

**THE INDUSTRIAL DEVELOPMENT BOARD OF
MONTGOMERY, TENNESSEE**

**ECONOMIC IMPACT PLAN
FOR
518 MADISON DEVELOPMENT AREA**

I. Authority for Economic Impact Plan

Industrial development corporations ("IDBs") are authorized under Tenn. Code Ann. § 7-53-312 to prepare and submit to cities and counties an economic impact plan with respect to an area that includes 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 a project. Tennessee Code Annotated § 7-53-312 also authorizes cities and counties 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

Cumberland Terrace LLC, an affiliate thereof or an assignee approved by the Board (collectively, the "Developer"), has proposed to purchase a tract of real property located at 518 Madison Street, in Clarksville, Montgomery County, Tennessee. Such property consists of approximately 0.88 acres and is ideally situated for residential and commercial development. The Developer has proposed to develop a 57-unit moderate-income apartment project on the property, with an existing automotive service center situated on the property to be converted into a café. This development is collectively referred to herein as the "Project." The Project is an eligible project within the meaning of Tenn. Code Ann. § 7-53-101(15).

In order to make the Project financially feasible, Developer has requested that Montgomery County, Tennessee (the "County") and the City of Clarksville, Tennessee (the "City") approve, as part of this Economic Impact Plan, a plan for tax increment financing through The Industrial Development Board of Montgomery County, Tennessee (the "Board") pursuant to Title 7, Chapter 53 of Tennessee Code Annotated to provide funds to pay a portion of the costs of the improvements that are needed to permit the construction and operation of the Project. The proceeds of the tax increment financing would be used to pay eligible costs, in accordance with the Tax Increment Act (as defined below), relating to the Project.

III. Boundaries of Plan Area

The Project is located at 518 Madison Street, at the intersection of Madison Street and Academy Avenue, within the City and the County. The area that would be subject to this Economic Impact Plan, and to the tax increment financing provisions described below, includes only the property on which the Project will be located. The area that will be subject to this plan (the "Plan Area") is shown on Exhibit A attached hereto. A list of the parcels included in the Plan Area is also attached as part of Exhibit A. 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 or by using tax increment revenues to pay a portion of certain costs that will be incurred in connection with the development of the Project. These costs include parking areas, road improvements, storm water drainage system improvements and any costs for which the Board receives a written determination from the Comptroller of the State of Tennessee (the "State") and the Commissioner of Economic and Community Development of the State as described below. The Board will pay and/or reimburse the Developer for all or a portion of the eligible cost of such improvements upon receipt of adequate documentation of such costs. In connection with any financial assistance, the Board and the Developer will enter into a development agreement specifying the scope and the cost of the improvements and fees to be reimbursed.

Tenn. Code Ann. § 9-23-108 does not permit the application of incremental tax revenues pursuant to this Economic Impact Plan to pay certain costs relating to privately-owned land without first receiving a written determination from the Comptroller of the State and the Commissioner of Economic and Community Development of the State that the use of tax increment revenues for such purposes is in the best interest of the State. The Board will not apply the proceeds of the tax increment financing authorized hereunder or tax increment revenues to pay costs as to which such a written determination is required without first obtaining such written determination.

V. Expected Benefits to City and County

Numerous benefits will accrue to the City and the County as a result of the development of the Plan Area. The development of moderate-income residential rental projects, such as the Project, in the center city of Clarksville, as the County seat and only incorporated city in the County, will assist the County, City and the Board in promoting economic development. When companies select locations for manufacturing, distribution and office facilities, a significant factor that is considered by site selection firms is the quality of life for the companies' employees in each community being considered as a possible location. By providing a vibrant center city area in the City with multiple residential housing options, the Project will assist the City and the Board with economic development recruiting and help expand the economic base of the City and County.

Both the City and the County are also expected to receive substantial additional taxes as a result of the development of the Plan Area. The ad valorem real property taxes for the Plan Area for the year 2020 were \$4,820.61 for the City and the County combined, which are the base taxes relating to the Plan Area. Development of the Plan Area will increase the value of the real property within the Plan Area, leading to an increase in ad valorem real property taxes. Following the reappraisal of the Project after construction is completed, the combined annual real property taxes payable to the City and the County are expected to be approximately \$105,241.06. Of this total, the base taxes described above plus approximately \$27,928.49 in taxes that are allocable to paying debt service on the City's and the County's general obligation debt will be allocated to the City and the County. These additional taxes will immediately benefit the City and the County. Once the tax increment incentive authorized herein is fully performed, the remaining incremental property tax revenues will be payable to the City and the County, and the City and the County will benefit from those incremental taxes at that point and for years to come. The City and the County will also benefit from additional personal property taxes.

VI. Distribution of Property Taxes and Tax Increment Financing

a. Distribution of Taxes. Property taxes imposed on the real property located within the Plan Area shall be allocated and distributed as provided in this subsection. The taxes assessed by the County and the City on the real property within the Plan Area will be divided and distributed as follows in accordance with Tenn. Code Ann. § 7-53-312(c) and Title 9, Chapter 23 of the Tennessee Code Annotated, being the Uniformity in Tax Increment Financing Act of 2012 (the "Tax Increment Act"):

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

ii. An amount equal to all ad valorem real property taxes assessed annually in respect of the Plan Area, less (x) the Base Tax Amount, and, less (y) any portion of such incremental tax revenues designated by the City and the County to pay debt service on the City's and County's obligations that is required to be excluded from the TIF Revenues pursuant to Tenn. Code Ann. 7-53-312 and the Tax Increment Act (the "TIF Revenues") shall be allocated and, 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 that are described to pay the costs of the public improvements described above.

This allocation is subject to the provisions of Tenn. Code Ann. §7-53-312(j) and Tax Increment Act, which requires that taxes levied upon real property within the Plan Area for the payment of debt service of the County and the City shall not be allocated to the Board.

The Board is authorized to designate, by notice to the City and the County, that the allocation of TIF Revenues from the parcels in the Plan Area shall begin in any tax year within the next two tax years in order to match TIF Revenues with the application of TIF Revenues for the purposes provided herein, subject to the time limitation on allocations provided below. Allocations of TIF Revenues by the City and the County shall be made not later than the later of each May 1st following each tax year or sixty days from when such TIF Revenues are collected by the City or the County.

If any of the parcels in the Plan Area shall be subdivided, then the Board shall allocate the base taxes among the resulting parcels on a per square foot basis. Once the Board has determined such allocation, the Board shall notify the City and the County of the portion of the base taxes allocated to each parcel resulting from the subdivided parcel.

b. Financing/Reimbursement. In order to pay for eligible costs relating to the Project, the Board may use the incremental tax revenues that it would receive as a result of the adoption of the Economic Impact Plan to pay debt service on obligations incurred to finance such costs. This tax increment financing, if issued, will be structured as follows:

i. The Board will borrow not to exceed \$935,287.61 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, including, without limitation, principal and interest thereon. In no event will

the obligations issued by the Board be considered a debt or obligation of the County or the City in any manner whatsoever, and the source of the funds to satisfy the Board's payment obligations thereunder shall be limited solely to the TIF Revenues and are otherwise non-recourse to the Board.

ii. The proceeds of the notes, bonds or obligations shall be used to pay eligible costs relating to the Project as described above, costs of issuances relating to notes, bonds or obligations 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.

Alternatively, the Board may enter into a development agreement with the Developer to reimburse the Developer for eligible costs relating to the Project in an amount not in excess of \$935,287.61.

Any development agreement shall require the Developer to pay the Board such administrative fees and expenses, including any fees and expenses of the County and the City, as the Board requires pursuant to the development agreement.

c. Time Period. Taxes on the real property within the Plan Area will be divided and distributed as provided in this Section of the Economic Impact Plan for a period, as to the parcels in the Plan Area, not in excess of twenty (20) tax years as to such parcels, but, in any event, such allocations shall cease when there are not eligible costs, including debt service, to be paid from the TIF Revenues.

d. Finding of Economic Benefit. The Board, the County and the City, 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 the City and County.

VII. Approval Process

Pursuant to Tenn. Code Ann. § 7-53-312, the process for the approval of this Economic Impact Plan is as follows:

a. The Board holds a public hearing relating to the proposed Economic Impact Plan after publishing notice of such hearing in a newspaper of general circulation in the County and the City at least two (2) 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. Following such public hearing, the Board may submit the Economic Impact Plan to the County and the City for their approval.

b. Subject to the provisions below, the governing bodies of the County and the City must approve the Economic Impact Plan. This Economic Impact Plan may be approved by resolution of the County Commission or the City Council, whether or not the local charter provisions of the governing bodies provide otherwise. If either the County or the City make any changes to this Economic Impact Plan in connection with the County's or the City's approval hereof, such changes must be approved by the Board and the governing body of the City or County that did not make such change.

c. Once the Economic Impact Plan has been approved by the governing bodies of the County and the City, or just by the County, as is provided below, the Plan and related documentation shall be filed with the local taxing officials and the Comptroller of the State as required by the Tax Increment Act

and annual statements of incremental tax revenues allocated to the Board shall be filed with the State Board of Equalization as required by the Tax Increment Act. The Board will also comply with all other procedural requirements of the Tax Increment Act and other applicable laws.

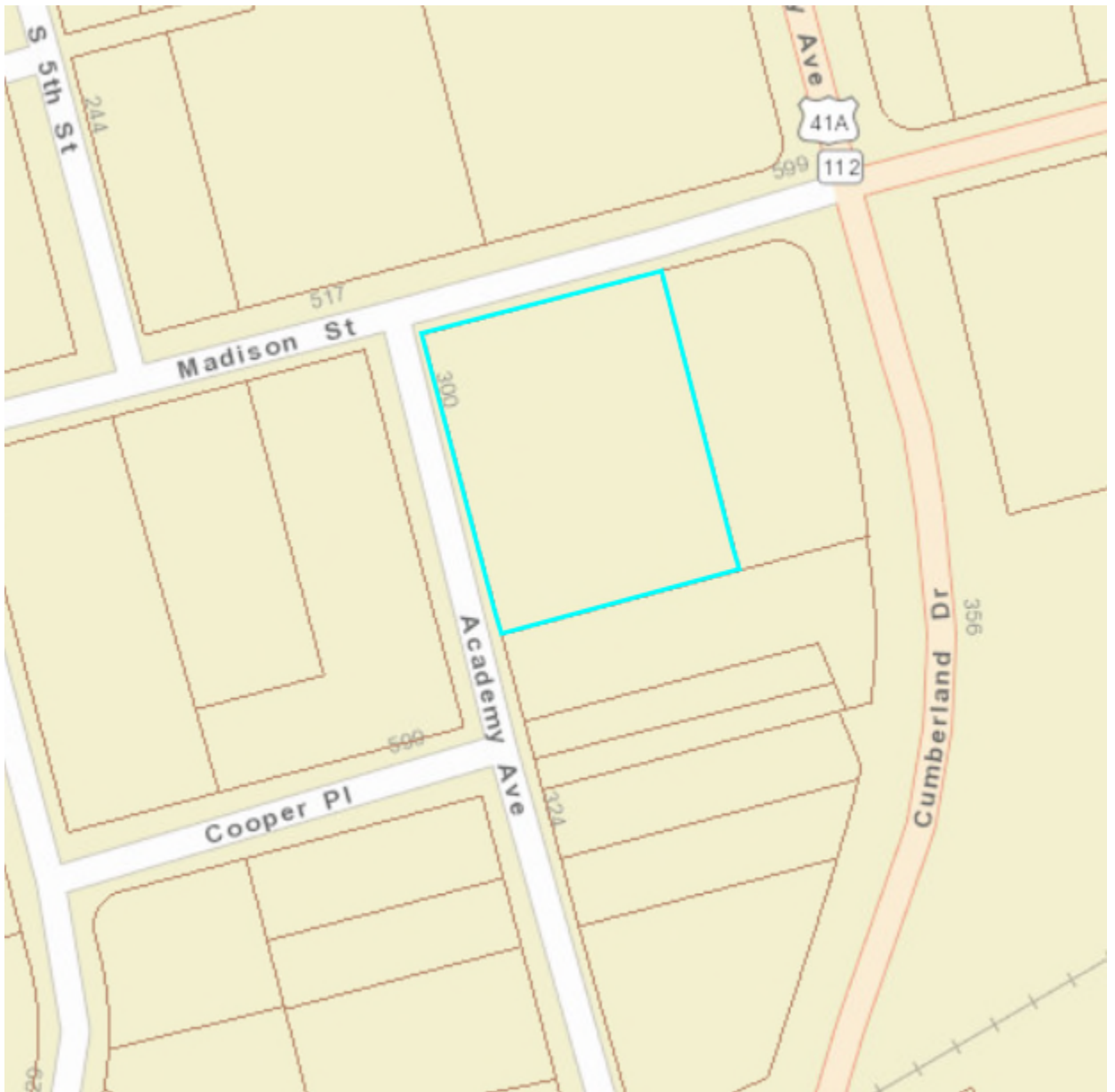
If the County approves this Economic Impact Plan, the County's approval shall be effective even if the City does not approve this Economic Impact Plan, and the City's disapproval of this Economic Impact Plan shall not require the resubmission of this Economic Impact Plan to the County. In such event, all references in this Economic Impact Plan to the City or the City's obligations hereunder shall not be effective. If the City approves this Economic Impact Plan but this Economic Impact Plan is not approved by the County, then this Economic Impact Plan shall not be effective and shall be deemed disapproved by both the City and the County.

Exhibit A
(to Economic Impact Plan)

Parcels within the Plan Area

Parcels as shown on the map on the following page.

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