
ORDINANCE NO. 2016-23

AUTHORIZING THE CREATION OF THE BALLPARK VILLAGE MUNICIPAL IMPROVEMENT DISTRICT; PROVIDING FOR THE FINANCING OF IMPROVEMENTS WITHIN THE BALLPARK VILLAGE MUNICIPAL IMPROVEMENT DISTRICT BY ASSESSMENT, ISSUANCE OF BONDS, OR OTHER REVENUES AS HEREIN DESCRIBED; APPROVING AN ASSESSMENT ROLL AND THE SENDING OF A NOTICE OF SUCH ASSESSMENT TO PROPERTY OWNERS; AND OTHER MATTERS RELATING THERETO.

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF NORTH AUGUSTA, SOUTH CAROLINA, AS FOLLOWS:

Section 1. Findings.

The City Council (“City Council”) of the City of North Augusta, South Carolina (the “City”), hereby finds and determines:

(a) The City is an incorporated municipality located in Aiken County, and as such possesses all powers granted to municipalities by the Constitution and general laws of the State of South Carolina.

(b) Pursuant to Title 5, Chapter 37, Code of Laws of South Carolina 1976, as amended (the “Act”), governing bodies of the municipalities of the State of South Carolina (the “State”) are authorized to acquire, own, construct, establish, install, enlarge, improve, expand, operate, maintain and repair, and sell, lease and otherwise dispose of any improvement and to finance such acquisition, construction, establishment, installation, enlargement, improvement, expansion, operation, maintenance and repair, in whole or in part, by the imposition of assessments in accordance with the Act, by special district bonds, by general obligation bonds of the municipality, by revenue bonds of the municipality, or from general revenues from any source not restricted from such use by law, or by any combination of such funding sources.

(c) As set forth in a resolution of the City dated October 10, 2016 (the “Resolution”), the City has caused to be prepared an “improvement plan” (within the meaning of Section 5-37-20(4) of the Act), entitled: “City of North Augusta, South Carolina, Improvement Plan for the Ballpark Village Municipal Improvement District” (the “Improvement Plan”), which Improvement Plan describes the improvements and other matters affecting the Ballpark Village Municipal Improvement District (the “Improvement District”), which constitutes an “improvement district” (within the meaning of Section 5-37-20(3) of the Act). Copies of the final Improvement Plan attached hereto as Exhibit C, reflecting the consideration of City Council and public input, are available for review at the office of the City Clerk, located at 100 Georgia Avenue, North Augusta, South Carolina 29841. The Improvement Plan contemplates the construction of certain public improvements within or benefiting the Improvement District as more particularly described therein (collectively, the “Improvements”) which constitute “improvements” within the meaning of Section 5-37-20(2) of the Act.

(d) Greenstone Hammond’s Ferry, LLC, a South Carolina limited liability company (the “Property Owner”), has consented to the establishment of the Improvement District. The area to be included within the Improvement District consists of the area generally bound by the Savannah River to the south, Georgia Avenue to the east, the brick ponds to the north and Hammond’s Ferry subdivision to the west, including, but not limited to, the parcels of real property as described in Table A of the Improvement Plan attached as Exhibit C. The City Council has been informed and believes that all of the real property comprising the Improvement District is presently owned by the Property Owner or the City.

(e) The Property Owner has agreed, and the City Council determined after due investigation and study, that any portion of the Improvements located outside of the boundaries of the Improvement District will confer a benefit on property inside the Improvement District or is necessary to make improvements within the Improvement District effective for the benefit of property inside the Improvement District.

(f) Pursuant to Section 5-37-50 of the Act and the provisions of the Resolution, a public hearing concerning the Resolution was held on November 1, 2016, which date was neither sooner than 20 days nor more than 40 days following the adoption of the Resolution and neither less than ten days nor more than 120 days before the final reading and passage of this Ordinance.

(g) Pursuant to Section 5-37-60 of the Act, the entire text of the Resolution was published once a week for two successive weeks in *The Aiken Standard* or another newspaper of general circulation in the City. The last date of publication was not less than ten days prior to the date of the public hearing concerning the Resolution.

(h) The Improvement Plan sets forth a proposed plan to effect public improvements in the Improvement District, which is comprised of the approximately 35 acre former industrial site that has deteriorated and is overcome with vegetation and ruins, which is generally bounded by the Savannah River to the south, Georgia Avenue to the east, the brick ponds to the north and Hammond's Ferry subdivision to the west and includes those portions of Center Street and Railroad Avenue within such area. The Improvements are necessary for the City to provide essential services to the Improvement District, in order to ensure public health and safety, to preserve property values, and to promote a stable and viable tax base. The City has determined that the program of development proposed by the Property Owner for the Improvement District is consistent with the City's comprehensive land use plan and will further the health, safety, welfare and economic well-being of the City and its residents through provision of acceptable levels of service, including roads, drainage, sanitary sewer service and potable water.

(i) Pursuant to Section 5-37-40 of the Act, the City Council hereby further finds that: (1) the Improvements will be beneficial within the Improvement District, (2) the Improvements will preserve or increase property values within the Improvement District, (3) the Improvements are likely to encourage development in the Improvement District, (4) the general welfare and tax base of the City will be maintained or likely improved by the creation of the Improvement District, (5) it would be fair and equitable to finance all or part of the cost of the Improvements by an assessment upon the real property located within the Improvement District, and (6) a written consent for the creation of the Improvement District from the Property Owner, whose property composes the entirety of the real property within the Improvement District, has been obtained. Notwithstanding the above, and for the avoidance of doubt, the City finds that because the Improvement District is located fully within a redevelopment project area created pursuant to Chapter 6, Title 31 of the Code of Laws of South Carolina 1976, as amended (such redevelopment project area having been created by Ordinance No. 96-10, as amended by Ordinance 2013-19 (the "TIF District")), that the provisions of Section 5-37-40(A) of the Act have been satisfied.

(j) The basis and methodology of the assessment on all real property in the Improvement District other than property constituting the Improvements (the "Assessment"), as set forth in the Report on the Reasonable Basis of Assessments, attached hereto as Exhibit A (the "Assessment Report"), is based upon the expected assessed value of the development uses to be constructed within the Improvement District and other considerations, all of which fairly reflects the advantage derived by and relative value to the parcel from the Improvements. City Council hereby determines that such basis for the Assessment is appropriate and included in the authorized methods set forth in Section 5-37-20(1) of the Act. The Assessment Report may be altered or amended by City Council ordinance pursuant to the hearings and the final City Council meeting referenced in Section 5 below.

(k) The Improvements may be paid for or financed by the City through: (1) the issuance of assessment bonds or other borrowings in one or more series (the "MID Bonds"), secured by and to

be paid from the Assessments, so as to provide funds, inter alia, to pay the costs of acquiring, equipping, and constructing the Improvements, interest coming due on the MID Bonds, funding debt service reserves for the MID Bonds, and paying the costs incurred in connection with the authorization, issuance and sale of the MID Bonds; (2) the issuance of tax increment revenue bonds or other borrowings (the "TIF Bonds"), secured by and to be serviced from certain *ad valorem* taxes derived from the TIF District and deposited to a special tax allocation fund (the "Pledged Incremental Revenues") established pursuant to Title 31, Chapter 6, Code of Laws of South Carolina 1976, as amended, and from the Assessments, so as to provide funds, inter alia, to pay the costs of acquiring, equipping and constructing the Improvements, related financing costs, and paying the costs incurred in connection with the authorization, issuance and sale of the TIF Bonds; (3) a borrowing by a nonprofit corporation on behalf of the City payable from legally available sources, including Assessments and Pledged Incremental Revenues, to pay for the Improvements as acquisition payments under such structure; and (4) direct use of Assessments, Pledged Incremental Revenues, and private sources to pay for the Improvements.

(1) The cost of the acquisition, construction and equipping of the Improvements to be funded from direct use of Assessments, the proceeds of any borrowing, and other legally available funds is anticipated to be \$59,800,000.

Section 2. Establishment of Improvement District.

The Improvement District as described above and more fully in the Improvement Plan is hereby created and the implementation of the Improvement Plan is hereby authorized.

Section 3. Financing of Improvements.

(a) It is anticipated that the approximately \$59,800,000 in costs of the Improvements will be paid for through the use of one or more of the following sources: Assessments, Pledged Incremental Revenues, MID Bonds, TIF Bonds, available Funds of the City, private sources, and other borrowings. The principal amount of any MID Bonds or TIF Bonds issued to pay for Improvements may exceed the anticipated cost of the Improvements financed thereby to include sums sufficient to pay costs of issuance, capitalized interest and any debt service reserve funds. The City may utilize any other legally available funding sources to finance the cost of the Improvements and to pay debt service on the MID Bonds and TIF Bonds. It is explicitly stated that the cost of financing the anticipated \$59,800,000 of Improvements through a bond issuance, installment purchase financing, or other borrowing will require sums in addition to \$59,800,000 to pay debt service as well as costs of issuance, capitalized interest and any debt service reserve funds.

(b) Any issuance of MID Bonds or TIF Bonds by the City to pay for Improvements shall be subject to: (i) approval by separate ordinances to be enacted by the City Council; (ii) further agreements to be entered into between the City and the Property Owner; (iii) favorable financing terms, as determined by the City in its sole discretion; and (iv) written assurance that the Property Owner, or any successors at the time of consideration of the issuance of the MID Bonds or TIF Bonds, will undertake sufficient private development in the Improvement District to justify the City's financing of an acceptable amount of Improvements in the Improvement District, as determined by the City in its sole discretion.

Section 4. Approval of Assessments and of Assessment Roll.

The Assessment Roll, including the Rate and Method of Apportionment of Assessments as Appendix A to the Assessment Roll, attached hereto as Exhibit B and incorporated herein by

reference (the "Assessment Roll") and the Assessment reflected therein are hereby approved and shall be the basis for the actual Assessment on each parcel of property listed thereon if not altered or amended by City Council ordinance pursuant to the hearings and the final City Council meeting referenced in Section 5 below.

Section 5. Hearing of Objections to Assessment Roll.

(a) The City Administrator is hereby authorized and directed to publish notice of completion of the Assessment Roll at least once in *The Aiken Standard* or another newspaper of general circulation in the City, setting forth a description in general terms of the Improvements, and stating the time and place fixed for the hearing of objections in respect to the Assessment and that a property owner who fails to file with the City Council a written objection to the Assessment against his property before such hearing shall be deemed to have consented thereto. The hearing of objections to the Assessment shall be set by the City Administrator in accordance with the Act.

(b) All persons who file written objections to the Assessment Roll within the time prescribed shall have an opportunity to appear either in person or by their attorney at the hearing held by the City Council for such purposes, but the final decision on each objection shall be made by a vote of the City Council at a public session thereof. At the session(s) held to make a final decision on the objections, City Council may make such corrections to the Assessment Roll as it deems proper and confirm the same or set it aside and provide for a new Assessment.

(c) Whenever City Council shall confirm an Assessment, either as originally prepared or as thereafter corrected, a copy thereof shall be certified by the City Clerk of the City and filed in the office of the Clerk of Court for Aiken County, South Carolina, and from the time of filing the Assessment impressed in the Assessment Roll constitutes and is a lien on the real property against which it is assessed superior to all other liens and encumbrances, except the lien for property taxes, and must be annually assessed and collected with the property taxes on such real property.

(d) Should no person file a written objection to the Assessment Roll within the time prescribed and should 100% of the property owners in the Improvement District consent to the Assessment after notice provided in this Section 5, the City Administrator shall not be required to hold said hearing.

Section 6. Notice of Assessment Roll.

The City Administrator is hereby authorized and directed to cause in the name and on behalf of the City Council to be mailed, as soon as practicable but prior to the publication of notice of completion of the Assessment Roll pursuant to Section 5, by registered or certified mail, return receipt requested, to the owner or owners of each lot or parcel of land against which the Assessment is to be levied, at the address appearing on the records of the City, a notice stating the nature of the Improvements, the total proposed cost thereof, the amount to be assessed against the particular property and the basis upon which the Assessment is made, together with the terms and conditions upon which the Assessment may be paid. The notice must contain a brief description of the particular property involved, together with a statement that the amount assessed constitutes a lien against the property superior to all other liens except property taxes. The notice also must state the time and place fixed for the hearing of objections in respect to the Assessment contemplated by Section 5(a) hereof. A property owner who fails to file with the City Council a written objection to the Assessment against his property before such hearing takes place shall be considered to have consented to the Assessment, and the notices published pursuant to Section 5(a) and sent pursuant to this Section 6 shall so state.

Section 7. Publication of Ordinance.

Pursuant to the provisions of Section 5-37-100 of the Act, this Ordinance shall be published in *The Aiken Standard* which shall constitute the publication required by said Section 5-37-100.

Section 8. Invalidity of Sections, Paragraphs, Clauses or Provisions.

If any section, paragraph, clause or provision of this Ordinance is held invalid or unenforceable under any circumstances, such holding shall not affect the validity or enforceability thereof under other circumstances or the validity or enforceability of this Ordinance as a whole or of any other section, paragraph, clause or provision of this Ordinance.

Section 9. Repeal of Conflicting or Inconsistent Provisions of Ordinance; Effective Date.

All orders, resolutions, ordinances and parts thereof, procedural or otherwise, in conflict herewith are hereby repealed, to the extent of such conflict, and this Ordinance shall take effect and be in full force from and after the seventh day after this Ordinance has been published in accordance with Section 5-37-100 of the Act.

[Execution Page Follows]

**DONE, RATIFIED AND ADOPTED BY THE MAYOR AND CITY COUNCIL OF
THE CITY OF NORTH AUGUSTA, SOUTH CAROLINA ON THIS 6TH DAY OF
FEBRUARY, 2017.**

(SEAL)

Lark W. Jones, Mayor

ATTEST:

Donna B. Young, City Clerk

First Reading: October 17, 2016
Public Hearing: November 1, 2016
Second Reading: January 17, 2017
Third Reading: February 6, 2017

Exhibit A

Assessment Report

**BALLPARK VILLAGE SPECIAL ASSESSMENT DISTRICT
CITY OF NORTH AUGUSTA, SOUTH CAROLINA**

REPORT ON THE REASONABLE BASIS OF THE SPECIAL ASSESSMENT

Prepared By:

MuniCap, Inc.

February 3, 2017

**BALLPARK VILLAGE ASSESSMENT DISTRICT
CITY OF NORTH AUGUSTA, SOUTH CAROLINA**

REPORT ON THE REASONABLE BASIS OF THE SPECIAL ASSESSMENT

Introduction and Purpose of Report

The Ballpark Village Special Improvement District (the “District”) is being created to provide public improvements (the “Improvements”), within the geographic boundaries of the District. The Improvements will provide a special benefit to the real property owners in the District. The Improvements are being provided as set forth in the Improvement Plan for the Ballpark Village Municipal Improvement District (the “Improvement Plan”), described by a resolution of the City Council of North Augusta, South Carolina on October 10, 2016, and approved by ordinance enacted on February 6, 2017.

Pursuant to Title 31, Chapter 6 of the Code of Laws of South Carolina 1976, as amended (the “TIF Act”), the City of North Augusta (the “City”) is expected to borrow funds (hereinafter referred to as “Borrowing” or “Borrowings”) to fund a portion of the costs of the Improvements, which includes costs related to the Borrowings such as issuance costs and interest during construction and for a period after construction. The City will impose a special assessment (the “Special Assessment”) for a portion of costs of the Improvements and administrative expenses related to the District on the real property within the District.

As more fully explained below, the City will impose the Special Assessment on the real property in the District in an amount that is 1) equal to the estimated tax increment finance revenue from the District and 2) less than the estimated value of the benefits received from the Improvements.

This report describes the real property in the District, the Improvements expected to be provided, the expected funding of the Improvements and the Special Assessment to be imposed.

Pursuant to the provisions of the Rate and Method of Apportionment of Assessment for the District (the “Rate and Method of Apportionment of Assessment”), to be approved in conjunction with this report, the Special Assessment will be collected each year as needed to provide funds for the payment of debt service on the Borrowings, the cost of administration of the District and other costs related to the Borrowings. Alternatively, a property owner may pay the Special Assessment imposed on a parcel in full at any time without penalty.

The District is being created and the Special Assessment is being levied pursuant to the Municipal Improvements Act of 1999 (S. C. Code Section 5-37-10, *et seq.* and, as amended from time to time, (the “Act”). The Act provides that the costs of Improvements provided by the District may be assessed in a manner prescribed by the City upon real property benefited by such Improvements. This report explains the method of allocating the Special Assessment to the real property in the District for the Improvements to reflect the benefit provided by the Improvements.

Undefined terms used herein shall have the meanings given to such terms in the Rate and

Method of Apportionment of Assessment.

Description of the Ballpark Village Improvement District and Proposed Land Uses

The real property included within the District is located in the City. The District is generally bound by the Savannah River to the south, Georgia Avenue to the east, the brick ponds to the north and Hammond’s Ferry subdivision to the west, including, but not limited to, the parcels of real property as described in Table A below, and those portions of Center Street and Railroad Avenue adjacent to such parcels, as applicable. More particularly, the Improvement District includes a total of five separate parcels of property, including four parcels owned by the City (one of which is a portion of Railroad Avenue) and one parcel owned by a private company, as well as a publicly-owned right-of-way amidst the five separate parcels, as further indicated in Table A below.

All of the real property comprising the District is currently owned in fee simple by either Greenstone Hammonds Ferry, LLC (the “Developer”), the City or the South Carolina Department of Transportation. Such real property consists of approximately 35.41 gross acres.

Table A
Ballpark Village Improvement District Parcels and Total Acreage

Parcels	Owner	Description	Approximate Acres
007-17-02-001	Greenstone Hammond’s Ferry, LLC	Portions of each aggregate to total acreage.	29.24
007-18-05-001, 007-13-01-007, 007-17-01-001, 007-13-10-002, N/A	City of North Augusta	Portions of each and certain right of way aggregate to total acreage.	6.03
N/A	South Carolina Department of Transportation	Portion; alongside Georgia Avenue	0.14
Total			35.41

It is anticipated that the Developer (and/or any future owners of the real property in the District or portions thereof) will develop the property located within the District in accordance with a development agreement between Developer, Ackerman Greenstone North Augusta, LLC (the “Hotel Developer”), an expected user of the real property in the District and the City (collectively, the “DA Parties”), which was approved by the City Council of the City of North Augusta on January 30, 2017, as amended from time to time (the “Development Agreement”).

The Development Agreement governs the allowable land uses for the real property within the District. Overall, the Development Agreement contemplates the creation of a mixed-use, master-planned community within the District.

The DA Parties' current expectations for privately owned development uses within the District are shown in **Table B** below and are allowed according to the Development Agreement.

Table B
Estimated Development Uses

Expected Use	Expected Quantity
<u>Residential</u>	<u>Units</u>
Detached single family	12
Age restricted	168
For rent apartments	280
For sale attached	27
For rent apartments in mixed use building	32
<u>Commercial</u>	<u>Square Feet</u>
Retail / restaurant	39,700
Fitness	13,000
Office	72,000
	<u>Spaces</u>
Parking garage	590
	<u>Rooms</u>
Hotel	175

Notwithstanding the foregoing, it is understood that development uses other than the types and amounts shown in Table B above may occur as a result of market demand or changes in the development plans. Any such deviation will nevertheless be consistent with the requirements of the Development Agreement.

Proposed Public Improvements

As noted above, the Improvements have been identified in the Improvement Plan, enacted by ordinance by City of North Augusta Council on February 6, 2017. The Improvements identified in the Improvement Plan, specified in Table C below, represent public improvements that are expected to provide a special benefit to the real property in the District.

Table C
Improvements and Estimated Costs

Improvement	Estimated Cost
Baseball stadium and related facilities	\$40,300,000
Parking facilities	\$7,000,000
Conference center	\$8,000,000
Horizontal infrastructure	\$3,500,000
Parks and greenspace	\$1,000,000
Total	\$59,800,000

The Improvements are an integrated system of public improvements, with each component being a part of the system. In general, the Improvements complement each other, providing a capacity and or use for the other Improvements. Additionally, each of the Improvements provides benefit for multiple, private development uses. The Improvements and the collection of private development uses (specified in Table B above) are each integrated components of a multi-faceted mixed use development plan that works on account of the complimentary nature of the Improvements and the private development uses. As a result, all of the real property within the District shall receive a general benefit from the collection of Improvements. Consistent with this determination and appropriate for Improvements that work as a system, the Special Assessment will be allocated generally across all the real property in the District, as opposed to allocating the Special Assessment in a manner that attempt to link specific Improvements to specific real property parcels.

The Improvements are expected to be built prior to and during the construction of the proposed Ballpark Village development. The Improvements to be provided may vary as circumstances warrant, but will be similar to those described herein and will provide a similar benefit to the real property in the District.

As indicated in the Improvement Plan and above, the estimated cost of the Improvements is approximately \$59,800,000; the actual costs of the Improvements will likely vary from this estimate.

In addition to the Improvements specified in Table C above, other public improvements that provide a benefit to the real property in the District may be constructed within the District. The use of the Improvements will not be restricted to owners or tenants thereof of the real property District.

Funding for the Improvements

The City desires to fund the Improvements from a variety of sources, including but not limited to tax increment revenues from private development within the District. To meet this goal, the City intends to fund the Improvements from a variety of sources, including but not limited to, available City funds, contributions from both the Developer and Greenjackets Baseball LLC, and a Borrowing that is estimated to produce approximately \$43,000,000 in net proceeds to be utilized

to fund the Improvements.

To meet the goals specified above, the City intends to issue a Borrowing in 2017. The specifics of the actual Borrowing may vary depending on various factors.

The Borrowing is anticipated to be repaid over a 32 year term. The debt service schedule for the Borrowing will be determined at the times of issuance.

As indicated above, the City estimates that the Borrowing will generate approximately \$43,000,000 in net proceeds to fund the Improvements, as shown in Table C below. The estimated initial Borrowing assumes an interest rate of 5.41 percent.

Table C
Estimated Issuance of the Initial Borrowing

Sources of funds:	
Bond proceeds	\$46,800,000
Total sources of funds	\$46,800,000
Uses of funds:	
Public improvement costs	\$43,000,000
Issuance costs	\$600,000
Capitalized interest	\$3,200,000
Total use of funds	\$46,800,000

The actual issuance of the Borrowing will vary from these estimates depending on the interest rate on the Borrowing, the date that the Borrowing is issued, the cost of issuing the Borrowing and other factors.

The issuance costs line item in the table above includes an estimate for various costs, including legal fees, financial consulting fees, cost of studies, the set-up and first year's fee of the trustee its counsel, City expenses, document printing costs, and other miscellaneous costs related to the issuance of the Borrowing.

Capitalized interest is expected to help fund the interest on the Borrowing. Capitalized interest allows time for the anticipated revenues, including the real property tax revenues from the expected private development uses at the District, to become available for the payment of debt service on the Borrowing.

The City intends to repay the Borrowing from a variety of revenue sources, including but not limited to:

- Tax increment finance revenues from the real property in the District (the District is within the Project Jackson Redevelopment District); as further explained below, to the extent that the tax increment finance revenues from the real property in the District are less than estimated, special assessment fees will be billed for the shortfall and utilized to repay the Borrowings;

- Tax increment finance revenues from real property outside of the District but still within the Project Jackson Redevelopment District;
- Parking revenues from the to be constructed public parking garage facility;
- Hospitality tax revenues;
- Accommodations tax revenues;
- Various revenues from the baseball stadium;
- Other revenues.

To fund the anticipated debt service on the expected Borrowing, all of the revenue sources listed above are expected to be necessary; no single source of revenue (including the tax increment finance revenue from the District) is great enough to fully fund the Borrowing or fully pay for the Improvements.

As indicated above, the estimated tax increment finance revenues from the District (the “Estimated District TIF Revenues”) represents a portion of the revenues that are estimated to be needed by the City to pay the estimated debt service on the proposed Borrowing (including specific amounts of principal and interest due each year), and thus the receipt of this revenue is critical to the repayment of the Borrowings. Among other factors, delays in the construction of or reductions in the quantity of the expected private development uses within the District would negatively impact the quantity of the tax revenues available for the repayment of the proposed Borrowing. In order to minimize the risk from both potential delays in or reductions to the construction of the private development uses, which is necessary for the City to be able to execute the proposed Borrowing and thus fund the Improvements, the City is imposing the Special Assessment on the real property in the District, with the approval of the Developer and other DA Parties (as evidenced by the Development Agreement). In order to add certainty to the receipt of the Estimated District TIF Revenues, the Special Assessment will be imposed and structured to help ensure the receipt of the amount of the Estimated District TIF Revenues (all as more fully explained below). Therefore, and as is intended, the Special Assessment will allow the future tax revenues from the real property in the District to be used to help fund the upfront costs of the Improvements, and more generally, is a critical component in the City’s ability to execute its plan to provide all of the Improvements.

The Special Assessments have no bearing or effect on the other revenue sources that will also be utilized to repay the Borrowing.

Determination and Reasonable Basis of the Special Assessment

The determination and reasonable basis for the Special Assessment levied in the District is based on the following:

- (i) The Improvements will provide a peculiar and special benefit to the real property in the District; and
- (ii) The Special Assessment is being levied at an amount that equals the Estimated District TIF Revenues, which are a **partial** source of the funding for the Improvements; and
- (iii) The expected benefit from the Improvements equals the cost of the Improvements; and

February 3, 2017

- (iv) The expected benefit from the Improvements equals or exceeds the cost of the Special Assessment; and
- (v) The allocation methodology of the Special Assessment to parcels of real property within the District is an appropriate allocation of the costs of the Special Assessments amongst the real property in the District and reasonably reflects the benefit each Parcel receives from the Improvements.

The remainder of this report explains how the levy of the Special Assessment, as well as the allocation of the Special Assessment upon parcel subdivisions and the annual billing of the Special Assessment (both performed pursuant to the Rate and Method of Apportionment of Special Assessment), are consistent with the concepts noted above.

Special Benefit from the Improvements

The real property in the District will receive a peculiar and special benefit from the Improvements to be provided by the District. The Improvements will be located in the District and are provided specifically to enhance the real property in the District and complement the expected private development uses. The Improvements are being provided in order to make the District an attractive place to live, visit, work and play. As detailed above and more fully in the Improvement Plan, among other benefits, the Improvements will provide publicly owned and publicly used recreational facilities, parking, transportation and connectivity assets in the District.

Many of the Improvements are required for the proposed development of the District. Additionally, on account of its proximity to the Improvements, the real property in the District will utilize many of the Improvements with greater ease and thus receive a greater benefit than real property outside of the District. Accordingly, the Improvements to be funded by Special Assessment provide a peculiar and special benefit to the real property in the District.

Amount of Special Assessment

As indicated above, the Special Assessments are being imposed in order to help ensure that the Estimated District TIF Revenues will be available help fund the costs of the Improvements. In particular, the Special Assessments are necessary to help increase the likelihood that the City will receive revenues from the real property in the District that are at least equal to the Estimated District TIF Revenues, which is critical to the City's ability to borrow funds for the Improvements. To meet this purpose, the Special Assessments are being imposed in an amount that equals the Estimated District TIF Revenues.

The calculation of the Estimated District TIF Revenues, and thus the amount of the Special Assessment, is based primarily on the following:

- Type and quantity of the expected development uses, as shown in Table B above, as provided by the Developer and Hotel Developer, and recorded in the Development Agreement;
- The estimated construction schedule of development uses, as provided by the Developer and Hotel Developer, and recorded in the Development Agreement;
- Estimated taxable value of the completed development uses, as provided by the Developer

- and Hotel Developer, and recorded in the Development Agreement;
- Expectation that parcel subdivisions will occur, as is typical in such development plans, and that the expected development uses will be located on independent parcels of real property and will generate independent real property tax revenues;
- Estimates of annual real property tax revenues, as provided by the City, based in part on the following: information provided by the Developer and Hotel Developer; real property tax rates and taxing formulas; and existing tax increment finance agreements (including agreements with Aiken County and the Aiken County School District), which will produce 30 years of tax increment revenues.
- Pursuant to the Rate and Method of Apportionment of Assessment, the calculation of the actual tax increment revenues from the parcels in the District which can be utilized for payment of the Borrowings will make no deductions for the base assessed value of the real property.

Table D below provides a summary of key assumptions and inputs that have been utilized in estimating the Estimated District TIF Revenues; the Estimated District TIF Revenues are shown in detail in **Exhibit A**.

Table D
Summary of Key Assumptions for the Estimated District TIF Revenues

Assumptions	
Completion of private development	Calendar Year 2018
Estimated total taxable value	\$104,361,415
<u>Millage rates</u>	
City millage rate	\$70.50
Aiken County millage rate	\$68.50
Aiken County School District millage rate	\$137.30
Real property value inflation	15% every 5 years
<u>Years of tax increment revenue contributions</u>	
City	30 years
Aiken County	30 years
Aiken County School District	15 years

The Special Assessment is being imposed to equal to the Estimated District TIF Revenues summarized in Table D above. Pursuant to the Rate and Method of Apportionment of Assessments, the annual assessment billing procedure will provide an annual credit to each parcel for the incremental real property tax revenues that the parcel produces each year (as further explained below and implemented through the Rate and Method of Apportionment of Assessments). This specific Special Assessment level is the amount that meets the goal of helping ensure the City's receipt of the Estimated District TIF Revenues without creating an obligation on a parcel in the

District other than it having to pay the amount of the Estimated District TIF Revenues. Consistent with the 30 year term of the Estimated District TIF Revenues described above, the Special Assessment is being imposed for a term of 30 years. The Special Assessment represents the maximum amount of special assessment fees that can be billed to the real property in the District. Additional information regarding the amount of the Special Assessment is provided in Table E and recorded in the Assessment Roll.

Table E
Special Assessment

Summary of Special Assessments	
	All Development Uses Combined
Total Special Assessment	\$48,388,246.15
First year (2020) Annual Assessment	\$1,591,276.75
Maximum Annual Assessment	\$2,230,731.31

Additionally, the Special Assessments are being imposed in a consistent manner with the distinct, **annual** estimates of tax increment revenues, which in total equal the Estimated District TIF Revenues. The estimated annual tax increment revenues for each specific development use vary by year over the term of the District on account of certain variables, including but not limited to: expected construction schedules; the tax increment finance agreements with the Aiken County School District; inflation estimates. As shown in the Assessment Roll, the Special Assessment is being imposed in distinct amounts in each Assessment Year; pursuant to the Rate and Method of Apportionment of Assessments, the Special Assessment will be allocated to parcels in distinct amounts in each Assessment Year.

The Benefit from the Improvements Relative to the Cost of the Assessments

The benefit from the Improvements is greater than or equal to the cost of the Special Assessment to the real property in the District. Multiple analyses, including but not limited to the following two, support this conclusion.

1 – Special Assessment Relates Only to a Portion of the Cost of the Improvements

As indicated above, the Improvements are being funded through the use of multiple sources of revenue. It is estimated that the Borrowings will produce \$43,000,000 of net proceeds to funds the Improvements. The remaining cost of the Improvements, estimated to be approximately \$16,800,000, are being funded by other sources, including but not limited to, direct contributions from the City and the Developer, as further indicated in Table F below.

Table F
Estimated, Approximate Source of Funds for Improvements

Sources of Funds	Estimated Contribution to Improvements
City TIF Borrowing	\$43,000,000
Other sources of funds:	
Existing tax increment revenues;	
Developer contributions;	
Contribution from Greenjackets Baseball LLC;	
Other contributions;	
Total other sources of funds	\$16,800,000
Total funding of Improvements	\$59,800,000

Additionally, the Estimated District TIF Revenues are just one of many sources of funds that will be used to fund the debt service on the Borrowing; other annual revenues, including but not limited to, other tax increment revenues, hospitality tax revenue and hotel accommodation tax revenues, will also be utilized to fund the annual debt service on the Borrowings, and thus indirectly fund the Improvements.

As indicated above, the Special Assessment is being set to equal the Estimated District TIF Revenues. In that 1) the Estimated District TIF Revenues are less than the total necessary to fully fund the Improvements (other revenue sources are needed and will be used, as shown in Table F and described above), and 2) the Special Assessment is being set to equal to the Estimated District TIF Revenues, then it follows that the Special Assessment is also less than the total necessary to fully fund the Improvements. Accordingly, the Special Assessment is a cost to the real property in the District that is **less than the cost** of the Improvements. Utilizing the reasonable assumption that the benefit of the Improvements is equal to the costs of the Improvements, one can conclude that the benefit from the Improvements is greater than the cost of the Special Assessments.

2 – Developer and Hotel Developer’s Approval of the Special Assessment

Through its approval of the Development Agreement and the execution of a consent letter, the Developer has approved the City’s imposition of the Special Assessment on the real property for the purpose of providing the Improvements. Through its approval of the Development Agreement, the Hotel Developer has approved the City’s imposition of the Special Assessment on the real property for the purpose of providing the Improvements. On account of the Developer and Hotel Developer’s approval of the Special Assessment (freely given through their approval of the Development Agreement), it is reasonable to conclude that the Developer and Hotel Developer believe that the benefits that are expected to result from the Improvements exceed the cost of Special Assessment (to the extent that the Developer or the Hotel Developer believed the cost of the Special Assessment exceeded the resulting benefits, these parties would not support the Special

Assessment).

In addition to the two analyses presented above, the conclusion that the benefit from the Improvements is greater than the costs of the Special Assessment is further supported by the structure of the annual billing of the Special Assessment (explained below and implemented through the Rate and Method of Apportionment of Assessment) through which the Special Assessment on a parcel of real property is reduced by the tax increment revenue generated by the parcel; the effect of this structure is that the effective cost of the Special Assessment is reduced.

In summary, the benefit to the real property in the District from the Improvements is equal to or greater than the Special Assessment imposed on the real property in the District.

Allocation of the Special Assessment

In order to facilitate the allocation of the Special Assessment as parcel sub-divisions occur (as expected and typical for such developments), ten different land use classes have been established in order to classify the Assessed Property within the District, as shown by Table G.

The Estimated District TIF Revenues from each land use class have been utilized to calculate an equivalent unit factor for each land use class (the equivalent unit factors represent the ratio of estimated real property tax revenue for each land use class). Table G below shows each land use class, its estimated real property tax revenue and the resulting equivalent unit factor.

Table G
Equivalent Unit Factors by Land Use Class Based on Estimated Tax Revenues

Land Use Class	Property Use	Estimated Ave. Annual Tax Revenue per Unit / 1,000 SF / Room / Parking Space	Equiv. Unit Factors (rounded)	
Land Use Class 1	Detached single family	\$3,169.20	1.00	Per Unit
Land Use Class 2	Age restricted residential	\$2,368.29	0.75	Per Unit
Land Use Class 3	For rent apartments	\$1,183.10	0.37	Per Unit
Land Use Class 4	For sale attached residential	\$1,186.13	0.37	Per Unit
Land Use Class 5	Apartments (mixed use)	\$2,797.54	0.88	Per Unit
Land Use Class 6	Hotel	\$2,121.98	0.67	Per room
Land Use Class 7	Retail / restaurant	\$2,580.41	0.81	Per 1,000 SF
Land Use Class 8	Office	\$1,853.42	0.58	Per 1,000 SF
Land Use Class 9	Parking garage	\$98.34	0.03	Per space
Land Use Class 10	Fitness	\$2,869.27	0.91	Per 1,000 SF

Upon the creation of new parcels through subdivisions, the Special Assessment will be

allocated to the resulting parcels on the basis of equivalent units. The calculation of equivalent units for each newly created parcel will be based on the actual or expected development on each parcel and the equivalent unit factors for each land use class that is expected.

Based on the expected development plan for the District as shown in Table B and the equivalent unit factors from Table G, there are a total of 500.45 equivalent units, as shown below in Table H.

TABLE H
Total Equivalent Units

Land Use Class	Property Use	Estimated Development	Equiv. Unit Factor	Total Equiv. Units
Land Use Class 1	Detached single family	12	1.00	12.00
Land Use Class 2	Age restricted residential	168	0.75	126.00
Land Use Class 3	For rent apartments	280	0.37	103.60
Land Use Class 4	For sale attached residential	27	0.37	9.99
Land Use Class 5	Apartments (mixed use)	32	0.88	28.16
Land Use Class 6	Hotel	175	0.67	117.25
Land Use Class 7	Retail / restaurant	39,700	0.81	32.16
Land Use Class 8	Office	72,000	0.58	41.76
Land Use Class 9	Parking garage	590	0.03	17.70
Land Use Class 10	Fitness	13,000	0.91	11.83
Total				500.45

Table I shows the derivation of the Special Assessment per equivalent unit based on the total Special Assessment of the District, as shown in Table E, and the number of equivalent units, as shown in Table H. Numbers shown in Table I below reflect rounding.

TABLE I
Special Assessment per Equivalent Unit

Total Special Assessment	\$48,388,246
Total Equivalent Units	500.45
Total Special Assessment per Equivalent Unit	\$96,690

Initially, the Special Assessment will be imposed on the single parcel owned by the Developer (specified in Table A above), as shown on the Assessment Roll. As noted above, and pursuant to the Rate and Method of Apportionment of Special Assessment, the Special Assessment will be allocated to each parcel created from subdivisions according to the equivalent units of each parcel.

Pursuant to the Rate and Method of Apportionment of Assessment and consistent with both

February 3, 2017

the equivalent unit factors described above and the expected development plans specified in the Development Agreement, to the extent that the proposed subdivision of real property that is identified on a preliminary subdivision plat dated October 16, 2016 occurs, the Special Assessments will be allocated to the tracts of land identified on the preliminary subdivision plat in the amounts indicated in the Rate and Method of Apportionment of Assessment.

Additionally, Special Assessment will not be imposed on Non-Benefited Property. Non-Benefited Property is real property within the District that is either publicly owned or is owned by a property owners association (at present, there is no expectation for real property in the District to be owned by a property owners association). Non-Benefited Property is not expected to generate real property tax revenues nor increase in value as a result of the construction of the Improvements.

The assessment allocation methodology described above and recorded in greater detail in the Rate and Method of Apportionment of Assessments is appropriate, as required by the Act, for the following reasons:

- First and foremost, this assessment allocation methodology is necessary in order to meet the City's goals of using tax increment finance revenues to pay for the Improvements (including the provision of upfront capital to fund the costs) while generating acceptable risks and obligations on the City and Developer; said differently, the allocation methodology is required in order to produce the result of establishing a special assessment obligation on parcels that can be met by the estimated tax increment revenues from the expected private development uses, while also producing specific Special Assessment levels that allow the City to move forward with its efforts to provide all of the Improvements;
- The allocation methodology allows for assessment allocations to vary depending on the anticipated private development uses of the parcels created by subdivisions;
- The allocation methodology is consistent with the determination that the entire collection of the Improvements is a system of public improvements that work together and thus provide benefit to all of the real property parcels in the District; consistent with this determination, the allocation methodology will allocate a portion of the total Special Assessment to all parcels of Assessed Property (as opposed to attempting to allocate a portion of the Special Assessment relating to a single Improvement to a specific parcel(s) of real property);
- The allocation methodology utilizes the same estimates of tax increment finance revenue from the expected private development uses which are being used to establish the total Special Assessment amount;
- Pursuant to a consent letter executed by the Developer and the Development Agreement executed by the Developer and the Hotel Developers, the entities that will own the real property subject to the Special Assessment have consented to the Special Assessment being imposed on the real property in the District and to the method of allocating the Special Assessment to the parcels created by subdivisions; such approval further demonstrates the reasonableness of the allocation methodology (the Developer and Hotel Developer would only be supportive if the methodology was acceptable and thus the methodology can be considered reasonable and appropriate).

For these reasons the allocation methodology is an appropriate and equitable allocation of the costs of the Special Assessments amongst the real property in the District, and therefore

reasonably reflects the benefit each Parcel receives from the Improvements.

Annual Billing of the Special Assessment

Consistent with the goals specified above, the Special Assessment is being established such that a portion of the Special Assessment is due and payable in annual installments over a 32 year term. The mechanics of how the Special Assessment will be split over the 32 years and billed to real property parcels on an annual basis is summarized below and recorded in the Assessment Roll, including the Rate and Method of Apportionment of Assessments.

As indicated the Assessment Roll, the Special Assessment is being imposed over a 32 year term. For each parcel, a portion of the Special Assessment is due and payable in each Assessment Year. The distinct amounts due and payable in each year for each parcel will be established through the methodologies described above, including consideration for the construction schedule specified in the Development Agreement.

In each Assessment Year, a parcel shall be billed its annual portion of the Special Assessment less a credit for the tax increment finance revenue that the parcel is expected to generate. This approach is being established to meet the underlying goal of using tax increment finance revenues to fund the Improvements. As such, a parcel will have an annual assessment fee of zero (\$0.00) if the parcel generates an amount of tax increment finance revenue that is equal to or greater than the parcel's annual portion of the Special Assessment.

Separately, in any given Assessment Year, to the extent that the tax increment finance revenue from the entire District is greater than the sum of the annual portion of the Special Assessment for all parcels in the District, then all parcels in the District will have an annual assessment bill of zero for that Assessment Year (\$0.00).

Summary of Reasonable Basis of Special Assessment

The Special Assessment is being imposed on the Assessed Property in the District on a reasonable basis, as explained in this report. The reasonable basis may be summarized as follows:

1. The Special Assessment is being imposed to assist with the provision of the Improvements, specifically through helping fund the Improvements in conjunction with other revenue sources;
2. Improvements are being provided specifically for the real property in the District and within the District, and as a result, provide a peculiar and special benefit to the real property within the District;
3. The benefit of the Improvements to the real property subject to Special Assessment equals or exceeds the cost of the Special Assessment;
4. The Special Assessment will be allocated to each parcel within the District in a manner that is an appropriate and equitable allocation of the costs of the Special Assessments amongst the real property in the District;

February 3, 2017

5. The Special Assessment will be billed on an annual basis in a manner that is consistent with the estimated tax increment revenues of the parcels in order to meet the goal of utilizing tax increment revenues to fund the Improvements.

For these reasons, Special Assessment is imposed on the assessed property in the District in a reasonable manner.

Exhibit A

**Ballpark Village Municipal Improvement District
City of North Augusta, South Carolina**

Estimated District TIF Revenues

Development Use (total for each use)

City Tax, Year of Billing	Detached single family	Age restricted residential	For rent apartments	For sale attached residential	Apartments (mixed use)	Hotel	Retail / restaurant	Office	Private parking garage	Fitness	Total
2017	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2018	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2020	\$38,030.40	\$397,872.00	\$331,268.23	\$32,025.60	\$89,521.20	\$371,347.20	\$102,442.09	\$133,446.53	\$58,023.00	\$37,300.50	\$1,591,276.75
2021	\$38,030.40	\$397,872.00	\$331,268.23	\$32,025.60	\$89,521.20	\$371,347.20	\$102,442.09	\$133,446.53	\$58,023.00	\$37,300.50	\$1,591,276.75
2022	\$40,312.22	\$421,744.32	\$351,144.32	\$33,947.14	\$94,892.47	\$393,628.03	\$108,588.62	\$141,453.32	\$61,504.38	\$39,538.53	\$1,686,753.35
2023	\$40,312.22	\$421,744.32	\$351,144.32	\$33,947.14	\$94,892.47	\$393,628.03	\$108,588.62	\$141,453.32	\$61,504.38	\$39,538.53	\$1,686,753.35
2024	\$40,312.22	\$421,744.32	\$351,144.32	\$33,947.14	\$94,892.47	\$393,628.03	\$108,588.62	\$141,453.32	\$61,504.38	\$39,538.53	\$1,686,753.35
2025	\$40,312.22	\$421,744.32	\$351,144.32	\$33,947.14	\$94,892.47	\$393,628.03	\$108,588.62	\$141,453.32	\$61,504.38	\$39,538.53	\$1,686,753.35
2026	\$40,312.22	\$421,744.32	\$351,144.32	\$33,947.14	\$94,892.47	\$393,628.03	\$108,588.62	\$141,453.32	\$61,504.38	\$39,538.53	\$1,686,753.35
2027	\$46,359.06	\$485,005.97	\$403,815.97	\$39,039.21	\$109,126.34	\$452,672.24	\$124,876.91	\$162,671.31	\$70,730.04	\$45,469.31	\$1,939,766.35
2028	\$46,359.06	\$485,005.97	\$403,815.97	\$39,039.21	\$109,126.34	\$452,672.24	\$124,876.91	\$162,671.31	\$70,730.04	\$45,469.31	\$1,939,766.35
2029	\$46,359.06	\$485,005.97	\$403,815.97	\$39,039.21	\$109,126.34	\$452,672.24	\$124,876.91	\$162,671.31	\$70,730.04	\$45,469.31	\$1,939,766.35
2030	\$46,359.06	\$485,005.97	\$403,815.97	\$39,039.21	\$109,126.34	\$452,672.24	\$124,876.91	\$162,671.31	\$70,730.04	\$45,469.31	\$1,939,766.35
2031	\$46,359.06	\$485,005.97	\$403,815.97	\$39,039.21	\$109,126.34	\$452,672.24	\$124,876.91	\$162,671.31	\$70,730.04	\$45,469.31	\$1,939,766.35
2032	\$53,312.92	\$557,756.86	\$464,388.36	\$44,895.09	\$125,495.29	\$520,573.07	\$143,608.45	\$187,072.01	\$81,339.54	\$52,289.71	\$2,230,731.31
2033	\$53,312.92	\$557,756.86	\$464,388.36	\$44,895.09	\$125,495.29	\$520,573.07	\$143,608.45	\$187,072.01	\$81,339.54	\$52,289.71	\$2,230,731.31
2034	\$53,312.92	\$557,756.86	\$464,388.36	\$44,895.09	\$125,495.29	\$520,573.07	\$143,608.45	\$187,072.01	\$81,339.54	\$52,289.71	\$2,230,731.31
2035	\$53,312.92	\$280,594.30	\$233,622.81	\$44,895.09	\$63,133.72	\$261,888.01	\$72,246.02	\$94,111.51	\$40,920.00	\$26,305.72	\$1,171,030.08
2036	\$53,312.92	\$280,594.30	\$233,622.81	\$44,895.09	\$63,133.72	\$261,888.01	\$72,246.02	\$94,111.51	\$40,920.00	\$26,305.72	\$1,171,030.08
2037	\$61,309.85	\$322,683.44	\$268,666.23	\$51,629.35	\$72,603.77	\$301,171.21	\$83,082.92	\$108,228.23	\$47,058.00	\$30,251.57	\$1,346,684.59
2038	\$61,309.85	\$322,683.44	\$268,666.23	\$51,629.35	\$72,603.77	\$301,171.21	\$83,082.92	\$108,228.23	\$47,058.00	\$30,251.57	\$1,346,684.59
2039	\$61,309.85	\$322,683.44	\$268,666.23	\$51,629.35	\$72,603.77	\$301,171.21	\$83,082.92	\$108,228.23	\$47,058.00	\$30,251.57	\$1,346,684.59
2040	\$61,309.85	\$322,683.44	\$268,666.23	\$51,629.35	\$72,603.77	\$301,171.21	\$83,082.92	\$108,228.23	\$47,058.00	\$30,251.57	\$1,346,684.59
2041	\$61,309.85	\$322,683.44	\$268,666.23	\$51,629.35	\$72,603.77	\$301,171.21	\$83,082.92	\$108,228.23	\$47,058.00	\$30,251.57	\$1,346,684.59
2042	\$70,506.33	\$371,085.96	\$308,966.17	\$59,373.75	\$83,494.34	\$346,346.89	\$95,545.36	\$124,462.47	\$54,116.70	\$34,789.31	\$1,548,687.28
2043	\$70,506.33	\$371,085.96	\$308,966.17	\$59,373.75	\$83,494.34	\$346,346.89	\$95,545.36	\$124,462.47	\$54,116.70	\$34,789.31	\$1,548,687.28
2044	\$70,506.33	\$371,085.96	\$308,966.17	\$59,373.75	\$83,494.34	\$346,346.89	\$95,545.36	\$124,462.47	\$54,116.70	\$34,789.31	\$1,548,687.28
2045	\$70,506.33	\$371,085.96	\$308,966.17	\$59,373.75	\$83,494.34	\$346,346.89	\$95,545.36	\$124,462.47	\$54,116.70	\$34,789.31	\$1,548,687.28
2046	\$70,506.33	\$371,085.96	\$308,966.17	\$59,373.75	\$83,494.34	\$346,346.89	\$95,545.36	\$124,462.47	\$54,116.70	\$34,789.31	\$1,548,687.28
2047	\$81,082.28	\$426,748.85	\$355,311.09	\$68,279.82	\$96,018.49	\$398,298.93	\$109,877.16	\$143,131.84	\$62,234.21	\$40,007.70	\$1,780,990.37
2048	\$81,082.28	\$426,748.85	\$355,311.09	\$68,279.82	\$96,018.49	\$398,298.93	\$109,877.16	\$143,131.84	\$62,234.21	\$40,007.70	\$1,780,990.37
Total	\$1,597,227.28	\$11,886,299.31	\$9,896,532.80	\$1,345,033.50	\$2,674,417.34	\$11,093,879.35	\$3,060,424.91	\$3,986,672.45	\$1,733,418.65	\$1,114,340.56	\$48,388,246.15

Exhibit B

Assessment Roll

**Ballpark Village Municipal Improvement District
City of North Augusta, South Carolina**

ASSESSMENT ROLL

**Ballpark Village Municipal Improvement District
City of North Augusta, South Carolina**

ASSESSMENT ROLL

Parcel	Acres	Owner	Assessment
007-17-02-001	29.24	Greenstone Hammond's Ferry, LLC	\$48,388,246.15
007-18-05-001	6.03	City of North Augusta, SC	\$0.00
007-13-01-007		City of North Augusta, SC	\$0.00
007-17-01-001		City of North Augusta, SC	\$0.00
NA	0.14	South Carolina Department of Transportation	\$0.00
Total	35.41		\$48,388,246.15

The "Rate and Method of Apportionment of Assessments," which is attached hereto as Appendix A and incorporated herein, includes a number of provisions related to the Assessments. The Assessments shall be collected, reallocated, reduced, terminated, prepaid, and applied as set forth in the "Rate and Method of Apportionment of Assessments."

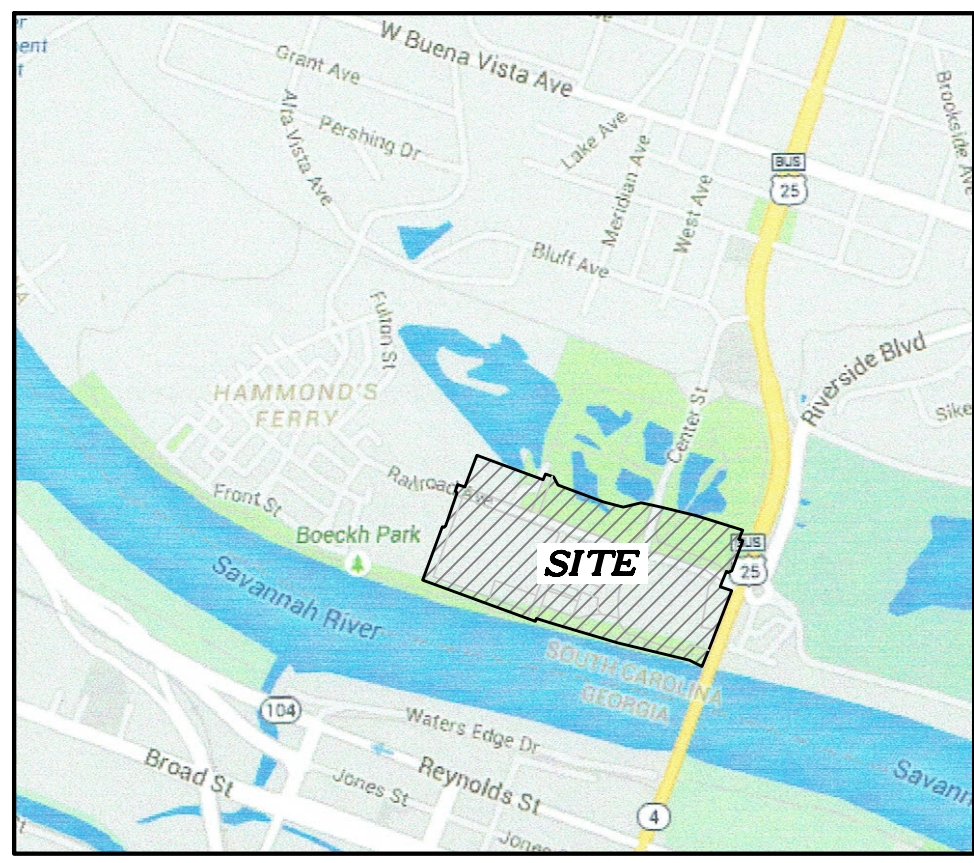
Appendix B-1 attached hereto and incorporated herein shall be updated each Assessment Year to reflect the current Parcels and Tracts in the Improvement District, the Assessment for each Parcel and Tract, including any reallocations for subdivisions and adjustments as provided for in the "Rate and Method of Apportionment of Assessments," the Annual Parcel Assessment, the Annual Parcel Credit and Annual Payment for the Assessment Year for which the Assessment Roll is being updated, prepayments or termination of Assessments, and other changes, all as provided for in the "Rate and Method of Apportionment of Assessments."

The Annual Assessment for each Assessment Year is shown by Appendix B-2 attached hereto and incorporated herein.

Exhibit A

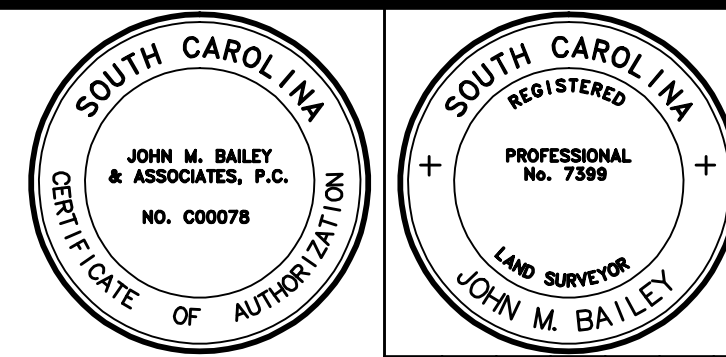
Preliminary Subdivision Plat Dated October 16, 2016

Please see the following two pages.



LOCATION MAP
NO SCALE

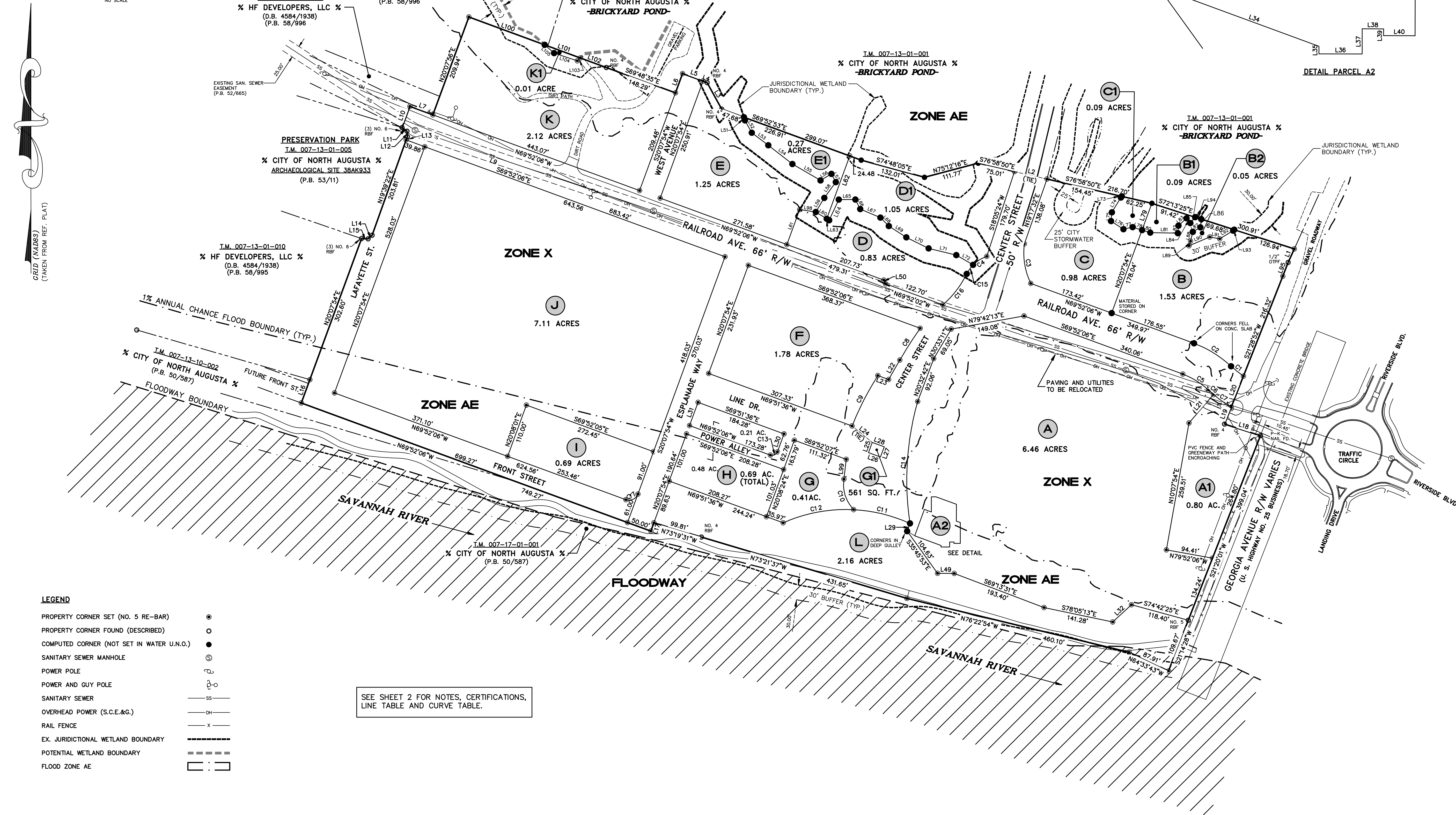
PROJECT DATA	
AREA	35.27 AC. (TOTAL)
PARCEL I.D.	SEE NOTE 2
ZONING PD	(HAMMOND'S FERRY PLANNED DEVELOPMENT)
SETBACK:	
FRONT	MIN. -1 FOOT MAX. -5 FEET
INTERIOR SIDE (ADJACENT TO ANOTHER LOT)	MIN. 5 FEET; MAX. 10 FEET
EXTERIOR SIDE (ADJACENT TO A RIGHT OF WAY)	MIN. 0.5 FOOT; MAX. 5 FEET
REAR	3 FEET
INFORMATION OBTAINED FROM NORTH AUGUSTA PLANNING AND ZONING IN MAY, 2016. (REF. PD ORDINANCE-ORD. 2015-14, EFFECTIVE 08/03/15)	



NOTE:
THE POND EDGE SHOWN FOR THE CITY'S 25' STORM WATER BUFFER WAS LOCATED AT THE TIME OF THE WETLAND DELINEATION AND MAY NOT REPRESENT THE POND EDGE AT THE TIME OF THIS SURVEY.

DETAIL PARCEL A2

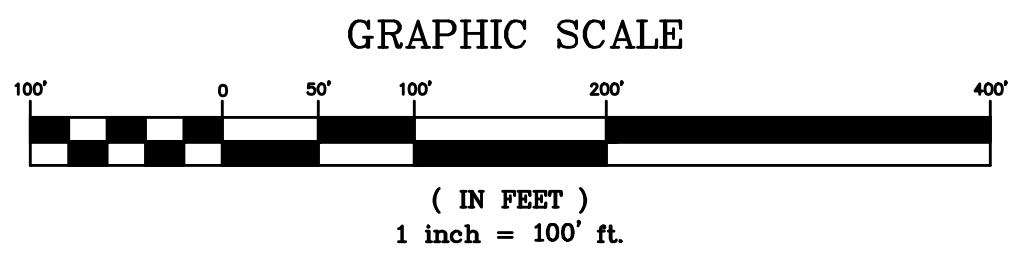
A2
0.14 AC.
6300 SQ. FT.



LEGEND

PROPERTY CORNER SET (NO. 5 RE-BAR)	⊙
PROPERTY CORNER FOUND (DESCRIBED)	○
COMPUTED CORNER (NOT SET IN WATER U.N.O.)	⊙
SANITARY SEWER MANHOLE	⊙
POWER POLE	⊙
POWER AND GUY POLE	⊙
SANITARY SEWER	—SS—
OVERHEAD POWER (S.C.E.&G.)	—OH—
RAIL FENCE	—X—
EX. JURISDICTIONAL WETLAND BOUNDARY	---
POTENTIAL WETLAND BOUNDARY	- - - -
FLOOD ZONE AE	▨

SEE SHEET 2 FOR NOTES, CERTIFICATIONS, LINE TABLE AND CURVE TABLE.



REVISION CONTINUED ON SH. 2
DATE
No.
PROJECT No. 15039
DATE 10-17-16
SCALE 1"=100'
DWN. JMB
FIELD CMH
CKD. JMB

PREPARED BY
John M. Bailey & Associates, P.C.
PROFESSIONAL LAND SURVEYORS
101 LOCOMOTIVE AVENUE, COLUMBIA, S. C. 29841
(803)278-0721

FINAL SUBDIVISION PLAT
OF
BALLPARK VILLAGE AT HAMMOND'S FERRY
PROPERTY LOCATED IN THE CITY OF NORTH AUGUSTA
COUNTY OF: AIKEN STATE OF: S. CAROLINA

PREPARED FOR
GREENSTONE HAMMOND'S FERRY, LLC
3301 WINDY RIDGE PKWY., SUITE 320, ATLANTA, GA. 30339
(678)486-5487
CONTACT: JAMES DEAN

SHEET NO.
1 OF 2

THIS PLAT OR SURVEY IS INTENDED FOR THE SOLE PURPOSE AND USE OF THE PERSON OR ENTITY WHOSE NAME APPEARS HEREON AND IS NOT TRANSFERABLE. ANY OTHER USE OF THIS SURVEY OR PLAT WITHOUT EXPRESS WRITTEN PERMISSION IS STRICTLY PROHIBITED.
© ALL RIGHTS RESERVED.
JOHN M. BAILEY & ASSOC., P.C.
JMB JOB NO. 15039-SUB-BPV

LINE	BEARING	LENGTH
L1	S24°29'17"W	29.76
L2	S28°41'57"E	60.72
L3	S69°49'05"E	8.85
L4	S69°49'05"E	8.85
L5	S20°07'54"W	44.00
L6	S19°39'22"E	41.47
L7	S69°52'06"E	49.40
L8	S17°09'30"W	5.41
L9	N67°28'53"W	73.08
L10	N20°07'54"E	45.43
L11	N53°35'11"W	12.36
L12	N03°08'35"W	11.00
L13	N19°39'22"E	7.00
L14	N47°50'56"E	10.80
L15	S87°32'11"E	13.14
L16	N20°07'54"E	50.08
L17	N20°07'54"E	17.72
L18	S72°12'35"E	75.73
L19	S21°24'14"W	36.62
L20	S21°23'32"W	67.22
L21	S40°32'45"W	75.61
L22	N29°47'54"E	45.30
L23	S69°51'06"E	23.18
L24	S50°51'09"E	52.39
L25	N20°07'53"E	21.82
L26	N69°52'07"W	25.72
L27	S20°07'53"W	21.82
L28	S69°52'07"E	25.72
L29	S20°08'01"W	16.69
L30	S20°07'54"W	38.72
L31	N20°07'54"E	49.75
L32	N47°14'22"E	51.38
L33	S69°25'10"E	33.61
L34	S24°52'06"E	8.49
L35	S18°14'33"E	6.67
L36	S28°50'08"E	28.45
L37	S52°48'32"E	41.81
L38	S52°05'29"E	61.35
L39	S59°41'38"E	65.57
L40	N59°08'33"E	25.61
L41	S28°01'51"E	18.74
L42	S36°05'36"W	39.29
L43	S31°08'15"W	33.19
L44	S58°23'16"E	25.94
L45	N20°08'01"E	75.00
L46	N20°08'24"E	134.65
L47	S58°23'16"E	5.78
L48	N24°52'23"E	45.91
L49	N89°51'02"E	33.37
L50	S26°57'39"E	21.56
L51	S67°01'54"E	44.11
L52	S44°55'09"E	24.03
L53	S57°12'28"E	41.90
L54	S63°35'07"E	50.13
L55	S76°23'56"E	57.30
L56	S59°55'19"E	39.03
L57	N37°05'03"E	3.04
L58	N31°17'13"E	34.77
L59	N05°37'49"E	17.76
L60	N56°51'50"W	29.87
L61	S77°25'47"W	18.89
L62	N72°47'39"W	19.96
L63	N20°07'54"E	57.42
L64	N72°47'39"W	17.15
L65	N88°47'01"W	55.59
L66	S04°52'26"W	15.25
L67	S47°29'48"W	21.96
L68	N39°24'31"W	12.25
L69	S39°33'05"W	15.32
L70	N05°56'17"E	16.66
L71	N59°17'46"E	17.81
L72	N13°44'08"E	19.33
L73	N18°01'04"E	9.90
L74	S66°39'31"W	45.38
L75	N79°28'49"W	20.52
L76	S58°39'45"W	31.53
L77	S49°20'28"W	2.99
L78	S72°13'25"E	12.87
L79	S21°28'52"W	29.83
L80	S69°51'59"E	26.74
L81	S68°52'19"W	25.59
L82	S81°18'47"E	32.78
L83	S06°59'28"W	40.23
L84	S69°48'35"E	162.71
L85	S69°48'35"E	76.51
L86	S69°48'35"E	55.56
L87	S46°57'50"W	8.37
L88	N71°39'09"W	49.31
L89	N48°42'14"W	25.14

CURVE	RADIUS	LENGTH	CHORD	BEARING
C1	192.69	31.76	31.73	S51°12'53"E
C2	216.70	88.41	87.80	N58°10'49"W
C3	136.70	82.14	80.91	S09°09'48"E
C4	67.50	32.68	32.36	S58°21'30"W
C5	150.70	61.48	61.06	S58°10'49"E
C6	258.69	13.37	13.37	S47°58'24"E
C7	258.69	44.02	43.97	S54°19'45"E
C8	748.94	76.02	75.99	S32°42'22"W
C9	565.50	114.18	113.98	S27°02'03"W
C10	71.48	66.70	64.31	S17°40'18"E
C11	309.00	117.60	116.89	N76°14'28"W
C12	309.00	145.59	144.25	S79°21'29"W
C13	11.00	17.28	15.56	S65°07'54"W
C14	583.58	247.77	245.91	S03°37'11"W
C15	67.50	22.37	22.27	S34°59'41"W
C16	185.50	79.40	78.80	S37°45'45"W
C17	19.00	29.85	26.87	N65°07'54"E
C18	192.69	12.87	12.87	N57°51'02"W

REFERENCES

- DEED OF NORTH AUGUSTA RIVERFRONT COMPANY, LLC TO GREENSTONE HAMMOND'S FERRY, LLC FOR THREE PARCELS TOTALING 29.40 ACRES AND RECORDED IN DEED BK. 4598, PG. 260-264.
- BOUNDARY SURVEY OF GREENJACKETS BALLPARK VILLAGE PREPARED FOR GREENSTONE HAMMOND'S FERRY, LLC AND NORTH AUGUSTA RIVERFRONT COMPANY, LLC RECORDED IN PLAT BK. 59, PG. 174.
- HAMMOND'S FERRY (PHASE B) GENERAL DEVELOPMENT PLAN DATED 02/20/2015 AND REVISED 02/11/2016 FOR GREENSTONE PROPERTIES AND PREPARED BY KIMLEY-HORN & ASSOCIATES.
- OTHER PARCEL TRANSFERS BETWEEN GREENSTONE HAMMOND'S FERRY, LLC AND THE CITY OF NORTH AUGUSTA ARE TO BE EXECUTED UPON APPROVAL AND RECORDING OF THIS PLAT IN ORDER TO COMPLETE THE FOOTPRINT OF THIS DEVELOPMENT AND THE INTENT OF THE GENERAL DEVELOPMENT PLAN.

SPECIAL NOTES

- THIS PROPERTY IS SUBJECT TO ALL EASEMENTS, RESTRICTIONS AND ENCUMBRANCES OF RECORD.
- THIS SUBDIVISION IS COMPOSED, EITHER WHOLLY OR IN PART, OF TAX PARCELS 007-17-02-001, 007-13-10-002, 007-17-01-001 AND 007-18-05-001. THE SURVEYOR, IN PREPARING THIS SUBDIVISION PLAT, MAKES NO ASSERTION, CLAIM OR GUARANTEE THAT ALL OF THE PROPER PROPERTY TRANSFERS HAVE BEEN OR WILL BE COMPLETED IN ORDER TO ASSURE VALID TITLES TO OWNERSHIP FOR FUTURE SALES AND CONVEYANCES.
- THIS PROPERTY ABUTS AND HAS APPARENT LEGAL ACCESS TO CENTER STREET AND RAILROAD AVENUE BOTH PUBLICLY DEDICATED RIGHT OF WAYS.
- ACCORDING TO FIRM 4500300476E DATED JUNE 19, 2012, AND REVISED TO REFLECT LOMR EFFECTIVE OCT. 17, 2014 THIS PROPERTY DOES LIE IN A SPECIAL FLOOD HAZARD AREA SUBJECT TO INUNDATION BY THE 1% ANNUAL CHANCE FLOOD.
- FIELD SURVEY PERFORMED SEPT. 29, 2016 THROUGH OCT. 13, 2016.
- THERE ARE REMNANTS AND DEBRIS PILES OF VARIOUS FOUNDATIONS, WALLS AND OTHER STRUCTURES THROUGHOUT THE PREMISES. LOCATIONS WERE NOT PROVIDED SINCE THEY DID NOT CONSTITUTE A SUBSTANTIAL IMPROVEMENT.
- POTENTIAL WETLAND BOUNDARY WAS DELINEATED AND LOCATED BY SIMKINS ENVIRONMENTAL CONSULTING ON OR AROUND JULY 24, 2015 AND AUG. 21, 2015.
- JURISDICTIONAL WETLAND BOUNDARY WAS DELINEATED BY SIMKINS ENVIRONMENTAL CONSULTING, LLC AND MAPPED BY CRANSTON ENGINEERING GROUP, P. C. SEPT. 7, 2012.

GENERAL NOTES

- WETLANDS ARE UNDER THE JURISDICTION OF THE US ARMY CORPS OF ENGINEERS. ANY DISTURBANCE MUST BE PERMITTED UNDER THIS AGENCY.
- FINISHED FLOOR ELEVATION OF ALL STRUCTURES MUST BE FIVE FEET ABOVE SANITARY SEWER LATERAL INVERT AT RIGHT OF WAY OR PROPERTY LINE.
- ZONING = HAMMOND'S PLANNED DEVELOPMENT.
- A 20 FOOT PERMANENT UTILITY EASEMENT WILL BE RESERVED OVER AND CENTERED, ON ALL UTILITY LINES, PIPES OR SWALES UPON INSTALLATION AND COMPLETION UNLESS OTHERWISE NOTED.
- NO. 4 RE-BARS ARE SET AT ALL LOT CORNERS, UNLESS OTHERWISE NOTED.
- ADDITIONAL RESTRICTIVE COVENANTS MAY BE RECORDED WITH THIS PLAT.
- CONTROL FOR THIS SURVEY IS BASED ON A BOUNDARY, TOPOGRAPHIC AND UTILITY SURVEY FOR GREENSTONE PROPERTIES DATED AUG. 6, 2012 AND LAST REVISED SEPT. 12, 2014 BY CRANSTON ENGINEERING GROUP, P. C.

OWNER'S CERTIFICATION

I HEREBY CERTIFY THAT I AM THE OWNER OF THE PROPERTY SHOWN AND DESCRIBED AND THAT I HEREBY ADOPT THIS PLAN OF SUBDIVISION AND CONVEY ALL STREETS, ALLEYS, WALKS, PARKS, AND OTHER SITES AND EASEMENTS TO PUBLIC OR PRIVATE USE AND OWNERSHIP AS NOTED FURTHERMORE, I DEDICATE ALL WATER, SEWER AND STORM SEWER LINES TO THE CITY OF NORTH AUGUSTA.

OWNER _____ DATE _____

PLANNING COMMISSION APPROVAL

I HEREBY CERTIFY THAT THIS PLAT CONFORMS TO THE MAJOR SUBDIVISION PLAN (PRELIMINARY PLAT) APPROVED BY THE NORTH AUGUSTA PLANNING COMMISSION PURSUANT TO THE NORTH AUGUSTA DEVELOPMENT CODE ON _____, 20__.

NORTH AUGUSTA DIRECTOR OF PLANNING AND DEVELOPMENT _____ DATE _____

CITY ENGINEER'S CERTIFICATION

I HEREBY CERTIFY THAT THE WATER SUPPLY SYSTEM, SEWAGE DISPOSAL SYSTEM, DRAINAGE IMPROVEMENTS AND ROADS REQUIRED BY THE NORTH AUGUSTA DEVELOPMENT CODE HAVE BEEN PROPERLY INSTALLED AND CONSTRUCTED IN ACCORDANCE WITH THE APPLICABLE STANDARDS.

NORTH AUGUSTA CITY ENGINEER _____ DATE _____

ENGINEER'S CERTIFICATION

I HEREBY CERTIFY THAT ALL ENGINEERING AND CONSTRUCTION REQUIREMENTS OF THE NORTH AUGUSTA DEVELOPMENT CODE HAVE BEEN FULLY COMPLIED WITH IN THE DESIGN AND CONSTRUCTION OF THIS SUBDIVISION.

BY: _____ S.C. P.E. NO. _____

SURVEYOR'S CERTIFICATION

I HEREBY STATE TO THE BEST OF MY KNOWLEDGE, AND BELIEF, THE SURVEY SHOWN HEREON WAS MADE IN ACCORDANCE WITH THE REQUIREMENTS OF THE MINIMUM STANDARDS MANUAL FOR THE PRACTICE OF LAND SURVEYING IN SOUTH CAROLINA, AND MEETS OR EXCEEDS THE REQUIREMENTS FOR A CLASS "A" SURVEY AS SPECIFIED THEREIN. ALSO, THERE ARE NO VISIBLE ENCROACHMENTS OR PROJECTIONS OTHER THAN SHOWN.

BY: _____ S.C. R.L.S. NO. _____

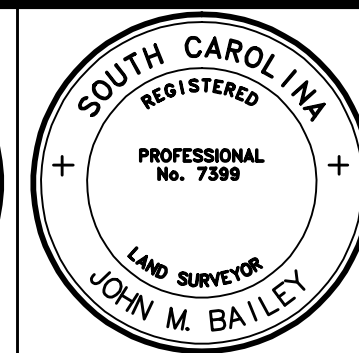
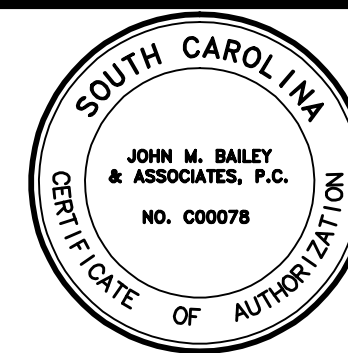
CERTIFICATION

TO GREENSTONE HAMMOND'S FERRY LLC:

I HEREBY STATE TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE SURVEY SHOWN HEREON WAS MADE IN ACCORDANCE WITH THE REQUIREMENTS OF THE MINIMUM STANDARDS MANUAL FOR THE PRACTICE OF LAND SURVEYING IN SOUTH CAROLINA, AND MEETS OR EXCEEDS THE REQUIREMENTS FOR A CLASS "A" SURVEY AS SPECIFIED THEREIN. ALSO THERE ARE NO VISIBLE ENCROACHMENTS OR PROJECTIONS OTHER THAN SHOWN.

THE FIELD WORK WAS COMPLETED SEPT. 29 THROUGH OCT. 13, 2016.

JOHN M. BAILEY S.C. LIC. 7399 _____ DATE _____



REVISION CONTINUED FROM SH. 1

PROJECT No. 15039

DATE 10-17-16

SCALE 1"=100'

DWN. JMB

FIELD CMH

CKD. JMB

PREPARED BY John M. Bailey & Associates, P.C.

PROFESSIONAL LAND SURVEYORS

101 LECOMPTE AVENUE, NORTH AUGUSTA, S.C. 29841

(803)778-0721

FINAL SUBDIVISION PLAT

OF

BALLPARK VILLAGE AT HAMMOND'S FERRY

PROPERTY LOCATED IN THE CITY OF NORTH AUGUSTA

COUNTY OF: AIKEN STATE OF: S. CAROLINA

SHEET NO.

2 OF 2

PREPARED FOR GREENSTONE HAMMOND'S FERRY, LLC

3301 WINDY RIDGE PKWY., SUITE 320, ATLANTA, GA. 30339 (678)486-5487 CONTACT: JAMES DEAN

THIS PLAT OR SURVEY IS INTENDED FOR THE SOLE PURPOSE AND USE OF THE PERSON OR ENTITY WHOSE NAME APPEARS HEREON AND IS NOT TRANSFERABLE. ANY OTHER USE OF THIS SURVEY OR PLAT WITHOUT EXPRESS WRITTEN PERMISSION IS STRICTLY PROHIBITED.

© ALL RIGHTS RESERVED. JOHN M. BAILEY & ASSOC., P.C.

JMB JOB NO. 15039-FINAL-SUB-BPV

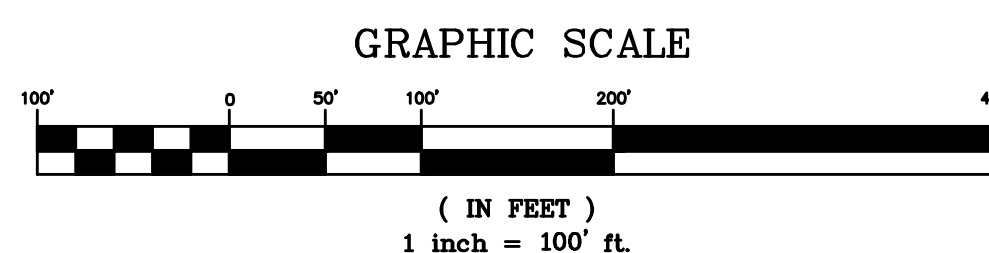


Exhibit B

**Ballpark Village Municipal Improvement District
City of North Augusta, South Carolina**

Allocation of Annual Assessments to Tract Identified on Preliminary Subdivision Plat

Assessment Year Beginning	Tract A	Tract A1	Tract A2	Tract B	Tract C	Tract D	Tract E	Tract F	Tract G	Tract G1	Tract H	Tract I	Tract J	Tract K	Tract L	Total Annual Assessment
2017	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2018	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
2019	\$0.00	\$126,821.70	\$17,546.76	\$58,023.00	\$133,446.53	\$68,155.54	\$0.00	\$371,347.20	\$47,991.27	\$774.12	\$19,015.20	\$19,015.20	\$331,268.23	\$397,872.00	\$0.00	\$1,591,276.75
2020	\$0.00	\$126,821.70	\$17,546.76	\$58,023.00	\$133,446.53	\$68,155.54	\$0.00	\$371,347.20	\$47,991.27	\$774.12	\$19,015.20	\$19,015.20	\$331,268.23	\$397,872.00	\$0.00	\$1,591,276.75
2021	\$0.00	\$134,431.00	\$18,599.56	\$61,504.38	\$141,453.32	\$72,244.87	\$0.00	\$393,628.03	\$50,870.75	\$820.57	\$20,156.11	\$20,156.11	\$351,144.32	\$421,744.32	\$0.00	\$1,686,753.35
2022	\$0.00	\$134,431.00	\$18,599.56	\$61,504.38	\$141,453.32	\$72,244.87	\$0.00	\$393,628.03	\$50,870.75	\$820.57	\$20,156.11	\$20,156.11	\$351,144.32	\$421,744.32	\$0.00	\$1,686,753.35
2023	\$0.00	\$134,431.00	\$18,599.56	\$61,504.38	\$141,453.32	\$72,244.87	\$0.00	\$393,628.03	\$50,870.75	\$820.57	\$20,156.11	\$20,156.11	\$351,144.32	\$421,744.32	\$0.00	\$1,686,753.35
2024	\$0.00	\$134,431.00	\$18,599.56	\$61,504.38	\$141,453.32	\$72,244.87	\$0.00	\$393,628.03	\$50,870.75	\$820.57	\$20,156.11	\$20,156.11	\$351,144.32	\$421,744.32	\$0.00	\$1,686,753.35
2025	\$0.00	\$134,431.00	\$18,599.56	\$61,504.38	\$141,453.32	\$72,244.87	\$0.00	\$393,628.03	\$50,870.75	\$820.57	\$20,156.11	\$20,156.11	\$351,144.32	\$421,744.32	\$0.00	\$1,686,753.35
2026	\$0.00	\$154,595.65	\$21,389.50	\$70,730.04	\$162,671.31	\$83,081.60	\$0.00	\$452,672.24	\$58,501.36	\$943.65	\$23,179.53	\$23,179.53	\$403,815.97	\$485,005.97	\$0.00	\$1,939,766.35
2027	\$0.00	\$154,595.65	\$21,389.50	\$70,730.04	\$162,671.31	\$83,081.60	\$0.00	\$452,672.24	\$58,501.36	\$943.65	\$23,179.53	\$23,179.53	\$403,815.97	\$485,005.97	\$0.00	\$1,939,766.35
2028	\$0.00	\$154,595.65	\$21,389.50	\$70,730.04	\$162,671.31	\$83,081.60	\$0.00	\$452,672.24	\$58,501.36	\$943.65	\$23,179.53	\$23,179.53	\$403,815.97	\$485,005.97	\$0.00	\$1,939,766.35
2029	\$0.00	\$154,595.65	\$21,389.50	\$70,730.04	\$162,671.31	\$83,081.60	\$0.00	\$452,672.24	\$58,501.36	\$943.65	\$23,179.53	\$23,179.53	\$403,815.97	\$485,005.97	\$0.00	\$1,939,766.35
2030	\$0.00	\$154,595.65	\$21,389.50	\$70,730.04	\$162,671.31	\$83,081.60	\$0.00	\$452,672.24	\$58,501.36	\$943.65	\$23,179.53	\$23,179.53	\$403,815.97	\$485,005.97	\$0.00	\$1,939,766.35
2031	\$0.00	\$177,785.00	\$24,597.92	\$81,339.54	\$187,072.01	\$95,543.84	\$0.00	\$520,573.07	\$67,276.57	\$1,085.20	\$26,656.46	\$26,656.46	\$464,388.36	\$557,756.86	\$0.00	\$2,230,731.31
2032	\$0.00	\$177,785.00	\$24,597.92	\$81,339.54	\$187,072.01	\$95,543.84	\$0.00	\$520,573.07	\$67,276.57	\$1,085.20	\$26,656.46	\$26,656.46	\$464,388.36	\$557,756.86	\$0.00	\$2,230,731.31
2033	\$0.00	\$177,785.00	\$24,597.92	\$81,339.54	\$187,072.01	\$95,543.84	\$0.00	\$520,573.07	\$67,276.57	\$1,085.20	\$26,656.46	\$26,656.46	\$464,388.36	\$557,756.86	\$0.00	\$2,230,731.31
2034	\$0.00	\$89,439.43	\$12,374.63	\$40,920.00	\$94,111.51	\$66,243.90	\$0.00	\$261,888.01	\$37,976.63	\$545.94	\$26,656.46	\$26,656.46	\$233,622.81	\$280,594.30	\$0.00	\$1,171,030.08
2035	\$0.00	\$89,439.43	\$12,374.63	\$40,920.00	\$94,111.51	\$66,243.90	\$0.00	\$261,888.01	\$37,976.63	\$545.94	\$26,656.46	\$26,656.46	\$233,622.81	\$280,594.30	\$0.00	\$1,171,030.08
2036	\$0.00	\$102,855.35	\$14,230.83	\$47,058.00	\$108,228.23	\$76,180.49	\$0.00	\$301,171.21	\$43,673.12	\$627.83	\$30,654.93	\$30,654.93	\$268,666.23	\$322,683.44	\$0.00	\$1,346,684.59
2037	\$0.00	\$102,855.35	\$14,230.83	\$47,058.00	\$108,228.23	\$76,180.49	\$0.00	\$301,171.21	\$43,673.12	\$627.83	\$30,654.93	\$30,654.93	\$268,666.23	\$322,683.44	\$0.00	\$1,346,684.59
2038	\$0.00	\$102,855.35	\$14,230.83	\$47,058.00	\$108,228.23	\$76,180.49	\$0.00	\$301,171.21	\$43,673.12	\$627.83	\$30,654.93	\$30,654.93	\$268,666.23	\$322,683.44	\$0.00	\$1,346,684.59
2039	\$0.00	\$102,855.35	\$14,230.83	\$47,058.00	\$108,228.23	\$76,180.49	\$0.00	\$301,171.21	\$43,673.12	\$627.83	\$30,654.93	\$30,654.93	\$268,666.23	\$322,683.44	\$0.00	\$1,346,684.59
2040	\$0.00	\$102,855.35	\$14,230.83	\$47,058.00	\$108,228.23	\$76,180.49	\$0.00	\$301,171.21	\$43,673.12	\$627.83	\$30,654.93	\$30,654.93	\$268,666.23	\$322,683.44	\$0.00	\$1,346,684.59
2041	\$0.00	\$118,283.65	\$16,365.45	\$54,116.70	\$124,462.47	\$87,607.56	\$0.00	\$346,346.89	\$50,224.09	\$722.01	\$35,253.17	\$35,253.17	\$308,966.17	\$371,085.96	\$0.00	\$1,548,687.28
2042	\$0.00	\$118,283.65	\$16,365.45	\$54,116.70	\$124,462.47	\$87,607.56	\$0.00	\$346,346.89	\$50,224.09	\$722.01	\$35,253.17	\$35,253.17	\$308,966.17	\$371,085.96	\$0.00	\$1,548,687.28
2043	\$0.00	\$118,283.65	\$16,365.45	\$54,116.70	\$124,462.47	\$87,607.56	\$0.00	\$346,346.89	\$50,224.09	\$722.01	\$35,253.17	\$35,253.17	\$308,966.17	\$371,085.96	\$0.00	\$1,548,687.28
2044	\$0.00	\$118,283.65	\$16,365.45	\$54,116.70	\$124,462.47	\$87,607.56	\$0.00	\$346,346.89	\$50,224.09	\$722.01	\$35,253.17	\$35,253.17	\$308,966.17	\$371,085.96	\$0.00	\$1,548,687.28
2045	\$0.00	\$118,283.65	\$16,365.45	\$54,116.70	\$124,462.47	\$87,607.56	\$0.00	\$346,346.89	\$50,224.09	\$722.01	\$35,253.17	\$35,253.17	\$308,966.17	\$371,085.96	\$0.00	\$1,548,687.28
2046	\$0.00	\$136,026.20	\$18,820.27	\$62,234.21	\$143,131.84	\$100,748.70	\$0.00	\$398,298.93	\$57,757.70	\$830.31	\$40,541.14	\$40,541.14	\$355,311.09	\$426,748.85	\$0.00	\$1,780,990.37
2047	\$0.00	\$136,026.20	\$18,820.27	\$62,234.21	\$143,131.84	\$100,748.70	\$0.00	\$398,298.93	\$57,757.70	\$830.31	\$40,541.14	\$40,541.14	\$355,311.09	\$426,748.85	\$0.00	\$1,780,990.37
Total	\$0.00	\$3,788,757.90	\$524,203.76	\$1,733,418.65	\$3,986,672.45	\$2,352,500.48	\$0.00	\$11,093,879.35	\$1,505,627.53	\$23,126.64	\$798,613.64	\$798,613.64	\$9,896,532.80	\$11,886,299.31	\$0.00	\$48,388,246.15

**BALLPARK VILLAGE MUNICIPAL IMPROVEMENT DISTRICT
CITY OF NORTH AUGUSTA, SOUTH CAROLINA**

**Appendix A
to the Assessment Roll**

Rate and Method of Apportionment of Assessment

A. INTRODUCTION

The Assessment shall be imposed upon and collected annually from real property within the Ballpark Village Municipal Improvement District of the City of North Augusta (the “Improvement District”) through the application of the procedures described below. The Assessment shall be effective upon the initial issuance of the Borrowings (as defined below). The City (as defined below) shall make all determinations in this Rate and Method of Apportionment of Assessment unless stated otherwise.

B. DEFINITIONS

The terms used herein shall have the following meanings:

“**Administrative Expenses**” means the actual or budgeted costs, as applicable, directly related to the administration of the Improvement District, which may include but are not limited to the following: the costs of computing the Annual Payments; the costs of collecting the Annual Payments (whether by the City or otherwise); the costs of the Administrator in the discharge of their duties; the costs of the City of complying with arbitrage rebate requirements; the costs of the City of complying with securities disclosure requirements; and any other costs of the City in any way related to the administration and operation of the Improvement District, including, without limitation, the costs of legal counsel and other consultants and advisors, and costs related to commencing foreclosure and pursuing collection of delinquent Annual Payments, including contingencies and reserves for Administrative Expense as deemed appropriate by the City Council.

“**Administrator**” means the official or designee of the City who shall be responsible for the annual update to the Assessment Roll and such other responsibilities as provided herein.

“**Annual Assessment**” means the sum of all Parcels’ Annual Parcel Assessment for a given Assessment Year, as set forth in Appendix B-1 and B-2.

“**Annual Parcel Assessment**” means for each Parcel the portion of Assessment due and payable in a given Assessment Year. The sum of a Parcel’s Annual Parcel Assessment for all years shall equal the Parcel’s Assessment. The City shall set each Parcel’s Annual Parcel Assessment schedule over all remaining Assessment Years in accordance with Section C.2.b. below.

“**Annual Parcel Credit**” means, for each Parcel in each Assessment Year the Parcel’s Tax Revenues; provided, however, that the Annual Parcel Credit for a Parcel in any Assessment Year shall not exceed the Parcel’s Annual Parcel Assessment.

“Annual Payment” means, for each Parcel, the portion of the Annual Parcel Assessment to be collected each Assessment Year calculated as provided for in Section D.

“Annual Revenue Requirement” means, for any Assessment Year, the sum of the following: (1) Debt Service Expenses and (2) Administrative Expenses; less the sum of Other Available Funds and Other Ballpark Village Revenues.

“Assessed Property” means, for any Assessment Year, Parcels within the Improvement District other than Non-Benefited Property.

“Assessment” means the special assessment imposed on Assessed Property pursuant to the Assessment Ordinance and the provisions of Section C.1., including the Annual Parcel Assessment, as shown on the Assessment Roll, Appendix B-1, as they may be reapportioned, reduced, or terminated pursuant to the provisions herein. The Assessment is payable by each Parcel as the Annual Parcel Assessment as set forth herein and may be or required to be prepaid as set forth in Section I.

“Assessment Ordinance” means the ordinance of the City Council adopted February 6, 2017 and bearing identification No. 2016-23 setting forth the Assessment Roll, as it may be amended, modified, or supplemented from time to time.

“Assessment Roll” means the Assessment Roll to which this Rate and Method of Apportionment of Assessment is attached as Appendix A, as corrected or confirmed by the Assessment Ordinance, including Appendix B-1 and B-2 attached hereto, as these appendices are updated from time to time by the City in accordance with the procedures set forth herein.

“Assessment Year” means the annual cycle in which the Annual Parcel Assessment and Annual Payment are determined each year for each Parcel, the Annual Payments are collected, and these revenues applied to the payments on the Borrowings. Example as follows: The 2019-2020 Assessment Year shall include Aiken County’s real property taxes billed in the fall of 2019, the City’s real property taxes billed in January 2020, the Annual Payment billed in January 2020 and the Debt Service Expense due in calendar year 2020.

“Bond Ordinance” means the indenture or similar document setting forth the terms and other provisions relating to the Borrowings, as modified, amended and/or supplemented from time to time.

“Borrowings” means any borrowing issued or anticipated to be issued by the City pursuant to the TIF Act to defray the costs of the District Improvements, among other improvements, including any borrowings issued to refund such borrowing.

“Class 1 Property” means property developed or intended to be developed with residential dwelling units (e.g., detached single family homes), including ancillary uses thereto, excluding Class 2 Property, Class 3 Property, Class 4 Property and Class 5 Property.

“Class 2 Property” means property developed or intended to be developed with residential units for use in an age restricted community, including any ancillary uses thereto.

“Class 3 Property” means property developed or intended to be developed with multifamily rental units under common management (e.g., apartments), including any ancillary uses thereto, excluding Class 2 Property and Class 5 Property.

“Class 4 Property” means property developed or intended to be developed with attached residential units, including any ancillary uses thereto, excluding Class 2 Property, Class 3 Property and Class 5 Property.

“Class 5 Property” means property developed or intended to be developed with multifamily rental units under common management within a mixed use building, including any ancillary uses thereto.

“Class 6 Property” means property developed or intended to be developed as a hotel, including any ancillary uses thereto.

“Class 7 Property” means property developed or intended to be developed as a retail or restaurant operation, including any ancillary uses thereto.

“Class 8 Property” means property developed or intended to be developed for commercial uses, including but not limited to office use, excluding Class 6 Property, Class 7 Property, Class 9 Property and Class 10 Property.

“Class 9 Property” means property developed or intended to be developed as a parking garage, including any ancillary uses thereto.

“Class 10 Property” means property developed or intended to be developed as a fitness facility, including any ancillary uses thereto.

“City” means City of North Augusta, South Carolina.

“City Council” means the City Council of the City.

“Debt Service Expenses” means regularly scheduled debt service on the Borrowings and periodic costs associated with such Borrowings, including but not limited to rebate payments and credit enhancement on the Borrowings, for an Assessment Year.

“Development Agreement” means the agreement between Greenstone Hammond’s Ferry, LLC, the owner of the privately owned real property in the Improvement District and the City, initially approved by City Council on January 30, 2017, as amended, which among other things specifies commitments to a distinct development schedule.

“District Improvements” means those certain improvements that the City has been authorized to provide within and/or for the benefit of the Improvement District by the Improvement Plan for the Ballpark Village Municipal Improvement District dated February 6, 2017, as amended.

“Equivalent Units” means, for Class 1 Property, Class 2 Property, Class 3 Property, Class 4 Property and Class 5 Property, the number of dwelling units that are either built or expected to be built on the Parcel multiplied by the factor for such land use class shown below; for Class 6 Property, the number of rooms that are either built or expected to be built on the Parcel multiplied by the factor for Class 6 Property shown below; for Class 7 Property, Class 8 Property and Class 10 Property, the number of each 1,000 gross square feet that are either built or expected to be built on the Parcel multiplied by the factor for the appropriate land use class shown below; and for Class 9 Property, the number of parking spaces that are either built or expected to be built on the Parcel multiplied by the factor for Class 9 Property shown below.

Class 1 Property	1.00 per Unit
Class 2 Property	0.75 per Unit
Class 3 Property	0.37 per Unit
Class 4 Property	0.37 per Unit
Class 5 Property	0.88 per Unit
Class 6 Property	0.67 per Room
Class 7 Property	0.81 per 1,000 SF
Class 8 Property	0.58 per 1,000 SF
Class 9 Property	0.03 per parking space
Class 10 Property	0.91 per 1,000 SF

The computation of the Equivalent Units as to a Parcel shall be calculated by the Administrator and confirmed by the City Council, based on the information available regarding the use or intended use of the Parcel. The estimate as confirmed shall be conclusive as long as there is a reasonable basis for such determination. The number of units to be built on a Parcel may be estimated by net land area, legal maximum development allowed, development plans, reasonable density ratios and other reasonable methods. Class of property shall be determined by the description that is most similar to the real property being classified. A Parcel’s Equivalent Units shall be established at the Parcel’s creation. For any Parcel that has or is expected to have multiple land use classes, the Parcel’s Equivalent Units will equal the sum of each land use class calculation.

“Improvement District” means the Ballpark Village Municipal Improvement District of the City.

“MID Act” means Title 5, Chapter 37 of the Code of Laws of South Carolina 1976, as amended and in effect from time to time.

“Non-Benefited Property” means Parcels within the boundaries of the Improvement District owned by or irrevocably offered for dedication or sale to the federal government, the State of South Carolina, Aiken County, the City or any instrumentality of any of the forgoing, or any other public agency or political subdivision or easements that create an exclusive use for a public utility provider, and Owner Association Property.

“Other Available Funds” means capitalized interest, interest earnings on any trust account in connection with the Borrowings and any other funds deposited to a trust account in connection with the Borrowings that are available to meet the Annual Revenue Requirement in any given Assessment Year.

“Other Ballpark Village Revenues” means legally available funds determined on an annual basis potentially beginning in the 6th Assessment Year that result from parcels of real property or activity within the Improvement District and are designated as “Other Ballpark Village Revenues” by City Council, in its sole discretion, by resolution to meet the Annual Revenue Requirement in any given Assessment Year.

“Owner Association Property” means Parcels within the boundaries of the Improvement District owned by or irrevocably offered for dedication to a property owners’ association and available for use by property owners in general.

“Parcel” means any parcel of real property within the Improvement District that is eligible for real property tax collection and is identified with, or is expected to be identified with, a tax map identification number assigned by either Aiken County or the City, or any other form of legal identification approved by the City.

“Redevelopment Plan” has the meaning given such term in the Ordinance 2013-19 of the City, enacted November 18, 2013

“Tax Revenues” means for each Parcel the actual or estimated annual real property tax revenues expected to be collected for the specific Assessment Year and available to be applied to the repayment of the Borrowings, pursuant to the Redevelopment Plan and as described in the Development Agreement. The calculation of the Tax Revenues for each Parcel will exclude (1) any deductions for the base assessed value of the tax increment finance district or the base assessed value of the Parcel or the Parcel’s parent parcel at the creation of the tax increment finance district and (2) other tax revenues that are not available for the Redevelopment Plan.

In calculating the Tax Revenues for the Parcels, the City will determine the Parcels that have an outstanding appeal of their appraised or assessed value with the Aiken County Tax Assessor’s office as of November 1 of each Assessment Year. For any parcel that has an outstanding appeal as of November 1 of each Assessment Year, the City will assume the minimum assessed value that could result from the appeal in its calculation of the Parcel’s Tax Revenue.

“Tract” means the 15 distinct areas of land within the Improvement District that are specifically identified on Exhibit A and on a preliminary subdivision plat dated October 16, 2016, attached as Exhibit B,, each of which is expected to receive, but have not yet been assigned, a tax map identification number by Aiken County for real property tax collection purposes upon the formal completion of the expected subdivision, which is expected to occur in calendar year 2017. Assuming the preliminary subdivision plat dated October 16, 2016, attached as Exhibit B, is formally recorded, each Tract will become and remain a Parcel. Other than the 15 Tracts indicated on Exhibit A, no additional Tracts shall be established.

“TIF Act” means Title 31, Chapter 6 of the Code of Laws of South Carolina 1976, as amended and in effect from time to time.

C. THE ASSESSMENT

1. The Amount of the Assessment

The Assessment for each Parcel within the Improvement District is shown on the Assessment Roll and Appendix B-1 attached hereto. The Assessment for each Parcel shall not be changed hereafter except pursuant to the provisions provided for herein and in the Assessment Roll. The Assessment for each Parcel shall not be otherwise reduced after the issuance of Borrowings except as provided herein.

Upon the issuance of a Borrowing, the City shall, if needed, adjust the Assessments such that the Assessments are not greater than the sum of the Debt Service Expenses and estimated Administrative Expenses, and secondly, such that the Annual Assessment is not greater than the Debt Service Expenses and estimated Administrative Expenses in any Assessment Year; in making such adjustments, the City may not increase a Parcel’s Assessment nor increase a Parcel’s Annual Parcel Assessment in any Assessment Year, but may extend the multi-year schedule of Annual Parcel Assessments.

2. Reallocation of the Assessment

a. Request by Owner

The City Council will, upon complying with the provisions of any applicable law, reapportion the Assessment on some or all of the Parcels upon the unanimous request of the owners of the Parcels for which the Assessment is to be reapportioned if there has been a change in the estimate of the Equivalent Units applicable to one of the Parcels. The reapportionment shall be made pursuant to an updated estimate of the Equivalent Units of each Parcel as a percent of the total of the Equivalent Units for the all of the Parcels for which the Assessment is to be reallocated. In all cases, the sum of the Assessment after the reallocation of Assessment pursuant to this section shall equal the total Assessment before the reallocation of Assessment.

b. Subdivision of a Parcel

Assuming that the preliminary subdivision plat dated October 16, 2016, attached as Exhibit A, is formally recorded without material change as determined in the City’s sole discretion by June 30, 2017, or by a later date established in the City’s sole discretion, the Assessments on the Parcel identified by Aiken County as TMS # 007-17-02-001 will be allocated to the Tracts as shown on Exhibit B.

Upon the subdivision of any Parcel other than the specific subdivision described in the paragraph above, including a subdivision of the Parcel identified by Aiken County as TMS # 007-17-02-001 that is distinct from the specific subdivision referenced in the paragraph above, the Assessment for the Parcel prior to the subdivision shall be allocated to each new Parcel in proportion to the

Equivalent Units of each Parcel and the Assessment for the undivided Parcel prior to the subdivision. The allocation of the Assessment shall be made pursuant to the following formula:

$$A = B \times (C \div D)$$

Where the terms have the following meanings:

- A = the Assessment of the new Parcel
- B = the Assessment of the undivided Parcel prior to the subdivision
- C = the Equivalent Units of the new Parcel
- D = the sum of the Equivalent Units for all of the new Parcels that result from the subdivision

In all cases, the sum of the Assessment after the subdivision of a Parcel shall equal the total Assessment before the subdivision of the Parcel. In all cases, Parcels created from subdivisions that are Non Benefitted Property shall be assumed to have zero Equivalent Units and thus shall have no Assessments allocated to them.

The Annual Parcel Assessment for each Parcel that results from the subdivision shall be set by the City pursuant to the following: (1) the sum of the Parcel's Annual Parcel Assessment for all remaining years shall equal the Parcel's Assessment; (2) for each Assessment Year the sum of the Annual Parcel Assessment for all Parcels resulting from the subdivision shall equal the Annual Parcel Assessment for the Parcel existing prior to the subdivision; (3) the Parcel's Annual Parcel Assessment may vary per year in accordance with the Debt Service Expense; and (4) the Parcel's Annual Parcel Assessment may vary per year in accordance with the Development Agreement.

c. Consolidation of a Parcel

Upon the consolidation of two or more Parcels into a consolidated Parcel, the Assessment for the consolidated Parcel shall be the sum of the Assessment for the Parcel(s) and prior to consolidation.

3. Reduction in the Assessment

a. Reduction in Costs

If Assessments exceed the costs to be paid by Assessments, including costs related to the issuance and debt service on Borrowings and Administrative Expenses to be paid by Assessments, the Assessment for each Parcel of Assessed Property shall be reduced such that the adjusted total Assessment equals the costs to be incurred to be paid by the Assessment. The reduction to each Parcel shall be applied in equal percentage to each Parcel; The City may, upon compliance with any applicable law, reduce the Assessment for each Parcel in another manner under this section if the City determines another method would be more equitable.

The Assessment for all Parcels as reduced according to the provisions of this section shall not be reduced to an amount that is less than the remaining principal and interest on the Borrowings

outstanding and to be issued, through maturity (i.e., excluding Borrowings defeased but not redeemed) and Administrative Expenses.

The Annual Parcel Assessment for each Parcel shall be reduced for any reduction in costs pursuant to this section in the same manner as the reduction in Assessment.

b. Annual Parcel Assessment

The Assessment for any Parcel shall be reduced each Assessment Year for the Parcel's entire Annual Parcel Assessment.

c. Prepayment of Assessment

The Assessment for any Parcel shall be reduced each Assessment Year for any prepayment of Assessments in accordance with Section I below.

D. METHOD OF DETERMINING THE ANNUAL PAYMENT

The Administrator shall calculate and the City Council shall confirm the Annual Payment for each Parcel calculated each Assessment Year as set forth below.

First Step: The Administrator shall calculate the Annual Revenue Requirement. If the Annual Revenue Requirement is less than the Annual Assessment, the Annual Parcel Assessment on every Parcel shall be decreased on a pro-rated basis such that the Annual Assessment equals the Annual Revenue Requirement.

Second Step: The Administrator shall calculate the Tax Revenues for each Parcel in the Improvement District. If the sum of the Tax Revenues for all Parcels is greater than or equal to the Annual Assessment, then the Annual Payment for all Parcels shall equal zero (\$0.00).

Third step: If the sum of the Tax Revenues for all Parcels is less than the Annual Assessment, then the Annual Payment for each Parcel shall equal Parcel's Annual Parcel Assessment less the Parcel's Annual Parcel Credit.

The Annual Payments as calculated shall be collected from each Parcel of Assessed Property as provided in Section E.

E. MANNER OF COLLECTION OF ANNUAL PAYMENT

The Annual Payment shall be collected in the same manner as the City collects the City's ad valorem real property taxes, including the collection of penalty and interest, or in any manner permitted by law as determined by the City in an amount that does not exceed the Annual Payment for each Parcel.

F. UPDATING THE ASSESSMENT ROLL

In order to facilitate the collection of the Assessment, the City shall update Appendix B-1 and B-2 of Assessment Roll each Assessment Year to reflect (i) the current Parcels in the Improvement District, (ii) the Assessment for each Parcel, including any adjustments to the Assessment as provided for in Section C; (iii) the Annual Assessment; (iv) the Annual Parcel Assessment for each Parcel, (v) the Annual Payment to be collected from each Parcel for the current Assessment Year, (vi) prepayments of the Assessment as provided for herein, and (vii) termination of the Assessment as provided for herein.

G. ADMINISTRATIVE REVIEW

An owner of a lot claiming that a calculation error has been made in the update of Appendix B-1 and B-2 in any Assessment Year, including the calculation of the Annual Payment, shall send a written notice describing the error to the City Council (or such other person or entity as may be designated by the City Council to hear such claims) not later than thirty (30) days after the date any amount which is alleged to be incorrect is due prior to seeking any other remedy. The City Council (or such other person or entity as may be designated by the City Council) shall promptly review the notice, and if necessary, meet with the property owner, consider written and oral evidence regarding the alleged error and decide whether, in fact, such a calculation error occurred.

If the City Council (or such other person or entity as may be designated by the City Council) determines that a calculation error has been made that requires Appendix B-1 or B-2 (including the Annual Payment for a Parcel) to be modified or changed in favor of a property owner, an adjustment to the Annual Payment nor a cash refund shall be made for that Assessment Year, but an adjustment shall be made in the amount of the Annual Payment to be paid in the following Assessment Year, or a refund shall be provided in the following year if the following year Annual Payment is not great enough to process the adjustment. To the extent that the City Council determined adjustment in favor of the property owner is for the final Assessment Year, the City shall make the refund to the property owner to the extent that there are sufficient funds to do so. The decision of the City Council regarding a calculation error relating to the Assessment Roll shall be conclusive as long as there is a reasonable basis for the determination.

H. TERMINATION OF ASSESSMENT

Except for any delinquent Annual Payments and related penalties and interest, the Assessment on each Parcel may not be collected for a term exceeding the earlier of (a) the final maturity of the Borrowings and (b) the date on which such Assessment is prepaid in full as provided for herein.

I. PREPAYMENT OF ASSESSMENT

1. Voluntary Prepayment of Assessment

The Assessment on any Parcel may be prepaid in full at any time, the Assessment for such Parcel may be reduced to zero, and the obligation to pay the Annual Parcel Assessments for such Parcel

may be permanently satisfied, by payment of an amount calculated according to the following provisions:

- a. A sum equal to the net present value of the remaining Annual Parcel Assessment for the Parcel using as a discount rate the average yield on the Borrowings; less,
- b. The Annual Payment for such Parcel for the Assessment Year in which such prepayment occurs, if not previously paid, plus appropriate adjustments as determined by the Administrator for the amount needed to pay interest on the outstanding Borrowings to be redeemed to and including the redemption date less the investment earnings on the prepayment amount, if any, until the applicable Borrowings can be called and redeemed, after taking into consideration the Annual Payment previously paid; plus,
- c. Estimated administrative expenses of the Improvement District related to the prepayment of the Parcel's Assessment.

Upon the payment of the amount calculated above to the City, the City shall utilize such amount, less the included estimated administrative expenses, to pay and redeem, discharge, or defease the Borrowings pursuant to the Bond Ordinance. Upon the payment of such amounts to the City, the obligation to pay the Assessment for the Parcel shall be deemed to be permanently satisfied, the Assessment with respect to the Parcel shall be reduced to zero, the Annual Parcel Assessment for such Parcel shall not be collected thereafter and the City shall promptly provide to each owner of the Parcel for which the Assessment has been prepaid a recordable document (or provide for the recordation of such document) evidencing the termination of the imposition and the collection of the Assessment.

2. Mandatory Prepayment of Assessment

In the event an existing Parcel becomes Non-Benefited Property and the Assessment on the Parcel cannot be reallocated to any Parcel of Assessed Property pursuant to the provisions herein, the Assessment on the Parcel shall become immediately due and payable in an amount equal to the calculation of a voluntary prepayment of Assessments specified in Section I.1. above; as needed, this mandatory prepayment of the Assessment shall be collected from proceeds of a sale, condemnation, or other form of compensation for the property or from any other legally available source of funds.

The amounts calculated in the preceding formula shall be paid to the City. Upon the payment of the amount calculated above to the City, the City shall use such amount, less the included estimated administrative expenses, to pay and redeem, discharge, or defease the Borrowings pursuant to the Bond Ordinance.

The mandatory prepayment of Assessment specified above shall be due prior to the recordation, conveyance, or other action that results in a change to any Parcel that results in the mandatory prepayment. In the event that the mandatory prepayment is not paid prior to the change in any Parcel, the total mandatory prepayment of Assessment may be collected from any and all of the

resulting Parcels of Assessed Property. The mandatory prepayment of Assessment shall have the same sale and lien priorities as generally provided for the Assessments.

Subsequent to the payment of the mandatory prepayment of Assessment, the Assessment Roll shall be adjusted to account for the payment.

J. AMENDMENTS

Immaterial amendments may be made to this “Rate and Method of Apportionment of Assessment” by the City Council without further notice under the MID Act and without notice to owners of Parcels within the Improvement District. Immaterial amendments shall be those that (i) clarify or correct minor inconsistencies in the matters set forth herein, (ii) provide for lawful procedures for the collection and enforcement of the Assessment so as to assure its efficient collection, and (iii) do not impair the ability of the City to fulfill its obligations to impose and collect the Assessment and to make it available for the payment of the Borrowings, Administrative Expenses, and other costs relating to the Improvement District. The City Council shall not approve such an amendment unless and until it has (i) been found and determined that the amendment is necessary and appropriate and does not materially adversely affect the rights of the owners of the Borrowings and (ii) received an opinion of a nationally recognized bond counsel to the effect that the amendment is authorized pursuant to the terms of the MID Act, the Bond Ordinance, and the Assessment Ordinance. Amendments may not be made to the Assessment Roll, including this “Rate and Method of Apportionment of Assessment” pursuant to the procedure described above that would (i) increase the Assessment or (ii) amend the method of determining the Annual Payment, the reallocation of Assessment upon the subdivision of a Parcel, or the termination of Assessment as set forth herein in a manner detrimental to the owners or Parcels and inconsistent with the intentions of this document.

K. INTERPRETATION OF PROVISIONS

The City Council shall make all interpretations and determinations related to the application of this “Rate and Method of Apportionment of Assessment,” unless stated otherwise herein or in the Bond Ordinance, and as long as there is a rational basis for the determination made by the City Council, such determination shall be conclusive.

L. SEVERABILITY

To the extent permitted by law, if any section or part of a section of this “Rate and Method of Apportionment of Assessment” is declared invalid or unenforceable, the validity, force, and effect of any other section or part of a section herein shall not thereby be affected or impaired unless such other section or part of a section herein is wholly or necessarily dependent upon the section or part of a section so held to be invalid or unenforceable.

**Ballpark Village Municipal Improvement District
City of North Augusta, South Carolina**

Appendix B-1

ASSESSMENT PER PARCEL

Parcel	Assessment	2017-2018 Assessment Year		
		Annual Parcel Assessment	Annual Parcel Credit	Annual Payment
007-17-02-001	\$48,388,246.15	\$0.00	\$0.00	\$0.00
007-18-05-001	\$0.00	\$0.00	\$0.00	\$0.00
007-13-01-007	\$0.00	\$0.00	\$0.00	\$0.00
007-17-01-001	\$0.00	\$0.00	\$0.00	\$0.00
Parcel owned by SC Department of Transportation	\$0.00	\$0.00	\$0.00	\$0.00
Total	\$48,388,246.15	\$0.00	\$0.00	\$0.00

**Ballpark Village Municipal Improvement District
City of North Augusta, South Carolina**

Appendix B-2

ANNUAL ASSESSMENTS

Assessment Year Beginning	Annual Assessment
2017	\$0.00
2018	\$0.00
2019	\$1,591,276.75
2020	\$1,591,276.75
2021	\$1,686,753.35
2022	\$1,686,753.35
2023	\$1,686,753.35
2024	\$1,686,753.35
2025	\$1,686,753.35
2026	\$1,939,766.35
2027	\$1,939,766.35
2028	\$1,939,766.35
2029	\$1,939,766.35
2030	\$1,939,766.35
2031	\$2,230,731.31
2032	\$2,230,731.31
2033	\$2,230,731.31
2034	\$1,171,030.08
2035	\$1,171,030.08
2036	\$1,346,684.59
2037	\$1,346,684.59
2038	\$1,346,684.59
2039	\$1,346,684.59
2040	\$1,346,684.59
2041	\$1,548,687.28
2042	\$1,548,687.28
2043	\$1,548,687.28
2044	\$1,548,687.28
2045	\$1,548,687.28
2046	\$1,780,990.37
2047	\$1,780,990.37
Total	\$48,388,246.15

Exhibit C

Improvement Plan

IMPROVEMENT PLAN

BALLPARK VILLAGE MUNICIPAL IMPROVEMENT DISTRICT

Overview and Purpose

Pursuant to the Municipal Improvements Act of 1999, codified at Title 5, Chapter 37 of the Code of Laws of South Carolina 1976, as amended from time to time, the “Act”), the City of North Augusta, South Carolina (the “City”) is authorized to designate an area within the City within which an improvement plan is to be accomplished. The Act defines an “Improvement Plan” as an overall plan by which the governing body of the City proposes to effect public improvements within a designated area to preserve property values, prevent deterioration of urban areas, and preserve the tax base of the municipality, and includes an overall plan by which the governing body proposes to effect public improvements within an improvement district in order to encourage and promote private or public development within the improvement district. This document is written to meet the Act’s requirements for an Improvement Plan, as defined therein.

As further described below, this Improvement Plan specifies the City’s intentions to undertake the public improvements specified below and to engage in the financing of the same. Through the execution of this Improvement Plan the City intends to provide a special benefit to parcels of real property in the Improvement District (as defined herein), to increase property values within the Improvement District, to encourage and promote private and public development by future owners or other interested parties, and to improve the tax base of the City.

Description of the Improvement District

The real property included within the Ballpark Village Municipal Improvement District (the “Improvement District”) is located in the City within the TIF District. The Improvement District is generally bound by the Savannah River to the south, Georgia Avenue to the east, the brick ponds to the north and Hammond’s Ferry subdivision to the west, and including, but not limited to, the parcels of real property as described in Table A below, and those portions of Center Street and Railroad Avenue adjacent to such parcels, as applicable. More particularly, the Improvement District includes the real property indicated in Table A below.

Table A
Improvement District

Parcels	Owner	Description	Approximate Acres
007-17-02-001	Greenstone Hammond's Ferry, LLC	Portions of each aggregate to total acreage.	29.24
007-18-05-001, 007-13-01-007, 007-17-01-001, 007-13-10-002, N/A	City of North Augusta	Portions of each and certain right of way aggregate to total acreage.	6.03
N/A	South Carolina Department of Transportation	Portion; alongside Georgia Avenue	0.14
Total			35.41

* Note: The Improvement District includes real property consisting of those portions of Center Street and Railroad Avenue adjacent to such parcels, as applicable. Also, parcels 007-17-02-002, 007-17-02-004 were absorbed into parcel 007-17-02-001.

The property encompassed by the Improvement District is shown on that preliminary subdivision plat approved by the City's Planning Commission on October 16, 2016, and is available at the offices of the Municipal Clerk.

Description and Estimated Costs of the Improvements

The public improvements, and the estimated cost of each, to be implemented through this Improvement Plan are listed in Table B below (independently, each an "Improvement" and collectively, the "Improvements"). All of the Improvements will be located within the Improvement District.

Table B
Improvements and Estimated Costs

Improvement	Estimated Cost
Baseball stadium	\$ 40,300,000
Parking facilities	7,000,000
Conference center	8,000,000
Infrastructure	3,500,000
Parks and greenspace	1,000,000
Total	\$ 59,800,000

As indicated above, the City intends to provide a special benefit to parcels of real property in the Improvement District through the delivery of the Improvements. Each of the public improvements indicated in Table B above constitutes an “improvement” within the meaning of the Act.

As shown in the table above, the total estimated cost of the Improvements, excluding inflation, equals \$59,800,000. The costs shown in Table B are estimates only. As such, the actual costs are likely to vary from these estimates. The estimated costs shown in Table B do not limit the amount that may be spent on the distinct Improvements or the total that may be spent in the aggregate on the Improvements.

Proceeds from borrowings described in this Improvement Plan (see below) and authorized by the Act may be spent on any component of the Improvements.

Other public improvements not contemplated by this Improvement Plan may be constructed within the Improvement District.

Time Schedule for the Accomplishment of the Improvement Plan

The Improvements contemplated within this Improvement Plan are expected to be accomplished on or before December 31, 2018.

Sources of Funds

The City estimates that the sources and amounts required to construct the Improvements will be as shown in Table C below.

Table C
Estimated Sources of Funds

Source of Funds	Estimated Amount of Project Cost
Special assessments and TIF District revenues from within the Improvement District	\$ 25,500,000
City and private contributions, including: Private contributions, TIF District revenues from outside the Improvement District, accommodations tax revenues, parking revenues and other revenues	<u>\$ 34,300,000</u>
Total	\$ 59,800,000

The amounts shown in Table C above represent an estimate of contributions to fund the estimated actual costs of the Improvements, excluding debt service on City borrowings that are anticipated to finance the Improvements and administrative expenditures related to the Improvement District. As noted in Table C above, the City estimates that approximately \$25,500,000 of the total costs of the Improvements (excluding debt service costs), specific Improvements to be determined, will be provided by special assessments (see below for more information on the special assessments) and TIF District revenues from real property within the Improvement District. As noted in Table C above, the City anticipates that approximately \$34,300,000 of the costs of the Improvements (excluding debt service costs) will be funded from City contributions and private contributions. The City’s total contribution towards the Improvements may increase, depending on the quantity of the

City revenues from various sources, which could lead to a decrease in the costs to be funded by the special assessments.

The potential revenues from the special assessments, which will be utilized to repay the expected City borrowings, will be limited by the amount of the special assessment lien to be placed on the properties in the Improvement District, as prescribed by a future ordinance of City Council.

The details of all City borrowings and the authorization therefor shall be prescribed by one or more separate ordinances of the City Council.

Repayment of Expected Borrowings

Pursuant to the Act, special assessments (the “Assessments”) will be imposed on parcels of the real property in the Improvement District, as further explained below. On an annual basis, a portion of the total Assessment on a parcel will be billed to the parcel, net of the TIF District revenues generated by the parcel. Assessment revenues will be utilized alongside other sources of revenue to pay the debt service on the expected City borrowings and the administrative costs of the Improvement District.

Basis and Rates of Assessment to be Imposed within the Improvement District

Assessments shall be imposed upon real property in the Improvement District in accordance with the Improvement District documents (including, without limitation, Report on the Reasonable Basis of the Special Assessments, an Assessment Roll and the Rate and Method of Apportionment of Assessments) to the extent such documents are approved by the City as required by law (collectively the “Improvement District Documents”). The Improvement District Documents shall establish the Assessments, the basis of the Assessments and the related special assessment rates, all of which in concert will fairly and equitably allocate the benefits derived from the Improvements to each of the individual parcels within the Improvement District.

The amount of the Assessments to be imposed on each parcel in the District at the City’s establishment of Assessments shall reflect the parcel’s estimated special benefit from the Improvements, as specified in the Improvement District Documents, and be equal to the estimated TIF District revenues from the parcel. The City anticipates providing each parcel in the District a credit on an annual basis against the parcel’s annual Assessment payment obligation that is equal to the TIF District revenues generated by the parcel.

Assessments shall not be imposed upon the Improvements or any real property within the Improvement District that does not receive a benefit from the Improvements. Assessments will not be imposed on real property parcels within the Improvement District that are owned by a public entity. Assessments will not be imposed on real property outside of the Improvement District.

The Rate and Method of Apportionment of Assessments shall provide that as real property within the Improvement District is subdivided, the Assessments on the parent parcel will be allocated amongst the subdivided parcels in a manner that utilizes a classification system for distinct development uses in order to reflect the estimated special benefit from the Improvements. The sum of the Assessments on the subdivided parcels after such subdivision shall be equal to the Assessment on the parent parcel prior to subdivision.

The total Assessment on each parcel, to be imposed through City Council’s approval of the Improvement District Documents, shall represent the total special assessment fees that can be billed to a parcel over the term of the Improvement District.

The City intends to bill the annual special assessment fee on the annual City real property tax bill. The City intends to begin the annual billing of the Assessments in January of 2019.

Changes to this Improvement Plan

This Improvement Plan is subject to further changes and/or modifications, from time to time, as the City Council may determine, based on further review by the City and public input during the opportunities provided for public comment under the Act. It is expected that a final version of this Improvement Plan will be adopted by City Council at the time of adoption of an ordinance providing for the creation of the District, all as provided in the Act.