

RESOLUTION NO. RS2015-1586

A resolution approving an Amended Economic Impact Plan, providing for \$15 million dollars of tax increment financing, for the Bellevue Mall Development Area.

WHEREAS, the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County (the "Board") held a public hearing with respect to an Economic Impact Plan for the Bellevue Mall Area on November 30, 2007, as required by Tenn. Code. Ann. §7-53-312(g) and, at its meeting on November 30, 2007, approved the submission of the Economic Impact Plan to the Metropolitan Council; and,

WHEREAS, the Economic Impact Plan was introduced before the Metropolitan Council on December 4, 2007; and,

WHEREAS, the Board revised the Economic Impact Plan on April 8, 2008, following a public hearing; and,

WHEREAS, the Economic Impact Plan was adopted, as amended, by the full Metropolitan Council on August 7, 2008; and,

WHEREAS, the Board further revised the Economic Impact Plan pursuant to the Amended Economic Impact Plan attached hereto as Exhibit 1; and,

WHEREAS, the Board caused a public hearing with respect to the Amended Economic Impact Plan to be held on July 14, 2015, as required by Tenn. Code. Ann. § 7-53-314(g) and, at its meeting on July 14, 2015, approved the submission of the Amended Economic Impact Plan to the Metropolitan Council; and,

WHEREAS, the development of the Project described in the Amended Economic Impact Plan (the "Project") includes a major shopping center and mixed use development that is designed to revitalize the surrounding area; and,

WHEREAS, the developer has committed to provide up to two acres of property to the Metropolitan Government for a civic use, either on or off site (the "Civic Space"); and,

WHEREAS, the Amended Economic Impact Plan envisions tax increment financing being provided by the Industrial Development Board with the proceeds of the tax increment financing being used to pay all or a portion of the costs of the Project; and,

WHEREAS, in accordance with the Amended Economic Impact Plan, the Board would issue its bonds to lenders or bondholders to finance the tax increment financing eligible costs and would pledge the tax increment financing revenues to such lenders or bondholders to apply to the debt service on the tax increment financing bonds; and,

WHEREAS, the tax increment financing shall not represent or constitute a debt or pledge of the faith and credit or the taxing power of the Board or the Metropolitan Government of Nashville and Davidson County; and,

WHEREAS, the Metropolitan Government has determined that tax increment financing will promote economic growth and stability within the community; and,

WHEREAS, the developer will not request that the Board obtain the tax increment financing until the location of the Civic Space has been approved by the Mayor's office.

NOW THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY:

Section 1. The Metropolitan County Council hereby approves the Amended Economic Impact Plan, in the form attached hereto as Exhibit 1 and incorporated herein by reference, being in the interest of the citizens of the Metropolitan Government of Nashville and Davidson County, and the Board is authorized to take such other action as may be required to implement the Amended Economic Impact Plan.

Section 2. This Resolution shall take effect from and after its adoption, the welfare of The Metropolitan Government of Nashville and Davidson County requiring it.

APPROVED AS TO
AVAILABILITY OF FUNDS:



Richard M. Riebeling
Director of Finance

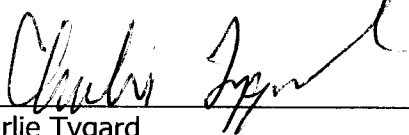
INTRODUCED BY:



Sheri E. Weiner



Bo Mitchell



Charlie Tygard
Member(s) of Council



Bill P.

Kenny Johnson

Walter Hunt

~~John~~

Donna Sue

Tom Janett

Charlie Hall

Ken Burnett

Ken M. G.

Robert Duran

Art R. Bell

Marvella Black

Phil W. B.

Buddy Cook

~~John~~

Christopher L. Harmon

~~John~~

For Temp

as in

Jacolin McDowell

Members of Council

~~John~~
Edith Taylor Langston

Burke Miller

~~John~~

John R. King

Michael H.

Frank Harrison

Doug Pardee

~~John~~

Sandra V. Moore

D. D.

Jason

Members of Council

**THE INDUSTRIAL DEVELOPMENT BOARD OF THE METROPOLITAN
GOVERNMENT OF NASHVILLE AND DAVISON COUNTY**

**AMENDED ECONOMIC IMPACT PLAN
FOR
BELLEVUE MALL DEVELOPMENT AREA**

I. Authority for Economic Impact Plan

Industrial development corporations ("IDBs") are authorized under Tenn. Code Ann. § 7-53-314 to prepare and submit to counties with a metropolitan form of government an economic impact plan with respect to an area that includes an industrial park within the meaning of Tenn. Code. Ann. § 7-53-314 or a project within the meaning of Tenn. Code. Ann § 7-53-101 and such other properties that the IDB determines will be directly improved or benefited due to the undertaking of such industrial park or project. Tennessee Code Annotated § 7-53-314 also authorizes counties with a metropolitan form of government to apply and pledge new incremental tax revenues, which arise from the area subject to the economic impact plan, to the IDB to promote economic development, to pay the cost of projects or to pay debt service on bonds or other obligations issued by the IDB to pay the costs of projects.

II. The Project

The project will be a multi-use project which may include a large outdoor retail, office, hotel and residential area component. The project will be located on approximately 69 acres, with the exclusion of a portion of the Titan's practice facility, as reflected in the attached exhibits, and specifically the boundary map and legal description, on parcels: 14200000100, 14200029700, 14200029800, 12800017000, 12800015200, 14200030100 and 14200035600. The Project Site is located on the north side of Highway 70, east of Interstate 40. The Project Site, the retail service buildings to be improved and constructed thereon and the equipment to be installed therein are herein referred to collectively as "Project." In order to make the project financially feasible, the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County intends, subject to the approval of the Metropolitan Council, to engage in tax increment financing pursuant to Title 7, Chapter 53 of Tennessee Code Annotated to provide funds to pay all or a portion of the cost of acquiring the Project Site. The proceeds of the tax increment financing would be used exclusively to pay all or a portion of the cost of acquiring and developing the "Project." The project is an eligible project within the meaning of Tenn. Code Ann. § 7-53-101(13)(A)(ii).

III. Boundaries of Plan Area

The Project is located within a growing retail and commercial area and is adjacent to other retail facilities. The area that would be subject to this Economic Impact Plan, and to the tax increment financing provisions described below, includes the Project Site and property that will directly benefit from the development of the Project. The Plan Area generally includes the



following tax parcels with the exclusion of a portion of the Titan's practice facility as reflected in the attached exhibits, and specifically the boundary map and legal description: 14200000100, 14200029700, 14200029800, 12800017000, 12800015200, 14200030100 and 14200035600. The area that will be subject to this plan is shown on **Exhibit A** attached hereto and a list of the tax parcels included in the Plan Area is shown on **Exhibit B** attached hereto. Likewise, a boundary map and legal description is attached hereto as **Exhibit C**. In the event of any conflict between the general description of the Plan Area described in this paragraph and Exhibits A, B, and C, said Exhibits shall control. The Plan Area is hereby declared to be subject to this Economic Impact Plan, and the Project is hereby identified as the project that will be located within the Plan Area.

IV. Financial Assistance to Project

The Board will provide financial assistance to the Project by applying the proceeds of the tax increment financing described herein to pay all or a portion of the cost of acquiring and improving the Project.

The maximum amount that will be available by the Board for such financial assistance shall be \$15 million plus carried interest, reserve accounts, fees and expenses.

V. Expected Benefits to the Metropolitan Government of Nashville and Davidson County ("Metro")

Benefits to the Surrounding Properties

The Project will benefit the surrounding properties in several ways. First, it will enhance the land valuation of the surrounding parcels by revitalizing a deteriorating retail facility and bringing economic life to the area. Second, it will encourage additional businesses to relocate to this shopping district in Bellevue, as the Project becomes a retail anchor for the Bellevue area.

The Benefits to the City

The Metropolitan Government of Nashville and Davidson County ("the City") stands to benefit in many ways from the Project. A description of these benefits is more fully set forth in the attached Economic Impact Study, identified as **Exhibit D**.

The Project forecasts the addition of an approximately \$167 million dollar facility to the property tax rolls. After a period of tax increment financing, the addition to the tax base is expected to generate approximately \$2.7 million dollars per year in increased property taxes. Furthermore, sales tax and other local taxes will be positively affected by the improvement of this retail sector. It is projected that the state's portion of the sales tax revenue will be approximately \$11.8 million dollars annually and the local option will be approximately \$3.8 million dollars annually.

Existing businesses such as restaurants, hotels, and general merchandise stores will be able to attract additional business from the Project.

Furthermore, the Project will directly create approximately 2,859 jobs and these jobs will result in an addition of over \$100 million dollars in wages annually. This economic growth will not be limited to the Plan Area. Instead, the economic growth will extend to the surrounding community. It is estimated that another 2,192 jobs will be indirectly created once this facility is renovated.

Additionally, the Plan Area will be enhanced aesthetically with a revitalized shopping area positioned directly next to Highway 70 and Interstate 40.

VI. Distribution of Property Taxes and Tax Increment Financing

a. **Distribution of Taxes.** Property taxes, including personal property taxes, imposed by Metro on the property located within the Plan Area shall be allocated and distributed as provided in this subsection. The taxes assessed by Metro on the real and personal property within the Plan Area will be distributed as follows in accordance with Tenn. Code Ann. § 7-53-314(c):

i. The portion of the real and personal property taxes that were payable with respect to the Plan Area for the year prior to the date of approval of this Economic Impact Plan shall be allocated to and, as collected, paid to Metro as all other taxes levied by Metro on all other properties; provided, however, that in any year in which the taxes on the property within the Plan Area are less than the Base Tax Amount, there shall be allocated and paid to Metro only the taxes actually imposed.

ii. The excess of real and personal property taxes over the Base Tax Amount shall be, as collected, paid into a separate fund of the Board, created to hold such payments until the tax proceeds in the fund are to be applied to pay debt service on the obligations expected to be issued by the Board to pay the costs of acquiring the Project Site and improving the Project.

b. **TIF Obligations.** In order to pay for all or a portion of the costs of acquiring the Project Site, the Board intends to use the TIF Revenues to pay debt service on obligations incurred to finance such costs. This tax increment financing will be structured as follows:

i. The Board will borrow not to exceed \$15 million plus carried interest, reserve accounts, fees and expenses through the issuance and sale of notes, bonds or other obligations of the Board. The Board shall pledge any and all TIF Revenues allocated to the Board pursuant to this Economic Impact Plan to the payment of such notes, bonds, or other obligations.

ii. The proceeds of the notes, bonds or obligations shall be used to pay all or a portion of the costs of acquiring the Project Site and improving the Project, together with expenses of the Board in connection with the Project and the tax increment financing and

capitalized interest on the notes, bonds, or other obligations for a maximum period of two (2) years from the date of completion of the Project.

c. Time Period. Taxes on the real and personal property within the Project Area will be distributed as provided in this Section of the Economic Impact Plan for a period equal to the lesser of (a) the period that the tax increment financing described above is outstanding, (b) thirty (30) years, or (c) the statutorily permitted duration of the TIF district.

d. Qualified Use. The Board and Metro, by the adoption of this Plan find that the use of the TIF Revenues as described herein is in furtherance of promoting economic development in Metro and that costs to be financed as described herein are costs of the Project.

VII. Approval Process

Pursuant to Tenn. Code. Ann. § 7-53-314, the process for the approval of this Economic Impact plan is as follows:

a. The Economic Impact Plan is initially submitted to the Mayor for review.

b. The Board holds a public hearing relating to the proposed Economic Impact Plan after publishing the notice of such hearing in a newspaper of general circulation in Metro at least two weeks prior to the date of the public hearing. The notice must include the time, place and purpose of the hearing as well as notice of how a map of the subject area may be viewed by the public.

c. The governing body of the Metropolitan Government must approve the Economic Impact Plan. The Economic Impact Plan may be approved by resolution of the governing body, whether or not the local charter provisions of the governing body provide otherwise.

d. Once the Economic Impact Plan has been approved by the governing body of Metro, the clerk or other recording official of Metro shall transmit the following to the appropriate tax assessors and taxing agency affected: (a) a copy of the description of the property within the Plan Area, and (b) a copy of the resolution approving the Economic Impact Plan.

EXHIBITS

- A) Summary of Properties in Economic Development District**
- B) Detailed List of Properties**
- C) Map of Plan Area and Legal Description**
- D) Economic Impact Study**

EXHIBIT A

Summary of Properties in the Economic Development District

The project will be located on approximately 69 acres, with the exclusion of a portion of the Titan's practice facility, as reflected in the attached exhibits, and specifically the boundary map and legal description, on parcels: 14200000100, 14200029700, 14200029800, 12800017000, 12800015200, 14200030100 and 14200035600.



EXHIBIT B

Detailed List of Properties in the Economic Development District

The project will be located on approximately 69 acres, with the exclusion of a portion of the Titan's practice facility, as reflected in the attached exhibits, and specifically the boundary map and legal description, on parcels included herein: 14200000100, 14200029700, 14200029800, 12800017000, 12800015200, 14200030100 and 14200035600.



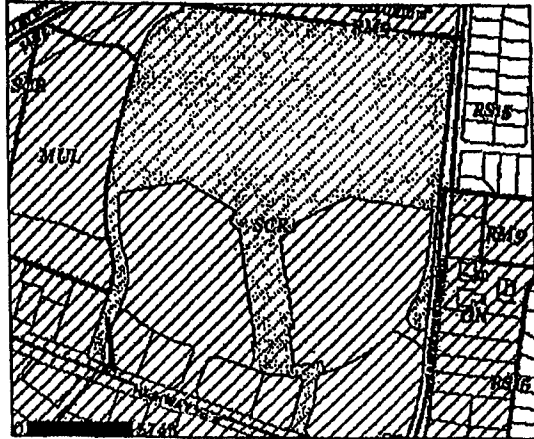
800 2nd Ave S
Nashville, TN 37210
www.nashville.gov/mpc

Parcel ID: 14200000100

Property Address: 7620 HIGHWAY 70 S
NASHVILLE, TN 37221

Owner Information: BELLEVUE PROPERTIES,
L.L.C.
333 S GRAND AV 28TH FL
C/O OAKTREE MGMT
LOS ANGELES, CA 90071
Date Acquired: 10/9/1997
Document: DB-00010643
0000619

General Information: Census Tract: 18401001
Council District: 22
Land Use: 028, ENCLOSED MALL



Property Information: Description: LOT 3 BELLEVUE CENTER 1ST REV RE-SUB LOTS 3,4,5,6,7,8
Acreage: 45.52
Dimensions: 0X0
Document: PL-00007900 0000473

Zoning:

Zoning: SCR, SHOPPING
CENTER, REGIONAL
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

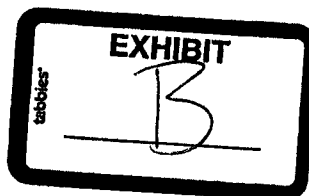
Overlays:

Overlay District: OV-COM,
COMMERCIAL PUD OVERLAY
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Assessment

Information: Sale Price: \$32,000,000.00
Date Assessed: 1/1/2007
Classes: C
Land Appraised Value: \$11,897,100.00
Improvement Appraised Value: \$702,900.00
Total Appraised Value: \$12,600,000.00
USD/GSD: GENERAL SERVICES DISTRICT
Service Area/Field Book: 09D 00720

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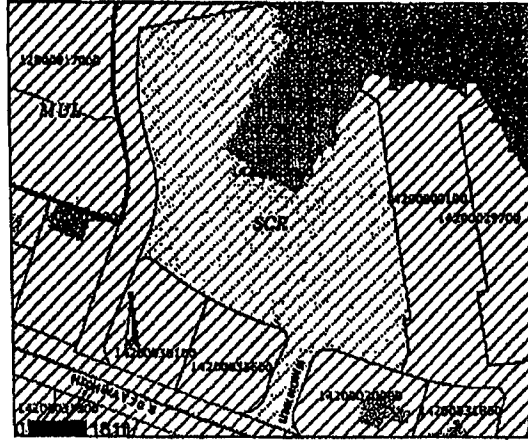
800 2nd Ave S
Nashville, TN 37210
www.nashville.gov/mpc

Parcel ID: 14200029800

Property Address: 7624 HIGHWAY 70 S
NASHVILLE, TN 37221

Owner Information: DILLARD
TENN.OPERATING
LTD.PARTNERSHIP
4501 N BEACH ST C/O
DICK CURRY
FORT WORTH, TX 76137
Date Acquired: 2/2/1996
Document: QC-00009944
0000077

General Information: Census Tract: 18401001
Council District: 22
Land Use: 026,
DEPARTMENT STORE



Property Information: Description: LOT 5 BELLEVUE CENTER IST REV RE-SUB LOTS 3,4,5,6,7,8
Acreage: 12.59
Dimensions: 0X0
Document: PL-00007900 0000473

Zoning: Zoning: SCR, SHOPPING
CENTER, REGIONAL
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Overlays: Overlay District: OV-COM,
COMMERCIAL PUD OVERLAY
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Assessment Information: Sale Price: \$250,000.00
Date Assessed: 1/1/2005
Classes: C
Land Appraised Value: \$4,387,400.00
Improvement Appraised Value: \$1,452,600.00
Total Appraised Value: \$5,840,000.00
USD/GSD: GENERAL SERVICES DISTRICT
Service Area/Field Book: 09D 81358



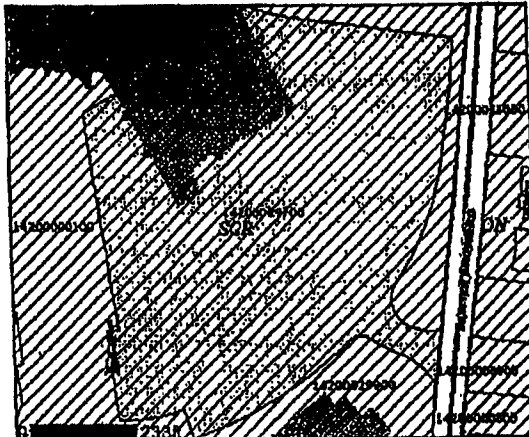
800 2nd Ave S
Nashville, TN 37210
www.nashville.gov/mpc

Parcel ID: 14200029700

Property Address: 7616 HIGHWAY 70 S
NASHVILLE, TN 37221

Owner Information: MAY DEPARTMENT STORES CO., THE
611 OLIVE ST # 1300 C/O
HECHTS # 115
ST LOUIS, MO 63101
Date Acquired: 3/16/2001
Document: DB-20010319
0026231

General Information: Census Tract: 18401001
Council District: 22
Land Use: 026,
DEPARTMENT STORE



Property Information: Description: LOT 4 BELLEVUE CENTER 1ST REV RE-SUB LOTS 3,4,5,6,7,8
Acreage: 12.77
Dimensions: 0X0
Document: PL-00007900 0000473

Zoning:
Zoning: SCR, SHOPPING
CENTER, REGIONAL
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Overlays:
Overlay District: OV-COM,
COMMERCIAL PUD OVERLAY
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Assessment Information: Sale Price: \$4,487,500.00
Date Assessed: 1/1/2005
Classes: C
Land Appraised Value: \$4,450,100.00
Improvement Appraised Value: \$1,219,900.00
Total Appraised Value: \$5,670,000.00
USD/GSD: GENERAL SERVICES DISTRICT
Service Area/Field Book: 09D 81357



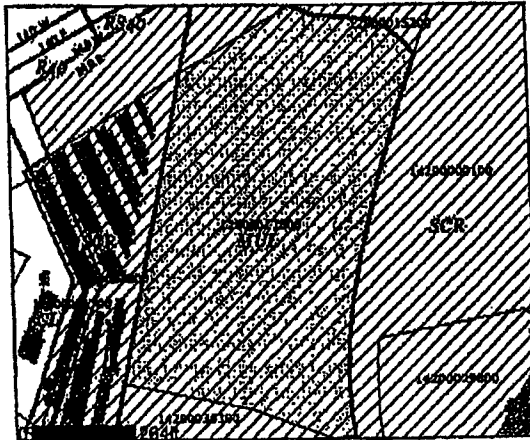
800 2nd Ave S
Nashville, TN 37210
www.nashville.gov/mpc

Parcel ID: 12800017000

Property Address: 7634 HIGHWAY 70 S
NASHVILLE, TN 37221

Owner Information: BELLEVUE PARCEL II,
L.L.C.
333 S GRAND AV 28TH FL
C/O OAKTREE CPTL
LOS ANGELES, CA 90071
Date Acquired: 9/13/2004
Document: DB-20040915
0111415

General Information: Census Tract: 18401001
Council District: 22
Land Use: 020, VACANT
COMMERCIAL LAND



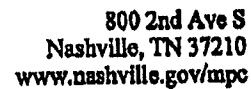
Property Information: Description: PT LOT 1 BELLEVUE CENTER FIRST REVISION
Acreage: 11.95
Dimensions: 0X0
Document: DB-20020522 0062445

Zoning:
Zoning: MUL, MIXED USE,
LIMITED
Date Effective: 8/17/2001
Case Number: 2001Z-050G-
06
Bill Number: BL2001-733

Overlays:

Overlay District: OV-COM,
COMMERCIAL PUD OVERLAY
Date Effective: 5/30/1996
Case Number: 94-71-G
Bill Number: 096-280

Assessment Information: Sale Price: \$2,000,000.00
Date Assessed: 1/1/2005
Classes: C
Land Appraised Value: \$2,082,200.00
Improvement Appraised Value: \$0.00
Total Appraised Value: \$2,082,200.00
USD/GSD: GENERAL SERVICES DISTRICT
Service Area/Field Book: GSD 06657

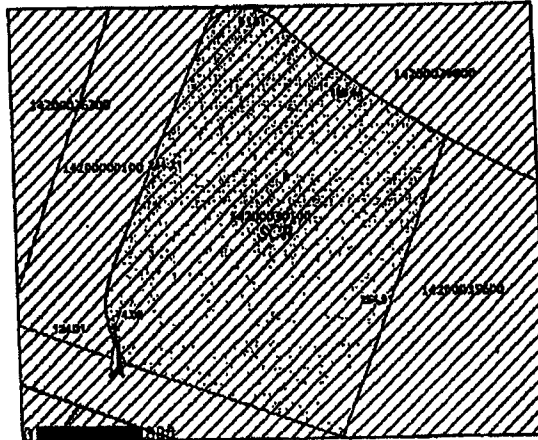


Parcel ID: 14200030100

Property Address: 7614 B HIGHWAY 70 S
NASHVILLE, TN 37221

Owner Information: BELLEVUE PARCEL, LLC
333 S GRAND AV 28TH FL
C/O OAKTREE MGMT
LOS ANGELES, CA 90071
Date Acquired: 9/12/2000
Document: DB-20000912
0090585

General Information: Census Tract: 18401001
Council District: 22
Land Use: 020, VACANT
COMMERCIAL LAND



Property Information: Description: LOT 8 BELLEVUE CENTER RE-SUB OF LOT 8
Acreage: 1.39
Dimensions: 167X255
Document: PL-20000518 0049868

Zoning: SCR, SHOPPING
CENTER, REGIONAL
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Overlays:

Overlay District: OV-COM,
COMMERCIAL PUD OVERLAY
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Assessment Information: Sale Price: \$1,800,000.00
Date Assessed: 1/1/2005
Classes: C
Land Appraised Value: \$968,800.00
Improvement Appraised Value: \$0.00
Total Appraised Value: \$968,800.00
USD/GSD: GENERAL SERVICES DISTRICT
Service Area/Field Book: 09D 81361



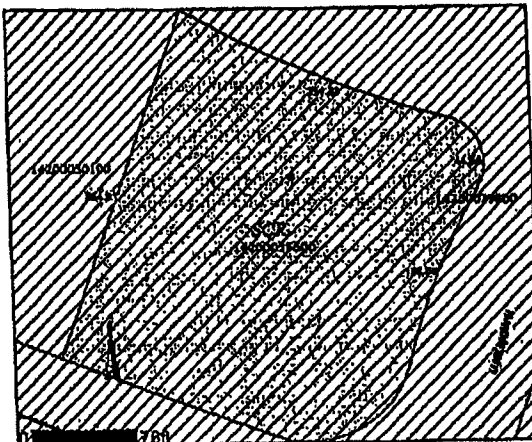
800 2nd Ave S
Nashville, TN 37210
www.nashville.gov/mpc

Parcel ID: 14200035600

Property Address: 7614 A HIGHWAY 70 S
NASHVILLE, TN 37221

Owner Information: BELLEVUE PARCEL, LLC
333 S GRAND AV 28TH FL
C/O OAKTREE CAPT
LOS ANGELES, CA 90071
Date Acquired: 9/12/2000
Document: DB-20000912
0090585

General Information: Census Tract: 18401001
Council District: 22
Land Use: 020, VACANT
COMMERCIAL LAND



Property Information: Description: LOT 9 BELLEVUE CENTER RE-SUB OF LOT 8
Acreage: 1.3
Dimensions: 162X255
Document: PL-20000518 0049868

Zoning:
Zoning: SCR, SHOPPING
CENTER, REGIONAL
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Overlays:

Overlay District: OV-COM,
COMMERCIAL PUD OVERLAY
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Assessment Information: Sale Price: \$1,800,000.00
Date Assessed: 1/1/2005
Classes: C
Land Appraised Value: \$906,000.00
Improvement Appraised Value: \$0.00
Total Appraised Value: \$906,000.00
USD/GSD: GENERAL SERVICES DISTRICT
Service Area/Field Book: GSD 03372

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800 2nd Ave S
Nashville, TN 37210
www.nashville.gov/mpc

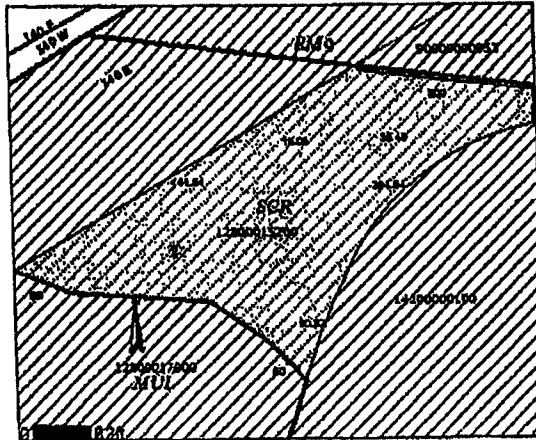
Parcel ID: 12800015200

Property Address: 7632 HIGHWAY 70 S
NASHVILLE, TN 37221

Owner Information: FROST, CHARLES D. &
ESTHER L.

1214 TEMPLE CREST DR
FRANKLIN, TN 37069
Date Acquired: 9/29/2000
Document: DB-20001018
0103376

General Information: Census Tract: 18401001
Council District: 22
Land Use: 025, 1 STORY
GEN RETAIL STORE



Property Information: Description: LOT 2 BELLEVUE CENTER FIRST REVISION
Acreage: 1.82
Dimensions: 0X0
Document: PL-00006900 0000719

Zoning: Zoning: SCR, SHOPPING
CENTER, REGIONAL
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

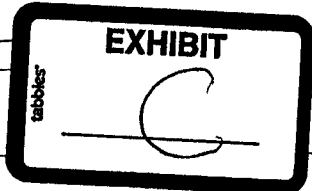
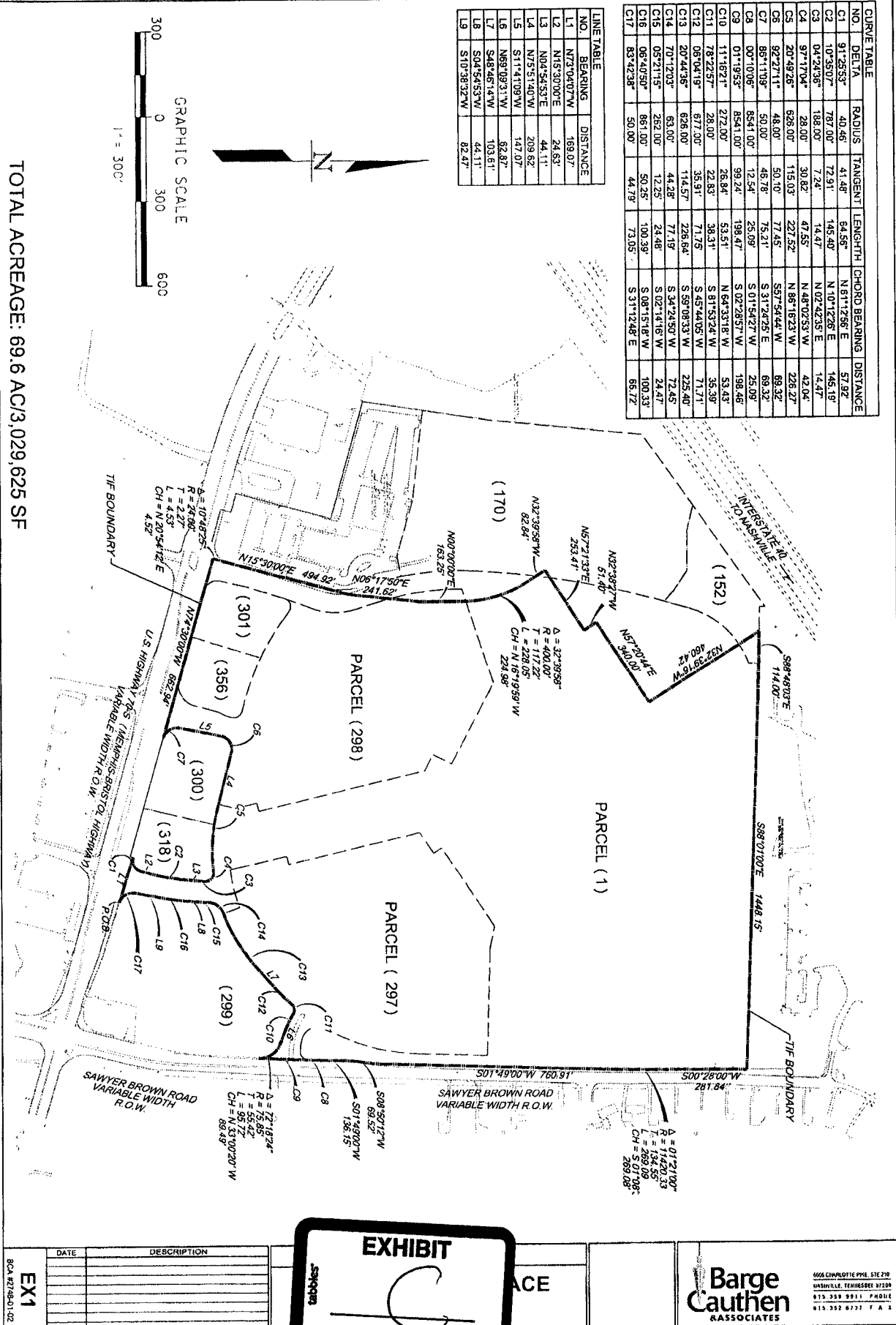
Overlays:

Overlay District: OV-COM,
COMMERCIAL PUD OVERLAY
Date Effective: 1/1/1998
Case Number:
Bill Number: 096-555

Assessment Information: Sale Price: \$325,000.00
Date Assessed: 1/1/2005
Classes: C
Land Appraised Value: \$475,700.00
Improvement Appraised Value: \$597,800.00
Total Appraised Value: \$1,073,500.00
USD/GSD: GENERAL SERVICES DISTRICT
Service Area/Field Book: 09D 81362

CURVE	DELTA	RADIUS	TANGENT	LENGTH	CHORD BEARING	DISTANCE
C1	91°25'53"	40.46'	41.48'	64.56'	N 61°12'56" E	57.92'
C2	10°35'07"	787.00'	72.91'	146.40'	N 10°12'26" E	146.19'
C3	04°23'36"	188.00'	7.24'	14.47'	N 02°42'35" E	14.47'
C4	97°17'04"	28.00'	30.82'	47.55'	N 48°02'53" W	42.04'
C5	20°48'26"	628.00'	115.03'	227.52'	N 86°16'23" W	226.27'
C6	92°27'11"	48.00'	50.10'	75.21'	S 57°54'44" W	69.32'
C7	86°11'09"	50.00'	46.78'	75.21'	S 01°54'27" W	26.09'
C8	00°10'06"	8541.00'	12.54'	25.09'	S 02°26'57" W	198.46'
C9	01°19'53"	8541.00'	99.24'	198.47'	N 64°33'18" W	53.43'
C10	11°16'21"	272.00'	26.84'	53.51'	S 81°53'24" W	36.39'
C11	78°22'57"	28.00'	22.83'	38.31'	S 45°44'05" W	71.71'
C12	06°04'19"	67.00'	35.91'	71.73'	S 45°44'05" W	225.40'
C13	20°44'36"	628.00'	114.57'	226.64'	S 34°24'50" W	225.40'
C14	70°12'03"	63.00'	44.28'	77.19'	S 34°24'50" W	72.45'
C15	05°21'15"	262.00'	12.25'	24.48'	S 02°14'16" W	24.47'
C16	06°40'50"	861.00'	50.25'	100.39'	S 08°15'18" W	100.33'
C17	83°42'38"	50.00'	44.79'	73.05'	S 31°12'48" E	65.72'

LINE	NO.	BEARING	DISTANCE
L1	N73°04'07"W	169.07'	
L2	N15°30'00"E	24.63'	
L3	N04°54'53"E	44.11'	
L4	N75°51'40"W	209.62'	
L5	S11°41'09"W	147.07'	
L6	N69°09'31"W	82.87'	
L7	S48°46'14"W	103.61'	
L8	S04°54'53"W	44.11'	
L9	S10°38'32"W	82.47'	



Land Description

Being a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee. Being a portion lot 3 as shown on the plan of Resubdivision of Lots 3,4,5,6,7,and 8 Belleview Center as of record in Book 7900, Pages 473 and 474, Registers Office Davidson County and being more particularly described as follows:

Beginning at a concrete monument in the northerly margin of U.S. Highway 70 South. Said monument being westerly 605 feet more or less from the centerline of Sawyer Brown Road,

Thence with said margin North 73 deg. 04' min. 07 sec. West, 169.07 feet to a concrete monument,

Thence leaving said margin with a curve to the left 64.55 feet to a concrete monument, said curve having a central angle of 91deg. 25min. 53 sec., a radius of 40.46 feet, a tangent of 41.48 feet and Chord of North 61deg. 12 min. 56sec. East, 57.92 feet,

Thence North 15 deg. 30 min. 00 sec. East, 24.63 feet to a concrete monument,

Thence with a curve to the left 145.40 feet to a concrete monument, said curve having a central angle of 10 deg. 35 min. 07 sec., a radius 787.00 feet, a tangent of 72.91 feet, and a Chord of North 10 deg. 12 min. 26 sec. East, 145.19 feet,

Thence North 04 deg. 54 min. 53 sec. East, 44.11 feet to a concrete monument,

Thence with a curve to the left 14.47 feet to a concrete monument, said curve having a central angle of 40 deg. 24 min. 36 sec., a radius 188.00 feet, a tangent of 7.24 feet, and a Chord of North 02 deg. 42 min. 35 sec. East, 14.47 feet,

Thence with a curve to the left 47.55 feet to a concrete monument, said curve having a central angle of 97 deg. 17 min. 04 sec., a radius 28.00 feet, a tangent of 31.81 feet, and a Chord of North 48 deg. 02 min. 53 sec. East, 42.04 feet,

Thence with a curve to the right 227.52 feet to a concrete monument, said curve having a central angle of 20 deg. 49 min. 26 sec., a radius 626.00 feet, a tangent of 115.03 feet, and a Chord of North 86 deg. 16 min. 23 sec. West, 226.27 feet,

Thence North 75 deg. 51 min. 40 sec. West, 209.62 feet to a point,

Thence with a curve to the left 77.45 feet to a iron spike, said curve having a central angle of 92 deg. 27 min. 11 sec., a radius 48.00 feet, a tangent of 50.10 feet, and a Chord of South 57 deg. 54 min. 44 sec. East, 69.32 feet,

Thence South 11 deg. 41 min. 09 sec. West, 147.07 feet to a point,

Thence with a curve to the left 75.21 feet to a point on the northerly margin of U.S. Highway 70 South, said curve having a central angle of 86 deg. 11 min. 09 sec., a radius 50.00 feet, a tangent of 46.78 feet and a Chord of South 31 deg. 24 min. 25 sec. West, 69.32 feet,

Thence with said margin North 74 deg. 30' min. 00 sec. West, 662.94 feet to a point,

Thence leaving said margin with a curve to the left 4.53 feet to a point, said curve having a central angle of 10 deg. 48 min. 25 sec., a radius of 24.00 feet, a tangent of 2.27 feet and Chord of North 20 deg. 54 min. 12 sec. East, 4.52 feet,

Thence North 15 deg. 30 min. 00 sec. East, 494.92 feet to a point,

Thence North 06 deg. 17 min. 50 sec. East, 241.62 feet to a point,

Thence North 00 deg. 00 min. 00 sec. East, 163.25 feet to a point,

Thence with a curve to the left 228.05 feet to a point, said curve having a central angle of 32 deg. 39 min. 58 sec., a radius 400.00 feet, a tangent of 117.22 feet, and a Chord of North 16 deg. 19 min. 59 sec. East, 224.98 feet,

Thence North 32 deg. 39 min. 58 sec. West, 82.84 feet to a point,

Thence North 57 deg. 21 min. 33 sec. East, 253.41 feet to a point,

Thence North 32 deg. 38 min. 27 sec. East, 51.40 feet to a point,

Thence North 57 deg. 20 min. 44 sec. East, 340.00 feet to a point,

Thence North 32 deg. 39 min. 16 sec. West, 460.42 feet to a point on the northerly property line of the Belleview Development, LLC. property,

Thence along said northerly property line South 88 deg. 48 min. 03 sec. East, 114.00 feet to a point,

Thence South 88 deg. 01 min. 00 sec. East, 1448.15 feet to an iron rod old in the westerly margin of Sawyer Brown Road,

Thence along said margin South 00 deg. 28 min. 00 sec. West, 281.84 feet to an iron rod old,

Thence with a curve to the right 269.09 feet to an iron rod old, said curve having a central angle of 01 deg. 21 min. 00 sec., a radius 11420.33 feet, a tangent of 134.55 feet, and a Chord of South 01 deg. 08 min. 30 sec. East, 269.08 feet,

Thence South 01 deg. 49 min. 00 sec. West, 760.91 feet to a concrete monument,

Thence South 08 deg. 50 min. 12 sec. West, 69.52 feet to a concrete monument,

Thence South 01 deg. 49 min. 00 sec. West, 136.15 feet to a concrete monument,

Thence with a curve to the left 25.09 feet to a concrete monument, said curve having a central angle of 00 deg. 10 min. 06 sec., a radius 8541.00 feet, a tangent of 12.54 feet, and a Chord of South 01 deg. 54 min. 27 sec. East, 25.09 feet,

Thence with a curve to the left 198.47 feet to a concrete monument, said curve having a central angle of 01 deg. 19 min. 53 sec., a radius 8541.00 feet, a tangent of 99.24 feet, and a Chord of South 02 deg. 28 min. 57 sec. East, 198.46 feet,

Thence leaving said margin with a curve to the left 95.72 feet to a point, said curve having a central angle of 72 deg. 18 min. 24 sec., a radius of 75.85 feet, a tangent of 55.42 feet and Chord of North 33 deg. 00 min. 20 sec. West, 89.49 feet,

Thence North 69 deg. 09 min. 31 sec. West, 62.87 feet to a point,

Thence with a curve to the right 53.51 feet to a point, said curve having a central angle of 11 deg. 16 min. 21 sec., a radius 272.00 feet, a tangent of 26.84 feet, and a Chord of North 64 deg. 33 min. 18 sec. West, 53.43 feet,

Thence with a curve to the left 38.31 feet to a point, said curve having a central angle of 78 deg. 22 min. 57 sec., a radius 28.00 feet, a tangent of 22.83 feet, and a Chord of South 81 deg. 53 min. 24 sec. West, 36.39 feet,

Thence with a curve to the right 71.75 feet to a point, said curve having a central angle of 06 deg. 04 min. 19 sec., a radius 677.00 feet, a tangent of 36.91 feet, and a Chord of South 45 deg. 44 min. 05 sec. West, 71.71 feet,

Thence South 48 deg. 46 min. 14 sec. West, 103.61 feet to a point,

Thence with a curve to the right 226.64 feet to a point, said curve having a central angle of 20 deg. 44 min. 36 sec., a radius 626.00 feet, a tangent of 114.57 feet, and a Chord of South 59 deg. 08 min. 33 sec. West, 225.40 feet,

Thence with a curve to the left 77.19 feet to a point, said curve having a central angle of 70 deg. 12 min. 03 sec., a radius 63.00 feet, a tangent of 44.28 feet, and a Chord of South 34 deg. 24 min. 50 sec. West, 72.45 feet,

Thence with a curve to the right 24.48 feet to a point, said curve having a central angle of 05 deg. 21 min. 15 sec., a radius 262.00 feet, a tangent of 12.25 feet, and a Chord of South 02 deg. 14 min. 16 sec. West, 24.47 feet,

Thence South 04 deg. 54 min. 53 sec. West, 44.11 feet to a point,

Thence with a curve to the right 100.39 feet to a point, said curve having a central angle of 06 deg. 40 min. 50 sec., a radius 861.00 feet, a tangent of 50.25 feet, and a Chord of South 08 deg. 15 min. 18 sec. West, 100.38 feet,

Thence South 10 deg. 38 min. 32 sec. West, 82.47 feet to a point,

Thence with a curve to the left 73.05 feet to a point, said curve having a central angle of 83 deg. 42 min. 38 sec., a radius 50.00 feet, a tangent of 44.79 feet, and a Chord of South 31 deg. 12 min. 48 sec. West, 66.72' feet to the point of beginning and containing 69.6 acres or 3,029,625 square feet more or less.

Being the same property conveyed to Bellevue Development, LLC. as of record (Inst. No. DB-200712200146326) Registers Office Davidson County.

MARK L. BURTON

1101 GARRISON RIDGE BLVD., KNOXVILLE, TN 37922 ♦ DESK (865)-974-4358, MOBILE 865-898-8729 ♦ MBURTON3@UTK.EDU

June 15, 2015

James Weaver
Waller Lansden Dortch & Davis
511 Union Street, Suite 2700*
Nashville, Tennessee 37219

Re: *Bellevue (Mall) Commercial Redevelopment Impact Assessment*

Dear James:

Pursuant to your request, Michael Hicks and I have prepared an analysis that estimates the regional economic and fiscal impacts associated with the above captioned project. Our findings are summarized in the remainder of this correspondence.

PROJECT SCENARIO

The proposed redevelopment involves significant construction expenditures through which the existing facility formerly operated as Bellevue Center will be replaced with an altogether new multiuse commercial and residential venue. Major components of the new facility are described in Table 1.

Table 1 – New Facility Components

Facility Component	Size	Anticipated Construction Cost
Retail and Restaurants	380,000 SqF	\$61,500,000
Hotel	110 Keys	\$13,000,000
Commercial Office Space	360,000 SqF	\$44,500,000
Residential Component	330 Units	\$47,750,000
TOTAL		\$166,750,000



ECONOMIC IMPACTS

While there are numerous aspects to the redevelopment plan, we've been asked to focus exclusively on the regional economic impacts as measured by employment, earnings, and related fiscal outcomes. In doing so, we first consider the transient construction impacts of redevelopment then turn to the specific effects of the potential redevelopment's ongoing economic activities. In both cases, the regional direct impacts of planned client activities were used as seeds within economic simulations that also capture the indirect and induced economic effects that would be evidenced throughout the broader Nashville economy.

Before moving forward, however, there is one aspect of the planned redevelopment that is worth noting. Just as large retailers serve as anchors, drawing customers to smaller, nearby shops, the original Bellevue Center stimulated additional retail and service sector growth in the more general vicinity surrounding the original mall complex. Much of that satellite development remains even though Bellevue Center does not. Accordingly, the planned redevelopment should measurably enhance the viability and profitability of remaining area merchants. While this economic effect is very real it is not quantified within our current analysis.

Construction Impacts

Client plans currently call for construction that will convert the existing site into a multiuse complex, including retail stores, eating and drinking establishments, a hotel and multifamily residential units. In total, these improvements will require nearly \$167 million in construction expenditures. This figure does not include sums necessary for property acquisition and furniture, fixtures, or other tenant improvements, the latter of which is valued at more than \$28 million. For purposes of the economic simulation, all construction activity was modeled as if occurring in a single calendar year. In reality, these impacts may be spread over a somewhat longer period. However, this does not affect the interpretation of the estimation results.

Estimated economic impacts associated with the facility development are summarized in Table 2. Not surprisingly, most of the employment impacts and incremental incomes are within the construction sector. The balance reflects significant increases in activity for the suppliers of commercial furnishings, engineering, and related services, etc.

Table 2 – Facility Redevelopment-Related Construction Impacts

Impact	Direct Effect	Indirect and Induced	Total Effect
Employment	999	820	1,819
Labor Compensation	\$72,705,833	\$45,588,679	\$118,294,512
Output	\$195,310,000	\$107,233,937	\$302,543,937

Roughly \$167 of the increase in direct total output is attributable to construction expenditures, the remainder represents probable expenditures for furniture, fixtures and equipment.

These construction impacts are transitory and the same is true of their fiscal effects. Moreover, determining which construction expenditures might or might not be subject to collectable local sales taxes is speculative work that we avoid. However, with these caveats noted, it is likely that a measurable portion of the projected \$28.6 million for furniture, fixtures, equipment, and additional improvements will be made for goods or services that are subject to local sales tax and it is a virtual certainty that between 10% and 15% of the \$118 million in increased regional incomes will find its way into taxable local expenditures.¹ Taken together, these sources suggest a one-time increase in local sales tax collections of at least \$1.0 million.

Ongoing Economic Impacts

From a local economic standpoint the lasting impacts of the proposed redevelopment are far more significant than the transient construction effects. Anticipated sales, employment, and earnings are summarized in Table 3. For current purposes, these uses exclude the economic activity associated with all office, and residential elements of the proposed redevelopment and focus exclusively on the retail, dining, and lodging components.²

¹ As a rule of thumb, FF&E expenditures range between 25% and 40% of construction values. In this particular case, we use a value of 24.2% which is an actual average derived from FF&E expenditures in other recent Nashville area projects.

² Tenant activities in the associated office space are certain to generate significant economic effects and associated fiscal impacts. However, because it is not possible to identify specific tenants or to determine the share of new (versus relocated) Davidson County commerce, prudence pointed toward omitting these effects from the current analysis.

The overall regional employment and income effects attributable to the direct effects summarized in Table 3 are provided in Table 4. The indirect and induced jobs predicted by the simulation depict a typical economy-wide increase among the service and retail sectors.

Table 3 – Direct Effects of Redevelopment

Component	Basis for Estimate	Annual Amount
Retail and Restaurants	Annual Sales = \$400 / SqF	\$152,000,000
Hotel	\$134 / Room-Night Occupancy Rate = 68.4%	\$3,685,369
Commercial Office Space	Excluded from Analysis	-----
Residential Component	Excluded from Analysis	-----
TOTAL		\$155,685,369

Table 4 – Estimated Annual Economic Impact of Redevelopment

Impact Type	Direct Effect	Indirect and Induced	Total Annual Effect
Employment (Annual FTEs)	2,859	2,192	5,051
Labor Compensation	\$104,128,553	\$103,621,092	\$207,749,645
Output	\$155,685,369	\$177,077,064	\$332,762,433

ONGOING FISCAL IMPACTS

The analysis allows the estimation of several fiscal outcomes. These include (1) estimates of direct local and state sales tax receipts associated with the facility's operation, (2) local and state sales tax gains attributable to direct and indirect wage payments, (3) Hotel Occupancy Tax (HOT) revenues, and (4) the real and personal property tax liabilities associated with the redeveloped property and its contents. The bases underlying sales tax calculations are found in Table 5. Results for both sales tax and property tax calculations appear in Table 6.

Property tax values are based on a standard assessment rate of 40% for real and 30% for personal commercial properties and real residential property. The indicated annual liability is based on the full \$167 million estimated cost of the planned facility. By definition, because this amount does not offset the projected property tax value by an amount currently

paid on the subject property, it is a “gross” estimate of potential property revenue.

Sales tax collections associated with the redeveloped facility’s operations are based on a local option rate of 2.25% and a state sales tax rate of 7.0%. The local incomes-related sales tax estimate accounts for the taxable spending of both direct and indirect employees and other impacted area residents. It is derived from an average taxable expenditure for Tennessee households of 13%. This average amount is based on a household income of \$50,000 per year, but excludes the purchases of automobiles, boats, or other relatively expensive one-time purchases.

Table 5 – Parameters for Fiscal Estimates

Tax Base	Direct Effect	Total Effect	15-Year Total	15-Year P.V. ³
Compensation Spending Subject to Sales Tax	\$13,536,712	\$27,007,454	\$405,111,807	\$280,328,135
Retail and Food Service Sales Subject to Tax	\$155,685,369	\$155,685,369	\$2,335,280,528	\$1,615,960,887
Total Ongoing Sales Subject to Sales Tax	\$169,222,080	\$182,692,822	\$2,740,392,335	\$1,896,289,022
Revenues Subject to HOT	\$3,685,369	\$3,685,369	\$55,280,528	\$38,252,865
Real Property - Real Estate Expenses	\$17,500,000	\$17,500,000		
Real Property Assessment - Improvements (Res)	\$47,750,000	\$47,750,000		
Real Property - Improvements (Com)	\$119,000,000	\$119,000,000		
Personal Property (FF&E)	\$28,560,000	\$28,560,000		

Table 6 – Estimated Annual and 15-Year (2017-2032) Fiscal Impacts of Redevelopment

Tax Instrument and Rate	Annual Amount	15-Year Total	15-Year P.V.
Local Option Sales Tax Revenues – 2.25%	\$3,807,497	\$57,112,455	\$39,520,515
State Sales Tax Revenues – 7.0% ⁴	\$11,845,546	\$177,683,190	\$122,952,713
HOT Revenues – 6.0% +\$2.50 per night	\$289,878	\$4,348,170	\$3,008,836
Real Property Tax – Multi-Fam. Residential (40% @\$3.924/\$100)	\$749,484	\$11,242,260	\$7,779,388
Real Property Tax - Commercial (40% @\$3.924/\$100)	\$1,867,824	\$28,017,360	\$19,387,374
Personal Property - Commercial (30% @\$3.924/\$100)	\$336,208	\$5,043,120	\$3,489,727
TOTAL Property Tax	\$2,766,145	\$41,492,180	\$28,711,643

³ Present value calculations are based on a real discount rate of 5.0%.

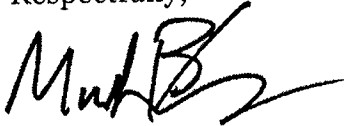
⁴ Both the local option and state sales tax estimates reflect applicable rates and a base of \$169,222,080, the value labeled “Total Ongoing Sales Subject to Sales Tax” in Table 5.

CONCLUDING REMARKS

The planned Bellevue redevelopment will directly add nearly 3,000 full-time jobs and well over \$100 million in annual incomes to the area immediately surrounding the new projects, with overall regional economic impacts that will roughly double these localized, direct impacts. It will also add measurably to Davidson County revenue inflows without imposing significant new demands. Perhaps, most importantly, however, this redevelopment will provide a vibrant new anchor destination to the existing area of commerce that surrounds the currently vacant Bellevue Center. In doing so, this project will provide a pathway to further economic growth.

As always, if you have questions or require further information, please contact me at your convenience. This is exciting work and I'm happy to discuss it at any time.

Respectfully,

A handwritten signature in black ink, appearing to read 'Mark L. Burton', with a stylized flourish at the end.

Mark L. Burton, PhD
Research Associate Professor
The University of Tennessee - Knoxville

ORIGINAL

2015 JUL 28 AM 11:40 METROPOLITAN COUNTY COUNCIL

Resolution No. RS2015-1586
FILED
METROPOLITAN
CLERK

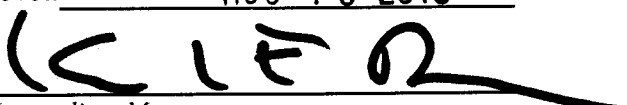
A resolution approving an Amended
Economic Impact Plan, providing for \$15
million dollars of tax increment financing,
for the Bellevue Mall Development Area.

Introduced AUG - 4 2015

Amended _____

Adopted AUG - 4 2015

Approved AUG 10 2015

By 
Metropolitan Mayor