



**PILOT Application for Extension:**



**122 S. Main, Memphis TN 38103**

Administered by:  
Center City Revenue Finance Corporation

Dear Members of the Board,

We are pleased to present the enclosed updated application to the Downtown Memphis Commission (DMC) for an extension to the PILOT approved on November 12<sup>th</sup>, 2019, to enable the revitalization and reimagining of 122 S Main (aka. Royal Furniture) into the future home of the Dream Memphis hotel. S MAIN 122, LLC, led by 18 Main LLC, has formed an agreement with Dream Hotel Group to develop and operate an approximately 181-key hotel, two floors of residential, and multiple dining concepts that will re- invigorate the corner of Main Street & Gayoso.

We are requesting an extension of the 20-year PILOT previously approved in 2019 due to COVID delaying plans to build Dream Hotel. We have added the surcharge tax incentive because it is a requirement for this project to be financially feasible due to the drastic cost increases and addition of residential component.

Through a partnership with the DMC, the Dream Memphis hotel will generate daytime & evening activation, provide authentic Memphis experiences, and raise the bar for southern urban hospitality. Dream Hotel Group has been selected based on their commitment to historic & local context, their emphasis on food & beverage, and their unique ability to craft experiences to be enjoyed by Memphis locals and visitors alike.

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Request to the Board:

- 1) Extension of the 20-year PILOT program approved on November 12<sup>th</sup>, 2019.
- 2) Approval to add a 5.0% surcharge tax on Dream hotel and restaurant revenue as part of a Tourism Development Zone eligible project having a mixed-use component including 2 floors of residential.

We appreciate your consideration and look forward to partnering with the DMC to bring this exciting project to Memphis.

Sincerely,

18 Main, LLC Team

**1. Applicant Background**

Applicant:



S MAIN 122, LLC.

Address:

390 S. Main St.  
Memphis, TN 38103

Representative:

Will Garavelli  
18 Main | VP of Development  
390 S. Main St.  
Memphis, TN 38103

**S MAIN 122, LLC (controlled by 18 Main, LLC):**

*Development and related experience:*

*18 Main is rooted in long-term, multi-strategy real estate investment, coupled with investment in operating businesses centered around lifestyle brands, creative office and experiential retail including hospitality and food & beverage.*

*18 Main Founder and Managing Principal Tom Intrator carries deep industry knowledge spanning the syndication, ownership, rehabilitation, financing, and management of commercial real estate. Tom has served as a founding partner of New-York based Hyde Capital, LLC since 2010. Hyde Capital and its subsidiary, The Lennox Companies, have acquired and managed a real estate portfolio in excess of \$300 million across multifamily, retail, and office assets. The group has been active in Memphis since 2013, owning and managing over 1,500 multifamily units in the area, to date. Prior to forming Hyde, Tom worked with Silverback Capital, a real estate investment and development firm in New York City.*

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*Current and past 18 Main projects in Downtown Memphis include:*

- 18 S Main
- 107 S Main
- 122 S Main
- 311 S Main
- 372 S Main
- 386 S Main
- 390 S Main
- 324 S Front
- Pinch District Development

**2. Proposed Project description**

a) *Location:*

*Project Address: 122 South Main Street, Memphis Tennessee 38103  
Parcel ID: 002049 00001*



The Dream Memphis Hotel will transform a circa late 1950's Art Deco style building (aka. Royal Furniture) into a vital community asset and catalyst for Memphis hospitality. Dream Memphis will take its place at the center of the Main Street Mall at the corner of Main Street & Gayoso Ave. The proposed project is located within a short walking distance from many of Memphis's most iconic destinations including Beale Street, The Orpheum Theatre, the South Main Historic District, AutoZone Park, and the FedEx Forum. Designed as an asset to the business and local communities, Dream Memphis will offer new and inspired restaurant concepts that activate the Main Street Mall both in the evenings and during regular business hours. The project is strategically & centrally located near both new & established downtown businesses such as the recently completed Service Master Headquarters, AutoZone Headquarters, Bass Berry & Sims, First Horizon, Indigo Ag, and the FedEx Logistics Headquarters. In addition to the destinations mentioned above, Dream Memphis will grant visitors access to new and upcoming developments such as the envisioned Memphis riverfront, the upcoming Brooks Museum of Art, the Union Row development, One Beale and much more. At the corner of Main Street and Gayoso, Dream Memphis will be able to take advantage of multiple modes of transportation such as trolley access, walking, personal transportation (bike share, electric scooters, etc.), vehicular access, and valet.

b) *Intended Use:*

S MAIN 122, LLC intends to design, develop, construct and furnish a DREAM® branded hotel located at 122 S Main. The project is planned to include an approximately 181-key hotel, mixed-use with residential units, multiple dining and nightlife venues including a restaurant, lobby lounge, coffee shop, and terrace bar. The building's original footprint will remain, the façade will be restored & updated, the lobby will be transformed into a double height space, and several new floors will be added above to support amenity spaces and hotel rooms.

Dream Hotels are known for their forward-thinking spaces, modern amenities, and an intuitive level of guest service. Dream Memphis will represent a bold "next step" in southern hospitality through the transformation of the Art Deco style building (aka. Royal Furniture) into a thriving experience to be enjoyed by guests and locals alike.

Dream Memphis will be a finely crafted and well-executed experience at the intersection of past & present. Historic features of the existing building will be documented and preserved by the project team and will act as inspiration throughout the design process. The exterior glazed brick facades will be restored and reimagined to better address the public corridors of Main Street & Gayoso.

The design of Dream Memphis will both engage and reflect its context in the Memphis community. The City of Memphis, similar to the soul music, jazz, and rock & roll for which it is known, is not a "one note" city. As such, the design and operation of Dream Memphis will seek to reflect Memphis's rich history while exploring its complex and evolving culture in order to provide authentic and forward-thinking experiences to tourists and locals alike.

c) *The square footage of the building/ land area to be renovated:*



**Dream Memphis will include:**

**Hotel Program (see attached Exhibit B):**

1. Approximately 181 hotel rooms anticipated; to be designed consistently with the Dream Hotels Quality Standards.
2. Multiple Food & Beverage Facilities, including:
  - a) One three-meal restaurant / coffee shop
  - b) One signature restaurant
  - c) Lobby bar
  - d) Large Pool Deck with Terrace bar / lounge
3. Multiple meeting and banquet spaces
4. Fitness / Wellness center
5. Parking spaces dedicated to hotel use in offsite lots, likely to be provided in proximate public lots.

**Residential Program:**

1. 10 apartment units on the top two floors of the newly constructed tower. See Attached Exhibit B(Apartment Floor)

Total Building SF: 174,195 SF

Site Acreage: 0.415 acres

*note: all measurements are purely conceptual and subject to change as the plans and specifications for the hotel are developed.*

- d) Attached are the architectural plans. **See Exhibit B.**
- e) *A Letter from certified engineer, licensed in the State of Tennessee, as to the structural*  
**The new building is being designed by Tennessee licensed architects and engineers and will meet all applicable building code requirements.**
- f) *State the Marketing plans for the project identifying the intended market. What types of lessees are anticipated?* **S MAIN 122, LLC has partnered with Dream Hotel Group, based in New York to develop and operate the Dream Memphis Hotel.**
- g) *If the project is speculative, how long is full occupancy expected to take and who will manage the project?* **Dream Hotel Group will occupy and operate the space upon attainment of a Certificate of Occupancy and will be responsible for consultation, review of construction documents and specifications during the design and construction phases.**
- h) *Are changes needed to the public space around the project (for example; sidewalks, lighting and planting)?* **Updates, new paving, and sidewalk repairs will be required to public spaces around the project. New architectural lighting and landscaping will be proposed during the project design phase.**
- i) *Other information fully explaining the project and its history.*



**Building Design & History:** 122 S Main, originally known as the “Black and White Building”, was designed by the architectural firm Hanker and Heyer, a prominent firm in Memphis during the early 1950’s. This Art Deco building is named for its bichromatic façade of black and white glazed brick, and the fact that it housed a branch of the Black & White Departments Stores. The metal framed windows are treated as a horizontal linear element. The four, evenly spaced horizontal black brick strips that frame each window and connect the two windows nearest the rounded corner force the eye to move along lines of continuous direction with considerable speed. These decorative strips also give the building a more contained volumetric surface. The horizontal movement of the Main Street façade is counterbalanced by two units of three vertical bands of glass brick, separated by brick piers, that extend above the roofline. Between the piers, beginning at the top of the third floor windows and also extending above the roof line, is a black marble-like facing. The same material is used as molding to terminate the upper façade of this two-story structure. A black metal canopy projects from the building above the storefront along the entire Main Street façade and a portion of Gayoso Street. The vertical unit of glass brick bands between brick piers appears once on the Gayoso Street wall.

### **3. Site Control**

- a) *Name the property owner at the time of application: S MAIN 122, LLC (owned by 18 Main, LLC) currently owns the site.*
- b) *Describe any and all existing financing, options, and liens on the property. Closing of the Loan will be upon construction commencement.*

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### **4. Financial items:**

**See attached Exhibit C for Capital Stack/S&U’s.**

**The applicant is requesting a 20-year PILOT extension and approval of the 5.0% surcharge tax incentives from the CCRFC. Without a PILOT and surcharge tax incentives, the currently planned designs of the project would not be feasible to build. There are significant costs for retaining the historic exterior facade, enveloping the main floor around a courtyard, and building a pool deck on top of the podium. The only way to execute this project, with a high standard of design, is with the benefit of a PILOT and surcharge tax incentives.**



5. **Project Timeline:**

**Closing of the Loan will be upon Construction commencement. Construction commencement will be in the 3Q of 2023. See attached Exhibit E for project scheduling. Soft cost expenditures have begun as well as Acquisition funds. Anticipated completion date is Q3 2025.**

6. **Project Team:**

a) *Architects and Engineers:*

1. Architect; **LRK – Tony Pelicciotti (PIC), Jonathan Smith (PM)**
2. Structural Engineer; **Chad Stewart & Associates**
3. Civil Engineer; **Kimley-Horn**
  - a) **Jennifer Peregoy**
4. M, P, & FP Engineer; **I.C. Thomasson Associates**
  - a) **Paul Fletcher (Plumbing)**
  - b) **Andrew Kesterman (Fire Protection)**
5. Electrical Engineer; **I.C. Thomasson Associates**
  - a) **Patrick Sweeney (Electrical)**

b) *Contractor for Project:* **TBD**

c) *Other Professionals:*

1. Pre-Construction Services; **Turner Construction Company**

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7. **References:**

- a) Blake Pera, CCIM  
Vice Chairman  
ARA Newmark  
555 Perkins Extended, Ste 300  
Memphis, TN 38117  
(901) 260-115



- b) Jonathan Zilber  
Senior Vice President  
Meridian Capital Group – Cleveland Office  
2000 Auburn Drive, Ste. 200  
Beachwood, OH 44122  
(216)413-4201
  
- c) Josh Grunzweig  
JG Funding Corp.  
531 Wild Avenue – 2<sup>nd</sup> Floor  
Staten Island, NY 10314  
Tel: (718) 502-6012  
Josh@jgfunding.com

**8. Items for Lease Preparation:**

- a) **S MAIN 122, LLC**
  - 1. State the tax parcel number for all Property involved with the project and the current assessed value of the Property.
    - a. **002049 00001 Assessed Value: \$945,720**
  - 2. Are there any assessments presently under appeal? **No**
  - 3. Will the Project result in the subdivision of any present tax parcel? **No**

**9. Disclosures:**

- a) Please disclose whether applicant, guarantor or any other person involved with the project is currently engaged in any civil or criminal proceeding. **No.**
- b) Also, disclose whether any individual involved with the project has ever been charged or convicted of any felony or currently is under indictment. **No.**
- c) Please supply detailed information. **N/A**

**10. 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 statement contained herein are true and correct. All information material significant to the CCRFC in its consideration to the application is included. The applicant expressly consents to 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 M/WBE 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.

Agreed and Affirmed: by Will Garavelli  
Its Representative,  
On behalf of 122 S Main, LLC



Proposed Rendering of Dream Hotel shown is not meant to be an exact rendition.  
Some items may not be standard and/or represent the exact final design.



Pedestrian View from Main Street looking East.



<b>PILOT Request</b>	
Requested PILOT Term (years)	20.0
Project Type	New & Rehab
Located in the CBID?	Yes
<b>Current Amounts</b>	
Base Appraisal	\$2,364,300
Base Assessment	\$945,720
Annual City Tax on Base Assessment	\$25,550
Annual County Tax on Base Assessment	\$32,060
<b>Annual RE Taxes on Base Assessment</b>	<b>\$57,610</b>
<b>Project Costs</b>	
Acquisition Cost	\$3,500,000
Hard Costs	\$76,493,885
Soft Costs	\$18,378,699
<b>Total Project Costs w/o PILOT fee</b>	<b>\$98,372,584</b>
<b>Hard Costs Investment Check - 77.8%</b>	<b>YES</b>
Public grants eligible for PILOT fee basis reduction	\$0
PILOT fee basis	\$98,372,584
<b>PILOT fee</b>	<b>\$1,475,589</b>
<b>Total Project Costs w/ PILOT fee</b>	<b>\$99,848,173</b>
<b>Valuation &amp; CBID Assessment</b>	
Base Appraisal	\$2,364,300
Percentage of Hard Costs	\$53,545,720
Estimated Appraisal after Improvements	\$55,910,020
<b>Estimated Assessment after Improvements</b>	<b>\$22,364,008</b>
<b>Estimated Annual CBID Assessment after Improvements</b>	<b>\$145,301</b>
<b>Annual RE Taxes</b>	
<i>Hypothetical annual taxes without PILOT*</i>	
Estimated Hypothetical Annual City Tax without PILOT*	\$604,195
Estimated Hypothetical Annual County Tax without PILOT*	\$758,140
<b>Estimated Hypothetical Total Annual Taxes without PILOT*</b>	<b>\$1,362,335</b>
<i>Estimated annual taxes with PILOT</i>	
Estimated Annual City Tax with PILOT	\$170,211
Estimated Annual County Tax with PILOT	\$213,580
<b>Estimated Total Annual Taxes with PILOT</b>	<b>\$383,791</b>
<b>Estimated Annual Benefit</b>	<b>\$978,544</b>
<b>Cumulative RE Taxes</b>	
<i>Hypothetical cumulative taxes without PILOT*</i>	
Estimated Hypothetical Cumulative City Tax without PILOT*	\$12,083,900
Estimated Hypothetical Cumulative County Tax without PILOT*	\$15,162,797
<b>Estimated Hypothetical Total Cumulative Taxes without PILOT*</b>	<b>\$27,246,697</b>
<i>Estimated cumulative taxes with PILOT</i>	
Estimated Cumulative City Tax with PILOT	\$3,404,224
Estimated Cumulative County Tax with PILOT	\$4,271,598
<b>Estimated Total Cumulative Taxes with PILOT</b>	<b>\$7,675,822</b>
<b>Estimated Cumulative Benefit over 20-Year PILOT</b>	<b>\$19,570,875</b>
<b>Estimated Cumulative Increase in Taxes due to PILOT</b>	<b>\$6,523,625</b>

\*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".

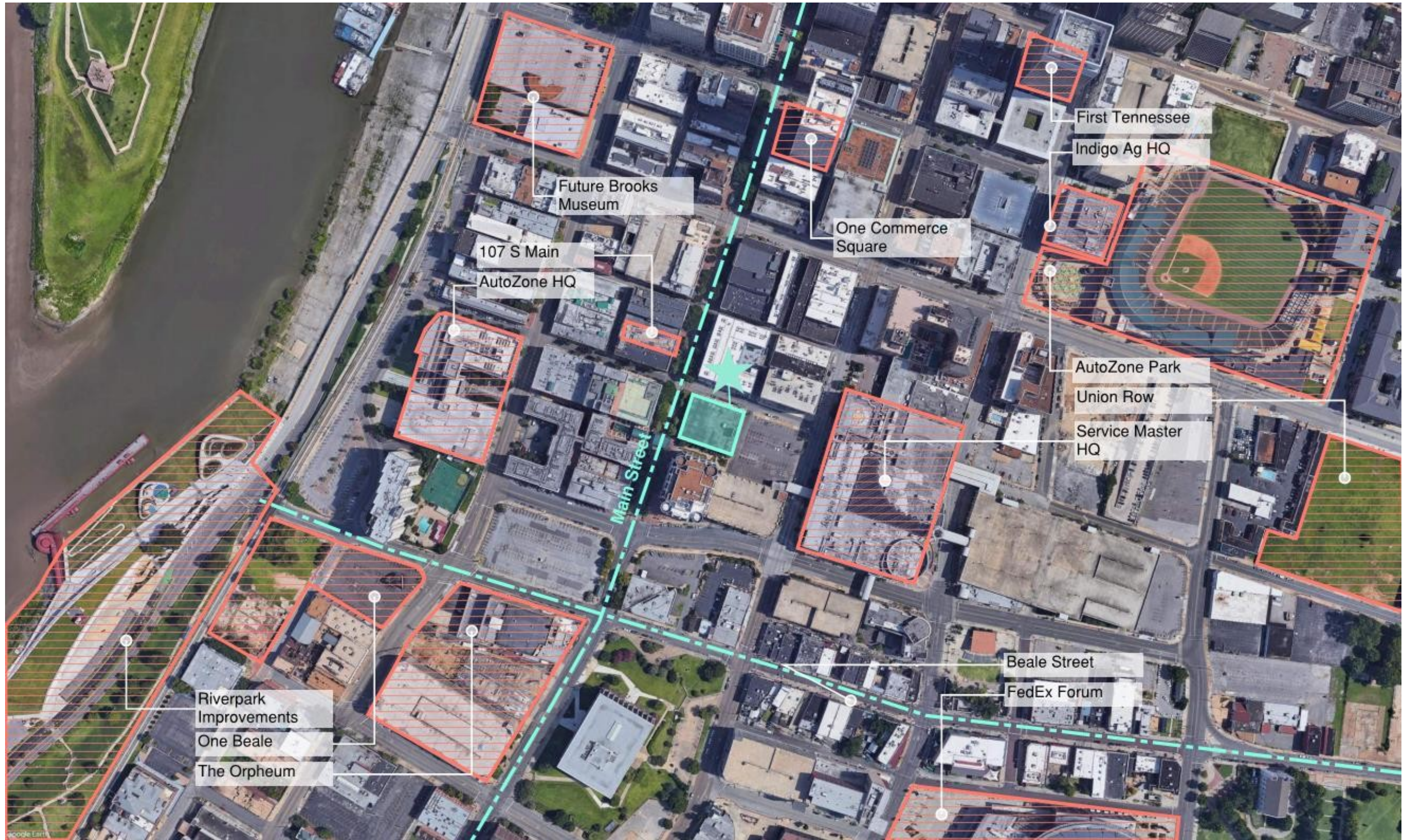


INDEX OF EXHIBITS:

- A) Proposed Project Site Plan
- B) Architectural Plans
- C) Sources and Uses
- D) Projected Financials
- E) Project Schedule

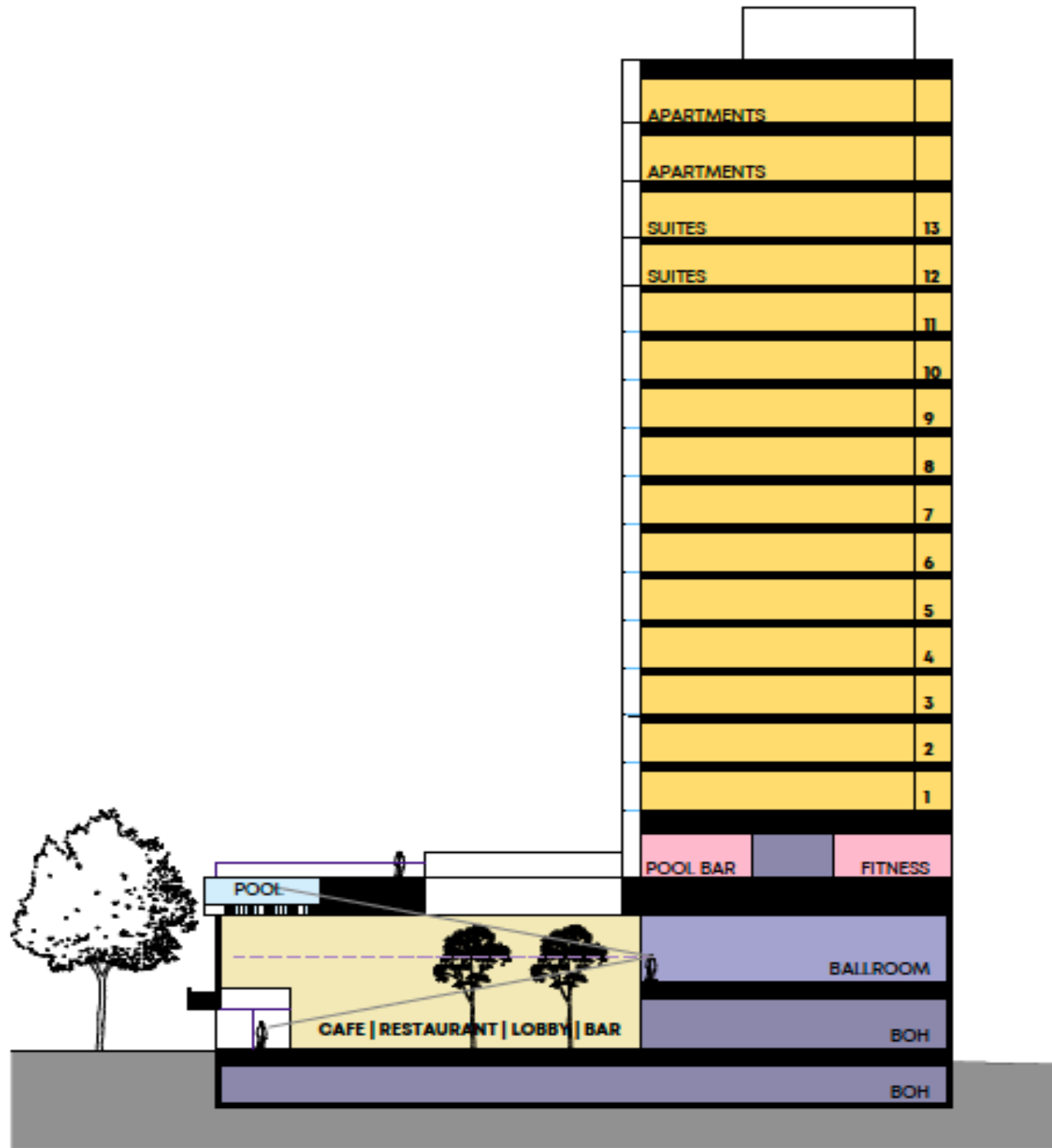


**EXHIBIT A**  
**PROPOSED PROJECT SITE PLAN**





**Exhibit B**  
**Architectural Plans**



**BUILDING SECTION**

SCALE: 1" = 20'-0"

**Area Scheme \_Gross Floor Areas**

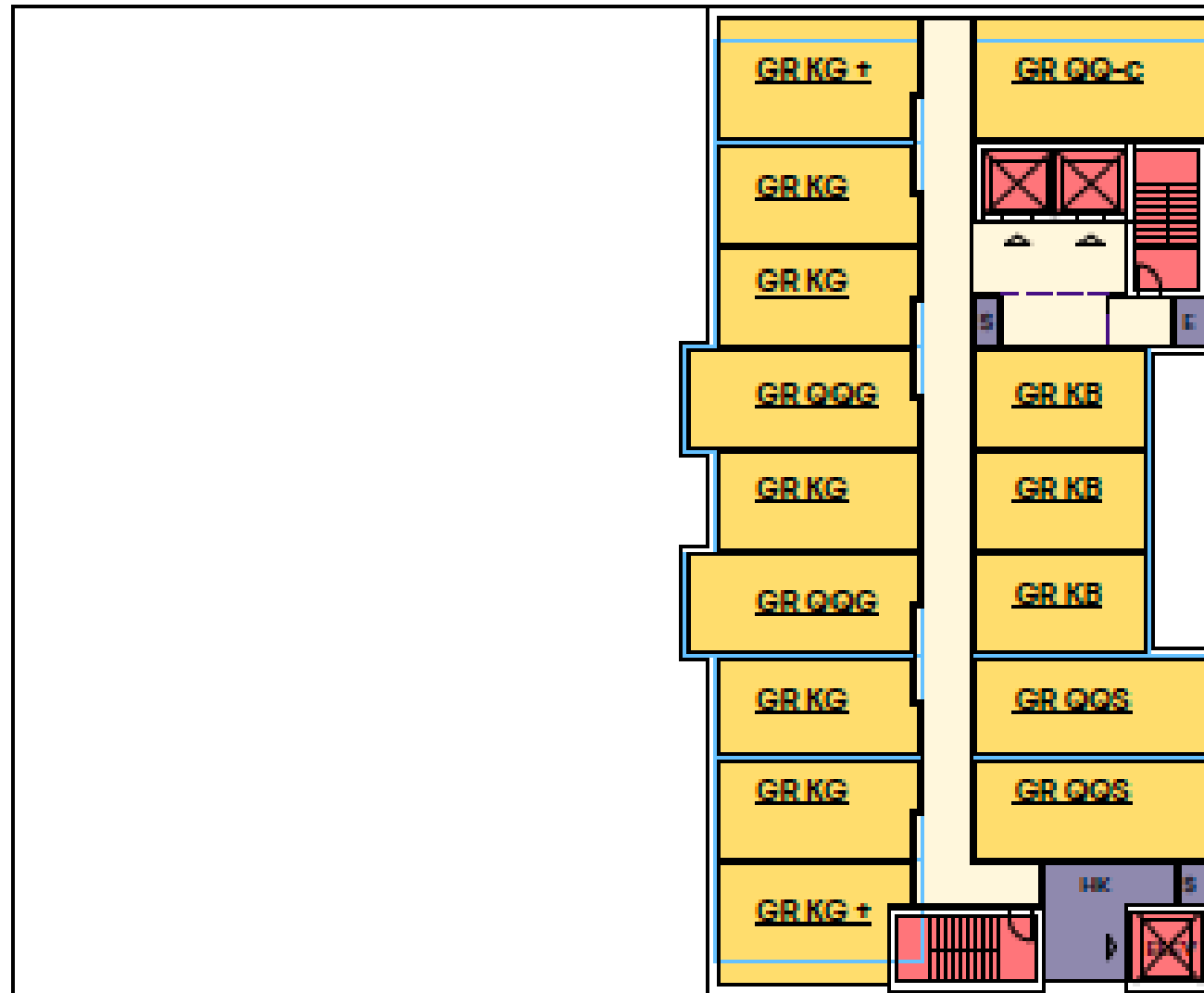
Level	Name	Area SF
LEVEL 00	BASEMENT	14,332
LEVEL 00	BASEMENT SHELL SPACE	3,724
LEVEL 01	GROUND FLOOR	17,118
LEVEL 01	GROUND FLOOR UNDER CANOPY	1,627
LEVEL 02	BALLROOM FLOOR	7,605
LEVEL 04	POOL DECK EXTERIOR	7,810
LEVEL 04	POOL DECK SKYLIGHT	2,642
LEVEL 04	POOL LEVEL AMENITIES	7,707
LEVEL 05	GUESTROOM FLOOR	7,442
LEVEL 06	GUESTROOM FLOOR	7,442
LEVEL 07	GUESTROOM FLOOR	7,442
LEVEL 08	GUESTROOM FLOOR	7,442
LEVEL 09	GUESTROOM FLOOR	7,442
LEVEL 10	GUESTROOM FLOOR	7,442
LEVEL 11	GUESTROOM FLOOR	7,442
LEVEL 12	GUESTROOM FLOOR	7,442
LEVEL 13	GUESTROOM FLOOR	7,442
LEVEL 14	GUESTROOM FLOOR	7,442
LEVEL 15	GUESTROOM FLOOR	7,442
LEVEL 16	SUITE FLOOR	7,442
LEVEL 17	SUITE FLOOR	7,442
LEVEL 18	APARTMENT FLOOR	7,442
LEVEL 19	APARTMENT FLOOR	7,442
Grand total: 23		174,195

SUBTOTAL SHELL SPACE, UNDER CANOPY, POOL EXT. SKYLIGHT AREAS

15,803

**TOTAL CONDITIONED SPACE**

**158,392**



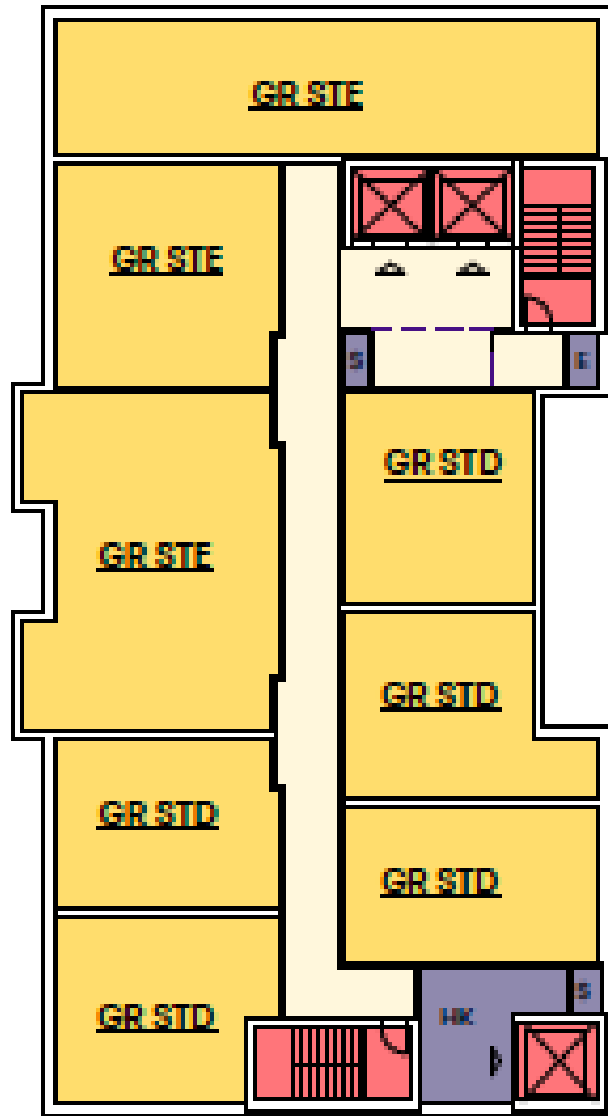
## TYPICAL GUESTROOM FLOOR

SCALE: 1" = 20'-0"

Area Scheme \_ Schedule Typical Guestroom Floor

Levels	Department	Name	Area
LEVEL 05 - 15	BOH	BOH-HK	179 SF
LEVEL 05 - 15	BOH	SHFT	15 SF
LEVEL 05 - 15	BOH	BOH-HK	20 SF
LEVEL 05 - 15	BOH	SHFT	18 SF
LEVEL 05 - 15	CIRC	CIRC	749 SF
LEVEL 05 - 15	CIRC	E. LOBBY	298 SF
LEVEL 05 - 15	GR	GR QQG	336 SF
LEVEL 05 - 15	GR	GR QQG	336 SF
LEVEL 05 - 15	GR	GR QQ-c	429 SF
LEVEL 05 - 15	GR	GR QQS	342 SF
LEVEL 05 - 15	GR	GR QQS	342 SF
LEVEL 05 - 15	GR	GR KG +	368 SF
LEVEL 05 - 15	GR	GR KG +	330 SF
LEVEL 05 - 15	GR	GR KG	292 SF
LEVEL 05 - 15	GR	GR KG	292 SF
LEVEL 05 - 15	GR	GR KG	298 SF
LEVEL 05 - 15	GR	GR KG	292 SF
LEVEL 05 - 15	GR	GR KG	292 SF
LEVEL 05 - 15	GR	GR KG	292 SF
LEVEL 05 - 15	GR	GR KB	253 SF
LEVEL 05 - 15	GR	GR KB	253 SF
LEVEL 05 - 15	GR	GR KB	253 SF
LEVEL 05 - 15	VERTICAL CIRC	ELEV	74 SF
LEVEL 05 - 15	VERTICAL CIRC	STAIR	140 SF
LEVEL 05 - 15	VERTICAL CIRC	STAIR	140 SF
LEVEL 05 - 15	VERTICAL CIRC	ELEV	141 SF
LEVEL 05 - 15			6478 SF



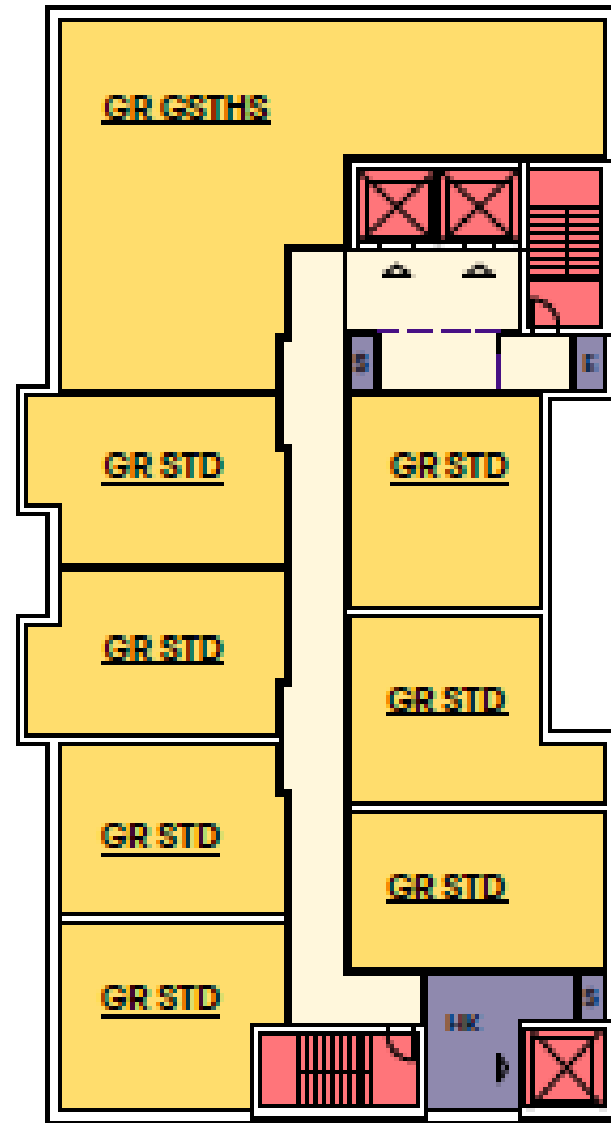


## 16TH FLOOR SUITES

SCALE: 1" = 20'-0"

Area Scheme \_ Schedule 16<sup>th</sup> Floor Suites

Level	Department	Name	Area
LEVEL 16	BOH	BOH-HK	183 SF
LEVEL 16	BOH	BOH-HK	20 SF
LEVEL 16	BOH	SHFT	18 SF
LEVEL 16	BOH	SHFT	15 SF
LEVEL 16	CIRC	CIRC	636 SF
LEVEL 16	CIRC	E. LOBBY	298 SF
LEVEL 16	GR	GR STE	907 SF
LEVEL 16	GR	GR STD	488 SF
LEVEL 16	GR	GR STE	604 SF
LEVEL 16	GR	GR STD	462 SF
LEVEL 16	GR	GR STD	481 SF
LEVEL 16	GR	GR STE	999 SF
LEVEL 16	GR	GR STD	493 SF
LEVEL 16	GR	GR STD	488 SF
LEVEL 16	VERTICAL CIRC	ELEV	74 SF
LEVEL 16	VERTICAL CIRC	STAIR	140 SF
LEVEL 16	VERTICAL CIRC	STAIR	140 SF
LEVEL 16	VERTICAL CIRC	ELEV	141 SF
LEVEL 16			6586 SF

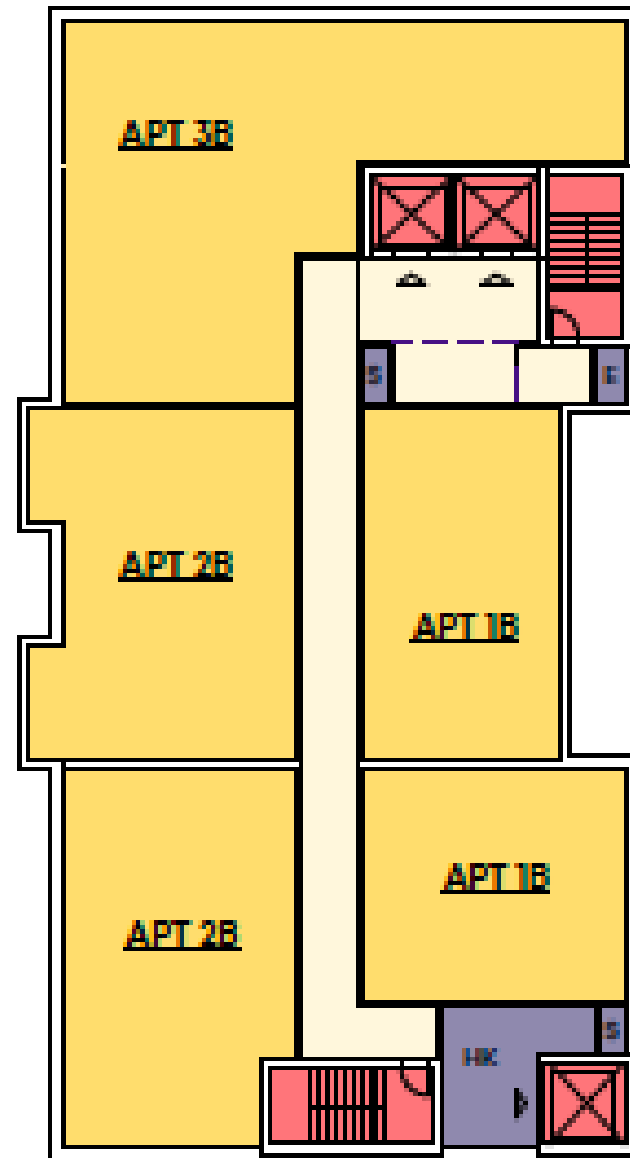


## 17TH FLOOR SUITES

SCALE: 1" = 20'-0"

Area Scheme \_ Schedule 17<sup>th</sup> Floor Suites

Level	Department	Name	Area
LEVEL 17	BOH	BOH-HK	183 SF
LEVEL 17	BOH	BOH-HK	20 SF
LEVEL 17	BOH	SHFT	18 SF
LEVEL 17	BOH	SHFT	15 SF
LEVEL 17	CIRC	CIRC	579 SF
LEVEL 17	CIRC	E.LOBBY	298 SF
LEVEL 17	GR	GR STD	488 SF
LEVEL 17	GR	GR GSTHS	1589 SF
LEVEL 17	GR	GR STD	492 SF
LEVEL 17	GR	GR STD	492 SF
LEVEL 17	GR	GR STD	462 SF
LEVEL 17	GR	GR STD	493 SF
LEVEL 17	GR	GR STD	488 SF
LEVEL 17	GR	GR STD	481 SF
LEVEL 17	VERTICAL CIRC	ELEV	74 SF
LEVEL 17	VERTICAL CIRC	STAIR	140 SF
LEVEL 17	VERTICAL CIRC	STAIR	140 SF
LEVEL 17	VERTICAL CIRC	ELEV	141 SF
LEVEL 17			6591 SF

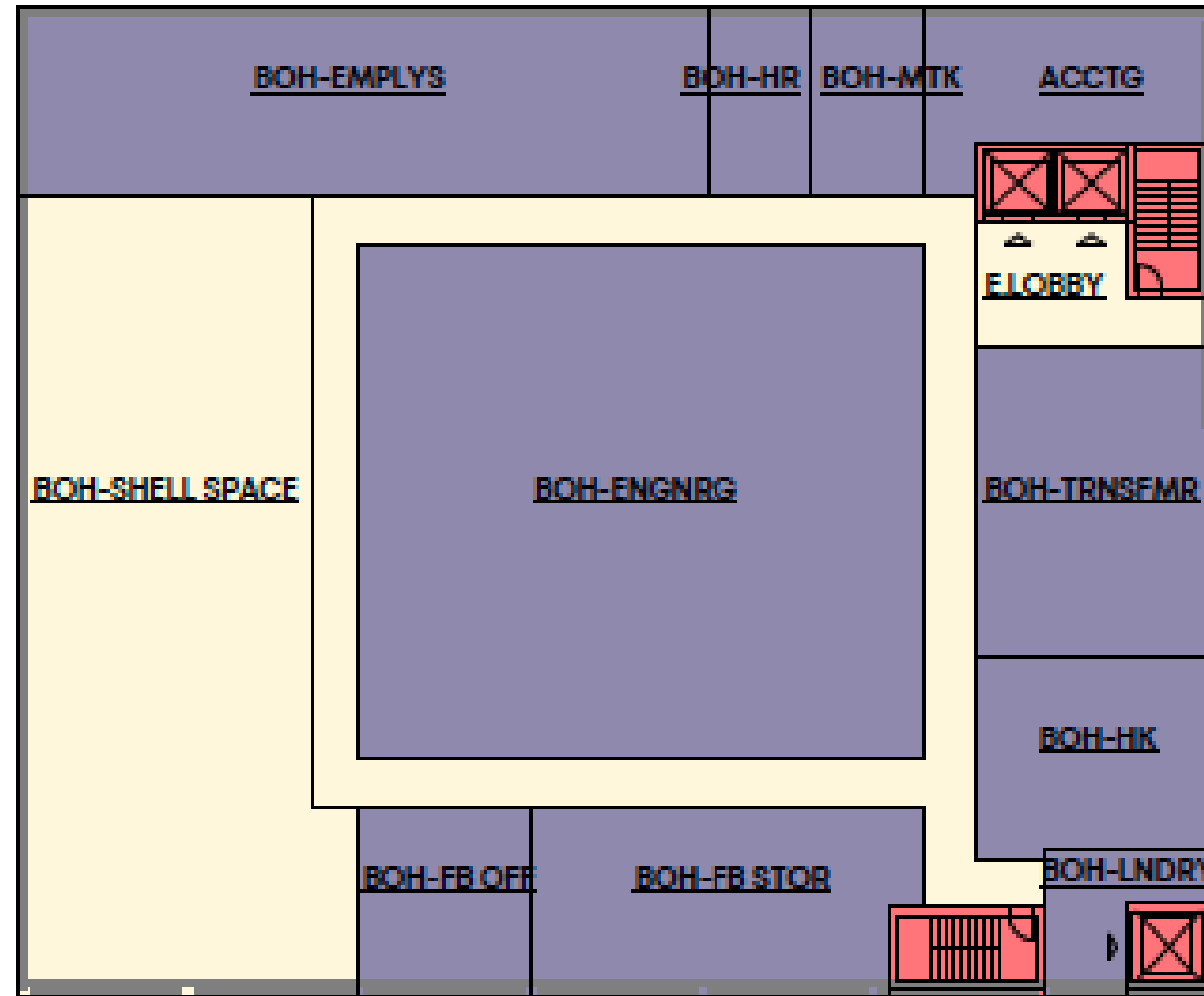


## APARTMENT FLOOR

SCALE: 1" = 20'-0"

Area Scheme \_ Schedule Apartment Floor

Levels	Department	Name	Area
LEVEL 18 - 19	BOH	BOH-HK	20 SF
LEVEL 18 - 19	BOH	SHFT	18 SF
LEVEL 18 - 19	BOH	BOH-HK	183 SF
LEVEL 18 - 19	BOH	SHFT	15 SF
LEVEL 18 - 19	CIRC	CIRC	555 SF
LEVEL 18 - 19	CIRC	E.LOBBY	298 SF
LEVEL 18 - 19	GR	APT 1B	701 SF
LEVEL 18 - 19	GR	APT 2B	1011 SF
LEVEL 18 - 19	GR	APT 1B	785 SF
LEVEL 18 - 19	GR	APT 2B	963 SF
LEVEL 18 - 19	GR	APT 3B	1595 SF
LEVEL 18 - 19	VERTICAL CIRC	STAIR	140 SF
LEVEL 18 - 19	VERTICAL CIRC	STAIR	140 SF
LEVEL 18 - 19	VERTICAL CIRC	ELEV	141 SF
LEVEL 18 - 19	VERTICAL CIRC	ELEV	74 SF
LEVEL 18 - 19			6638 SF

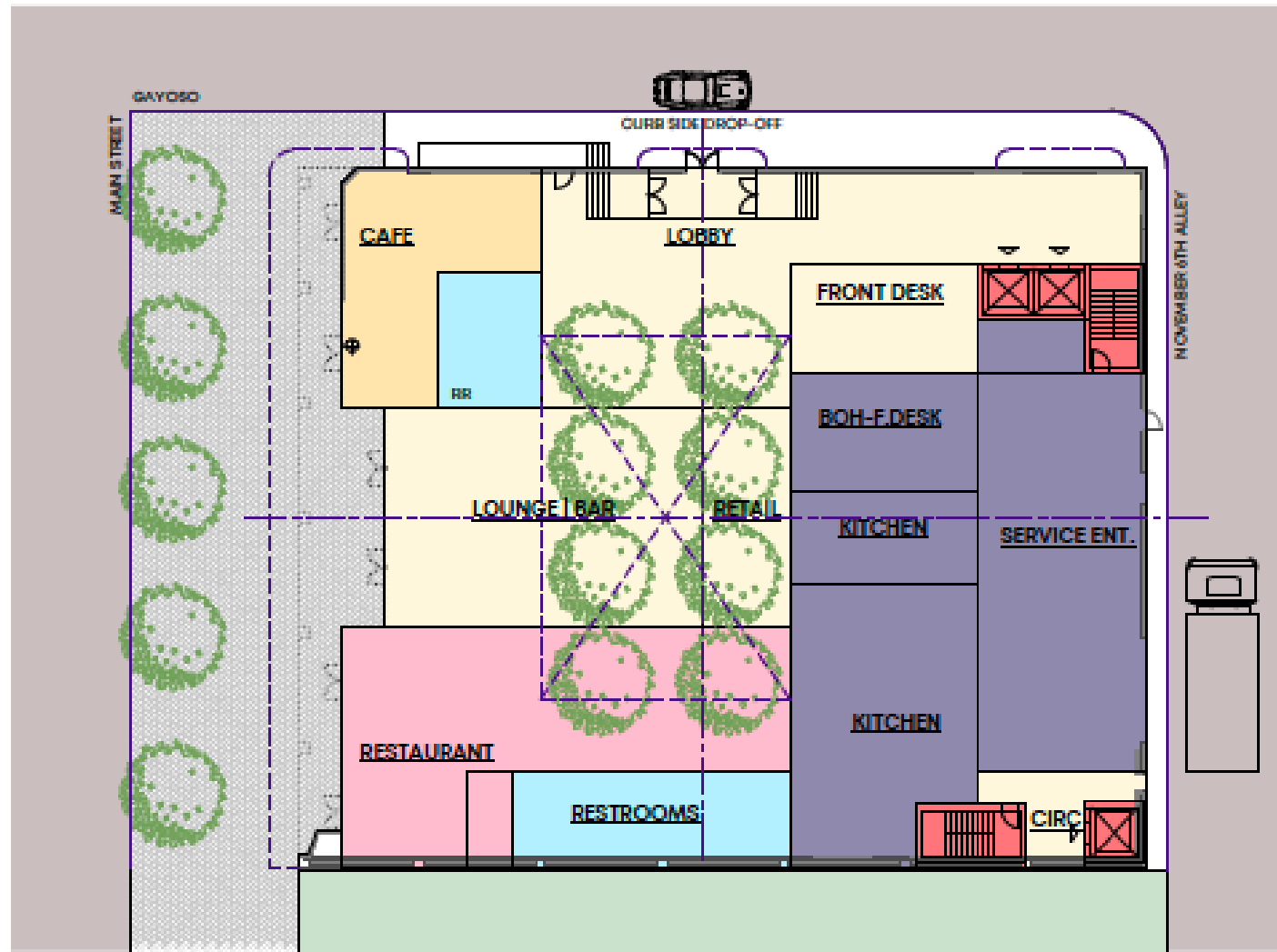


# BASEMENT

SCALE: 1" = 20'-0"

Area Scheme \_ Schedule Basement Floor

Level	Department	Name	Area
LEVEL 00	BOH	ACCTG	645 SF
LEVEL 00	BOH	BOH-MTK	327 SF
LEVEL 00	BOH	BOH-LNDRY	257 SF
LEVEL 00	BOH	BOH-TRNSFMR	1123 SF
LEVEL 00	BOH	BOH-HR	286 SF
LEVEL 00	BOH	BOH-ENGNRG	4407 SF
LEVEL 00	BOH	BOH-FB OFF	494 SF
LEVEL 00	BOH	BOH-FB STOR	1086 SF
LEVEL 00	BOH	BOH-HK	717 SF
LEVEL 00	BOH	BOH-EMPLYS	1999 SF
LEVEL 00	CIRC	BOH-SHELL SPACE	3725 SF
LEVEL 00	CIRC	CIRC	1911 SF
LEVEL 00	CIRC	E. LOBBY	357 SF
LEVEL 00	VERTICAL CIRC	STAIR	207 SF
LEVEL 00	VERTICAL CIRC	ELEV	125 SF
LEVEL 00	VERTICAL CIRC	ELEV	184 SF
LEVEL 00	VERTICAL CIRC	STAIR	208 SF
LEVEL 00			18057 SF



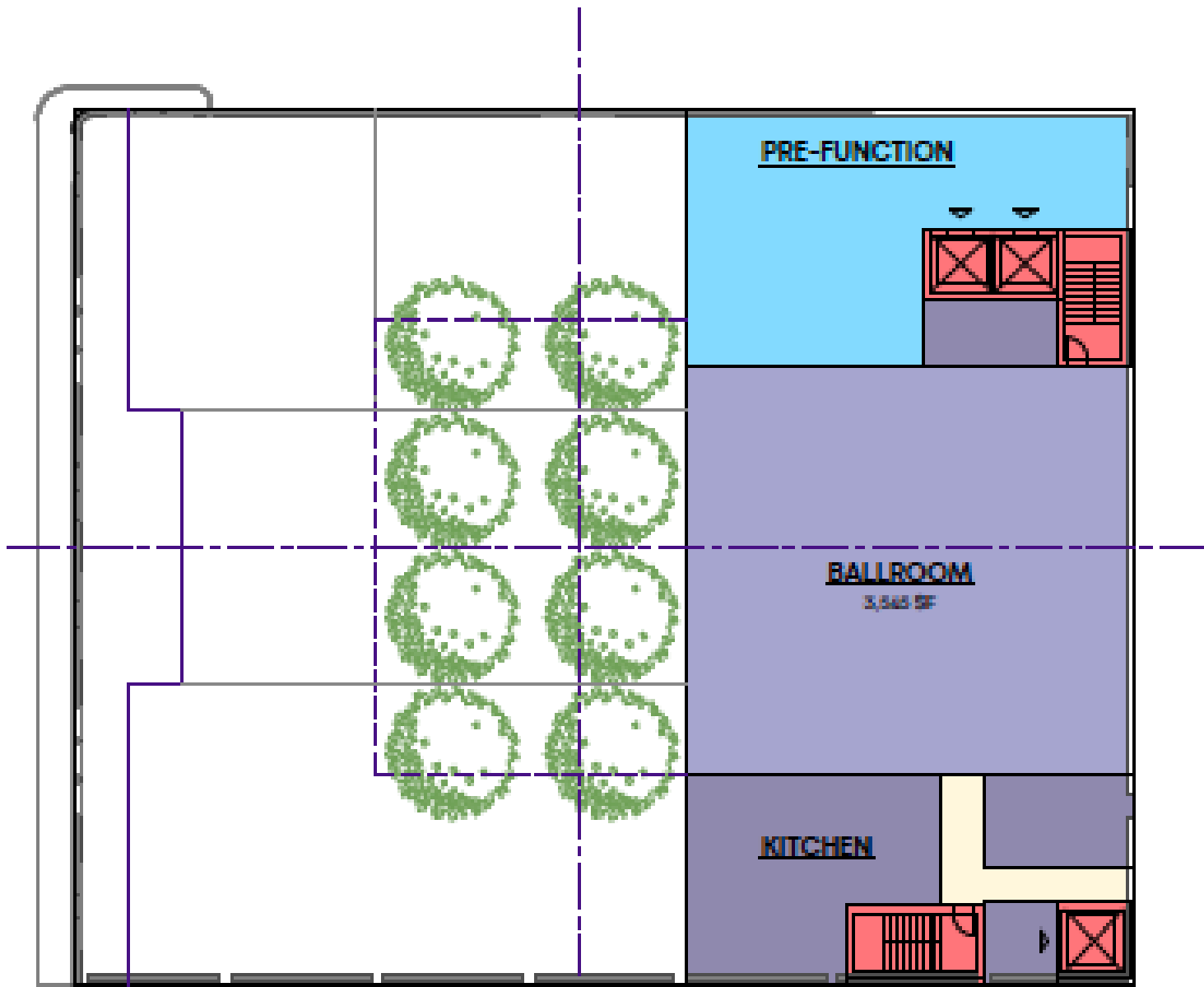
**GROUND FLOOR**

SCALE: 1" = 20'-0"

**Area Scheme \_ Schedule Ground Floor**

Level	Department	Name	Area
LEVEL 01	BOH	SERVICE ENT.	2053 SF
LEVEL 01	BOH	SECURITY	173 SF
LEVEL 01	BOH	KITCHEN	1505 SF
LEVEL 01	BOH	BOH-F.DESK	668 SF
LEVEL 01	BOH	KITCHEN	538 SF
LEVEL 01	CIRC	ENTRY	168 SF
LEVEL 01	CIRC	CIRC	277 SF
LEVEL 01	F&B	RESTAURANT	2347 SF
LEVEL 01	F&B	CHECK	133 SF
LEVEL 01	F&B LIGHT	CAFE	1021 SF
LEVEL 01	LOUNGE	LOBBY	2692 SF
LEVEL 01	LOUNGE	FRONT DESK	627 SF
LEVEL 01	LOUNGE	LOUNGE   BAR	2101 SF
LEVEL 01	LOUNGE	RETAIL	578 SF
LEVEL 01	RESTROOMS	RESTROOMS	803 SF
LEVEL 01	RESTROOMS	RESTROOMS	432 SF
LEVEL 01	VERTICAL CIRC	STAIR	207 SF
LEVEL 01	VERTICAL CIRC	ELEV	125 SF
LEVEL 01	VERTICAL CIRC	ELEV	184 SF
LEVEL 01	VERTICAL CIRC	STAIR	208 SF
LEVEL 01			16841 SF



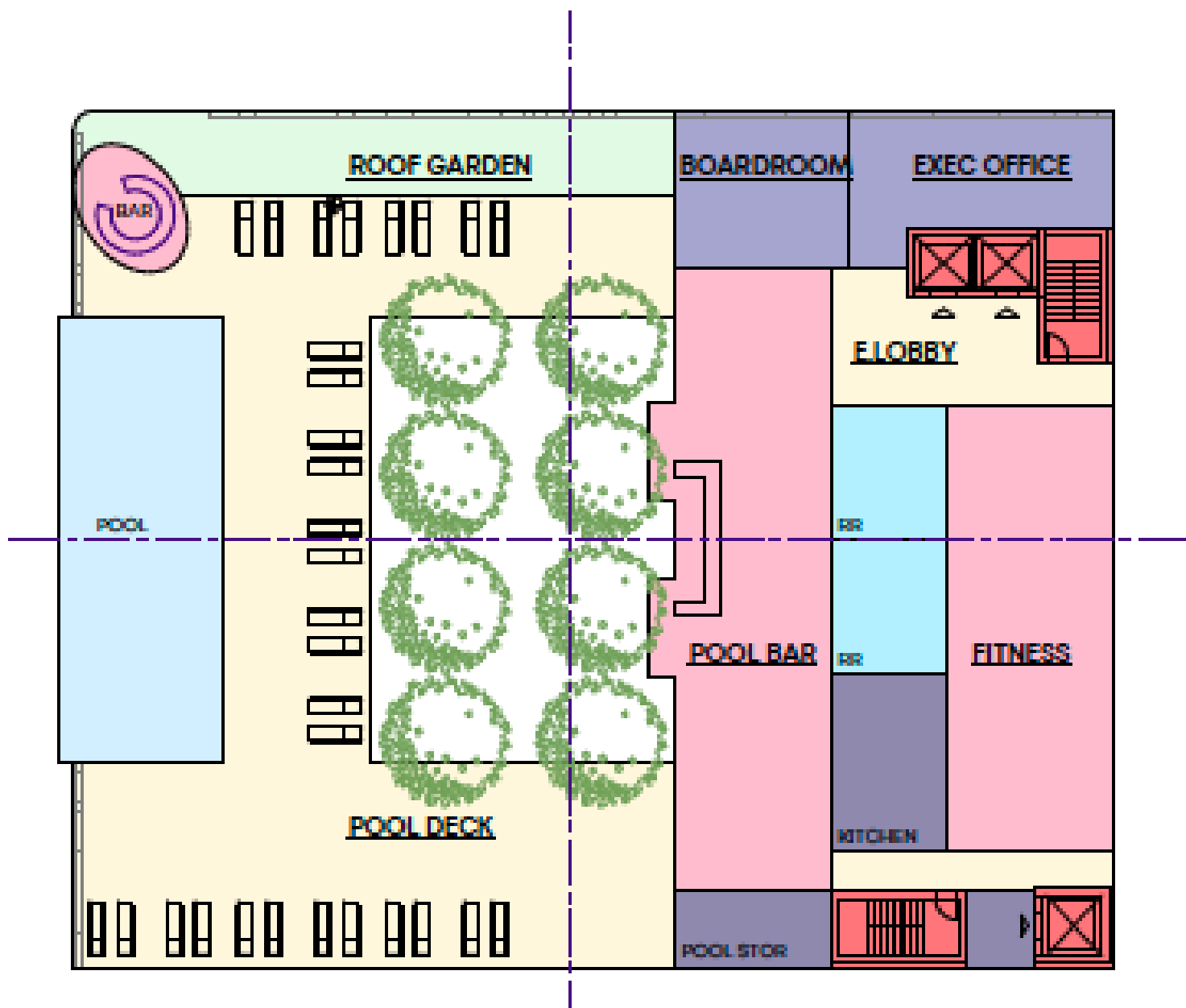


# BALLROOM FLOOR

SCALE: 1" = 20'-0"

Area Scheme \_ Schedule Ballroom Floor

LEVEL	Department	Name	Area
LEVEL 02	BALLROOM	BALLROOM	3545 SF
LEVEL 02	BOH	CHECK	174 SF
LEVEL 02	BOH	KITCHEN	897 SF
LEVEL 02	BOH	BR STOR	273 SF
LEVEL 02	BOH	BR STOR	113 SF
LEVEL 02	CIRC	CIRC	214 SF
LEVEL 02	PRE-FUNCTION	PRE-FUNCTION	1666 SF
LEVEL 02	VERTICAL CIRC	STAIR	207 SF
LEVEL 02	VERTICAL CIRC	ELEV	125 SF
LEVEL 02	VERTICAL CIRC	STAIR	207 SF
LEVEL 02	VERTICAL CIRC	ELEV	184 SF
LEVEL 02			7605 SF



## POOL DECK FLOOR

SCALE: 1" = 20'-0"

Area Scheme \_ Schedule Pool Deck Floor

Level	Department	Name	Area
LEVEL 04	BALLROOM	EXEC OFFICE	672 SF
LEVEL 04	BALLROOM	BOARDROOM	548 SF
LEVEL 04	BOH	POOL KITCH	409 SF
LEVEL 04	BOH	BOH-P STOR	241 SF
LEVEL 04	BOH	BOH-P STOR	108 SF
LEVEL 04	CIRC	CIRC	229 SF
LEVEL 04	CIRC	E. LOBBY	567 SF
LEVEL 04	CIRC	POOL DECK	6650 SF
LEVEL 04	F&B	POOL BAR	2079 SF
LEVEL 04	F&B	POOL BAR	220 SF
LEVEL 04	GARDEN	ROOF GARDEN	970 SF
LEVEL 04	RECREATION	FITNESS	1520 SF
LEVEL 04	RESTROOMS	RESTROOMS	306 SF
LEVEL 04	RESTROOMS	RESTROOMS	306 SF
LEVEL 04	VERTICAL CIRC	STAIR	207 SF
LEVEL 04	VERTICAL CIRC	ELEV	125 SF
LEVEL 04	VERTICAL CIRC	ELEV	184 SF
LEVEL 04	VERTICAL CIRC	STAIR	207 SF
LEVEL 04			15547 SF

**Exhibit C**  
**Sources and Uses**

PILOT/Surcharge

<b><u>Sources</u></b>			<b><u>Uses</u></b>		
Equity	27,479,177.19	28%	Basis	9,900,000.00	10%
Commercial Equity	66,931,495.31	67%	Construction Costs	76,493,884.97	77%
Net Bond Proceeds	4,961,911.67	5%	Financing, Soft costs, and working capital	12,978,699.20	13%
<b>Total</b>	<b>99,372,584.17</b>		<b>Total</b>	<b>99,372,584.17</b>	

No PILOT/Surcharge

<b><u>Sources</u></b>			<b><u>Uses</u></b>	
Equity	40,282,338.86	41%	Basis	9,900,000.00
Commercial Equity	57,368,995.31	58%	Construction Costs	76,493,884.97
Net Bond Proceeds	-	0%	Financing, Soft costs, and working capital	11,257,449.20
<b>Total</b>	<b>97,651,334.17</b>		<b>Total</b>	<b>97,651,334.17</b>

**Exhibit D  
Projected Financials**

<b>Development with PILOT &amp; Surcharge Incentives</b>										
year	Const	Yr3	Yr4	Yr5	Yr6	Yr7	Yr8	Yr9	Yr10	Yr11
Total Project Cost	99,372,584.17									
Equity	27,479,177									
Revenues		17,273,445	19,527,162	21,498,872	22,685,002	23,635,289	24,344,348	25,074,678	25,826,919	26,601,726
Expenses		(12,522,769)	(14,172,643)	(15,259,644)	(15,782,614)	(16,206,322)	(16,692,512)	(17,193,287)	(17,709,086)	(18,240,358)
<b>NOI</b>		<b>4,750,675</b>	<b>5,354,520</b>	<b>6,239,228</b>	<b>6,902,388</b>	<b>7,428,967</b>	<b>7,651,836</b>	<b>7,881,391</b>	<b>8,117,833</b>	<b>8,361,368</b>
<i>Surcharge Benefit</i>		109,226	109,226	109,226	109,226	109,226	109,226	109,226	109,226	109,226
<i>Debt Service</i>		(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)
<i>FF&amp;E Reserve*</i>		(452,500)	(475,125)	(498,881)	(523,825)	(550,017)	(577,517)	(606,393)	(636,713)	(668,549)
<b>CF</b>		<b>760,526</b>	<b>1,341,746</b>	<b>2,202,698</b>	<b>2,840,914</b>	<b>3,341,302</b>	<b>3,536,670</b>	<b>3,737,349</b>	<b>3,943,471</b>	<b>4,155,171</b>
<i>Cash on Cash</i>		2.8%	4.9%	8.0%	10.3%	12.2%	12.9%	13.6%	14.4%	15.1%
<i>Cap</i>		4.8%	5.4%	6.3%	6.9%	7.5%	7.7%	7.9%	8.2%	8.4%
<i>Year (5) Property ROE</i>	8%									

year	Yr12	Yr13	Yr14	Yr15	Yr16	Yr17	Yr18	Yr19	Yr20
Equity									
Revenues	27,399,778	28,221,771	29,068,424	29,940,477	30,838,692	31,763,852	32,716,768	33,698,271	34,709,219
Expenses	(18,605,165)	(18,977,269)	(19,356,814)	(19,743,950)	(20,138,829)	(20,541,606)	(20,952,438)	(21,371,487)	(21,798,916)
<b>NOI</b>	<b>8,794,613</b>	<b>9,244,503</b>	<b>9,711,611</b>	<b>10,196,527</b>	<b>10,699,862</b>	<b>11,222,246</b>	<b>11,764,330</b>	<b>12,326,784</b>	<b>12,910,303</b>
<i>Surcharge Benefit</i>	109,226	109,226	109,226	109,226	109,226	109,226	109,226	109,226	109,226
<i>Debt Service</i>	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)	(3,646,875)
<i>FF&amp;E Reserve*</i>	(701,976)	(737,075)	(773,929)	(812,625)	(853,256)	(895,919)	(940,715)	(987,751)	(1,037,138)
<b>CF</b>	<b>4,554,988</b>	<b>4,969,779</b>	<b>5,400,033</b>	<b>5,846,253</b>	<b>6,308,957</b>	<b>6,788,678</b>	<b>7,285,966</b>	<b>7,801,384</b>	<b>8,335,515</b>
<i>Cash on Cash</i>	16.6%	18.1%	19.7%	21.3%	23.0%	24.7%	26.5%	28.4%	30.3%
<i>Cap</i>	8.9%	9.3%	9.8%	10.3%	10.8%	11.3%	11.8%	12.4%	13.0%

\*This does not include incentive fee

<b>Development w/out PILOT &amp; Surcharge Incentives</b>										
year	Const	Yr3	Yr4	Yr5	Yr6	Yr7	Yr8	Yr9	Yr10	Yr11
Total Project Cost	99,372,584.17									
Equity	40,282,339									
Revenues		17,273,445	19,527,162	21,498,872	22,685,002	23,635,289	24,344,348	25,074,678	25,826,919	26,601,726
Expenses		(13,522,769)	(15,192,643)	(16,300,044)	(16,843,822)	(17,288,754)	(16,692,512)	(17,193,287)	(17,709,086)	(18,240,358)
<b>NOI</b>		<b>3,750,675</b>	<b>4,334,520</b>	<b>5,198,828</b>	<b>5,841,180</b>	<b>6,346,535</b>	<b>7,651,836</b>	<b>7,881,391</b>	<b>8,117,833</b>	<b>8,361,368</b>
Debt Service		(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)
FF&E Reserve*		(452,500)	(475,125)	(498,881)	(523,825)	(550,017)	(577,517)	(606,393)	(636,713)	(668,549)
<b>CF</b>		<b>346,005</b>	<b>907,225</b>	<b>1,747,777</b>	<b>2,365,185</b>	<b>2,844,349</b>	<b>4,122,149</b>	<b>4,322,828</b>	<b>4,528,950</b>	<b>4,740,650</b>
Cash on Cash		0.9%	2.3%	4.3%	5.9%	7.1%	10.2%	10.7%	11.2%	11.8%
Cap		3.8%	4.4%	5.2%	5.9%	6.4%	7.7%	7.9%	8.2%	8.4%
Year (5) Property ROE	4.34%									

year	Yr12	Yr13	Yr14	Yr15	Yr16	Yr17	Yr18	Yr19	Yr20
Equity									
Revenues	27,399,778	28,221,771	29,068,424	29,940,477	30,838,692	31,763,852	32,716,768	33,698,271	34,709,219
Expenses	(18,605,165)	(18,977,269)	(19,356,814)	(19,743,950)	(20,138,829)	(20,541,606)	(20,952,438)	(21,371,487)	(21,798,916)
<b>NOI</b>	<b>8,794,613</b>	<b>9,244,503</b>	<b>9,711,611</b>	<b>10,196,527</b>	<b>10,699,862</b>	<b>11,222,246</b>	<b>11,764,330</b>	<b>12,326,784</b>	<b>12,910,303</b>
Debt Service	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)	(2,952,170)
FF&E Reserve*	(701,976)	(737,075)	(773,929)	(812,625)	(853,256)	(895,919)	(940,715)	(987,751)	(1,037,138)
<b>CF</b>	<b>5,140,467</b>	<b>5,555,258</b>	<b>5,985,512</b>	<b>6,431,732</b>	<b>6,894,436</b>	<b>7,374,157</b>	<b>7,871,445</b>	<b>8,386,863</b>	<b>8,920,994</b>
Cash on Cash	12.8%	13.8%	14.9%	16.0%	17.1%	18.3%	19.5%	20.8%	22.1%
Cap	8.9%	9.3%	9.8%	10.3%	10.8%	11.3%	11.8%	12.4%	13.0%

\*This does not include incentive fee



**Exhibit E**  
**Project Schedule**

<b><u>Milestone</u></b>	<b><u>Completion</u></b>
Notice to Proceed	6/20/22
Concept - Schematic Design	10/28/22
SD Budget Estimate	11/25/22
SD Approval	12/2/22
Design Development	2/15/23
Model Room Design	3/1/23
DD Budget Estimate	3/15/23
DD Owner Approval	3/22/23
Demo/Structure Design	5/1/23
Permitting	6/1/23
90% CDs Package	7/18/23
GMP off 90% CDs	8/15/23
Building Permit	9/15/23
100% Construction Documents	10/4/23
GMP Owner Approval	8/22/23
Substantial Completion	8/28/25