

**CITY OF KNOXVILLE
REQUEST FOR PROPOSALS**

**Purchase, Design, and Development of the
Former Supreme Court Site**

Submission Form S-1

**Proposals to be Received by 11:00:00 a.m., Eastern Time, October 10, 2016, in Room 667-674,
City/County Building, Knoxville, Tennessee.**

IMPORTANT: Proposals shall include eleven (11) hard copies (one original and ten duplicates—**mark the original as such**) and one electronic copy of the proposal (CD only—**mark the storage device with the company name**); the electronic version shall be an exact duplicate of the original, and the electronic version will be the official document exhibited in the contract.

Please complete the following:

Legal Name of Proposer: BNA ASSOCIATES LLC

Address: 401 UNION STREET, 2ND FLR. NASHVILLE, TN 37219

Telephone Number: 917-325-4055

Fax Number: _____

Contact Person: PHILIP WELKER

Email Address: PHILIP@BNA-RE.COM

Signature: 

Name and Title of Signer PHILIP WELKER, MANAGING MEMBER

Note: Failure to use these response sheets may disqualify your submission.

Submission of Proposal for the Purchase and Development of the Former Tennessee Supreme Court Site

DATE: October 10, 2016

TO: City of Knoxville Purchasing Division City/County Building
400 Main Street, Room 667
Knoxville, Tennessee 37902

FROM: Philip Welker | Ethan Orley
BNA Associates LLC
401 Union Street, 2nd Floor
Nashville, Tennessee 37219
p. 917-325-4055
philip@bna-re.com

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The Industrial Development Board of the City of Knoxville
Request for Proposals

(Purchase and Development of the Former Tennessee Supreme
Court Site)

Submission Form (S-1)

Proposals To Be Received by 11:00 a.m., Eastern Time, July 1, 2013, at The Industrial
Development Board of the City of Knoxville, 17 Market Square, #201
Knoxville, Tennessee 37902

IMPORTANT: Proposers shall include seven hard copies (one original and six copies), as well as one electronic (.pdf format) copy of their submission; the electronic version shall be an exact duplicate of the original, and the electronic version will be the official document exhibited in the contract. **IMPORTANT NOTE:** A minimum of one of the submitted proposals must bear an original signature, signed in ink (duplicated signatures substituted for original ink signatures may result in rejection of the proposals). This document is the official, original submission; the required copies may have copied signatures. Complete the following:

Legal Name of Proposer: BNA Associates LLC


Address: 76 Hudson Lane, Suite 500, New York, NY 10018

Telephone Number: 917-325-4655

Fax Number: 931-552-2708

Contact Person: Philip Wlasker

Email Address: Philip@BNA-Re.com

Signature: 

Name and Title of Signer Philip Wlasker, President

Note: Failure to provide these response sheets may disqualify your submission.

NON-COLLUSION AFFIDAVIT

BNA Associates, LLC
Real Estate Re-Development

NON-COLLUSION AFFIDAVIT

State of Tennessee

County of KNOX

David J. Walker, being first duly sworn, deposes and says that:

- (1) He/She is the President of S&A Associates LLC, the firm that has submitted the attached Proposal;
- (2) He/She is fully informed respecting the preparation and contents of the attached Proposal and of all pertinent circumstances respecting such Proposal;
- (3) Such Proposal is genuine and is not a collusive or sham Proposal;
- (4) Neither the said firm nor any of its officers, partners, owners, agents, representatives, employees or parties in interest, including this affiant, has in any way colluded, conspired, connived or agreed, directly or indirectly, with any other vendor, firm or person to submit collusive or sham proposal in connection with the contract or agreement for which the attached Proposal has been submitted or to refrain from making a proposal in connection with such contract or agreement, or collusion or communication or conference with any other firm, or, to fix any overhead, profit, or cost element of the proposal price or the proposal price of any other firm, or to secure through any collusion, conspiracy, connivance, or unlawful agreement any advantage against the IDB of Knoxville or any person interested in the proposed contract or agreement; and
- (5) The proposal of service outlined in the Proposal is fair and proper and is not tainted by collusion, conspiracy, connivance, or unlawful agreement on the part of the firm or any of its agents, representatives, owners, employees, or parties including this affiant.

(Signed): [Signature]

Title: President
S&A Associates LLC

Subscribed and sworn to before me this 1st day of May, 2013



My Commission Expires Nov 1, 2014
11-1-2014 Title Notary Public

FORM I from Equal Business Opportunity Program

FORM I

**STATEMENT OF INTENT OF MOB/WOB UTILIZATION
(TO BE SUBMITTED WITH THE BID/PROPOSAL)**

We, BNA ASSOCIATES LLC (Bidder/Proposer), do certify that on the

KNOXVILLE SUPREME COURT REDEVELOPMENT PROJECT

(Project Name)

(\$3,000,000)

(Dollar Amount of Bid)

MOB/WOB's will be employed as subcontractor(s), vendor(s), supplier(s), or professional service(s). The estimated **dollar value** of the amount that we plan to pay the MOB or WOB subcontractor(s), vendor(s), supplier(s), or professional service(s) is \$ TO BE DETERMINED.

Description of Work MOB Amount MOB/WOB Utilization WOB Amount Name of MOB/WOB

Description of Work	MOB Amount	MOB/WOB Utilization	WOB Amount	Name of MOB/WOB
TBD	TBD	TBD	TBD	TBD

The undersigned understands that they are to report the annual amount disbursed to these MOB(s) /WOB(s) on June 30th of each year. Moreover, the undersigned understands that he/she is required to report the total amount disbursed to MOB(s)/WOB(s) for this project at the completion of the project and that payments may be withheld until these reporting requirements are met.

- DATE: 10 OCT 2016 COMPANY NAME: BNA ASSOCIATES LLC
- SUBMITTED BY: 
(Authorized Representative)
- TITLE: MANAGING MEMBER
- ADDRESS: 401 UNION STREET, 2ND FLOOR
- CITY/STATE/ZIP CODE: NASHVILLE, TN 37219
- TELEPHONE NO: 917-325-4055

LETTER OF TRANSMITTAL

BNA Associates, LLC
Real Estate Re-Development

October 10, 2016

City of Knoxville Purchasing Division City/County Building
400 Main Street, Room 667
Knoxville, Tennessee 37902

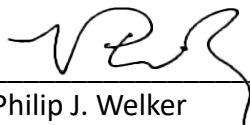
SUBMISSION OF PROPOSAL FOR THE PURCHASE AND DEVELOPMENT OF THE FORMER TENNESSEE SUPREME COURT SITE

Dear Mr. Napier,

Please accept this proposal from BNA Associates and its team for the redevelopment of the former Tennessee Supreme Court site. We believe our proposal ideally balances the demand, feasibility, and benefits for this site with the enhancement for the City of Knoxville and the Convention Center.

We appreciate being considered for this opportunity and are excited to move forward if selected by the IDB. Please contact me directly with any questions.

Sincerely,



Philip J. Welker
President

BNA Associates LLC
philip@bna-re.com

THE HENLEY

Urban Mixed-Use Development Proposal
Knoxville, Tennessee

BNA Associates LLC
Real Estate Re-Development

October 2016



THE HENLEY is our proposed mixed-use development (the “Project”) which preserves the historic Tennessee Supreme Courtroom building, includes 15,000 square feet of retail along Henley Street, 4,300 square feet of retail on Locust Street, 168 apartments , and a 299-car parking garage. The Project will be the complete redevelopment of an entire city block that will replace underutilized surface parking and strengthen the connection between Downtown Knoxville, the Convention Center and World’s Fair Park by adding a visual and practical link currently missing along Henley Street.

BENEFITS FOR DOWNTOWN KNOXVILLE & THE CONVENTION CENTER

Provides Ample Parking. A 299 car parking garage is included that is more than sufficient to meet the additional parking demand added by the project. The residential component contains 227 bedrooms, which at 1 car : 1 bedroom and 100% occupancy would leave 72 spaces available for residential guests and public use. Peak residential parking demand time is opposite daytime public demand times allowing the parking garage to be managed and utilized in such a manner that allows for more public parking during the day.

Consistent Quality and Architecture. The design of THE HENLEY took into consideration the following:

- No setbacks with retail along Henley and up W Church Avenue to activate the streets and interface with the Convention Center,
- A modern look consistent with the context of the UT Conference Center, Convention Center and Federal building,
- Mid-rise height that compliments the scale of the existing surrounding streets and buildings,
- A parking garage hidden from view from Henley Street, Church Street, and Locust Street, only facing Cumberland Avenue, which currently has a parking and service entrance off Cumberland opposite the Project site.

Enhancements. The Project adds 15,000 square feet of new retail space to activate the street along Henley and enhance the feel for visitors arriving to Downtown Knoxville and the Convention Center. This retail space adds an active component for the Convention Center and the specification of the new retail space will be attractive to a number of retailers who would otherwise not consider opening a store in other downtown locations. 4,300 square feet of retail is added along Locust Street and the historic Tennessee Supreme Courtroom building is repurposed as a clubhouse and amenity center.

New Housing. The residential component extends the current concentration of downtown residents. The units target the young professional market with monthly rents that are relatively affordable for those that currently desire to work and live downtown. Increasing the downtown population further advance the interest of Downtown Knoxville in creating a 24/7 environments that increases the demand for retail, restaurants, and entertainment that conventioners look for in a destination.

EXPERIENCE & QUALIFICATIONS

BNA Associates, LLC
Real Estate Re-Development

Developer | BNA Associates LLC | www.bna-re.com

BNA targets real estate projects that have **unique competitive advantages** in its respective market. What makes BNA successful is the level of **creativity and practicality** brought to projects to meet the demands of the market. By identifying both **social and economic objectives**, BNA strives to develop projects that outperform that market. The principals of the BNA are **Philip Welker** and **Ethan Orley**. Philip is originally from and currently based in Nashville Tennessee. He is primarily responsible for acquisition and development. Ethan Orley is based in New York City and is primarily responsible for asset and operational management.

Philip Welker, Principal

Philip started his real estate career working on a \$500 million redevelopment project for downtown Knoxville, TN. Philip then founded a partnership focused on redeveloping historic buildings and urban infill, where he lead the acquisition, development, financing, construction, and property management. He received a Masters of Real Estate from New York University's Real Estate Program in 2006 and spent three years at Muss Development working on real estate development and investment in New York City. After the market turn in 2008, he founded BNA Associates with Ethan Orley to acquire and redevelop distressed properties. Mr. Welker has over 10 years of financial and real estate investing experience, having purchased in excess of seven commercial real estate projects on his own, and over 10 transaction totaling \$150M of projects while under others employment.

Ethan Orley, Principal

Ethan began his real estate career acquiring land for single-family residential development on behalf of his family real estate companies in Southeastern, Michigan. His family is a significant owner of manufactured housing communities, Class A office, and developable land, having developed property in Southeastern Michigan for four generations. Upon earning his Real Estate Finance Masters from New York University, he worked in New York for Rossrock LLC and DBP Capital LLC in the acquisitions of distressed commercial real estate debt across the U.S. having directly underwritten in excess of \$250 million of opportunities. In 2008, he founded BNA Associates with Philip Welker to focus on acquiring and redeveloping multifamily and hotel properties. Mr. Orley has over 10 years of real estate investment and development experience having worked with various real estate firms in the Northeast and Midwest.

Transactions:

- The Residences at Stonebrook | Nashville, TN
- The Penn Warren | Clarksville , TN
- The Oliver Hotel | Knoxville, TN
- 401 Union | Nashville, TN
- Tupelo Honey Café | Knoxville, TN
- Princeton Greens Apts. | Johnson City , TN
- Clermont Hotel | Atlanta, GA

FEASIBILITY OF PROPOSED PLAN (20 points)

BNA Associates, LLC
Real Estate Re-Development

PROJECT TEAM

Owner	To-be-formed special purpose Limited Liability Company
Developer	Philip Welker & Ethan Orley BNA Associates LLC
Architect	Humphreys & Partners Architects
Contractor	TBD. Will be a competitive bid to list of qualified contractors both locally and nationally who have built similar type projects.
Project Manager	Craig Bradford BNA Associates LLC
Financing	Walker & Dunlop
Consulting	CBRE Valuation & Advisory Group

EXPERIENCE & QUALIFICATIONS

BNA Associates, LLC
Real Estate Re-Development



The Oliver Hotel | Knoxville, TN (2011)
28-room boutique hotel with Tupelo Honey Café and The Peter Kern Library craft cocktail lounge.



The Penn Warren | Clarksville, TN (2010)
A historic high-school building with 65 unique apts that underwent renovation upgrades and rebranding.



401 Union | Nashville, TN (2012)
70,000 SF office building in downtown Nashville that will be converted into an 85-room boutique hotel with high-end restaurant and spa.



The Clermont Hotel | Atlanta, GA (2014)
87-room boutique hotel with 175 seat restaurant, cocktail lounge, rooftop bar, 200-car parking garage, and home of the famous Clermont Lounge since 1695.



The Residences at Stonebrook | Nashville, TN (2010)
This 320 unit garden apartment property was acquired from foreclosure renovated and rebranded over an 18-month period.

EXPERIENCE & QUALIFICATIONS

BNA Associates, LLC
Real Estate Re-Development

Architect | Humphreys & Partners Architects, L.P. | <http://www.humphreys.com/>

Humphreys & Partners Architects, L.P. is an Architectural firm engaged in the design of urban mixed-use projects across the country since 1991. With eight U.S. offices employing over 125 people, their size and scope allows them to handle the entire project from design to construction. An award-winning firm specializing in multifamily and hospitality design, HPA has extensive experience in moderate, luxury and affordable apartments, mid-rise/high-rise, student, senior, military, and hotel projects. They have perfected prototypes of highly efficient urban apartment buildings that target the next generation of renter.

HPA has been recognized by numerous organizations for design excellence throughout the years. Honors include Best in American Living, Pillars of the Industry, Builder's Choice,, Aurora, Gold Nugget and Platinum People's Choice Awards, as well as numerous local and regional awards.

THE MONTERREY UPTOWN
Dallas, Texas



660 AT OLD FOURTH WARD
Atlanta, Georgia



CRESCENT CLUB
New Orleans, Louisiana



THE MILLENNIUM WATERWAY AVENUE
The Woodlands, Texas



ABILITY TO FINANCE PROJECT

Walker & Dunlop

June 11, 2013

The Industrial Development Board of the City of Knoxville
ATTN: Mr. Todd Napier, President & CEO
17 Market Square, #201
Knoxville, Tennessee 37902

SUBJECT: Letter of Ability to Finance Proposed Plan for the BNA Associates LLC Proposal for the Purchase & Development of the Former Tennessee Supreme Court Site

Dear Mr. Napier,

Phillip Welker & Ethan Orley of BNA Associates LLC ("BNA") have retained Walker & Dunlop for the financing of the subject proposed project. We have evaluated the project underwriting and the experience/qualifications of BNA and have been able to obtain them a Letter of Intent to Finance the proposed project from a leading direct lender with a balance sheet in excess of \$30 billion dollars. In addition, we believe there to be a number of additional capital sources who would compete for the financing of their project if given the opportunity. We are excited about this project and about being involved in the redevelopment of downtown Knoxville.

About Walker & Dunlop

Our Atlanta office has successfully financed similar projects and in 2012, Walker & Dunlop originated \$9.5 billion in commercial real estate financing. As of March 31, 2013, the company services \$36.8 billion of commercial mortgages and asset manages over 4,900 properties across the country. The firm's professionals are experts at structuring and executing on everything from a \$3 million retail shopping center loan to a \$720 million structured credit facility on fifteen multifamily assets in multiple states.

Through its subsidiary Walker & Dunlop, LLC, Walker & Dunlop, Inc. (NYSE: WLD) is one of the leading commercial real estate finance companies in the United States, with a primary focus on multifamily lending to leading to property owners, investors, and developers of multifamily properties across the country. The Capital Markets Group specializes in financing commercial real estate for owners and investors across the United States. Capital for this financing comes from large institutions such as life insurance companies, commercial banks, CMBS lenders, pension funds, and specialty finance companies. The Principal Investments Group provides institutional advisory, asset management, and investment management services with respect to debt, structured debt and equity.

Should you have any questions, please feel free to reach me directly at 404-832-7634 or hdick@walkeranddunlop.com

Regards,



Hagan Dick
Assistant Vice President | Capital Markets Group
Walker & Dunlop

ABILITY TO FINANCE PROJECT

BNA Associates, LLC
Real Estate Re-Development

The company will be a special purpose entity established specifically for this project. Below is an explanation of how the project will be funded and a letter from the firm retained to arrange the debt portion of the capital.

ACQUISITION / CLOSING

Closing will likely take place using all equity without bank or mortgage financing.

DEBT FINANCING

We have engaged Walker & Dunlop, a leading national commercial real estate finance firm, to arrange financing for the project. There has been a tremendous amount of interest from both lenders and investors in providing capital for this project. Walker & Dunlop has obtained a Letter of Intent from a large AA-rated insurance company to finance THE HENLEY should we be selected. Walker & Dunlop has provided a financing letter provided in the addendum section of this proposal.

TAX INCREMENT FINANCING (TIF)

Since our initial proposal in 2013, construction costs have risen 20%. We have underwritten the TIF as a separate portion of our capital stack using a 25-year Net Present Value (NPV) of projected property tax payments. It is underwritten that the Project would make the projected property tax payments out of operating cash flow from day 1 with the first 15 years going towards the retiring of the parking garage debt then going to the City & County from Year 16.

EQUITY FINANCING

BNA will raise the remaining project cost from its investors. This amount is not expected to exceed \$4 million based upon our debt financing commitment. We have raised over \$30 million in equity in the past several years and have the resources to fund this project.

SOURCES OF FUNDS	141,400 SF		168 units	
	Total	Per SF	Per Unit	% of Total
Debt (90% Cost less TIF)	\$ 22,200,000	\$ 157.00	\$ 132,143	69.4%
Parking Garage (TIF)	4,800,000	\$ 33.95	\$ 28,571	15.0%
Equity (10% of Cost less TIF)	5,000,000	\$ 35.36	\$ 29,762	15.6%
Total Sources	\$ 32,000,000	\$ 226.31	\$ 190,476	100.0%
USES OF FUNDS	Total	Per SF	Per Unit	% of Total
Land	\$ 3,000,000	\$ 21.22	\$ 17,857	9.4%
Construction	25,000,000	\$ 176.80	\$ 148,810	78.1%
A&E	374,500	\$ 2.65	\$ 2,229	1.2%
Soft Costs	1,557,100	\$ 11.01	\$ 9,268	4.9%
Capitalized Interest	1,012,500	\$ 7.16	\$ 6,027	3.2%
Operating Reserve	200,000	\$ 1.41	\$ 1,190	0.6%
Contingency	855,900	\$ 6.05	\$ 5,095	2.7%
Total Uses	\$ 32,000,000	\$ 226.31	\$ 190,476	100.0%

BUSINESS PLAN

BNA Associates, LLC
Real Estate Re-Development



WHY THIS PROJECT?

In looking at the Downtown Knoxville market and evaluating the feasibility of various types of uses, we determined the proposed project made the most sense for the following reasons:

1. Residential rentals and retail are in the greatest demand – especially for the young professional market and retailers looking for “standard” retail spaces with parking and traffic counts.
2. Financing and investment is highly available today for this type mixed-use residential + retail project.
3. The current demand for downtown office space is soft with a sufficient amount of current availability. It is unlikely lease rates for new Class A office space would be high enough to support construction development.
4. Current hotel rates are not high enough to support the cost of building a new full-service hotel flag, such as a Westin, with the quality desired for a “Convention Center Hotel.” Furthermore, we feel the Holiday Inn has done an excellent job with renovations and the plan to add another 125 upscale hotel rooms in the State Office Building serves that niche. Hotels such as the Hampton Inn, Four Points, and the proposed Marriott Residence Inn serve the limited service market where adding an additional limited-service flag hotel as part of this project would not have a substantial benefit for the City or Convention Center.
5. Condominiums would be more difficult to finance and would not meet the largest demand for downtown housing - rentals. Additionally, it would be difficult for the market to absorb the amount of units it would take to maximize the potential of the site.
6. Purpose-built student housing would be exclusionary for a large segment of the market while our proposed type of market-rate housing would also find demand from students. There is already a lot of purpose-built student housing in the area and building more on this site, while financeable, does not serve the best interest of the City or the Convention Center.
7. Our proposed project will broaden the appeal of living in Downtown Knoxville to a larger market due to the level and combination of amenities, such as a fitness center, pool, and parking garage, currently not available at any other apartment developments downtown.
8. The design of THE HENLEY greatly improves the urban fabric of downtown and adds a density which will further advance Downtown Knoxville as a 24/7 neighborhood, which as seen in Nashville and other cities, is very attractive for convention organizers and attendees.

DESCRIPTION OF PROJECT

BNA Associates, LLC
Real Estate Re-Development



Subject Property

DESCRIPTION OF PROJECT

BNA Associates, LLC
Real Estate Re-Development

RETAIL

The retail will be built along Henley Street facing the Convention Center adding an appealing location for both retailers and visitors/patrons. Our proposed retail here has some positive attributes for retailers, including:

- High traffic counts on Henley Street;
- Excellent access from major artery roads, including I-40;
- A “retail shell” with standard industry specification;
- An on-premise market of over 200 residents;
- And a parking with direct access into a store and a ratio of 3 spaces per 1,000 SF.

We envision either attracting a small regional grocery store or demising the space into 3 – 5 separate stores for soft goods retail, restaurants and other active uses. Our objective is to bring unique business into the market that become a destination and reason to shop in Downtown Knoxville.



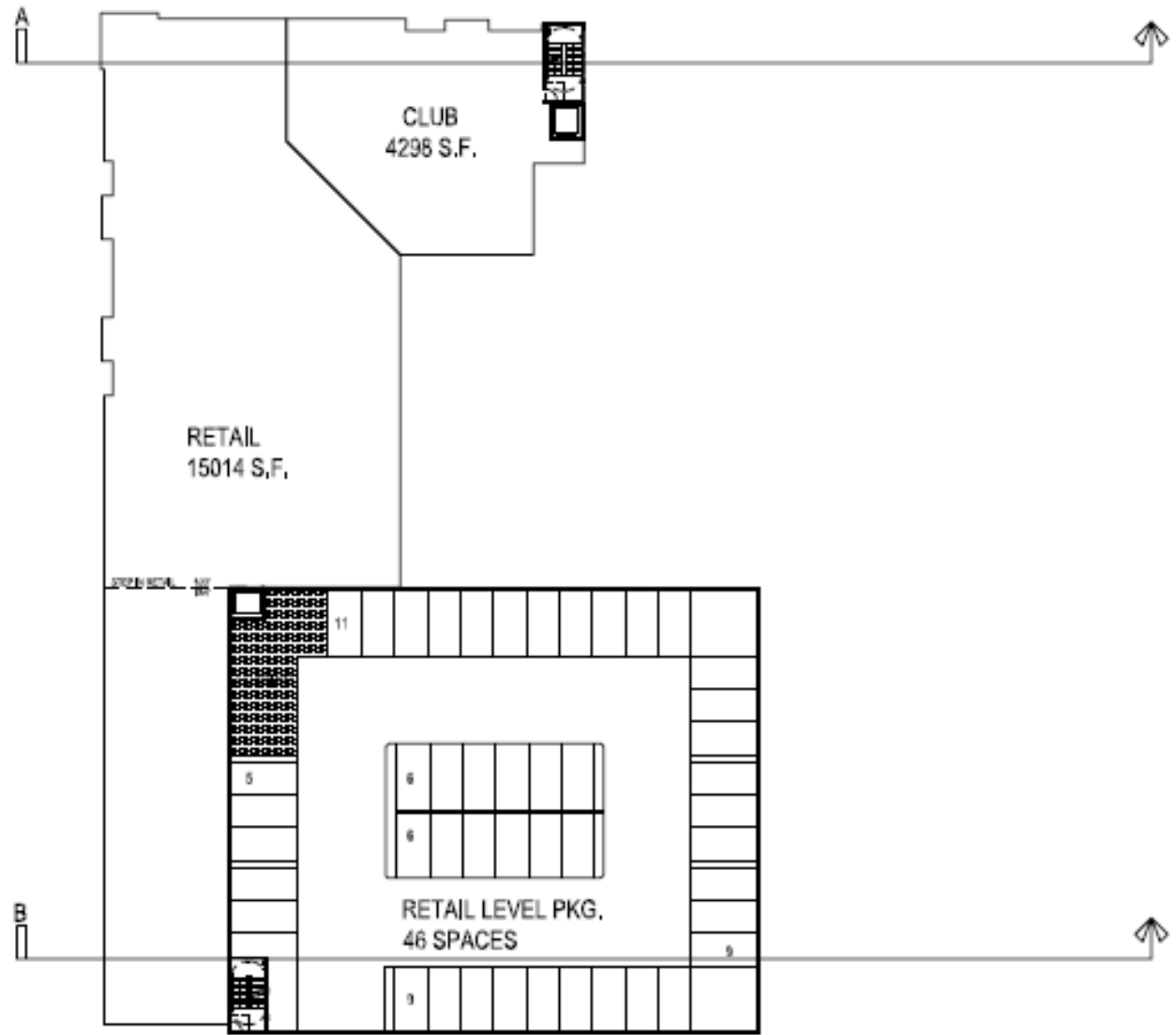
DESCRIPTION OF PROJECT

GROUND FLOOR

The ground floor will have 15,000 SF of retail along Henley and the offices and clubhouse for the residential units. These uses set underneath and act as a podium for the 5-story residential building above.

The retail section of the parking garage will have an entrance separate from the upper floors of the garage at a lower point of Cumberland Avenue.

The parking garage will have direct access into to the retail space for shoppers, making it ideal for a grocery store with rolling shopping carts.



GROUND FLOOR PLAN
SCALE: 1/16" = 1'-0" (24"X36" SHEET)

DESCRIPTION OF PROJECT

FIRST FLOOR

The first floor will be the first level of residential. It will set on top of the retail and clubhouse and be at grade along Locust and the level with the courtyard pool, and the entrance to the upper floors of the parking garage.



SITE PLAN

DESCRIPTION OF PROJECT

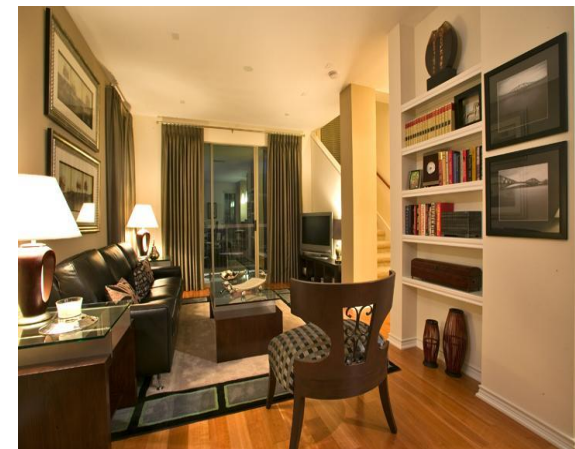
BNA Associates, LLC
Real Estate Re-Development

APARTMENT FINISHES & AMENITIES:

- 9-Foot Ceilings
- Full size washer & dryer in every apartment
- Programmable thermostat
- Hardwood floors & carpeting
- Granite countertops
- Stainless steel appliances
- European-style cabinetry
- Granite countertops
- Contemporary lighting
- Glass tile backsplashes
- Kitchen islands
- Ceiling fans
- Washer and dryers in units
- Energy Star windows and appliances

BUILDING FEATURES:

- Controlled building access
- Parking garage
- Direct elevator access to each floor
- Contemporary clubroom and social areas
- Interior private courtyard for all residents
- Convenient access to dining and entertainment
- Retail on ground level
- Covered bicycle racks
- Attractive views



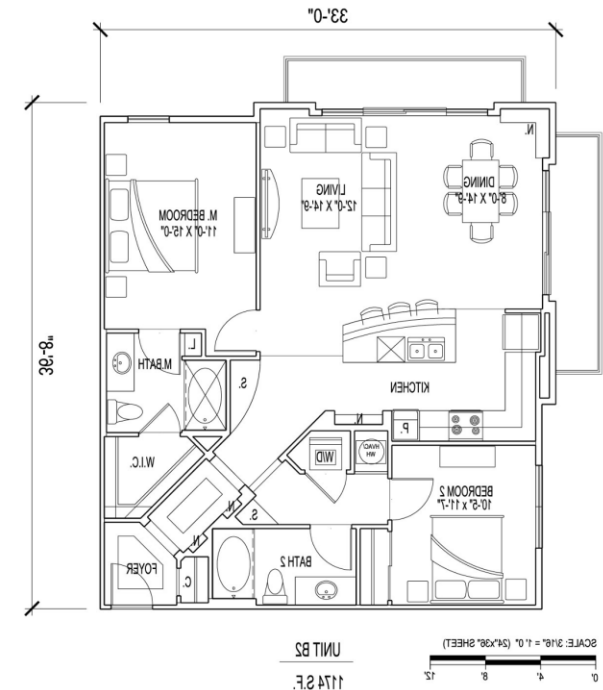
DESCRIPTION OF PROJECT

RESIDENTIAL

The residential component was designed by Humphreys & Partners out of Dallas, Texas. Humphreys has a proven solution for infill urban apartment projects called e-Urban®. E-Urban couples high density with an 88% efficiency factor in net rentable space. This efficiency saves 15-20% in cost over other types of urban double-loaded corridor designs, therefore making projects more affordable and *feasible*.

The apartments will feature efficient layouts and have high-quality finishes. The initial design contains 73.7% one-bedrooms and 26.3% two bedrooms. There are currently 4 one-bedroom floor plans ranging from 559-763 SF and 3 two-bedroom floor plans ranging from 890-1,264 SF. This range of unit sizes meet a variety of budgets and space needs.

HENLEY AND CUMBERLAND						BNA ASSOCIATES, INC.	2012416
UNIT TABULATION							04/21/2014
UNIT NAME	UNIT TYPE	NET AREA(SF)	UNIT COUNT	PERCENTAGE	TOTAL AREA	% BREAKDOWN	
A1	1br/1ba	559	38	22.62%	21,242	64.88%	
A3	1br/1ba	677	38	22.62%	25,726		
A4	1br/1ba	763	33	19.64%	25,179		
B1	2br/2ba	890	20	11.90%	17,800	35.12%	
B2	2br/2ba	976	29	17.26%	28,304		
B3	2br/2ba	1,264	10	5.95%	12,640		
TOTALS			168	100.00%	130,891		
UNIT AVERAGE NET SF :			779.11				
* NET AREA IS COMPUTED TO INCLUDE SQUARE FOOTAGE FROM EXTERIOR FACE OF ALL EXTERIOR FRAME WALLS THAT ENCLOSE A/C SPACE. IT DOES NOT INCLUDE PATIOS, BALCONIES, PATIO/BALCONY STORAGE.							



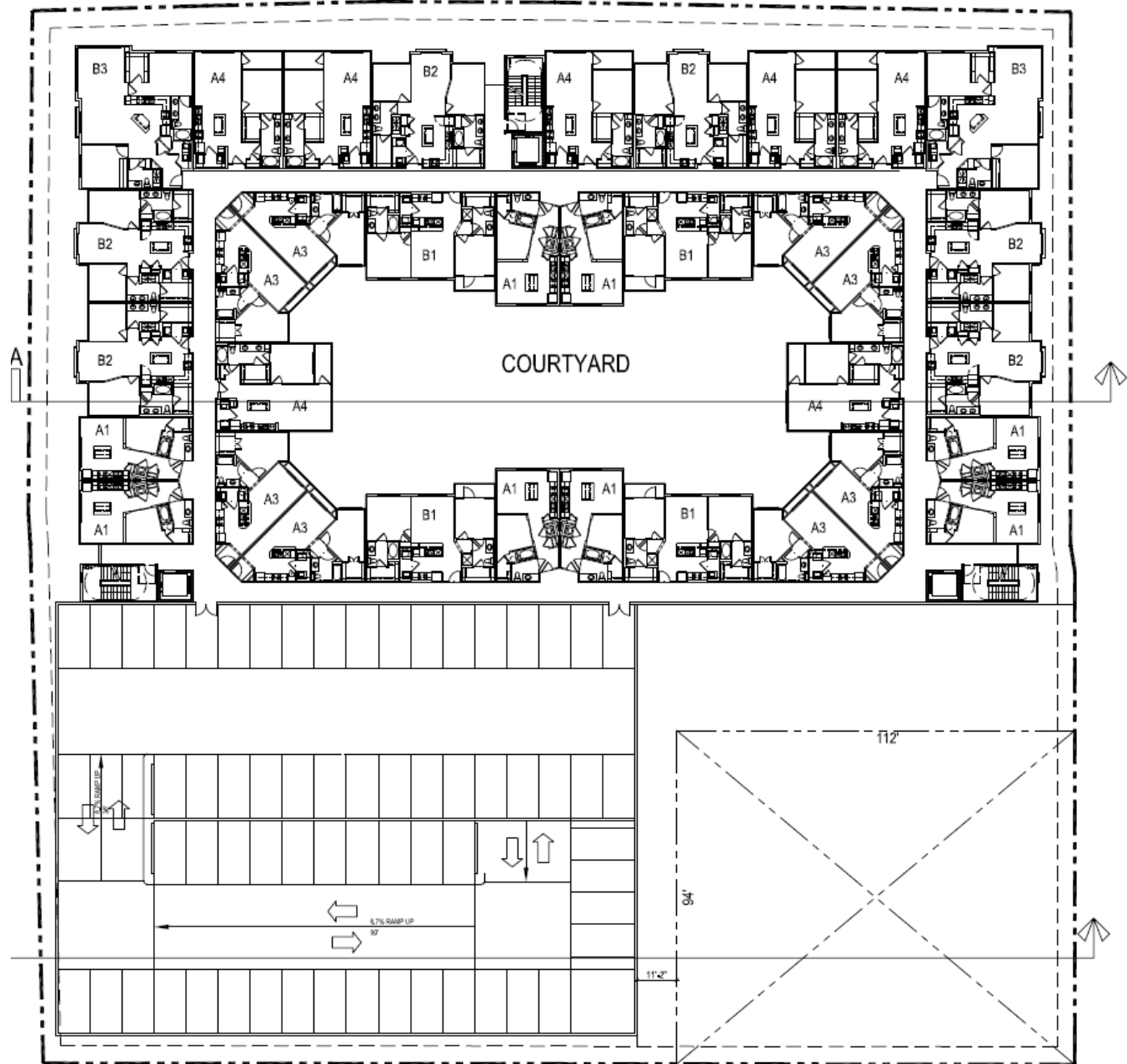
DESCRIPTION OF PROJECT

BNA Associates, LLC
Real Estate Re-Development

FLOORS 2-5

The upper floors of the residential building are identical and will have apartments that face the three most important streets – Henley, Locust, and W Church. The floors are designed to wrap around a courtyard and the parking garage.

Upper floors will have direct access to same levels of the parking garage. It is anticipated that assigned parking will be given for the same floor of the garage as the corresponding apartment. There will be non-assigned parking on each level for visitors and the public.



DESCRIPTION OF PROJECT

PARKING GARAGE

A 5-level 376 car parking garage has been designed which will have 40 dedicated spaces for retail use and 335 spaces for residential and public parking. The garage is a free-standing building with very standard specifications and needing only façade treatment along Cumberland Avenue – making it a very cost efficient design. The slope of the site lends itself well to placing 40 parking spaces (3:1000 SF) at ground level with retail along Henley and the remaining floors in-line with the residential floors above.

Residential spaces will likely be assigned based upon what level a unit is on, which would take up 56 of 74 spaces on each level, with the remaining 18 per level available for guest and public parking.

We will seek to use the parking to enhance the Convention Center by making parking available for public use and during major events. For example, valet parking would increase the amount of available parking by 30% and use of temporary valet parking during major events at the Convention Center would enable parking of 100 additional cars even after excluding the 40 retail spaces (375 spaces – 40 retail = 335 spaces x 30% =100.5 valet cars). Increased valet capacity coupled with the additional 47 spaces creates 147 parking spaces for the Convention Center, depending on the utilization of residential parking at any one time.

PROJECT DATA	
UNIT AVERAGE NET SF :	779.11 S.F.
ACREAGE:	2.00 ACRES
DENSITY:	84.00 UNITS/ACRE
PARKING:	
REQUIRED	0 SPACES
PROVIDED	299 GARAGE SPACES
	0 SURFACE SPACES
	299 TOTAL SPACES
	1.78 SPACES/UNIT

BUILDING TABULATION

FLOOR	COUNT	UNIT TYPES	BLDG. AREA	T. AREA
1	1	6-A1;6-A3;5-A4;4-B1;5-B2;2-B3;	22,199	22,199
2	1	8-A1;8-A3;7-A4;4-B1;6-B2;2-B3;	27,173	27,173
3	1	8-A1;8-A3;7-A4;4-B1;6-B2;2-B3;	27,173	27,173
4	1	8-A1;8-A3;7-A4;4-B1;6-B2;2-B3;	27,173	27,173
5	1	8-A1;8-A3;7-A4;4-B1;6-B2;2-B3;	27,173	27,173
TOTAL	5			130,891

DESCRIPTION OF PROJECT

BUILDING SECTION VIEW

The site slopes approximately 17 feet from Locust to Henley providing an ideal situation to tuck retail below what is a standard apartment building design. The building is designed to rise 54 ft. with 5-stories along Locust Street and transition to 79 ft. with 6-stories along Henley. Given Henley Street is wider than the other surrounding streets, it makes sense for the building to be higher along Henley vs. Locust.

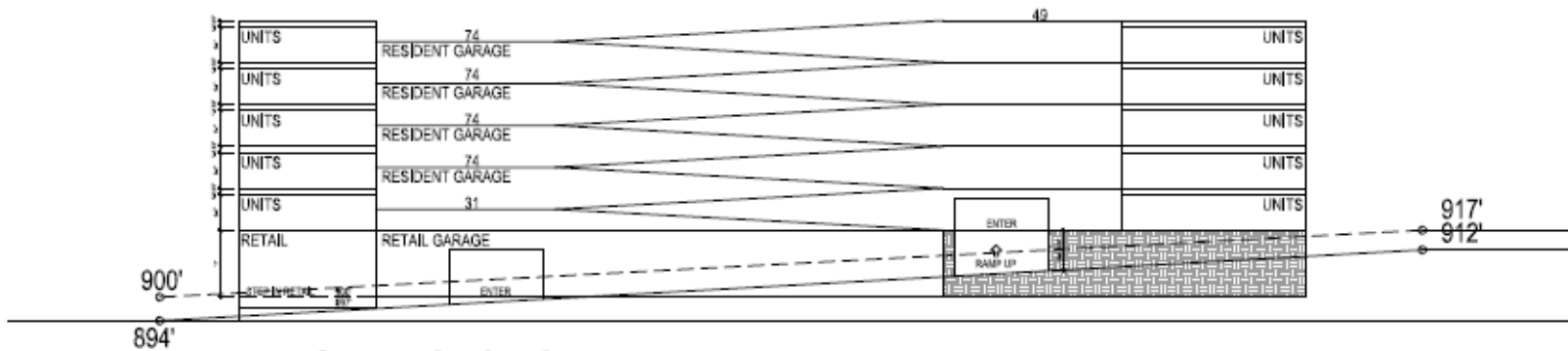


DIAGRAM SECTION B
SCALE: 1/16" = 1'-0" (24"X36" SHEET)

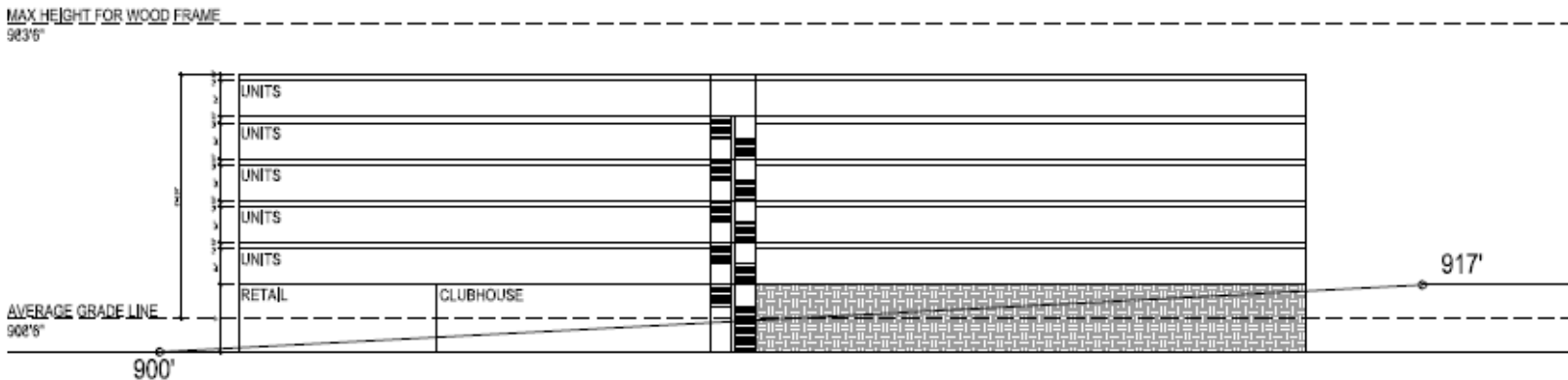


DIAGRAM SECTION A

TIMELINE

PROJECT TIMELINE

We have set the following timeline based upon the schedule outlined in the RFP and our preparedness to move forward:

- | | |
|----------------------|---|
| • January 30, 2017 | Closing on purchase of property |
| • February 1, 2017 | Start of full architectural drawings, permitting, bidding |
| • December 1, 2017 | Finalize project financing |
| • January 15, 2018 | Start Construction |
| • September 30, 2019 | Project completion and opening date |

PROPOSED PURCHASE PRICE

BNA Associates, LLC
Real Estate Re-Development

Our proposed purchase price is:

**Three Million and no/100 Dollars
(\$3,000,000.00)**