CITY OF LAKELAND TENNESSEE

Industrial Development Board
Regular Meeting Agenda
Tuesday, December 28, 2021, 5:30 PM
City Hall, Lakeland, Tennessee 38002

I. CALL TO ORDER:

II. ROLL CALL:

III. APPROVAL OF MINUTES OF PREVIOUS MEETING:

1. November 30, 2021

IV. PUBLIC DISCUSSION:

V. REPORTS OF OFFICERS AND COMMITTEES:

VI. OLD BUSINESS:

VII. NEW BUSINESS:

1. Discussion and possible action on an amendment to the Economic Impact Plan and Development Agreement for The Lake District TIF

2. Discussion and possible action on TIF Draw Request for Lakeland Commons

VIII. ANNOUNCEMENTS:

IX. ADJOURNMENT:

INDUSTRIAL DEVELOPMENT BOARD
MEETING MINUTES
TUESDAY, NOVEMBER 30, 2021, 5:30 PM
CITY HALL, LAKELAND, TN.

DRAFT

I. **CALL TO ORDER:** The meeting was called to order by Chairman Joseph Laster at 5:32 p.m.

II. **ROLL CALL BY RECORDER:**

Keith Acton	Present
Shaun Brannen	Absent (excused)
Jeremy Burnett	Present
Angie Grooms	Present
Adam Henry	Absent (excused)
Alan Johnson	Present (at 5:40 p.m.)
(C) Joseph Laster	Present

Others present:
Shane Horn, City Manager
Al Bright, Jr. Attorney *(IDB Counselor/Advisor)*

For the record: Present in the audience were the following:
Commissioner Richard Gonzales
Dexter Muller, Economic Development Consultant
Yehuda Netanel, The Lake District Development

III. **APPROVAL OF MINUTES OF PREVIOUS MEETING:**
Mr. Acton moved to approve the previous meeting minutes of October 28, 2021, as written, seconded by Mr. Burnett.

Motion passed unanimously, voice vote, 4 in favor 0 against. *(Only 4 members present at the time of vote)*

IV. **PUBLIC DISCUSSION:** *None*

V. **REPORTS OF OFFICERS AND COMMITTEES:** N/A

VI. **OLD BUSINESS:** *None*

VII. **NEW BUSINESS:**

1. **Discussion and possible action on TIF Draw Request for Lakeland Commons.**
Mr. Acton moved to bring this item to the floor, seconded by Mr. Burnett.

For the record:
- Attorney Al Bright Jr. addressed the board.

Discussion ensued.

DRAFT

After the discussion, Mr. Acton moved to approve the resolution, as presented, seconded by Mrs. Grooms.

Motion passed unanimously, voice vote, 5 in favor 0 against. *(See Resolution 2021/10-01 on file)*

VIII. ANNOUNCEMENTS:

For the record: Comments were heard from the following:

Attorney Al Bright Jr.

Mr. Yehuda Netanel, The Lake District Development

IX. ADJOURNMENT:

There being no other business to consider Mr. Burnett moved to adjourn the meeting, seconded by Mrs. Grooms.

Motion passed unanimously, voice vote, 5 in favor 0 against.

The meeting was adjourned at 5:53 p.m. on Thursday, November 30, 2021.

____
Alan Johnson, *Secretary*

ATTEST:

____
Debra Murrell, *City Recorder*

These minutes were approved Tuesday, December 28, 2021, and constitute an official public record of the City of Lakeland, duly recorded and filed in the Minute Book of the City of Lakeland.

RESOLUTION 2021/12-01

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF LAKELAND, TENNESSEE, APPROVING AN AMENDMENT TO THE ECONOMIC IMPACT PLAN AND THE DEVELOPMENT AGREEMENT RELATING TO THE LAKE DISTRICT PROJECT AND CONFIRMING THE TIMING OF THE ESTABLISHMENT OF THE TAX INCREMENT FINANCING DISTRICT OF THE LAKE DISTRICT PLAN AREA AND LAKE DISTRICT TAX INCREMENT FUND

WHEREAS, On October 24, 2016, The Industrial Development Board of the City of Lakeland, Tennessee (the "Lakeland IDB"), approved an economic impact plan (the "Economic Impact Plan") regarding the development of an area located at approximately 3536 Canada Road, 3570 Canada Road, 0 Canada Road and 0 Lake Forest Road (inclusive of Tax Parcel ID Nos. L0159000001380, L0159000001390, L0159000004430, L0159000004440, L0159000004450, L0159000004710 and L0159000004720) Lakeland, Shelby County, Tennessee (the "Plan Area"); and

WHEREAS, The development of the Plan Area is expected to create an "urban village" which will include, but not be limited to, hotels, retailers, restaurants, office tenants, and residential (the "Project"); and

WHEREAS, On October 24, 2016, the IDB approved a Tax Increment Financing Application (the ''TIF Application") for the Plan Area, as submitted by The Lake District, LLC, a Delaware limited liability company (the "Lake District"), subject to the closing of the Tax Increment Financing for the Plan Area on or before January 1, 2018; and

WHEREAS, On October 24, 2016, the Board of Commissioners of the City of Lakeland, Tennessee ("Lakeland"), approved such Economic Impact Plan and TIF Application; and

WHEREAS, On October 31, 2016, the Board of Commissioners of Shelby County, Tennessee ("Shelby County"), approved such Economic Impact Plan; and

WHEREAS, The Lakeland IDB and the Lake District executed a Development Agreement, dated as of September 5, 2017 (the "Development Agreement"); and

WHEREAS, The Economic Impact Plan and the Development Agreement permit tax increment financing to be provided through the issuance by the Lakeland IDB of its bonds, notes and/or other obligations in the total amount not to exceed $39,000,000 ("Tax Increment Financing"), pursuant to Chapter 53, Title 7 of the Tennessee Code Annotated; and

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WHEREAS, The proceeds of any Tax Increment Financing would be used to pay the costs of the eligible public improvements (the "TIF Eligible Costs") relating to the development of the Project; and

WHEREAS, On October 18, 2018, the Lakeland IDB adopted a resolution extending the deadline for the closing of any Tax Increment Financing for the Plan Area from on or before January 1, 2018, to on or before January 1, 2020; and

WHEREAS, On November 8, 2018, the Board of Commissioners of Lakeland adopted a resolution extending the deadline for the closing of any Tax Increment Financing for the Plan Area from on or before January 1, 2018, to on or before January 1, 2020; and

WHEREAS, Effective as of January 1, 2020, the Tax Increment Financing District consisting of the Plan Area was established, and beginning with calendar year 2019, the incremental property tax revenues attributable to the Plan Area (as more particularly described in the Economic Impact Plan, the "TIF Revenues") have been, and will continue to be for the twenty (20) year term of the Tax Increment Financing District, deposited in the Lake District Tax Increment Fund maintained by the Shelby County Trustee to be allocated to the Lakeland IDB to be used to pay TIF Eligible Costs and/or to pay debt service on any Tax Increment Financings; and

WHEREAS, The Economic Impact Plan provides for a term of the Tax Increment Financing District of twenty (20) years and contemplates TIF Revenues being used to pay debt service on a commercial loan for up to five (5) years, and that at or before five (5) years thereafter, the TIF Revenues will be predictable and a Tax Increment Financing in the form of bonds to be issued by the Lakeland IDB will be issued; and

WHEREAS, The Lake District has requested that the Economic Impact Plan be amended to clarify that any Tax Increment Financings in the form of tax increment revenue bonds issued by the Lakeland IDB shall be payable from TIF Revenues until the end of the twenty (20) year term of the Tax Increment Financing District; and

WHEREAS, The Lakeland IDB desires to confirm that the Tax Increment Financing District of the Plan Area and the Lake District Tax Increment Fund for the

TIF Revenues were established on January 1, 2020, and that the closing of any Tax Increment Financings for the Plan Area may occur at any point during the twenty (20) year term of the Tax Increment Financing District; and

WHEREAS, The Lakeland IDB and the Lake District desire to amend the Development Agreement to correct the state of formation of the Lake District; 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 Lakeland IDB, Lakeland or Shelby County.

NOW, THEREFORE, BE IT RESOLVED BY THE LAKELAND IDB THAT:

RESOLVED, that the section entitled "**Financial Plan**" on page 5 of the Economic Impact Plan is hereby amended and restated as follows:

"The financial plan involves a phased process in which a commercial loan is secured at the beginning of the project to cover the cost of public infrastructure improvements, which such commercial loan may or may not be payable from the tax increment. The tax increment, along with sales of property to partners developing a portion of the project, will be used to reimburse the developer for the costs of such public infrastructure improvements and to cover debt service on any bonds, notes or other indebtedness issued by the Industrial Development Board of the City of Lakeland, Tennessee (the "Lakeland IDB"), as provided in that certain Development Agreement by and between the Lakeland IDB and The Lake District, LLC, dated as of September 5, 2017. Any such bonds, notes or other indebtedness issued by the Lakeland IDB shall be payable from the tax increment through the end of the 20-year term of the Tax Increment Financing District with such term beginning on January 1, 2020. Any such commercial loans and any such bonds, notes or other indebtedness issued by the Lakeland IDB are project revenue driven meaning that there is no direct risk on the part of the Lakeland IDB, the City of Lakeland, Tennessee or Shelby County, Tennessee."

RESOLVED, that it is hereby confirmed that the Tax Increment Financing District of the Plan Area and the Lake District Tax Increment Fund for the TIF Revenues were established on January 1, 2020, and that the closing of any Tax Increment Financings for the Plan Area may occur at any point during the twenty (20) year term of the Tax Increment Financing District, and further

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RESOLVED, that the form, content, and provisions of the First Amendment to the Development Agreement, as presented in this meeting, are in all particulars approved, and the President, Chair or any of them, and the Secretary are hereby authorized, empowered, and directed to execute, acknowledge, and deliver said First Amendment to the Development Agreement in the name, and on behalf, of the Lakeland IDB. The First Amendment to the Development Agreement is to be in substantially the form now before this meeting, or with such changes therein as shall be approved by the officers of the Lakeland IDB executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all such changes or revisions, and further

RESOLVED, that the directors, officers, agents and employees of the Lakeland IDB are hereby authorized and directed to do all such acts and things and to execute or accept any and all such certificates or documents as may be necessary to carry out and comply with the provisions of this Resolution and the Development Agreement, as amended, and to carry out, give effect to and consummate the transactions contemplated hereby and thereby. All of the acts and doings of the directors, officers, agents and employees of the Lakeland IDB which are in conformity with the intent and purposes of this Resolution and the Development Agreement, as amended, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Dated: December 28, 2021

____

Steve Laster, *Chair*

Attest:

____

Alan Johnson, *Secretary*

FIRST AMENDMENT TO DEVELOPMENT AGREEMENT

THIS FIRST AMENDMENT TO DEVELOPMENT AGREEMENT (this "Amendment") is executed as of January ___, 2022, by and between THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF LAKELAND, TENNESSEE, a public nonprofit corporation organized under Tennessee Code Annotated §§ 7-53-101, *et seq*. (the "Lakeland IDB"), and THE LAKE DISTRICT, LLC, a Delaware limited liability company (the "Lake District").

WITNESSETH:

WHEREAS, on October 24,2016, the Lakeland IDB approved an economic impact plan (the "Economic Impact Plan") regarding the development of an area in the City of Lakeland and Shelby County, Tennessee, identified in the Economic Impact Plan (the "Plan Area"): and

WHEREAS, the development of the Plan Area is expected to create an "urban village" which will include, but not be limited to, hotels, retailers, restaurants, office tenants, and residential; and

WHEREAS, the parties previously entered into that certain Development Agreement dated as of September 5, 2017 (the "Agreement"), for the purpose of establishing the rights and obligations of the parties with respect to the development of the Plan Area and certain terms related to the Tax Increment Incentive described in the Agreement and the Economic Impact Plan.

WHEREAS, the parties now desire to amend the Agreement as to certain matters, as more particularly set forth below.

NOW, THEREFORE, in consideration of the terms, conditions and mutual agreements by and between the parties, as hereafter set forth in detail, the parties do hereby mutually agree as follows:

1. The fourth and final line of the introductory paragraph of the Agreement is hereby amended and restated as follows:

THE LAKE DISTRICT, LLC, a Delaware limited liability company (the "Lake District").

2. Except as expressly modified by this Amendment, the Agreement is in full force and effect in accordance with its original terms and conditions. In the event any terms of this Amendment conflict with terms of the Agreement, the terms of this Amendment control. This Amendment constitutes the entire agreement of the parties regarding the subject matter hereof. Any previous agreements between the parties related to the subject matter of this Amendment are hereby replaced by this Amendment. This Amendment may be modified or changed only by a written instrument signed by both parties. This Amendment may be executed in one or more counterparts, each of which is considered an original and all of which together constitute one and the same instrument, and may be delivered by facsimile or electronic mail.

[Signatures commence on next page]

IN WITNESS WHEREOF, the Lakeland IDB and the Lake District have caused the Amendment to be duly executed as of the date first above written.

THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF LAKELAND, TENNESSEE

By: ________________________________
Name: ________________________________
Title: ________________________________

THE LAKE DISTRICT, LLC

By: ________________________________
Name: ________________________________
Title: ________________________________

THE LAKE DISTRICT

TAX INCREMENT FINANCING APPLICATION
LAKELAND INDUSTRIAL DEVELOPMENT CORPORATION
LAKELAND, TENNESSEE
OCTOBER 24, 2016

LAKE DISTRICT TAX INCREMENT FINANCE DISTRICT APPLICATION
TABLE OF CONTENTS

THE LAKE
DISTRICT

Oct. 5, 2016

Joseph Laster, Chairman.
Lakeland Development Corporation
10001 US Highway 70
Lakeland, TN 38002

Dear Mr. Laster,

I am please to submit the enclosed application package for the TIF for the Lake District development. Our hope is that The Lake District will become the new source of civic pride and financial backbone for the community for many years to come.

Yehuda Netanel, President,
Gilad Developent Inc.
Managing Member of
The Lake District LLC.

5959 Topanga Canyon Blvd. • Suite 285 • Woodland Hills • CA 91367

TAX INCREMENT FINANCING APPLICATION

Please return the completed application and supporting documentation to:

The Industrial Development Board of the City of Lakeland, Tennessee
10001 Highway 70
Lakeland, Tennessee 38002

TIF Application Lead-In Statement and Justification

The Industrial Development Board of the City of Lakeland, Tennessee (the "**LDC**") views its core mission as the promotion of economic development and growth in Lakeland, Shelby County, Tennessee and in particular commercial projects that involve a significant capital investment and the generation of new jobs with wages in excess of the annual average wage in Shelby County, Tennessee. The TIF Program is designed for economic development projects that provide improvements to public infrastructure in under-utilized areas of Lakeland, Shelby County, Tennessee and in other properties designated by the Board of Commissioners of the City of Lakeland, Tennessee. All capitalized terms used but not defined herein shall have the meaning ascribed to such term in the LDC Tax Increment Financing Program Policies and Procedures, as currently in effect with the LDC.

Please address the following factors as they related to your Project:

Economic Development

Will the proposed Project involve significant capital investment and the generation of new jobs with wages in excess of the Shelby County, Tennessee annual average wage?

Yes _**XX**____ No______ (If yes, please specify in detail, using additional sheets if necessary)

The Lake District is one of the largest single capital investments in Shelby County history amounting to approximately $375 million including all buildings types and infrastructure. The requested TIF funding is only about 11% of the total investment which is commensurate with typical TIF policies of other communities. There will be approximately 1,200 permanent employees in the total project within a range of employment levels from management, professionals, retail associates, and entry level positions of all sort. This is in addition to thousands of construction jobs in the full array of construction trades.

Blight Removal

Will the proposed Project remove blight?

Yes __**XX**___ No______ (If yes, please specify in detail, using additional sheets if necessary)

The property will create the city center that Lakeland has long sought to promote. It is at the key gateway, Interstate 40 and Canada Road, which is currently being improved and the city is actually undertaking a small area plan to help direct growth and development around

the new interchange. The Lake District plan is widely supported among elected officials and citizen groups and is being incorporated into the small area plan for the gateway.

Pursuit of Community Plan or Policy

Will the proposed Project further the pursuit of an existing community plan or policy?

Yes **XX** No______ (If yes, please specify in detail, using additional sheets if necessary)

The property will create the city center that Lakeland has long sought to promote. It is at the key gateway, Interstate 40 and Canada Road, which is currently being improved and the city is actually undertaking a small area plan to help direct growth and development around the new interchange. The Lake District plan is widely supported among elected officials and citizen groups and is being incorporated into the small area plan for the gateway.

Environmental Remediation

Will the proposed Project address environmental remediation?

Yes **XX** No______ (If yes, please specify in detail, using additional sheets if necessary)

The primary area where environmental remediation is being addressed is the demolition of the former Lakeland Factory Outlet Mall. These structures will be demolished in accordance with all local, state and federal regulations for removal of any sensitive materials that may be within a portion of the structures.

Public Infrastructure Need

Will the proposed Project address current public infrastructure needs?

Yes **XX** No______

If yes:

> Are the proposed public infrastructure improvements identified in the current Capital Improvements Plan for the City of Lakeland, Tennessee or Shelby County, Tennessee?
>
> Yes _____ No **XX** (If yes, please specify in detail, using additional sheets if necessary)
>
> **The proposed infrastructure includes improvements external to the site such as Canada Road and Monroe Road as well as internal to the site for roads, utilities, public plazas, parking structures, drainage, and sites for a city hall and performing arts center.**

Are the proposed public infrastructure improvements identified in any plans for the City of Lakeland, Tennessee or Shelby County, Tennessee?

Yes **XX**   No______ (If yes, please specify in detail, using additional sheets if necessary)

The major road and transportation plans include the improvements to Canada Road and Monroe Road.

If the proposed public infrastructure improvements are not in the current Capital Improvements Plan for the City of Lakeland, Tennessee or Shelby County, Tennessee or any other existing plan for the City of Lakeland, Tennessee or Shelby County, Tennessee, please describe in detail the public's need for the public infrastructure and the basis for the priority or urgency for the public infrastructure, as requested by the Application.

The public infrastructure are associated within a development that is essential to creating the identity of Lakeland, Tennessee with a blending of uses into a destination that is distinctive and unique in Shelby County. It will dramatically increase the tax base for Lakeland and Shelby County, create 1,200 new jobs, and contribute to retaining households and population within Shelby County.

____ **Other** (please specify)

____
____
____
____

I. Applicant Information

1. Name of Applicant: **Lake District LLC**

2. Business Name and Address: **5959 Topanga Canyon Blvd., Suite 285, Woodland Hills, Ca 91367**

   State of Organization: **Delaware**

3. Contact Person: **Yehuda Netanel**

   Phone Number: **818-346-7700**

   Fax Number: **818-346-7400**

   E-Mail Address: **yehuda@gilad-inc.com**

4. Website: **thelakedistrict.us**

5. Type of Business Entity: ☐ Sole Proprietorship ☐ Limited Partnership

☐ For-Profit Corporation ☐ General Partnership

☒ Limited Liability Company ☐ Nonprofit Corporation

6. Provide the street addresses of the project site:

3536 Canada Road; 3570 Canada Road; 0 Canada Road; 0 Lake Forest Road.

7. Provide a legal description of the project site and a description of the leased premises, if applicable. **(See Parcels Listed in Question 14)**

8. Currently, does the Applicant own or lease the property? (Check one) **(See Question 10)**

☒ Own ☐ Lease ☐ Neither

9. At project completion, who will occupy (operate business on) the site? **Broad range of hotels, retailers, restauranteurs, office tenants, child learning center, assisted living operator.**

10. Evidence of Site Control:

A. If the Applicant owns the property within the Planned Area, attach a copy of the Applicant's deed.

Ownership is currently held by Lakeland Station LLC and is being transferred to Lake District LLC both of which are under the control of Gilad Development Inc.

Mortgage Holder(s): **TREMONT Realty Capital; Deed is currently held by mortgage holder.**

B. If the Applicant has a contract or option to purchase the property within the Planned Area, attach a copy of the agreement or option contract. Also indicate:

The original 32+ acres that contained the former mall site is currently owned and there is an option to acquire the additional 130 acres owned by Belz Enterprises.

C. If the Applicant currently leases or will lease the property within the Planned Area, attach a copy of the lease or lease option contract. Also indicate:

Legal name of Owner as noted on the deed(s): ______________________________

Name of person who signed lease for Tenant(lessee): __________________________

Landlord/Owner's name, address and phone no.: ______________________________

____

II. Project Description

11. Indicate the total amount of TIF assistance requested (in current dollars), to be paid from TIF Revenues: **$39,000,000 including potential items listed below but only for eligible activities in accordance with applicable laws.**

Public Infrastructure: Eligible Activities

Use		Estimated Cost
Site Grading & Drainage	$	2,000,000
Demolition and Clearance	$	1,300,000
Canada Road and Monroe Rd	$	1,000,000
Public Streets	$	7,400,000
Utilities	$	3,900,000
Streetscape and Lighting	$	2,200,000
Parking Structures	$	5,900,000
Lake Improvements	$	1,300,000
Performing Arts Center	$	5,000,000
Public Plaza Improvements	$	2,000,000
Sites for public activities	$	1,500,000
Financing	$	1,500,000
Contingency	$	4,000,000
Total	**$**	**39,000,000**

12. Number of years TIF assistance is requested: **20 years total and will be instituted within twelve months of approval by City of Lakeland and Shelby County.**

(existing policy is that TIF transaction will have a maximum term of 20 years).

13. Has any other government assistance (funds, tax incentives, or other economic benefits) been provided to the Applicant or the property? (Check one): ☐ Yes ☒ No

If yes, describe the type, source, and amount of assistance provided:

____

____

____

14. Provide a list of all properties comprising the plan area by Parcel Identification Number (as provided by the Shelby County Assessor of Property), along with the most recent tax bill for each parcel.

TIF District Parcels & Property Taxes Generated									
Address	Parcels		Appraised		Lakeland		Shelby County		Total
3536 Canada Road	0159 00138	$	1,850,000	$	10,360	$	32,338	$	42,698
3570 Canada Road	0159 00443	$	1,047,300	$	5,865	$	18,307	$	24,172
0 Canada Road	0159 00471	$	5,000	$	28	$	87	$	115
0 Canada Road	0159 00472	$	5,000	$	28	$	87	$	115
0 Lake Forest	0159 00139	$	434,300	$	2,432	$	7,592	$	10,024
0 Lake Forest	0159 00444	$	448,000	$	2,509	$	7,831	$	10,340
0 Lake Forest	0159 00445	$	750,000	$	4,200	$	13,110	$	17,310
Total				**$**	**25,422**	**$**	**79,352**	**$**	**104,774**

15. Project Narrative: Write a brief description of the project. Be as specific as possible about timing, scope of work, type of construction and financing. Attach additional sheets if necessary. Provide interior and exterior photographs.

See attached narrative at the end of this document.

16. Land Area of Project Area (in square feet or acres): **Approximately 162 acres**

Zoning Classification of Project Area (by parcel): **Currently in approved planned development district (Site Plan Attached)**

17. Use of Funds (Entire Project):

Lake District Cost Outlines		
Land	$	15,000,000
Site and Public Improvements	$	36,000,000
Building Costs	$	260,000,000
Soft Costs	$	29,000,000
Total Projected Costs	**$**	**340,000,000**
Owner's Equity	$	50,000,000
Construction Financing	$	240,000,000
Tax Increment	$	39,000,000
Self Financing	$	11,000,000
Total	**$**	**340,000,000**

18. When will construction start (Month/Year)? **Following completion and approval of all engineering plans, infrastructure construction will begin on approximately April 1, 2017.**

19. When will construction be completed (Month/Year)?

    All infrastructure will be substantially complete by Decembers 31, 2018. Construction of buildings should begin by approximately mid-year 2018 and be substantially complete by end of year 2022, depending upon market conditions. Single family development will be phased so as not to saturate the market and adversely affect property values.

20. Please list what public improvement(s) are eligible for tax increment financing and estimated cost:

    (See table under Question 11)

21. Development Team

    Please list the business name, contact person, address, work and fax phone numbers, and email address for the following members of the Development Team:

    Contractor: **Currently interviewing two local contractors, both of whom have extensive experience in the Memphis/Shelby County market. Final selection will be within 45 days.**

    Architect/Engineers: **Looney Kiss and Ricks Architects and A2H Engineers**

    Accountant: ______________________________

    Project Manager: ______________________________

    Construction Manager: ______________________________

    Development Consultant: **Pinnacle Planning Advisors (Dexter Muller)**

III. Supplemental Information

Note to Applicant – All Exhibits from the checklist must be complete before the LDC will submit your request for tax increment financing for initial consideration.

22. Submit the following as Exhibits to the Application that will include the information set forth in the following checklist:

Exhibit A – Tax Increment Application Affidavit

Exhibit B – History of the Development Entity

Exhibit C – Site Plan and Rendering (identify public improvements eligible for TIF)

Exhibit D – List and Breakdown of Sources and Uses of Funds to undertake project

Checklist

Exhibit A – Tax Increment Application Affidavit *(submitted for preliminary qualification)*:

Applicant will pay the LDC TIF Application Fee of **$5,000.00**

Applicant will list and specify all Eligible TIF Costs in detail **(See Question 11)**

Applicant will acknowledge the maximum tax incentive available for the Project **($39,000,000)**

Applicant and/or the lead financing entity will sign an affidavit that the project would not be financially feasible, if it were not for the Tax Increment Financing.

Exhibit B – Declaration of Development Team and Disclosure of Principals and Entity, including:

History of the Development Entity

Resumes of all principals and key individuals

Organizational structure of the development entity

Exhibit C – Description and Narrative of the Development Project, including:

Copies of Project Contracts and/or Memoranda of Understanding

Detailed Performance/Construction Schedule

Site Plan and Rendering w/qualifying public improvements identified

Copies of Deeds, Leases, and Option Contracts

Photographs of Property

Tax Bills

Survey

Maps of the Plan Area and the Project Area

Exhibit D – Project Funding and Financial Information, including:

List and breakdown of Sources and Uses of Funds to undertake Project

Detailed projections of TIF Revenues by parcel for the term of the requested TIF and narrative describing the basis and assumptions for the projections

Pro-forma financial statement for five (5) years (if multiple entities are involved, the pro forma statements should be prepared on an entity basis and on a consolidated basis)

Current financial statements (2 yrs.); P & L (2 yrs.); and Balance Sheet (2 yrs.) (if newly formed, a copy of a balance sheet as of the most recent month-end)

Current banking relationships

Evidence of bonding capacity or letter of credit

IV. Signature

I, the undersigned, affirm that the project descriptions, numerical and financial estimates, and all other information I have provided in this Application are true and complete to the best of my knowledge. I have read and understood the requirements described in this Application, including the Tax Incentive Financing Program of the LDC. Furthermore, I certify that I am authorized to initiate the TIF Application process on behalf of the Applicant and the Project described.

The undersigned, furthermore, agrees to provide such additional information and documentation, from time to time, as the LDC may consider necessary or convenient to determine the advisability of providing tax increment financing to the Applicant.

The undersigned agrees to pay or reimburse the LDC for all costs, fees and expenses, including attorneys' fees, incurred by the LDC in considering, evaluating, and enforcing the provisions of the Application and the Policies and Procedures of the Tax Increment Financing Program. In certain instances the LDC may require that principals of the Applicant guarantee the payment of the above costs and supply the LDC with financial statements of such principals.

Signed: [signature] Date: 10-12-16, 20___

Title: Managing Member

Legal Disclaimer

COMPLETION OF THIS APPLICATION DOES NOT ENTITLE THE APPLICANT TO FINANCIAL ASSISTANCE. ANY SUCH ASSISTANCE MUST BE APPROVED BY THE LDC, THE BOARD OF COMMISSIONERS OF THE CITY OF LAKELAND, TENNESSEE OR ANY OTHER APPLICABLE GOVERNMENTAL AUTHORITY.

AFFIDAVIT TO
TIF APPLICATION

I, Yehuda Netanel, being first duly sworn, depose and state under penalty of perjury as follows:

1. I am a corporate officer, managing member, general partner or sole proprietor of THE LAKE DISTRICT LLC ("Applicant"), a company duly organized in the State of DELAWARE as a LLC (Corporation/LLC/Sole Proprietorship/General Partnership/Limited Partnership). Applicant submits this Application requesting tax increment financing for the project located at LAKELAND, TN ("Site"). The Applicant represents that this Application and all information furnished in support of the Application for the purpose of obtaining financial assistance under The Industrial Development Board of the City of Lakeland, Tennessee Tax Increment Financing Program ("TIF Program") are true and complete to the best of Applicant's knowledge and belief.

2. Applicant hereby acknowledges and declares that it will comply with the following submittal requirements for tax increment financing assistance from The Industrial Development Board of the City of Lakeland, Tennessee (the "LDC"):

(i) Applicant will list and specify all costs of qualified improvements to Public Infrastructure for tax increment financing;

(ii) Applicant will acknowledge the maximum tax increment reimbursement available for the Project;

(iii) Applicant will pay a tax increment financing application fee of $5,000.00 to the LDC at the time of application;

(iv) Applicant will be required to pay the LDC an administration fee equal to ____________[1], which will be deducted annually out of the TIF Revenues.

3. Applicant acknowledges and declares that no other reasonable means of financing the public improvements proposed to be financed with tax increment financing are available, because of one or more of the following reason(s) as checked by Applicant:

X (i) The Project, including the public improvements, if financed by Applicant through cash on hand or through debt financing from a private lender, would not result in a reasonable rate of return to the Applicant; or

X (ii) Applicant would not undertake the full set of improvements contemplated in the Application through resources reasonably available to the Applicant.

---

[1] To Be Determined

4. Applicant hereby agrees that Applicant shall at all times indemnify and hold harmless the LDC, its employees, officers, directors, counsel, and consultants against all losses, costs, damages, expenses (including attorney fees), and liabilities of any nature directly or indirectly resulting from, arising out of or relating to the acceptance, consideration, approval, or disapproval of this Application for tax increment financing assistance.

DATED this 12 day of OCTOBER, 2016

Yehuda Netanel
Signature

managing member.
Title

Signed and sworn to before me this 12 day of October, 2016

DAVINA ROJO
Commission # 2145225
Notary Public - California
Los Angeles County
My Comm. Expires Mar 5, 2020

Notary Public

My commission Expires: 3/5/2020

Subject Property: Located at the southeast quadrant of I-40 and Canada Road

(Containing Approximately 162 acres)

LEGEND & DATA

	RETAIL Power Center	+/-270,600 SF
	RETAIL Restaurants / Shops at Town Center	+/-203,600 SF
	MULTI-FAMILY OVER TOWN CENTER 2 Levels - 50 Units/Level	100 UNITS
	OFFICE 2 Floors - 35GTLR	70,000 SF
	HOTEL	(1) 250 KEYS (1) 150 KEYS
	CIVIC Performing Arts Center / City Hall	+/-36,500 SF
	PARKING GARAGE	
	RESIDENTIAL 35' Wide Lots - Single Family Detached	186 LOTS
	RESIDENTIAL 25' Wide Attached Townhomes	96 HOMES
	MANOR HOMES	48 UNITS
	SENIOR & ASSISTED LIVING SITE	
	STREET PARKING AT TOWN CENTER	119
	SURFACE PARKING SPACES	+/-1,821

LRK
Looney Ricks Kiss

CONCEPT MASTER PLAN

THE LAKE DISTRICT

Lakeland, Tennessee
September 26, 2016

GILAD
DEVELOPMENT, INC.

The Lake District
Lakeland, TN
Project Narrative

The project consists of approximately 162 acres at the southeast quadrant of Interstate 40 and Canada Road in Lakeland, Tennessee. The subject property was formerly the Lakeland Factory Outlet Mall and additional property to the south that was a planned mixed use development.

The proposal is to create an "Urban Village" with a variety of uses that are all integrated into a walkable community with big box retail, two hotels, main street retail and boutique shopping, restaurants, child learning center, offices, single family residential, performing arts center, a site for city hall, an inside storage facility and assisted living. Additionally to complement the uses and enable a walkable community without extensive areas of surface parking, two parking structures are provided.

The Lake District is an urban neighborhood development surrounding 3 lakes, parks, and trails. Eight interdependent elements connect creating a vibrant multi-faceted street life.

The Eight Elements include human- scaled urban designed big box and main street retail, food and entertainment space, hotels, office space, child learning, and a mix of residential and assisted living in close proximity and accessible to public and civic space. The current quantities of each of the uses is specified below:

Eight Elements:

1. Retail:

Big Box	270,600 sf
Main Street	203,600 sf

2. Hotel 1: 110 Keys
   Hotel 2: 150 Keys

3. Office: 70,000 sf (2 floors 35,000 sf each)

4. Child Learning: 2.4 acre pad

5. Residential: 422 Units Total

   For Sale: 186 detached Town Homes
   96 attached Town Homes
   40 Manor Homes

   For Lease: 100 2nd floor Apartments above Main Street Retail

6. Assisted Living: 100 beds

7. Outparcels: 8 pad's for Quick Service Restaurants, Fast Casual Restaurants, and service retail

8. Storage: Climate controlled storage-pad

Civic space includes a 36,500 sf Performing Arts Center and Civic building.

In essence this development will define Lakeland and provide the city center that has long been lacking to create the city as a destination for activity in a regional context.

THE LAKE
DISTRICT

ECONOMIC IMPACT PLAN
TAX INCREMENT FINANCING DISTRICT
LAKELAND, TENNESSEE
OCTOBER 24, 2016

Economic Impact Plan
Lake District Tax Increment Financing
Lakeland, Tennessee

Project Overview
The project consists of approximately 162 acres at the southeast quadrant of Interstate 40 and Canada Road in Lakeland, Tennessee. The subject property was formerly the Lakeland Factory Outlet Mall and additional property to the south that was a planned mixed use development.

The proposal is to create an "Urban Village" with a variety of uses that are all integrated into a walkable community with big box retail, two hotels, main street retail and boutique shopping, restaurants, child learning center, offices, single family residential, performing arts center, a site for city hall, an inside storage facility and assisted living. Additionally to complement the uses and enable a walkable community without extensive areas of surface parking, two parking structures are provided.

In essence this development will define Lakeland and provide the city center that has long been lacking to create the city as a destination for activity in a regional context.

Page 2: Lake District Economic Impact Plan

Request

Tax Increment Financing (TIF)

The quality and magnitude of development requires a public-private partnership to execute the project. The property is primarily vacant with a deteriorated retail structure in addition to the vacant land. It is currently generating only $25,433 in Lakeland and $79,774 in Shelby County taxes. After the development is complete, the total property taxes generated will be approximately $6,400,000.

The request is to establish a Tax Increment Financing District for a total of 20 years with 75% of the growth in property taxes that are allocated to the trust fund being available for public infrastructure within the development. Essentially using the tax increment generated by the project to cover required public infrastructure on the borders and within the project. Of the total new taxes generated, about 29% of the taxes will be devoted to the project and 71% will be provided to the local governments.

The increment of new taxes generated are first reduced by the portion of the tax rate devoted to debt service for general fund and schools. Of the remainder, both Lakeland and Shelby County will enjoy the 25% of the growth in general fund property taxes with only 75% being allocated to the trust fund for public infrastructure expenditures. The Economic Impact Plan and the attached spreadsheets outlines the specifics of the property tax and other benefits produced by the project.

Parcels to be included in the TIF District are listed below:

TIF District Parcels	
Address	**Parcel #**
3536 Canada Road	0159 00138
3570 Canada Road	0159 00443
0 Canada Road	0159 00471
0 Canada Road	0159 00472
0 Lake Forest	0159 00139
0 Lake Forest	0159 00444
0 Lake Forest	0159 00445

Page 3: Lake District Economic Impact Plan

Tax Allocation Summary

The following chart provides a summary of the revenues from just property taxes and sales taxes allocated to each of the jurisdictions as well as the amount to be contributed to the TIF Trust Fund.

Tax Summary: Allocation		
Source	**Lakeland**	**TIF Allocation**
Property Taxes: General Fund	$ 277,313	$ 627,938
Property Taxes: School & GF Debt Service	$ 616,550	$ -
Sales Taxes: General & School Fund	$ 2,554,537	$ -
Hotel Motel Taxes	$ 462,638	$ -
Sub-Total	**$ 3,911,038**	**$ 627,938**
Source	**Shelby**	**TIF Allocation**
Property Taxes: General Fund	$ 1,372,278	$ 2,652,113
Property Taxes: School & GF Debt Service	$ 874,380	$ -
Sales Taxes: Shelby County School Fund	$ 1,998,635	$ -
Sub-Total	**$ 4,245,293**	**$ 2,652,113**
Total	**$ 8,156,331**	**$ 3,280,051**
% of Total Revenues	**71.3%**	**28.7%**

Page 4: Lake District Economic Impact Plan

Public Infrastructure

The most appropriate use of TIF funds is to apply to public infrastructure. In the Lake District, the eligible public infrastructure and improvements include: site grading and preparation, demolition, public roads, utilities, parking structures, drainage and lake improvements, street lighting, performing arts center, civic plazas, plans and engineering, and sites for public activities.

This is estimated at $39.0 million which accounts for only about 11% of the total project cost, which is well within typical guidelines for TIF projects around the state and appropriate for leveraging public funds. This is particularly true given the amount of benefits provided to the City of Lakeland and Shelby County financially, with new taxes, employment, local contracting and community building.

Public Infrastructure: Eligible Activities		
Use	**Estimated Cost**	
Site Grading & Drainage	$	2,000,000
Demolition and Clearance	$	1,300,000
Canada Road and Monroe Rd	$	1,000,000
Public Streets	$	7,400,000
Utilities	$	3,900,000
Streetscape and Lighting	$	2,200,000
Parking Structures	$	5,900,000
Lake Improvements	$	1,300,000
Performing Arts Center	$	5,000,000
Public Plaza Improvements	$	2,000,000
Sites for public activities	$	1,500,000
Financing	$	1,500,000
Contingency	$	4,000,000
Total	**$**	**39,000,000**

Page 5: Lake District Economic Impact Plan

Financial Plan

The financial plan involves a phased process in which a commercial loan in the amount of $39.0 million is secured at the beginning of the project to cover the cost of public infrastructure. The tax increment along with sales of property to partners developing portion of the project will be used to cover debt service on this commercial loan for up to five years. At or before the five years is up and all elements of the project are constructed, the revenue stream of property tax revenues will be predictable and a bond issue will be implemented for a fifteen year period.

The commercial loan and eventual bonds to be issued are project revenue driven meaning that there is no direct risk on the part of either Lakeland or Shelby County.

Importance/Benefits of Project

Population and Income Growth

While these urban villages that are mixed use walkable communities are being developed very successfully in other parts of the U. S., there is nothing of this caliber in the Memphis region. Shelby County is currently losing population at an unsustainable rate. Between 2007 and 2011 the population loss amounted to 31,121 people. This fact is compounded by the loss of associated income for these households of $548 million. Being a regional destination and a new offering for a living experience, the Lake District should help to retain households that would otherwise leave Shelby County as well as attract spending from outside the county.

Timing of Development

The timing for this project is ideal in that the new I-40/Canada Road interchange will be completed in 2017 as this development is scheduled to be developed. The interchange provides a new high quality gateway into the project.

Lakeland is also constructing new facilities in the town to enhance its attractiveness for growth. This includes a new middle school, IH Park improvements, and is contemplating a new regional park.

Additionally, the market conditions have finally rebounded both nationally and regionally that warrant new construction of the type included in the development.

Property Taxes

The total investment counting public infrastructure amounts to approximately $375,000,000 counting infrastructure, buildings, and personal property. This produces new property taxes in Lakeland of approximately $1.4 million and Shelby County of $4.3 million. The portion of local property taxes devoted to debt service for general fund and school funding will continue to be paid and not allocated to the TIF Trust Fund.

Page 6: Lake District Economic Impact Plan

Schools Systems

Education in Shelby County is a major beneficiary of the development impacts. Under TIF legislation, the property tax portion for debt service for schools is not contributed to the TIF Trust Fund but continues to be allocated to the appropriate schools systems. In this case there are significant funds allocated to Lakeland Schools and Shelby County Schools (See Economic Impact Plan). Additionally a large portion of the substantial local sales taxes generated by the retail shopping, restaurants, hotels, etc. will be shared with all school systems in Shelby County based upon average daily attendance.

Employment

According to uses within the project and the associated employment projections, there will be about 1,200 employees within the fully developed project. These are associated with hotels, retail, offices, restaurants, assisted living, and project maintenance. There will be a range of jobs from a range of professionals, retail associates, maintenance personnel and others. A significant percentage of these employees will be residents from outside Lakeland throughout Shelby County.

Impact of Construction

According to the economic projections, the one-time impact of construction will produce over 3,100 construction jobs and produce in excess of $6.0 million in sales taxes. This is in addition to the impact of the construction wages that will exceed $183 million.

Diversity Contracting

Gilad Inc. as the overall developer of the project is fully committed to supplier diversity. To date all companies hired to work on the project are local. The general contractor for the infrastructure phase covered by the TIF will be also be local as well as subcontractors. All general contractors interviewed are accomplished at hiring locally owned small minority and women owned businesses. The local business planning through the general contractor will be instructed to achieve at least 20% locally owned small, minority and women owned businesses contacting on the TIF funded public infrastructure. This amounts to approximately $7,800,000 for the initial phases. Additionally, as the construction of the buildings are constructed by the various partners, extensive local contacting will also produce tens of thousands of construction jobs and extensive opportunities for diversity spending.

Page 7: Lake District Economic Impact Plan

Total Economic Impact

The attached economic analysis was performed taking into account the initial impacts of construction, the ongoing property taxes associated with private facilities, and ongoing annual impacts of operations of the various facilities. It takes into account the direct and indirect multiplier effects of capital investments and operations.

Collectively the impacts make this project one of the largest and most impactful in the county's history. The benefits are widespread, not just benefitting Lakeland and Shelby County but through sales taxes, it benefits every municipality and its school system directly and ongoing.

The intangible benefits of defining Lakeland, community building, retaining population and income inside of Shelby County are equally as important but not measured with just economics.

LAKE DISTRICT ECONOMIC IMPACT ANALYSIS

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis - Summary

Annual Impact from Operations								
Development Type	**Direct/Indirect Jobs**	**Total Economic Impact**	**Annual Wages**	**Local Sales Tax (Direct & Indirect)**	**Local Other Taxes**	**Indirect Property Tax**	**Direct Property Tax (City & County)**	**Total Local Taxes**
Retail (Parking Included)	845	$ 298,469,250	$ 30,040,595	$ 4,910,960	$ 152,613	$ 960,666	$ 1,959,475	$ 7,983,714
Restaurant	208	$ 25,473,000	$ 3,469,648	$ 432,898	$ 17,626	$ 240,167	$ 103,860	$ 794,551
Office	55	$ 1,970,640	$ 2,565,475	$ 35,416	$ 13,033	$ 44,031	$ 259,650	$ 352,130
Hotel	146	$ 15,811,099	$ 3,813,228	$ 307,092	$ 482,009	$ 160,111	$ 265,960	$ 1,215,172
Residential	94	$ 12,487,997	$ 3,327,382	$ 45,934	$ 16,904	$ 96,246	$ 2,501,872	$ 2,660,956
Permorming Arts	9	$ 442,925	$ 467,982	$ 6,460	$ 2,377	$ 7,205	$ 115,400	$ 131,442
Total	**1,357**	**$ 354,654,911**	**$ 43,684,310**	**$ 5,738,760**	**$ 684,562**	**$ 1,508,426**	**$ 5,206,217**	**$ 13,137,965**

One-Time Impact from Construction								
	Direct/Indirect Jobs	**Total Economic Impact**	**Annual Wages**	**Local Sales Tax**	**Local Other Taxes**	**Indirect Property Tax**		**Total Local Taxes**
All Entities	3,186	$ 575,819,685	$ 183,077,118	$ 6,027,030	$ 930,076	N/A		$ 6,957,106

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis

One Time Impact from Construction

	Retail	Restaurants	Office	Hotels	Parking	Residential	Performing Arts	Public Plaza Improvements/Site & Infrastructure Work	Total
Building - Real Property *	$ 80,750,000	$ 4,500,000	$ 11,250,000	$ 30,500,000	$ 5,850,000	$ 148,300,000	$ 5,000,000	$ 32,000,000	$ 318,150,000
Final Demand Output Multiplier [1]	1.8099	1.8099	1.8099	1.8099	1.8099	1.8099	1.8099	1.8099	
Economic Impact	$ 146,149,425	$ 8,144,550	$ 20,361,375	$ 55,201,950	$ 10,587,915	$ 268,408,170	$ 9,049,500	$ 57,916,800	$ 575,819,685
Sales Tax Revenue from Capital Investment [2]									$ 3,499,650
Final Demand Employment Multiplier [3]									10.0127
Direct/Indirect Jobs Supported During Construction Period									3,186
Shelby County Annual Average Wage - 2015 Projection - All Industries [4]									$ 57,463
Wages Paid to Direct/Indirect/Induced Jobs									$ 183,077,118
Sales Tax Revenue from Wages [5]									$ 2,527,380
Other Tax Revenue from Wages[6]									$ 930,076
Total Tax Revenue from Wages Paid During Construction Period									**$ 3,457,456**

**Construction estimates provided by the developer.*

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis

Annual Impact of Operations - Retail	Big Box Retail	Main Street Retail	Pads Retail	TOTAL
Total Square Footage	255,000	225,000	65,000	545,000
Average Sales Per Square Foot*	$ 300	$ 300	$ 300	
Total Annual Revenue	$ 76,500,000	$ 67,500,000	$ 19,500,000	$ 163,500,000
Direct Local Sales Tax Generated from Operation (2.75%)	$ 2,103,750	$ 1,856,250	$ 536,250	$ 4,496,250
Final Demand Output Multiplier [7]	1.8255	1.8255	1.8255	1.8255
Total Economic Impact from Rental Revenue	139,650,750	123,221,250	35,597,250	298,469,250
Projected Direct Employment				600
Direct Effect Employment Multiplier [8]				1.4090
Indirect/Induced Employment				245
Total Employment - Direct/Indirect/Induced				845
Shelby County Annual Average Wage [9]				$ 35,551
Total Wages - Direct/Indirect/Induced	$ -	$ -	$ -	$ 30,040,595
Sales Tax Revenue from Wages [5] (Indirect)	$ -	$ -	$ -	$ 414,710
Other Tax Revenue [6]	$ -	$ -	$ -	$ 152,613
Residential/Commercial Property Tax Revenue [10]	$ -	$ -	$ -	$ 960,666
Total Tax Revenue - from Operations & Wages	**$ 2,103,750**	**$ 1,856,250**	**$ 536,250**	**$ 6,024,239**

**Projection provided by the developer.*

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis

Annual Impact of Operations - Restaurants	Main Street	Free Standing	TOTAL
Total Square Footage	20,000	15,000	35,000
Average Sales Per Square Foot*	$ 400	$ 400	
Total Annual Revenue	$ 8,000,000	$ 6,000,000	$ 14,000,000
Direct Local Sales Tax Generated from Operation (2.75%)	$ 220,000	$ 165,000	$ 385,000
Final Demand Output Multiplier [11]	1.8195	1.8195	1.8195
Total Economic Impact from Rental Revenue	14,556,000	10,917,000	25,473,000
Projected Direct Employment			150
Direct Effect Employment Multiplier [12]			1.3868
Indirect/Induced Employment			58
Total Employment - Direct/Indirect/Induced			208
Shelby County Annual Average Wage [13]			$ 16,681
Total Wages - Direct/Indirect/Induced	$ -	$ -	$ 3,469,648
Sales Tax Revenue from Wages[5] (Indirect)	$ -	$ -	$ 47,898
Other Tax Revenue[6]	$ -	$ -	$ 17,626
Residential/Commercial Property Tax Revenue [10]	$ -	$ -	$ 240,167
Total Tax Revenue - from Operations & Wages	**$ 220,000**	**$ 165,000**	**$ 690,691**

Projection provided by the developer.

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis

Annual Impact of Operations - Office Space		
		TOTAL
Total Square Footage		70,000
Average Sales Per Square Foot*	$	18
Total Annual Revenue*	$	1,260,000
Final Demand Output Multiplier [14]		1.5640
Total Economic Impact from Rental Revenue		1,970,640
Final Demand Employment Multiplier [15]		28.1303
Total Employment - Direct/Indirect/Induced		55
Shelby County Annual Average Wage [16]	$	46,645
Total Wages - Direct/Indirect/Induced	$	2,565,475
Sales Tax Revenue from Wages[5] (Indirect)	$	35,416
Other Tax Revenue[6]	$	13,033
Residential/Commercial Property Tax Revenue[10]	$	44,031
Total Tax Revenue - from Operations & Wages	**$**	**92,480**

**Projection provided by the developer.*

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis

Annual Impact of Operations - Hotels	Hotel 1	Hotel 2	Total
Total Rooms	150	110	260
Total Projected Annual Revenue*	$ 5,338,125	$ 3,914,625	$ 9,252,750
Direct Local Sales Tax Generated from Operation (2.75%)	$ 146,798	$ 107,652	$ 254,450
Local Hotel/Motel Tax Generated from Operation (5%)	$ 266,906	$ 195,731	$ 462,637
Final Demand Output Multiplier [17]	1.7088	1.7088	1.7088
Total Economic Impact from Rental Revenue	9,121,788	6,689,311	15,811,099
Projected Direct Employment			100
Direct Effect Employment Multiplier [18]			1.4578
Indirect/Induced Employment			46
Total Employment - Direct/Indirect/Induced			146
Shelby County Annual Average Wage [19]			$ 26,118
Total Wages - Direct/Indirect/Induced	$ -	$ -	$ 3,813,228
Sales Tax Revenue from Wages[5] (Indirect)	$ -	$ -	$ 52,642
Other Tax Revenue[6]	$ -	$ -	$ 19,372
Residential/Commercial Property Tax Revenue[10]	$ -	$ -	$ 160,111
Total Tax Revenue - from Operations & Wages	**$ 413,704**	**$ 303,383**	**$ 949,212**

**Projection provided by the developer.*

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis

Annual Impact of Operations - Residential	Live/Work Units	Assisted Living	Total
Units*	100	120	
Monthly Rental Rates*	$ 1,500	$ 4,000	
Projected Occupancy Rate	90%	90%	
Projected Annual Revenue	1,620,000	5,184,000	6,804,000
Final Demand Output Multiplier [20]	1.5640	1.9202	
Economic Impact from Rental Revenue	2,533,680	9,954,317	12,487,997
Projected Direct Employment	20	40	60
Direct Effect Employment Multiplier [21]	1.7581	1.4767	
Indirect/Induced Employment	15	19	34
Total Employment - Direct/Indirect/Induced	35	59	94
Shelby County Annual Average Wage[22]	$ 49,043	$ 27,303	
Total Wages - Direct/Indirect/Induced	$ 1,716,505	$ 1,610,877	$ 3,327,382
Sales Tax Revenue from Wages[5] (Indirect)	$ 23,696	$ 22,238	$ 45,934
Other Tax Revenue[6]	$ 8,720	$ 8,184	$ 16,904
Residential/Commercial Property Tax Revenue[10]	$ 32,082	$ 64,164	$ 96,246
Total Tax Revenue - from Operations & Wages	**$ 64,498**	**$ 94,586**	**$ 159,084**

**Projection provided by the developer.*

City of Lakeland, Shelby County, TN
The Lake District Development
Economic Impact Analysis

Annual Impact of Operations - Performing Arts Center		
		Total
Total Annual Revenue*	$	250,000
Direct Sales Tax from Ticket Sales [23]		6,875
Final Demand Output Multiplier [24]		1.7717
Total Economic Impact from Rental Revenue		442,925
Final Demand Employment Multiplier [25]		20.6869
Total Employment (Direct, Indirect & Induced)		9
Shelby County Annual Average Wage [26]	$	51,998
Total Wages - Direct/Indirect/Induced	$	467,982
Sales Tax Revenue from Wages[5] (Indirect)	$	6,460
Other Tax Revenue[6]	$	2,377
Residential/Commercial Property Tax Revenue[10]	$	7,205
Total Tax Revenue - from Operations & Wages	**$**	**16,042**

**Projection provided by the developer.*

City of Lakeland, Shelby County, TN
The Lake District Development
Real Property Tax Schedule

Development Type	Property Value (total)	Assessed Value*	Lakeland TOTAL Property Tax ($1.40)	Lakeland Debt Service for Schools ($0.55)	Taxes Paid to Lakeland After Debt Service Allocation (25%)	Lakeland Taxes Allocated to TIF After Debt Service (75%)	Shelby County TOTAL Property Tax ($4.37)	Shelby County General & School Debt Service ($0.78)	Taxes Paid to Shelby County After Debt Service Allocation (25%)	Shelby County Taxes Allocated to TIF After Debt Service (75%)
Retail	$ 80,750,000	$ 32,300,000	$ 452,200	$ 177,650	$ 68,638	$ 205,913	$ 1,411,510	$ 251,940	$ 289,893	$ 869,678
Restaurants	$ 4,500,000	$ 1,800,000	$ 25,200	$ 9,900	$ 3,825	$ 11,475	$ 78,660	$ 14,040	$ 16,155	$ 48,465
Office	$ 11,250,000	$ 4,500,000	$ 63,000	$ 24,750	$ 9,563	$ 28,688	$ 196,650	$ 35,100	$ 40,388	$ 121,163
Hotels	$ 30,500,000	$ 12,200,000	$ 170,800	$ 67,100	$ 25,925	$ 77,775	$ 533,140	$ 95,160	$ 109,495	$ 328,485
Parking	$ 5,850,000	$ 2,340,000	$ 32,760	$ 12,870	$ 4,973	$ 14,918	$ 102,258	$ 18,252	$ 21,002	$ 63,005
Residential SFD	$ 142,400,000	$ 35,600,000	$ 498,400	$ 195,800	$ 75,650	$ 226,950	$ 1,555,720	$ 277,680	$ 319,510	$ 958,530
Residential	$ 19,400,000	$ 7,760,000	$ 108,640	$ 42,680	$ 16,490	$ 49,470	$ 339,112	$ 60,528	$ 69,646	$ 208,938
Performing Arts	$ 5,000,000	$ 2,000,000	$ 28,000	$ 11,000	$ 4,250	$ 12,750	$ 87,400	$ 15,600	$ 17,950	$ 53,850
Total	**$ 299,650,000**		**$ 1,379,000**	**$ 541,750**	**$ 209,314**	**$ 627,939**	**$ 4,304,450**	**$ 768,300**	**$ 884,039**	**$ 2,652,114**

Total Lakeland Taxes Designated to Debt Service:	$ 541,750
Total Taxes Paid to the City of Lakeland:	$ 209,314
Total Shelby County Taxes Designated to Debt Service:	$ 768,300
Total Taxes Paid to Shelby County:	$ 884,039
Total Taxes Designated to TIF (Lakeland & Shelby County):	$ 3,280,053

**Assessment ratio is 40% for all development types except the Single Family Dwelling residential units, which is 25%.*

Notes for The Lake District Development Impact Analysis

1. U.S. Bureau of Economic Analysis, RIMS II final-demand aggregate output multiplier for Shelby County, Tennessee for construction. This multiplier represents the total dollar change in output that occurs in all industries for each additional dollar of output delivered to final demand by the specified industry.

2. For the purpose of this analysis, it is assumed that 40% of the construction costs would be for building materials that are subject to the City of Lakeland Shelby County local option sales tax rate of $0.0275.

3. U.S. Bureau of Economic Analysis, RIMS II aggregate final demand employment multiplier for construction for Shelby County, Tennessee. This multiplier calculates the number of indirect jobs supported per million dollars of output by the specified industry.

4. Based upon data from Tennessee Department of Labor; Annual Average Wage for Shelby County, 2015 for all industry types with a 1.5% inflation factor applied for 2016.

5. U.S. Department of Labor, "Consumer Expenditure Survey, Southern US" 2014; factor applied to determine the rate of indirect or "downstream" expenditures on sales taxable goods and services at the local option tax rate of $0.0275

6. Based upon July 2015 - June 2016 collections of Business, Alcohol, Motor Vehicle and other local taxes compared to sales tax for Shelby County

7. U.S. Bureau of Economic Analysis, RIMS II final-demand aggregate output multiplier for Shelby County, Tennessee for retail trade.

8. U.S. Bureau of Economic Analysis, RIMS II direct effect employment multiplier for the retail trade for Shelby County, TN. This multiplier represents the number of indirect jobs supported per direct job by the specified industry.

9. Based upon data from Tennessee Department of Labor; Annual Average Wage for Shelby County, 2015 for the retail trade industry sector with a 1.5% inflation factor applied for 2016.

10. New property tax for Shelby County and the City of Lakeland based on projected new property value created by wages paid by the new development. The new property value may be new single family homes, new rental property, expansions or improvements to existing residential or commercial property. Although commercial property value is included, the residential rate of assessment is used as a conservative measure. The assessment rate of 25% and a combined Shelby County ($4.37) and City of Lakeland ($1.40) tax rate of $5.77, per $100 of assessed value is used. Direct property taxes paid by companies are not included in this value.

11. U.S. Bureau of Economic Analysis, RIMS II final-demand aggregate output multiplier for Shelby County, Tennessee for food services and drinking establishments.

12. U.S. Bureau of Economic Analysis, RIMS II direct effect employment multiplier for food services and drinking establishments for Shelby County, TN. This multiplier represents the number of indirect jobs supported per direct job by the specified industry.

13. Based upon data from Tennessee Department of Labor; Annual Average Wage for Shelby County, 2015 for food services and drinking establishments with a 1.5% inflation factor applied for 2016.

14. U.S. Bureau of Economic Analysis, RIMS II final-demand aggregate output multiplier for Shelby County, Tennessee for real estate management.

15. U.S. Bureau of Economic Analysis, RIMS II final demand employment multiplier for business support services for Shelby County, TN.

16. Based upon data from Tennessee Department of Labor; Annual Average Wage for Shelby County, 2015 for business and professional services with a 1.5% inflation factor applied for 2016.

17. U.S. Bureau of Economic Analysis, RIMS II final-demand aggregate output multiplier for Shelby County, Tennessee for accommodation.

18. U.S. Bureau of Economic Analysis, RIMS II direct effect employment multiplier for accommodation for Shelby County, TN.

19. Based upon data from Tennessee Department of Labor; Annual Average Wage for Shelby County, 2015 for the accommodation industry sector with a 1.5% inflation factor applied for 2016.

20. U.S. Bureau of Economic Analysis, RIMS II final-demand aggregate output multiplier for Shelby County, Tennessee for real estate management (live/work units) and nursing and community care facilities (assisted living facility).

21. U.S. Bureau of Economic Analysis, RIMS II direct effect employment multiplier for for real estate management (live/work units) and nursing and community care facilities (assisted living facility for Shelby County, TN.

22. Based upon data from Tennessee Department of Labor; Annual Average Wage for Shelby County, 2015 for real estate rental and leasing industries and residential care facilities with a 1.5% inflation factor applied for 2016.

23. For the purpose of this analysis, it is assumed that 50% of the theater's revenue would be from ticket sales that are subject to the City of Lakeland Shelby County local option sales tax rate of $0.0275.

24. U.S. Bureau of Economic Analysis, RIMS II final-demand output multiplier for Shelby County, Tennessee for performing arts companies.

25. U.S. Bureau of Economic Analysis, RIMS II final demand employment multiplier for performing arts for Shelby County, Tennessee.

26. Based upon data from Tennessee Department of Labor; Annual Average Wage for Shelby County, 2015 for the arts, entertainment and recreation industry sector with a 1.5% inflation factor applied for 2016.

* Constant 2016 dollars. No tax rate increases are assumed.

RESOLUTION 2021/12-02

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF LAKELAND TENNESSEE APPROVING A DRAW REQUEST IN CONNECTION WITH THE TAX INCREMENT FINANCING FOR LAKELAND COMMONS, LP

WHEREAS, on November 12, 2018, The Industrial Development Board of the City of Lakeland, Tennessee (the "Lakeland IDB") approved an economic impact plan (the "Economic Impact Plan") regarding the development of an area located at 9768 Highway 70, Lakeland, Tennessee 38002 (inclusive of Tax Parcel ID Nos. L0150 00332 and L0150 00479C), which is an approximately 40 acre mixed use development at the southwest corner of U.S. Highway 70 and Seed Tick Road in Lakeland, Shelby County, Tennessee (the "Plan Area"); and

WHEREAS, on November 12, 2018, the Lakeland IDB approved a Tax Increment Financing Application (the "TIF Application") for the Plan Area, as submitted by Lakeland Commons, LLC, a Tennessee limited liability company ("Lakeland Commons"); and

WHEREAS, the development of the Plan Area is expected to create a mixed use development that is expected to include a three-story building with restaurants, professional office space, boutique retail space and a possible site for the relocation of Lakeland City Hall, as more particularly described in the Economic Impact Plan (collectively, the "Project"), and

WHEREAS, the Economic Impact Plan would permit certain tax increment financing ("Tax Increment Financing") pursuant to Chapter 53, Title 7 of the Tennessee Code Annotated; and,

WHEREAS, the Lakeland IDB reviewed the Economic Impact Plan and the TIF Application in an open, public meeting; and,

WHEREAS, the Lakeland IDB conducted a public hearing on the Economic Impact Plan held at least two (2) weeks after public notice of the hearing was published in accordance with the applicable laws of Tennessee; and,

WHEREAS, in connection with Tax Increment Financing, Lakeland Commons has entered into a Development Agreement with the Lakeland IDB with respect to the Plan Area and the development of the Project;

WHEREAS, under the Development Agreement between the Lakeland IDB and Lakeland Commons, the proceeds of the Tax Increment Financing would be used to pay the costs of the eligible public improvements (the "TIF Eligible Costs") relating to the development of the Project and would pledge the TIF Revenues to apply to the debt service of the Tax Increment Financing;

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 City of Lakeland, Tennessee or Shelby County Tennessee for approval with Tennessee Code Annotated 7-53-312; and

WHEREAS, in connection with the Tax Increment Financing, Lakeland Commons has submitted a Draw Request, a copy of which is attached hereto as **Exhibit B**, to use for certain TIF Eligible Costs.

RESOLUTION 2021/12-02

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF LAKELAND TENNESSEE APPROVING A DRAW REQUEST IN CONNECTION WITH THE TAX INCREMENT FINANCING FOR LAKELAND COMMONS, LP

NOW THEREFORE, BE IT RESOLVED BY THE LAKELAND IDB THAT:

RESOLVED, that the Draw Request is hereby approved by the Lakeland IDB and further,

RESOLVED, that the directors, officers, agents and employees of the Lakeland IDB are hereby authorized and directed to do all such acts and things and to execute or accept any and all such certificates or documents as may be necessary to carry out and comply with the provisions of this Resolution and to carry out, give effect to and consummate the transactions contemplated hereby and thereby. All of the acts and doings of the directors, officers, agents and employees of the Lakeland IDB which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Dated: December 28, 2021

____
Steve Laster, *Chair*

Attest:

____
Alan Johnson, *Secretary*

RESOLUTION 2021/12-02

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF LAKELAND TENNESSEE APPROVING A DRAW REQUEST IN CONNECTION WITH THE TAX INCREMENT FINANCING FOR LAKELAND COMMONS, LP

Exhibit B

Draw Request

See Attached

27500773.1

EXHIBIT B

BORROWING CERTIFICATE
DISBURSEMENT REQUEST

To:	Simmons Bank 5384 Poplar Avenue, Suite 200 Memphis, Tennessee 38119 Attention: Larry Neal, SVP Commercial Banking	cc:	The Industrial Development Board of the City of Lakeland, Tennessee c/o Chairman 10001 Highway 70 Lakeland, Tennessee 38002

Re: Loan evidenced by The Industrial Development Board of the City of Lakeland, Amended and Restated Tennessee Tax Increment Revenue Note (Lakeland Town Center Development) in the principal amount not to exceed $9,750,000 dated June 21, 2021 (the "Loan"), made pursuant to a Loan Agreement, dated as of January 25, 2019 (the "Loan Agreement") and modified on June 21, 2021 ("Loan Modification Agreement") between The Industrial Development Board of the City of Lakeland, Tennessee (the "Board") and Simmons Bank ("Lender")

You are hereby authorized and requested to disburse pursuant to Article VI of the Loan Agreement the sum of $ 141,092.47 from the Project Fund created pursuant to the Loan Agreement. In connection with such disbursement, the undersigned hereby certifies as follows:

(a) All amounts disbursed shall be applied to the payment of or the reimbursement to the Developer for the payment of costs relating to Eligible Costs.

(b) With the delivery of this Certificate, all requirements for disbursement of amounts pursuant to this request under Article VI of the Loan Agreement have been satisfied.

Please disburse all such amounts to the parties in the manner described on Exhibit A attached hereto.

All capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Loan Agreement.

Dated as of Dec. 16, 2021.

LAKELAND COMMONS, LLC

By: Bart Thomas
Name: Bart Thomas
Title: General Manager

APPROVED BY:

SIMMONS BANK

By:____________________
Title:____________________

DESCRIPTION	PROJECT BUDGET				DRAW REQUESTS												%	BALANCE TO FUND
Lakeland TIF PH 2 - Simmons Bank - LN#		REALLOCATIONS			5/26/21	6/21/21	7/13/21	8/11/21	9/10/21	10/13/21	11/17/21	12/12/21				DATE		(Incl. Retainage)
	PHASE I BALANCES	PREV. ADJ.	CURRENT ADJ.	REVISED FOR PHASE II	DRAW 1 - PRE-CLOSING - Funded 6//21	CLOSING OF INCREASE	DRAW 2	DRAW 3	DRAW 4	DRAW 5	DRAW 6	DRAW 7	DRAW 8	DRAW 9	DRAW 10	TOTAL	%	
LAND:																		
Land	$0.00			$0.00												$0.00		$0.00
SUB TOTAL LAND	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00		$0.00
HARD COSTS: *RETAINAGE %*																		
Infrastructure 5%	$3,028,491.70	$1,760,679.30		$4,789,171.00	$220,947.20		$299,186.35	$178,239.00	$217,169.05	$229,520.95	$205,124.00	$121,246.60				$4,499,924.85	94%	$289,246.15
Simmons Retainage Escrow Account	$159,394.30			$159,394.30	$11,628.80		$15,746.65	$9,381.00	$11,429.95	$12,080.05	$10,796.00	$6,381.40				$236,838.15	149%	($236,838.15)
																$0.00		$0.00
SUB TOTAL HARD COSTS	$3,187,886.00	$1,760,679.30	$0.00	$4,948,565.30	$232,576.00	$0.00	$314,933.00	$187,620.00	$228,599.00	$241,601.00	$215,920.00	$127,628.00	$0.00	$0.00	$0.00	$4,736,763.00	96%	$52,408.00
SOFT COSTS:																		
Architect	657,162.07	$600,000.00		$1,257,162.07	$25,167.48		$4,250.00									$686,579.55	55%	$570,582.52
Engineering	112,459.48	$50,000.00		$162,459.48				$2,215.00		$1,995.00						$116,669.48	72%	$45,790.00
Insurance & Bonding	30,528.00	$60,000.00		$90,528.00	$1,092.00		$12,414.00									$44,034.00	49%	$46,494.00
Planning / Consulting	104,948.17	$25,000.00		$129,948.17	$1,200.00						$1,050.00					$107,198.17	82%	$22,750.00
Lakeland Fees	434,283.74	$225,000.00		$659,283.74												$434,283.74	66%	$225,000.00
Title Work / Bank Closing Costs / Appraisal	44,957.70	$67,171.96		$112,129.66		$67,171.96										$112,129.66	100%	$0.00
Survey / Phase I	9,815.00	$0.00		$9,815.00												$9,815.00	100%	$0.00
Legal	251,390.05	$100,000.00		$351,390.05	$7,308.50	$29,000.00	$165.00				$1,645.05					$289,508.60	82%	$61,881.45
MLGW / Utility Connections	358,886.09	$630,000.00		$988,886.09												$358,886.09	36%	$630,000.00
RE Taxes	31,058.77	$250,000.00		$281,058.77												$31,058.77	11%	$250,000.00
Interest Reserve	191,187.15	$340,000.00		$531,187.15	$63,641.43	$59,448.68				$73,567.73						$387,844.99	73%	$143,342.16
Inspection Fees (8)	24,370.00	$15,000.00		$39,370.00	$3,020.00		$2,090.00	$1,650.00	$1,710.00	$1,540.00	$660.00	$1,887.50				$36,927.50	94%	$2,442.50
Contingency	$53,662.63	$134,553.89		$188,216.52								$11,576.97				$65,239.60	35%	$122,976.92
SUB TOTAL SOFT COSTS	$2,304,708.85	$2,496,725.85	$0.00	$4,801,434.70	$101,429.41	$155,620.64	$18,919.00	$3,865.00	$1,710.00	$77,102.73	$3,355.05	$13,464.47	$0.00	$0.00	$0.00	$2,680,175.15	56%	$2,121,259.55
				$0.00												$0.00		$0.00
TOTAL PROJECT COSTS	$5,492,594.85	$4,257,405.15	$0.00	$9,750,000.00	$334,005.41	$155,620.64	$333,852.00	$191,485.00	$230,309.00	$318,703.73	$219,275.05	$141,092.47	$0.00	$0.00	$0.00	$7,416,938.15	76%	$2,173,667.55
SOURCES OF FUNDS:																		
Borrower Equity	$0.00			$0.00												$0.00		$0.00
Construction Loan	$5,492,594.85	$4,257,405.15		$9,750,000.00	$334,005.41	$155,620.64	$333,852.00	$191,485.00	$230,309.00	$318,703.73	$219,275.05	$141,092.47	$0.00	$0.00	$0.00	$7,416,938.15	76%	$2,333,061.85
				$0.00												$0.00		$0.00
TOTAL SOURCES OF FUNDS				$9,750,000.00	$334,005.41	$155,620.64	$333,852.00	$191,485.00	$230,309.00	$318,703.73	$219,275.05	$141,092.47	$0.00	$0.00	$0.00	$7,416,938.15	76%	$2,333,061.85
DIFFERENCES				$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00		$159,394.30
- Contract 1 Retainage Tracking					$171,023.10	$171,023.10	$186,769.75	$196,150.75	$207,580.70	$219,660.75	$230,456.75	$236,838.15	$236,838.15	$236,838.15	$236,838.15	$236,838.15		

Bart Thomas

AIA® Document G702™ – 1992

Application and Certificate for Payment

TO OWNER: Lakeland Town Center, LLC
355 Tara Lane
Memphis , TN 38111

PROJECT: Lakeland Commons-Site Pkg Ph1
Seed Tick Rd & US Hwy 70
Lakeland, TN 38002

APPLICATION NO: 27
PERIOD TO: 11/30/21
CONTRACT FOR:
CONTRACT DATE:
PROJECT NOS: 19022 / /

Distribution to:
OWNER ☐
ARCHITECT ☐
CONTRACTOR ☐
FIELD ☐
OTHER ☐

FROM CONTRACTOR:
Montgomery Martin Contractors, LLC
8245 Tournament Drive
Suite 300 Memphis, TN 38125

VIA ARCHITECT:
Renaissance Group, Inc.

CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract.
AIA Document G703™, Continuation Sheet, is attached.

1. ORIGINAL CONTRACT SUM .... $ 3,246,493.00

2. NET CHANGE BY CHANGE ORDERS .... $ 1,490,270.00

3. CONTRACT SUM TO DATE *(Line 1 ± 2)* .... $ 4,736,763.00

4. TOTAL COMPLETED & STORED TO DATE *(Column G on G703)* ...... $ 4,736,763.00

5. RETAINAGE:

a. 5.0 % of Completed Work
(Columns D + E on G703) $ 236,838.15

b. 0.0 % of Stored Material
(Column F on G703) $ 0.00

Total Retainage *(Lines 5a + 5b, or Total in Column I of G703)*...... $ 236,838.15

6. TOTAL EARNED LESS RETAINAGE .... $ 4,499,924.85
(Line 4 minus Line 5 Total)

7. LESS PREVIOUS CERTIFICATES FOR PAYMENT .... $ 4,378,678.25
(Line 6 from prior Certificate)

8. CURRENT PAYMENT DUE .... $ 121,246.60

9. BALANCE TO FINISH, INCLUDING RETAINAGE
(Line 3 minus Line 6) $ 236,838.15

CHANGE ORDER SUMMARY	ADDITIONS	DEDUCTIONS
Total changes approved in previous months by Owner	$ 1,542,678.00	$ 0.00
Total approved this month	$ 0.00	$ 52,408.00
TOTAL	$ 1,542,678.00	$ 52,408.00
NET CHANGES by Change Order	$ 1,490,270.00	

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information and belief the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and that current payment shown herein is now due.

CONTRACTOR: Montgomery Martin Contractors, LLC

By: [signature] Date: 11-30-21

State of: TN
County of: Shelby
Subscribed and sworn to before me this 30th day of November
Notary Public: Sandi S White
My commission expires: 9-7-22

SANDI S. WHITE STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF SHELBY MY COMM. EXP. SEPT. 7, 2022

ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising this application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED .... $

(Attach explanation if amount certified differs from the amount applied. Initial all figures on this Application and on the Continuation Sheet that are changed to conform with the amount certified.)

ARCHITECT:

By: Date:

This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.

CAUTION: You should sign an original AIA Contract Document, on which this text appears in RED. An original assures that changes will not be obscured.

AIA® Document G703™ – 1992

Continuation Sheet

AIA Document G702™–1992, Application and Certificate for Payment, or G732™–2009, Application and Certificate for Payment, Construction Manager as Adviser Edition, containing Contractor's signed certification is attached.
In tabulations below, amounts are in US dollars.
Use Column I on Contracts where variable retainage for line items may apply.

APPLICATION NO: 27
APPLICATION DATE: 11/30/21
PERIOD TO: 11/30/21
ARCHITECT'S PROJECT NO: 19022

A	B	C	D	E	F	G		H	I
			WORK COMPLETED						
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD	MATERIALS PRESENTLY STORED (Not in D or E)	TOTAL COMPLETED AND STORED TO DATE (D+E+F)	% (G ÷ C)	BALANCE TO FINISH (C – G)	RETAINAGE (If variable rate)
SUBTOTAL									
1	General Conditions	162,818.00	162,818.00	0.00	0.00	162,818.00	100	0.00	8,140.90
2	Mobilization	50,000.00	50,000.00	0.00	0.00	50,000.00	100	0.00	2,500.00
3	Testing	30,000.00	30,000.00	0.00	0.00	30,000.00	100	0.00	1,500.00
4	Site Engineering	55,000.00	52,625.00	2,375.00	0.00	55,000.00	100	0.00	2,750.00
5	Clearing & Grubbing	177,060.00	177,060.00	0.00	0.00	177,060.00	100	0.00	8,853.00
6	Site Grading	607,760.00	569,635.00	38,125.00	0.00	607,760.00	100	0.00	30,388.00
7	Undercutting Allowance	187,468.00	187,468.00	0.00	0.00	187,468.00	100	0.00	9,373.40
8	Erosion Control	257,496.00	243,081.00	14,415.00	0.00	257,496.00	100	0.00	12,874.80
9	Flocking Allowance	72,436.00	70,575.00	1,861.00	0.00	72,436.00	100	0.00	3,621.80
10	Site Water	361,298.00	361,298.00	0.00	0.00	361,298.00	100	0.00	18,064.90
11	Sanitary Sewer	125,648.00	125,648.00	0.00	0.00	125,648.00	100	0.00	6,282.40
12	Storm Drainage	458,053.00	458,053.00	0.00	0.00	458,053.00	100	0.00	22,902.65
	GRAND TOTAL								

AIA® Document G703™ – 1992

Continuation Sheet

AIA Document G702™–1992, Application and Certificate for Payment, or G732™–2009, Application and Certificate for Payment, Construction Manager as Adviser Edition, containing Contractor's signed certification is attached.
In tabulations below, amounts are in US dollars.
Use Column I on Contracts where variable retainage for line items may apply.

APPLICATION NO: 27
APPLICATION DATE: 11/30/21
PERIOD TO: 11/30/21
ARCHITECT'S PROJECT NO: 19022

A	B	C	D	E	F	G		H	I
			WORK COMPLETED						
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD	MATERIALS PRESENTLY STORED (Not in D or E)	TOTAL COMPLETED AND STORED TO DATE (D+E+F)	% (G ÷ C)	BALANCE TO FINISH (C – G)	RETAINAGE (If variable rate)
13	Asphalt Paving	625,430.00	551,826.00	73,604.00	0.00	625,430.00	100	0.00	31,271.50
14	Site Improvements	17,853.00	14,742.00	3,111.00	0.00	17,853.00	100	0.00	892.65
15	Curb & Gutter	199,558.00	199,558.00	0.00	0.00	199,558.00	100	0.00	9,977.90
16	Traffic Control	20,240.00	20,240.00	0.00	0.00	20,240.00	100	0.00	1,012.00
17	Site Signage	4,200.00	4,200.00	0.00	0.00	4,200.00	100	0.00	210.00
18	PR Taxes & Insurances	77,150.00	75,227.00	1,923.00	0.00	77,150.00	100	0.00	3,857.50
19	Special Inspection Allowance	50,000.00	50,579.00	-579.00	0.00	50,000.00	100	0.00	2,500.00
20	Gravel Laydown	52,846.00	52,846.00	0.00	0.00	52,846.00	100	0.00	2,642.30
21	Site Fencing	12,608.00	12,608.00	0.00	0.00	12,608.00	100	0.00	630.40
22	Site Concrete	244,601.00	237,702.00	6,899.00	0.00	244,601.00	100	0.00	12,230.05
23	Site Electrical	136,646.00	136,646.00	0.00	0.00	136,646.00	100	0.00	6,832.30
24	Site Lighting Allowance	81,625.00	81,625.00	0.00	0.00	81,625.00	100	0.00	4,081.25
25	CO#1$940,663 (Alloc. Above)	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
	GRAND TOTAL								

AIA® Document G703™ – 1992

Continuation Sheet

AIA Document G702™–1992, Application and Certificate for Payment, or G732™–2009, Application and Certificate for Payment, Construction Manager as Adviser Edition, containing Contractor's signed certification is attached.
In tabulations below, amounts are in US dollars.
Use Column I on Contracts where variable retainage for line items may apply.

APPLICATION NO: 27
APPLICATION DATE: 11/30/21
PERIOD TO: 11/30/21
ARCHITECT'S PROJECT NO: 19022

A	B	C	D	E	F	G		H	I
			WORK COMPLETED						
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD	MATERIALS PRESENTLY STORED (Not in D or E)	TOTAL COMPLETED AND STORED TO DATE (D+E+F)	% (G ÷ C)	BALANCE TO FINISH (C – G)	RETAINAGE (If variable rate)
26	CO#2 $44,549.(Alloc. Above	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
27	CO#3 Landscaping/Irrigation	228,150.00	199,848.00	28,302.00	0.00	228,150.00	100	0.00	11,407.50
28	CO#4 Various Site Changes	88,613.00	88,613.00	0.00	0.00	88,613.00	100	0.00	4,430.65
29	CO#5 Various Site Changes	240,703.00	230,703.00	10,000.00	0.00	240,703.00	100	0.00	12,035.15
30	CO#6 Final	-52,408.00	0.00	-52,408.00	0.00	-52,408.00	100	0.00	-2,620.40
	SUBTOTAL	4,572,852.00	4,445,224.00	127,628.00	0.00	4,572,852.00	100	0.00	228,642.60
31	Contractors Fee 4%	163,911.00	163,911.00	0.00	0.00	163,911.00	100	0.00	8,195.55
	GRAND TOTAL	4,736,763.00	4,609,135.00	127,628.00	0.00	4,736,763.00	100	0.00	236,838.15

RECEIPT AND PARTIAL WAIVER OF LIEN RIGHTS

FROM: MONTGOMERY MARTIN CONTRACTORS, LLC (The Contractor)

TO: LAKELAND TOWN CENTER LLC (The Owner)

PROJECT: LAKELAND COMMONS-SITE PKG PHASE 1
SEED TICK RD & US HWY 70 LAKELAND TN. 38002.
(Location)

1. The undersigned does hereby waive, release and surrender any claim of lien or right of lien resulting from labor, skill, and/or materials, subcontract work, equipment or other work, rent, services or supplies heretofore furnished in and for the construction, improvement, alteration or additions to the above described project prior to the date hereof.

2. This release is given for and in consideration of the sum of $121,246.60 from LAKELAND TOWN CENTER LLC.

3. In further consideration of the payment made as above set forth, and to induce the Owner to make said payment, the undersigned agrees to defend and hold harmless the Owner or Lender, and/or the principal and surety from any claims of lien hereinafter made by the undersigned and/or its material suppliers, subcontractors or employees, servants, agents or assigns of such persons against the project.

4. It is acknowledged that the designation of the above project constitutes an adequate description of the property and improvements for which the undersigned has received consideration of this release.

5. Upon receipt of payment, this instrument shall constitute full, final and complete release of all lien rights and claims of lien of the undersigned, for the worked completed to date as stated above.

DATED 30th DAY OF November, 2021

MONTGOMERY MARTIN CONTRACTORS, LLC

BY: Ridge Bass

Ridge Bass
Project Executive

Subscribed and sworn to me this
30th Day November,2021

Notary Public: Sandi S White

My Commission Expires: 9-7-22

SANDI S. WHITE STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF SHELBY MY COMM. EXP. SEPT. 07, 2022

A2H
ENGINEERS ARCHITECTS PLANNERS

Accounting Department
3009 Davies Plantation Road
Lakeland, TN 38002-8215
P. 901.372.0404 ext.2004

City of Lakeland, TN
10001 Highway 70
Lakeland, TN 38002
Emily Harrell

Invoice number 51294
Date 11/30/2021

Project **19289 City of Lakeland - Lakeland, TN - CE&I for 40-acre Planned Mixed-Use TIF**

City of Lakeland
CE&I for 40-acre Planned Mixed-Use TIF
Lakeland, TN

Project Management And Construction Inspection Services

Hourly Professional Fees

	Units	Rate	Billed Amount
Engineer II			
Bob Watson	7.75	130.00	1,007.50
Construction Administrator III			
Andy Sampson	2.00	110.00	220.00
Project Management And Construction Inspection Services subtotal			1,227.50

Invoice total **1,227.50**

RCW

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
51294	11/30/2021	1,227.50	1,227.50				
	Total	1,227.50	1,227.50	0.00	0.00	0.00	0.00

Furniture Leisure
Commercial Site Furnishings

Phone # (800) 213-2401
Fax # (386) 437-6652

Quote

2729 E. Moody Blvd. #203
Bunnell, Fl 32110

Date	Quote #
11/17/2021	27137

Bill To	Ship To
Lakeland Commons LLC Bart Thomas 5000 Meridian Blvd Franklin, TN 37067 USA	Lakeland Commons LLC Bart Thomas, 901-229-2543 4815 Market Green Place West Lakeland, TN 38002 USA

P.O. Number	Rep	Terms
44409	Os	AMEX

Item	Description	Ordered	Cost	Total
RF32D/R32L/32SML	32 Gallon Diamond Pattern Trash Receptacle with Spun Metal Lid and Liner. Lid Color: BLACK ; Receptacle Color: BLACK	6	715.95	4,295.70T
398-8000	6' Plaza Bench, Strap Powder Coated Steel, Surface Mount or Powder Coated. Color: BLACK	10	1,363.95	13,639.50T
S&H	Shipping and Handling. Call Ahead + Lift Gate		1,465.89	1,465.89
	Total sales tax calculated by AvaTax		1,891.61	1,891.61

Donelson Shipping - 668.89
Donelson Tax - 863.14
Total Donelson - 9715.73
Donelson - 6 Benches - 8183.70 (45.63)
Lakeland - 4 Benches - 4295.70 ~~5455.80~~
6 Trash Cans - 5455.80
Lakeland - 9751.50 (54.37)
Total Lakeland - 11,576.97
17,935.20

Due to Credit Card Processsing guidelines all Credit Card purchases will be Processed for the full amount within 7 days of purchase.Orders other than credit card payment require a 50% deposit on all first orders and all orders over $2000.00. The Balance is due upon receipt of merchandise. Orders will not be processed until credit is approved by Furniture Leisure, Inc. All Custom Orders (made to customers specifications) require payment in advance and are non-cancelable and non-returnable. A 25% restocking fee plus all shipping costs are required to return stock merchandise. Returns must receive a "Return Authorization" from Furniture Leisure, Inc. prior to shipping. All Returns must be received in the original cartons and in new condition.

Subtotal	$21,292.70
Sales Tax (0.0%)	$0.00
Total	$21,292.70

The manufacturer of merchandise purchased from Furniture Leisure, Inc. warrants all products. Written warranties are available upon request. Furniture Leisure, Inc. assumes no responsibility to extend, alter, or modify any product warranty.

Furniture Leisure, Inc. will be held harmless against all claims of liability resulting from receiving, installation and use of these products. All shipments are scheduled ASAP "As soon as Possible". All efforts will be made to expedite. However the purchaser acknowledges no arrival dates are guaranteed. Customer agrees to pay reasonable collection costs allowed by law and/or attorneys fees incurred in connection with the collection of this transaction. The venue for any litigation with Furniture Leisure, Inc. will be Flagler County, Florida.

Receiving, Offloading, Assembly and Installation of the merchandise is solely the customer's responsibility and is not included in the above price.

Signature ________________ Title ________________ Date ________________

alex@furnitureleisure.com www.furnitureleisure.com

ALLWORLD
Project Management, LLC

Allworld Project Management
60 N BB King
Memphis, TN 38103
901-881-2985

Bass, Berry & Sims PLC
1715 Aaron Brenner Drive, Suite 300
Memphis, TN 38120
Al Bright

Invoice number 21284
Date 12/01/2021

Project **Project City of Lakeland Industrial Dev Board TIF Construction Monitoring**
Terms: **Net 30**

Invoice Summary

Description		Prior Billed	Total Billed	Current Billed
PROJECT MANAGEMENT		2,090.00	2,090.00	0.00
SITE VISIT & REVIEW		8,745.00	9,185.00	440.00
REPORT PREPARATION		4,425.00	4,645.00	220.00
	Total	15,260.00	15,920.00	660.00

Professional Fees

Site Visit & Review

	Date	Hours	Rate	Billed Amount
Billable Time				
Ronald Hooks				
Project Manager 4				
	11/30/2021	4.00	110.00	440.00
Completed October Pay App review.				

Report Preparation

	Date	Hours	Rate	Billed Amount
Billable Time				
Ronald Hooks				
Project Manager 4				
	11/30/2021	2.00	110.00	220.00
Prepared inspection report and approval letter.				
	Professional Fees subtotal	6.00		660.00

Invoice total **660.00**

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
21241	11/01/2021	660.00		660.00			

ALLWORLD
Project Management, LLC

Bass, Berry & Sims PLC		Invoice Number	21284
Project	**Project City of Lakeland Industrial Dev Board TIF Construction Monitoring**	Date	12/01/2021

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
21284	12/01/2021	660.00	660.00				
	Total	1,320.00	660.00	660.00	0.00	0.00	0.00

Approved by:

Brent Hooks

Brent A. Hooks
Chief Administrative Officer