+2 future)	2	81	87
Level 8	2* (+8 future)	2*	71	73
	14 (+14 future)	8	386	406

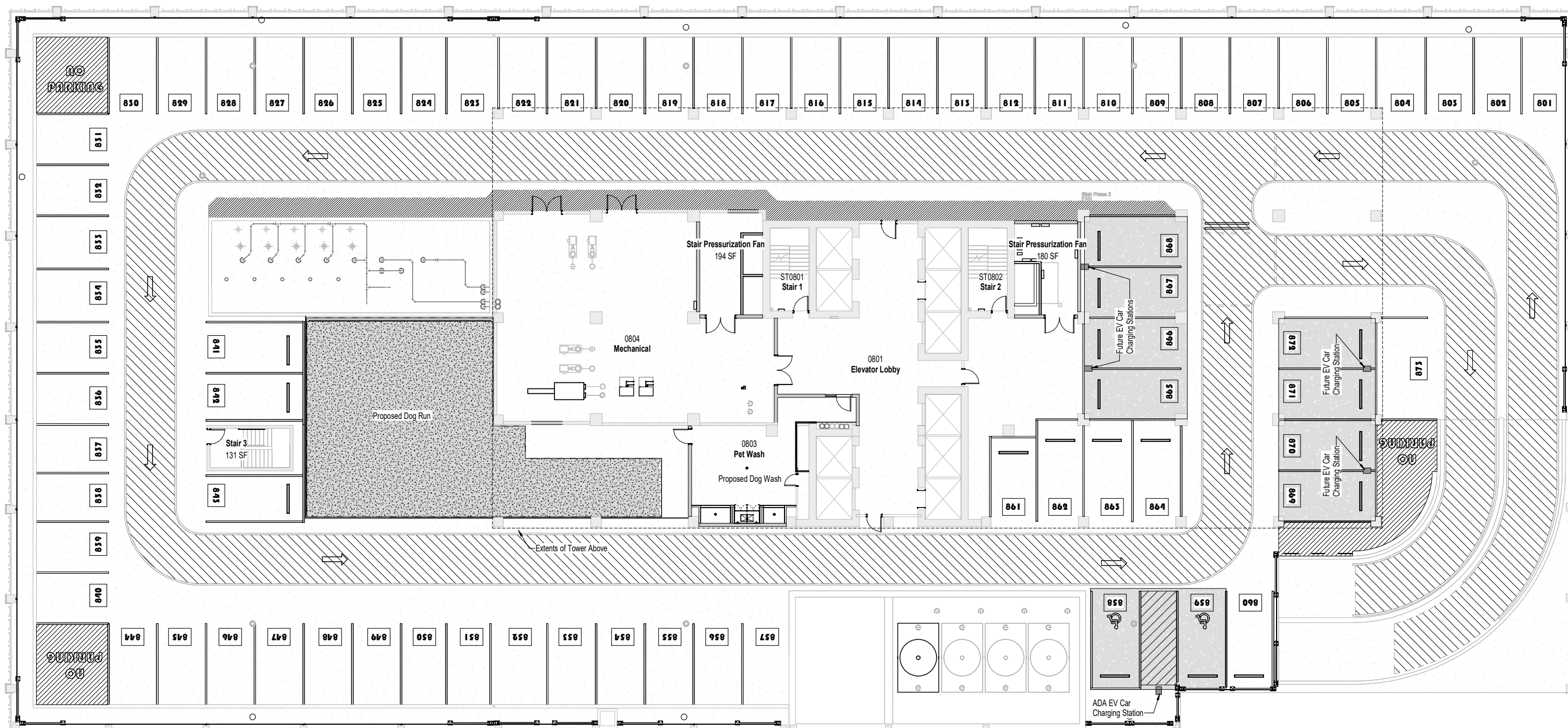
\* (ADA Parking Space with EV Charging Station)





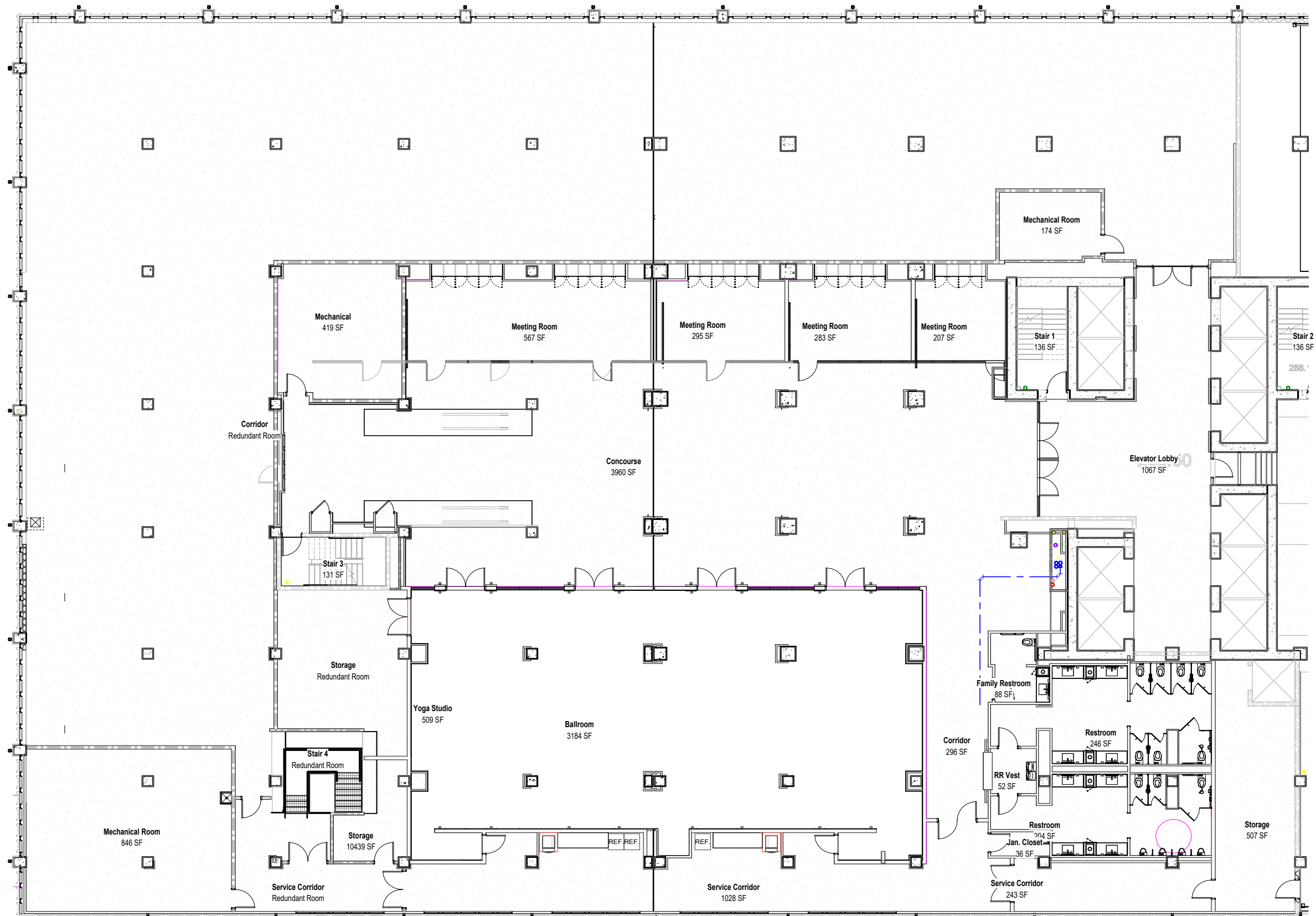












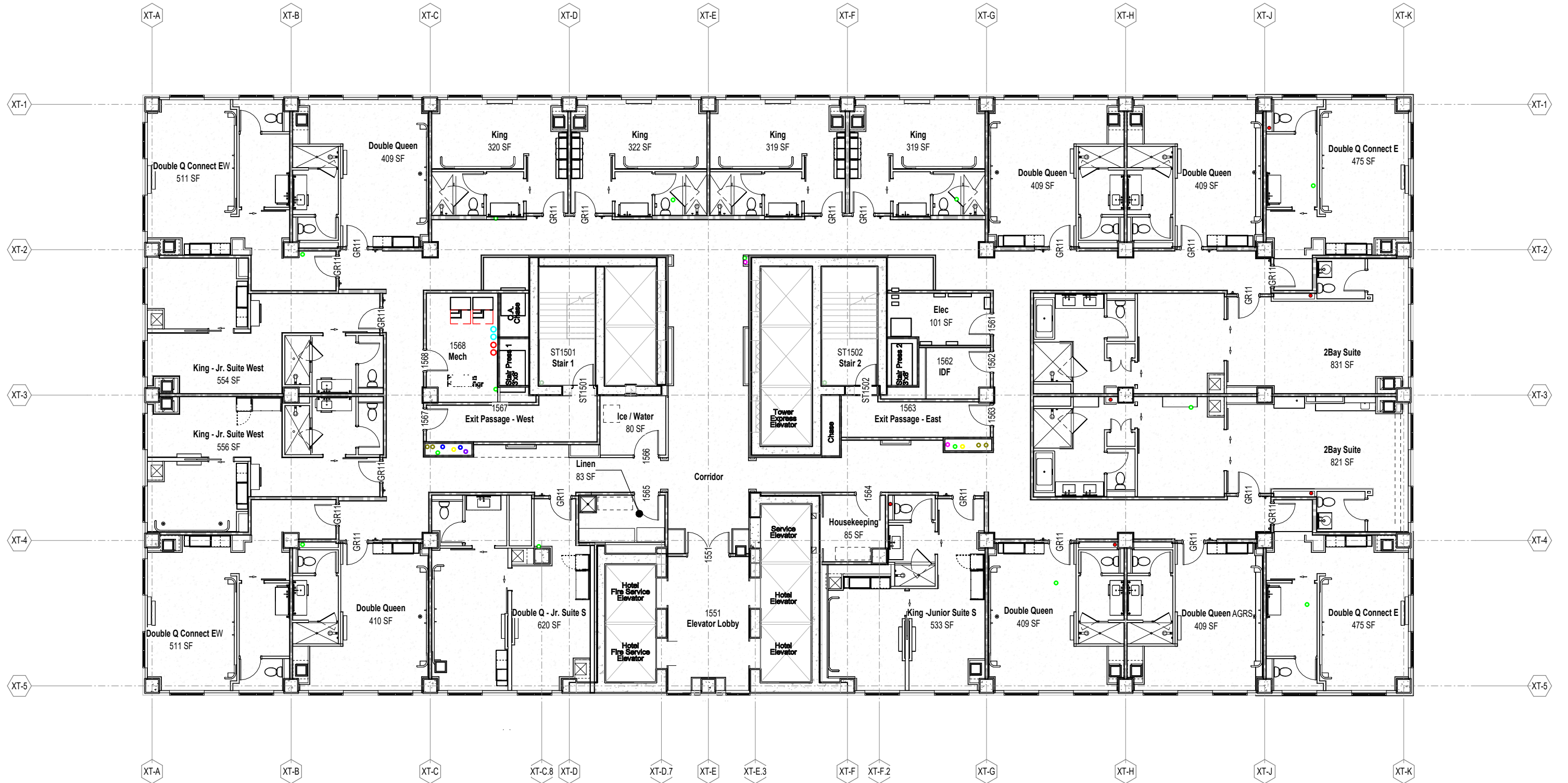


Gross Sq Ft - 15,481

Office Usable Sq Ft - 12,885

Core Sq Ft - 2,455







APARTMENTS • LEVELS 23-36

# 100 North Main - Apartment Matrix

## Room Distribution

Apartment Types	Apartment Floor Levels														Total	Total
	23rd	24th	25th	26th	27th	28th	29th	30th	31st	32nd	33rd	34th	35th	36th		
<b>A</b>																<b>30</b>
A1 - Studio												1	1	1	3	
A2 - Studio	1	1	1	1	1	1	1	1	1	1	1	1	1	1	14	
A3 - Studio			1	1	1	1	1	1	1	1		1	1	1	11	
A4 - Sleeping Alcove	1	1													2	
<b>B</b>																<b>87</b>
B1 - Sleeping Alcove												1	1	1	3	
B2 - Sleeping Alcove			1	1	1	1	1	1	1	1					8	
B3 - Sleeping Alcove			1	1	1	1	1	1	1	1					8	
B4 - Sleeping Alcove												1	1	1	3	
B5 - Sleeping Alcove			1	1	1	1	1	1	1	1					8	
B6 - 1 Bedroom											1				1	
B7 - 1 Bedroom	2	2	2	2	2	2	2	2	2	2	2	2	2	2	28	
B8 - Sleeping Alcove	1	2	2	2	2	2	2	2	2	2	1		2	2	24	
B8 - Tyle A - Sleeping Alcove	1										1				2	
B9 - 1 Bedroom	1	1													2	
															0	
<b>C</b>																<b>79</b>
C1 - 2 Bedroom											1				1	
C2 - 1 Bedroom + Den	2	2	2	2	2	2	2	2	2	2	2		2	2	26	
C3 - 2 Bedroom	2	3	3	3	3	3	3	3	3	3	3		3	3	38	
C3 + Den - 2 Bedroom + Den	1	1	1	1	1	1	1	1	1	1	1		1	1	13	
C3 - Type A - 2 Bedroom	1														1	
<b>D</b>																<b>4</b>
D1 - 3 Bedroom + Den												1			1	
D2 - 3 Bedroom												1			1	
D3 - 3 Bedroom + Den												1			1	
D3- Type A - 3 Bedroom + Den												1			1	
<b>Grand Total</b>	<b>13</b>	<b>13</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>13</b>	<b>11</b>	<b>15</b>	<b>15</b>	<b>200</b>	<b>200</b>



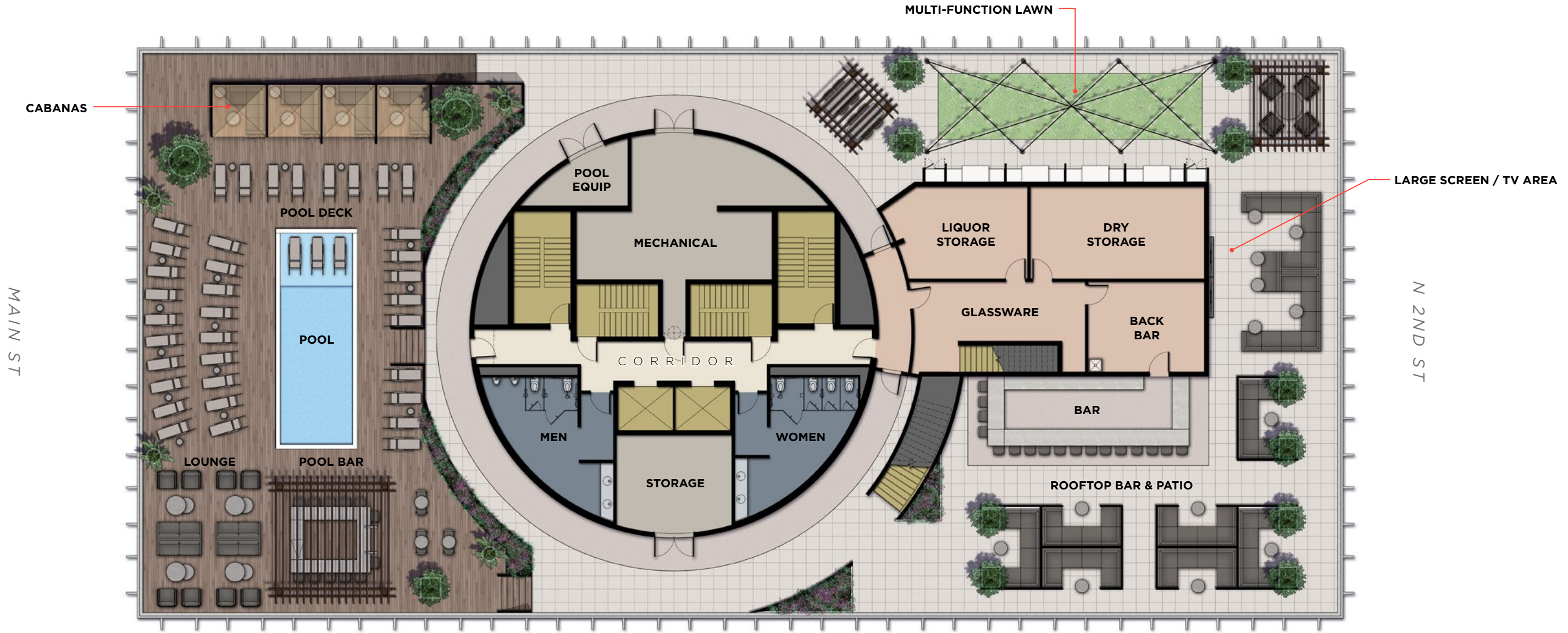








ADAMS AVE





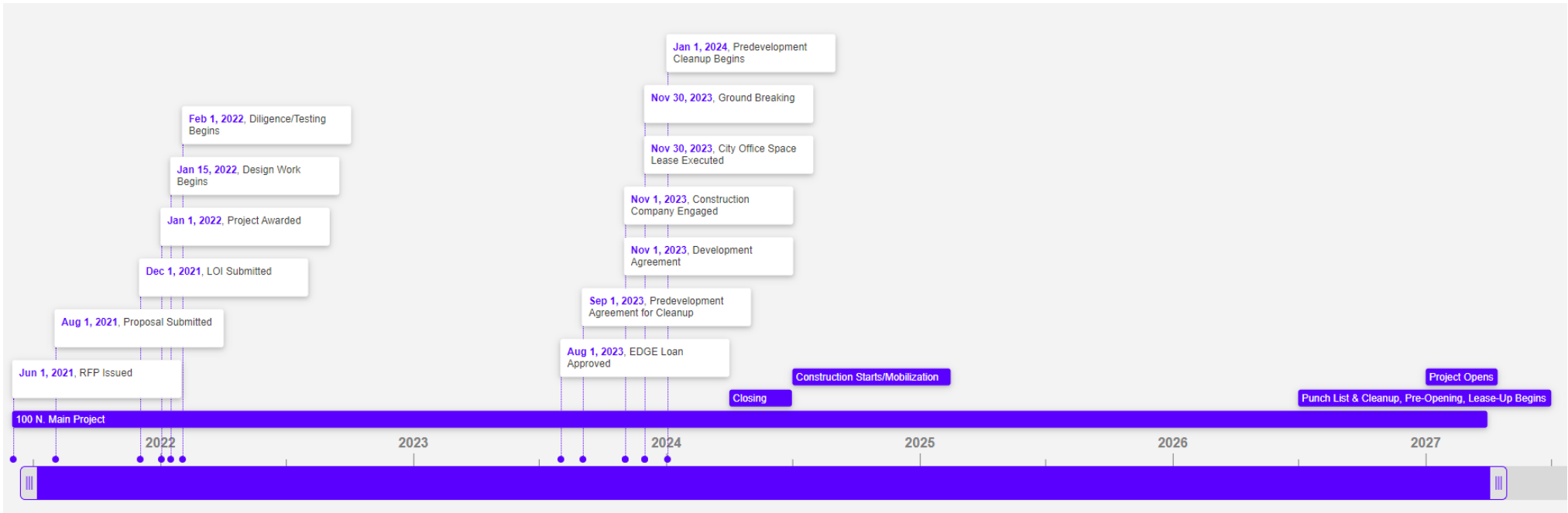








# Schedule 5



Schedule 6

**100 NORTH MAIN, LLC**

**FINANCIAL UPDATE**

**Saturday, January 20, 2024**

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**100 NORTH MAIN SOURCE AND USES**  
**1/20/2024**

<b>SOURCES OF FUNDS</b>	<b>OVERALL</b>	<b>NOTES</b>
Project Debt 100 North Main	145,119,280	Assumes 6.25% Interest, 35 Yr Amortization
Equity	48,000,000	50% Local Investors, 50% Block Real Estate Funds
Historic Tax Credits	43,306,228	NTCIC
TDZ/Surcharge Bonding	21,304,491	Assumes 5.5% Interest, 30 Yr Amortization
Accelerate Memphis	10,000,000	
DMA Purchase Price Credit	3,750,000	Reduction of purchase price for pre- development expenses
HUD 108 Financing	6,000,000	
EDGE Loan	5,000,000	
<b>TOTAL SOURCES OF FUNDS</b>	<u>282,480,000</u>	
<b>USES OF FUNDS</b>		
Land	5,000,000	DMA/City Purchase Offer for Phase I
Construction Costs	217,281,316	\$34.8MM overage from RFP
Project Contingencies	21,185,932	
Soft Costs	21,429,522	Includes A&E, Overhead, Developer Fee, and Construction Management
PILOT Fee	1,000,000	
Financing Fees	15,295,633	Includes Construction Interest (8.5%)
Professional Fees	1,287,596	Taxes, Accounting, Legal, & Marketing
<b>TOTAL USES OF FUNDS</b>	<u>282,480,000</u>	
<b>NET CASH FLOW</b>	<u><u>0</u></u>	

The Financial Forecast is based on certain assumptions and not on performance. \*



**100 NORTH MAIN PRO FORMA P&L  
1/20/2024**

	<u>Annual</u>	<u>Notes</u>
<b>Leasing Revenue</b>		
MultiFamily	\$4,401,148	\$2.25 Sq Ft, Average Unit 815 Sq Ft ADR: \$264, 72% Occupancy City Lease 378 Spaces Hotel Food & Beverage, Multi Family Bulk Cable, Water Reimbursement 6% Residential
Hotel	\$10,682,437	
Commercial	\$4,156,818	
Parking	\$718,976	
Other Revenue	\$5,012,418	
Vacancy Assumptions	(\$264,069)	
<b>Net Revenue</b>	<hr/> \$24,707,728	
<b>Expenses</b>		
Total Payroll	\$419,040	Building Staff Only
General and Admin	\$174,600	
Marketing	\$116,400	
Utilities	\$688,763	Common Areas Non CAM Reimbursable
Insurance	\$252,000	
Management Fee	\$386,294	Multi Family Only, Hotel blended in Hotel Expenses and Commercial is netted with CAM Includes Food and Beverage, Management Fee and Brand Fees
Hotel Expenses	\$7,760,814	
Repair and Maintenance	\$83,808	
Accounting and Overhead	\$191,547	
Parking Expenses	\$69,788	
F&E	\$823,001	
Other Financing	\$253,362	
Common Area	\$361,556	Non CAM expenses
<b>Total Expenses</b>	<hr/> \$11,580,973	
<b>Net Operating Income</b>	<hr/> <hr/> \$13,126,756	
<b>Debt Service</b>		
Principal	\$1,181,551	Year One Principal Year One Interest
Interest	\$9,041,983	
<b>Total Debt Service</b>	<hr/> \$10,223,534	
<b>Property Taxes Without PILOT</b>	\$3,582,064	
<b>NET CASH FLOW WITHOUT PILOT</b>	<hr/> <hr/> (\$678,842)	
<b>PILOT Adjustment</b>	\$2,460,764	
<b>NET CASH FLOW WITH PILOT</b>	<hr/> <hr/> \$1,781,922	

\*Assumes Income and Expenses escalate annually at 1%

**100 NORTH MAIN PROJECTED SUMMARY OF CASH FLOWS**  
**1/20/2024**

<b>Project Cash flow Assumptions</b>	<b>2027</b> <sup>(1)</sup>	<b>2028</b>	<b>2029</b>	<b>2030</b>	<b>2031</b>
Proj Gross Annual Rental Revenues	\$ 18,149,781	\$ 24,562,703	\$ 24,931,144	\$ 25,305,111	\$ 25,684,688
Less Vacancy (assumes 6% apartments)	\$ (192,241)	\$ (258,885)	\$ (261,474)	\$ (264,088)	\$ (266,729)
Less Operating Expenses	\$ (8,685,729)	\$ (11,580,973)	\$ (11,696,782)	\$ (11,813,750)	\$ (11,931,888)
Less Property Taxes	\$ (2,686,548)	\$ (3,582,064)	\$ (3,617,885)	\$ (3,654,063)	\$ (3,690,604)
Estimated NOI W/O PILOT:	\$ 6,585,262	\$ 9,140,782	\$ 9,355,004	\$ 9,573,209	\$ 9,795,467
Estimated NOI W/ PILOT:	\$ 8,793,729	\$ 11,601,546	\$ 11,851,588	\$ 12,105,972	\$ 12,364,771
Less Annual Debt Service	\$ (6,802,466)	\$ (9,069,955)	\$ (9,839,008)	\$ (10,223,534)	\$ (10,223,534)
<b>WITHOUT PILOT</b>					
Cash Available for Distribution	\$ (217,204)	\$ 70,827	\$ (484,004)	\$ (650,325)	\$ (428,067)
DSC Ratio	0.68	0.90	0.93	0.95	0.97
Cash flow Return on Equity	0.30%	0.34%	-0.77%	-1.08%	-0.58%
<b>WITH PILOT</b>					
Cash Available for Distribution	\$ 1,991,262	\$ 2,531,591	\$ 2,012,580	\$ 1,882,438	\$ 2,141,237
DSC Ratio	0.86	1.14	1.17	1.20	1.22
Cash flow Return on Equity	4.15%	5.47%	4.43%	4.20%	4.78%

*(1) Partial Year Beginning April, 2027*

<b>Project Cash flow Assumptions</b>	<b>2032</b>	<b>2033</b>	<b>2034</b>	<b>2035</b>	<b>2036</b>
Proj Gross Annual Rental Revenues	\$ 25,941,535	\$ 26,200,950	\$ 26,462,960	\$ 26,727,589	\$ 26,994,865
Less Vacancy (assumes 6% apartments)	\$ (269,397)	\$ (272,091)	\$ (274,811)	\$ (277,560)	\$ (280,335)
Less Operating Expenses	\$ (12,051,207)	\$ (12,171,719)	\$ (12,293,436)	\$ (12,416,370)	\$ (12,540,534)
Less Property Taxes	\$ (3,727,510)	\$ (3,764,785)	\$ (3,802,433)	\$ (3,840,457)	\$ (3,878,862)
Estimated NOI W/O PILOT:	\$ 9,893,422	\$ 9,992,356	\$ 10,092,279	\$ 10,193,202	\$ 10,295,134
Estimated NOI W/ PILOT:	\$ 12,499,631	\$ 12,635,841	\$ 12,773,412	\$ 12,912,359	\$ 13,052,696
Less Annual Debt Service	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)
<b>WITHOUT PILOT</b>					
Cash Available for Distribution	\$ (330,112)	\$ (231,178)	\$ (131,255)	\$ (30,332)	\$ 71,600
DSC Ratio	0.98	1.00	1.01	1.02	1.03
Cash flow Return on Equity	-21.00%	-0.08%	0.17%	0.42%	0.68%
<b>WITH PILOT</b>					
Cash Available for Distribution	\$ 2,276,097	\$ 2,412,307	\$ 2,549,878	\$ 2,688,825	\$ 2,829,162
DSC Ratio	1.24	1.25	1.27	1.29	1.30
Cash flow Return on Equity	-15.57%	5.42%	5.75%	6.09%	6.42%

<b>Project Cash flow Assumptions</b>	<b>2037</b>	<b>2038</b>	<b>2039</b>	<b>2040</b>	<b>2041</b>
Proj Gross Annual Rental Revenues	\$ 27,264,814	\$ 27,537,462	\$ 27,812,837	\$ 28,090,965	\$ 28,371,875
Less Vacancy (assumes 6% apartments)	\$ (283,138)	\$ (285,970)	\$ (288,830)	\$ (291,718)	\$ (294,635)
Less Operating Expenses	\$ (12,665,939)	\$ (12,792,599)	\$ (12,920,525)	\$ (13,049,730)	\$ (13,180,227)
Less Property Taxes	\$ (3,917,650)	\$ (3,956,827)	\$ (3,996,395)	\$ (4,036,359)	\$ (4,076,723)
Estimated NOI W/O PILOT:	\$ 10,398,086	\$ 10,502,066	\$ 10,607,087	\$ 10,713,158	\$ 10,820,290
Estimated NOI W/ PILOT:	\$ 13,194,436	\$ 13,337,593	\$ 13,482,182	\$ 13,628,217	\$ 13,775,712
Less Annual Debt Service	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)
<b>WITHOUT PILOT</b>					
Cash Available for Distribution	\$ 174,552	\$ 278,533	\$ 383,553	\$ 489,624	\$ 596,756
DSC Ratio	1.04	1.09	1.11	1.12	1.13
Cash flow Return on Equity	0.93%	2.01%	2.27%	2.54%	2.81%
<b>WITH PILOT</b>					
Cash Available for Distribution	\$ 2,970,902	\$ 3,114,059	\$ 3,258,648	\$ 3,404,683	\$ 3,552,178
DSC Ratio	1.32	1.37	1.39	1.40	1.42
Cash flow Return on Equity	6.76%	7.92%	8.26%	8.61%	8.97%

**100 NORTH MAIN PROJECTED SUMMARY OF CASH FLOWS**  
**1/20/2024**

<b>Project Cash flow Assumptions</b>	<b>2042</b>	<b>2043</b>	<b>2044</b>	<b>2045</b>	<b>2046</b>
Proj Gross Annual Rental Revenues	\$ 28,655,593	\$ 28,942,149	\$ 29,231,571	\$ 29,523,886	\$ 29,819,125
Less Vacancy <i>(assumes 6% apartments)</i>	\$ (297,581)	\$ (300,557)	\$ (303,563)	\$ (306,598)	\$ (309,664)
Less Operating Expenses	\$ (13,312,029)	\$ (13,445,150)	\$ (13,579,601)	\$ (13,715,397)	\$ (13,852,551)
Less Property Taxes	\$ (4,117,490)	\$ (4,158,665)	\$ (4,200,252)	\$ (4,242,254)	\$ (4,284,677)
Estimated NOI W/O PILOT:	\$ 10,928,492	\$ 11,037,777	\$ 11,148,155	\$ 11,259,637	\$ 11,372,233
Estimated NOI W/ PILOT:	\$ 13,924,682	\$ 14,075,142	\$ 14,227,106	\$ 14,380,591	\$ 14,535,609
Less Annual Debt Service	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)
<b>WITHOUT PILOT</b>					
Cash Available for Distribution	\$ 704,959	\$ 814,243	\$ 924,621	\$ 1,036,103	\$ 1,148,699
DSC Ratio	1.14	1.16	1.17	1.18	1.20
Cash flow Return on Equity	3.08%	3.35%	3.63%	3.91%	4.19%
<b>WITH PILOT</b>					
Cash Available for Distribution	\$ 3,701,148	\$ 3,851,608	\$ 4,003,573	\$ 4,157,057	\$ 4,312,075
DSC Ratio	1.44	1.45	1.47	1.49	1.51
Cash flow Return on Equity	9.32%	9.68%	10.04%	10.41%	10.78%

<b>Project Cash flow Assumptions</b>	<b>2047</b>	<b>2048</b>	<b>2049</b>	<b>2050</b>	<b>2051</b>
Proj Gross Annual Rental Revenues	\$ 30,117,317	\$ 30,719,663	\$ 31,334,056	\$ 31,960,737	\$ 32,599,952
Less Vacancy <i>(assumes 6% apartments)</i>	\$ (312,761)	\$ (315,889)	\$ (319,048)	\$ (322,238)	\$ (325,460)
Less Operating Expenses	\$ (13,991,077)	\$ (14,130,987)	\$ (14,272,297)	\$ (14,415,020)	\$ (14,559,170)
Less Property Taxes	\$ (4,327,523)	\$ (4,370,799)	\$ (4,414,507)	\$ (4,458,652)	\$ (4,503,238)
Estimated NOI W/O PILOT:	\$ 11,485,955	\$ 11,901,988	\$ 12,328,205	\$ 12,764,827	\$ 13,212,083
Estimated NOI W/ PILOT:	\$ 14,692,179	\$ 15,151,486	\$ 15,621,411	\$ 16,102,179	\$ 16,594,021
Less Annual Debt Service	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)
<b>WITHOUT PILOT</b>					
Cash Available for Distribution	\$ 1,262,421	\$ 1,678,454	\$ 2,104,671	\$ 2,541,293	\$ 2,988,549
DSC Ratio	1.12	1.16	1.21	1.25	1.29
Cash flow Return on Equity	4.48%	5.39%	6.33%	7.29%	8.27%
<b>WITH PILOT</b>					
Cash Available for Distribution	\$ 4,468,645	\$ 4,927,953	\$ 5,397,877	\$ 5,878,645	\$ 6,370,487
DSC Ratio	1.52	1.57	1.62	1.67	1.72
Cash flow Return on Equity	11.16%	12.16%	13.19%	14.24%	15.32%

<b>Project Cash flow Assumptions</b>	<b>2052</b>	<b>2053</b>	<b>2054</b>
Proj Gross Annual Rental Revenues	\$ 33,251,951	\$ 33,916,990	\$ 34,595,330
Less Vacancy <i>(assumes 6% apartments)</i>	\$ (328,715)	\$ (332,002)	\$ (335,322)
Less Operating Expenses	\$ (14,704,762)	\$ (14,851,810)	\$ (15,000,328)
Less Property Taxes	\$ (4,548,271)	\$ (4,593,753)	\$ (4,639,691)
Estimated NOI W/O PILOT:	\$ 13,670,203	\$ 14,139,425	\$ 14,619,989
Estimated NOI W/ PILOT:	\$ 17,097,174	\$ 17,611,878	\$ 18,138,379
Less Annual Debt Service	\$ (10,223,534)	\$ (10,223,534)	\$ (10,223,534)
<b>WITHOUT PILOT</b>			
Cash Available for Distribution	\$ 3,446,669	\$ 3,915,891	\$ 4,396,455
DSC Ratio	1.34	1.38	1.43
Cash flow Return on Equity	9.28%	10.30%	11.36%
<b>WITH PILOT</b>			
Cash Available for Distribution	\$ 6,873,640	\$ 7,388,344	\$ 7,914,846
DSC Ratio	0.00	0.00	0.00
Cash flow Return on Equity	16.42%	17.54%	18.69%

\*30 Year PILOT Ends in 2054

<b>PILOT Request</b>	
Requested PILOT Term (years)	30.0
Project Type	Rehabilitation
Located in the CBID?	Yes
<b>Current Amounts</b>	
Base Appraisal	\$0
Base Assessment	\$0
Annual City Tax on Base Assessment	\$0
Annual County Tax on Base Assessment	\$0
<b>Annual RE Taxes on Base Assessment</b>	<b>\$0</b>
<b>Project Costs</b>	
Acquisition Cost	\$1,250,000
Hard Costs	\$233,315,000
Soft Costs	\$43,200,000
<b>Total Project Costs w/o PILOT fee</b>	<b>\$277,765,000</b>
<b>Hard Costs Investment Check - 84.0%</b>	<b>YES</b>
Public grants eligible for PILOT fee basis reduction	\$0
PILOT fee basis	\$277,765,000
<b>PILOT fee</b>	<b>\$1,000,000</b>
<b>Total Project Costs w/ PILOT fee</b>	<b>\$278,765,000</b>
<b>Valuation &amp; CBID Assessment</b>	
Base Appraisal	\$0
Percentage of Hard Costs	\$139,989,000
Estimated Appraisal after Improvements	\$139,989,000
<b>Estimated Assessment after Improvements</b>	<b>\$55,995,600</b>
<b>Estimated Annual CBID Assessment after Improvements</b>	<b>\$363,906</b>
<b>Annual RE Taxes</b>	
<i>Hypothetical annual taxes without PILOT*</i>	
Estimated Hypothetical Annual City Tax without PILOT*	\$1,512,800
Estimated Hypothetical Annual County Tax without PILOT*	\$1,898,251
<b>Estimated Hypothetical Total Annual Taxes without PILOT*</b>	<b>\$3,411,050</b>
<i>Estimated annual taxes with PILOT</i>	
Estimated Annual City Tax with PILOT	\$378,200
Estimated Annual County Tax with PILOT	\$474,563
<b>Estimated Total Annual Taxes with PILOT</b>	<b>\$852,763</b>
<b>Estimated Annual Benefit</b>	<b>\$2,558,288</b>
<b>Cumulative RE Taxes</b>	
<i>Hypothetical cumulative taxes without PILOT*</i>	
Estimated Hypothetical Cumulative City Tax without PILOT*	\$45,383,986
Estimated Hypothetical Cumulative County Tax without PILOT*	\$56,947,525
<b>Estimated Hypothetical Total Cumulative Taxes without PILOT*</b>	<b>\$102,331,511</b>
<i>Estimated cumulative taxes with PILOT</i>	
Estimated Cumulative City Tax with PILOT	\$11,345,996
Estimated Cumulative County Tax with PILOT	\$14,236,881
<b>Estimated Total Cumulative Taxes with PILOT</b>	<b>\$25,582,878</b>
<b>Estimated Cumulative Benefit over 30-Year PILOT</b>	<b>\$76,748,633</b>
<b>Estimated Cumulative Increase in Taxes due to PILOT</b>	<b>\$25,582,878</b>

This is net after \$3.75MM credit for predevelopment work

If you add the \$3.7MM to this plus the PILOT fee that equals our current projected total

Changed Formula Due to Cap per Dev Agreement

*\*Staff has concluded that this project would not go forward without a PILOT. Hence, the "Estimated Hypothetical" amounts are fictional/moot numbers used to calculate the benefit of the PILOT to the project. The benefit figure does not represent lost tax revenue to the City or County. Without the PILOT, the property would remain unimproved and the tax assessment would continue to be based upon the unimproved value. With the PILOT, the amount listed above as "Estimated Cumulative Increase in Taxes due to PILOT" would be the approximate benefit over the PILOT term to the City and County from newly generated property tax revenue. That amount does not include any new sales taxes that will be generated by the construction and operation of the project. Furthermore, after the PILOT term has finished, it is expected that the annual taxes will be approximate to the amount listed as "Estimated Hypothetical Total Annual Taxes without PILOT".*