REQUEST FOR QUALIFICATIONS
For the

Rehabilitation and Adaptive Re-Use for the
BROOKS MUSEUM BUILDING AT OVERTON PARK

Solicitation No:

38720

RESPONSE SUBMITTAL DUE
Friday, April 6, 2018 at 2:00 P.M. (Central Time)

City of Memphis
Jim Strickland, Mayor

Doug McGowen, Chief Operating Officer

Maria Munoz-Blanco, Director of Parks & Neighborhoods

City of Memphis
125 North Main
Memphis, TN 38103
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I. Introduction

The City of Memphis (“City”), acting by and through the Division of Parks & Neighborhoods (“DPN”) is pleased to issue this Request for Qualifications (“RFQ”) seeking qualified respondents (“Respondent”) to rehabilitate, adaptively reuse and manage the Brooks Museum Building (“Building”) located at 1934 Poplar Avenue, Memphis, TN 38104.

This RFQ is issued in anticipation of the relocation of the Brooks Museum to a new facility in 2023; should the Brooks Museum relocation plans not come to fruition in this timeline, it is expected that the Brooks Museum will continue to operate the building past 2023.

This RFQ is a unique opportunity to bring a new use to a landmark building and to further the vitality of Overton Park, itself a beloved landmark asset for the Memphis community. The City of Memphis is open to creative adaptive reuse concepts that provide a public amenity that is in context with the other offerings of Overton Park, which include the Levitt Shell, the Memphis Zoo, the Links at Overton public golf course, Overton Bark dog park, active and passive parkland, and the natural environs of the Overton Park Old Forest.

The City intends to evaluate all submittals received based on the evaluation criteria contained in this RFQ and select the most qualified Respondent(s) to respond to a final Request for Proposals (RFP). Based on the final submittals to the subsequent RFP, the City may enter into negotiations with the most qualified Proposer for a one-year due-diligence period and the eventual, if appropriate, long-term lease of the Building. The City reserves the right to re-open this RFQ process if necessary.

Key Dates

Pre-Submittal Conference and Tour of the Building: March 2, 2018 at 10:00 am
Written Questions Deadline: March 16, 2018 at 5:00 pm
Q&A Posted to Website: March 27, 2018 by 5:00 pm
Submittal Deadline: April 6, 2018 at 2:00 pm
II. Property Description

The 86,000 sq. ft. Building is located in the southwest quarter of Overton Park. It sits on an approximately 3.14 acre site within the larger boundaries of Overton Park. The Building and surrounding grounds are managed by the Brooks Museum via a management agreement with the City of Memphis.

The Brook Museum’s original building opened in 1916, funded by a $100,000 gift by Bessie Vance Brooks in honor of her late husband, Samuel Hamilton Brooks. The 8,200 sq. ft. Beaux Arts style building, inspired by the Morgan Library in New York City, was designed by James Gamble Rogers and constructed of Georgian marble. The 1916 building is on the National Register of Historic Places. A 1955 addition, by Memphis architect Everett Woods was demolished in 1987. A second addition, constructed in 1973, was designed by Walk Jones + Francis Mah. A third addition was completed in 1989 and was designed by Skidmore Owings Merrill with Memphis architects Askew Nixon Ferguson & Wolfe.

In 2017, the Brooks Museum announced its plans to relocate to a new facility in downtown Memphis that would best serve its needs and contribute to the redevelopment of the Riverfront. It is expected that the Brooks Museum relocation will be completed by 2023.

This RFQ is issued in anticipation of the relocation of the Brooks Museum to a new facility in 2023; should the Brooks Museum relocation plans not come to fruition within this timeline, it is expected that the Brooks Museum will continue to operate the Building past 2023.

Building Condition

Current space utilization reflects its use as a publicly-accessible museum. In addition to gallery spaces, the Building includes a 250-seat auditorium with stage; a café/store; classrooms; library; visitor services area; restrooms; secure art storage; offices and security console. Please refer to Exhibit B for floorplans of the Building.

As with many historic facilities, the Building has a number of issues which include water infiltration and leaks; poor insulation; exposed conduit; poor circulation; need for seismic retrofit; and dated mechanical equipment and life safety systems.

Project Boundaries

Only the Brooks Museum Building and grounds immediately surrounding the Building and parking area as noted in the map in Exhibit A will be considered in this RFQ. Please note that concepts that propose uses for park property not included in the site plan will not be considered.

Overton Park Context

Overton Park is a 342-acre public park in Memphis, owned by the City of Memphis through its Parks & Neighborhoods Division and managed through a multi-year agreement by the nonprofit organization Overton Park Conservancy.
In addition to the Brooks Museum, on the grounds of Overton Park are several independently-managed entities, which include the Memphis Zoo, the Memphis College of Art, and the Levitt Shell, and the Links at Overton Park, a City-managed public golf course. The Overton Park Conservancy oversees and provides management to other public assets of the Park, which include Rainbow Lake, Veterans Plaza, the Greensward, Overton Bark, two playgrounds, and the 126-acre Old Forest State Natural Area. The City and the Overton Park Conservancy are presently engaged in a Master Planning process for the Park.
III. Request for Qualifications Process

The City is issuing this RFQ as the first step in the award of a long-term development and management agreement for the Building. The RFQ will be used to pre-qualify Respondents who will be invited to respond to a final Request for Proposals (RFP). The intent of the RFQ is to solicit and review the qualifications of proposed partners / developers and the overarching approach and feasibility of their proposed concept for the Building. Respondents must participate in the RFQ process in order to be eligible for the RFP process.

The City will evaluate all submittals received based on the evaluation criteria contained in this RFQ and select the most qualified Respondent(s) to invite to respond to a final Request for Proposals (RFP). Based on the final submittals to the subsequent RFP, the City will enter into negotiations with the most qualified Proposer for a period of due-diligence and, if appropriate, the long-term lease of the Building. The City reserves the right to re-open this RFQ process if necessary.

Project Goals

The purpose of this RFQ is for the City to determine potential development partner(s) who can contribute high-quality rehabilitation, adaptive use and/or development that contributes to the preservation and activation of the Building and contribute to Overton Park’s future as a thriving, active center of culture, recreation, family activities, and civic events. To this end, Respondents are expected to demonstrate their ability to fulfill the goals designated for the project and outlined below.

The City is open to all creative proposals for the adaptive reuse of the Building that are consistent with maintaining the character of the site as a public amenity. The City will consider some combination of public and private uses that address its goal of maintaining regular public access to the Building and ensuring a financially feasible project.

In considering responses to this RFQ, the City has established the following overarching goals:

- Preserve and reactivate the Building as a publicly-accessible amenity and destination for Memphis residents and visitors.
- Expand the entertainment, recreational and cultural amenities in the area compatible with the neighboring Levitt Shell, Memphis Zoo and overall uses of Overton Park in a way that does not conflict with those neighboring entities and uses and adjacent neighborhoods.
- Leverage private investment for the rehabilitation of a publicly-owned asset.
- The sustainability of the concept does not rely on ongoing City financial support (such as an annual operating subsidy).
- Provide opportunities for shared revenue or other financial benefit to the City.
- Sensitive approach to the historical nature of the 1916 building and its origins as a beautiful place to experience art in a natural setting.
Adaptive reuse of the building could include one or some combination of the following uses:

- Cultural uses such as performance space for music, theater, dance, film, museum, exhibition spaces or other arts-related uses that invite the public into the building and create synergies with other cultural organizations in the City of Memphis.
- Entertainment uses such as adventure sports, e-sports or live music.
- Conference and event space.
- Restaurants or other retail uses that activate the Building and grounds, such as arts or antique market or specialized retail.
- Design, research and development, technology, and other commercial uses may be proposed provided that they are combined with a public amenity use.
- The City is open to new ideas and creative uses and this list is not intended to be exhaustive nor does it limit the ideas or concepts that may be proposed. However, please note that residential or industrial uses will not be considered.

Long Term Vision

Subject to final negotiations with the final selected Proposer, the City envisions that the selected developer / partner will have sole responsibility for the following:

- Rehabilitating and maintaining the Building as a significant public asset in conformance with the applicable construction and preservation standards.
- Occupying and maintaining the property for its adaptive use in conformance with the mutually-agreed lease terms and any other contractual instruments and all applicable permits, federal, state and local laws and regulations.
- Defraying any and all costs associated with the capital improvements and repair and maintenance and ongoing operating expenses of the Building.
- Paying all applicable local and state taxes or fees which may be associated with the property for the duration of the agreement.
- Securing necessary insurance and/or performance bonds in a form acceptable to the City.
- Indemnifying the City against all claims or suits as specified in the agreement.

Equal Business Opportunity

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.

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 agreement 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.
IV. RFQ Evaluation Criteria

The City will evaluate the RFQ submittals focusing on the capability of the Respondent / Respondent Team and the strength of the proposed concept for the rehabilitation and adaptive reuse and long-term management of the Building. The evaluation criteria are as follows:

A. Respondent’s Experience
   1. Successful track record of the Respondent rehabilitating, developing and operating facilities similar to the proposed concept.
   2. Experience with adaptive reuse and rehabilitation of historic buildings, including familiarity with the Secretary of the Interior’s Standards.
   3. Demonstrated ability to operate and maintain a property of similar size, including the ability to sustain ongoing operational needs.
   4. Ability to work with public sector partners.
   5. Sufficient staff and expert consultants to deliver the project.
   6. Demonstrated ability to work with community stakeholders and address community concerns.

B. Financial Capacity
   1. Respondent’s proven ability to possess or attract equity or debt capital for projects, evidenced by financing of comparable projects, access to sufficient debt and equity for the proposed concept, and/or ongoing relationships with key financial backers.

C. Rehabilitation Concept
   1. The proposed concept is compatible with the public’s enjoyment of the Building and grounds.
   2. Consistency of proposed concept with the project goals discussed in Section III above.
   3. Fit and synergies of the proposed Building use(s) and improvements with Overton Park and its surrounding neighbors.
   4. Overall ability of the proposed concept to add to the vitality of Overton Park as a cultural, recreational and civic destination.

D. Feasibility
   1. Evidence of the Respondent to attract necessary private investment for the rehabilitation and adaptive reuse of the Building.
   2. Need, if any, for City capital funds for the project.
   3. Cash flow projections that demonstrate that the project, once operational, will meet all lease, debt service and operating expenses without City support, or in the event that City support is required, the level and duration of City support needed.
   4. Preliminary scope of work for one-year due diligence period.
V. Submittal Instructions and Requirements

Schedule

Pre-Submittal Conference and Tour of the Building March 2, 2018 at 10 am
Written Questions Deadline March 16, 2018 at 5:00 pm
Q&A Posted to Website March 27, 2018 by 5:00 pm
Submittal Deadline April 6, 2018 at 2:00 pm

Pre-Submittal Meeting and Building Tour

Interested parties are encouraged to attend the pre-submittal meeting and building tour, which will be held on March 2, 2018 at 10:00 at the Brooks Museum, located at 1934 Poplar Avenue, Memphis TN.

The building tour will be coordinated with Brooks Museum staff and may be limited based on building conditions and security. All attending parties will be asked to sign a liability waiver.

No further building tours will be conducted. Respondents may not contact the Brooks Museum for additional information or building tours.

RFQ Questions

Any requests for information or clarification of this RFQ must be submitted in writing no later than 5:00 pm. on March 16, 2018 to Eric Mayse, Purchasing Agent, at eric.mayse@memphistn.gov.

Responses to questions will be posted on the City’s website for this RFQ. It is the responsibility of the Respondent to review any and all additional information posted on the City’s website for this RFQ.

Submittal Requirements

A complete submittal to this RFQ shall consist of ONE (1) ORIGINAL (clearly marked as such) and FIVE (5) copies enclosed in a sealed envelope that includes the following components:

1. Envelope to include the name and address of the Respondent on the upper left corner

2. Transmittal Letter / Cover

3. Respondent Team information
   a. Indicate who is the lead Respondent entity or individual.
   b. Identify the primary contact person for the submittal.
   c. Describe the intended role of the lead Respondent and other team member(s) and key personnel in the implementation of the project.
d. Discuss plans to include SBE or MWBEs as equity partners and the percent of capital investment each is anticipated to contribute.

e. Discuss plans to include SBE or MWBEs as contractors or consultants.

f. Include bios or resumes for key personnel for Respondent team and key consultants / contractors.

4. Description of relevant experience

a. List of projects similar to the concept proposed, indicating the role / responsibility that the lead Respondent or principals of team members had in the projects.

b. Describe in greater detail at least three similar development projects to the one proposed in which the lead Respondent was involved, including financing details and development costs (examples could be similar in scope, in budget, in approach to the concept proposed, do not necessarily have to be similar adaptive use of a museum building).

c. Describe in greater detail how other members of the team bring experience or resources to augment the qualifications of the lead Respondent.

5. Demonstration of financial capacity

a. Respondent’s financial information that provides a general level of detail about the Respondent’s financial condition and capability to finance the development of the project. The City is interested in information that provides evidence of the Respondent(s) financial resources used in prior similar projects, financing sources and structures of past projects, and experience developing projects of a similar nature to the concept proposed.

b. Indicate if the lead Respondent or any partner with equity has filed for bankruptcy or has had projects that have been foreclosed, transferred to creditor in lieu of foreclosure, or renegotiated or refinanced debt which resulted in relaxation of financial or other terms of existing debt.

6. Project development concept

a. Project narrative describing the overall vision for the rehabilitation and reuse of the Building and how it responds to the goals and key terms contained in this RFQ. Detail the concept, activities that will occur in the building, partners or collaborators and target audiences.

b. General overview of the proposed rehabilitation plan including to address structural and/or mechanical issues, ADA, green building strategies, renovation, demolition or other structural changes that may be needed to realize the proposed concept.

c. If available, plans and illustrative materials to communicate the concept.

d. Preliminary scope of work for one-year due diligence period.

7. Preliminary pro-forma / Development & Rehabilitation

a. Preliminary development and rehabilitation budget from preconstruction to occupancy (general cost estimates with a brief explanation of the basis for the estimate are acceptable at this stage of the process. The City may request additional information as needed in its review of the submittals.

b. Indicate the anticipated source(s) and amount of debt and equity identified for the project.
c. Indicate, if any, the anticipated investment that the City will be asked to provide for the project.

8. Preliminary pro-forma / Operating
   a. Financial structure for the concept, including expected revenues, operating expenses, net operating income, debt service and capital reserve.
   b. Indicate, if any, the anticipated annual funding that the City will be asked to provide for the ongoing operations of the Building.

Submittal Deadline

Responses to the RFQ should be submitted to the following address, to be received no later than 2:00 p.m. on Friday, April 6, 2018:

City of Memphis
Attn: Purchasing Department
125 N Main Street, Room 354
Memphis, TN 38103

*Mailed responses to the RFQ must actually be received, not just post-marked by the submittal deadline.*
Note: The site boundaries associated with this RFQ are noted in red.
Exhibit B / Building Plan

Exhibit B / Entry Level Plan
Exhibit B / Upper Level Plan
Exhibit B / Lower Level Plan