

Fairgrounds Master Plan - Phase II (Recommended Master Plan)

Appendix

Metropolitan Government of Nashville & Davidson County
February 26, 2013



Appendix

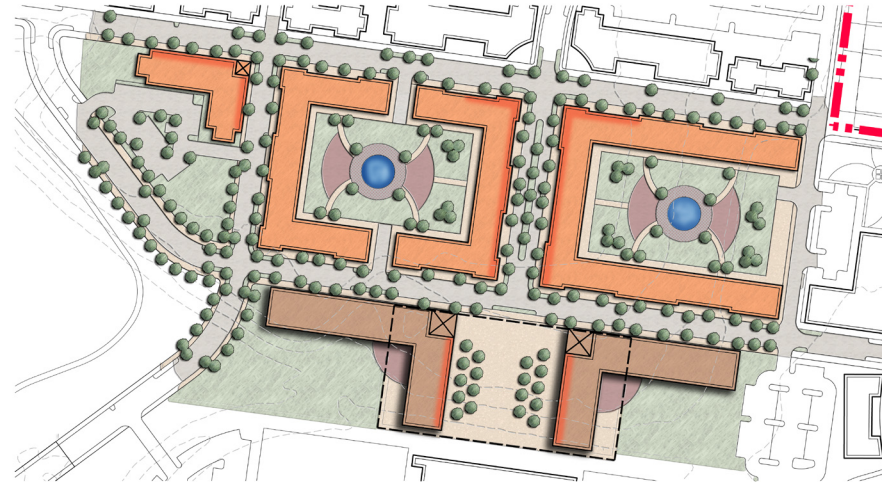
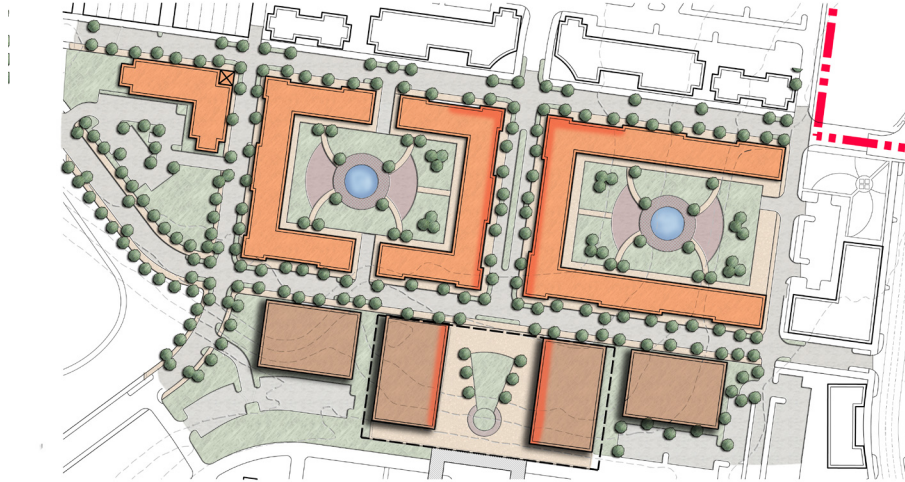
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8.1 Site Design Alternatives

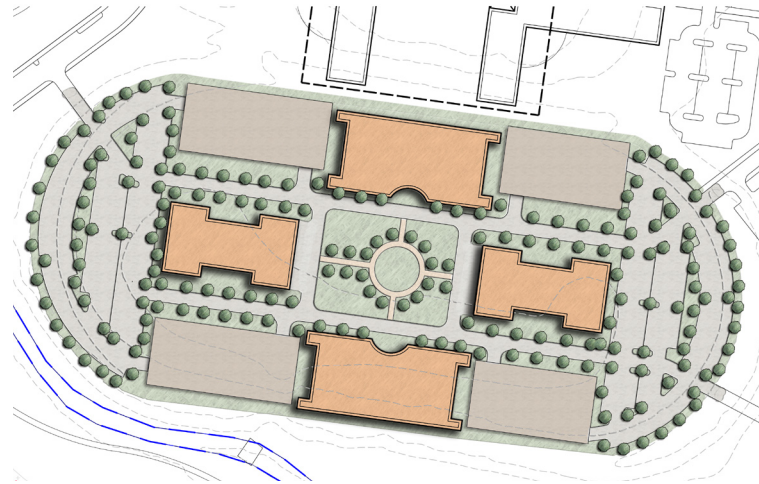
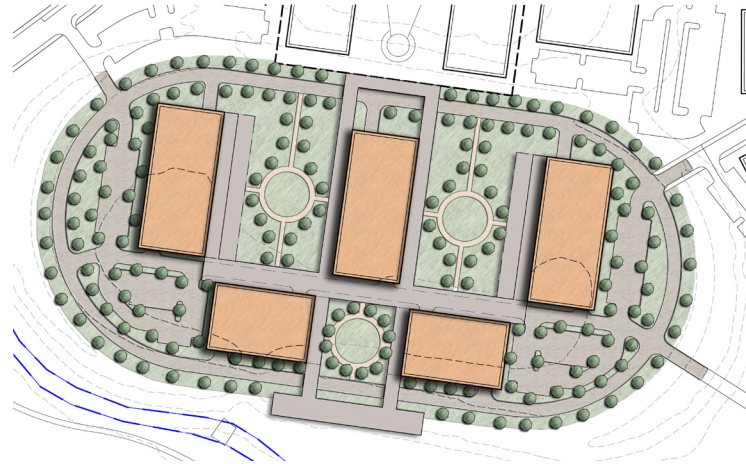
Alternative Option - Area A & B



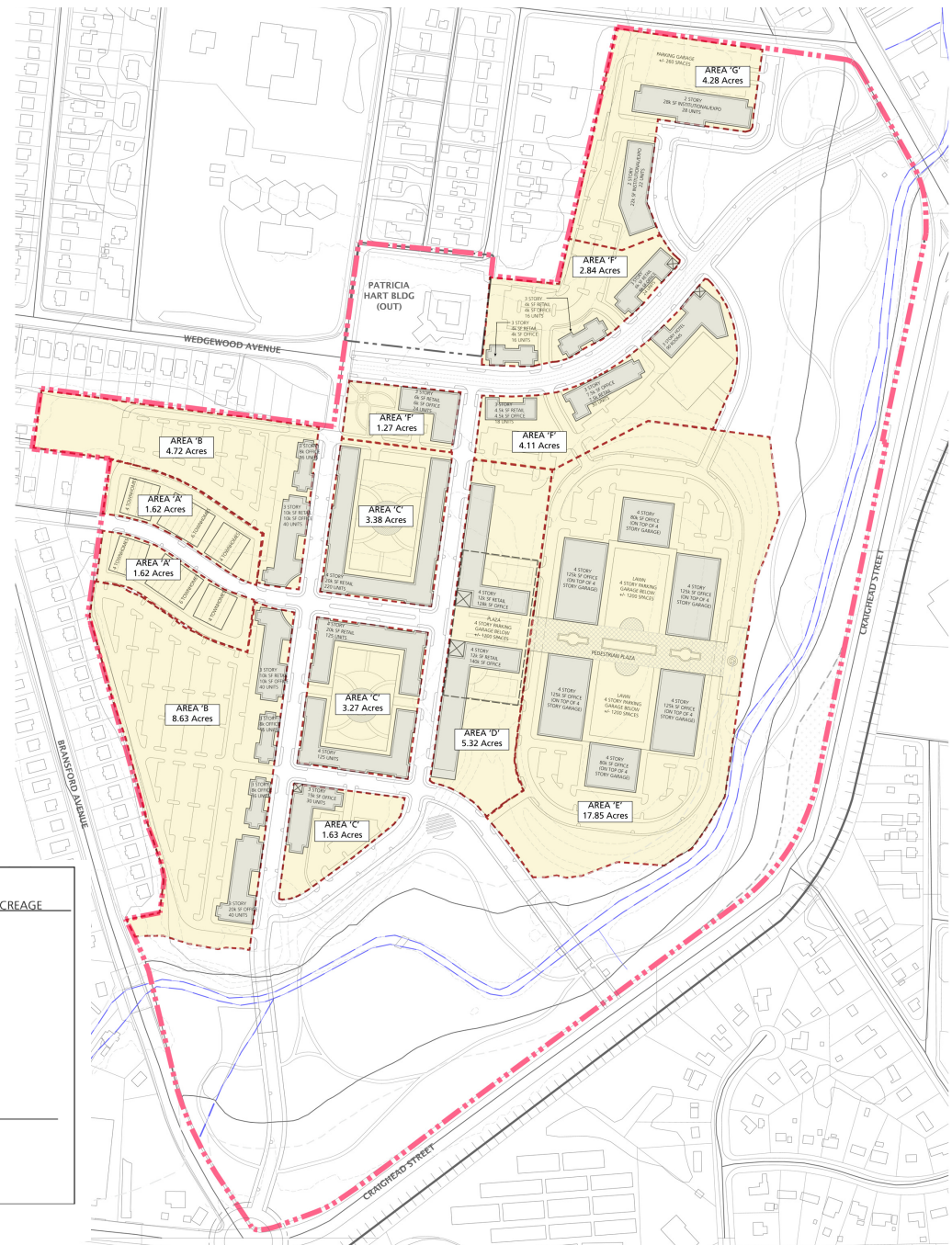
Alternative Options - Areas C & D



Alternative Option - Area E



8.2 Developable Acreage



SITE DEVELOPMENT TOTALS						
AREA	OFFICE	RETAIL	INSTITUTIONAL	RESIDENTIAL	HOTEL	DEVELOPABLE ACREAGE
AREA 'A'	---	---	-----	28 UNITS	---	3.24 AC
AREA 'B'	64,000 SF	20,000 SF	-----	168 UNITS	---	13.35 AC
AREA 'C'	15,000 SF	40,000 SF	-----	500 UNITS	---	8.28 AC
AREA 'D'	268,000 SF	24,000 SF	---	-----	---	5.32 AC
AREA 'E'	660,000 SF	-----	---	-----	---	17.85 AC
AREA 'F'	35,000 SF	35,000 SF	---	138 UNITS	90 ROOMS	6.95 AC
AREA 'G'	-----	-----	50,000 SF	50 UNITS	---	4.28 AC**
OVERALL TOTALS:	1,020,000 SF	119,000 SF	50,000 SF	884 UNITS	90 ROOMS	59.27 AC

** THIS ACREAGE SHOULD BE CONSIDERED 'NO VALUE' AS IT WOULD BE DEVELOPED FOR CIVIC USE

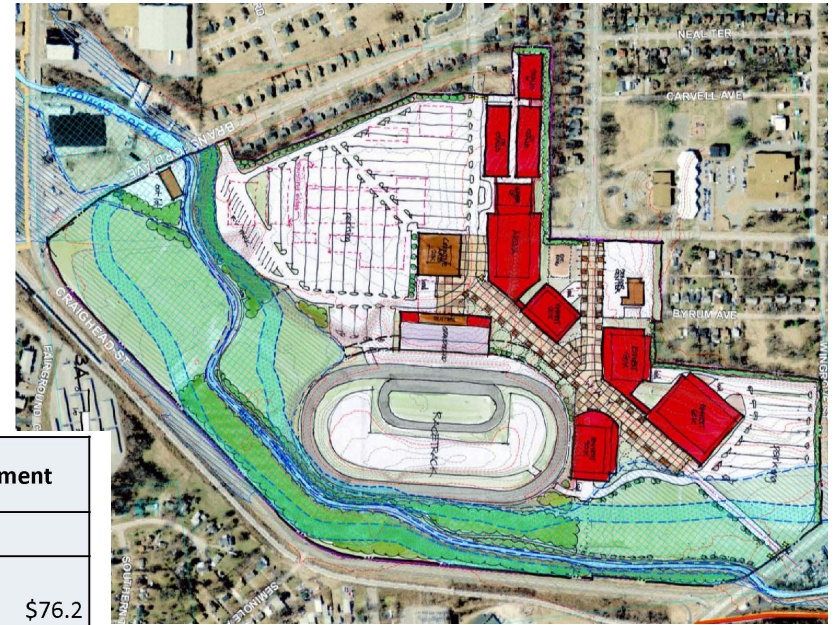
8.3 Detailed Cost Estimate

DESCRIPTION	QTY	UNIT	UNIT COST	TOTAL COST
Structures				
Institutional / Expo Building	36,000	SF	\$175.00	\$6,300,000
Institutional / Expo Building	52,000	SF	\$175.00	\$9,100,000
Parking Garage A	1,200	CARS	\$17,000	\$20,400,000
Parking Garage B	250	CARS	\$15,000	\$3,750,000
			TOTAL	\$39,550,000
Site Development				
25' Wide Roadway Section	4,500	LF	\$400.00	\$1,800,000
35' Wide Roadway Section	3,275	LF	\$427.50	\$1,400,000
40' Wide Roadway Section	6,250	LF	\$450.00	\$2,800,000
Bridges (2 @ 50' x 50')	5,000	SF	\$150.00	\$750,000
Site Demo / Grading / Utilities	1	LS		\$5,600,000
Park	1	LS		\$7,500,000
			TOTAL	\$19,900,000
Off Site Improvements				
Wedgewood	3,000	LF	\$150.00	\$450,000
Nolensville Road	9,000	LF	\$150.00	\$1,350,000
AT&T - Fiber and Copper to Property Line	1	LS		No Charge
Other Off Site Utility Work	1	LS		\$1,500,000
			TOTAL	\$3,300,000
Project Costs				
FF&E	2.50%			\$1,568,750
Fees	8.0%			\$5,020,000
Testing	1%			\$627,500
Project Contingency	10%			\$6,275,000
ROM Opinion of Construction Costs				\$76,200,000

ROM ESTIMATE NOTES

Structures
Institutional / Expo Buildings - Includes "Expo" space on the lower level, similar to a "farmer's market" type of space and stick-framed residential space on the upper level.
Parking Garage A - includes 1,200 space concrete parking garage, partially below grade, with enhanced façade.
Parking Garage B - includes 250 space above-grade concrete parking garage.
Site Development
25' Wide Roadway Section - includes fine grading, asphalt pavement, concrete curbs, site domestic water / fire line, site storm water, site sanitary, and site lighting.
35' Wide Roadway Section - includes fine grading, asphalt pavement, concrete curbs, site domestic water / fire line, site storm water, site sanitary, and site lighting.
40' Wide Roadway Section - includes fine grading, asphalt pavement, concrete curbs, site domestic water / fire line, site storm water, site sanitary, and site lighting.
Bridges (2 @ 50' x 50') - includes bridge structures at a unit rate of \$150/SF.
Site Demo / Grading - includes site demolition, including structures, at \$2,000,000 and site grading at \$3,900,000
Park - includes an allowance of \$7,500,000 for park space
Off Site Improvements
Wedgewood - includes sidewalk improvements, benches and other amenities, pavement markings and landscaping improvements. No major modifications to railroad structure are included.
Nolensville Road - includes sidewalk improvements, benches and other amenities, pavement markings and landscaping improvements. No major modifications to on-grade railroad crossing are included.
AT&T - Fiber and Copper to Property Line - understood to be provided by AT&T. Assumed no cost impact.
Other Off Site Utility Work - lump sum placeholder value for off-site utility work that may be required that is currently not accounted for.
Project Costs
FF&E - Included at 2.5% for furniture, fixtures and equipment for on-site improvements.
Fees - Included at 8.0% for design and engineering fees.
Testing - Included at 1.0% for materials testing and inspection.
Project Contingency - Included at 10% allowance for unforeseen items.

8.4 Phase I Comparison - Scenario 3A



Scenario 3A Concept Plan

(\$ Millions)	Phase I - Scenario 3A (w/racetrack)	Master Plan Redevelopment
Redevelopment Costs		
Infrastructure & Site Development (Metro)	\$150	\$76.2
Private Development	\$0	\$246
Annual Subsidy (Metro)	\$0.4	\$0
Annual Impacts		
Total Personal Earnings	\$12.5	\$186.9
Total Sales	\$26	\$613.3
Annual Tax Revenue		
Local Sales Tax	\$0.55	\$0.3
Local Hotel Taxes	\$0.25	
Local Vehicle Rental Taxes	\$0.01	
Property Tax		\$4.9
Total Annual Local Taxes	\$0.81	\$5.2*
Total Employment	323 (full & part time)	3,840 (full time)

*Calculated for value of structures only

- Land Value estimated at an additional \$55 million which results in additional property taxes of +/- \$1 million

8.5 Traffic Study

Fairgrounds Master Plan Traffic Evaluation

The purpose of this study is to analyze of the traffic and access-related impacts at the Tennessee State Fairgrounds property in south Nashville from the land use changes in the proposed master plan development program. The objective of the study is not to conduct a detailed evaluation of a known schedule of specific redevelopment activity, since at this time the type of or even the desire for such redevelopment is not yet determined. Rather, this evaluation should be used to help understand the potential level of impact on the existing roadway network as well as making specific cross-section recommendations to key roadways included within the development master plan area.

EXISTING CONDITIONS

The location of the Fairgrounds Site including the larger study area is shown in Figure 1. The Fairgrounds is located east of I-65, in between I-440 (to the south) and I-40 (to the north). The primary interstate accesses to the property are as follow:

- I-65 via Wedgewood Avenue
- I-440 via Nolensville Road

Because the site is primarily used for special events, by drivers who do not regularly travel here, the primary accesses from the interstates are heavily used. However, several secondary access routes are more heavily used by residents of the Fairgrounds neighborhoods (Vine Hill and Wedgewood-Houston) and other everyday travelers in the area. These secondary accesses are:

- 4th Avenue to Rains Avenue from areas north of the site
- Nolensville Road from areas north, east, and southeast of the site
- Bransford Avenue from areas south of the site
- Franklin Road via Berry Road or Craighead Street from areas south and west of the site
- Wedgewood Avenue from areas west of the site

Some characteristics of these accessing roads are as follow:

Street	No. Lanes	Right-of-Way ¹	Sidewalks	Classification ²
Rains Ave	2	60	Partial	Local
4 th Ave	3*	75	Yes	Arterial-Boulevard
Nolensville Rd	4/5	100	Yes	Arterial-Boulevard
Bransford Ave	2	60	Yes	Collector-Avenue
Berry Rd	2	50	Partial	Local
Craighead St	4	80	No	Collector-Avenue
Wedgewood Ave	4	90	Yes	Arterial-Boulevard

¹ Average minimum ROW estimated based on Metro Major and Collector Street Plan and GIS sources.

² As listed in Metro Major and Collector Street Plan.

* 4th Avenue is part of a one-way pair with 2nd Avenue.



Given the existing cross-sections and traffic volumes on these access streets, the capacity of each of these access routes is currently adequate. Furthermore, historic traffic count data from the Tennessee Department of Transportation (TDOT) shows that traffic growth has been relatively flat, with some count stations showing slight (0% - 2%) annual decreases and other count stations showing slight (0% - 1%) annual increases in traffic over the past five years. Current average daily traffic (ADT) volumes as well as five-year growth trends are shown in Figure 2.

While mainline street capacities are generally adequate within the study area, there are several locations which have other specific deficiencies. These are as follow:

- No structurally deficient bridges exist in the study area, but there are two bridges identified as functionally obsolete¹. These are the Chestnut Street bridge over I-65 (built 1970) and the Hamilton Avenue bridge over the railroad (built 1955).
- Industrial areas south of the site generate significant commercial truck traffic destined for the I-65 interchange at Wedgewood Avenue. The intersection of Bransford and Wedgewood Avenues is particularly noted as being in need of improvements to accommodate regular truck operations.
- The interchange on I-65 at Wedgewood Avenue is a key location not only for the Fairgrounds, but also for traffic to and from the Belmont/Music Row/Vanderbilt areas during commuting periods. Minor traffic signal and turn lane improvements might help, but a larger scale interchange reconfiguration may be required in the future.
- Railroads are a critical component of the transportation system in this area. Many street- rail crossings exist, some of which have an appreciable (negative) impact on traffic. These include at-grade rail crossings on Berry Road, Craighead Street, Bransford Avenue, Nolensville Road, and 4th Avenue. A grade-separated crossing exists on Wedgewood Avenue, but the overhead rail structure is dated, and not wide enough to accommodate the four-lane width of Wedgewood Avenue underneath.

CURRENT PLANS

Several sources exist which detail future plans for streets within the study area. Following are relevant existing plans along with the street improvement projects proposed in each within the study area:

- Nashville Regional Long-Range Transportation Plan (Nashville Area Metropolitan Planning Organization): Add two HOV lanes on I-65 from Harding Place to I-40 (2025).
- Capital Improvements List 2012-2018 (Metro Public Works): No improvements listed.
- South Nashville Community Plan (Metro Planning): No improvements listed.
- Major and Collector Street Plan (Metro Planning): Construction of a Walsh Road extension on new alignment from the Fairgrounds to Murfreesboro Road. Construction of a new road through the Fairgrounds that would create a continuous alignment from Wedgewood Avenue to Polk Avenue.

¹ Functionally obsolete bridges are not unsafe or deficient in any way. This designation means that the bridge has certain design features which do not meet current design standards.



- Strategic Plan for Sidewalks and Bikeways (Metro Public Works): Designate shared bike route on Bransford Avenue, construct bike lanes on Nolensville Road, Wedgewood Avenue, and Chestnut Street. Construct greenway along Browns Creek, extending north from the Fairgrounds.

IMPACTS OF DEVELOPMENT SCENARIOS

Analysis of the traffic impacts brought by the potential redevelopment of the Fairgrounds site is made up of three basic components, trip generation, trip distribution, and trip assignment. Based on the volume of new daily trips assigned to the existing street network as determined by this three-step process, roadway improvement needs can be identified.

Trip Generation

A traffic generation process was used to estimate the amount of traffic expected to be generated by the Fairgrounds Master Plan redevelopment scenario. Factors for the trip generation were taken from *Trip Generation*, Eighth Edition, which is a publication of the Institute of Transportation Engineers (ITE).

The daily trip generation for the Fairgrounds Master Plan is shown in the table below.

Fairgrounds Master Plan Trip Generation (weekdays)

Master Plan		
Land Use	Size	Daily Trips Generated
Apartment (LU 220)	884 units	5,481
Specialty Retail (LU 814)	35,700 s.f.	1,565
General Retail (LU 820)	83,300 s.f.	3,602
General Office Bldg (LU 710)	1,020,000 s.f.	7,977
Hotel (LU 310)	90 rooms	736
Institutional* (undefined LU code)	50,000 s.f.	100
*Note: This land use is assumed as a community flea market space at which notable traffic impacts are limited to weekends.		
Unadjusted totals		19,461
20% reduction for all land uses to account for internal capture trips of mixed use and non-auto trips made by transit, bicycle, and walking.		
Adjusted totals		15,569

Source: *ITE Trip Generation, 8th Edition*

Trip Distribution and Assignment

The new trips that would be generated by the Fairgrounds redevelopment were distributed based on existing traffic volumes and the existing roadway network (shown in Figure 3). Approximately 35% of the redevelopment generated trips are expected to be oriented to the southeast on Nolensville Road and



approximately 30% oriented to the west on Wedgewood Avenue. The remainder of the trips would access the site via other routes like Craighead Street, Bransford Avenue, and Rains Avenue. Based on this distribution, the new trips from the Master Plan redevelopment were assigned to the roadway network within the study area (shown in Figure 4).

Adding the new trips generated by the Master Plan redevelopment to existing traffic counts yields the total projected traffic within the study area. The chart below gives the existing and projected average daily traffic volumes for some of the primary streets in the study area. Corresponding Levels of Service (LOS) are also presented based on these traffic volumes and the street’s existing number of lanes. The capacity calculations were performed according to the methods outlined in the *Highway Capacity Manual*, TRB 2010 using look-up table data compiled by RPM from various sources². The LOS is a concept used to describe how well a segment of roadway operates. LOS A is the best, while LOS F is the worst.

Average Daily Traffic (ADT) and Level of Service (LOS), Existing and Master Plan Scenarios

Street	Existing ADT	Existing LOS	Projected ADT	Projected LOS
Nolensville Road – north of Fairgrounds	15,243	B	17,968	C
Nolensville Road – south of Fairgrounds	20,487	C	25,936	D
4 th Avenue	7,153	A	8,710	A
Craighead Street	4,500*	A	5,278	A
Wedgewood Avenue	13,055	B	17,726	C
Bransford Avenue	6,288	B	7,845	B
Rains Avenue	3,000*	A	3,389	A

*Estimated ADT

Resulting Deficiencies and Improvement Recommendations

General analysis of the study area street network, including its current deficiencies, plans for future improvement, and existing and projected traffic volumes and levels of service, shows that the Master Plan redevelopment scenario is expected to have a manageable impact on the surrounding transportation network. Based on the land use assumptions, approximately 16,000 new daily trips to and from the Fairgrounds site would be introduced. While this is a significant volume of new traffic, the major access routes in the area (specifically, Nolensville Road, Craighead Street, Bransford Avenue, and Wedgewood Avenue) all currently operate well below their capacities. Therefore, major street

² LOS look-up table compiled by RPM from capacity data from MPOs and DOTs in Alabama, Maryland, Arkansas, Florida, and Arizona.



improvements such as widening or new roadway constructions are not expected to be required from a capacity standpoint.

While new mainline roadway capacity is not expected to be needed in order to accommodate the Master Plan redevelopment, other improvements may be desirable from the standpoints of street continuity, access, and transportation choices, and to address existing transportation needs. The following improvements within the study area are recommended to address current transportation needs as well as to accommodate the comprehensive redevelopment of the Fairgrounds site:

- Complete the street network within the study area. While existing land use patterns and barriers like I-65 will prohibit the introduction of any new thoroughfares directly serving the Fairgrounds site, some street network modifications as part of the site's redevelopment would serve it well.
 - The construction of an alternative alignment to Bransford Avenue would extend Bransford north through the site and align with Rains Avenue. This could create a five-legged intersection at Bransford Avenue and Craighead Street, and alternative intersection control, like a roundabout, may be desirable. Alternatively, a new street could intersect with Bransford Avenue north of Craighead Street.
 - An improved connection to Craighead Street in the southeast portion of the Fairgrounds site would better connect the Seminole Avenue neighborhood to the redevelopment area. Improvements to a substandard overhead railroad trestle may be required if this connection is made at Seminole Avenue.
 - Redevelopment plans should include consideration of the street connectivity improvements as detailed in the Major and Collector Street Plan. These include the Walsh Road extension and the Polk Avenue connector through the Fairgrounds site.
- Make operational improvements to increase efficiency. Several intersections in the study area are currently in need of improvements to turn lanes and/or traffic signal operations. These needs will become more pronounced if site redevelopment occurs. While a later, detailed traffic study with a known set of redevelopment parameters is recommended to determine if additional improvements are necessary, some of the known issues are listed here.
 - As previously mentioned, the interchange at I-65 and Wedgewood Avenue will become capacity constrained as general development across south Nashville continues. Given the constrained rights-of-way and high traffic volumes, such interchange concepts as the single-point urban interchange (SPUI) and tight-diamond urban interchange (TDUI) should be considered. The future widening of I-65 in this area will require bridge widening or reconstruction, and this bridge reconstruction should take future interchange needs into account.
 - The intersection of Bransford Avenue and Craighead Avenue should be upgraded with turn lanes and appropriate signal phases (concurrent left turn phasing, etc.). Alternatively, as mentioned, a new Bransford Avenue alignment beginning at this location could introduce a new form of traffic control such as a roundabout.



- As redevelopment occurs, the intersection of Nolensville Road and Walsh Road is likely to need an improved form of intersection control. Because of the short spacing between this location and the intersection Nolensville Road and Craighead Street, improvement plans should seek to minimize the potentially negative impacts of these two closely spaced intersections.
- Redevelopment activity will also require the intersection of Wedgewood Avenue/Walsh Road and Rains Avenue to be re-evaluated. This intersection currently has an atypical operating pattern (three-way stop with the eastbound Wedgewood Avenue leg operating free flow) which will likely need modification.
- Remove or reduce delays at railroad crossings. The at-grade crossings on Craighead Street, Berry Road, and Nolensville Road, while not ideal, do not have a significant impact on traffic operations. However, other crossing improvements should be investigated for feasibility.
 - Widen the overhead railroad trestle on Wedgewood Avenue to accommodate, at a minimum, the needed full four-lane width of Wedgewood Avenue.
 - Investigate the possibility of improving the at-grade crossings on 4th Avenue and on Bransford Avenue. On 4th Avenue, a combination of lowering the railroad grade (2 tracks) and raising the street grade in order to bridge over the railroad may be possible. On Bransford Avenue, the presence of 4 tracks (one being a spur that terminates just west of the crossing) make changing the rail grade unlikely. Here, improvements may be limited to operational enhancements.
- Provide adequate accommodations for non-motorized travel. An urban redevelopment like this one will require bicycle, pedestrian, and transit improvements to realize the full potential of alternative forms of transportation. These include:
 - Provide sidewalks to complete the pedestrian accommodations on the accessing routes including Rains Avenue, Berry Road, and Craighead Street.
 - Incorporate the recommendations of Metro's Strategic Plan for Sidewalks and Bikeways into redevelopment activities to as great an extent as possible. This includes designation of a bike route on Bransford Avenue and construction of bike lanes on Nolensville Road, Wedgewood Avenue, and Chestnut Street. Also, providing bike lanes on Craighead Street by implementing a road diet should be evaluated.
 - Incorporate complete streets concepts into the construction of new connecting roadway facilities and any improvements made to intersections within the study area.

These conceptual improvements are shown in **Figure 5**.

Five specific roadway segments within the master plan area were identified as having special significance to the master plan from a traffic and contextual standpoint. These segments are as follow and are mapped on the **Figure 6**:



- A – Wedgewood Avenue west of Rains Avenue
- B – Wedgewood Avenue (Walsh Road) west of Nolensville Road
- C – New access street into office complex in racetrack bowl
- D – New Bransford-Rains Connector south of Wedgewood Avenue
- E – Benton Avenue Extension

A cross-section summary of these five segments is provided in the table below.

General Recommendations for Key Master Plan Streets

Segment	Existing ADT	Projected ADT	Cross-Section Needs
A – Wedgewood Avenue west of Rains Avenue	13,055	18,000	Wedgewood’s four lanes of capacity will remain adequate through the master plan. Although outside of the planning area, if future redevelopment occurs along Wedgewood Ave, turn lanes at intersections and bike lanes should be provided.
B – Wedgewood Avenue (Walsh Road) west of Nolensville Road	10,000 (est.)	16,500	A two lane street without on-street parking will work, but a three-lane street with on-street parking may be preferred. The center turn lane doubles as a turning lane for driveways as well as an area to pass cars parallel parking to maintain capacity. Bike lanes should continue to Nolensville Road.
C – New access street(s) into office complex in racetrack bowl	N/A	5,000	These access streets should be two lanes (11’ minimum lane width), with a left turn lane at intersections. On-street parking is not recommended.
D – New Bransford-Rains Connector south of Wedgewood Avenue	N/A	4,500	Two lanes (10’ minimum lane width) will serve basic mobility in this area. On-street parking will encourage slower speeds.
E – Benton Avenue Extension	N/A	1,000	Two lanes (10’ minimum lane width) will serve basic mobility in this area. It will be acceptable if this street is closed to traffic for special events, etc.

Figure 1 – Study Area

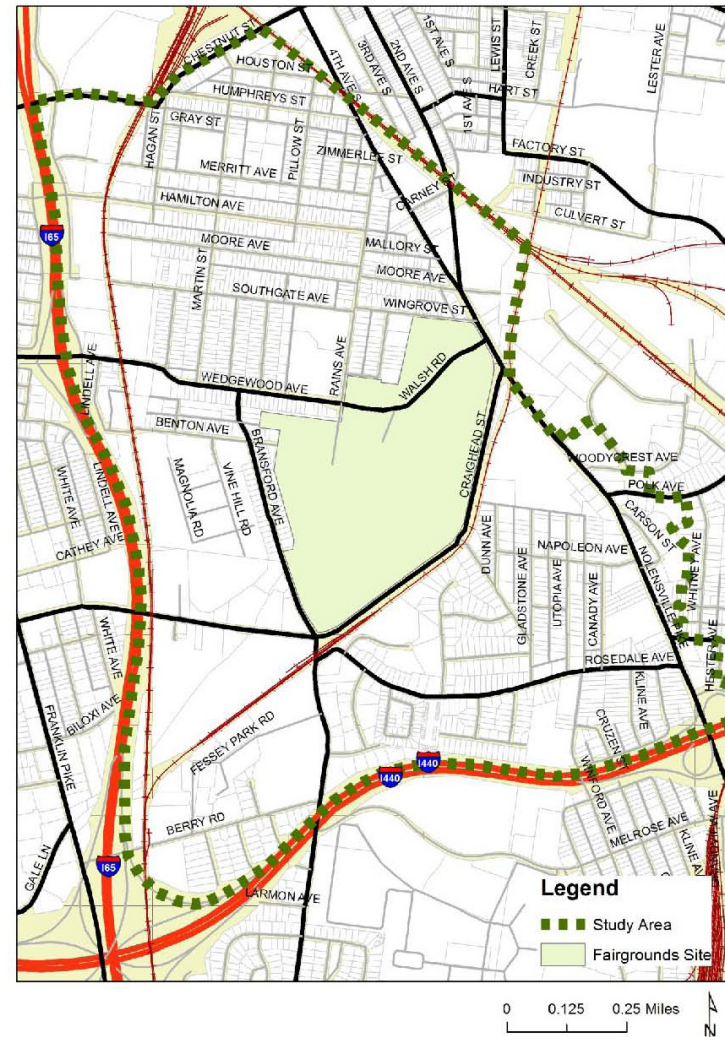


Figure 2 – Average Daily Traffic (2011) and Five-Year Growth Trends

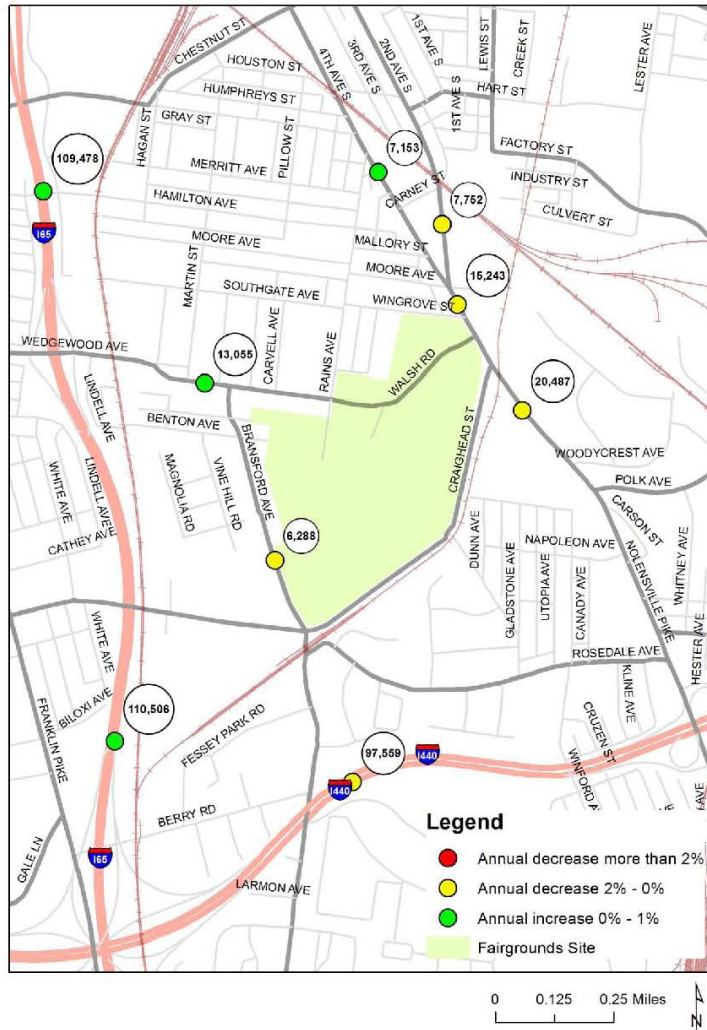


Figure 3 – Distribution of New Daily Trips (not to scale)

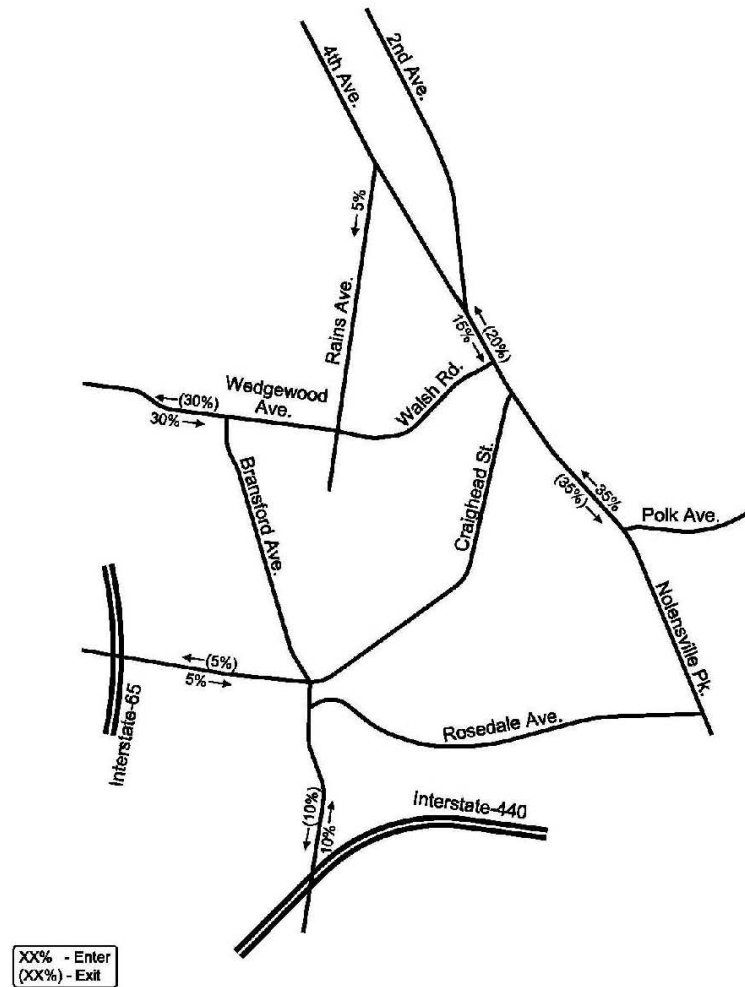


Figure 4 – Assignment of New Daily Trips (not to scale)

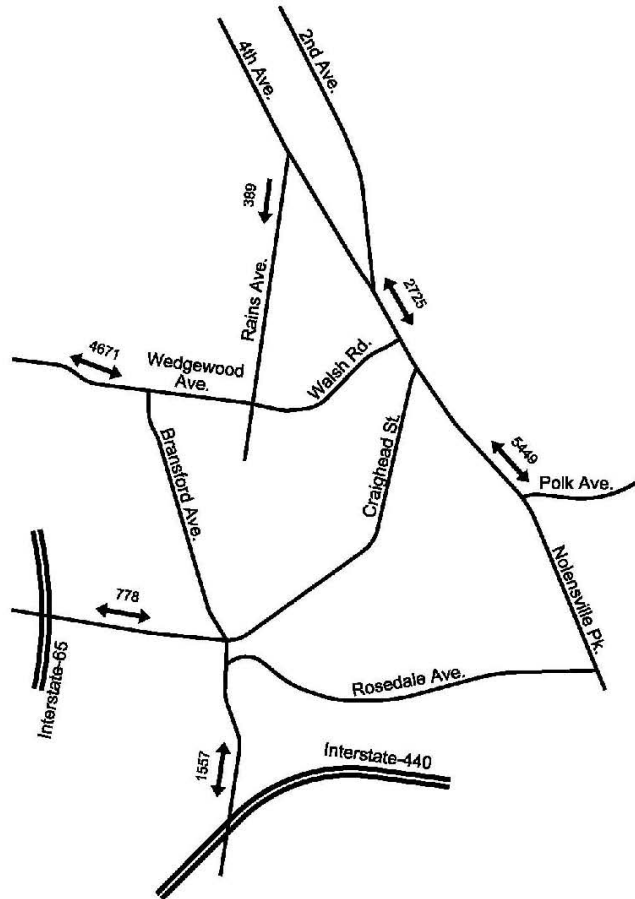
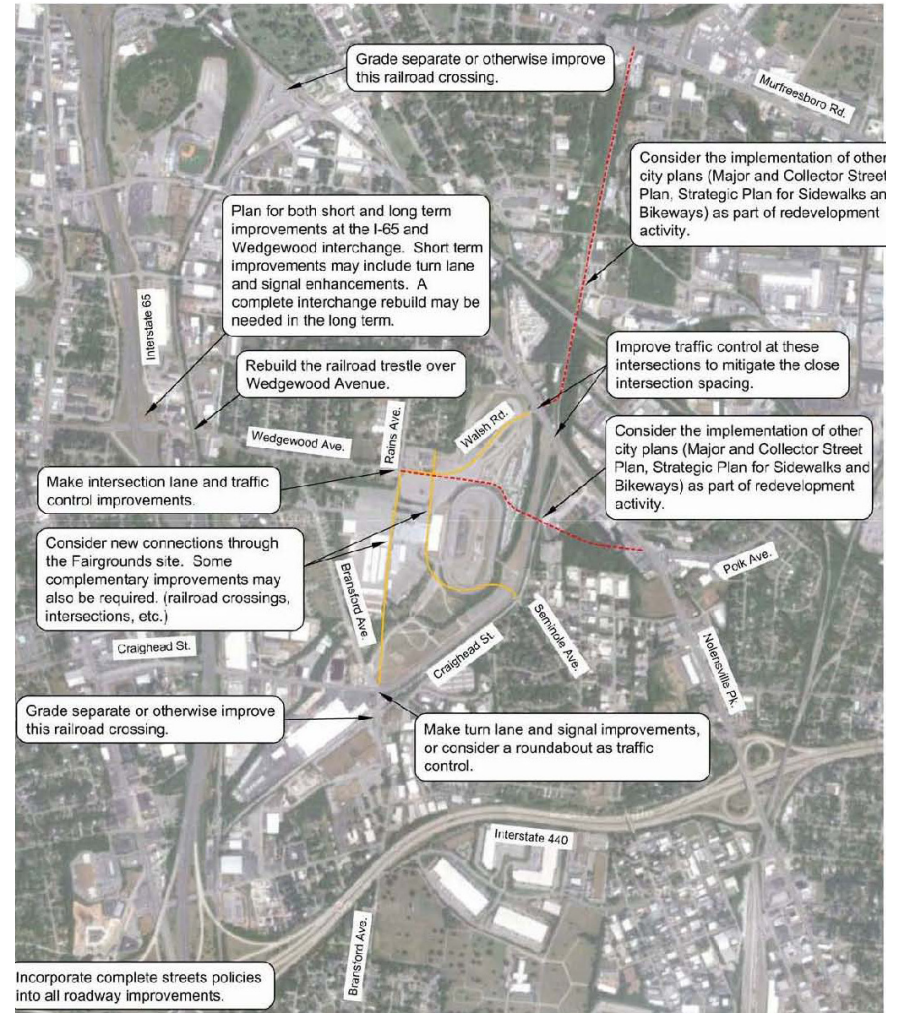


Figure 5 – Fairgrounds Area Conceptual Improvements (not to scale)



8.6 Utility Availability

The existing infrastructure around the perimeter of the Fairgrounds property is relatively substantial and should be adequate to serve the proposed uses. We understand from the design team that the proposed uses and density based on the Master Plan include the following: approximately 800 multifamily residential units, approximately 200,000 s.f. of general retail / specialty retail, approximately 1.5 million s.f. of general office.

Public Water

There is a myriad of existing public and private water lines in and around the fairgrounds property. Based on GIS mapping information provided to us by Metro Water Services, it appears that most of the existing water lines within the boundaries of the fairground property are relatively small diameter (3/4-inch, 2-inch and 6-inch) private water lines. There is a 16-inch and a 30-inch water line in Bransford Avenue, an 8-inch water line in Wedgewood and Nolensville Pike and a 12-inch water line in the southern portion of Craighead Avenue. We anticipate extending new, public 8-inch, 10-inch and possibly 12-inch diameter waterlines through the new development and looping these water lines to interconnect the existing lines between Bransford Avenue, Wedgewood Avenue and Nolensville Pike. Based on the uses and densities noted in the Fairgrounds Master Plan, we calculate that the average daily water demand for domestic use will be approximately 420,000 gallons per day. The peak domestic demand will be approximately 1,350 gallons per minute. The existing 12-inch, 16-inch or 30-inch waterlines would typically have adequate capacity for these proposed demands. As is required by Metro Water Service, a letter requesting water service should be submitted to Metro Water to confirm that these projected capacities are available in their water distribution system to serve this project.

Metro requires that water capacity fees be paid for new projects. Their current fee for water capacity is \$250 per 350 gpd of demand.

Public Sanitary Sewer

As is with the public water system around the fairground property, there exist a significant amount of public sanitary sewer system around and through the fairground property. There is an 8-inch sanitary sewer in Bransford Avenue, a 36-inch sanitary sewer along Browns Creek and an 18-inch sanitary sewer line that bisects the Fairgrounds property from the east end of Wedgewood Avenue over to the sewer along Browns Creek. We anticipate that new public sanitary sewer lines will be extended through the

Fairgrounds site based on the proposed masterplan to serve the proposed buildings. These public sanitary sewer lines would likely be 8-inch and 10-inch diameter lines. We anticipate that all of the proposed buildings shown on the Master Plan can be served via gravity sanitary sewer, therefore we do not anticipate the need for any sewer pump stations on the Fairgrounds site. Based on the uses and densities noted in the Fairgrounds Master Plan, we calculate that the average daily sewer production for domestic use will be approximately 420,000 gallons per day. The peak domestic production will be approximately 1,350 gallons per minute. The existing 18-inch sewer line east of Wedgewood and the existing 36-inch sewer line along Browns Creek would typically have adequate capacity for these proposed demands. As is required by Metro Water Service, a letter requesting sewer service should be submitted to Metro Water to confirm that these projected capacities are available in their sanitary sewer collection system to serve this project. Metro requires that sewer capacity fees be paid for new projects. Their current fee for sewer capacity is \$750 per 350 gpd of demand.

Stormwater Drainage

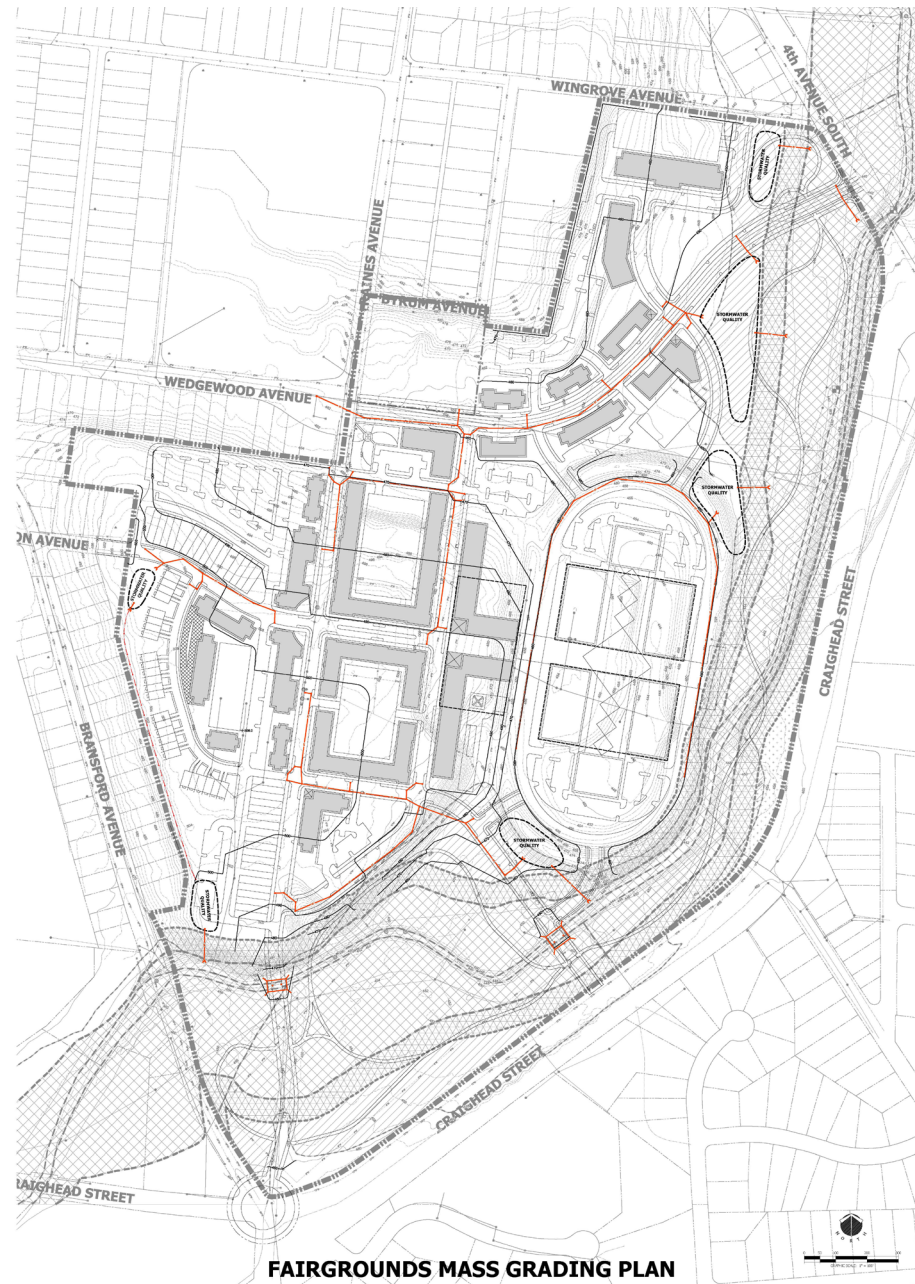
There is very little in the way of an existing drainage collection system on the Fairgrounds property. The system that is there is likely undersized and in a location which the proposed Master Plan project could benefit. The Browns Creek flows along the east side of the Fairgrounds property. We anticipate leaving the existing creek and associated banks intact. Metro currently has an ordinance in place that protects the area along either side of a stream called the floodway buffer. This protected area has been identified on the Master Plan and the proposed features of the Master Plan respect the required buffers. We anticipate creating a storm water drainage collection system throughout the new development to intercept the storm water and direct it to one of the proposed storm water quality / storm water detention systems shown on the Master Plan. The collection system will generally include standard curb inlets and catch basins. The storm water structures will be interconnected with storm water culverts. The size of these culverts will vary in size from 15-inch diameter up to

approximately 48-inch diameter. The size of the culverts depends on the amount of storm water runoff that it is conveying. These culverts will be extended to an area near the stream buffer that is planned for treatment and temporary impoundment of the storm water from the developed site. These treatment areas are likely to be large bioretention ponds vegetated with water tolerant trees and shrubs. These areas may also be just large, grass areas that are intended to impound the storm water for a short duration during and immediately after rain events. The storm water will be routed from these detention / water quality ponds to discharge into the adjacent Browns Creek.

Electrical, Telecommunications and Natural Gas

There is adequate existing electrical infrastructure around the perimeter of the fairground property. New electrical lines will need to be extended through the property to serve the new buildings shown on the Master Plan. This new electrical infrastructure should be proposed as “underground” and will consist of multiple pvc conduits and electrical manholes. As with the electrical infrastructure, the existing telecommunications around the fairground property is adequate and will need to be extended within the property to serve the new buildings. Phone, CATV and fiber optics will follow the same path as the new underground electrical infrastructure. Natural gas likewise is available and will need to be extended into the property to serve the new buildings.

8.7 Preliminary Grading Plan



8.8 Preliminary Utility Plan



8.9 Economic Data

Nashville Fairgrounds Market Analysis

The purpose of this market analysis is to understand the economic, demographic and real estate trends and conditions near the Fairgrounds and in the Nashville area to understand potential market demand for different uses at the Fairgrounds site if redeveloped as a mixed use property. This market assessment forms a data-driven basis to forecast likely uses, absorption, and opportunities at the site.

The first section of the Market Analysis focuses on the economic and demographic aspects of Nashville in terms of population, income, jobs, tourism, and retail. The second half of the document focuses on the residential, office, and retail real estate markets for the Fairgrounds and extended area.

Economic and Demographic

This section of the report establishes the baseline of current market conditions, opportunities and challenges in Nashville, Davidson County, and the surrounding metropolitan area as they relate to developing an effective, market-based economic development strategy for the Nashville Fairgrounds site, as part of the overall master planning effort.

Data sources and concepts for Nashville are atypical as the City of Nashville and Davidson County governments merged in 1963. As a result, Nashville has a consolidated city-county government, which impacts data collection and reporting. The larger combined metropolitan statistical area (MSA), Nashville-Davidson-Murfreesboro-Columbia, includes 13 counties.

Most socioeconomic data provided in this report is for the Nashville-Davidson balance (City of Nashville) and the Fairgrounds area which represents a five mile radius around the Fairgrounds. From this point forward the Nashville-Davidson balance will be referred to as Nashville. When data was unavailable at this level, concepts are reported for the larger combined MSA, Nashville-Davidson-Murfreesboro-Columbia. Figure 1 shows Davidson County geographic area. The blue circle and arrow shows the Fairgrounds study area.

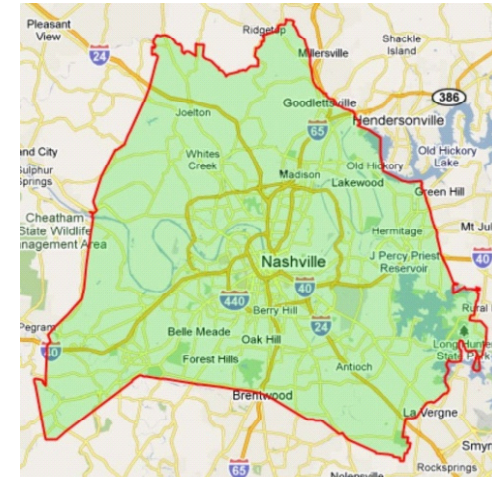


Figure 1: Map of Davidson County, TN, and Nashville Fairgrounds Site - Source: Google Maps

A closer-up aerial view of the study area and Nashville Fairgrounds site is provided in the figure below. The study area's proximity to the Convention Center, The Gulch, and Downtown Nashville is also presented.



Figure 2: Study Area and Nashville Fairgrounds Site

Population

According to the US Census Bureau, the Nashville-Davidson-Murfreesboro-Franklin MSA population was 1.59 million in 2010, with 601,222 people living in Nashville, as shown in Table 1. Additionally, there are 6,515 people living within one mile of the Fairgrounds. If the radius is expanded to five miles, the population grows to 213,785 as shown in the table below. The table below also shows the population over the age of 16 that resides in the Nashville-Davidson balance geographic area, as well as the labor force population, and household information.

Census	2010
Total population MSA	1,589,934
Nashville-Davidson balance	601,222
Population over 16	483,664
Labor force population	326,977
Households	240,618
Family Households	134,888
Average Household size	2.3
Fairgrounds	
One mile radius	6,515
Three mile radius	81,835
Five mile radius	213,785

Table 1: Population Estimates for Nashville MSA and Nashville-Davidson Balance

Source: 2010 Census

The US Census Bureau data indicates that the Nashville area has experienced steady population growth. The city saw 10.2 percent growth between 2000 and 2010, below the state average of 11.5 percent but still above the national average of 9.7 percent. Projections indicate that the population will continue to experience positive growth and the metro area is expected to exceed 2 million by 2025.

The largest segment of the population is in the 25 to 29 year age cohort, approximately 60,000 people. More than 50,000 people are aged 20 to 24, with another 50,000 people falling in the 30 to 34 year old bracket. The Fairgrounds area age distribution is representative of Nashville with 17.2 percent of the population between the ages of 25 to 34. Nashville has a relatively young population with a median age of 33.7 compared to the national median age of 35.8 years.

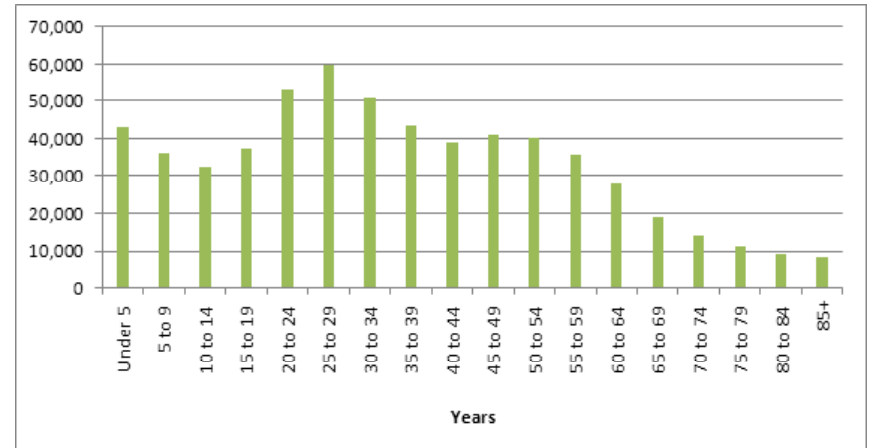


Figure 3: Nashville-Davidson Balance Age Distribution

Source: 2010 Census

As the figure below shows, a larger portion of the Nashville population is within the 20 to 39 year age groups, relative to the US. Nashville's labor force

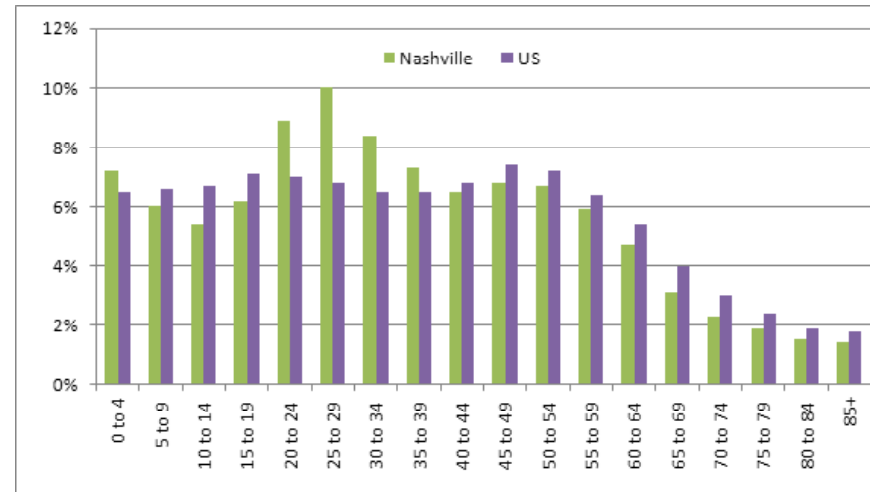


Figure 4: Percent of Population by Age Group for Nashville and US

Source: 2010 Census

The racial composition of the Nashville-Davidson balance and the Nashville Fairgrounds area, in percentage terms, is similar. Compared to the US, Nashville has a larger African American population, 30 percent compared to the national average of 14 percent. Nashville's Hispanic population is 10.5 percent, as compared to the national average of 17.4 percent. In the Fairgrounds area, the Hispanic population is 12 percent, slightly higher than the Nashville figure.

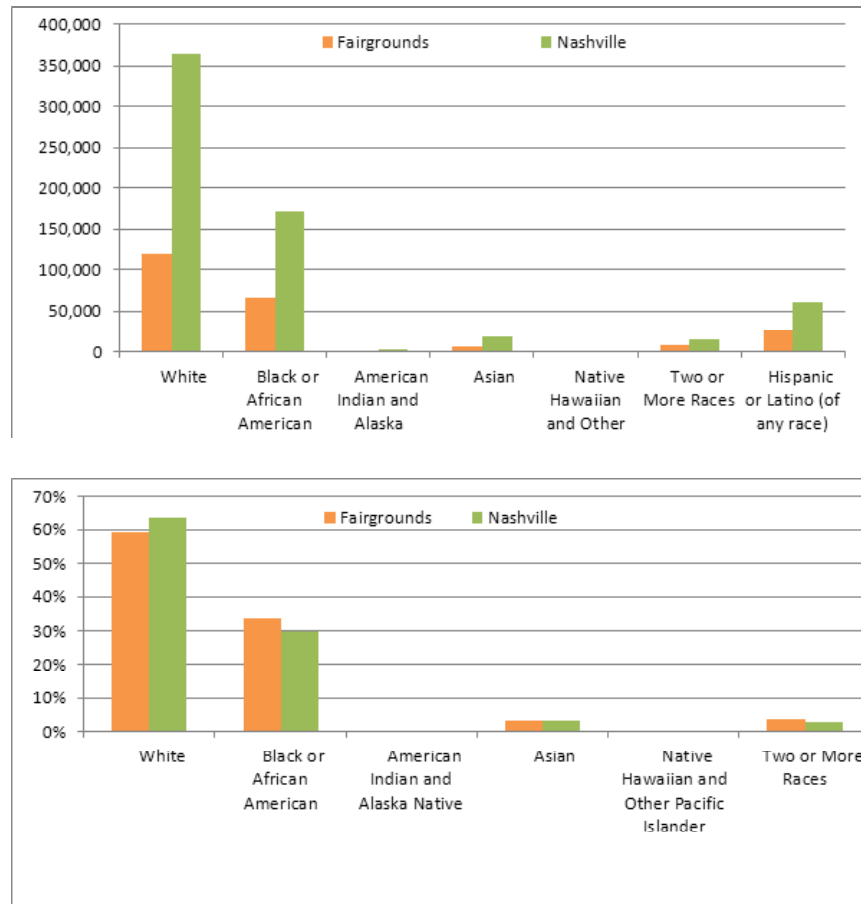


Figure 5: Racial and Ethnic Composition Nashville-Davidson Balance and Fairgrounds Area - Source: 2010 Census

Income

Per capita income for Nashville (i.e., Nashville-Davidson balance) is \$24,932 and median household income is \$42,813. While Nashville and the Fairgrounds area exceed the statewide per capita income of \$23,722, they fall slightly short of the statewide median household income of \$43,314. Both Nashville and the Fairgrounds per capita and household incomes are below the national average.

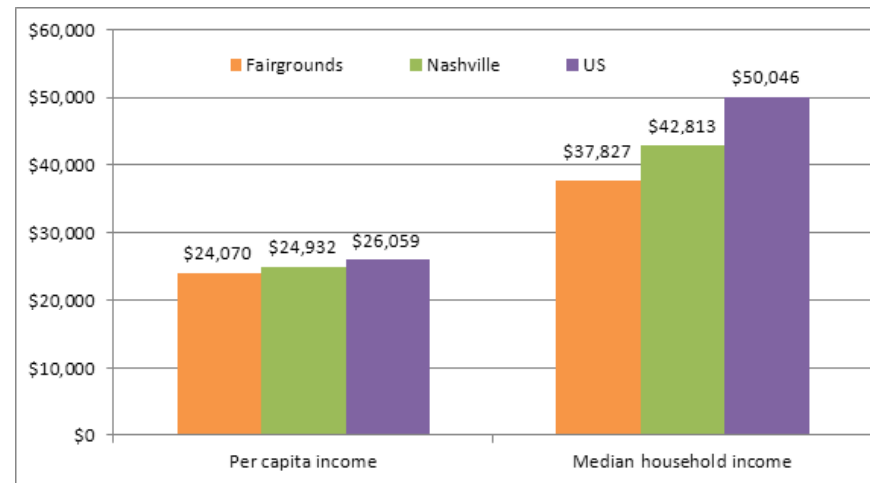


Figure 6: Per Capita and Median Household Income for Nashville-Davidson Balance, Fairgrounds, and US 2010 - Source: 2010 Census

The figure below shows the household income distribution for Nashville, the Fairgrounds area, and the US. The largest share of households in the Fairgrounds makes less than \$15,000 a year. For Nashville, the largest share of households make between \$50,000 and 75,000, but the second largest share is less than \$15,000. In 2012, the poverty line for a two person household is \$15,130. According to 2010 data, the percentage of families living below the poverty level in Nashville was 16.3 percent, compared to 11.3 percent for the US. When compared to the US, a relatively smaller share of Nashville and Fairgrounds area residents makes more than \$50,000 annually.

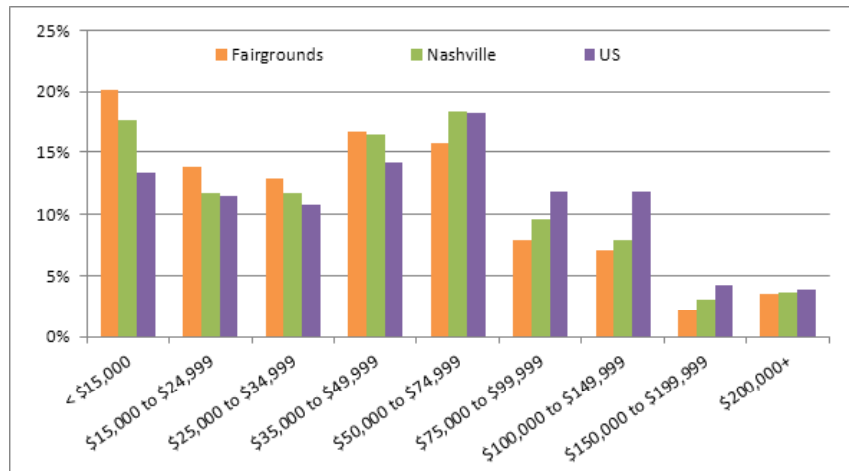


Figure 7: Household Income Distribution Nashville-Davidson Balance, Fairgrounds, and US - Source: 2010 Census

Employment

In 2011, the businesses within Nashville employed 305,000 people; while Davidson County employed 348,980 people and the total Nashville MSA employed 647,500. Employment within five mile of the Fairgrounds accounts for 123,930 of that total. Thus, Nashville accounts for more than 87 percent of jobs in Davidson County and almost 50 percent of jobs for the entire metro area.

Figure 8 illustrates job growth since 1990 through 2011. As shown below, job growth was relatively flat from 2000 through 2003 for the Nashville-Davidson Balance but grew during the housing market boom. The Metro area (defined as the Nashville-Davidson-Murfreesboro-Franklin, TN, Metropolitan Statistical Area (MSA)) experienced relatively greater growth in jobs over the period. Indicative of a relatively strong recovery, the data suggests that job levels in Nashville for 2011 are very close to returning to the 2007, pre-recession levels (but still have ground to make-up statewide and nationally). The total jobs for Nashville represents 14.3 percent of jobs in Tennessee.

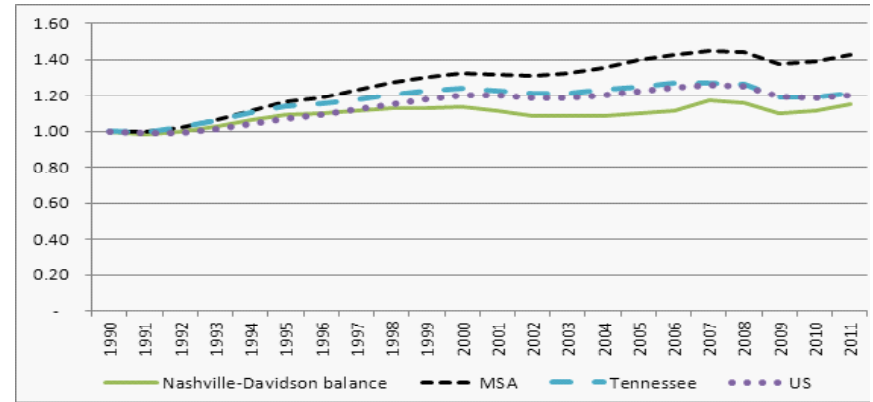


Figure 8: Job Growth Index for Nashville-Davidson Balance, MSA, Tennessee, and US 1990 to 2011 - Source: BLS CES

Throughout the 1990 and 2011 time period, Nashville has maintained an unemployment rate below the state and national averages. As shown in Figure 9, the unemployment rate peaked during the 2008 economic recession at nine percent but has been declining since. The unemployment rate in 2011 for Nashville was 8.2 percent, less than both Tennessee’s 9.2 percent and the nation’s 8.9 percent.

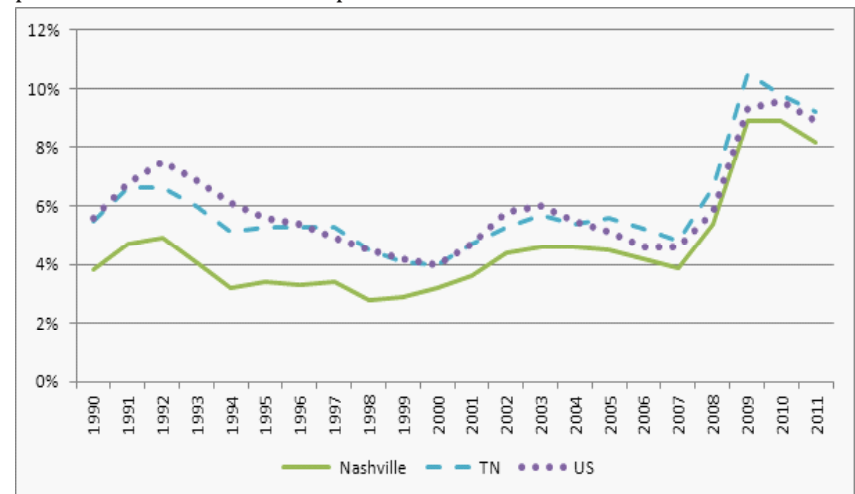


Figure 9: Unemployment Rate Nashville-Davidson, State of Tennessee, United States - Source: BLS LAUS

As of 2007, the largest employers in Nashville, defined as having more three thousand employees, are:

- Vanderbilt University and Medical Center
- Nissan North America
- HCA
- St. Thomas Health Services
- Bridgestone Americas Holding
- Ingram Industries
- Dell Computers
- Wal-Mart Stores
- CBRL Group
- Shoney's
- Gaylord Entertainment
- Electrolux Home Products
- Century II

A number of these larger employers are health care and education related, consistent with the industry presence in the Nashville area, as shown in the table and figures below. In fact, the data indicates that health care and social assistance is the largest industry in the county, representing 19 percent of total employment. Retail trade is the next largest, with 41,224 jobs representing 12 percent of total jobs and accommodation and food services is the third largest. For the last ten years, management of companies and enterprises, health care and social assistance, and professional and technical services are the three fastest growing industries in Davidson County.

Industries	Jobs	10 Year Growth	5 Year Growth	Avg Annual Growth
Health care and social assistance	66,041	45%	29%	5%
Retail trade	41,224	-15%	-14%	-1%
Accommodation and food services	38,739	-10%	-15%	-1%
Administrative and waste services	29,304	-25%	-13%	-3%
Professional and technical services	22,487	16%	0%	2%
Wholesale trade	21,544	-7%	-6%	-1%
Manufacturing	19,250	-42%	-29%	-4%
Finance and insurance	17,528	-14%	-6%	-1%
Transportation and warehousing	17,275	-4%	-9%	0%
Construction	15,995	-13%	-16%	-1%
Educational services	15,224	-1%	-24%	0%
Other services, except public administration	14,737	3%	5%	0%
Information	11,606	-13%	-3%	-1%
Real estate and rental and leasing	6,928	-6%	-5%	-1%
Arts, entertainment, and recreation	6,109	14%	-5%	1%
Management of companies and enterprises	4,578	83%	-8%	8%
Utilities	235	-47%	-31%	-5%
Mining, quarrying, and oil and gas extraction	178	-23%	-2%	-2%
Total	348,982			

Table 2: Jobs by Industry (2011) Davidson County - Source: BLS CES

Industry employment shares for Davidson County, Tennessee, and the US are shown in Figure 10. As discussed earlier, health care accounts for the largest share of employment in Davidson County at 19 percent, significantly higher than the industry shares in Tennessee and the United States. Additionally, Nashville exceeds the state and national averages for: wholesale trade; information, finance, real estate; administrative and waste services; education services; and accommodation and food services. These latter two industry sectors are reflective of Nashville's strong concentrations in entertainment and visitation (the Music City) and higher education (Vanderbilt, Belmont, and other schools).

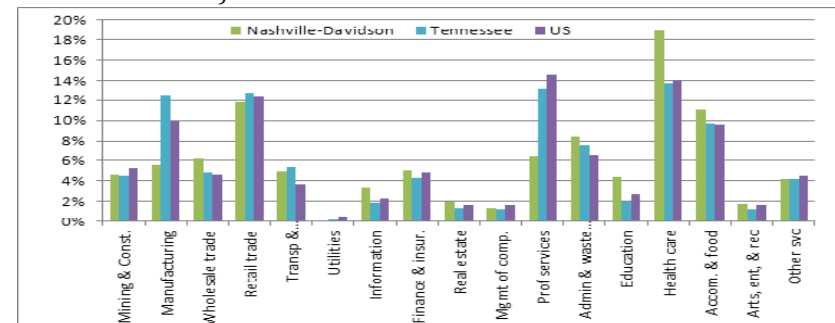


Figure 10: Percent Employment by Industry (2011) Davidson County, State of Tennessee, United States - Source: BLS QCEW

The relative concentration of industries in a region is measured through location quotients, which compare employment concentrations by industry with the US. A location quotient (LQ) greater than one represents a greater job concentration for that industry within the region, as compared to the nation. A LQ of less than one indicates a lower job concentration relative to the US.

The location quotients in Table 3 are for Davidson County and are ranked from the highest concentration to the lowest. The table shows that employment is highly concentrated in education, despite a 0.1 percent annual decline in growth over the past ten years. Services, like management of companies, have exhibited high growth but accounts for a relatively small concentration of jobs when compared to the US. Transportation and warehousing industry, as well as wholesale trade, are growing and show a high industry concentration within Davidson County. This is despite a dip in the number of manufacturing jobs. Lastly, retail trade has shown recent growth, but its ten-year average annual growth is still negative with room for some additional growth, as its location quotient is 0.88.

Industry	Davidson County	Avg. Annual Growth (10 yr)
Educational services	1.93	-0.1%
Transportation and warehousing	1.35	-0.4%
Information	1.34	-1.3%
Health care and social assistance	1.23	4.5%
Wholesale trade	1.17	-0.7%
Administrative and waste services	1.17	-2.5%
Real estate and rental and leasing	1.07	-0.6%
Accommodation and food services	1.07	-1.0%
Finance and insurance	1.06	-1.4%
Arts, entertainment, and recreation	0.99	1.4%
Other services, except public administration	0.94	0.3%
Professional and technical services	0.91	1.6%
Construction	0.88	-1.3%
Retail trade	0.88	-1.5%
Management of companies and enterprises	0.63	8.3%
Manufacturing	0.53	-4.2%
Utilities	0.14	-4.7%
Mining, quarrying, and oil and gas extraction	0.09	-2.3%
Unclassified	0.08	n/a

Table 3: Location Quotients by Industry Davidson County and Tennessee
Source: BLS QCEW

In terms of establishments, Davidson County's largest share of establishments is in the retail industry, reflecting relatively low numbers of workers per retail establishment. This industry is followed by professional services and health care, as shown in the table below.

Industry	Number of Establishments	Percent of Establishments
Mining, quarrying, and oil and gas extraction	9	0.0%
Utilities	9	0.0%
Construction	1,082	6.0%
Manufacturing	549	3.0%
Wholesale trade	1,126	6.2%
Retail trade	2,620	14.5%
Transportation and warehousing	446	2.5%
Information	604	3.3%
Finance and insurance	1,343	7.4%
Real estate and rental and leasing	894	4.9%
Professional, scientific, and technical services	1,886	10.4%
Management of companies and enterprises	240	1.3%
Administrative and support and waste management and remediation services	1,067	5.9%
Educational services	230	1.3%
Health care and social assistance	1,819	10.0%
Arts, entertainment, and recreation	662	3.7%
Accommodation and food services	1,666	9.2%
Other services (except public administration)	1,837	10.1%
Industries not classified	35	0.2%
Total for all sectors	18,124	

Table 4: Establishments by Industry for Davidson County
Source: Census Bureau County Business Patterns

Retail and Consumer Expenditures

There are 2,620 retail establishments in Davidson County and 5,686 in the Nashville MSA. These businesses provide a variety of products to Fairgrounds residents. In the Fairgrounds area, resident transportation expenditures account for the largest share of purchases, 20 percent. This is followed by housing related expenditures and groceries. Additionally, household furnishings, health care, entertainment, and day care represent large expenditures by households within five miles of the Fairgrounds.

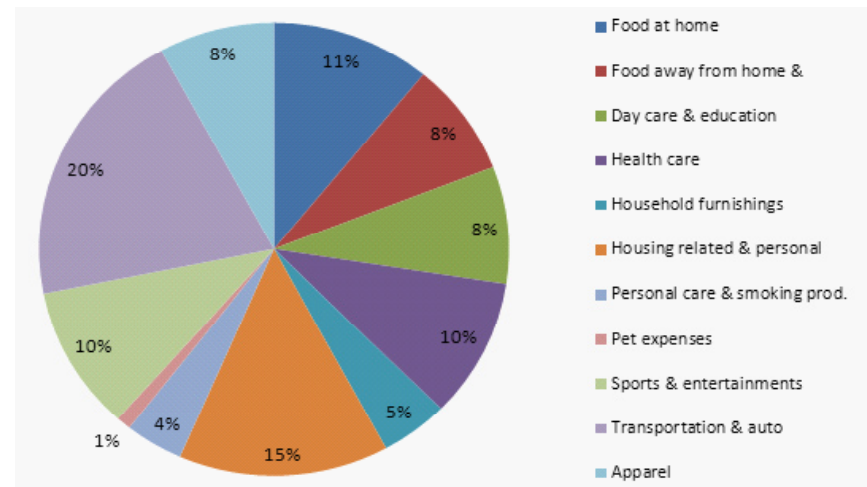


Figure 11: Percent of Household Expenditures by Type for Fairgrounds Area (2011) - Source: Nashville Chamber of Commerce

The figure below shows the average expenditures by type for households within the Fairgrounds region. The data shows that the average annual expenditures in Figure 12, which represent \$44,262 in household expenditures, exceed the median household income of \$37,827 for the Fairgrounds.

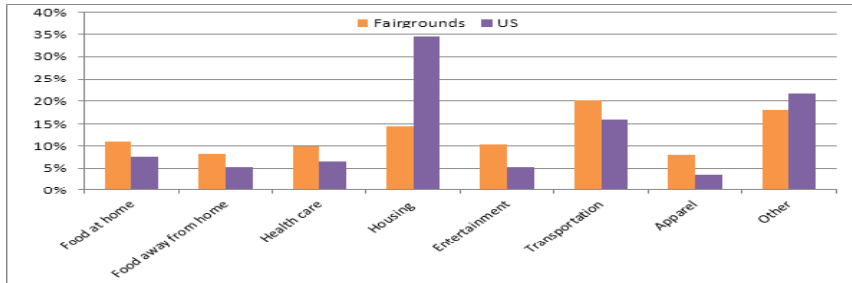


Figure 12: Average Household Expenditures by Type for Fairgrounds Region (2011)
 - Source: Nashville Chamber of Commerce and Bureau of Labor Statistics

Transportation

Nashville’s streets are structured in a wheel-and-spoke street pattern that reflects the city’s early history as a regional center with connections to surrounding towns. According to a study recently completed by the Urban Land Institute, development along the “spokes” transitioned into auto-driven sprawl and instead of being destinations, corridors became throughways resulting in a development pattern oriented to the car. The ULI report found that the study area, which included the Fairgrounds site, lacks recognizable community centers and transit-appropriate density.

Transit service is available in the area, though most workers access their jobs via automobile. The figure below indicates that within five miles of the Fairgrounds, the vast majority of workers aged 16 years or older drive alone to reach their jobs, nearly 74 percent. Approximately four percent utilize public transportation to get to work and another 3.8 percent walk. Compared to the nation, more commuters carpooled and worked from home in Nashville.

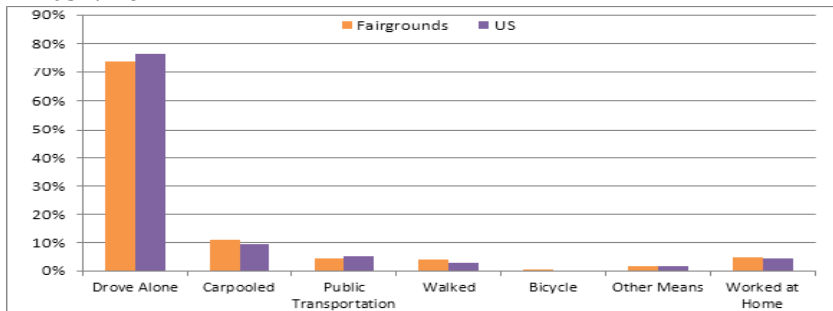


Figure 13: Estimated Commute by Mode for Workers Ages 16+ (2011)
 - Fairgrounds and US - Source: Nashville Chamber of Commerce

As shown in the figure below, the commute for 45 percent of the people within five miles of the Fairgrounds takes 15 to 29 minutes, with only approximately 20 percent of people commuting 30 minutes or more, compared to 35 percent for the nation.

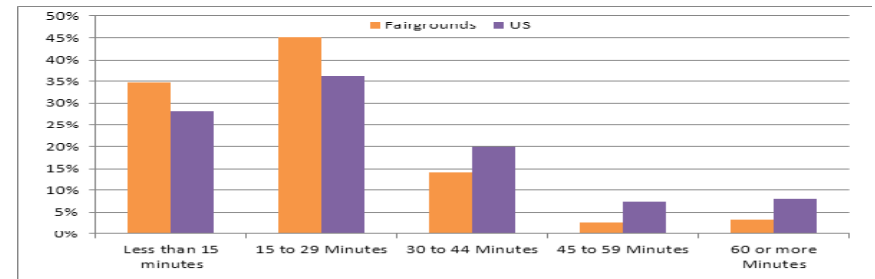


Figure 14: Estimated Commute to Work Trip Time for Workers Ages 16+ (2011) - Fairgrounds and US - Source: Nashville Chamber of Commerce

The figure below presents the number of vehicles that are available to housing units in Nashville. Most households have one vehicle; specifically, 41 percent based on the data. Eight percent of residents are without a vehicle, as shown in the figure below.

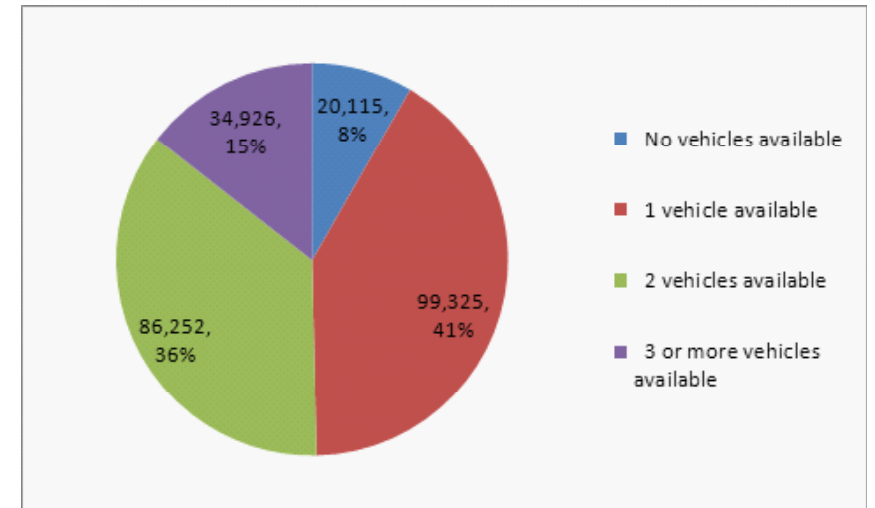


Figure 15: Number of Vehicles Available to Housing Unit Nashville-Davidson Balance - Source: 2010 Census

Another transportation issue of relevance to Fairgrounds development is the presence of railroad grade crossings around the Fairgrounds perimeter. As shown in the figure below, there are six grade crossings located near the site. These freight-rail crossings can act as barriers throughout the local street system.

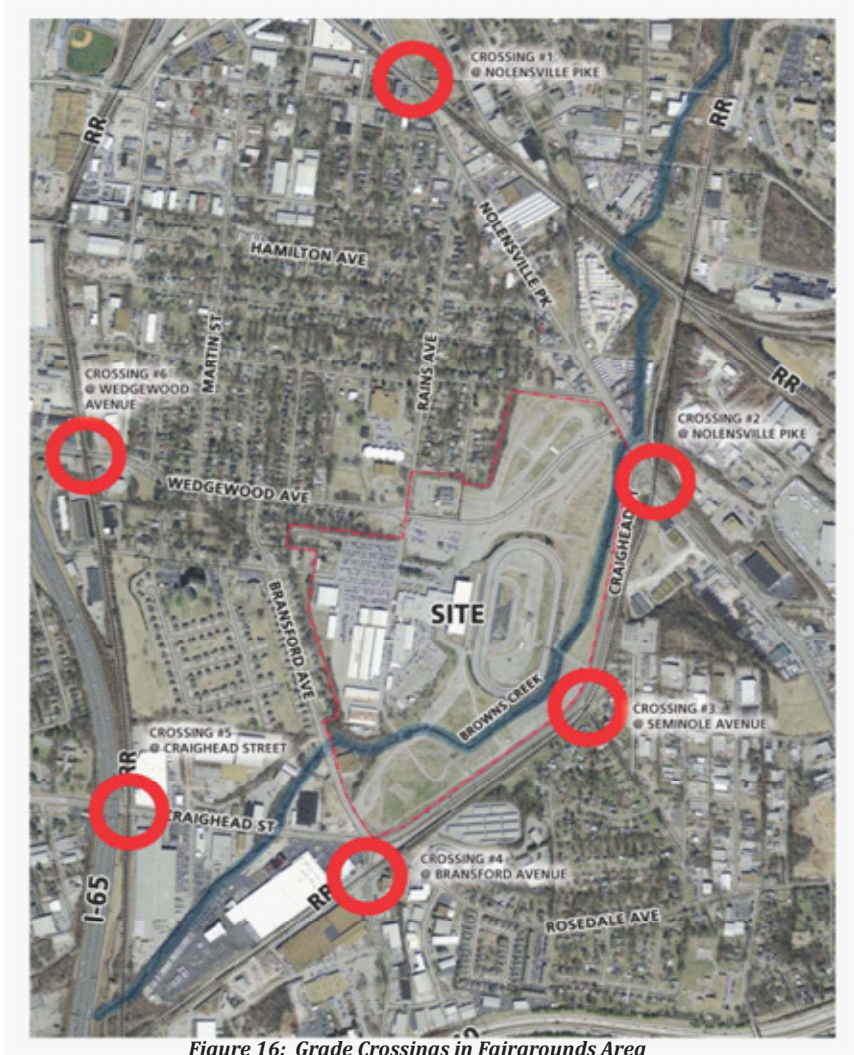


Figure 16: Grade Crossings in Fairgrounds Area

Real Estate Market Existing Conditions in Nashville Area

The Tennessee State Fairgrounds site is located south of the Downtown area, north of Interstate-440 and east of Interstate-65. From a real estate data perspective, the site is located in the Airport South real estate submarket of the Nashville Area, as shown in Figure 17 the figure below. It is also near the Green Hills and Downtown areas.

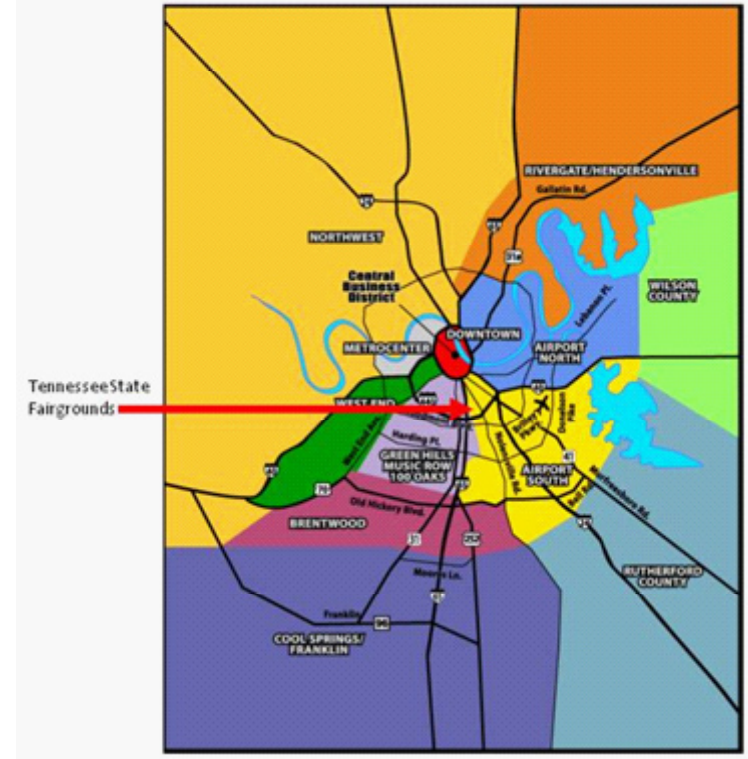


Figure 17: Real Estate Submarkets in Nashville Area
Source: XCeligent, Fourth Quarter 2011 Report

Based on data obtained from the Court House Retrieval System, there is 1 million square feet of office building space in the Fairgrounds study area. More than 178,628 square feet of building space is devoted to retail uses and another 3 million square feet of industrial. Institutional properties account for 81,229 square feet of space. More than 1.3 million square feet in the Fairgrounds area is residential, with an assessed value of over \$108.2 million.

Office Real Estate

In recent years, office vacancy rates have been decreasing since peak levels in the early part of 2010. During the past year, vacancy rates have declined by approximately two percentage points since the peak in 2009, and indications are that this trend will continue in 2012.

Vacancy and Absorption in Nashville Area

The Nashville Office market finished 2011 by posting three consecutive quarters of positive absorption for a year end total of nearly 500,000 square feet. Lease rates have begun to increase as vacancy rates continue to decline. This trend is expected to continue throughout 2012 as new construction will have a negligible impact on the supply of Class A inventory.

Class	# Buildings	Inventory (SF)	Total Available (SF)	Direct Vacant (SF)	Direct Vacancy Rate (%)	Available Sublease (SF)	Direct Quarterly Net Absorption (SF)	YTD Direct Net Absorption (SF)
Class A	116	16,623,296	2,012,501	1,151,983	6.9%	567,047	185,223	373,544
Class B	190	11,891,859	2,156,632	1,578,532	13.3%	107,960	28,294	122,282
Class C	76	2,583,504	642,770	487,933	18.9%	10,411	10,991	8,040
Total	382	31,098,659	4,811,903	3,218,448	10.3%	685,418	202,526	487,786

Table 5: Office Real Estate Profile, Nashville Area, 4th Quarter 2011
Source: XCeligent, Fourth Quarter 2011 Report

Total office space from 1990 to 2010 for the Nashville and Brentwood/Cool Springs submarkets is shown below. Steady growth was experienced by both submarkets. The largest growth occurred from 2005 to 2010; more than 5 million square feet of office space was added to the MSA.

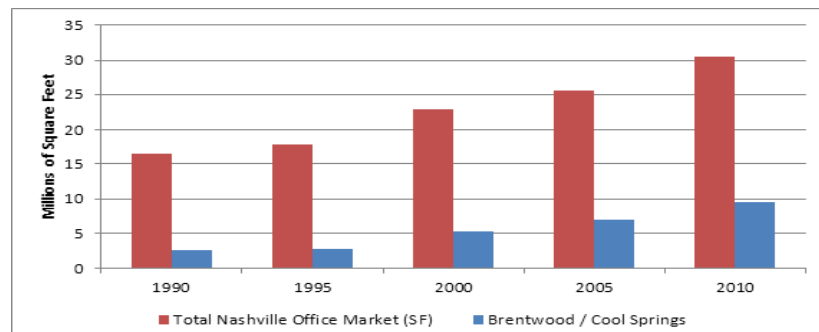


Figure 18: Square Footage Growth Nashville Area Office Market
Source: The Matthews Company

The table below shows the real estate condition as of the fourth quarter of 2011 for various markets in the Nashville area. As shown, Nashville's Downtown reported the highest vacancy rate in the area, 18.1 percent. Vacancy in Class B office space contributes significantly to this relatively high vacancy rate. The Downtown also has the highest inventory of office space in the area, 7.6 million square feet. The Airport South is the only Market with a negative net quarterly absorption, meaning that more businesses left than occupied space in that area.

Market	# of Bldgs	Inventory (SF)	Total Available (SF)	Direct Vacant (SF)	Direct Vacancy Rate (%)	Available Sublease (SF)	Direct Quarterly Net Absorption (SF)	YTD Direct Net Absorption (SF)
Airport South	56	2,852,716	747,599	463,171	16.2%	46,308	(4,897)	53,460
Cool Springs/Franklin	53	4,936,094	394,983	255,176	5.2%	78,046	117,739	187,088
Downtown	57	7,583,613	1,713,164	1,370,889	18.1%	289,129	80,959	179,145
Green Hills/Music Row	42	2,059,615	165,189	92,618	4.5%	6,894	5,487	36,420

Table 6: Market Snapshot of Nashville Area, 4th Quarter 2011
Source: XCeligent, Fourth Quarter 2011 Report

Vacancy rates Downtown have been decreasing over the past year, and lease rates have been reasonably stable as presented in the table below.

Market	Direct Vacancy Rate (%)					Asking Direct Lease Rate (FSG)				
	2010 Q4	2011 Q1	2011 Q2	2011 Q3	2011 Q4	2010 Q4	2011 Q1	2011 Q2	2011 Q3	2011 Q4
Airport South	18%	19%	18%	16%	16%	\$13.71	\$13.96	\$13.47	\$13.51	\$13.85
Cool Springs/Franklin	9%	10%	8%	8%	5%	\$21.99	\$21.85	\$21.88	\$21.96	\$22.13
Downtown	21%	20%	19%	19%	18%	\$17.23	\$17.65	\$17.61	\$17.84	\$17.63
Green Hills/Music Row	6%	5%	5%	5%	5%	\$20.83	\$20.62	\$20.51	\$21.12	\$21.89
Grand Total	12%	12%	11%	11%	9%	\$20.02	\$20.04	\$20.00	\$20.31	\$20.55

Table 7: Nashville Area Office Market, 4th Quarter 2010 to 4th Quarter 2011
Source: XCeligent, Fourth Quarter 2011 Report

There were several significant changes in occupancy that occurred in the Downtown during the Fourth Quarter of 2011 as shown below. HMS signed the largest transaction of the quarter with 49,066 square feet at Nine Corporate Centre.

Property Name	SF Occupied or Vacated	Company Name	Market	Building Class
Nine Corporate Centre	49,066	HMS	Cool Springs/Franklin	A
The Pinnacle at Symphony Place	29,771	Frost Brown Todd	Downtown	A
333 Commerce	26,500	H3GM	Downtown	A
Three Corporate Centre	23,319	Viacom	Cool Springs/Franklin	A
Baker Donelson Center	21,958	FirstBank	Downtown	A
Vantage Place	-3,500	The State of TN	MetroCenter	B
The Anderson Building	-3,700	Info Works	West End	B
Two Bluegrass Commons	-6,332	Quantum	Rivergate/Hendersonville	A
Creekside Crossing II	-6,692	Staffmark	Brentwood	A

Table 8: Largest Changes in Occupancy, 4th Quarter 2011
Source: XCeligent, Fourth Quarter 2011 Report

As shown in the figure below, vacancy rates regardless of building class are higher in the Central Business District (CBD) than the Suburban real estate market. The overall vacancy rate in Nashville’s central business district at the end of the first quarter 2012 decreased to 15.4 percent. The vacancy rate was 16.2 percent at the end of the fourth quarter 2011, 16.5 percent at the end of the third quarter 2011, and 17.2 percent at the end of the second quarter 2011. The vacancy rate in the suburban markets decreased to 7.6 percent in the first quarter 2012. The vacancy rate was 8.3 percent at the end of the fourth quarter 2011, 8.2 percent at the end of the third quarter 2011, and 8.7 percent at the end of the second quarter 2011.

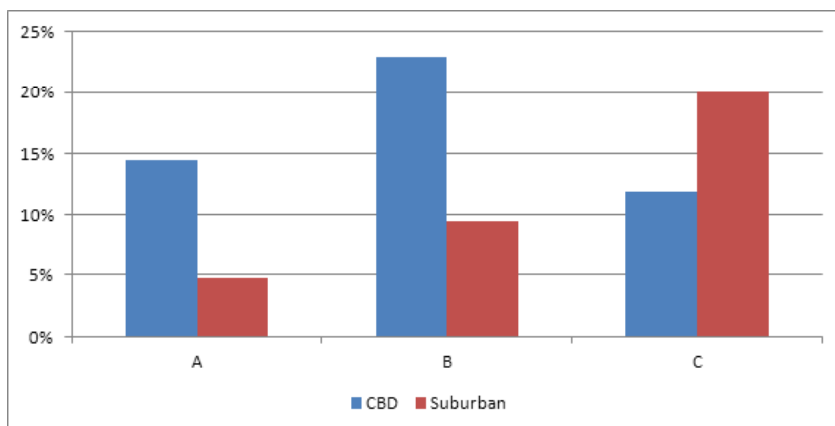


Figure 19: Vacancy Rates, CBD and Suburban Market Fourth Quarter 2011
Source: XCeligent, Fourth Quarter 2011 Report

Figure 20 shows the net absorption by class for the CBD and suburban market. As shown, the suburban market experienced high positive net absorption for Class A office space, exceeding the CBD. However, Class C office space for both the suburban and CBD show negative absorption for Class C office space. For the last 20 years, an annual average of 1.4 million square feet of office space was delivered.

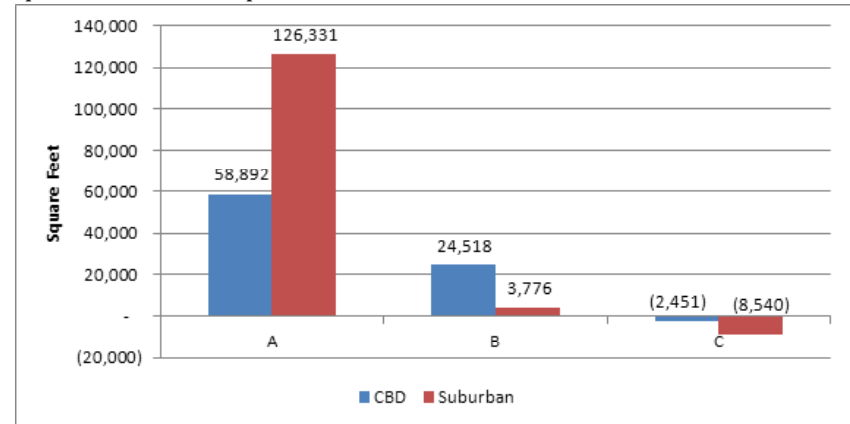


Figure 20: Net Absorption by Class, CBD and Suburban Market Fourth Quarter 2011
Source: XCeligent, Fourth Quarter 2011 Report

The following figure shows the space available during the next two quarters of 2012. The combined space available for the second half of 2012 is 470,000 square feet.

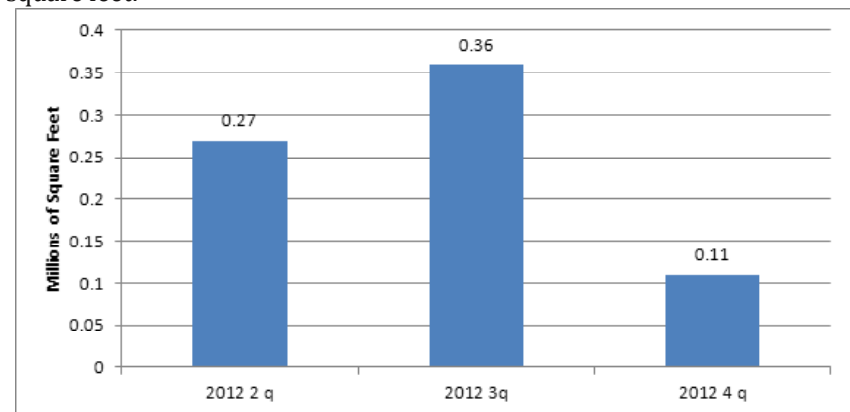


Figure 21: Future Space Available through Third Quarter 2012
Source: CoStar Property

The figure below shows the housing opportunity index (HOI) for the Nashville MSA from 1991 to 2003. Data from the National Association of Home Builders (NAHB) beyond 2003 was unavailable for Nashville. The HOI represents the percent of homes sold in a region that would be affordable to a family earning the local median income. The last reported HOI was approximately 83 percent.

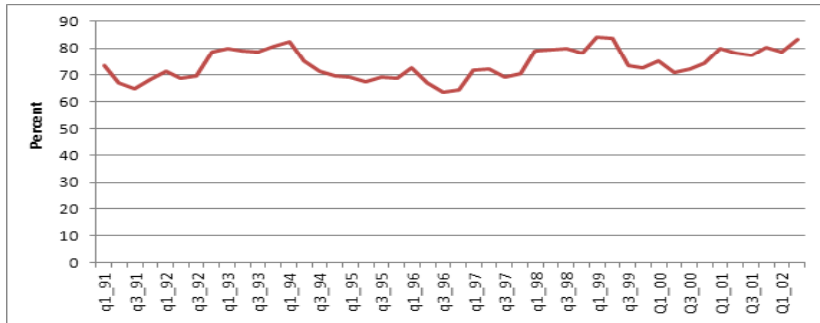


Figure 22: Housing Opportunity Index for Nashville MSA (1991 to 2003)
Source: NAHB

Land Use and Assessed Property Values

The “Fairgrounds Area” in the table below represents the defined Fairground study area, and the “Natural Impact Area” represents the secondary impact area of the Fairgrounds redevelopment. The residential, retail, office, industrial, and institutional building space and assessed value of this real estate is show in Table 9. In addition, total acreage by use is provided.

The largest category of space for the Fairgrounds is industrial (3 million SF), followed by residential (1.3 million SF) and office (1 million SF). The retail real estate property represents 15 percent of the total commercial space in the Fairgrounds Area. By acreage, most of the land is residential, according to the assessor data. There are more than 200 acres in the Fairgrounds Area and 246 acres when the boundary is extended to the Natural Impact Area. The FAR (floor to area ratio) based on the Fairgrounds Area data is 0.20 for office, 0.28 for retail, and 0.15 for residential.

		Fairgrounds Area	Natural Impact Area
Residential	SF	1,316,558	1,463,431
	Acreage	205.04	246.42
	Assessed Value	\$108,280,300	\$121,016,650
Retail	SF	178,628	178,628
	Acreage	14.85	14.85
	Assessed Value	\$7,673,198	\$7,673,198
Office	SF	1,006,767	1,049,274
	Acreage	114.17	118.60
	Assessed Value	\$39,340,000	\$41,476,900
Total Commercial	SF	1,185,395	1,227,902
	Acreage	129.02	133.45
	Assessed Value	\$47,013,198	\$49,150,098
Industrial	SF	3,052,770	3,296,316
	Acreage	186.29	216.65
	Assessed Value	\$74,224,000	\$81,889,600
Institutional	SF	81,229	81,229
	Acreage	156.95	156.95
	Assessed Value	\$1,194,692	\$1,194,692

Table 9: Land Use Data for the Fairgrounds and Natural Impact Area
Source: Court House Retrieval System. www.crsdata.com

American Community Survey Data

More than 47 percent of the residential properties within 5 miles of the Fairgrounds area are owner occupied, compared to the larger Nashville-Davidson Balance (Nashville for this report), which has an owner occupancy of 53.6 percent. There are relatively few vacant housing units in Nashville, only 33,292 according to 2010 Census data. Rental vacancy is seven percent in the area and homeowner vacancy is four percent, based on the data. The following table shows the number of housing units that are occupied, versus vacant.

Housing Units	Number of Units
Occupied	240,618
Vacant	33,292
Total	273,910

Table 10: Housing Units 2010 for Nashville-Davidson Balance
Source: 2010 Census

In the Nashville-Davidson balance, there are 128,981 owner occupied housing units representing 47 percent of the housing units. While the share of renters is also high, 14 percent of all housing units are vacant.

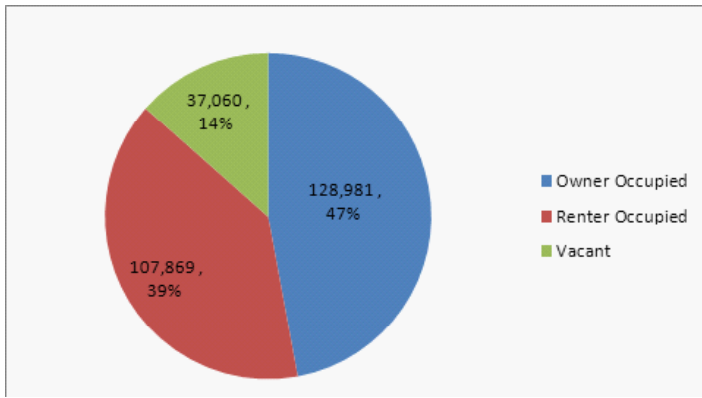


Figure 23: Owner and Renter Occupied Housing Units Nashville-Davidson Balance
Source: 2010 Census

Property Tax Rates

The Nashville Metropolitan Council sets the property tax rate. The 2011 tax rate for the Urban Services District is \$4.13 and \$3.56 for the General Services District per thousand. Residential property tax is assessed on 25 percent of the appraised value, and commercial property tax is 40 percent of the total appraised value. Within Davidson County there are 25,939 parcels of commercial property and 202,729 residential parcels of which there are 8,554 parcels that are tax exempt.

Building Permits and Sales

The building permit data in the figure below shows the gradual decline of building permits for new residential housing for the Nashville MSA from 2004 to 2011. The decline in the national housing market and economic recession hit the Nashville MSA's housing market hard, where from its peak in 2005 to 2009 the number of new permits issued declined by 70 percent.

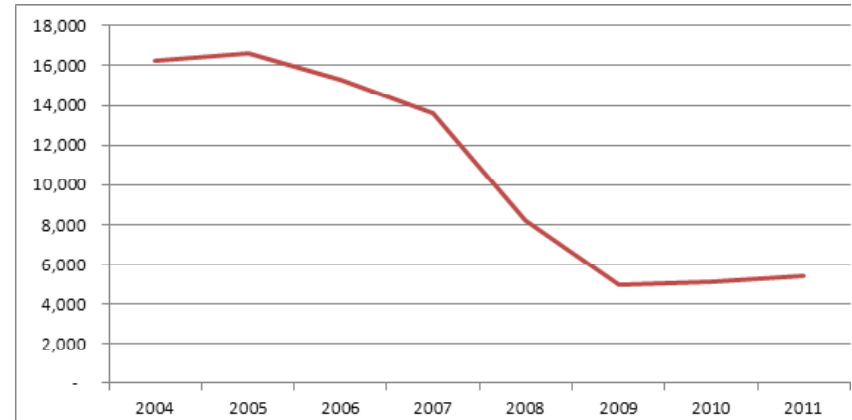


Figure 24: Building Permits for New Residential Housing Units for Nashville MSA
Source: US Census

Residential Space

As shown in the table below, the closing prices of condominiums are within 95 percent of the original average listing prices, while prices for residential homes are coming in at almost 93 percent. The average condominium closing price is 46 percent of the average residential home in Nashville.

	Count	Average Listing Price (LP)	Average Closing Price (CP)	%CP/LP
Condos - 12/2011				
Active Listings	559	\$248,187	n/a	n/a
New Listings	1705	\$232,516	n/a	n/a
Pended Listings	805	\$232,795	n/a	n/a
Closed Listings	761	n/a	\$223,727	95.9%
Condos - 04/2012				
Active Listings	452	\$237,061	n/a	n/a
New Listings	601	\$241,795	n/a	n/a
Pended Listings	289	\$243,524	n/a	n/a
Closed Listings	236	n/a	\$221,616	95.4%
Residential - 01/2012				
Active Listings	826	\$683,866	n/a	n/a
New Listings	285	\$542,567	n/a	n/a
Pended Listings	110	\$443,351	n/a	n/a
Closed Listings	88	n/a	\$481,554	92.6%

Table 11: Residential and Condominium Listings for 2011 and 2012

Retail Real Estate

As of the second quarter of 2012, the retail vacancy rate was 8.0 percent, an increase of 0.1 percentage-points from the year before. Average asking rents have increased over the past year, to \$16.45 per square foot in the second quarter of 2012 from \$15.55 a year earlier.

Quarter	Buildings	Inventory SF	Direct Vacant	Vacancy Rate	Vacancy Rate	Current Quarter	absorption YTD SF	Asking Price
Q2.12	492	22,973,364	1,837,704	8.00%	0.80%	-53,290	-201,898	\$16.45
Q1.12	491	22,930,164	1,866,124	8.10%	0.40%	-144,832	-148,608	\$15.86
Q4.11	491	22,930,164	1,721,292	7.50%	0.40%	90,263	90,263	\$15.79
Q3.11	491	22,930,164	1,811,555	7.90%	0.40%	1,041	39,022	\$15.72
Q2.11	491	22,930,164	1,812,596	7.90%	0.60%	27,718	32,465	\$15.55

Table 12: Retail Market Comparison by Quarter, 2nd Quarter 2011 - 2nd Quarter 2012
Source: Colliers Retail market Report, 1st Quarter 2012

As shown in Table 13, retail vacancy the first part of this year was highest in Strip Centers at 10.3 percent. Neighborhood Centers, which sell convenience goods and personal services for residents of the immediate neighborhood also experienced relatively high vacancy, 9.3 percent. Super Regional Centers, which provide general merchandise, apparel, furniture, and home furnishings, reported the lowest vacancy among retailers, 1.2 percent. Dominated by large anchor stores, Power Centers also experienced very low vacancy rates, 1.4 percent during the first part of 2012.

Building Type	Buildings	Total Inventory SF	Direct Vacant	Direct Vacancy Rate	Sublease Vacancy Rate	Net Absorption Current QTR	Net Absorption YTD SF
Big Box	111	9,008,849	277,344	3.1%	0.9%	0	0
Community Ctr	39	8,904,447	705,308	7.9%	0.0%	-54,482	-54,482
Conv/Strip Ctr	285	5,080,770	525,197	10.3%	0.2%	33,613	33,613
Neighborhood Ctr	244	16,146,551	1,495,644	9.3%	0.2%	-90,949	-90,949
Power Ctr	9	3,130,559	43,492	1.4%	0.0%	2,847	2,847
Regional Ctr	1	594,896	20,029	3.4%	0.0%	0	0
Super Reg Ctr	8	5,891,988	69,453	1.2%	0.0%	5,203	5,203

Table 13: Retail Market Comparison by Building Type, 1st Quarter 2012
Source: Colliers Retail market Report, 1st Quarter 2012

The figure below shows the submarkets in the Nashville area that are discussed in this section of the existing conditions assessment.

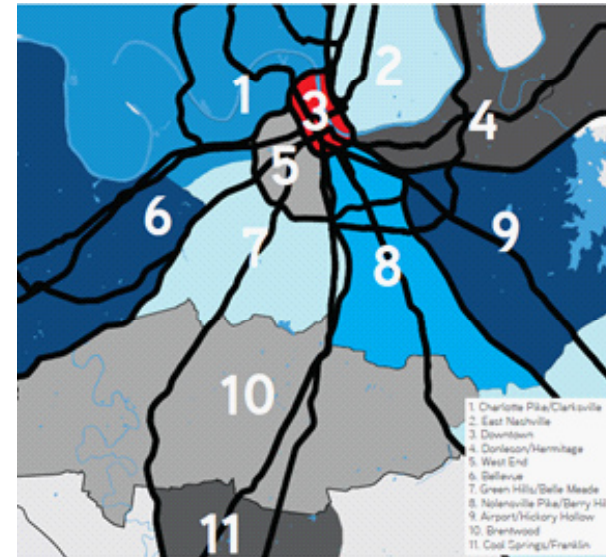


Figure 25: Colliers Retail Submarkets in Nashville Area
Source: Colliers Retail market Report, 2nd Quarter 2012

The Green Hills (Music Row) has the highest average asking price per SF and a vacancy rate of 5.8 percent, below the MSAs average vacancy rate of 8.0 percent. Downtown Nashville's vacancy rate is greater than the total MSA, but has a positive net absorption rate. The total region has a negative net absorption for the current year.

Submarket	Bldgs.	Total Inventory SF	Direct Vacant SF	Direct Vacancy Rate	Sublease Vacancy Rate	Net Absorption Current QTR SF	Net Absorption YTD SF	Avg Asking Rate
Cool Springs	94	4,366,043	371,152	8.50%	0.90%	14,127	16,036	\$20.09
Downtown/West End	19	569,298	47,624	8.40%	0.00%	2,878	1,834	\$19.95
Green Hills/Belle Meade	38	1,350,199	78,717	5.80%	0.10%	5,853	4,362	\$23.70
Total	492	22,973,364	1,837,704	8.00%	0.80%	-53,290	-201,898	\$16.45

Table 14: Select Retail Market Submarket Comparisons, 2nd Quarter 2012
Source: Colliers Retail market Report, 2nd Quarter 2012