



February 8, 2018

Matthew A. Welch
Senior Policy Advisor
RFP Process Lead Contact
1500 E. Main Street
Richmond, VA 23219

Dear Mr. Welch:

We respectfully submit this proposal to seize Richmond's once-in-a-generation opportunity to create a new neighborhood where one was lost—and to begin healing past actions that divided the city.

Decades ago, major construction destroyed the former Navy Hill neighborhood, starting with Interstate 95 and then including the Coliseum. That construction secured Richmond's place on America's major East Coast highway—at the high price of eliminating a vital neighborhood. It created today's dynamic where too much of "Richmond" is cut off from the exciting opportunities that pulse through "RVA," often just blocks away.

Our hometown now has the opportunity to begin writing a new chapter. We have formed The NH District Corporation and The NH Foundation with one mission—to build an important and diverse new Richmond neighborhood. This proposal reflects extensive community engagement with more than 1,000 Richmonders, whose ideas shaped this proposal:

- more than 2,500 new residences for Richmonders of different income levels;
- a 527-room hotel, which will create hundreds of jobs for Richmonders and attract even larger events to the Greater Richmond Convention Center;
- one of the region's largest medical office buildings, which will expand treatment options and research for people who are sick, in turn creating even more jobs;
- a re-imagined Blues Armory, marked by a food market and event space;
- sustainable green space, renewable energy, and re-opened streets designed for pedestrians, bikes, and buses;
- a range of ground-floor commercial spaces, offering local and national retail and services and activating the streets;
- Virginia's largest arena, so our capital city can attract the country's top performances and our residents can have the opportunity to see them without traveling for hours;
- a \$1.2 billion annual economic impact after construction and 9,300 post-construction jobs, according to economic analysis by VCU's Center for Urban and Regional Analysis; and
- a Richmond-based development team, including national expertise, backed by an ongoing commitment to engage community through the project.

We are pleased to submit this proposal on behalf of The NH District Corporation, a Virginia nonstock corporation, in affiliation with The NH Foundation, a Virginia nonstock corporation, and Capital City Development, LLC, a Virginia limited liability company (collectively, the "Respondent") in response to the City of Richmond's Request for Proposals for the North of Broad/Downtown Neighborhood Redevelopment Project issued November 9, 2017. The NH District Corporation and



The NH District Corporation

NH Foundation each were formed on July 26, 2017, and each is registered with the State Corporation Commission to do business in the Commonwealth of Virginia. The NH District Corporation and NH Foundation each are organized and shall be operated exclusively for charitable, civic and social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law, including, but not limited to, relieving the burdens of government of the Commonwealth of Virginia and its political subdivisions.

The NH District Corporation is the responsible legal entity that would sign a contract with the City of Richmond, Virginia, if the proposal is accepted. C.T. Hill is its duly elected president and is authorized to act on its behalf, and he will serve as the primary contact for the Respondent. His contact information is as follows:

The NH District Corporation
6 North Laurel Street
Richmond, Va. 23220
Attention: C.T. Hill, President
Telephone: 804-592-3672

The Respondent acknowledges and agrees that its proposal is genuine and without collusion in all respects, and shall remain valid for at least 180 days unless withdrawn by the Respondent as permitted by the RFP.

We do not pretend the path forward will be easy. Nothing important is. We submit this proposal confident that Richmond can successfully carry out a major downtown project. We offer this proposal knowing that few other cities in America have Richmond's unique history of division, marked by race, by money, and by letting our common fears wash over our optimism. This is our shared history. It will shape our path forward.

You have laid out an important course, and we are eager to begin this journey together. It's time to move forward, and build a future that unites our hometown. We pledge to stand with all Richmonders, and we ask you to select our proposal.

Sincerely,

The NH District Corporation

The NH Foundation

By: _____
Name: C.T. Hill
Its: President

By: _____
Name: Thomas F. Farrell, II
Its: Chair

4.3.4 Respondent Qualifications

A. Description of Respondent

**The NH District Corporation, a Virginia non-stock corporation
in affiliation with
The NH Foundation, and
Capital City Development, LLC, a Virginia limited liability company**

The Respondent is a collaboration of entities and individuals who have come together for the primary purpose of creating a new mixed use, mixed income neighborhood replacing the Richmond Coliseum and repurposing the Blues Armory. This will be accomplished by creating a private / public partnership and a new TIF District to solve for the replacement of the Richmond Coliseum and the repurposing of the Blues Armory through the creation of a new TIF District.

NH District Corporation is a newly formed Virginia non-stock corporation structured to take advantage of tax exempt and other public financing options available for the Plan. NH District Corporation was created to serve as a vehicle for 1) raising investment equity necessary for various new development components that are identified in the Plan and necessary for the realization of sufficient new revenues to secure and be the source of repayment of arena development bonds, 2) providing operational oversight of the New Arena and renovated Blues Armory, and 3) providing oversight of the private-sector development process.

Members of NH District Corporation's board of directors are elected by NH Foundation, a non-profit entity whose board is composed of local community leaders. NH District Corporation's board is expected to be further expanded to include a diverse mix of individuals from a variety of disciplines and backgrounds who will bring both the leadership and perspective necessary to help ensure the project is developed in a manner beneficial to the City and other participants. To fulfill its diverse mission, members of the Respondent development team represent a diverse cross-section of local community and corporate leaders who share a like-minded desire for a better downtown Richmond, a development process that is sensitive to our City's full potential, and a vision an economically, socially, and environmentally sustainable City of the future. NH District Corporation will be providing regular reports and updates to NH Foundation's board throughout the development process. NH Foundation will play a significant and ongoing stewardship role over the development of the project and the public assets that will continue to be owned by the taxpayers of the City.

Capital City Development, LLC ("CCD") is a newly formed Virginia limited liability company formed to source private capital and execute the Plan with respect to the private development of the residential, retail, research, office and hospitality spaces pursuant to the terms of Development Agreement with The Respondent. For the first phase of development, this entity is expected to be capitalized with approximately \$120 million in equity principally from local Richmond community investors and the development team. For the second phase of development, this entity is expected to be capitalized with approximately \$210 million in equity, for a total project equity capitalization of over \$330 million.

D. Contact Person

CT Hill
c/o NH District Corporation
6 N. Laurel Street
Richmond, VA 23220
804.592.3672

E. Controlling interest of Respondent (ownership of respondent entities)

NH District Corporation and NH Foundation are newly formed Virginia non-stock corporation structured to take advantage of tax exempt and other public financing options available for the Plan. Members of NH District Corporation's Board of Directors will be elected by NH Foundation, a non-profit entity whose board will be composed of local community leaders.

NH Foundation

Thomas F. Farrell, II (Chair)
Martin J. Barrington
William H. Goodwin, Jr.
Monroe E. Harris, Jr., DMD
C.T. Hill
Pamela J. Royal, M.D.

NH District Corporation

C.T. Hill (president)

CCD is a newly formed Virginia limited liability company created to source private capital and execute the Plan with respect to the private development of the residential, retail, research, office and hospitality spaces pursuant to the terms of development management service agreements.

CCP is a newly created Virginia limited liability company that will serve as (i) the developer entity for the privately financed mixed-use development components of the Plan, which includes the day-to-day management oversight of planning, design, construction, on-going sourcing of private capital, and (ii) the developer entity in the development of the New Arena and Blues Armory. CCP will serve as Manager of CCD.

Members of CCP include the ownership of Future Cities, LLC, an urban design-focused development company with a long history in the development of new arenas and the districts that support them, and Concord Eastridge, Inc., a woman-owned real estate development firm and nationally respected leader in public/private and mixed-use development.

F. Expected Advisors (legal, financial, etc.)

Legal:

McGuireWoods LLP will serve as bond counsel for the Arena bond financing and is advising CCP and CCD as the developer.

ARTICLES OF INCORPORATION

OF

THE NH FOUNDATION

A Virginia nonstock corporation

ARTICLE I NAME

The name of the corporation is "The NH Foundation," a Virginia nonstock corporation (the "Foundation").

ARTICLE II PURPOSE

The Foundation is organized and shall be operated exclusively for charitable, civic, and social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law (the "Code"), including, but not limited to, relieving the burdens of government of the Commonwealth of Virginia and its political subdivisions.

ARTICLE III ACTIVITIES AND POWERS

1. The Foundation shall not be operated for profit. It may engage only in activities consistent with its charitable, civic and social welfare purposes. To the extent consistent with Section 501(c)(3) of the Code, the Foundation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and -827 of the Virginia Nonstock Corporation Act (the "Act").

2. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. No part of the net earnings of the Foundation shall inure to the benefit of any Director or officer of the Foundation or any person having a personal or private interest in the activities of the Foundation, except that the Foundation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

ARTICLE IV MEMBERS

The Foundation shall have no voting members. All voting power, including but not limited to power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors.

ARTICLE V DIRECTORS

The number of Directors of the Foundation shall be not less than three (3) and not more than fifteen (15). The initial Directors of the Foundation shall be elected at the organizational meeting of the incorporator. Successor Directors of the Foundation shall be elected annually by the Directors then serving. Additional Directors may be elected by the Directors then serving. Directors may serve unlimited successive terms. No individual shall be named or elected as a Director without his or her prior consent.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Foundation is 4701 Cox Road, Suite 285, Glen Allen, County of Henrico, Virginia 23060. The registered agent shall be CT ✓ Corporation System, which is a domestic corporation authorized to transact business in the Commonwealth of Virginia, the business office of which is identical with the registered office.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Foundation and the winding up of its affairs, the assets of the Foundation shall be distributed as the Board of Directors may determine to one or more entities

organized and operated exclusively for charitable, civic or social welfare purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code (as they exist now or may be amended hereafter) when distributions are to be made to them.

ARTICLE VIII INDEMNIFICATION AND LIMIT ON LIABILITY

1. To the full extent allowed by the Act in force on the date of these Articles or as may hereafter be amended, the Foundation shall indemnify against liability, and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding (including, but not limited to, a proceeding by or in the right of the Foundation), whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a Director, officer, employee, or agent of the Foundation or of any legal entity controlled by the Foundation, or while a Director, officer, employee, or agent, is or was serving at the Foundation's request as a Director, officer, partner, trustee, employee, or agent of another corporation, partnership, limited liability entity, joint venture, trust, employee benefit plan, or other enterprise. The Foundation may (but shall not be required to), by action of the Board of Directors, indemnify, and advance reasonable expenses to any other person who is not a Director, officer, employee, or agent of the Foundation to the same extent as if that person were a Director, officer, employee, or agent of the Foundation.

2. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Foundation. Indemnification pursuant to this Article shall be in addition to, and not exclusive of, any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent he or she is indemnified by another, including an insurer. The Foundation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Foundation

or any other legal entity at the request of the Foundation regardless of the Foundation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Foundation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

3. In every instance in which the Act, as it exists on the date of these Articles or as may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the Foundation, the Directors and officers of the Foundation shall not be liable to the Foundation.

4. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

ARTICLE IX EFFECTIVE TIME

The Foundation's certificate of incorporation shall become effective at 4:01 p.m., Eastern time, on July 26, 2017.

Dated: July 25, 2017

By: 
Cameron Z. Hill, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JULY 26, 2017

The State Corporation Commission has found the accompanying articles submitted on behalf of

The NH Foundation

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective July 26, 2017, at 4:01 P.M..

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, reading "Judith Williams Jagdmann". The signature is written in a cursive, flowing style.

Judith Williams Jagdmann
Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of The NH Foundation on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 27, 2017*

Joel H. Peck

Joel H. Peck, Clerk of the Commission