

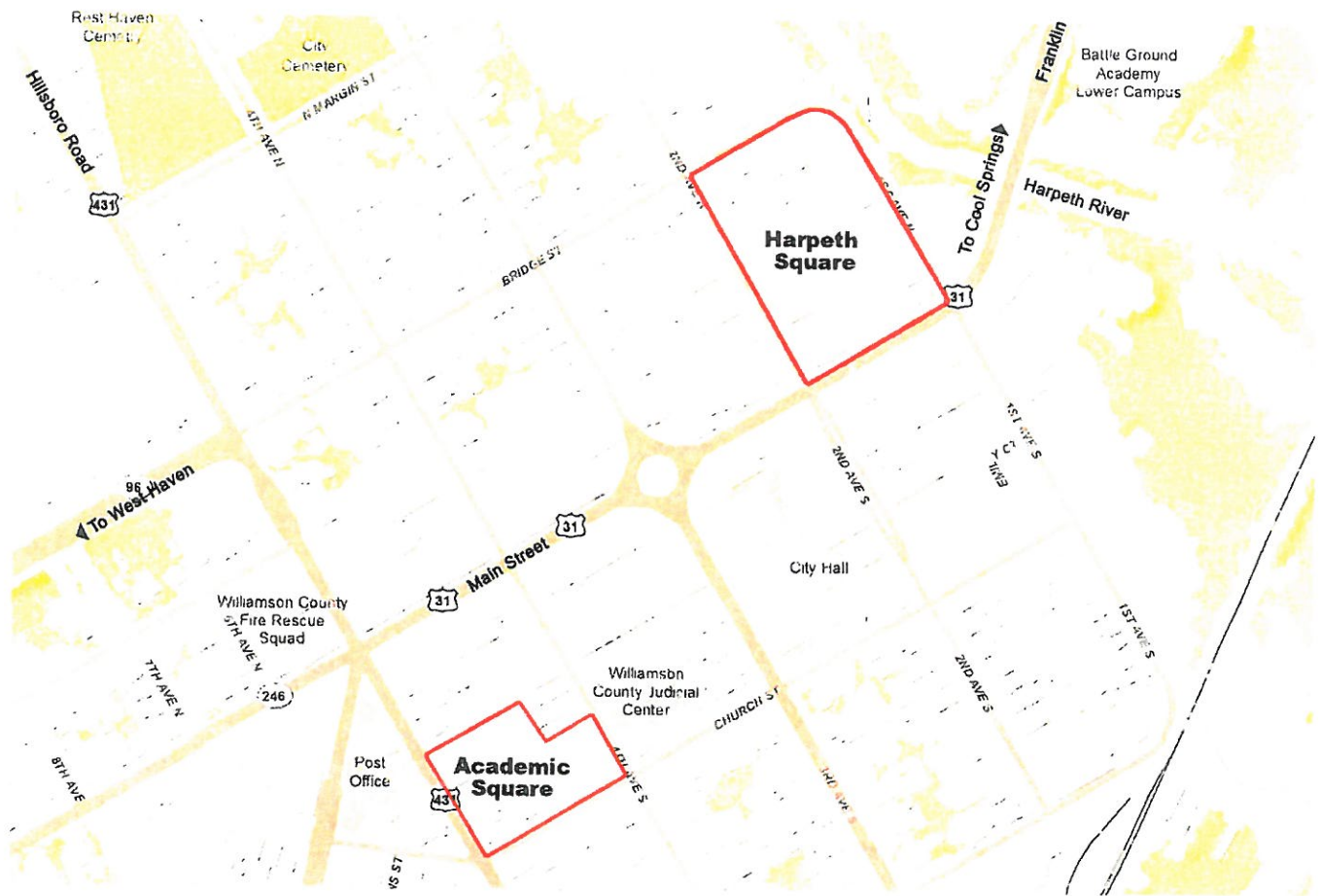
**Exhibit A
Parcels Proposed for Project Area**

Parcel ID	Street Number	Property Address	OWNER	improvement value	land market value	total market value	City PT REVENUE	County PT REVENUE	FSSD PT REVENUE	Total Property Tax
078C-D-02300	107	First Avenue N	Shuff Family Partnership	\$247,600	\$320,000	\$567,600	\$923	\$4,541	\$2,219	\$7,683
078C-D-02301	109	First Avenue N	Harpeth Associates LLC	\$55,500	\$310,000	\$365,500	\$594	\$2,924	\$1,429	\$4,947
078C-D-02200	133	First Avenue N	Henry Well Drilling	\$41,500	\$250,000	\$291,500	\$474	\$2,332	\$1,140	\$3,946
078C-D-02400	104	E Main St	Republican HQ	\$168,200	\$150,000	\$318,200	\$517	\$2,546	\$1,244	\$4,307
078C-D-02600	114	Main St	Tomlin Family Properties	\$334,100	\$255,000	\$589,100	\$958	\$4,713	\$2,303	\$7,974
078C-D-01300	198	Main St	Bob Parks	\$1,092,600	\$1,440,000	\$2,532,600	\$4,118	\$20,261	\$9,902	\$34,281
078C-D-01400	112	Second Avenue N	Harpeth Associates LLC	\$287,300	\$169,000	\$456,300	\$742	\$3,650	\$1,784	\$6,176
078C-D-01500	122	Second Avenue N	Jaymar Development LLC	\$0	\$1,000,000	\$1,000,000	\$1,626	\$8,000	\$3,910	\$13,536
078C-D-01600	134	Second Avenue N	Danmark Company	\$280,000	\$639,000	\$919,000	\$1,494	\$7,352	\$3,593	\$12,440
078C-D-01700	142	Second Avenue N	Pat Hayes	\$237,500	\$154,000	\$391,500	\$637	\$3,132	\$1,531	\$5,299
078C-D-01800	144	Second Avenue N	Entrust Tennessee Inc	\$172,800	\$125,000	\$297,800	\$484	\$2,382	\$1,164	\$4,031
078C-D-02000	111	Bridge Street	Sharon R Haynes	\$136,800	\$161,000	\$297,800	\$484	\$2,382	\$1,164	\$4,031
				\$0	\$0	\$0	\$0	\$0	\$0	\$0
			Current state (as of 2015)	\$3,053,900	\$4,973,000	\$8,026,900	\$13,052	\$64,215	\$31,385	\$108,652
			Taxes at full build out			\$80,000,000	\$130,080	\$640,000	\$335,200	\$1,105,280
			Less garage			\$9,000,000				
			Net Taxes at full build out			\$71,000,000	\$115,446	\$568,000	\$277,468	\$960,914
			Tax % non-exempt				42%	42%	0%	
			Available for Tax Increment Financing				\$48,487	\$238,560	\$0	\$287,047

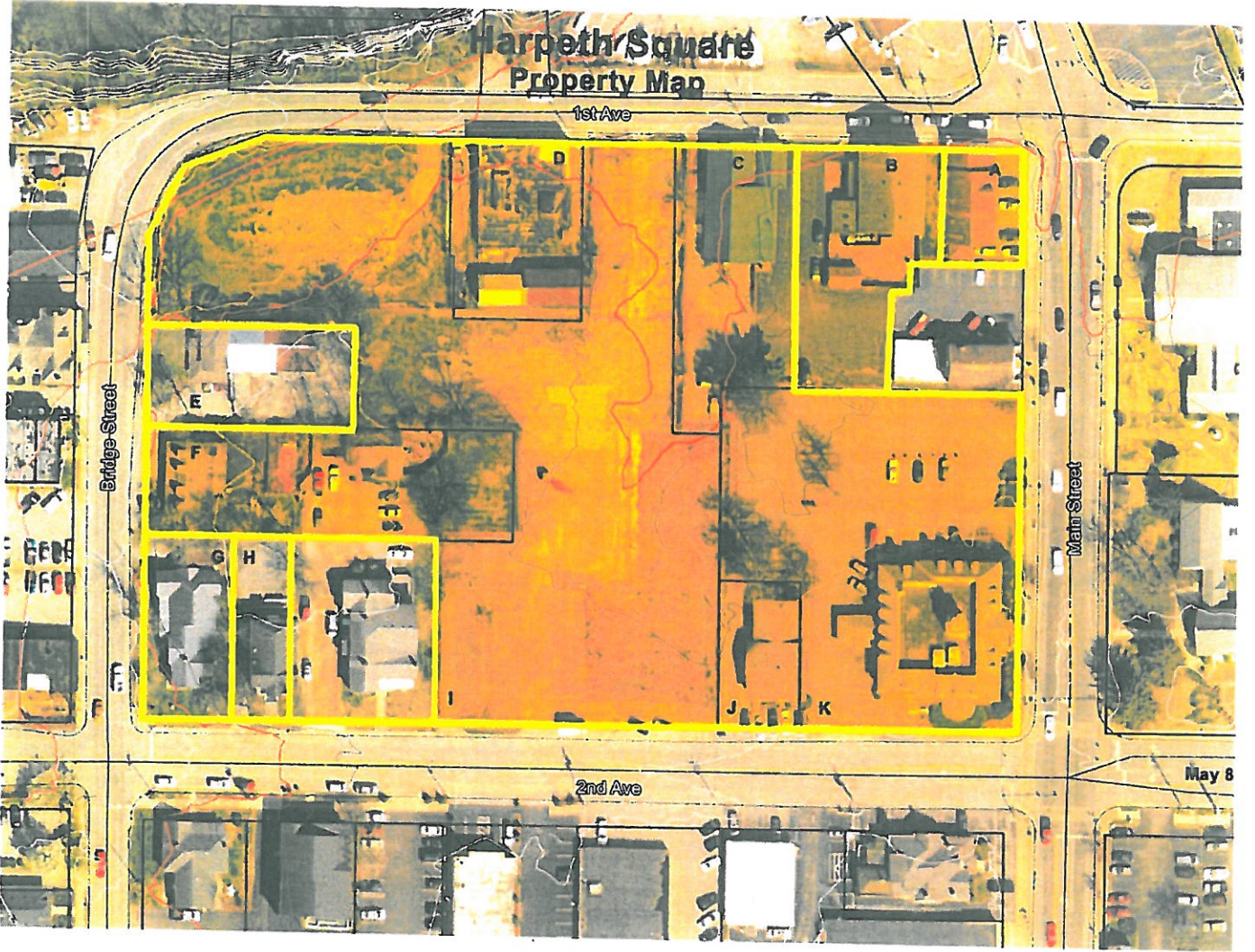
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				\$0	\$0	\$0	\$0	\$0	\$0	\$0
			Current state (as of 2015)	\$3,053,900	\$4,973,000	\$8,026,900	\$13,052	\$64,215	\$31,385	\$108,652
			Taxes at full build out			\$80,000,000	\$130,080	\$640,000	\$335,200	\$1,105,280
			Less garage			\$0				
			Net Taxes at full build out			\$80,000,000	\$130,080	\$640,000	\$312,640	\$1,082,720
			Tax % non-exempt				42%	42%	0%	
			Available for Tax Increment Financing				\$54,634	\$268,800	\$0	\$323,434

HISTORIC DOWNTOWN FRANKLIN



Harpeth Square Property Map



1st Ave

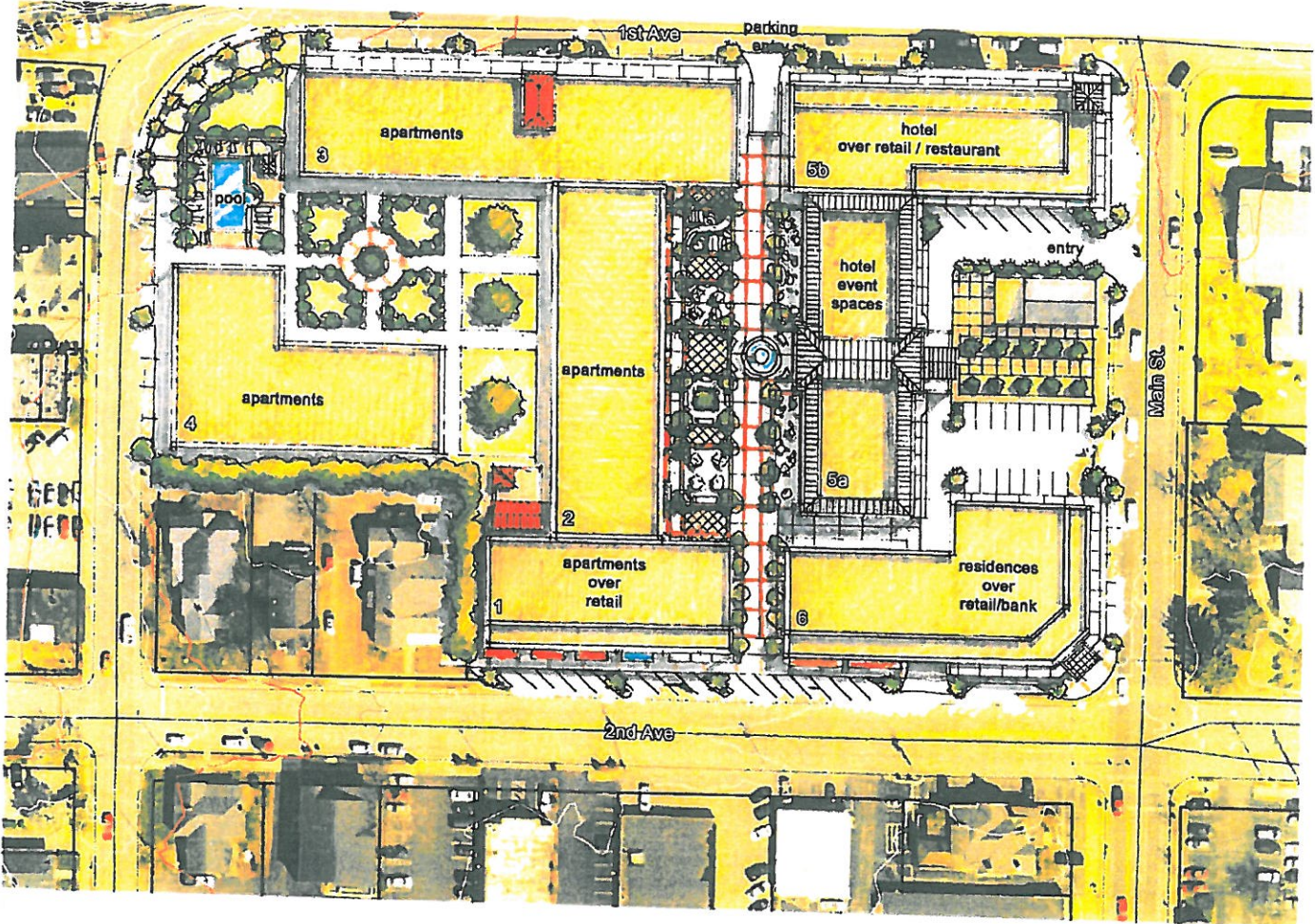
Bridge Street

Main Street

2nd Ave

May 8

HARPETH SQUARE





SECOND AVE AND EAST MAIN ST



PLAZA ENTRANCE



SECOND AVE



FIRST AVE AND EAST MAIN ST

THE TENNESSEAN

April 24, 2013

Big plans for hotel, retail, more could reshape downtown Franklin

Project depends on city's commitment to build river walk, parking structure

By Kevin Walters
| The Tennessean

Nearly an entire city block of downtown Franklin near the Harpeth River could get a more than \$80 million boost next spring if developers can build a mixed-use development anchored by a boutique hotel, and the city can raise money to construct a miles-long river walk and add hundreds of parking spaces.

The property has been staked since 2001 in a vacant two-acre Second Avenue lot. Developers at Harpeth Associates LLC stepped up their buying pace last year along First and Second avenues between Main and Bridge streets while raising questions and speculation among neighboring landowners.

The site is just a block from Franklin's picturesque town square, but at present is anything but picturesque.

"The missing link in downtown Franklin was between the (Public) Square and the river," said Joel Tomlin, owner of Landmark Booksellers, who sold part of his land to the group. "If you look over this block right now, you've got a mish-mash of older buildings. ... In my opinion it will be a huge improvement."

So far, the group owns five parcels, including the Cadence Bank building and Henry Drilling Co., or about 90 percent of the block totaling about 4.5 acres or 193,000 square feet.

Next, Harpeth Associates LLC principals Rod Heller and Jay Franks will meet with city leaders to gauge support for what would be the largest private investment seen in downtown Franklin in decades.

While their plans are drawing early support from merchants and city officials, they come at a daunting time for Franklin leaders, who face numerous expensive spending choices about upgrading city infrastructure in the next year.

In an exclusive interview with The Tennessean, Heller and Franks said their plan will ensure continued interest in Franklin's historic downtown as growth ramps up in the city's commercial areas along Interstate 65, north in Cool Springs and further south in Berry Farms.

"Franklin, to us, is a totally unique place," said Heller, who was instrumental in supporting the city's Civil War park near Carnton Plantation. "My fear is that Franklin, if it's not careful, is going to be swallowed up by Cool Springs and Berry Farms. It needs to retain its separate identity and vitality as an entity. I think having this hotel and residential component will help do it."

City has been biggest investor

For years, improvements in Franklin's 15-block downtown area have won national attention and accolades, though new, wide-scale private investment in the area has not been as prevalent as public investment.

For example, the city has spent about \$8 million on recent streetscape improvements and is spending millions more widening and beautifying Hillsboro Road and extending Third Avenue.

Harpeth Associates' plan would potentially overhaul an entire block that today has a vacant lot as its most striking characteristic.

Developers say they can attract a boutique hotel developer to their site, build 225 new condominiums and apartments and pair them with a 40,000- to 50,000-square-foot retail space and a new restaurant. The entire development, which would start next spring, would fit downtown's historic style.

A longtime Franklin builder and developer, Franks, who acquired the first two acres in 2001, said the project would be a decades-long investment for Harpeth Associates.

"Most of the developers are looking for three or four years and making a return, and getting out of it and moving to the next," Franks said. "(Heller's) insistence from day one has been, 'What do you want Franklin to be 20 to 25 years out?'"

Mary Pearce, executive director of the Heritage Foundation of Franklin and Williamson County, sees the Second Avenue development as having an impact on downtown that's similar to the first "streetscape" project that revitalized Main Street.

"It has all the elements of that kind of a project coming together and that has a tremendous impact," Pearce said.

City must participate

But Heller and Franks say they will hold off making any further investment until they get a financial commitment from Franklin.

They want Franklin to build a river walk along a roughly five-mile portion of the Harpeth River, starting near Carnton Plantation and following the river through downtown Franklin near Second Avenue and going on to Bicentennial Park. Additionally, they want the city to commit to adding 500 public parking spaces.

There are no cost estimates for those projects, but a 336-space, city-owned garage on Fourth Avenue cost \$4 million when it opened in 2004.

Though city officials like Mayor Ken Moore and Alderman Margaret Martin expressed their early interest, they tempered their enthusiasm because of the unknowns about what a river walk and new parking structure might cost.

Calling the Harpeth River "an underutilized asset," Moore said a river walk would bring people more in contact with a local natural resource, though he wants more details about its cost.

"I'm willing to explore increasing the parking in downtown Franklin, and I certainly have an interest in a river walk," Moore said.

Before Franklin spends any money, the city must complete a cost analysis to determine what it would gain in new jobs as well as property and sales taxes for investing so heavily, said Tom Frye, CBRE commercial real-estate managing director.

"What kind of tax revenues are they going to get from this? What's this thing going to cost us over time?" Frye said.

City Administrator Eric Stuckey raised the idea of creating a tax-increment financing deal, if possible, that would set aside a portion of future taxes from the new development to help pay for a new parking structure.

But Stuckey said he was still gathering details about the project and how a deal might be structured.

"Whenever you have serious developers looking at an investment of that magnitude, that's something that captures your interest and you want to work through the process," Stuckey said.

Harpeth Associates probably will make a presentation about the Second Avenue development in May or June.

Additional Facts

About the project

Harpeth Associates LLC proposal includes:

- 100-room boutique hotel that "will reflect the unique, historic nature" of Franklin
 - More than 225 residential units mixing condominiums and apartments
 - More than 40,000 square feet of retail
 - Project costs (yet to be finalized) between \$80 million and \$90 million
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