

**CITY OF MEMPHIS
REQUEST FOR QUALIFICATIONS
MIXED INCOME RESIDENTIAL HOUSING DEVELOPMENT
PARTNER**



**FOR
THE TILLMAN COVE PROJECT**

**Solicitation No:
39260**

Date of Issue: February 13, 2019

**RESPONSE SUBMITTAL DUE
Wednesday, April 3, 2019 no later than 12:00 P.M. (Central Time)**

RFQ Issued by
City of Memphis – Division of Housing and Community Development
Jim Strickland, Mayor – Paul Young, Director
170 North Main Street
Memphis, TN 38103

An Equal Opportunity Employer and An Equal Housing Provider

Contents

	Page #
Invitation	3
Executive Summary	5
About the Tillman Cove Project	7
About the Development Opportunity (DO)	12
Submitting a Response to this RFQ	16
Selection Criteria and Resources	18
Attachment I	20

INVITATION

The City of Memphis (City), by and through its Division of Housing and Community Development (HCD), is pleased to announce a major mixed-use residential development offering for accomplished and experienced housing developers, on 8.11-acre site formerly known as Tillman Cove Apartments, located in the Binghampton neighborhood.

This Request for Qualifications (RFQ) is intended to provide an opportunity for interested developers and firms to demonstrate their ability, capacity, and capability to develop a mix income community addressing the shortage of quality residential housing options for low and moderate income and elderly residents consistent with the vision and goals of the City of Memphis.

This invitation, together with its supplemental information, comprises the RFQ. The objective of this solicitation is to encourage prospective developers, development firms, or development teams to submit sufficient proposal to the City for the 8.11-acre mixed-income development.

Developers must respond to this RFQ to be eligible for inclusion in a subsequent RFQ process and the City reserves the right to reopen this process if necessary. Final selection of the RFP is expected in June 2019.

Project staff will host a Pre-Submittal Meeting on Monday, March 4, 2019 from 2 -4 p.m. (Central Time) at Community Foundation of Greater Memphis, 1900 Union Avenue, Memphis, TN 38104 to discuss this RFQ and answer questions. The meeting will also be live-streamed and to receive a link, please send an email to livia.carter@memphistn.gov by close of business on Friday, March 1, 2019.

The last day for submitting questions will be the close of business day on Friday, March 15, 2019, and the last addendum will be posted by 5:00 p.m. (CT) on Monday, March 18, 2018. Responses to this RFQ are due to the City of Memphis on Wednesday, April 3, 2019 no later than 12:00 p.m. (CT). Late responses will not be accepted.

The City of Memphis solicits your response to this request for qualifications to join us in this exciting project. We look forward to your submission.

RFQ AT A GLANCE

- The City of Memphis (City), through its Division of Housing and Community Development (HCD), is pleased to announce a major mixed-use residential development offering for accomplished and experienced housing developers, on an 8.11-acre site commonly known as Tillman Cove, located in the Binghampton neighborhood. This

Request for Qualifications (RFQ) is intended to provide an opportunity for interested developers and firms to demonstrate their ability, capacity, and capability to develop a mix-income community addressing the shortage of quality residential housing options for low to moderate-income and elderly residents consistent with the vision and goals of the city of Memphis.

Planned Investments by City:

Project Type	Location	Description	Timeline
Stormwater	Tillman Precinct	Possible upsizing of drain pipes in the vicinity of the Tillman Precinct	TBD
Hampline Cycletrack	Tillman, between Broad and Shelby Farms Greenline/ Broad, between Overton Park and Tillman	Reconstruction of the roadway, sidewalks, and traffic signals. Project includes the construction of a protected two-way cycle track on the west side of Tillman and south side of Broad. Additionally floating transit stops and new ADA curb ramps will be installed on Tillman.	Construction 2019-2020
STP Sidewalks	Mimosa @ Carpenter	Pedestrian safety enhancements including curb extensions, high-vis crosswalks, sidewalk replacement, and enhanced signage. Speed cushions may also be installed on Mimosa.	Construction 2020
Shelby Farms Greenline Bridge	SFG, between Tillman and Flicker	Western extension of the Greenline from Tillman to Tobey Park. The new trail will include a bridge over the CNIC railroad and enhanced entrance plaza/parks at Tillman and Flicker.	Construction 2023-2024
SFG Crossing Safety Project	SFG, between Tillman and Eastern End	Installation of RRFBs at all at-grade crossings along the SFG. (Tillman)	Construction 2021
Memphis Innovation Corridor	2nd/BB King/Union/Poplar, between Pinch and UofM	Reconfiguration of 2nd, BB King, Union, and Poplar, connecting the Pinch, CBD, Medical District, Midtown, and the UofM. Corridor will enhance the pedestrian space and include; enhanced transit stops, LED Street Lights, smart city infrastructure, green stormwater systems, and a Bus Rapid Transit line. Additionally the project will replace 60 existing traffic signals, all existing utility/light poles, and install new protected crossings.	Construction 2021-2022
Central Library Crossing	Poplar/ Benjamin L Hooks Library	Installation of RRFB, pedestrian refuge island, and high-vis crosswalk on Poplar linking the two existing transit stops and the Main Library.	Construction 2019
Poplar Viaduct Replacement	Poplar, between Union Ext and Humes	Complete replacement of the Poplar Avenue Viaduct over Union and Railroads.	Construction 2019-2021
Hampline South Extension	Tillman St. (Shelby Farms Greenline to Walnut Grove Rd.); Walnut Grove Rd. (Tillman St. to Holmes St.)	The project will extend the Hampline cycle track to the south in order to provide access to the Benjamin L. Hooks Central Library and East High School. The project includes a median-protected cycle track, signal improvements, and enhanced on-street pedestrian crossings.	Construction 2024-2025

Zoning: The current site is zoned Residential Urban – 3 (RU-3). Residential development in the RU-3 District allows a variety of housing types including single-family detached (conventional, side yard house, cottage), single-family attached (semi-attached, two-family, townhouse), and multifamily (large home, stacked townhouse, apartment). New RU-3 districts are generally located in an infill or redevelopment location where similar lot sizes are part of the original fabric of development. Additionally, RU-3 districts should have a shared street network with and are generally located at least 500 feet from a CMU-1, CMU-2, CMU-3, or CBD district or are within 500 feet of an arterial.

Transaction Structure: A range of options will be considered, including ground lease or sale of the property.

RFQ:

Responses Due: Wednesday, April 3, 2019 no later than 12:00 p.m. (CT)

Responses should be sent in a sealed envelope or mailing box with the developer's name and Tillman Cove RFQ #39260 written on the outside to:

City of Memphis
125 N. Main St., Room 354
Memphis, TN 38103

RFQ response MUST be submitted to participate in final Request for Proposals (RFP)
RSVP for Pre-submittal live stream to livia.carter@memphistn.gov by Friday, March 1, 2019.

Contact:

Verna Hawkins-Lambert, Real Estate Administrator
City of Memphis
Division of Housing and Community Development
170 North Main Street, 4th Floor
Memphis, TN 38103
901-636-7356
Verna.Lambert@memphistn.gov

CITY OF MEMPHIS' REQUEST FOR QUALIFICATIONS TILLMAN COVE REDEVELOPMENT PROJECT

The City of Memphis is internationally known for its creativity and innovation, as the birthplace of America's most beloved musical genres; as home to St. Jude Children's Research Hospital, whose research has given life to children around the world; as the place where modern world commerce took flight with FedEx; as the home of automotive retail giant AutoZone; and as the home of the largest Bass Pro Shops destination retail facility in the world, an international award-winning model for re-use of arenas and downtown facilities. The City of Memphis seeks to accelerate the city's present momentum as evidenced by more than \$11 billion in new construction, a \$3.3 billion tourism industry, and a growing regional economy with a \$71.5 billion GDP.

1. EXECUTIVE SUMMARY

Binghampton began as an independent, rural township in 1893 and was annexed by the City of Memphis in 1919 as development expanded to the east. Binghampton was named after WH Bingham, an Irish immigrant, hotelier, planter, magistrate, politician and entrepreneur who founded the town to the east and slightly north of the Memphis city limits at that time. A once thriving community, with various social and economic changes – racial segregation, urban sprawl, disinvestment by nearby light industrial manufacturing facilities, shifting from owner to renter occupied housing have led to severe poverty and lack of economic assets the neighborhood now faces.

The Binghampton community is located at the geographic center of Memphis, representing two square miles and 8,000 residents. Traditional nonprofits have taken the lead, particularly in east Binghampton, using new strategies to spur revitalization. Stakeholders have attributed such public-private ventures as MEMFix, which spotlighted the Broad Avenue Arts District with their first event in 2010, and the Hampline and the Shelby Farms Greenline with increasing the overall visibility of Binghampton.

On the east side, the Binghampton Development Corporation (BDC), established in 2004, and was formed to address the severe blight and economic development in the community. BDC is extremely active with implementation of several initiatives and community building especially the Tillman Corridor where they have established their offices. In 2013, the BDC opened Tillman Crossing, a 20-unit apartment complex; renovated with assistance from several local government and church organizations. The apartments utilize an innovative Asset-Building Program, which allows renters to build wealth in a way similar to how homeowners build equity.

On the other end of Tillman, the BDC also spearheaded the recently-opened Binghampton Gateway Center, a 48,000-square foot shopping center that landed the neighborhood a much-needed grocery store and other retail. The project was the first in the city to utilize a Community Builder PILOT, payment-in-lieu of taxes incentive provided by the Memphis-Shelby County

Economic Development Growth Engine.

For many residents of the Binghampton neighborhood, the Lester Community Center is more than just a gym; it is a community hub, a home, a family.



Situated on Tillman Street, the community center is readily identifiable by the huge, bright murals of smiling children and positive messages painted onto the walls. It lies directly in the middle of the Binghampton neighborhood, providing a city pool, indoor and outdoor basketball courts, computer labs, and multiple programs for adults and children to be involved in.

Last year the BDC and a coalition of neighborhood groups acquired a tax increment financing, or TIF, a designation from the city and county that will refunnel future increases in property tax revenue back into the community for improvements. Over the next 30 years, the TIF is expected to generate \$26 million for infrastructure, public amenities, blight removal and affordable housing in Binghampton. The Tillman Cove Apartments were acquired by the City at the urgency of the community stakeholders to ensure its future and to mitigate the vacancy and blight. The Binghampton area is critically important for the long-term economic vitality of the city because of its location, diversity of uses and that it also includes areas representing a high concentration of blight, disadvantage population, depressing housing values, high unemployment and nontraditional structures.

The recently developed Binghampton Neighborhood Community Redevelopment Plan identified a shortage of affordable housing for low and moderate income and/or elderly and a need for more decent and suitable housing affordable to a wide range of incomes. This plan describes a range of strategies that will replace blighted and decaying residential properties with new residential properties that can be owned or rented by people working in the area. For more information please visit the link in the Resources Section of this RFQ to view the plan.

The Memphis 3.0 Comprehensive Plan is the most recent comprehensive plan to be adopted in the City of Memphis in almost 40 years. The plan has included the policies designed to mitigate urban blight and spur economic redevelopment through increasing the population density of the core city. The property is mentioned in the University District Section as an opportunity for redevelopment. From the Memphis 3.0 Plan: “Tillman cove is designated as an anchor neighborhoods mix of building types.”

Reference the Tillman Cove Area Profile included in the Resources Section of this RFQ.

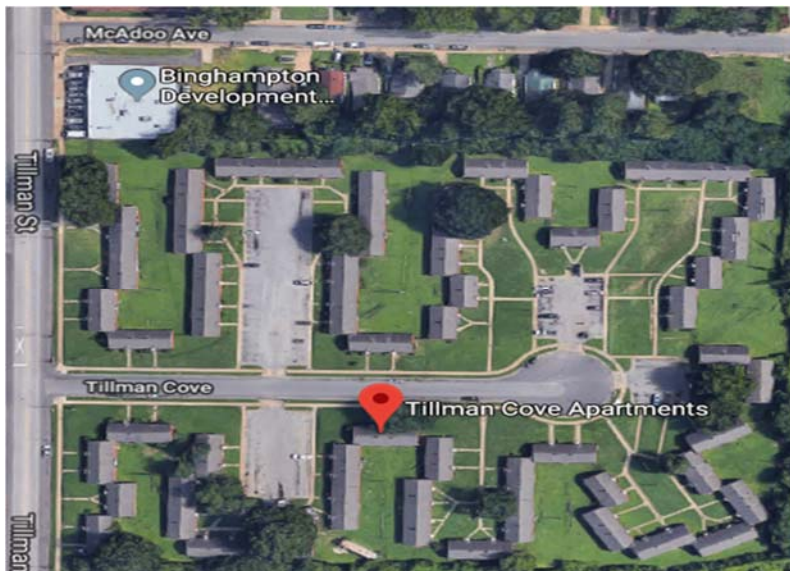
The redevelopment of the Tillman Cove property is a critical project for the area as it will eliminate a vacant and blighted property in the community and provide much needed affordable rental housing.

2. ABOUT TILLMAN COVE REDEVELOPMENT PROJECT

Background

The Tillman Cove Apartment site can be classified as a slum area based upon the condition's analysis, which found that the vacant buildings and site were subject to systemic mechanical, structural and site drainage issues which made the dwelling units inadequate for occupancy. The structures and dwelling units are obsolete when compared to other livable housing units. However, the subject property is located between and across the street from properties that have been redeveloped, and the revitalization of this site will stabilize not only the entire block, but also the main corridor through the community.

In Summer of 2018 the City purchased the Tillman Cove apartments. Located on Tillman next door to the BDC's offices, the development covers 8.11 acres, and currently includes 116 units of one-story, red brick duplexes.



Additional Proposed Components

The Binghampton Community TIF is dedicated to a strategy of thriving in place, - fostering living and working in the Binghampton neighborhood. The Tillman corridor has seen small investments due to the work of many stakeholders including the Binghampton Development Corporation. Residential neighborhoods in the west part of the area, such as Lea's Woods and Strathmore Circle are the most economically stable portions of the area. Residential neighborhoods in the central and east sections of the neighborhood are some of the most economically unstable and suffer from concentrations of blight especially surrounding the proposed development site.

The current transportation infrastructure includes bicycle and pedestrian facilities such as the Hamplin which connects the Shelby Farms Greenline trail to Overton Park. However, the Shelby Farms Greenline trail currently dead-ends at Tillman and Crenshaw Park, which is in desperate need of improvements. The proposed plan envisions implementation of the extension of the

Shelby Farms Greenline trail at Tillman along the vacant and abandoned railroad right of way to Flicker Street, then connecting to Tobey Park and the Fairgrounds.

The market is beginning to look at housing in the Binghampton community as a potential viable investment. The Binghampton Neighborhood Redevelopment Plan built consensus ideas as the foundation for the Master Plan:

- Reconnect the surrounding neighborhoods
- Promote diversity, mix uses and mix incomes
- Make the streets more walkable
- Make it easy to build the right thing
- Control the scale of new development

The redevelopment strategy should include a strategy of thriving in place, fostering living and working in the Binghampton neighborhood. The focus of the redevelopment site should include mix use housing, infrastructure improvements community economic development (promoting jobs within the community and recruitment of businesses) and blight remediation.

The age of the infrastructure along Tillman has reached its useful life and may require removal and reconstruction to provide the level of service and quality required by current standards. While the automobile should be accommodated, the basic activities of daily life should be available within a safe and comfortable walking distance. Infrastructure improvements should reconnect the surrounding residential neighborhoods.

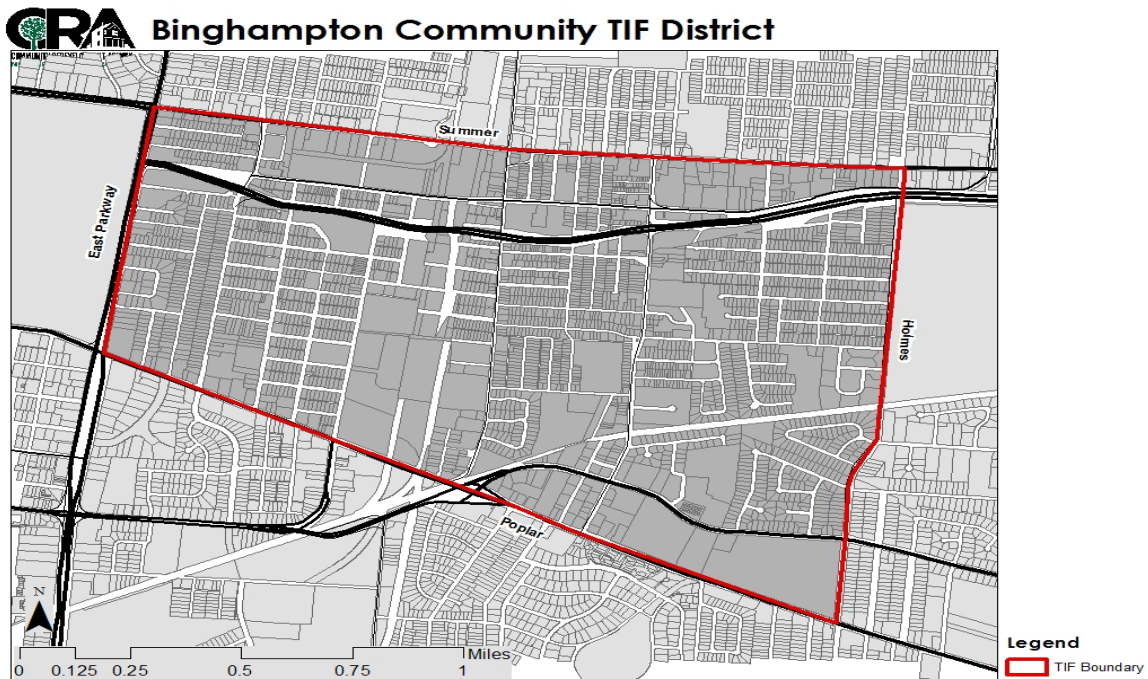




Redevelopment Funding and Schedule

The City of Memphis has purchased the site and will consider best proposal including acquisition sale or lease. The Binghampton Development Corporation has submitted a TIF application and it was approved at the end of calendar year 2017.

The boundaries of the TIF will include all the significant commercial/retail areas in Binghampton and University District of the Memphis 3.0 planning district.

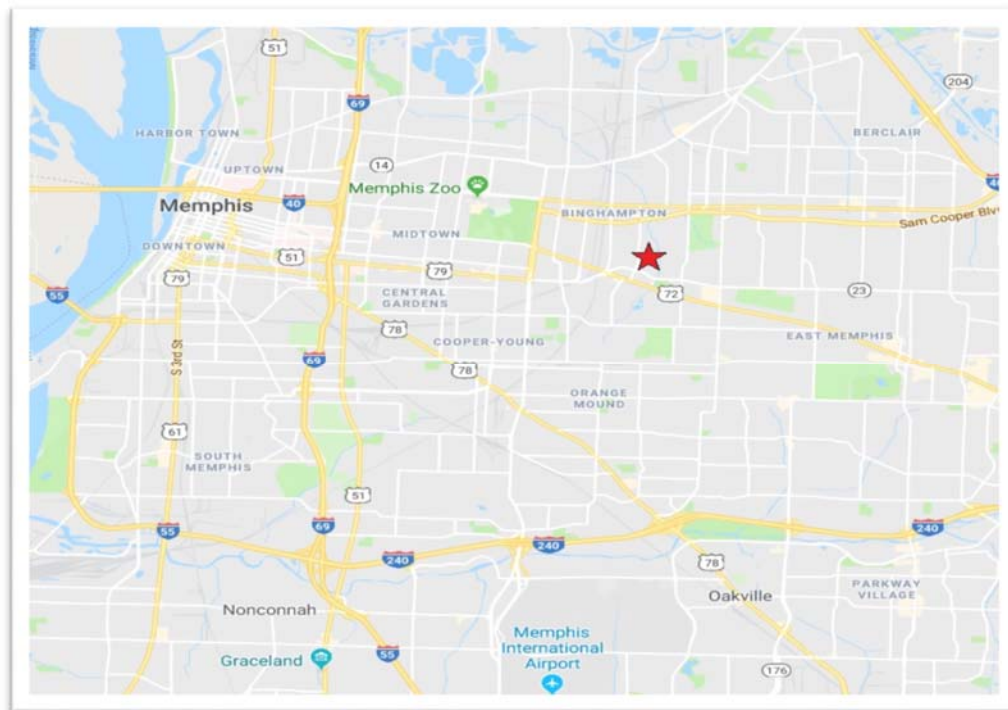


Connectivity

The Tillman Cove site is located on the Tillman between Walnut Gove and Sam Cooper Boulevard. The site is bounded on the north by Macodo, on the east by Gracewood, on the south by Waynoka, and on the west by Tillman which connects the site to the Sam Cooper Boulevard while leads to the City's interstates/expressways: I-240.

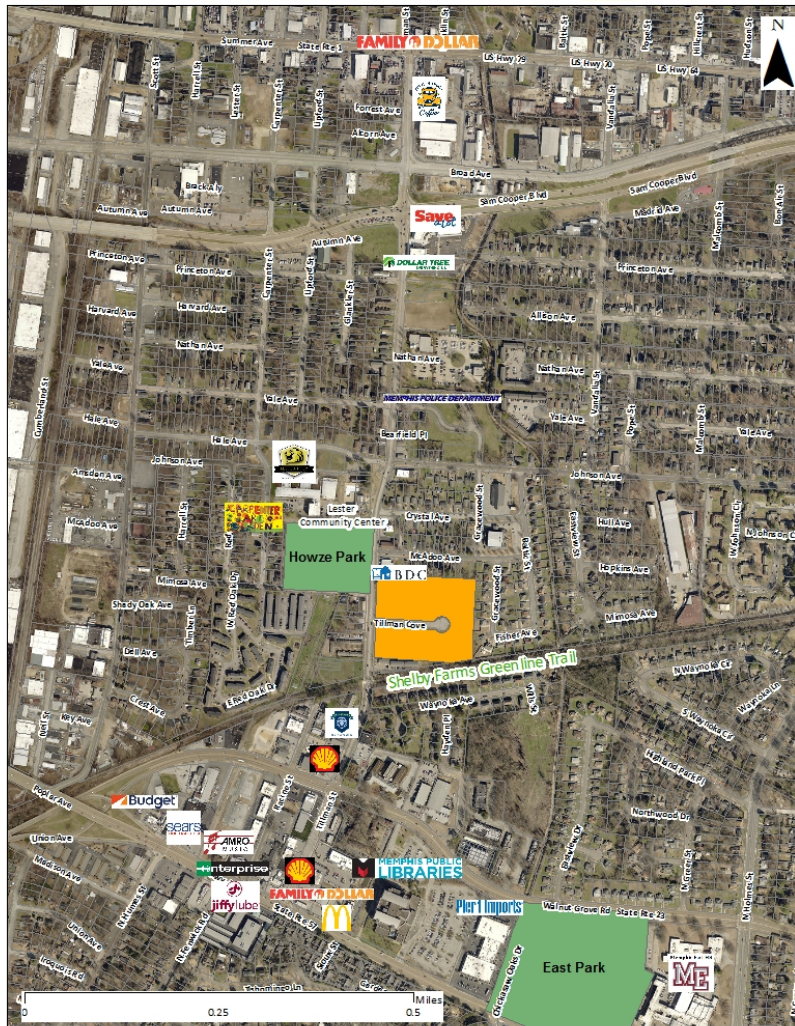
The site is currently accessible to public transportation, private vehicles, taxis, alternative transportation (Uber, Lyft, etc.), and bicycle traffic. The site runs adjacent to the Greater Memphis Greenline network of bicycle and pedestrian trails stretching from downtown Memphis through Midtown Memphis into the eastern suburbs of Cordova, Germantown and (soon) Collierville. The Memphis Area Transit Authority intends to increase service along Tillman as development proceeds, including a possible multi-bay bus stop which could be coupled with the bikeshare station.

The site of Tillman Cove is centrally located within the City of Memphis. There are interstates, bus routes, walk/bike trails and the Memphis International Airport all with 10-15 minutes of the site.



Tillman Avenue Corridor

Tillman Cove Site



Land Use and Zoning

Memphis 3.0 draft plan vision of the comprehensive plan and focus on anchors is supported by an implementation framework guided by plan elements of Land, Connectivity, and Opportunity.

The Tillman Cove site is a natural location for a new construction mixed-use residential development as it is already bordered by several land uses – single-family housing and educational institutions on the east, single family to the north, and green space and multifamily on the south and single-family development to the east of the site.

The site is currently zoned for urban residential (RU-3).

The City of Memphis will consider a range of options about ownership of the site, including a land lease, sale or other options. The City expects to negotiate ownership options with the selected developer to ensure they will be suitable for the developer to obtain financing for their proposal.

3. ABOUT THE DEVELOPMENT OPPORTUNITY (DO)

Description of DO Site

The City of Memphis and the community desires a new construction mixed-income affordable housing development consisting rental, home ownership high density mixture on the 8.188-acre site.

Public Contributions to DO

Supportive Infrastructure:

Stormwater	Tillman Precinct	Possible upsizing of drain pipes in the vicinity of the Tillman Precinct	TBD
Hampline Cycletrack	Tillman, between Broad and Shelby Farms Greenline/ Broad, between Overton Park and Tillman	Reconstruction of the roadway, sidewalks, and traffic signals. Project includes the construction of a protected two-way cycle track on the west side of Tillman and south side of Broad. Additionally floating transit stops and new ADA curb ramps will be installed on Tillman.	Construction 2019-2020
STP Sidewalks	Mimosa @ Carpenter	Pedestrian safety enhancements including curb extensions, high-vis crosswalks, sidewalk replacement, and enhanced signage. Speed cushions may also be installed on Mimosa.	Construction 2020
Shelby Farms Greenline Bridge	SFG, between Tillman and Flicker	Western extension of the Greenline from Tillman to Tobey Park. The new trail will include a bridge over the CNIC railroad and enhanced entrance plaza/parks at Tillman and Flicker.	Construction 2023-2024
SFG Crossing Safety Project	SFG, between Tillman and Eastern End	Installation of RRFBs at all at-grade crossings along the SFG. (Tillman)	Construction 2021
Memphis Innovation Corridor	2nd/BB King/Union/Poplar, between Pinch and UofM	Reconfiguration of 2nd, BB King, Union, and Poplar, connecting the Pinch, CBD, Medical District, Midtown, and the UofM. Corridor will enhance the pedestrian space and include; enhanced transit stops, LED Street Lights, smart city infrastructure, green stormwater systems, and a Bus Rapid Transit line. Additionally the project will replace 60 existing traffic signals, all existing utility/light poles, and install new protected crossings.	Construction 2021-2022
Central Library Crossing	Poplar/ Benjamin L Hooks Library	Installation of RRFB, pedestrian refuge island, and high-vis crosswalk on Poplar linking the two existing transit stops and the Main Library.	Construction 2019
Poplar Viaduct Replacement	Poplar, between Union Ext and Humes	Complete replacement of the Poplar Avenue Viaduct over Union and Railroads.	Construction 2019-2021
Hampline South Extension	Tillman St. (Shelby Farms Greenline to Walnut Grove Rd.); Walnut Grove Rd. (Tillman St. to Holmes St.)	The project will extend the Hampline cycle track to the south in order to provide access to the Benjamin L. Hooks Central Library and East High School. The project includes a median-protected cycle track, signal improvements, and enhanced on-street pedestrian crossings.	Construction 2024-2025

Education Resources: Lester and Cornerstone Preparatory, managed by the Capstone Education Group provide free public school primarily for families located in the Binghampton community. Students zoned to other schools may also attend as long as space is available. Both schools are located in one building serving Pre K4 through grades 8.

Use of Federal Funds: The City of Memphis purchased the property with Federal Funds through the HOME program. The use of HOME funds requires that the selected developer must include a minimum of nine (9) HOME designated affordable housing units in its housing mix in accordance with 24 CFR 92. These requirements can be reviewed at the following link: https://www.ecfr.gov/cgi-bin/text-idx?tpl=/ecfrbrowse/Title24/24cfr92_main_02.tpl

HOME Requirements: The use of HOME funds for the acquisition of the site dictate that requirements that would apply to a selected project includes but is not limited to:

- Environmental Review
- Market Demand
- Budget and firm commitments of all sources before any new home commitment

- Subsidy layering and underwriting
- Project Schedule and ability to commence construction within 12 months of HOME commitment
- Davis Bacon
- Section 3
- Long term affordability and income targeting
- Recapture and resale provisions

Use of City Funds: It is anticipated that the overwhelming majority of funds used to develop the site will not originate from the City of Memphis. However, to facilitate the supportive infrastructure improvements, some public improvement funds may be part of the development project depending on the structure chosen by the City and selected developer. To the extent that City funds (non-federal) are used, those funds will be subject to all the usual procedures, requirements and restrictions of the City’s procurement policies.

MWBE Participation: This project may be subject to the requirements of the City of Memphis Ordinance #5384, which establishes the Equal Business Opportunity (EBO) Program. The Ordinance may be accessed on the City’s website at www.memphistn.gov under the “Business” tab, then click on “Contract Compliance”. The intent of the EBO Program is to increase the participation of M/WBEs in the City’s procurement activities.

Financial Incentives: This is a comprehensive list of incentives in Memphis & Shelby County, but not all are applicable to this community. The selected developer will be responsible for identifying and seeking incentives that would be beneficial to the financing of the project and include the following:

Development Loan Program – *Downtown Memphis Commission*
<https://www.downtownmemphiscommission.com/financial-incentives/>

Exterior Improvement Grant – *Downtown Memphis Commission*
<https://www.downtownmemphiscommission.com/financial-incentives/>

Downtown Core Sidewalk Repair Loan Program – *Downtown Memphis Commission*
<https://www.downtownmemphiscommission.com/financial-incentives/>

Inner City Economic Development Loans – *Economic Development Growth Engine (EDGE)*
<http://www.growth-engine.org/business-assistance/tax-incentives/>

EDGE Impact Fund – *Economic Development Growth Engine* <http://www.growth-engine.org/business-assistance/tax-incentives/>

Appraisal Gap Program – *Tennessee Housing Development Agency (THDA)* <https://thda.org/business-partners/gap>

Affordable Housing Program – *Federal Home Loan Bank of Cincinnati (FHLB)*
<https://www.fhlbcin.com/community-investment/affordable-housing-program/>

Zero Interest Fund Program – *Federal Home Loan Bank of Cincinnati*
<https://www.fhlbcin.com/community-investment/other-programs/zero-interest-fund/>

Housing and Economic Development Incentives – *Memphis Light, Gas & Water*
[http://www.mlgw.com/images/content/files/pdf/IncentivePoliciesforHousing\(1\).pdf](http://www.mlgw.com/images/content/files/pdf/IncentivePoliciesforHousing(1).pdf)

Economic Development Incentives – *Tennessee Valley Authority* <https://www.tvasites.com/Business-Benefits/Incentives.aspx>

Pre Development Grant – *Memphis Medical District Collaborative*
<https://www.mdcollaborative.org/real-estate>

TAX INCENTIVES

Low Income Housing Tax Credits (4% noncompetitive or 9% competitive) - *Tennessee Housing Development Agency (THDA)* <https://thda.org/business-partners/lihtc>

Multi-family Tax-Exempt Bond – *Memphis Health Educational and Housing Facility Board (HEHFB)*
<http://www.memphishehf.com/snapshot/>

Payment in Lieu of Tax (PILOT) – *Memphis Health Educational and Housing Facility Board (HEHFB)*
<http://www.memphishehf.com/snapshot/>

Downtown Property PILOT – *Downtown Memphis Commission*
<https://www.downtownmemphiscommission.com/financial-incentives/>

Community Builder PILOT – *Economic Development Growth Engine* <http://www.growth-engine.org/business-assistance/tax-incentives/>

Destination Retail PILOT – *Economic Development Growth Engine* <http://www.growth-engine.org/business-assistance/tax-incentives/>

Expansion PILOT – *Economic Development Growth Engine* <http://www.growth-engine.org/business-assistance/tax-incentives/>

Fast Track PILOT – *Economic Development Growth Engine* <http://www.growth-engine.org/business-assistance/tax-incentives/>

Jobs PILOT – *Economic Development Growth Engine* <http://www.growth-engine.org/business-assistance/tax-incentives/>

Tax Increment Financing - *Community Redevelopment Agency*
<http://www.shelbycountyttn.gov/123/Community-Redevelopment-Agency>

Tax Exempt Industrial Revenue Bonds – *Economic Development Growth Engine (EDGE)*
<http://www.growth-engine.org/business-assistance/tax-incentives/>

Industrial Revenue Bond – *Economic Development Growth Engine (EDGE)* <http://www.growth-engine.org/site-selectors/resources/>

Municipal Industrial Development Board Tax Increment Financing (TIF) – *Economic Development Growth Engine (EDGE)* <http://www.growth-engine.org/business-assistance/neighborhood-businesses/>

Insurance: This project will be subject to insurance requirements set by the City’s Department of Risk Management. Additional information about insurance coverage will be provided in the RFP that is to follow this RFQ, and the final requirements shall be determined during lease negotiations with the selected developer. All coverages and carriers must be approved by the City’s Department of Risk Management prior to execution of any agreements stemming from this RFQ. Required coverage may include, but may not be limited to, Worker’s Compensation, Automobile Liability, Commercial General Liability, Liquor Liability, Pollution Liability, Umbrella Liability, and Property Insurance for buildings and equipment. The selected developer may be required to ensure that their contractors, subcontractors and tenants maintain the same, similar, or additional insurance policies.

Development Goals and Vision

The City of Memphis is seeking a development proposal for the PDO which will include development goals and vision important to the community. They include:

- Required participation of the Binghampton Development Corporation in the development project
- A Development Team that is inclusive of Minority/Women Business Enterprise with at least contract value for construction firms and maintenance/service firms 35% minority and/or women owned, as this was a goal of the Binghampton community and identified in the Community Redevelopment Plan, however higher consideration will be given to proposals with a higher percentage M/WBE participation
- A Development Team that will make a good faith effort to train and employ low to very-low income individuals who live in the Binghampton neighborhood under Section 3 requirements.
- Affordable housing for residents qualifying as low/moderate income of 50% AMI;
- Contribute to the vision established through the Binghampton Community Redevelopment Plan
- Net service/maintenance new jobs paying living wage with at least 25% Binghampton residents being hired.

4. SUBMITTING A RESPONSE TO THIS RFQ

The City is seeking a partnership with developers, development firms, and/or development teams and the Binghampton Development Corporation, that have experience in developing, financing, marketing, selling, and managing projects of similar size, scope, and nature, as the project outlined herein. Compliance with state and federal statutory directives, publicly funded budgets, and project schedules will be considered essential, as well as the respondent's ability to demonstrate sufficient funding capacity to complete the project.

A response submission to this RFQ **must** include the following:

1. **Cover Letter/Concept Proposal:** An introductory cover letter signed by Respondent, identifying the lead firm, contact information for the proposed project manager, and a statement that the respondent has reviewed this RFQ including a list of all specific addendums that the City may subsequently issue (2 pages max)
2. **Respondent's Team Information:** A description of the anticipated team structure and staff. A primary contact person for the team must be provided. Include current resumes of key individuals with direct project responsibility. Describe the specific role/responsibility each would play in the project as well as experience these individuals have in similar projects identified in the "Relevant Project Experience" section below. It is understood that it is very early in the process and it may not be possible to designate all team members at this point and that team members may change over time. However, key project management and planning team members should be identified. Please include the intended legal structure of your entity and overall team organization if possible.
3. **Summary of Qualifications:** Statement of project understanding and summary of qualifications and approach to perform the work and meet the City's goals based on the development team's skills and experiences (do not include specific development plans for this site – 4 pages max)
4. **Relevant Project Experience:** Describe current and previous experience of the team with regard to comparable developments in size, magnitude, and use including mixed financing using public funds, especially HOME funds. This information should include project descriptions, photos or plan copies (if available), dates completed, Respondent's role, financing budget and sources, duration of development process, and other key information. Also, include at least one contact name, addresses, phone numbers, and other key information.
5. **Preliminary Development Concept:** Respondent should describe its approach to managing the planning, design approvals, financing, phasing, development, construction, and operation of other similar development projects. This should include vision, master plan, and implementation schedule. It should include preliminary development concepts for the site and similar development projects, particularly if they were executed in collaboration with the public sector.

6. **Financial Capacity:** While a price proposal is not required at this stage, Respondent should provide evidence and supporting documentation of the development team’s financial condition and capability to finance development. The City will be interested in financial resources used for similar past projects, financing sources and structures of past projects, and experience developing on publicly-owned land. The City of Memphis will not sign nor will be a guarantor for any private debt or required financing for the DO.
7. **Schedule:** Respondent should submit a comprehensive project schedule to include design phase, zoning approvals, financial closings, demolition, site work and phase construction, lease up and or any for sale units.

Respondent should submit all necessary materials to demonstrate that they meet the qualifications, including descriptions, drawings, renderings, brochures, documentation of completed comparable projects, resumes, qualifications and experience of development firms and key individuals on the development team, financial documentation, and general marketing materials for relevant projects.

In addition to the qualities of the developer and/or the development team, the City desires a proposed concept that positively benefits the community as outline in the Binghamton Redevelopment Plan. To this end, Respondent should include information on any discipline deemed appropriate, including, but not limited to:

- Architect (experience with sustainable and adaptable development preferred)
- Real Estate Broker
- Planner
- Civil Engineer
- General Contractor
- Marketing / Sales Support
- Financial Partner
- Commercial or Retail partner
- Any other partnerships or relationships deemed by the respondent to be appropriate

Response Submission

Responses to this RFQ should be sent in a sealed envelope or mailing box with the developer’s name and Tillman Cove Site RFQ #39260 written on the outside and should contain the following:

- 1 electronic/digital copy on flash drive
- 1 hard copy

Responses should be addressed to:

Tillman Cove Redevelopment Project

Responses should be delivered to:

City of Memphis
125 N. Main St., Room 354
Memphis, TN 38103

Delivery contact is Tim Boyles, Interim Purchasing Agent, (901) 576-6107

Deadline for responses is Wednesday, April 3, 2019 no later than 12:00 p.m. (Central Time).

Developers must respond to this RFQ in order to be invited by the City to participate in a Request for Proposals (RFP) to further develop and refine their initial proposal to the City for the Development Opportunity. The City reserves the right to reopen this RFQ process if necessary. Final selection from the RFP is expected in the third quarter of 2019.

For questions about this RFQ Contact Verna Hawkins-Lambert, Real Estate Administrator:

City of Memphis
Division of Housing and Community Development
170 North Main Street, 4th Floor
Memphis, TN 38103
901-636-7356
Verna.Lambert@memphistn.gov

5. SELECTION CRITERIA & RESOURCES

Selection Criteria

The following criteria will be assessed using the following criteria and each must be addressed in the submittal:

- I. Development Team
 - a) Years and types of experience in the field
 - b) Diversity of services provided including real estate development and marketing, design/architecture, engineering, and construction
 - c) Financial capability to complete the project
 - d) Professional and project references
- II. Experience to successfully undertake this project
 - a) Experience with similar mix-income residential redevelopment
 - b) Successful incorporation of housing styles options in past development projects
 - c) Supportive of City's vision for the Binghampton Neighborhood Community Redevelopment Plan
 - d) Proven capability to deliver the project requirement on time and on budget
 - e) Quality and success of previous development projects

- f) Experience with similar and relevant developments use including mixed financing using public funds especially HOME funds.

III. Project understanding and approach

- a) Understanding of City's goals and desires for the project
- b) Approach to evaluating the market and determining the mix of uses to address affordability
- c) Approach to scale and connectivity to the neighborhood
- d) Approach to working with the City in crafting an ultimate plan
- e) Approach to project financing and determining use of incentives
- f) Approach to incorporating a diverse team, job creations, increase taxable value

Resources

The City has created and commissioned numerous documents and reports as part of its public planning process and has provided the applicable documents below for the Tillman Cove Project. These documents may prove useful to interested developers seeking to better understand the City's vision for the Binghampton neighborhood, the history of the site, and the market potential of the area.

Link to Binghampton TIF Application and Community Redevelopment Plan:

<http://www.shelbycountyttn.gov/DocumentCenter/View/30202/Binghampton-TIF-Application?bidId=>

Reference Attachment I – Tillman Cove Area Profile

We look forward to receiving your proposal to work with the City of Memphis to generate and increased vibrancy for the Tillman Cove site.

ATTACHMENT I: Tillman Cove Area Profile

Memphis 3.0

IN OUR THIRD CENTURY, MEMPHIS WILL BUILD UP, NOT OUT.

Memphis will be a city that anchors growth on strengths of the area and neighborhoods; a city of greater connectivity and access; a city of opportunity for all.

Background

As Memphis approaches its third century, a new growth policy focusing on density and reinvestment in the core and neighborhoods is needed.

Memphis 3.0 is a comprehensive plan for growth, development, and improvement of our city. It is a community driven plan, having engaged over 15,000 community participants, that developed short- and long-term policies and investments to improve neighborhoods, land use, transportation, environment, and economic opportunity.

The plan aims to transform Memphis into a more prosperous and inclusive city by guiding growth and policy for the next 20 years.

Plan Elements

The vision of the comprehensive plan and focus on anchors is supported by an implementation framework guided by plan elements of Land, Connectivity, and Opportunity. Within the plan elements are eight goals and associated objectives that guide the plan's recommendations.

The plan recommends future land use, a comprehensive streets map, and a short- and longterm transit vision that increases transit frequency.

Our strategy: Focus on Anchors

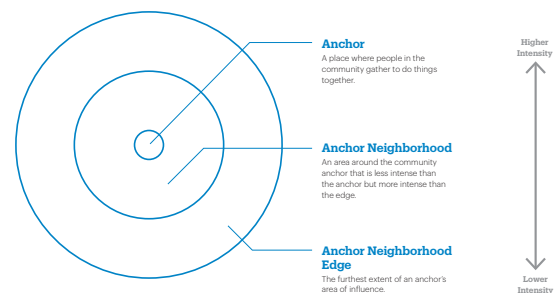
Anchors are special places that can be the heart of the community. They include multiple uses and provide a way to focus energy and investment to maintain or improve the areas around it. Anchors are connected to the surrounding community through corridors, greenways, and trails.

The benefits from investments made in anchor locations impact more than just the people living and working in the anchor. Because anchors are centers of activity for entire communities, strengthening an anchor helps to strengthen the communities around it. The diagram to the below explains how the parts of an anchor are connected.

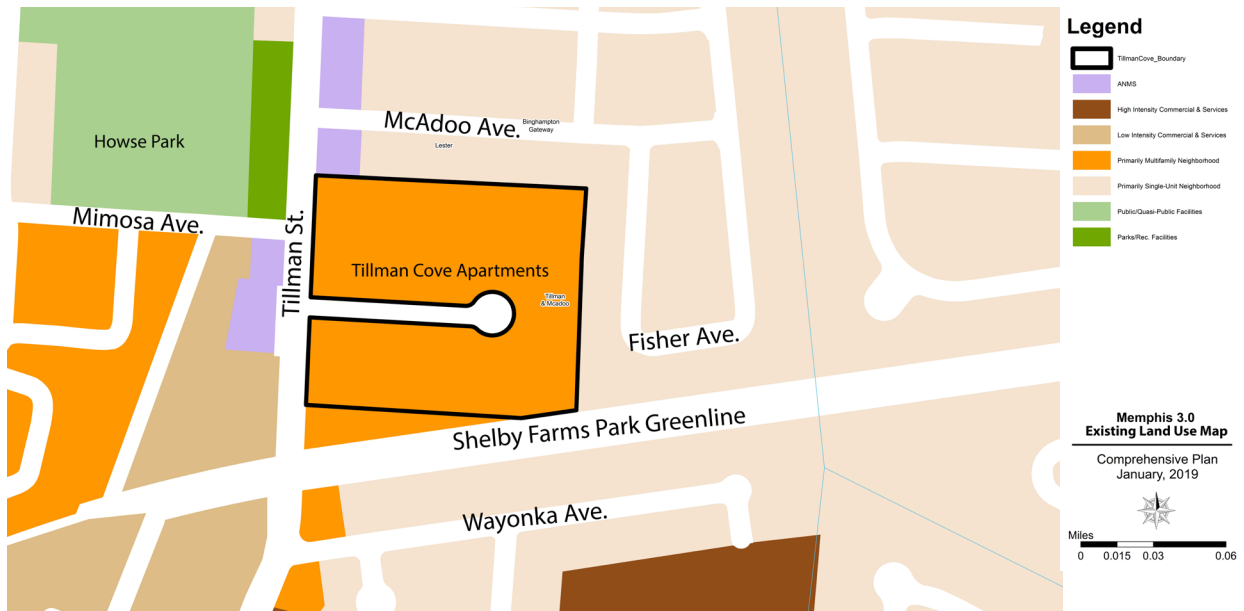
How do anchors grow?

Anchors are recommended to grow in different ways based on market potential and community priority.

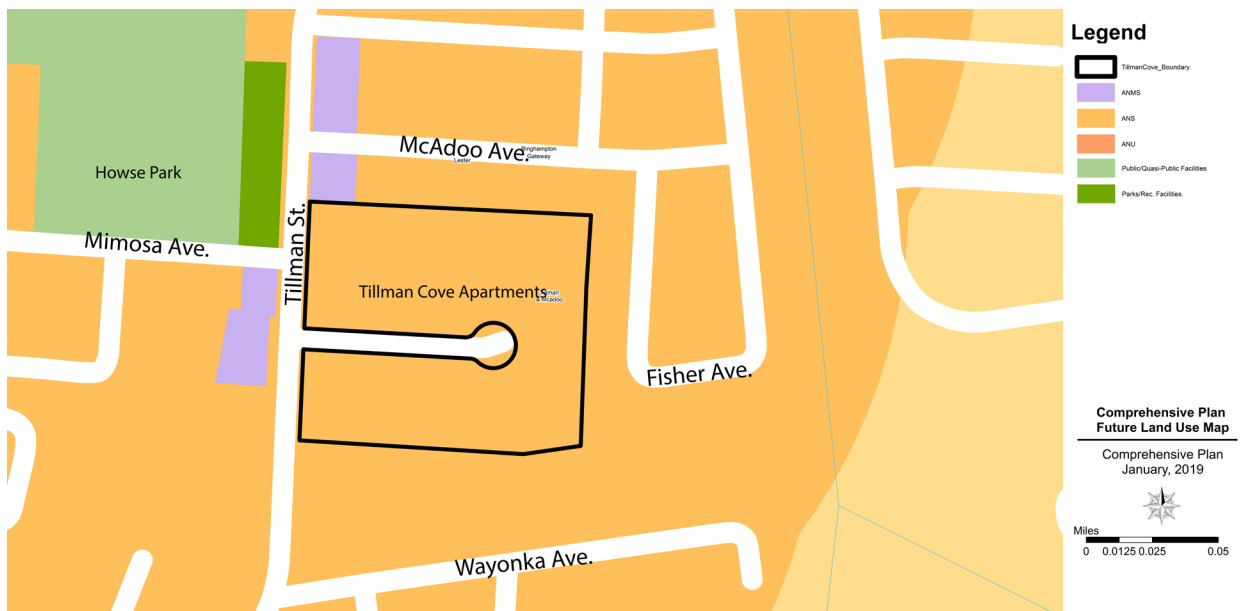
Anchors Can Influence Surrounding Neighborhoods



Area Profile: Tillman Cove



The Map above shows the existing Land Use for the Tillman Cove area.



The Map above shows the future Land Use for the Tillman Cove area. Tillman cove is designated as an anchor neighborhoods mix of building types.

Land Use Category Description

The **Land Use Categories table** details how specific land use categories create mixed use, walkable communities that support the vision of the comprehensive plan. The table below provides

guidance on the height, scale, and form that future development should take within each land use category.

Community Anchors								
Land Use Designation	Abbreviation	Description/Intent	Form and Location Characteristics					
Neighborhoods Main Streets	ANMS	Walkable, mixed-use centers comprised of house-scale buildings, some of which may be attached, lining two facing blocks, sometimes extending for several adjacent blocks.	Primarily attached with some detached	House-scale Buildings	Mix of uses	1-5 stories	One or two blocks	
Anchor Neighborhoods- Primarily Single Unit	ANS	Walkable neighborhoods within a 5-10 minute walk of a Community Anchor. These neighborhoods are made up of single-unit and duplex housing.	Primarily detached with some semi-detached	House-scale Buildings	Primarily residential; mixed-use in house-scale buildings along corridors	1-3 stories	Primarily within 1/2 mile of a Community Anchor	
Anchor Neighborhoods- Mix of Building Types	ANM	Walkable neighborhoods within a 5-10 minute walk of a Community Anchor. These neighborhoods are made up of a mix of single-unit and multi-unit housing.	Attached, semi-detached, and detached	Primarily House-scale with some Block scale Buildings	Primarily residential; mixed-use in house-scale buildings along corridors	1-3+ stories	Primarily within 1/4 mile of a Community Anchor	
Community								
Primarily Single-Unit Neighborhoods	NSU	Residential neighborhoods consisting primarily of single-unit houses that are not near a Community Anchor.	Primarily detached	House-scale Buildings	Primarily Residential	1-3 stories	Beyond 1/2 mile from a Community Anchor	
Primarily Multi-Unit Neighborhoods	NMU	Residential neighborhoods consisting primarily of multi-unit buildings, that are not near a Community Anchor.	Attached, semi-detached, and detached	House-scale and Block-scale Buildings	Primarily Residential	1-3+ stories	Beyond 1/2 mile from a Community Anchor	
Corridors (Auto-oriented Commercial Areas)								
Low Intensity Commercial and Services	CSL	Low intensity commercial and service areas typically not associated with anchors.	n/a	n/a	Commercial and service uses	1-4 stories	n/a	
High Intensity Commercial and Services	CSH	High intensity commercial and service areas typically not associated with anchors.	n/a	n/a	Commercial and service uses	1-7 stories	n/a	
Park and Civic Spaces								
Public and Quasi-Public Buildings & Uses	PQR	Civic buildings, schools, religious institutions and community facilities.	n/a	n/a	Recreational uses	n/a	n/a	
Parks and Recreational Facility	PR	Public parks and active recreation facilities managed by the Division of Parks and Neighborhoods.	n/a	n/a	Recreational uses	n/a	n/a	

Degree of Change

TILLMAN COVE IS WITHIN A NURTURE ANCHOR NEIGHBORHOOD.

Anchors may need nurturing, primarily addressed through investments and actions of public and philanthropic agencies to attract market attention. Anchors may need to be sustained for communities that have reached maturity. Anchors designated for highest future growth are Accelerate anchors, where private and public resources mix to drive the most density and change.

The way a community changes depends on the cumulative impact of many individual changes. Over the course of several years, many small changes can have as much of a transformative impact as a single large change. Change can be small or large or anywhere in between. This plan identifies how combinations of multiple different types of change,

The plan recommendations are as follows:

- Mixed use development that provides affordable housing and some retail or services.
- Retrofit streets to connect broken links and encourage connectivity.
- Increasing pedestrian and bicycle infrastructure that connect to Poplar will increase safety and accessibility.
- Encourage community events or informal markets on underutilized commercial parking lots and vacant land.

captured through goals and policy recommendations, can impact different places in Memphis.

The three degrees of change identified in this plan set a vision for how much change will be encouraged in different places in Memphis.



Nurture

Nurture actions rely primarily on public and philanthropic resources to stabilize the existing pattern of a place.

Accelerate

Accelerate actions rely on a mix of primarily private and philanthropic resources, along with some public resources to intensify the existing pattern of a place.

Sustain

Sustain actions rely primarily on private resources to maintain the existing pattern of a place.