

**THE ECONOMIC DEVELOPMENT GROWTH ENGINE  
INDUSTRIAL DEVELOPMENT BOARD OF  
THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE**

**ECONOMIC IMPACT PLAN  
FOR  
THE UNIVERSITY DISTRICT – HIGHLAND STRIP**

**I. Introduction**

The University Neighborhood Development Corporation, a Tennessee nonprofit corporation (“UNDC”), is a private, neighborhood-based organization engaged in formulating a community and economic development strategy for the area surrounding the University of Memphis (the “University District”) that is closely coordinated with the University of Memphis. UNDC’s vision is that “[t]he University District...be the most vibrant, diverse and fun campus/community environment in the Mid-South, where a major urban university and its surrounding community seamlessly connect and together form attractive, safe, walkable neighborhoods and a unique mix of retail, office, restaurant and civic establishments.” To help achieve this this vision, UNDC has requested assistance from the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, a public nonprofit corporation organized under Tenn. Code Ann. §§ 7-53-101, *et. seq.* (“EDGE”), in connection with a redevelopment project in the University District, as more particularly described below.

What follows is an economic impact plan for the redevelopment of the area known as the Highland strip in the University District (the “Plan”). First, the Plan explains the statutory authority for financial assistance from EDGE (Section II). Second, the Plan describes the redevelopment project, the area subject to this Plan, and the requested financial assistance from EDGE in the form of tax increment financing (Sections III, IV, and V). Third, the Plan discusses the expected benefits to the City of Memphis and Shelby County from the redevelopment project (Section VI). Finally, the Plan explains the mechanics of the requested tax increment financing and the public approval process for the Plan (Sections VII and VIII).

**II. Authority for Economic Impact Plan**

EDGE is an “industrial development corporation” under Tenn. Code Ann. § 7-53-101 *et. seq.* (an “IDB”). An IDB is 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 such project. Tennessee Code Annotated § 7-53-312 also authorizes cities and counties to apply and pledge new incremental tax revenues that 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, notes, or other obligations issued by the IDB to pay the costs of projects.

### **III. The Project**

UNDC, on behalf of the owners of commercial properties in a designated area along South Highland Street between Poplar Avenue and Park Avenue (the "Highland Strip"), seeks to facilitate redevelopment of the Highland Strip in order to improve the University District. The Highland Strip is the commercial neighborhood center of the University District. The once distressed Highland Strip is slowly beginning to be revitalized with small retail shops, galleries, and restaurants. The owners of the three square blocks of the Highland Strip centered in the 500 block of South Highland Street currently intend to redevelop such property to provide for renovated commercial bays with leasable space from 1,000 square feet to 6,000 square feet each (the "Project"). The Project is an eligible "project" within the meaning of Tenn. Code Ann. § 7-53-101(13). The Project is expected to serve as a catalyst for additional retail and other commercial developments in the future along the Highland Strip and in the Plan Area, as defined below (collectively, "Future Redevelopment"), and such future developments would also constitute eligible "projects" under Tenn. Code Ann. § 7-53-101(13).

The Project and Future Redevelopment, however, are not feasible without significant investment in new and improved infrastructure in the area. In order to make the Project financially feasible, UNDC has requested that the City of Memphis (the "City") and Shelby County, Tennessee (the "County") approve, as part of this Plan, a plan for tax increment financing through EDGE pursuant to Title 7, Chapter 53 of Tennessee Code Annotated to provide funds to pay a portion of the costs of constructing and installing certain "Planned Improvements" (defined below) in connection with the Project, as more particularly described below (the "Tax Increment Incentive").

### **IV. Boundaries of Plan Area**

The area that would be subject to this Plan and to the Tax Increment Incentive includes the Project site together with adjacent areas of the University District that will directly benefit from the Project and the Future Redevelopment. The area that will be subject to this plan (the "Plan Area") is shown on the attached Exhibit A, and a list of the existing tax parcels that are included in the Plan Area is attached hereto as Exhibit B. The Plan Area is hereby declared to be subject to this Plan, and the Project is hereby identified as the project that will be located within the Plan Area.

### **V. Financial Assistance to Project**

EDGE will provide financial assistance to the Project and Future Redevelopment by applying the proceeds of the Tax Increment Incentive to pay a portion of certain costs and expenses that will be incurred in connection with the redevelopment of the Plan Area and the Tax Increment Incentive, including, without limitation, the cost of constructing and installing the improvements described on the attached Exhibit C (the "Planned Improvements"). A final description of Planned Improvements, together with the costs and expenses of such improvements and fees to be reimbursed with the Tax Increment Incentive (the "Eligible Costs"), will be set forth in a development agreement to be executed by EDGE and UNDC in connection with the Tax Increment

Incentive and consistent with this Plan (the “Development Agreement”). EDGE will pay for, reimburse UNDC for, or repay the debt (principal and interest) or other financing of (as applicable) the Eligible Costs upon receipt of adequate documentation of such costs expenses, as more particularly set forth in the Development Agreement. EDGE is hereby authorized to issue and sell bonds, notes, or other obligations for purposes of paying the Eligible Costs, subject to the terms and conditions set forth in Section VII.b. below.

Tenn. Code Ann. § 9-23-108 does not permit the application of incremental tax revenues pursuant to this Plan to pay certain costs relating to privately-owned land without first receiving a written determination from the Comptroller of the State of Tennessee (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. EDGE will not apply any tax increment revenues to pay costs as to which such a written determination is required without first obtaining such written determination.

## **VI. Expected Benefits to City and County**

There are numerous expected benefits to the City and the County from the implementation of the Project. A primary benefit of the Project and related redevelopment of the Plan Area will be to create and foster a vibrant, walkable, mixed-use neighborhood around the University of Memphis that will help attract and retain talented students and workers in the City. The University of Memphis views the Project and the Planned Improvements as crucial to University’s success in increasing student enrollment and has expressed its support of the Tax Increment Incentive. The Project is also expected to preserve and create jobs within the City and the County. The Project and early phases of the Future Redevelopment are expected to support approximately 235 jobs in the area.

In addition to the benefits realized from maintaining a vibrant University District and expanding the job base, the City and County are also expected to receive substantial additional taxes as a result of the redevelopment of the Plan Area. Redevelopment 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 completion of early phases of the redevelopment of the Plan Area, the aggregate property taxes payable to the City and the County during the term of the Tax Increment Incentive are expected to increase by approximately \$37.0 million.

Seventy-five percent (75%) of the tax increment revenues resulting from the completion of early phases of the redevelopment of the Plan Area (approximately \$21.1 million) will, except as described below, be applied during the term of the Tax Increment Incentive to pay for Eligible Costs. The remaining twenty-five percent (25%) of the tax increment revenues resulting from the completion of early phases of the redevelopment of the Plan Area (approximately \$7.0 million) will, except as described below, continue to be paid to the City and the County during the term of the Tax Increment Incentive. Also, during the term of the Tax Increment Incentive, the City and County will receive additional property taxes to pay debt service on their indebtedness as provided by State law in the amount of approximately \$8.9 million. Following the expiration of the Tax Increment Incentive, the City and County will benefit from the entire increase in the property taxes. The Project and portion of the Future Redevelopment are also expected to generate additional local

sales tax revenues in the approximate amount of \$211,000 annually. These tax revenue projections are based on current tax rates.

## **VII. Distribution of Property Taxes and Tax Increment Financing**

a. Distribution of Taxes. Subject to the provisions of this Plan, property taxes imposed on real property and personal property located within the Plan Area will be allocated and distributed as provided in this subsection. The taxes assessed by the City and County on such property within the Plan Area will be divided and distributed as follows in accordance with Tenn. Code Ann. § 7-53-312 and Tenn. Code Ann. §§ 9-23-101 *et. seq.* (collectively, the “Tax Increment Act”):

i. First, the portion of the 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”) will be allocated to and, as collected, paid to the City and the County as all other taxes levied by the City and County on all other properties; provided, however, that in any year in which the taxes on the property within the Plan Area are less than the Base Tax Amount, only the taxes actually imposed will be allocated and paid to the City and County.

ii. Second, seventy-five percent (75%) of the excess of property taxes over the Base Tax Amount (the “TIF Revenues”) will be allocated and, as collected, paid into a separate fund of EDGE, created to hold such payments until the tax proceeds in the fund are to be applied to pay the Eligible Costs as described above.

iii. Third, five percent (5%) of the excess of City of Memphis property taxes over the portion of the Base Tax Amount attributable to City of Memphis property taxes and three percent (3%) of the excess Shelby County property taxes over the portion of the Base Tax Amount attributable to Shelby County property taxes shall be payable to EDGE to administer the Tax Increment Incentive, and two percent (2%) of the excess Shelby County property taxes over the over the portion of the Base Tax Amount attributable to Shelby County property taxes shall be payable to Shelby County Trustee to administer distribution of the Shelby County Tax Increment Incentive.

Notwithstanding the foregoing, the allocation set forth above is subject to the provisions of Tenn. Code Ann. § 7-53-312(j) and Tenn. Code Ann. § 9-23-103, which require that taxes levied upon property within the Plan Area for the payment of debt service of the City and County may not be allocated to EDGE. Any such taxes shall be allocated to and, as collected, paid to the City and the County as all other taxes levied by the City and County on all other properties.

As permitted by Tenn. Code. Ann. § 9-23-103, EDGE hereby elects to group the parcels within the Plan Area into a single parcel for purposes of calculating and allocating the TIF Revenues; provided, however, that if any parcel in the Plan Area is owned or acquired by a tax-exempt entity (such as, by way of example only, the University of Memphis), such parcel shall, to the extent permitted by applicable law, be excluded from such grouping in determining both the baseline property tax revenues and incremental property tax revenues attributable to the Plan Area. EDGE shall give notice of such grouping of parcels to the City and the County.

TIF Revenues relating to each tax year commencing January 1, 2016, shall be paid to EDGE, to the extent received by the City or County, within ninety (90) days after the respective dates that taxes would be delinquent to the City and County for such tax year. TIF Revenues received by the City and County as delinquent taxes shall be paid to EDGE by the City and the County within thirty (30) days of receipt.

b. TIF Obligations. In order to pay for Eligible Costs of the Project, EDGE may, upon request by UNDC issue and sell bonds, notes, or other obligations and use TIF Revenues to pay debt service on such bonds, notes, or other obligations incurred to finance the Eligible Cost (each, a “TIF Obligation”). EDGE may pledge all or any portion of the TIF Revenues to the payment of any TIF Obligation. In no event will any such TIF Obligation issued by EDGE be considered a debt or obligation of the City or County in any manner whatsoever, and the source of the funds to satisfy the EDGE’s payment obligations thereunder shall be limited solely to the TIF Revenues.

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

d. Qualified Use. EDGE, the City, and the County, 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 and that costs and expenses to be financed as described herein are costs of the Project.

## **VIII. Approval Process**

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

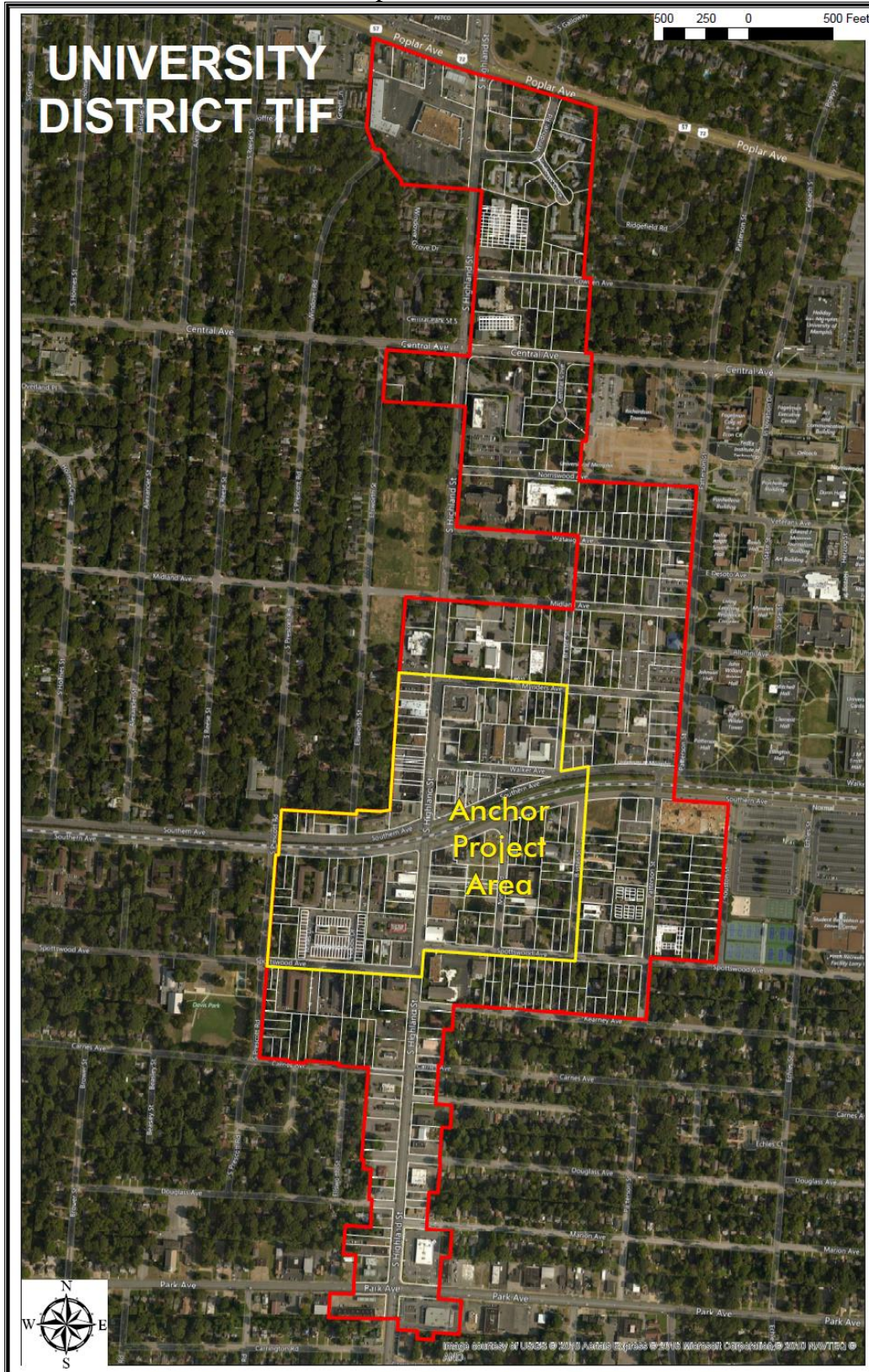
a. EDGE holds a public hearing relating to the proposed Plan after publishing notice of such hearing in a newspaper of general circulation in the City and County at least two (2) weeks prior to the date of the public hearing. The notice must include the time, place and purpose of the hearing as well as notice of how a map of the subject area may be viewed by the public. Following such public hearing, EDGE may submit the Plan to the City and County for their approval.

b. The governing bodies of the City and County must approve the Plan to be effective as to both the City and the County. The Plan may be approved by resolutions of the City Council of the City and County Commission of the County, whether or not the local charter provisions of the governing bodies provide otherwise. If the governing body of the City approves this Plan but the governing body of the County does not approve this Plan, this Plan shall still be effective as to the City, and all references to allocating TIF Revenues of the County shall be deemed deleted. If the governing body of the County approves this Plan but the governing body of the City does not approve this Plan, this Plan shall still be effective as to the County, and all references to allocating TIF Revenues of the City shall be deemed deleted.

c. Once this Plan has been approved by the governing bodies of the City and County, the clerk or other recording official of the governing bodies shall transmit the following to the appropriate tax assessor and taxing agency affected: (a) a copy of the description of the property within the Plan Area, and (b) a copy of the resolutions approving the Plan. A copy of the Plan and the resolutions approving the Plan shall be filed with the Comptroller of the State and annual statements of incremental tax revenues allocated to EDGE shall be filed with the State Board of Equalization as required by the Tax Increment Act. EDGE will also comply with all other procedural requirements of the Tax Increment Act and other applicable laws.

d. Once this Plan has been approved by the governing bodies of the City and County, EDGE shall execute the Development Agreement.

**EXHIBIT A**  
**Map of Plan Area**



## **EXHIBIT B**

### Parcel Identification Numbers of Parcels in Plan Area

#### Parcel Identification Numbers

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046013 00009  
046013 00010  
046013 00011  
046013 00013  
046013 00014  
045118 00001  
045118 00002  
045118 00029  
045118 00012  
046013 00031  
046013 00030  
046013 00029  
046013 00026  
046013 00028

046013 00024  
046013 00018  
046013 00016  
046013 00020  
046013 00019  
045118 00025  
045118 00024  
045118 00020  
045118 00019  
045118 00034  
045118 00032  
045118 00031  
045118 00030  
046012 00020C  
046011 00010C  
046012 00028  
045118 00003C  
045118 00007C  
045118 00014C  
046015 00003  
045115 00008  
046016 00056  
045115 00009  
046010 00027  
046010 00024  
046010 00025  
045119 00015C  
045115 00003C  
046015 00002  
046016 00001C  
046016 00055  
045115 00013  
046017 00049  
046017 00047  
045114 00033  
045114 00035  
045115 00014  
046017 00048  
045114 00034  
045114 00036  
058001 00010C



## EXHIBIT C

### Planned Improvements

Highland: Central to Mynders:

Landscape Forms/ VS
Bench
Landscape Forms/ Metro 40 Loop B.R.
District Branding Signage
Tree
Street Tree Site Prep
Tree Grate
Acorn Lamp (Independent)
Acorn Lamp (Pedestrian Mount)
Replacement of sidewalk
Curb & Gutter Repair, Demo + New
Concrete Driveway Apron Demo + New
Parking Improvements
Activated Crosswalk (HAWK)
Thermoplast
Gateway Feature
Utility Relocation

Highland: Mynders to Spottswood:

Landscape Forms/ VS
Bench
Landscape Forms/ Metro 40 Loop B.R.
District Branding Signage
Tree
Street Tree Site Prep
Tree Grate
General Landscape
Acorn Lamp (Independent)
Acorn Lamp (Pedestrian Mount)
Replacement of sidewalk
Curb & Gutter Repair, Demo + New
Concrete Driveway Apron Demo + New
Parking Improvements
Activated Crosswalk (HAWK)
Full Intersection
Railroad Crossing Improvements-A
Thermoplast
Gateway Feature

Highland: Spottswood to Park:

Landscape Forms/ VS
Bench
Landscape Forms/ Metro 40 Loop B.R.
District Branding Signage
Tree
Street Tree Site Prep
Tree Grate
Acorn Lamp (Independent)
Acorn Lamp (Pedestrian Mount)
Replacement of sidewalk
Curb & Gutter Repair, Demo + New
Concrete Driveway Apron Demo + New
Parking Improvements
Full Intersection
Thermoplast
Gateway Feature

North of Central:

Landscape Forms/ VS
Bench
Landscape Forms/ Metro 40 Loop B.R.
District Branding Signage
Tree
Street Tree Site Prep
Tree Grate
Acorn Lamp (Independent)
Acorn Lamp (Pedestrian Mount)
Replacement of sidewalk
Curb & Gutter Repair, Demo + New
Concrete Driveway Apron Demo + New
Parking Improvements
Thermoplast
Gateway Feature



Central – Southern (including Central and Southern):

Landscape Forms/ VS
Bench
Landscape Forms/ Metro 40 Loop B.R.
District Branding Signage
Tree
Street Tree Site Prep
Tree Grate
General Landscape
Acorn Lamp (Independent)
Acorn Lamp (Pedestrian Mount)
Replacement of sidewalk
Curb & Gutter Repair, Demo + New
Concrete Driveway Apron Demo + New
Parking Improvements
Activated Crosswalk (HAWK)
Railroad Crossing Improvements-B
Railroad Corssing Improvements-C
Thermoplast
Gateway Feature

South of Southern:

Landscape Forms/ VS
Bench
Landscape Forms/ Metro 40 Loop B.R.
District Branding Signage
Tree
Street Tree Site Prep
Tree Grate
Acorn Lamp (Independent)
Acorn Lamp (Pedestrian Mount)
Replacement of sidewalk
Curb & Gutter Repair, Demo + New
Concrete Driveway Apron Demo + New
Parking Improvements
Thermoplast
Gateway Feature

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