

NASHVILLE
PLANNING

**East Bank
Council Committee**

Monday March 4, 2024

Agenda

- **Imagine East Bank Implementation**
Anna Grider, Metro Planning, East Bank Team
- **Master Developer Selection**
Anna Grider, Metro Planning, East Bank Team
- **Development Agreement and Lease Terms**
Bob Mendes, Mayors Office, Chief Development Officer
Brian Awe, President Fallon Company
- **Legislative Timing**
Bob Mendes, Mayors Office, Chief Development Officer
- **Discussion**

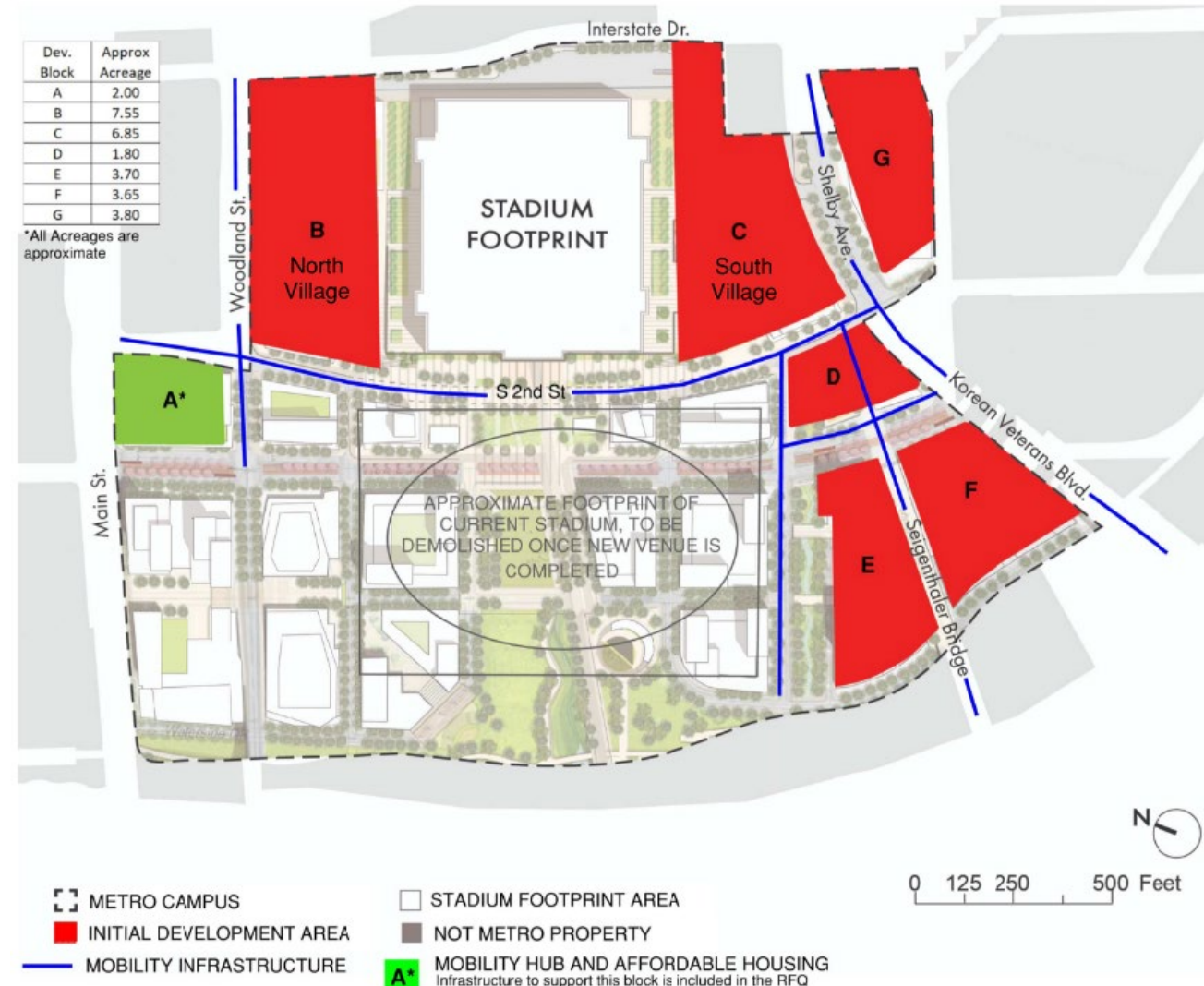
Filed Legislation

Ordinance

- Master Development Agreement
- Lease terms with the Fallon Company to develop the first 30 acres of Metro owned land on the East Bank

Resolution

- TPAC MOU



How did we get here?

Feb 2021-Oct 2022

- One of the largest and most complex planning studies Nashville has undertaken
- 21-months of public engagement including 50+ public meetings and 1700+ survey responses
- Shaping new neighborhoods with essential building blocks established by the community:
 - equity and affordability
 - mobility
 - resiliency
 - building neighborhoods
- The Planning Commission unanimously adopted *Imagine East Bank* on October 6, 2022



imagine eastbank
A VISION PLAN FOR NASHVILLE'S NEXT GREAT NEIGHBORHOODS

October 6, 2022 MPC



METRO
NASHVILLE
PLANNING
DEPARTMENT

NDOT





THE VISION:

AN EQUITABLE & AFFORDABLE EAST BANK

Advance equity, resiliency and high quality of life for all Nashvillians through the creation of accessible and affordable places to live, work, and play.





THE VISION:

SAFE & SIMPLE MULTIMODAL CONNECTIONS

Provide a robust multimodal transportation system enabling easy and equal access to and through the East Bank





THE VISION: **RESPECT FOR THE RIVER**

Re-center the river as a vital community amenity and bolster resiliency through enhanced floodplain and stormwater management





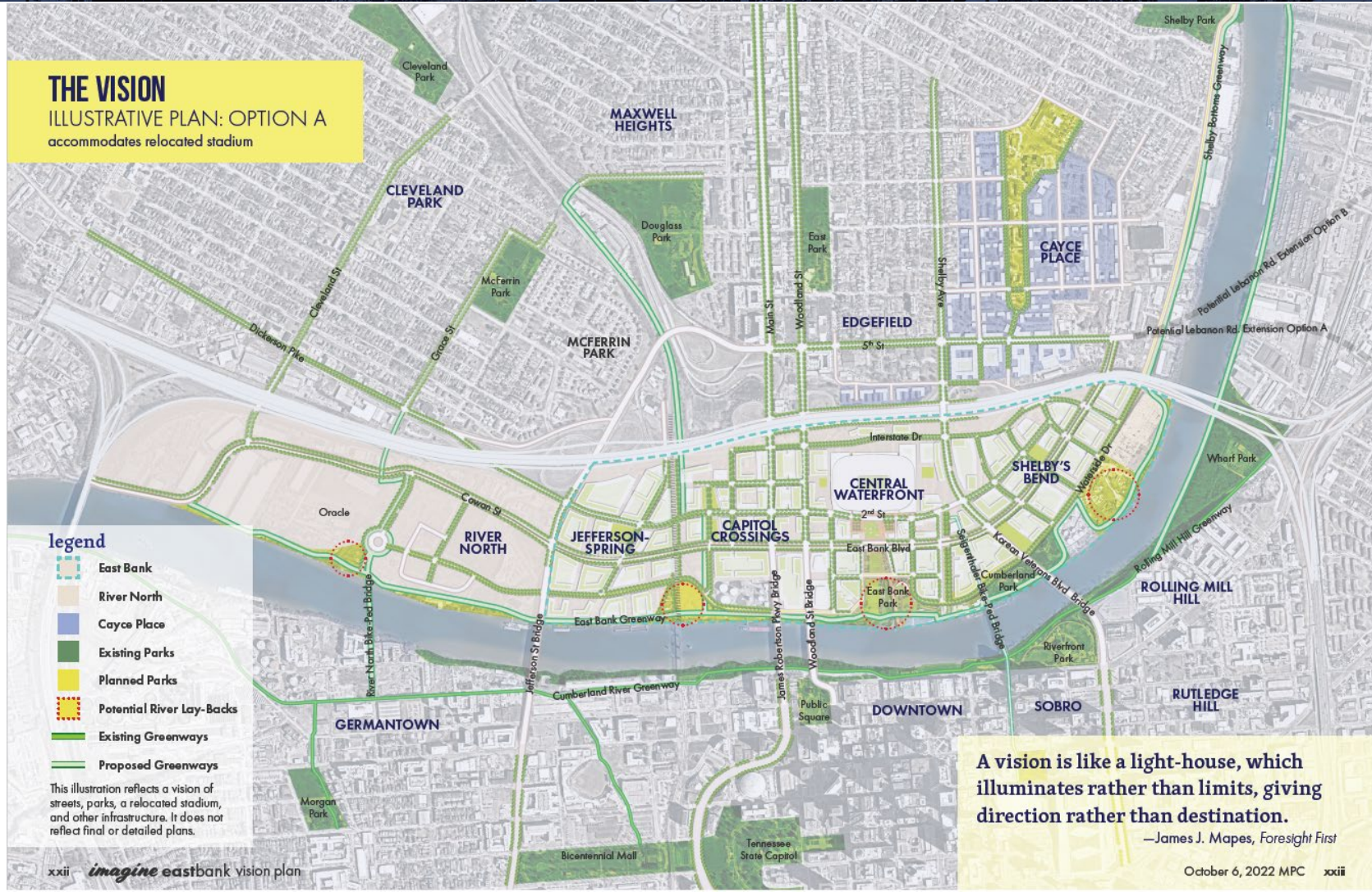
THE VISION: NEIGHBORHOODS FOR NASHVILLIANS

Create vibrant, livable, and authentic neighborhoods that prioritize the everyday needs of Nashvillians

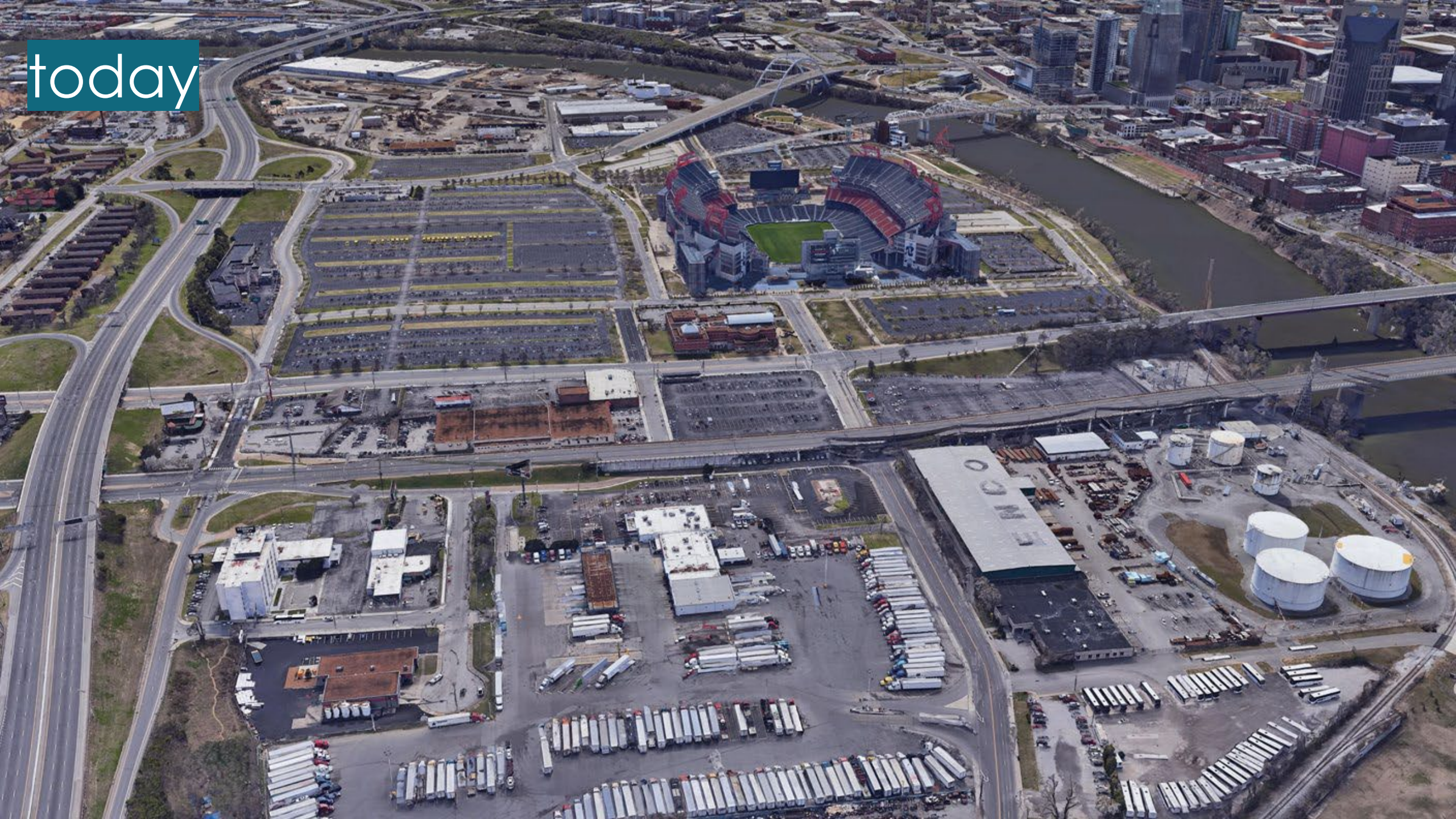


Imagine East Bank Illustrative Plan

Feb 2021 to Oct 2022



today



Imagine East Bank Implementation Plan

9.2 PRIORITY ACTION ITEMS

After the adoption of *Imagine East Bank*, the following key plan components and action items will be prioritized. These action items represent the most pressing and urgent tasks needing to be completed prior to the implementation of the remainder of the plan.

1. develop an east bank implementation strategy

1.	Set forth a clear process for the redevelopment of Metro-owned property on the East Bank, consistent with the <i>Imagine East Bank</i> vision.
2.	Following the adoption of <i>Imagine East Bank</i> , the Metro Planning Commission should evaluate new zoning change requests in accordance with the vision.
3.	Create design guidelines for Metro-owned property on the East Bank.
4.	Establish a design review and approval process — such as a design review committee — to ensure proposed developments meet the intent and standards of the vision.
5.	Set aside land on Metro-owned properties for key public resources outlined in the vision, including parks, greenways, rights-of-way, affordable housing, a mobility hub, and cultural assets.
6.	Determine the needs for Metro services, such as fire safety, and plan for appropriate allocation in future development agreements.
7.	Acquire, or negotiate through agreements, land for public infrastructure.

Metro-Owned Property 130 acres

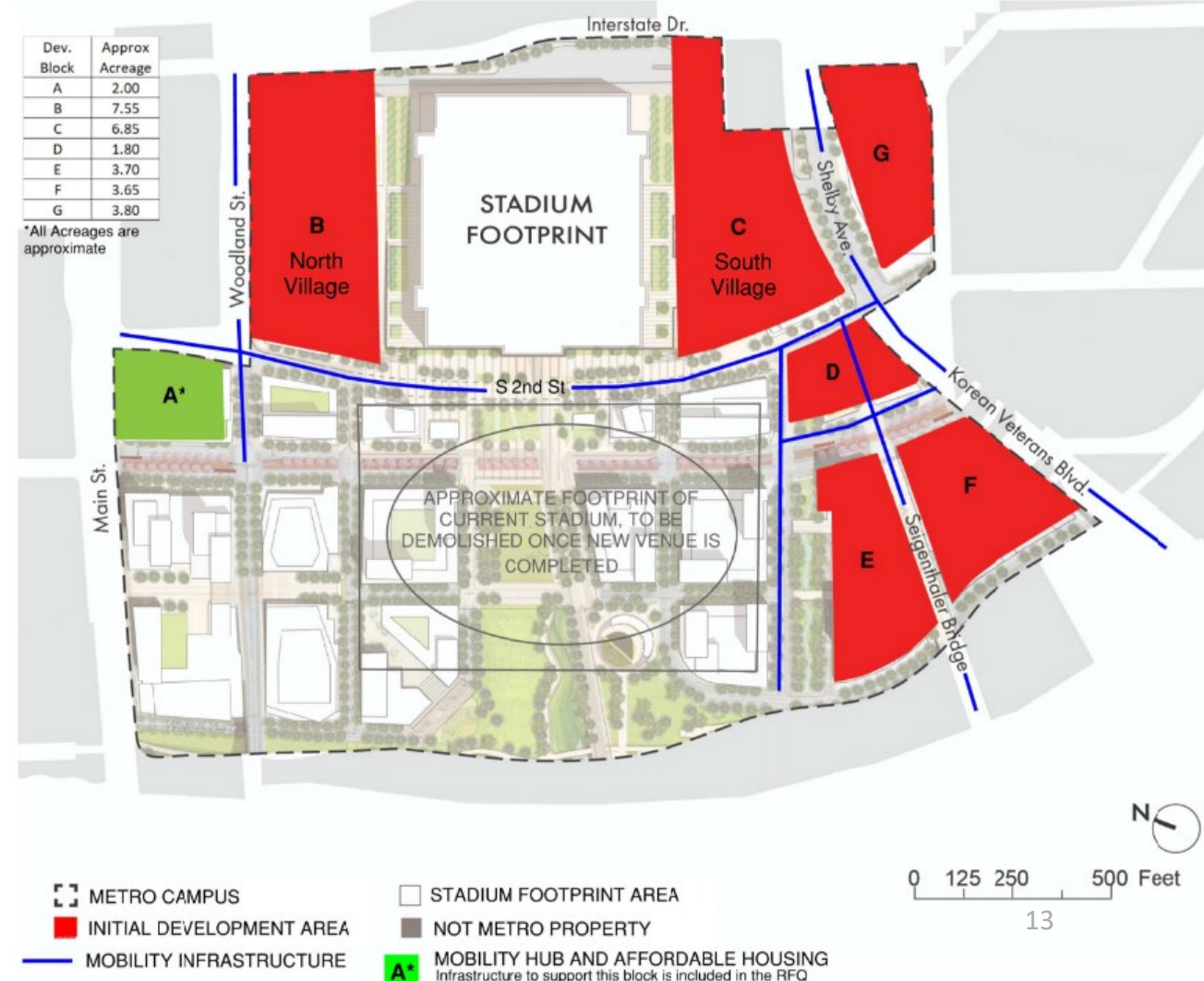
Future Mobility Hub



RFQ for Initial 30 Acres

Jan to Sept 2023

To begin the development on the East Bank, consistent with *Imagine East Bank*, Metro sought a partnership with an experienced master developer with substantial resources and a record of successfully completing comparable projects.



Master Developer Selection

Sept 2023

- 8 proposals
- 3 rounds of review over 8 months (RFQ, Interview, RFP)
- The Fallon Company were selected based on their ability to deliver development that builds a neighborhood that best serves Nashville, including green spaces, affordable housing, multimodal infrastructure, and high-quality design.

Prime	Co-Developers	Master Consultants
Fallon Company	Pillars Development <i>Joint Venture Partner</i>	KPF <i>National Architects</i>
	Holladay Ventures <i>Affordable Housing</i>	EOA <i>Local Architects</i>
	EDENS <i>Retail Specialists</i>	Field Operations <i>Landscape Architect</i>
		Turner Construction Company <i>Construction Management</i>
		Barge Design Solutions <i>Civil Engineer</i>
		Polk & Associates Construction <i>Construction Management</i>

Imagine East Bank to Master Development Agreement



THE VISION: **AN EQUITABLE & AFFORDABLE EAST BANK**

- Affordable Housing
- Locally Owned Businesses
- Workforce Development & Worker Protections
- SMWBE



THE VISION: **RESPECT FOR THE RIVER**

- Districtwide Stormwater Management
- Districtwide Flood Mitigation Strategies
- Green Streets
- Enhanced sustainability and resiliency strategies in development



THE VISION: **SAFE & SIMPLE MULTIMODAL CONNECTIONS**

- Pedestrian Bridge Improvements
- New Greenways
- Mobility Hub
- New Streets
- New Pedestrian and Bike Network



THE VISION: **NEIGHBORHOODS FOR NASHVILLIANS**

- Mixed Income
- Mixed Use
- Cultural Uses
- Zoning Restrictions on bars
- STRs Prohibited
- Ground Floor Activation

Master Development Agreement: 30 Acres

Oct 2023 to Feb 2024

Key Components

BUILDING A NEIGHBORHOOD

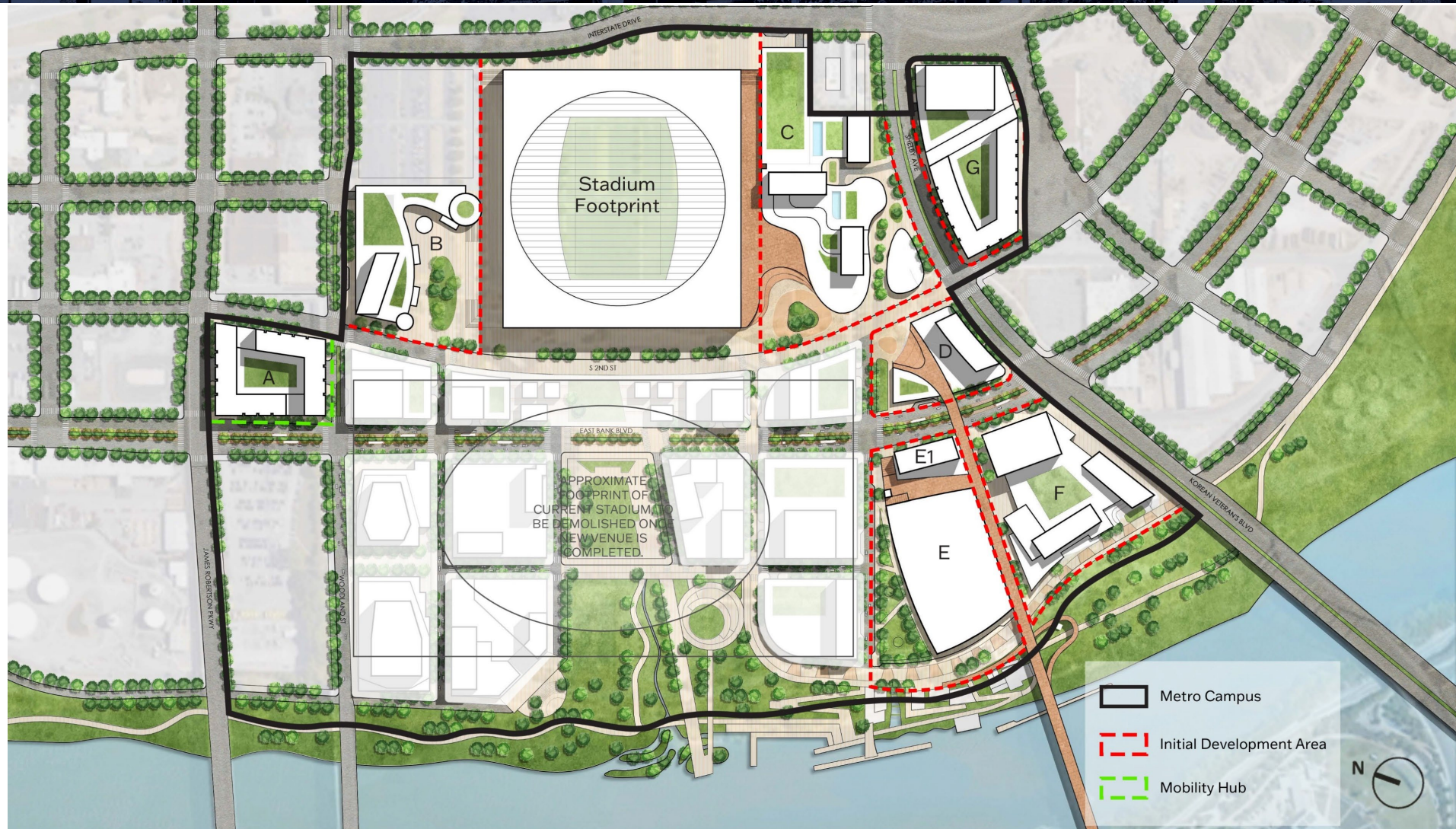
- Draft Master Plan
- Mobility
- Land Uses
- Development Milestones
- Affordable Housing
- Infrastructure

LEASE TERMS AND RENT

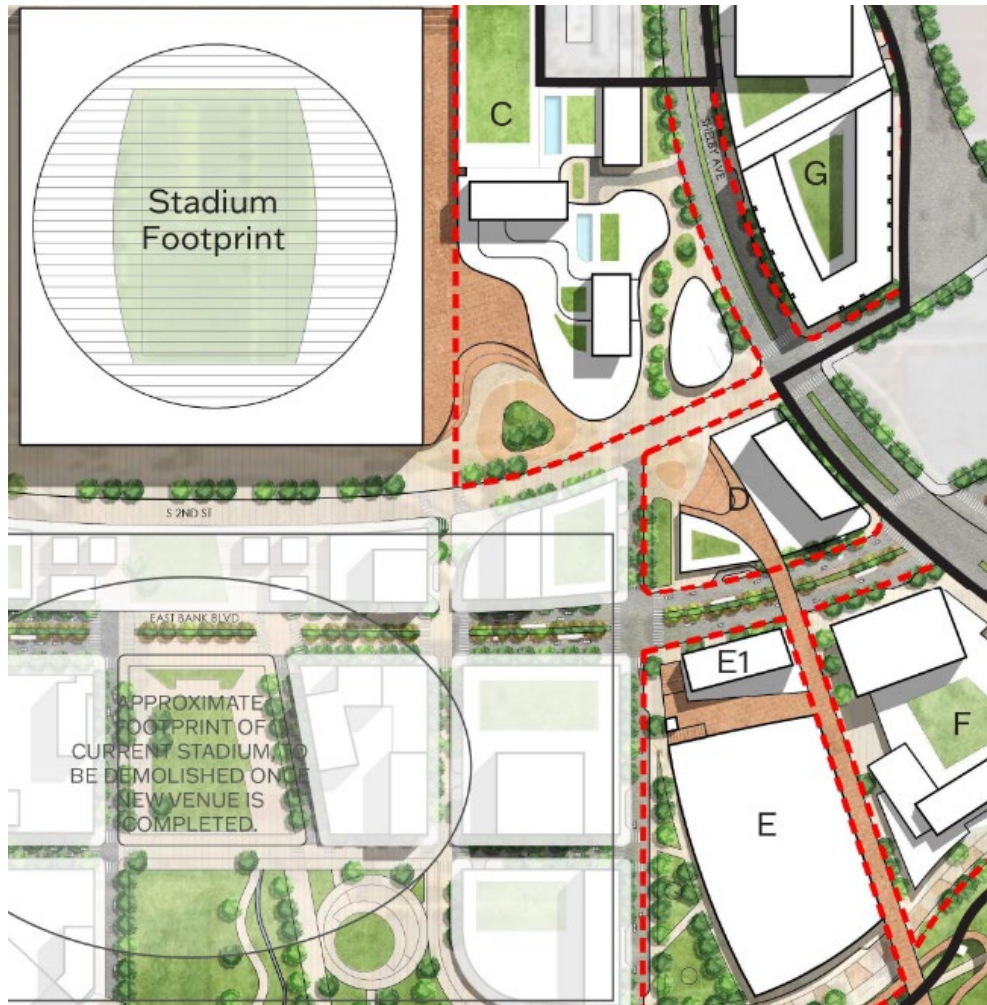
WORKFORCE DEVELOPMENT, SMWBE, WORKER PROTECTIONS

TENNESSEE PERFORMING ARTS CENTER (TPAC)

Draft Master Plan



Mobility



- Working concepts involve modifications to the Seigenthaler Pedestrian Bridge
- Concepts include vertical connections from ground level to bridge level on multiple parcels.
- ADA accommodations in multiple locations
- Proposed permanent and temporary ramps to accommodate foot and bike traffic allowing access throughout the various phases of development

Land Uses

Residential	<p>Minimum of 1,550 residential units Minimum of five residential buildings STRs prohibited Affordability:</p> <ul style="list-style-type: none">➤ Two buildings 100% affordable, 300 units each, 600 total➤ 950 additional units, at least 10% of which must be affordable
Daycare	<p>Delivered as part of first residential building</p>
Retail	<ul style="list-style-type: none">➤ All buildings have ground floor retail/restaurants➤ Expected zoning restrictions will limit the amount of space that can be used for bars
Office	<p>Hold at least one site available for office for 10 years, to shift to a hotel or residential use if the market does not support office</p>
Hotel	<p>Maximum of 3 hotels plus one additional hotel in parcel B if all residential milestones are met with no more than 3 years of otherwise permitted delay, plus one additional hotel if office cannot be developed in ten years</p>

Development Milestones

- Within 2 years of site availability – deliver 300, 100% affordable residential units, together with constructed and reserved space for a day care.
- Within 6 years of site availability – deliver 400 additional residential units, with at least 10% being affordable.
- Within 9 years of site availability – deliver 550 additional residential units, with at least 10% being affordable.
- Once James Robertson is lowered to grade – deliver an additional 300, 100% affordable residential units, to be jointly developed with an East Bank mobility hub.



Affordable Housing

Achieve Imagine East Bank goal of a vibrant, mixed-use, mixed-income community

Prioritizing long-term, dedicated, high quality affordable housing:

- A minimum of 695 affordable residential units planned
- Variety of unit types with amenity spaces
- Units available at multiple levels of affordability
- Affordability to remain in place for the 99-year duration of the leases

Affordable housing to be integrated across the 30 acres:

- Two all-affordable residential buildings totaling 600 units, including the first residential building
 - Will utilize housing choice and/or project-based vouchers
- All other residential buildings will have at least 10% of units be affordable

Infrastructure

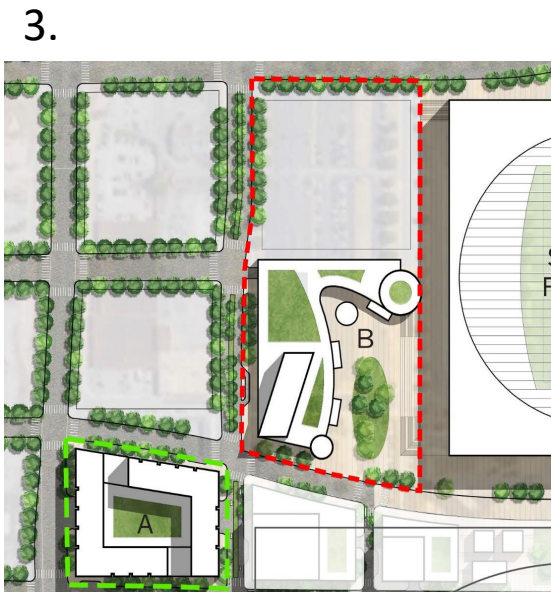
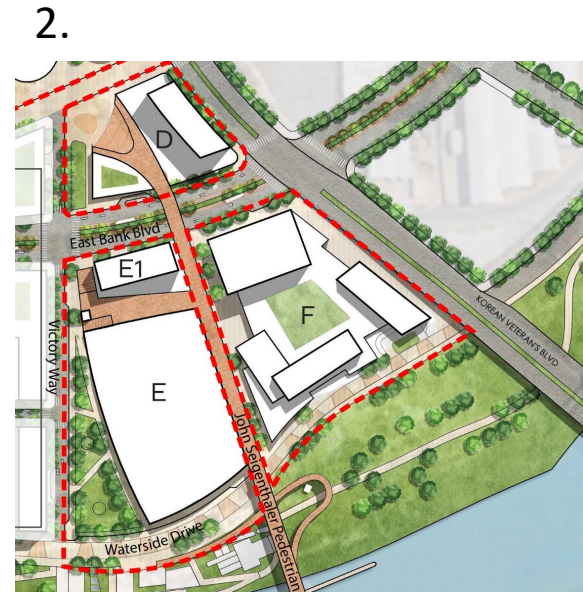
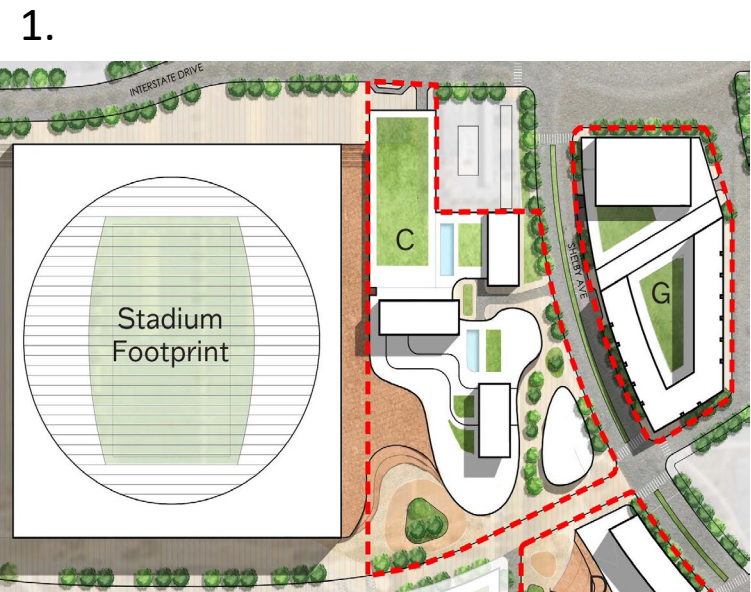
Item	Description	Funding Responsibility	Construction Responsibility	HDR Estimates Current Construction Cost	Total Project Cost*
Fallon IDA (Infrastructure Required for Fallon and Related Development)					
Totals				\$ 66,524,000	\$ 147,087,000
East Bank Boulevard	From Victory to KVB, adjacent to area D, E1, and F	Fallon	Fallon	\$ 8,463,000	\$ 18,712,000
Waterside Drive - Parcel F	From MCM to KVB (Adjacent to Area F)	Fallon	Fallon	\$ 4,287,000	\$ 9,478,000
MCM extension on Area D, E1	Ped bridge on structure, stairs, ramp, and 2 elevators on Parcel D. Extension of already in place MCM across parcel F to EBB.	Fallon	Fallon	\$ 16,571,000	\$ 36,640,000
Sylvan	2nd St. to Interstate Dr. Extension	Fallon	Fallon	\$ 3,507,000	\$ 7,754,000
MCM Across East Bank Blvd.	Ped bridge to span East Bank Blvd.	Metro	Fallon	\$ 2,671,000	\$ 5,906,000
Relocation of Colonial Pipeline	Removal and relocation out of parcel F	Metro	Metro	\$ 430,000	\$ 950,000
Victory Avenue	From 2nd St. to Waterside Dr.	TPAC	TPAC	\$ 6,555,000	\$ 14,494,000
Waterside Drive Parcel E	From Victory to Ped Bridge, Adjacent to Parcel E	TPAC	TPAC	\$ 4,605,000	\$ 10,182,000
MCM on Parcel E	Demo existing bridge structure from main span to EBB. New East-west temporary structure touching down in Parcel F.	TPAC	TPAC	\$ 19,435,000	\$ 42,971,000
Optional for IDA (To Be Determined)					
Parking Garage on Parcel C	Metro Parking Spaces on Parcel C, timing TBD	Metro	Fallon	\$ 46,823,000	\$ 103,528,000

* = Estimates include soft costs, contingencies, escalation, and year of expenditure.

Lease Terms

- For development of up to 30 acres of Metro-owned land
- 99-year ground leases for each parcel when development begins
- Fair market rent based on an appraisal
- Participation rent - % of sales throughout 99 years

Fallon to begin development adjacent to the new stadium and move west towards river



Rent

Market-based Rent

Development and lease agreements require Fallon to pay market-based rent for each parcel of property it develops.

The annual rent payment for any parcel is calculated by:

- Determining the appraised value of the parcel at the outset of lease, and then
- Multiplying that appraised value by 4% for residential uses or 4.5% for non-residential uses (percentages that our consultants have advised are market-based), and then
- Increasing the annual rent by 2.5% each year, consistent with historic annual CPI adjustments, with a further potential CPI-based adjustment of up to 0.25% every ten years.

Future Participation Rent

In addition, the ground leases require each ground lessee to pay Metro “Future Participation Rent” anytime that the ground lessee sells its leasehold interest or enters into a refinancing transaction that generates cash for the ground lessee. Future Participation Rent is equal to 0.75% of the gross sales price or refinancing proceeds (as applicable) of any residential property, and 1% of the gross sales price or refinancing proceeds (as applicable) of any non-residential property. Sales and refinancings of leasehold interests in parcels consisting of 100% affordable housing do not require the payment of Future Participation Rent.

Rent Calculation Example

Market Rate Residential Building

2-acre site valued at \$7M/acre (*based on average acre price from Council required appraisal*)

Multiplied by 4.0% lease yield applicable to residential

\$14M

x 4.0%

\$560K per year

Annual growth rate: 2.5%

CPI adjustments after year 10

Future Participation Rent

Using example value of the residential building (left) of \$240M, upon a sale would yield Metro 0.75% or \$1.8M



Workforce Development, SMWBE, Worker Protections

- Local Hiring Focus
- Extensive Workforce Development Programs
- Small, Minority, Women-Owned Business Targets
- Wage Theft Prevention
- Construction Safety
- Community Outreach and Engagement

Workforce Development

Workforce Development Goals

- Provide skills-based training.
- Help trade partners get connected to new talent to in turn grow their workforce.
- Increase awareness of new career opportunities in the commercial construction industry.

Career Training & Job Placement Initiatives

- Pre-Apprenticeship Training
 - OSHA 10 Certification
 - Employability Skills Training
 - Communication Skills Seminars
 - Introduction to Power Tools
 - Introduction to Material Handling
 - Construction Drawings
 - Introduction to Construction Math
 - CPR training and medical attention classes
- Participants paid weekly for training time. Funded through WIOA Funds for individuals that qualify; individuals that do not will be covered by project cost.

Small, Minority, Women-Owned Business Goals

- Design Consultant SMWBE – 25% of total design fees
- Construction SMWBE – 30% of total construction costs
- Development Partner SMWBE:
 - Partnering with local SMWBE small businesses, including Pillars Development (MBE) and Holladay Ventures (SBE), to grow capacity.
- Implement recruitment, tracking, and reporting processes which includes an online public dashboard that will be easy to access and interpret.
- Dedicated outreach

Wage Theft Prevention

- Fallon has committed to pay all construction workers an hourly wage equal to or higher than the living wage in Nashville with adjustments on an annual basis.
- We are proud to say that wage theft has **never** happened on a Fallon job site.
- Contracts will strictly hold subcontractors to FLSA and Wage & Hour requirements.
 - Violations to FLSA are punishable through and could result in criminal prosecution and will be enforced throughout the project.
 - Fallon will require subcontractors to have wage theft prevention procedures in place and verify through all levels of subcontracts.
- Trade time records will be entered by front-line supervisors.
- Fallon will require all subcontractors to certify monthly that they have paid all their employees in accordance with contracts.

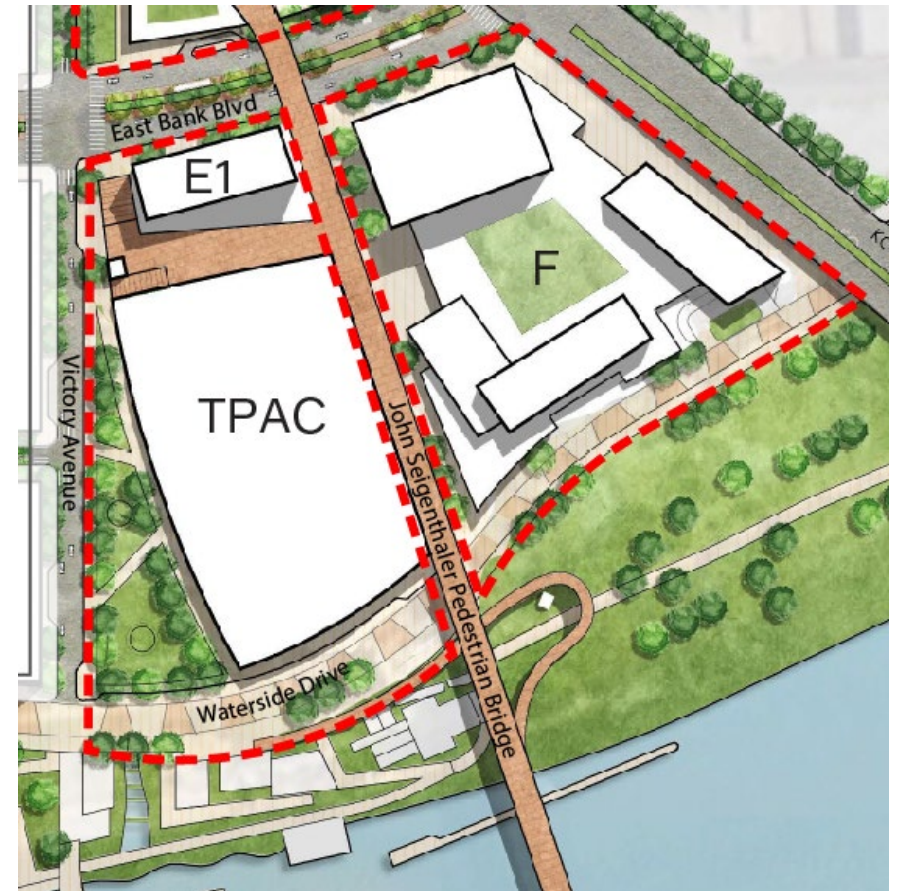


Construction Safety

- Fallon requires there be a full-time safety manager on site.
- Each new on-site employee must undergo a Project Safety Orientation.
- All trade partner employees and visitors will be required to wear ANSI (American National Standards Institute) approved Personal Protective Equipment.
- OSHA (Occupational Safety and Health Administration) standards will be strictly enforced.
- ZERO TOLERANCE Harassment Policy

TPAC MOU

- The legislation delivers on a recommendation of *Imagine East Bank* which highlighted cultural uses as key institutions for building a neighborhood.
- The MOU contemplates the future TPAC to be located on a portion land between the pedestrian bridge and Victory Ave.
- Metro would ground lease the land to TPAC for 35 years, plus extensions.
- Building design is subject to Metro approval.
- TPAC will be responsible for ensuring that a temporary pedestrian bridge always provides uninterrupted pedestrian and bicycle access.



Legislative Timing

Legislation for Consideration at Council in March/April:

- Master Development Agreement and related documents including Form Lease Agreement and Campus Use and Operations Agreement
- TPAC MOU
- Modifications to stadium site coordination documents to accommodate Metro's development plans

Legislation for Consideration at Council in Summer:

- DTC text amendment and rezoning
- Pedestrian bridge declaration
- TPAC Development Agreement and lease



Questions?