

1. Name of applying entity.

Poplar Arts Lofts, LLC

Robert E. Mallory
229 East Chickasaw Coves
Memphis, TN 38111
901.219.5948 – cell
901.524.4151 – office

John H. Dicken, Jr.
21 Tishomingo Cove
Memphis, TN 38111
901.237.3032

Vince Smith, Jr.
355 Tara Lane
Memphis, TN 38111
901.489.5896 – cell
901.324.0321 – office
901.327.7269 – fax
kakivs@bellsouth.net

2. Background information about the applicant and partnership structure.

A newly formed partnership consisting of:

Robert E. Mallory, CAO Mallory Group
John H. Dicken, Jr. Founder, Dicken Commodities
Vince Smith, Jr. see attached development history

3. Briefly describe the proposed Project.

Please see attached letter from architect.

4. Marketing plans for the project. Expected amount of time to reach full occupancy. Who will manage the project?

Please see the attached letter from David Shores of Multi-South.

5. Location of the proposed project.

1935 Poplar Ave

The property description is attached.

Does the applicant have a valid option to purchase?

Yes, Purchase and Sale Contract attached.

Existing financing.

Bank Term Letter attached.

6. Project cost.

Please see attached.

7. Changes needed to the public space around project.

Please see attached letter from architect.

8. Proposed time schedule for the project.

Land closing should occur in May of 2019.

Vertical construction should begin in late summer/early fall of 2019.

Construction should be complete in late winter/early spring of 2021

9. Financial Background.

Non-audited financial statement attached.

Projects accounting firm.

Lenahan, Smith and Bargiachi

Jim Lenahan

1080 Brookfield Road

Memphis, TN 38119

901.684.1100

10. Counsel for the Applicant

Richard Spore

Bass, Berry and Sims

100 Peabody Place, Suite 900

Memphis, TN 38103

901.543.5902

Architect and Engineers

Sal Feraci
Renaissance Group
9700 Village Square, Suite 100
Lakeland, TN 38002
901.332.5533

Contractor has not been chosen at this time.

11. Credit references.

Lauren Jarrell
Triumph Bank
901-333-8808

Tom Stephenson
Independent Bank
901.844.0464

Collie Krausnick
Raymond James
800-873-6898

Renaissance Group
Sal Feraci
901.332.5533

Multi-South Management
David Shores
901.680.9005

B&C Construction
Bill Konaman
901.386.7040

12. Are there any persons involved with the project that are currently engaged in any civil or criminal proceedings?

None

13. Photos of existing building and floor plans of the proposed.

Please see attached photos and floor plans.

14. Is the property historic?

No.

15. Any portion of the building being renovated?

No.

16. Any permanent jobs anticipated?

Yes. Leasing and Management jobs. 4 positions.

17. Cash Flow Pro Forma attached.

Without
PILOT

CPI escalator Vacancy Rate	Construction Year	Units															
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	
Year																	
2 Br/bath	B2	\$ 188,100	\$ 368,112	\$ 378,833	\$ 389,555	\$ 400,277	\$ 410,999	\$ 421,720	\$ 432,442	\$ 443,164	\$ 453,885	\$ 464,607	\$ 475,329	\$ 486,050	\$ 496,772		
1BR/bath	B1	\$ 415,800	\$ 813,721	\$ 837,421	\$ 861,122	\$ 884,822	\$ 908,523	\$ 932,224	\$ 955,924	\$ 979,625	\$ 1,003,325	\$ 1,027,026	\$ 1,050,727	\$ 1,074,427	\$ 1,098,128		
2BR/2bath	B3	\$ 33,600	\$ 65,755	\$ 67,670	\$ 69,586	\$ 71,501	\$ 73,416	\$ 75,331	\$ 77,246	\$ 79,162	\$ 81,077	\$ 82,992	\$ 84,907	\$ 86,822	\$ 88,738		
1 Br/bath	A1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
1BR/bath	MICRO	\$ 136,800	\$ 267,718	\$ 275,515	\$ 283,313	\$ 291,110	\$ 298,908	\$ 306,706	\$ 314,503	\$ 322,301	\$ 330,098	\$ 337,896	\$ 345,694	\$ 353,491	\$ 361,289		
		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		

Total Unit Revenue	\$ 774,300	\$ 1,515,305	\$ 1,559,440	\$ 1,603,575	\$ 1,647,710	\$ 1,691,846	\$ 1,735,981	\$ 1,780,116	\$ 1,824,251	\$ 1,868,386	\$ 1,912,521	\$ 1,956,656	\$ 2,000,791	\$ 2,044,926	
Increase from previous year		95.70%	2.91%	2.83%	2.75%	2.68%	2.61%	2.54%	2.48%	2.42%	2.36%	2.31%	2.26%	2.21%	
Parking	\$ 0	\$ 31,500	\$ 61,646	\$ 63,441	\$ 65,237	\$ 67,032	\$ 68,828	\$ 70,623	\$ 72,419	\$ 74,214	\$ 76,010	\$ 77,805	\$ 79,601	\$ 81,396	\$ 83,192

Total Revenue	\$ 805,800	\$ 1,576,951	\$ 1,622,881	\$ 1,668,812	\$ 1,714,742	\$ 1,760,673	\$ 1,806,604	\$ 1,852,534	\$ 1,898,465	\$ 1,944,395	\$ 1,990,326	\$ 2,036,257	\$ 2,082,187	\$ 2,128,118
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Expenses Common Area	\$ 30,600	\$ 31,518	\$ 32,464	\$ 33,437	\$ 34,441	\$ 35,474	\$ 36,538	\$ 37,634	\$ 38,763	\$ 39,926	\$ 41,124	\$ 42,358	\$ 43,628	\$ 44,937
Admin (Accul. ega.)	\$ 36,000	\$ 37,080	\$ 38,192	\$ 39,338	\$ 40,518	\$ 41,734	\$ 42,986	\$ 44,275	\$ 45,604	\$ 46,972	\$ 48,381	\$ 49,832	\$ 51,327	\$ 52,867
Management	\$ 204,000	\$ 210,120	\$ 216,424	\$ 222,916	\$ 229,604	\$ 236,492	\$ 243,587	\$ 250,994	\$ 258,421	\$ 266,174	\$ 274,159	\$ 282,384	\$ 290,855	\$ 299,581
Payroll & Benefits	\$ 20,400	\$ 21,012	\$ 21,642	\$ 22,292	\$ 22,960	\$ 23,649	\$ 24,359	\$ 25,089	\$ 25,842	\$ 26,617	\$ 27,416	\$ 28,238	\$ 29,086	\$ 29,958
Advertising	\$ 36,000	\$ 37,080	\$ 38,192	\$ 39,338	\$ 40,518	\$ 41,734	\$ 42,986	\$ 44,275	\$ 45,604	\$ 46,972	\$ 48,381	\$ 49,832	\$ 51,327	\$ 52,867
Utilities	\$ 54,000	\$ 55,620	\$ 57,289	\$ 59,007	\$ 60,777	\$ 62,601	\$ 64,479	\$ 66,413	\$ 68,406	\$ 70,458	\$ 72,571	\$ 74,749	\$ 76,991	\$ 79,301
Services	\$ 54,000	\$ 55,620	\$ 57,289	\$ 59,007	\$ 60,777	\$ 62,601	\$ 64,479	\$ 66,413	\$ 68,406	\$ 70,458	\$ 72,571	\$ 74,749	\$ 76,991	\$ 79,301
Maint./Repairs	\$ 54,000	\$ 55,620	\$ 57,289	\$ 59,007	\$ 60,777	\$ 62,601	\$ 64,479	\$ 66,413	\$ 68,406	\$ 70,458	\$ 72,571	\$ 74,749	\$ 76,991	\$ 79,301
Insurance	\$ 61,200	\$ 63,036	\$ 64,927	\$ 66,875	\$ 68,881	\$ 70,948	\$ 73,076	\$ 75,268	\$ 77,526	\$ 79,852	\$ 82,248	\$ 84,715	\$ 87,257	\$ 89,874
Property Taxes	\$ 504,000	\$ 519,120	\$ 534,694	\$ 550,734	\$ 567,256	\$ 584,274	\$ 601,802	\$ 619,856	\$ 638,452	\$ 657,606	\$ 677,334	\$ 697,654	\$ 718,583	\$ 740,141

Total Expenses Common Area	\$ 1,000,200	\$ 1,030,206	\$ 1,061,112	\$ 1,092,946	\$ 1,125,734	\$ 1,159,506	\$ 1,194,291	\$ 1,230,120	\$ 1,267,023	\$ 1,305,034	\$ 1,344,185	\$ 1,384,511	\$ 1,426,046	\$ 1,468,827
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Net Operating Income	\$ (194,400)	\$ 546,745	\$ 561,769	\$ 575,866	\$ 589,008	\$ 601,167	\$ 612,312	\$ 622,414	\$ 631,441	\$ 639,361	\$ 646,141	\$ 651,746	\$ 656,141	\$ 659,290
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Bank Loan	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)	\$ (953,495)
CCDC Loan														

Operating Cash Flow after Debt Service	\$ (953,495)	\$ (1,147,895)	\$ (406,750)	\$ (391,726)	\$ (377,628)	\$ (364,486)	\$ (352,328)	\$ (341,182)	\$ (331,080)	\$ (322,053)	\$ (314,133)	\$ (307,354)	\$ (301,749)	\$ (297,353)	\$ (294,204)
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Debt Coverage Ratio		(0.20)	0.57	0.59	0.60	0.62	0.63	0.64	0.65	0.66	0.67	0.68	0.68	0.69	0.69
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MCA

Revenue:

<u>Unit Type</u>	<u>#</u>	<u>Square Feet</u>	<u>Monthly Rent/unit</u>	<u>Montly Rental Revenue</u>	<u>Annual Rental Revenue</u>
2 Br/bath B2	19		1,650	\$ 31,350	\$ 376,200
1BR/bath B1	63		1,100	\$ 69,300	\$ 831,600
2BR/2bath B3	4		1,400	\$ 5,600	\$ 67,200
Unit Type					
1 Br/bath A1	0		950	\$ -	\$ -
1Br/bath MICRO	24		950	\$ 22,800	\$ 273,600
	1		-	\$ -	\$ -
	1		-	\$ -	\$ -
Totals:				\$ 129,050	\$ 1,548,600
Parking Spaces:	70		75	\$ 5,250	\$ 63,000
Vacancy loss:	5.00%			\$ (6,715)	\$ (80,580)
Total Revenue:				\$ 127,585	\$ 1,531,020

Expenses:

Admin (Acct/Lega..)				\$ 2,550	\$ 30,600
Management				\$ 3,000	\$ 36,000
Payroll & Benefits				\$ 17,000	\$ 204,000
Advertising				\$ 1,700	\$ 20,400
Utilities				\$ 3,000	\$ 36,000
Services				\$ 4,500	\$ 54,000
Maint./Repairs				\$ 4,500	\$ 54,000
Insurance				\$ 5,100	\$ 61,200
Property Taxes				\$ 42,000	\$ 504,000
				\$ 83,350	\$ 1,000,200
NOI				\$ 44,235	\$ 530,820
Debt Service					\$ (953,495)
Cash Flow					\$ (422,675)
Debt Coverage Ratio					0.56

MCA

Sources and Uses

Uses:

Land:	\$	2,000,000
Demo:	\$	400,000
Parking:	\$	1,200,000
Construction:	\$	10,560,000
Architect/Engineer:	\$	450,000
Utilities:	\$	200,000
Interest:	\$	450,000
PILOT Fee:	\$	-
Contingency:	\$	300,000
Legal/Close:	\$	<u>250,000</u>

Total: \$ 15,810,000

Unit Cost:

\$ 149,151

Sources:

Equity: \$ 2,371,500.00

CCDC Loan:

Bank Loan: \$ 13,438,500

Total: \$ 15,810,000

**MCA
Loan**

Amount:	\$ 13,438,500
Interest Rate:	5.00%
Term:	25

Annual Payment: **\$ (953,495)**

<u>Permanent Loan Schedule</u>	<u>Payment</u>	<u>Interest</u>	<u>Principal</u>	<u>New Balance</u>
1	\$ (953,495)	(\$671,925)	\$ (281,570)	\$ 13,156,930
2	\$ (953,495)	(\$657,847)	\$ (295,648)	\$ 12,861,282
3	\$ (953,495)	(\$643,064)	\$ (310,430)	\$ 12,550,852
4	\$ (953,495)	(\$627,543)	\$ (325,952)	\$ 12,224,900
5	\$ (953,495)	(\$611,245)	\$ (342,250)	\$ 11,882,650
6	\$ (953,495)	(\$594,133)	\$ (359,362)	\$ 11,523,288
7	\$ (953,495)	(\$576,164)	\$ (377,330)	\$ 11,145,958
8	\$ (953,495)	(\$557,298)	\$ (396,197)	\$ 10,749,761
9	\$ (953,495)	(\$537,488)	\$ (416,007)	\$ 10,333,755
10	\$ (953,495)	(\$516,688)	\$ (436,807)	\$ 9,896,948
11	\$ (953,495)	(\$494,847)	\$ (458,647)	\$ 9,438,301
12	\$ (953,495)	(\$471,915)	\$ (481,580)	\$ 8,956,721
13	\$ (953,495)	(\$447,836)	\$ (505,659)	\$ 8,451,063
14	\$ (953,495)	(\$422,553)	\$ (530,941)	\$ 7,920,121
15	\$ (953,495)	(\$396,006)	\$ (557,489)	\$ 7,362,633
16	\$ (953,495)	(\$368,132)	\$ (585,363)	\$ 6,777,270
17	\$ (953,495)	(\$338,863)	\$ (614,631)	\$ 6,162,638
18	\$ (953,495)	(\$308,132)	\$ (645,363)	\$ 5,517,276
19	\$ (953,495)	(\$275,864)	\$ (677,631)	\$ 4,839,645
20	\$ (953,495)	(\$241,982)	\$ (711,512)	\$ 4,128,133
21	\$ (953,495)	(\$206,407)	\$ (747,088)	\$ 3,381,045
22	\$ (953,495)	(\$169,052)	\$ (784,442)	\$ 2,596,602
23	\$ (953,495)	(\$129,830)	\$ (823,664)	\$ 1,772,938
24	\$ (953,495)	(\$88,647)	\$ (864,848)	\$ 908,090
25	\$ (953,495)	(\$45,405)	\$ (908,090)	\$ 0

With
PILOT

MCA

Revenue:

<u>Unit Type</u>		<u>#</u>	<u>Square Feet</u>	<u>Monthly Rent/unit</u>	<u>Montly Rental Revenue</u>	<u>Annual Rental Revenue</u>
2 Br/bath	B2	19		1,650	\$ 31,350	\$ 376,200
1BR/bath	B1	63		1,100	\$ 69,300	\$ 831,600
2BR/2bath	B3	4		1,400	\$ 5,600	\$ 67,200
<u>Unit Type</u>						
1 Br/bath	A1	0		950	\$ -	\$ -
1Br/bath	MICRO	24		950	\$ 22,800	\$ 273,600
		1		-	\$ -	\$ -
		1		-	\$ -	\$ -
Totals:					\$ 129,050	\$ 1,548,600
Parking Spaces:		70		75	\$ 5,250	\$ 63,000
Vacancy loss:		5.00%			\$ (6,715)	\$ (80,580)
Total Revenue:					\$ 127,585	\$ 1,531,020

Expenses:

Admin (Acct/Lega..)	\$ 2,550	\$ 30,600
Management	\$ 3,000	\$ 36,000
Payroll & Benefits	\$ 17,000	\$ 204,000
Advertising	\$ 1,700	\$ 20,400
Utilities	\$ 3,000	\$ 36,000
Services	\$ 4,500	\$ 54,000
Maint./Repairs	\$ 4,500	\$ 54,000
Insurance	\$ 5,100	\$ 61,200
PILOT and Other Taxes	\$ 4,614	\$ 55,370
	\$ 45,964	\$ 551,570

NOI \$ 81,621 \$ 979,451

Debt Service \$ (968,874)

Cash Flow \$ 10,577

Debt Coverage Ratio 1.01

MCA

Sources and Uses

Uses:

Land:	\$ 2,000,000
Demo:	\$ 400,000
Parking:	\$ 1,200,000
Construction:	\$ 10,560,000
Architect/Engineer:	\$ 450,000
Utilities:	\$ 200,000
Interest:	\$ 450,000
PILOT Fee:	\$ 255,000
Contingency:	\$ 300,000
Legal/Close:	\$ 250,000

Total: \$ 16,065,000

Unit Cost:

\$ 151,557

Sources:

Equity: \$ 2,409,750.00
CCDC Loan:

Bank Loan: \$ 13,655,250

Total: \$ 16,065,000

MCA

Loan

Amount:

\$ 13,655,250

Interest Rate:

5.00%

Term:

25

Annual Payment:

\$ (968,874)

Permanent Loan Schedule

	<u>Payment</u>	<u>Interest</u>	<u>Principal</u>	<u>New Balance</u>
1	\$ (968,874)	(\$682,763)	\$ (286,111)	\$ 13,369,139
2	\$ (968,874)	(\$668,457)	\$ (300,417)	\$ 13,068,722
3	\$ (968,874)	(\$653,436)	\$ (315,437)	\$ 12,753,285
4	\$ (968,874)	(\$637,664)	\$ (331,209)	\$ 12,422,076
5	\$ (968,874)	(\$621,104)	\$ (347,770)	\$ 12,074,306
6	\$ (968,874)	(\$603,715)	\$ (365,158)	\$ 11,709,148
7	\$ (968,874)	(\$585,457)	\$ (383,416)	\$ 11,325,731
8	\$ (968,874)	(\$566,287)	\$ (402,587)	\$ 10,923,145
9	\$ (968,874)	(\$546,157)	\$ (422,716)	\$ 10,500,428
10	\$ (968,874)	(\$525,021)	\$ (443,852)	\$ 10,056,576
11	\$ (968,874)	(\$502,829)	\$ (466,045)	\$ 9,590,531
12	\$ (968,874)	(\$479,527)	\$ (489,347)	\$ 9,101,184
13	\$ (968,874)	(\$455,059)	\$ (513,814)	\$ 8,587,370
14	\$ (968,874)	(\$429,369)	\$ (539,505)	\$ 8,047,865
15	\$ (968,874)	(\$402,393)	\$ (566,480)	\$ 7,481,385
16	\$ (968,874)	(\$374,069)	\$ (594,804)	\$ 6,886,580
17	\$ (968,874)	(\$344,329)	\$ (624,545)	\$ 6,262,036
18	\$ (968,874)	(\$313,102)	\$ (655,772)	\$ 5,606,264
19	\$ (968,874)	(\$280,313)	\$ (688,560)	\$ 4,917,704
20	\$ (968,874)	(\$245,885)	\$ (722,988)	\$ 4,194,715
21	\$ (968,874)	(\$209,736)	\$ (759,138)	\$ 3,435,578
22	\$ (968,874)	(\$171,779)	\$ (797,095)	\$ 2,638,483
23	\$ (968,874)	(\$131,924)	\$ (836,949)	\$ 1,801,534
24	\$ (968,874)	(\$90,077)	\$ (878,797)	\$ 922,737
25	\$ (968,874)	(\$46,137)	\$ (922,737)	\$ 0



IT'S ALL ABOUT THE EXPERIENCE

Landmark Community Bank Member FDIC

November 2, 2018

Poplar Arts Lofts, LLC
c/o Vince Smith
355 Tara Lane
Memphis, TN 38111

Re: Construction of Poplar Arts Lofts

Dear Vince:

Thank you for considering Landmark for construction financing of the Poplar Arts project. Here are preliminary terms that I propose, subject to full underwriting and approval of our committee and board as well as the participant:

Borrower:	Poplar Arts Lofts, LLC;
Loan Amount:	Contemplated up to \$16,000,000;
Loan Term:	24 – 36 months, allowing for construction and stabilized leasing
Pricing:	Prime rate adjusting daily, interest paid monthly; 1% commitment fee due at closing;
Collateral:	1 st lien Deed of Trust (with assignment of rents) on property and apartments to be constructed at 1935 & 1949 Poplar, 157 & 165 Rembert and 155 & 162 Tucker, Memphis, TN 38104;
Guaranties:	Joint and several guaranty of Vincent D. Smith, Jr., Robert E. Mallory and John H. Dicken, Jr.;
Appraisal:	Bank approved appraisal indicating the loan amount does not exceed 75%;

As I mentioned, we have discussed these terms informally among ourselves and with the participant and all parties are eager to move forward. Feel free to contact me with any questions. I will look forward to discussing it further.

Sincerely,

Richard

Richard Exley
Senior Vice President

SURVEYOR'S DESCRIPTION:

Parcel 1

Description of the Memphis College of Art property recorded at Instrument Nos. CK-9952, CM-1860, GF-2638 and 08058404 in Memphis, Shelby County, Tennessee:

Beginning at the intersection of the south line of Poplar Avenue (47' from centerline) and the east line of Tucker Street (50' R.O.W.); thence south 81 degrees 13 minutes 13 seconds east with the south line of said Poplar Avenue, 261.62 feet to a point of curvature; thence in a southeasterly direction along a curve to the right having a radius of 20.00 feet, delta angle of 90 degrees 42 minutes 45 seconds, chord = south 35 degrees 51 minutes 50 seconds east - 28.46 feet, an arc length of 31.66 feet to a point of tangency in the west line of Rembert Street (50' R.O.W.); thence south 09 degrees 29 minutes 32 seconds west with the west line of said Rembert Street, 147.98 feet to a set 1/2" rebar with plastic cap in the north line of the Paul G. Lazarov and wife, Suzanne S. Lazarov property recorded at Instrument No. U6-6875; thence north 81 degrees 01 minutes 49 seconds west with the north line of said property recorded at Instrument No. U6-6875 and with the north line of the Memphis College of Art property recorded at Instrument No. 08093897, 281.87 feet to a set 1/2" rebar with plastic cap in the east line of the aforesaid Tucker Street; thence north 09 degrees 29 minutes 46 seconds east with the east line of said Tucker Street, 167.29 feet to the Point of Beginning and containing 47,195 square feet or 1.083 acres of land.

Parcel 2

Description of the Memphis College of Art property recorded at Instrument No. 04165927 in Memphis, Shelby County, Tennessee:

Beginning at a found iron axle in the west line of Tucker Street (50' R.O.W.), said point being located 174.70 feet south of the south line of Poplar Avenue and being located in the south line of Kang Rhee property recorded at Instrument No. R7-2106; thence south 09 degrees 29 minutes 46 seconds west with the west line of said Tucker Street, 74.90 feet to a point in the north line of Gericare Subdivision recorded in Plat Book 138, Page 26 (found chisel mark located 1.80 feet east of corner); thence north 81 degrees 26 minutes 05 seconds west with the north line of said subdivision recorded in Plat Book 138, Page 26, 198.66 feet to a found rebar in the east line of the Dave Dermon II Family Trust property recorded at Instrument No. 18026374; thence north 08 degrees 31 minutes 54 seconds east with the east line of said property recorded at Instrument No. 18026374, 74.67 feet to a found iron axle; thence south 81 degrees 29 minutes 46 seconds east continuing with the east line of said property recorded at Instrument No. 18026374 and with the south line of said property recorded at Instrument No. R7-2106, 199.92 feet to the Point of Beginning and containing 14,903 square feet or 0.342 acres of land.

Together with a 50' Wide Ingress/Egress Easement of record in Book 909, Page 259 in the Register's Office of Shelby County, Tennessee.

Parcel ID Numbers:

01 7058 00001

01 7058 00002

01 7058 00003

01 7058 00004

01 7058 00042



March 21, 2019

Send: CCRFC Board of Directors

114 N. Main Street
Memphis, TN. 38103

RE: Poplar Art Lofts
1935 Poplar Avenue
Memphis, TN 38103

RE: Section III, Downtown Pilot Program Application; Q#3 and #7

The proposed project is located at 1935 Poplar Avenue where the Memphis College of Art Educational and Administration buildings are located. Mr. Smith intends to remove the current building and build a new 6 story residential apartment building with a ground level parking structure for all tenants. There will be retail on the first floors northwest corner with an open plaza for outdoor dining. Mr. Smith felt that pulling the building back off the corner would address Overton Park across the street along with making the building more street friendly.

Our client is proposing a ground up, 6 story, 111 unit complex consisting of one bedroom studios and 19 walk up, one bedroom units with loft space at 1,100 square feet. The one bedroom lofts are 85% of the project at 750 square feet. The underground parking structure will hold 70 covered spaces with 50 additional surface spaces all screened from Poplar Avenue. Architecturally we intend to screen the lower level parking along Poplar with retail, an 800 s.f. fitness center, a central focal point, and storefront windows.

The architecture will be very traditional brick and stone seen along Poplar. The design will be compatible with the adjacent neighborhood, timeless and stoic. Four stories of brick with a Rockcast stone on the first floor, balconies on the upper floors looking onto the park below, and smooth fiber cement panels on the upper floors painted to match the stone. The desire of Mr. Smith is to grant the neighborhood a project that maintains the existing charm of midtown. Mr. Smith continued to work with the Belleair Woods neighborhood association to convert the original design from contemporary Los Angeles, metal and glass to something the neighborhood appreciates and approves. Very fitting and complimentary to midtown bungalows found on Tucker and Rembert.

The main entrance to the lofts will be on North Tucker near the retail and adjacent to the outdoor plaza. Mr. Smith intends to do something very exciting with a sculpture in the plaza reflective of the Memphis College of Arts history.

The existing sidewalks on all three sides will be replaced and enlarged. Street trees will be added to provide a nice softscape.

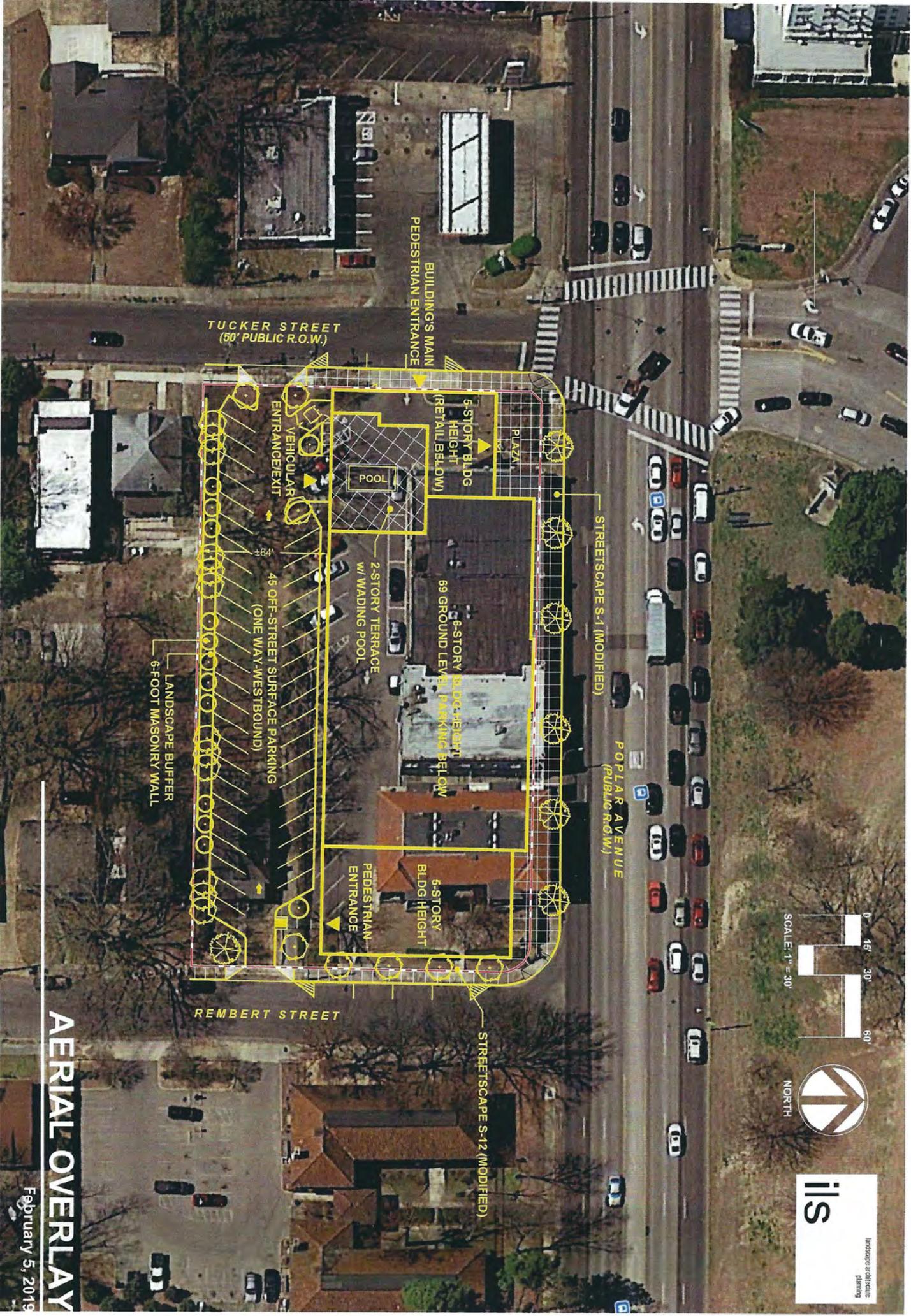


There will be a pool deck on the south side, on the second floor over the parking garage to give the tenants a downtown, high end, luxury feel. A fantastic amenity not offered in older apartments nearby.

The design intent is to create a new apartment complex in midtown for the urban tenant who likes to live, work, and play.

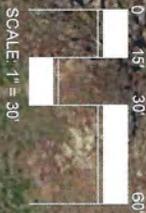
Sincerely,

Christopher Speltz
Renaissance Group, Inc.



AERIAL OVERLAY

February 5, 2019



TUCKER STREET
(50' PUBLIC R.O.W.)

STREETSCAPE S-1 (MODIFIED)

POPLAR AVENUE
(PUBLIC R.O.W.)

REMBERT STREET

STREETSCAPE S-12 (MODIFIED)

BUILDINGS MAIN
PEDESTRIAN ENTRANCE

5-STORY BLDG
HEIGHT
(RETAIL BELOW)

PLAZA

6-STORY BLDG HEIGHT
69 GROUND LEVEL PARKING BELOW
2-STORY TERRACE
W/ WADING POOL

VEHICULAR
ENTRANCE/EXIT

45 OFF-STREET SURFACE PARKING
(ONE WAY-WESTBOUND)

8' LANDSCAPE BUFFER
6-FOOT MASONRY WALL

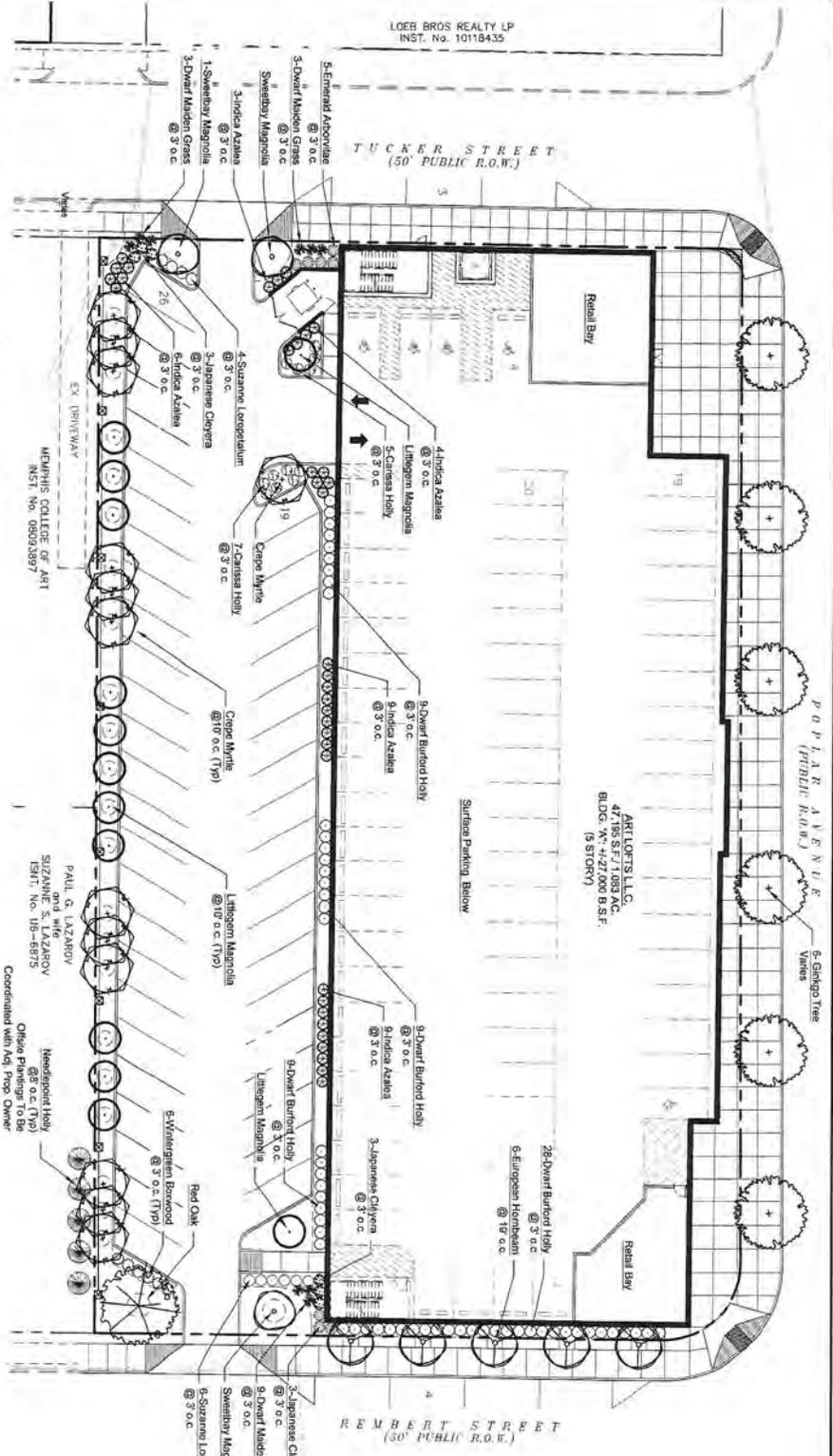
5-STORY
BLDG HEIGHT
PEDESTRIAN
ENTRANCE

AERIAL OVERLAY

February 5, 2015

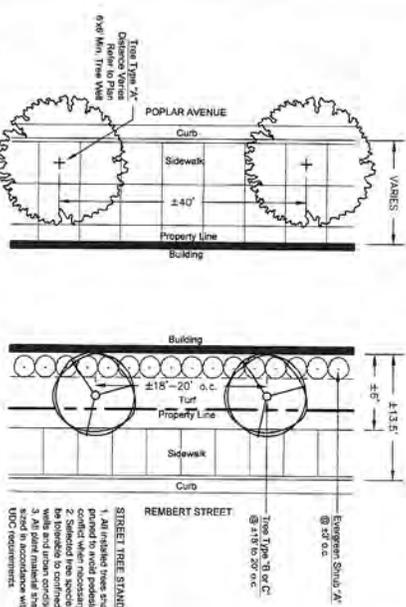


INTEGRATED
LAND SOLUTIONS, PLLC
915 Fox Oaks Drive
Columbia, TN 38017
501.452.6956
codybody@gmail.com



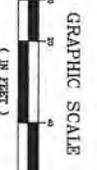
PLANT SCHEDULE

- Trees
- (1) Princeton Sentry Gingko Tree (Gingko biloba Princeton Sentry) 7' - 25' Cal
 - (2) Red Oak (Quercus rubra) 2'-2.5' Cal
 - (3) Red Maple (Acer rubrum) 2'-2.5' Cal
 - (4) Red Pine (Pinus strobus) 2'-2.5' Cal
 - (5) Sweetbay Magnolia (Magnolia virginiana) 5'-8' Ht
 - (6) Emerald Ashlar (Fraxinus pennsylvanica) 5'-8' Ht
 - (7) Nandipoint Holly (Ilex cornuta Nandipoint) 5'-9' Ht
- Shrubs
- (8) Dwarf Burford Holly (Ilex cornuta Dwarf Burford) 3gal
 - (9) Indica Azalea (Azalea indica) 3gal
 - (10) Carnea Holly (Ilex cornuta Carnea) 3 gal
 - (11) Suzanne Loropetalum (Loropetalum chinensis Suzanne) 3 gal
 - (12) Dwarf Maiden Grass (Miscanthus sinensis Yashuharu) 3 gal
 - (13) Emerald Andovida (Thuja occidentalis Emerald) 3 gal
 - (14) Japanese Cherry (Prunus cerasifera) 3 gal
 - (15) Korean Boxwood (Buxus microphylla japonica White Green) 3gal



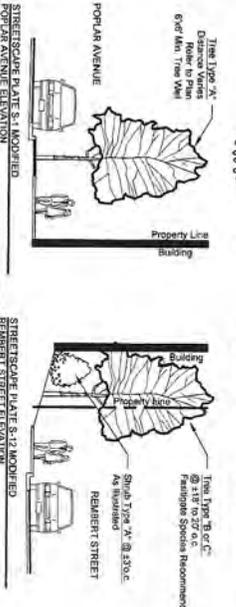
STREET TREE STANDARDS:

- 1. All trees shall be planted in accordance with the City of Memphis Tree Ordinance.
- 2. Selected tree species shall be planted in accordance with the City of Memphis Tree Ordinance.
- 3. All plant material shall be used in accordance with the City of Memphis Tree Ordinance.



ART LOFTS

CASE: PD 18-39		LANDSCAPE PLAN	
MEMPHIS, TENNESSEE		NO. OF LOTS: 1	
1.083 ACRES		DEVELOPER: POPULAR ARTS LOFTS LLC	
ENGINEER: RENAISSANCE GROUP		365 TARA LANE	
MEMPHIS, TN 38111		9700 VILLAGE CIRCLE STE. 100	
WARD: 17		LAKELAND, TN 38002	
BLOCK: 56		F.E.R.A. MAP PANEL NO.: 47157C 0290 F	
DATE: FEB. 2018		F.E.R.A. MAP DATE: 08-28-2007	
SCALE: 1"=30'		SHEET: 5 OF 6	





Fourth Floor Plan



Poplar Avenue (north) Elevation
2-04-2019

proposed front elevation for
Poplar Art Lofts
Memphis, Tennessee





North Rembert (East) Elevation

2-04-2019

proposed elevations for
Poplar Art Lofts
 Memphis, Tennessee





Rear Parking (south) Elevation
2-14-2019

proposed elevation for
Poplar Art Lofts
Memphis, Tennessee



EXHIBIT "A"

LEGAL DESCRIPTION

1935 Poplar; Parcel # 017058 00001

1949 Poplar; Parcel # 017058 00002

157 Rembert; Parcel # 017058 00004

165 S Rembert; Parcel #017058 00003

162 N Tucker; Parcel # 017058 00042

155 Tucker, Parcel # 017050 00005

Development History

Riverchase Apartments; 96 units, Robinsonville, MS

Sold in 1998 \$5,200,000.00

Commerce Landing Center, retail shopping center, Robinsonville, MS

Value \$1,100,000.00

Riverchase Commons, retail shopping center, Robinsonville, MS

Sold in 1998 \$1,200,000.00

Hedgemoor Square Apartments, 68 units, Memphis, TN

Sold in 2014 \$5,700,000.00

Greenbrier Neighborhood, 48 lot gated community, Memphis, TN

Sold in 2002 \$24,000,000.00

Vining's Neighborhood, 43 lot gated community, Memphis, TN

Sold in 2006, \$22,000,000.00

Boxwood Green, 16 lot gated community, Memphis, TN

Sold in 2004, \$14,000,000.00

Orchards Neighborhood, 4 large lot development, Memphis, TN

Sold in 2005, \$400,000.00

Dyersburg Station, commercial development, Dyersburg, TN

Sold in 2005, \$1,000,000.00

Habersham Neighborhood, 11 lot gated community, Memphis, TN

Sold in 2007, \$4,000,000.00

4Twenty, 38 unit condo development, Memphis, TN

Sold 2007-2009 \$11,000,000.00

Oliver Grove, 138 lot development, Bartlett, TN

Fee Development

Colonial Green, 10 lot development, Memphis, TN

Sold 2013-2014 \$4,300,000.00

Cabinet Shop, 28 unit mixed use building, Memphis, TN

Value \$4,000,000.00

Printers Alley, 29 unit mixed use building, Memphis, TN

Value, \$4,000,000.00

Annex Lofts, 23 unit mixed use building, Memphis, TN
Value, \$3,500,000.00

266 Lofts, 155 unit mixed use, Memphis, TN
Value \$30,000,000.00

Museum Lofts 68 unit mixed use building, Memphis, TN
Value \$13,000,000.00

Angel Green, 21 lot gated community, Memphis, TN
Value \$18,000,000.00

Massey Green, 14 lot gated community, Memphis, TN
Value \$12,000,000.00

Current Development Projects

Lakeland Commons; 42 acre mixed use center, Lakeland, TN
Value, \$48,000,000.00

Olde Field Green, 35 lot community, Germantown, TN
Value \$30,000,000.00

Poplar Art Lofts, 111 unit mixed use building, Memphis, TN
Value \$20,000,000.00



MULTI-SOUTH
MANAGEMENT SERVICES

David L. Shores
Multi-South Management Services
6075 Poplar Avenue, Ste 407
Memphis TN 38119
901-680-9005

March 11, 2019

Vince Smith
355 Tara Lane
Memphis, TN 38111

Dear Vince,

Thank you for the opportunity to manage your newest development, the Poplar Arts Lofts. We are excited to work for you again, and look forward to being involved in another successful property with you.

You have asked about our expectation for lease up at the property. Your development plans call for 111 units, with gated parking and building access control. The development plans have mix of one-bedroom style units, from micro to large lofts.

We have been involved in several new development properties in the past several years. Without exception, lease up was rapid, exceeding our expectations. It is clear that the market here in Memphis is eager for new apartments, with finishes and features not found in the older inventory available in the market. The most recent property we leased from construction was your 266 Front development, which had an average lease rate of over 20 units per month. Phase 1 actually leased fully in three months, a rate of 25 units per month. We expect a lease up rate of 20 units, based on this history and the overall market in the midtown area.

We are ready! Thanks again for the opportunity.

Sincerely,

David L. Shores

Multi-South Management Services, LLC

Multi-South Management Services, LLC was established November 2001 to manage a partner owned multi-family portfolio. Keith Sheppard and David Shores are the partners in Multi-South, and together bring over 65 years of apartment management experience to the table. MSMS was formed to give an outlet for several veterans of the multi-family industry a place to come together and own and manage a small portfolio, and to provide fee management services for a select group of owners.

David Shores has been in the multi-family management, renovation, and ownership business for over 30 years, primarily in Memphis, but also in other cities throughout the Southeast. As President and CEO of Ledic Management Group, Shores has been involved in the management of over 50,000 apartment units, and has been involved in over \$300 million in renovation of apartments during that time. David is a CPA, and his six years in public accounting with Arthur Young as a tax consultant offered specialization in real estate and construction taxation.

Keith Sheppard has been in the multi-family business for over 30 years, primarily involved in supervision of site operations and renovations. Prior to joining MSMS, he was director of operations for three years for Alco Management in Memphis, TN. Alco had a balanced portfolio of approximately 9,000 conventional, tax credit and government assisted (HUD loan and subsidized) apartments. Previous to Alco, he was responsible for property operations for the Mid South region for Ledic Management Group, a region encompassing over 20,000 units, where he also supervised construction management in excess of \$200 Million and performed due diligence for all type of properties from class A to distressed. Keith's experience includes new development and lease-up in both conventional and affordable markets. He has managed properties for both large institutions and for individuals.

Multi-South manages a broad range of property types from A Grade new product in suburban and urban markets to renovated affordable property in neighborhoods in Memphis, Jackson, MS, Indiana, Missouri and Alabama. Presently, Multi-South is underway on several renovations, and expects renovation volume to reach \$5,000,000 in 2019.

Multi-South's mission is to be the strongest and highest quality management team for multi-family housing in the mid-south. Since inception, the firm has managed and renovated many properties successfully for its clients, and has developed and renovated over \$75 million of multi-family property. Presently, Multi-South manages over 7,500 units in Alabama, Indiana, Mississippi, Missouri, and Tennessee.

Below are a few references for Multi-South:

Tommy Bronson
Multi-family broker
ARA-Newmark
901-260-1190

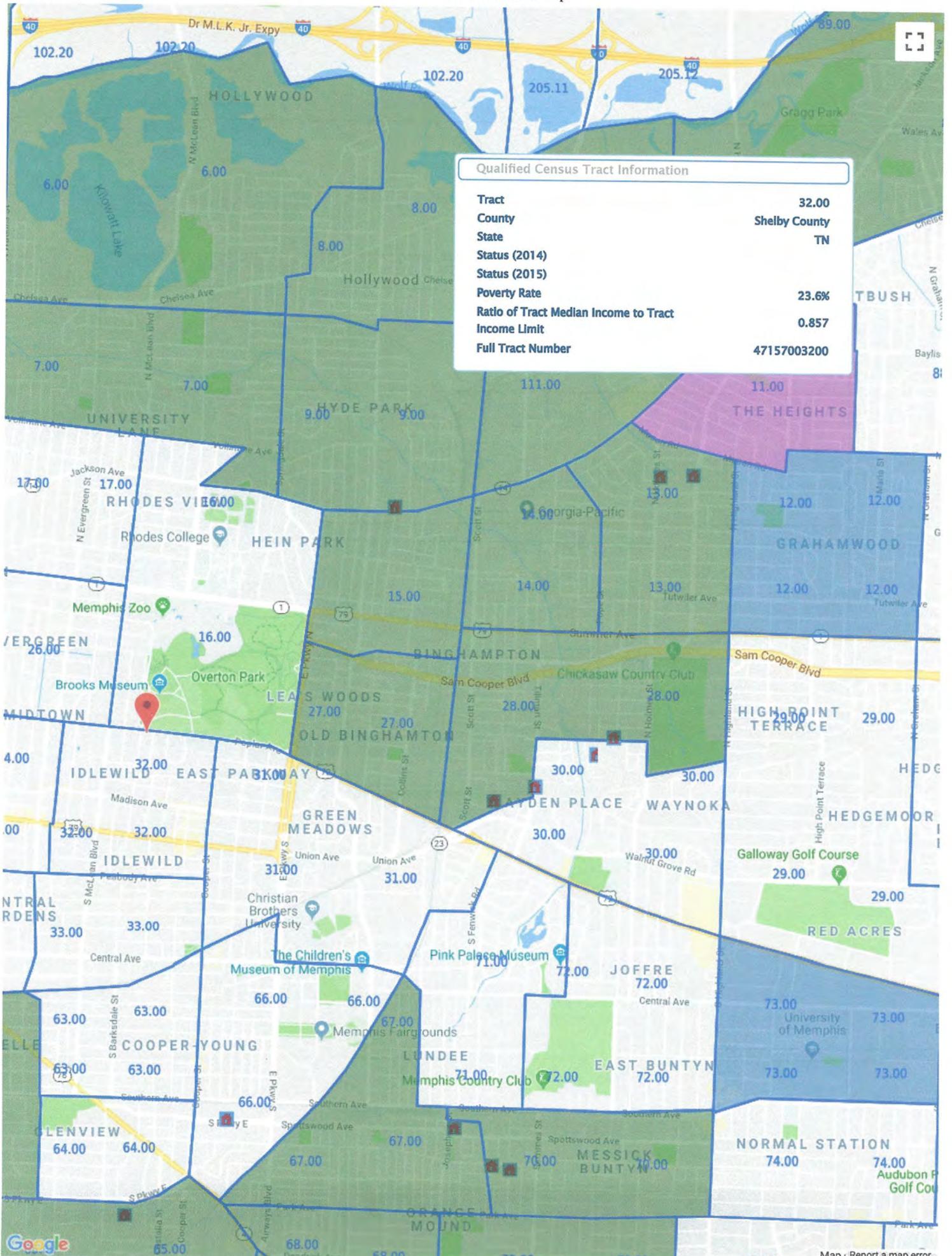
Keith Grant
Multi-family developer and owner
Grant New Homes
901-316-0350

Will Pierce
Attorney, Glankler Brown
Private Owner
901-576-1702

Robert E Loeb
Developer, Loeb Properties
Private owner
901-761-3333

Vince Smith
Owner, developer
901-489-5896

Haim Mermelstein
Senior asset manager
Besyata Properties
718-977-5042



 2018 FFIEC Geocode Census Report

Matched Address: 1949 POPLAR AVE, MEMPHIS, TN, 38104
 MSA: 32820 - MEMPHIS, TN-MS-AR
 State: 47 - TENNESSEE
 County: 157 - SHELBY COUNTY
 Tract Code: 0032.00

Summary Census Demographic Information

Tract Income Level	Middle
Underserved or Distressed Tract	No
2018 FFIEC Estimated MSA/MD/non-MSA/MD Median Family Income	\$63,400
2018 Estimated Tract Median Family Income	\$73,126
2010 Tract Median Family Income	\$67,115
Tract Median Family Income %	115.34
Tract Population	3416
Tract Minority %	33.40
Tract Minority Population	1141
Owner-Occupied Units	324
1- to 4- Family Units	1195

Census Income Information

Tract Income Level	Middle
2010 MSA/MD/statewide non-MSA/MD Median Family Income	\$58,186
2018 FFIEC Estimated MSA/MD/non-MSA/MD Median Family Income	\$63,400
% below Poverty Line	21.90
Tract Median Family Income %	115.34
2010 Tract Median Family Income	\$67,115
2018 Estimated Tract Median Family Income	\$73,126
2010 Tract Median Household Income	\$29,964

Census Population Information

Tract Population	3416
Tract Minority %	33.40
Number of Families	310
Number of Households	2050
Non-Hispanic White Population	2275
Tract Minority Population	1141
American Indian Population	0
Asian/Hawaiian/Pacific Islander Population	78
Black Population	782
Hispanic Population	187
Other/Two or More Races Population	94

Census Housing Information

Total Housing Units	2558
1- to 4- Family Units	1195
Median House Age (Years)	70
Owner-Occupied Units	324
Renter Occupied Units	1726
Owner Occupied 1- to 4- Family Units	312
Inside Principal City?	YES
Vacant Units	508



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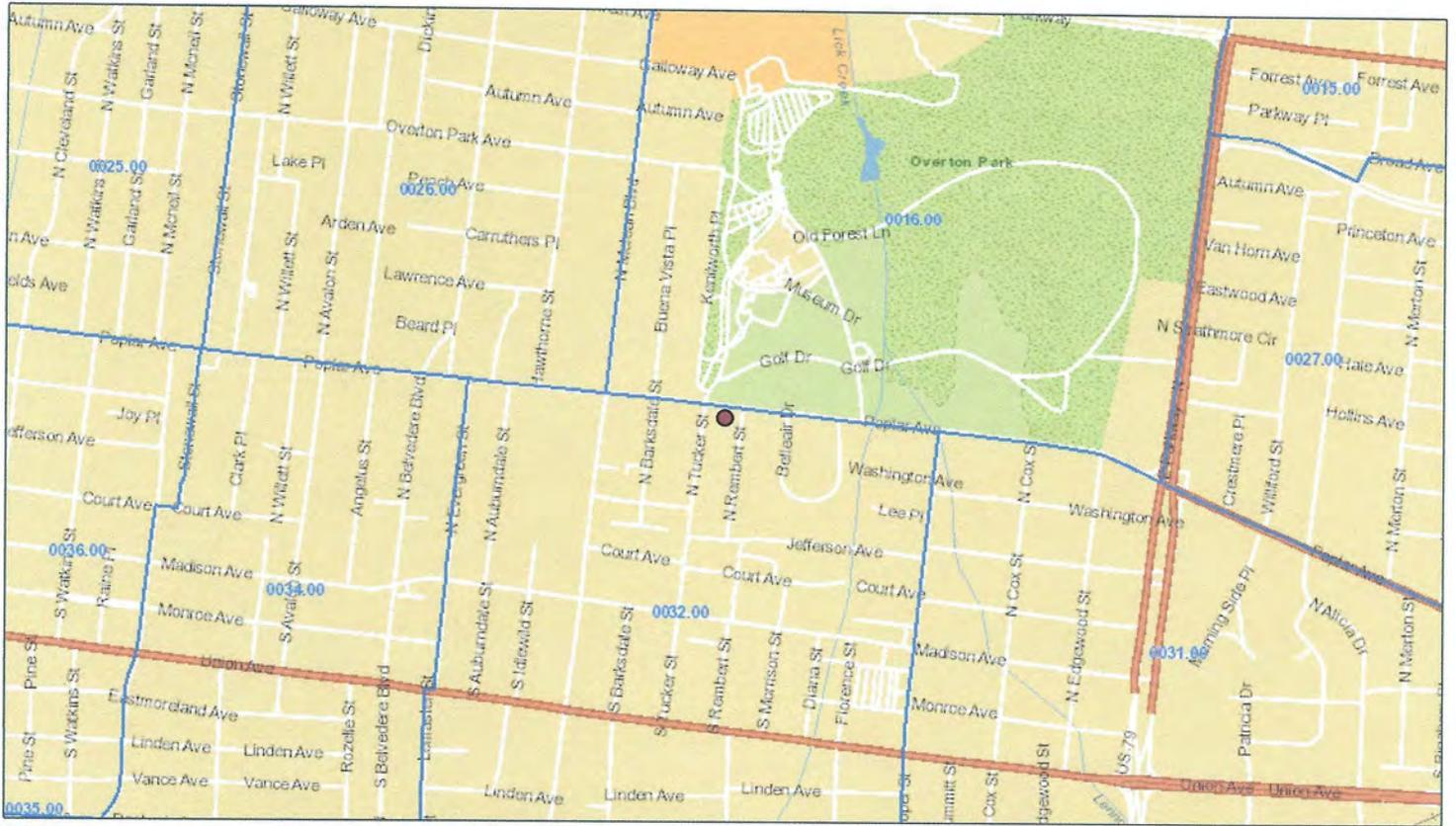
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FFIEC FFIEC Geocoding/Mapping System – 2018



● Matched Address: 1949 POPLAR AVE, MEMPHIS, TN, 38104
 MSA: 32820 - MEMPHIS, TN-MS-AR || State: 47 - TENNESSEE || County: 157 - SHELBY COUNTY || Tract Code: 0032.00

● Selected Tract
 MSA: || State: || County: || Tract Code:



**Equal Business Opportunity Program
Form A: Proposed Utilization Plan**

Bidder/Proposer/Developer: <i>Polar Art Lebits</i>	Date Submitted: <i>March 25, 2019</i>
Project Address/Description: <i>1935 Polar Ave</i>	Contact Person: <i>Vince Smith</i>

The above named company proposes to use the services of the following listed firms.

Name/Address/Telephone	Ownership Status	Certifying Agency	Type of Work	Subcontract Dollars	Subcontract Percentage
				\$	%
				\$	%
				\$	%
				\$	%
				\$	%
				\$	%
				\$	%

Business Ownership Status
 Minority Owned – MBE
 Women Owned – WBE
 White Owned – WOB
 Other – Non-certified MBE/WBE

Total MBE:	\$	%
Total WBE:	\$	%
Total White:	\$	%
Total Other:	\$	%

I certify that the above information is true to the best of my knowledge:

Signature: <i>Scott Smith</i>	Title: <i>Chief Manager</i>	Date: <i>March 25, 2019</i>
-------------------------------	-----------------------------	-----------------------------