



# CROSTOWN CONCOOURSE

**Crosstown Concourse**

1350 Concourse Ave

Memphis, TN 38104

Todd Richardson

Co-Director / Co-Founder - Crosstown Arts

# PROJECT DATA

Please answer questions in space provided. If possible, answers to all questions should be typed or written directly on the forms. If the forms are not used and answers are typed on a separate page, each answer must be preceded by the question to which it responds, and the length of each answer should be limited to the area provided on the original form.

Project Name \_\_\_\_\_ Location \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_

Owner \_\_\_\_\_

Project Use(s) \_\_\_\_\_

Project Size \_\_\_\_\_ Total Development Cost \_\_\_\_\_

Annual Operating Budget (if appropriate) \_\_\_\_\_

Date Initiated \_\_\_\_\_ Percent Completed by December 1, 2016 \_\_\_\_\_

Project Completion Date (if appropriate) \_\_\_\_\_ Project Website (if appropriate) \_\_\_\_\_

Attach, if you wish, a list of relevant project dates \_\_\_\_\_

## Application submitted by:

Name \_\_\_\_\_ Title \_\_\_\_\_

Organization \_\_\_\_\_

Address \_\_\_\_\_ City/State/Zip \_\_\_\_\_

Telephone ( ) \_\_\_\_\_ E-mail \_\_\_\_\_

## Perspective Sheets:

Organization \_\_\_\_\_ Name \_\_\_\_\_ Telephone/e-mail \_\_\_\_\_

Public Agencies **Downtown Memphis Commission - Oswalt@downtownmemphis.org**

Architect/Designer \_\_\_\_\_

Developer \_\_\_\_\_

Professional Consultant \_\_\_\_\_

Community Group \_\_\_\_\_

Other \_\_\_\_\_

Please indicate how you learned of the *Rudy Bruner Award for Urban Excellence*. (Check all that apply).

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> Direct Mailing | <input type="checkbox"/> Direct Email         | <input type="checkbox"/> Previous Selection Committee member | <input type="checkbox"/> Professional Organization |
| <input type="checkbox"/> Professional   | <input type="checkbox"/> Previous RBA entrant | <input type="checkbox"/> Online Notice                       | <input type="checkbox"/> Other (please specify)    |
| <input type="checkbox"/> Facebook       | <input type="checkbox"/> Social Media         | <input type="checkbox"/> Bruner/Loeb Forum                   | _____  |

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Signature **Todd Richardson** \_\_\_\_\_ Date \_\_\_\_\_



# PROJECT AT-A-GLANCE

Please answer questions in space provided. If possible, answers to all questions should be typed or written directly on the forms. If the forms are not used and answers are typed on a separate page, each answer must be preceded by the question to which it responds, and the length of each answer should be limited to the area provided on the original form. This sheet, the Project Data sheet, and the representative photo will be sent to the Committee in advance as the *Project Overview*.

Project Name: Crosstown Concourse  
Address City/State/ZIP: 1350 Concourse Ave. Memphis, TN

## 1. Give a brief overview of the project. Approximately 500 words.

Renovate a 1.5 million square foot former Sears, Roebuck & Co. distribution Center that had been abandoned for 20 years. A structure located on a 16-acre site in a low income, severely distressed neighborhood where the unemployment and poverty rates were twice the city's average. With an art history professor and video artist leading the effort. In the middle of the U.S. recession and in Memphis, TN. Driven by a mission to do something new - to give Memphis a vision for the future to add to all those iconic places that define its cultural past. And to create an arts-centric place for everyone - not just those who can afford it - where people are inspired to discover new ideas and explore unexpected connections within an intentional community.

That was the charge and context for the Sears Crosstown Project that began in 2009. What happened over the next eight years is probably one of the most unlikely real estate and community development miracles to ever occur in the state of Tennessee, maybe even nationally. That historic behemoth and 16-acre site in the core of the city became the canvas for an entirely new neighborhood to be created. Now called Crosstown Concourse, it is home to a fully integrated, mixed-use vertical urban village anchored in three of Memphis' strongest community assets — arts, healthcare, and education - forming a purposeful collective of commercial, residential, and retail partners. A completely blighted building for two decades is now the residence, work place, school, health clinic, and destination for 3,000 people that come and go daily. Open since 2017, those 3,000 people are inspiring neighborhood revitalization in the empty buildings across the street and the residential areas surrounding the site. Equally important, Crosstown Concourse, along with many other community development efforts, have helped to transform the psychology of the city where civic pride is now at a fever pitch.

Just as miraculous as the vertical urban village that's evolved is the collection of partners and financial sources that came together to make the project happen. Starting with eight Founding Partners, including St. Jude Children's Research Hospital, Methodist Le Bonheur Healthcare, Memphis Teacher Residency, Christian Brothers University, and Crosstown Arts, the renovated space is now occupied by 44 tenants and 400 residents and is 98% leased. 30 different sources of funding, including public, private and philanthropic support, combined to make up the \$210 million necessary for the renovation.

Going beyond a typical mixed-use development, where a mix of uses simply co-locate, everyone involved - from financial investors to tenants and the surrounding neighborhoods - committed to the project because they truly believed that they would be "better together". Today, in a socio-political context in America where the notion of personal sacrifices for the greater (global) community is often undervalued, Crosstown Concourse is attempting to live out the notion of "better together" and become an inclusive microcosm of the city where a diverse range of people (ethnically, economically, professionally, and generationally) interact in meaningful and inspiring ways that improves the quality of life for everyone.

## 2. Why does the project merit the *Rudy Bruner Award for Urban Excellence*? You may wish to consider such factors as: effect on the urban environment; innovative or unique approaches to any aspect of project development; new and creative approaches to urban issues; design quality. Approximately 500 words.

Crosstown Arts, a non-for-profit formed in 2010, led this project as both the developer and a founding tenant. The organization led a development team, created the vision, and recruited tenants and financing to renovate the building, while also organizing hundreds of events over multiple years that attracted thousands of people back to a neighborhood that had fallen off the mental map of Memphians since Sears left in 1993. The development approach was not just about renovating a building, it was about building community in an urban area that desperately needed it.

This collaborative community buy-in and momentum led Crosstown Arts to partner with dozens of organizations in arts, education and healthcare to form the vertical village – an approach that could only be described as “beyond mixed-use”, where locally-grown businesses and organizations are interconnected such that they are better because they’re together.

This unique collective of local, well-respected partners committed to each other inspired an equally diverse collection of funding sources - 30 in all. Of the \$210 million project, \$160 million was funding from outside Memphis that would not have been invested in the city otherwise. Although a for-profit development, Crosstown Concourse is now governed by a not-for-profit, Crosstown Redevelopment Cooperative, with a board made up of representatives from Concourse tenants and the surrounding community. Finally, all profits are reinvested into the building and surrounding community, creating a revenue stream for continued community improvements.

When it was built in 1927, Concourse was a Sears Roebuck & Co. distribution center. Back then it was about moving stuff: over 45,000 catalog orders in a single day. Now it’s about moving people—forward. Forward into healthier lives, better educations, and exciting new careers. Crosstown Concourse has transformed from a national hub for the distribution of goods into a local heart for the cultivation of well-being, shifting focus from products to people, from commodity to quality of life.

To enable this missional aspiration, a series of cost conscious architectural extractions and insertions have produced a vibrant new interconnected community. Three new 10-story atria and three four-story light wells, as well as their corresponding monumental stairs and street-like corridors, infused with the spirit of the building’s historic distribution system, transport natural light into public areas and create iconic settings for gathering and performances. These inviting, reimagined industrial areas, bolstered by daily programming and live music, compel people to have meetings, share a meal together, or explore different parts of the building.

Over four acres of the 16-acre site are common areas with free public WIFI, including a 60,000sf grass lawn, as well as plazas and gardens open to the neighborhood. The Plaza acts not only as the main entrance to Concourse and a public gathering space, but works as a bridge across the street to other existing Crosstown businesses.

Concourse is the largest LEED Platinum certified historic adaptive reuse project in the world. It was the only US-based project selected to both the Architectural Review and World Architecture Festival shortlists for best historic renovations across the world in 2018.

## PROJECT DESCRIPTION

Please answer questions in space provided. If possible, answers to all questions should be typed or written directly on the forms. If the forms are not used and answers are typed on a separate page, each answer must be preceded by the question to which it responds, and the length of each answer should be limited to the area provided on the original form.

1. Describe the underlying values and goals of the project. What, if any, significant trade-offs were required to implement the project? Approximately 500 words.

An open, inclusive and animated place designed to dissolve barriers to access and be inclusive to all - to promote openness, interconnection, and unbounded exchange throughout the vertical village, enabling spontaneity, exploration and meandering. Porous edges on all sides will allow for the free flow influx of everyday life, animating the place through human activity day and night. Interweave components of the future community so that they share a common mission and vision for a “better together” environment. Through a series of varied shared spaces, the building will act as a nexus where center city neighbors and stakeholders meet, bringing together cultures, communities, and faith groups for meaningful interactions. A network of event spaces with regular programming will cultivate curiosity, discovery and imagination, and provoke experiential learning and engagement. Common spaces will be designed to promote pilot projects (i.e., pop-ups), incubate local commercial activity, and assist in testing new ideas. Recognize, embrace, and amplify the iconic industrial character and Art Deco style of Sears Crosstown and its historical context. The site and building will be designed to leverage their history, with key heritage aspects exposed and, where possible, artifacts left in place to tell the story of Sears Crosstown. Create a vertical “micro-city” within the building that is flexible and adaptable to changing conditions. Design will incorporate the five key components of Urban Magnets - retail, education, production, programming/events, and

unique/historic built environment - to initiate a strong sense of place and ensure sustainability over a long period of time

Merge Sears Crosstown with its surrounding neighborhood to allow seamless connection between the activities within and around it. Improve accessibility, walkability, bikability, access to public space and civic identity in the Crosstown district.

The building and site will be designed and programmed to become a "green" beacon, a model of sustainability that inspires active transportation, healthy living, and energy conservation throughout Memphis and beyond. All decision-making around design, programming and sustainability will be approached through a health and wellness lens. This holistic approach is based on discovering/creating opportunities for both the building and site to improve the health and well-being of the whole.

A number of trades-offs were required, almost all of which have worked to make the project better. The focus on local, non-chain businesses to occupy the retail and commercial spaces required the development to pass on a number of lease opportunities with established national businesses that might have been a safer bet. But the unique sense of place it has created gives Memphians something to be proud of and call their own. The large common area spaces inside and around the building were more expensive to build and costly to maintain, but they also create the compelling areas of interconnectivity and community. In order to incrementally shift from a car-centric to people-centric culture, and nudge people towards diverse transportation options, the site design prioritizes people over cars and we elected not to build a second parking garage. While the decision wasn't without significant protest, people are increasingly walking, biking, ride-sharing, and utilizing public transportation. Achieving LEED Platinum was a missional priority, but the expense on the front end made other lower priority design moves unaffordable. However, the long-term economic payback, which we are already starting to reap in terms of operations, will allow us to take on those projects over time. While Historic Tax Credits made the project economically feasible, National Park Service regulations restricted design and uses for the site and building.

2. Briefly describe the project's urban context. How has the project impacted the local community? Who does the project serve? How many people are served by the project? Approximately 500 words.

From the time of its construction in the late 1920s, the Sears Crosstown building was a catalyst for economic activity in the center city of Memphis. By the late 1970s, however, Memphis' population and purchasing power had migrated to eastern Shelby County. The retail store closed in the early 1980s and the building was abandoned entirely in 1993. Without Sears' 1,500 employees and daily activity to anchor it, the neighborhood entered a steady tailspin of decline leaving the massive art deco structure vacant for over 20 years. Cleveland Street, the main corridor in the Crosstown neighborhood, went from being a vibrant hub of activity that was the literal intersection of the city to over a mile of mostly boarded up and empty storefronts. As the neighborhood declined, so did its median household income and overall employment for its residents. Almost one in three households in this community were living below the poverty level of in 2010, more than double the national average of 13%. The City of Memphis reported in 2011 the median household income within a one-mile radius of the Sears Building was scarcely half of the national average. The unemployment rate was 13.74% in March 2013; 4.24% higher than Shelby County and almost double the national average. While the local census tract categorized Crosstown as a "severely distressed neighborhood", Crosstown was full of hard-working families, creative small business owners, determined students and some of the best locally owned ethnic restaurants in Memphis.

The intensity of opportunity unfolding within Crosstown Concourse, combined with the exceptional physical connectivity to the surrounding area and commercial corridor, make it a potent urban magnet, catalyzing the regenerative redevelopment of both the building and the neighborhood. As the largest adaptive reuse project in Tennessee's history, the progressive ideals of the mixed-use "vertical urban village" inside the building have brought together a community of tenants who are actively seeking to integrate their own work in the arts, education and healthcare with each other in new and meaningful ways to improve the quality of life for all Memphians.

Crosstown Concourse is now home to dozens of opportunities and 380 new jobs that have directly impacted the lives of thousands of people both in the building and the surrounding community. A few examples include:

- Healthcare: Over 180,000 square feet of medical services. For example, Church Health, the nation's largest, privately funded faith-based health clinic, provides services to the working uninsured, charging rates based on income and family size. Among Church Health's services are walk-in acute care, primary and specialty care, dentistry, eye care, counseling and preventive wellness programs. More than 125,000 member visits are recorded annually, along with visits from 58,000 working-uninsured patients.

- Education: The local headquarters of Teach for America and Memphis Teacher Residency train hundreds of teachers annually, who then impact the lives of thousands of young students in Shelby County Public Schools. Crosstown High, a new public charter high school that started in August 2018, was selected as an XQ Super School, a national education initiative supported by Laurene Powell Jobs, for its innovative and place-based approach to curriculum and teaching methods.
- Arts: Crosstown Arts, a new contemporary arts center, that includes galleries, artist residency program, performance spaces (including a new 420-seat performing arts theater), plant-based café, and shared art making facilities. Most of Crosstown Arts' programming, which reaches over 100,000 people annually, is free and open to the public.
- Retail: A new community-minded grocery store, along with a dozen other food service providers, including restaurants, coffee shops and a bakery, as well as a diverse range of retail options, such as a pharmacy, credit union, hair and nail salons, FedEx Office, and bank branch.
- Residential: a diverse range of 265 apartments on floors 7-10 that include 20% affordable units. 100 apartments are occupied by doctors in residence at St. Jude, teachers in residence at Memphis Teacher Residency, and artist in residence at Crosstown Arts.
- In addition to products and services offered in the building, there are an unprecedented number of ongoing art, music, cultural and educational events and happenings that take place on site weekly throughout the year that further invites the Memphis community to participate in the inspiring life at Concourse.

3. Describe the key elements of the development process, including community participation where appropriate. Approximately 500 words.

In collaboration with the building owner, Crosstown Arts partnered with Kemmons Wilson Companies and Bologna Consulting to form a development team that led a feasibility study, community engagement and public campaign, design, leasing, financing, construction and operations. Crosstown Concourse is now managed by Cushman Wakefield/Commercial Advisors under the direction of a non-profit board made up of representatives from tenants and the surrounding neighborhoods.

Key to the development process was a public/private partnership made possible by the credibility the eight Founding Partners brought to the project. Unlike many large American cities, \$200 million projects rarely happen in Memphis. Factor in a major recession and rarely quickly changes to never. The scale and cost of the renovation led to our biggest challenge in the early stages of development - to get people to see past what they saw, 1.5 million square feet of empty, blighted space in a low income community. But in August 2012, after two years of work, we announced the project to the public for the first time. Thanks to the leadership of Methodist Le Bonheur Healthcare, Church Health, St. Jude Children's Research Hospital, ALSAC/St. Jude, Christian Brothers University, Crosstown Arts, Memphis Teacher Residency and Crosstown High School, the project was taken seriously. Not only was it taken seriously, but the vision for the services the Founding Partners would offer there inspired unanimous support from everyone in the community.

With over half the commercial space committed to by our Founding Partners, a design and engineering team, as well as a general contractor, were hired to complete design and cost estimates. With a growing tenant list of highly regarded local organizations and businesses and a compelling design that supported the vertical urban village concept, the project garnered the attention of banks, NMTC CDEs, city and county government, and other public, private and philanthropic investors. After over a year of negotiations, financing closed in December 2014 and construction began in February 2015. Construction took 18 months. In August 2017, we celebrated Opening Day the same week the building opened originally in August 1927. The building was 95% leased on Opening Day.

For an original, feature-length documentary on the development process, click here: <https://vimeo.com/229771555>

4. Describe the financing of the project. Please include all funding sources and square foot costs where applicable.

Financing included 30 sources of funding that had to fit in the New Markets Tax Credit and Historic Tax Credit programs. In addition to the funding sources, the project received a 20-year PILOT (payment in lieu of taxes), the longest PILOT ever granted by the Downtown Memphis Commission to a project outside the downtown area.

The development team also worked with the state legislature to pass a new law that exempts projects of this scale that are renovating buildings on the National Register for Historic Places from franchise and excise tax.

\$80 million senior debt with syndication led by SunTrust. Other participants were Bancorp South, Cadence Bank, Financial Federal Bank, Independent Bank, Magna Bank, Metropolitan Bank, and Renasant Bank.

\$56 million New Markets Tax Credit allocations:

\$12 million from Mid-City Community CDE

\$10 million from SunTrust CDE

\$10 million from DV Community Investment

\$10 million from Low-Income Investment Fund

\$9 million from Midwest Renewable Capital

\$5 million from National Trust Community Investment Corporation

\$36.5 million equity from historic tax credits from Goldman Sachs Urban Investment Group

\$25 million in contributions and philanthropy

\$18 million New Markets Tax Credits equity from Suntrust Community Capital

\$15 million from city of Memphis in Brownfields Economic Development Investment funds, HUD section 108 funds and capital improvement plan dollars

\$14 million in mezzanine financing

\$6.1 million from land/building

\$5 million from Shelby County in public infrastructure capital improvement plan dollars

\$2.1 million Qualified Energy Conservation Bonds (QECB)

\$250,000 Delta Regional Authority Grant

The development is projected to create at least 500 permanent new jobs with \$37 million in new wages annually (380 are already in place). During construction, more than 1,200 jobs were created with \$50 million in wages – all in an area with a 32.9 percent poverty rate. We were able to surpass our goals for Minority and Women Owned Business participation, with 32% of construction spending going to MWBEs. Of the 380 jobs, 62% are filled by women, 57% by minorities, and 47% by individuals qualifying as low income.

5. Is the project unique and/or does it address significant urban issues? Is the model adaptable to other urban settings?

Diversity in uses, population, and connection to all parts of the city through public transit and pedestrian access were of paramount importance. The redeveloped building is located at a convergence of bike lanes and at the heart of the city's most active transportation corridor. The site was also reimagined as a means of reconnecting the historic building back to its surrounding neighborhood. A network of new public streets (focused on pedestrian approach though allowing for vehicular access) were directly linked to the interior atria and circulation systems and to surrounding public transportation (bus) routes and bicycle lanes. Additionally, a public street (previous bisected by expansion of the building in 1965) was reconnected through the ground floor of the building at the western end of the structure.

The building's design was purposefully extroverted, welcoming visitors and connecting to the surrounding neighborhoods. Multiple public plazas, exterior art installations, and areas for public performance breathe new life into the neighborhood while respecting and building upon the existing architectural character of the existing structure. This extroversion is most evident at the former north and south loading docks, where former utilitarian space has been transformed into the building's front and back porches, creating a welcoming zone of community. A farm-to-table/organic grocer, bakery, juice bar, popsicle shop, food hall, and multiple restaurants embrace the docks and their community.

A creative use of historic tax credits helped save an otherwise unviable parking garage from demolition. The newly renovated parking facility provides 1,280 parking spaces over 4 1/2 levels. Originally constructed in 1965, the garage's diamond-shaped & rectilinear-shaped façade panels reflect the mid-century modern aesthetic of the mid-1960s and provide visual privacy while allowing the structure to serve as a visual "lantern" for the site at night. All garage floors and façade panels were cleaned and repaired and forty percent of the structural slabs were replaced.

As the region's only large scale, integrated use development, Crosstown Concourse is ideally positioned to positively affect the Memphis metro area's individual auto dependency. To maximize Crosstown Concourse's position in advancing sustainability, the development team has employed a diverse approach to alternative transportation strategies, including a combination of 80 parking spaces allocated for shared vehicles, charging

stations, low-emitting and fuel-efficient vehicles, and carpools which together provide the broadest, most sustainable access for residents, students, artists, employees, and visitors.

The re-imaged building and campus serve a wide swath of the public. Each day, some 3,000 diverse visitors pass through the building – doctors, patients, educators, students, shoppers, artists, creative professionals, and business people co-mingle throughout a walkable urban center. By doing such, these populations are directly reconnected to both one another and their city.

## PUBLIC AGENCY PERSPECTIVE

Please answer questions in space provided. If possible, answers to all questions should be typed or written directly on the forms. If the forms are not used and answers are typed on a separate page, each answer must be preceded by the question to which it responds, and the length of each answer should be limited to the area provided on the original form.

This sheet is to be filled out by staff representative(s) of public agency(ies) who were directly involved in the financing, design review, or public approvals that affected this project.

Name: Jennifer  
Title: Oswalt President  
Organization: Downtown Memphis Commission  
Telephone: 901 575.0561  
Address: 114 N. Main St. Memphis, TN 38103  
E-mail: [Oswalt@downtownmemphis.com](mailto:Oswalt@downtownmemphis.com)  
Website: [downtownmemphiscommission.com](http://downtownmemphiscommission.com)

Signature: Jennifer Oswalt  
Date: 12.11.18

1. What role did your agency play in the development of this project? Describe any requirements made of this project by your agency (e.g., zoning, public participation, public benefits, impact statements).

The Crosstown Concourse renovation has been monumentally important to the city of Memphis and the Downtown Memphis Commission could not be more proud of the small part we played in helping to push this project toward the goal line.

The Center City Revenue Finance Corporation, an Industrial Development Board for the City of Memphis and Shelby County and an affiliate board of the Downtown Memphis Commission, approved a 20-year Payment In Lieu of Taxes (PILOT) which is a 75% abatement of City of Memphis and Shelby County property taxes. In order to receive a PILOT outside of the Central Business Improvement District of Downtown Memphis, the project needed to be classified as “high impact.” The PILOT required a minimum goal of 20% participation by minority or women-owned businesses in the construction. The PILOT also required that 20% of the residential units be held available for residents whose income is at or below 80% of the Area Median Gross Income for Shelby County Tennessee.

2. How was this project intended to benefit your city? What trade-offs and compromises were required to implement the project?  
How did your agency participate in making them?

Concourse was able to exceed the PILOT minimums requiring 20% participation by minority and women owned businesses. Not only did the development team increase that goal internally to 25%, the final total reached was 29% of all construction dollars going directly to minority and womenowned firms—nearly \$38 million total.

3. Describe the project’s impact on your city. Please be as specific as possible.

Now serving as a welcoming neighborhood hub and inclusive vertical urban-village, the Crosstown



Concourse project renovated and restored 1.1 million square feet in the historic 1927 Sears & Roebuck Distribution Center, including 600,000 square feet of office space, including health and educational uses, 63,000 square feet of retail space, 260 residential units, 1,130 space parking garage, exhibition space and other shared common areas. The property, which was listed on the National Register of Historic Places, had been vacant since 1993 and sat in a dilapidated and blighted condition. This project built on three of Memphis' strongest community assets: arts, education, and healthcare.

The \$180 million project was estimated to produce 1,317 jobs at full completion, generating wages of \$37 million as well as 619 indirect jobs with wages of \$21 million. The construction was estimated to generate 1,000 direct jobs and 884 indirect jobs generating wages of near \$90 million. The project was estimated to generate \$1,450,000 in sales tax annually.

We also believe that this project re-energized the desire to live in the core city and have since seen over 2,000 residential units planned in the midtown and downtown area. Property values in the... (cut off text)

4. Did this project result in new models of public/private partnerships? Are there aspects of this project that would be instructive to agencies like yours in other cities?

Nearby Madison Heights is now a prime retail node ripe for investment and leasing and the value placed on the variety of ethnic markets and restaurants on the adjacent commercial corridor has increased. The City of Memphis has also invested in bike lanes on the commercial corridor. For all these reasons and more, the Downtown Memphis Commission believes that Crosstown Concourse has transformed what Memphis expects of itself and its development potential. Crosstown is beautiful and architecturally unique and we believe that it directly led to the adaptive reuse of other historic buildings in Downtown Memphis such as the Tennessee Brewery and the Wonder Bread bakery manufacturing facility. Crosstown also set a great example of public-private partnership which has attempted to be replicated in Memphis, although not yet as well.

5. What do you consider to be the most and least successful aspects of this project?

Almost immediately upon completion, Memphians began to recognize the shift this space created in our community. Its intentional community-driven offerings have led to great socio-economic mixing and it has become a wonderful gathering space for all Memphians. Crosstown is now seen as an innovator in food and beverage concepts and offers the most unique indoor and outdoor exhibition and meeting space in our city. The project also proves the concept that you can satisfy most of your daily needs in the village from food, grocery, arts & entertainment to school and living spaces.

## COMMUNITY REPRESENTATIVE PERSPECTIVE

Please answer questions in space provided. If possible, answers to all questions should be typed or written directly on the forms. If the forms are not used and answers are typed on a separate page, each answer must be preceded by the question to which it responds, and the length of each answer should be limited to the area provided on the original form. This sheet is to be filled out by someone who was involved, or represents an organization that was involved, in helping the project respond to neighborhood issues.

Name: Ginger Spickler  
Title: Director of Strategic Partnerships + Projects  
Organization: Crosstown High  
Telephone: (901) 401-5509  
Address: 1365 Tower Ave. Memphis, TN 38104  
Email: [GSpickler@CrosstownHigh.org](mailto:GSpickler@CrosstownHigh.org)  
Website: [CrosstownHigh.org](http://CrosstownHigh.org)

Signature: Ginger Spickler  
Date: 12.10.18

1. How did you, or the organization you represent, become involved in this project? What role did you play?

In early November 2015, I was on my way from Memphis to New Orleans when I spotted a billboard looming over I-55. It was advertising something called the "XQ Super School Project," but it was the tagline that caught my eye -- #rethinkhighschool. Upon further investigation, I learned that it was an open call for high school redesign proposals, offering five \$10 million prizes to the most innovative ideas.

It had only been a week since I'd been sitting in a room with a dozen other parents lamenting the lack of real school choices in our community. There seemed to be a hunger for something that broke the mold of a traditional high school -- something that connected our kids' learning to the real world. It had also been about two weeks since I'd read in the paper that there were plans for a high school in the new Crosstown Concourse development. It was a lightning bolt-type moment when it occurred to me that Crosstown would be an incredible environment for "rethinking" high school -- a place where students could learn with and from talented professionals tackling some of our community's greatest challenges. And so with no previous connection to the project, I reached out to the Crosstown development team... (cut off text)

2. From the community's point of view, what were the major issues concerning the project?

support, and many hours of their own time to help develop our application. Over the course of six months, I had the honor of leading our team of more than 70 community volunteers through a process of discovering what Memphis students needed, and developing a school model for Crosstown High that could take full advantage of its unique location.  
CrosstownHigh.org

Crosstown Concourse sits at the nexus of three socially distinct neighborhoods where median household incomes range from \$15,426 to \$60,799. Since the beginning of the Crosstown project, there was emphasis placed on ensuring that the project would serve Memphians of all socioeconomic statuses, and it was critical that Crosstown High do the same. Many students in Memphis live in poverty and are profoundly challenged by the devastating separation and scarcity that it causes. Structural inequities also prevent true diversity within Memphis' learning environments. Generations of our city's youth have been segregated along lines of race and class.

But we believed that Crosstown High could take advantage of its unique location in Crosstown Concourse to push against these challenges by creating an environment that attracted a wider range of students than was found anywhere else in Memphis. Although the tradition of "tracking" students is strong in Memphis, and many families are anxious about putting their high-achieving students in a non-tracked environment, we believed that the appeal of a school inside Crosstown Concourse would be strong -- possibly strong enough to overcome those fears. And so, following a "diverse by design" school recruitment strategy, we proactively sought out students reflecting the full diversity of the neighborhoods surrounding Crosstown. ...(cut off text)

3. Has this project made the community a better place to live or work? If so, how?

I believe that the Crosstown Concourse project has made our community better in many, many ways, but I'll focus on its role in incubating a community-connected high school.

Creating innovations in education is always challenging because of the stubborn mix of tradition, regulations, and systems that so often discourage educators from even attempting anything outside the bounds of what we think of as "school." But when you put a school inside of a community like Crosstown Concourse, which itself is already pushing so many boundaries, it feels like you have not only license to innovate, but a responsibility to do so. My current role with Crosstown High is as our "Opportunity Wrangler," -- seeking connections and experiences that will broaden our students' learning. But I must admit that our location in the Concourse makes my job pretty easy. We are developing partnerships with organizations like Church Health, City Leadership, Crosstown Arts, and the 40+ other organizations that call Crosstown home. And we also benefit from the fact that so many outside organizations have business that brings them to the Concourse, where they often find ways

to invest in our students. Just in our first semester, we have had more than 50 non-educators work alongside our students on a range of projects that are exposing our students to dozens of potential career opportunities. Our students have much to learn from their community.

But the reverse is also true -- our community has much to learn from its young people. And that's the message you send when you give space for a high school inside a high-profile development like Crosstown Concourse -- the message that teenagers are a vital and valued component of the community. Teens are often seen as lesser members of society -- problems to be contained rather than assets who can help solve our community's problems. But at Crosstown High, students are able bring their full energetic, creative, complex selves to the challenge of making the Concourse community "better together." Our young people are actively contributing to the work of solving real... (cut off text)

4. Would you change anything about this project of the development process you went through?

building, designed to get workers out of their offices to visit unexplored parts of the building and make new friends. These kinds of opportunities are not-so-subtly giving our students the skills and confidence to believe that they have the power to impact their community. And we hope and believe that they will carry this power into their futures -- becoming the next generation of Memphis leaders. Crosstown Concourse is a complex, imperfect, wonderful community that we at Crosstown High are honored to be a part of. Our journey toward opening a school as a part of this incredibly ambitious project has been, and will continue to be, full of bumps and detours, but through each of them we learn something, and for that I am grateful. I think the main thing that we have learned through our own process of designing a learning environment for teenagers, which I think also applies to developing a project like Crosstown Concourse, is that you can never have too many young voices involved in the process. Crosstown Arts was very intentional in including teens in their programming leading up to the opening of the Concourse, and many of those programs continue to serve teens from throughout the community -- not just those at Crosstown High. But providing programming for young people is different from giving them a true seat at the table in the development of the overall project to ensure that it meets the needs of community members of all ages. It is our hope that through their work in the high school, our students will prove themselves capable of being given even more voice and responsibility in the overall project's ongoing evolution.

There's always room for improvement, but I am incredibly proud of the work that has been done to make Crosstown High a valued part of the Concourse community. I am grateful for the opportunity provided by the Crosstown Concourse development team to imagine a better future for our 147 Crosstown High Explorers and the thousands more that will come behind them.

## PROFESSIONAL CONSULTANT PERSPECTIVE

Please answer questions in space provided. If possible, answers to all questions should be typed or written directly on the forms. If the forms are not used and answers are typed on a separate page, each answer must be preceded by the question to which it responds, and the length of each answer should be limited to the area provided on the original form.

This sheet is to be filled out by a professional who worked as a consultant on the project, providing design, planning, legal, or other services. Copies may be given to other professionals if desired.

Name: T. Gaillard Uhlhorn  
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Signature Gil Uhlorn

Date 12.11.18

1. What role did you or your organization play in the development of this project?

I was initially contacted by a good friend and client in May of 2007 and asked to help provide legal representation in connection with the acquisition of the 1.5 million square foot abandoned Sears Crosstown building from the out of town, absentee investor ownership group. Since that initial discussion, Bass Berry & Sims PLC has had the privilege of assisting the ownership group and development team on all phases of the Crosstown Concourse redevelopment. We worked on the land acquisition (the initial 16+ acres plus several adjacent parcels including an abandoned railroad line), overall deal structure, entity formations, negotiations with the general contractor and architect, capitalization and financing (there were over 30 sources of capital in the capital stack at the construction financing closing, including a senior syndicated secured credit facility with eight lenders, governmental grants, new market tax credit financing, historic tax credit financing, a bridge loan credit facility and owner equity), leasing (over 1MM square feet of office, retail and multi-family leasing) and ongoing tax credit investor matters. We recently represented the project in connection with the refinancing of its existing senior syndicated secured credit facility with a 20 year, fully amortizing term loan from a national lender. The refinancing was important to the project to solidify the capital structure over the next 20 years as the development team continues to implement its concept of a "vertical urban village".

2. Describe the project's impact on its community. Please be as specific as possible

The historic, 1.5 million square foot Sears Crosstown building sat completely vacant just a mile and half from downtown in the Crosstown neighborhood of midtown Memphis since 1993. Over a 20 year period, the building slowly deteriorated, as vacant buildings do, along with the surrounding neighborhood. It was clear from the outset that any redevelopment of the abandoned distribution center would be a transformative project for the City of Memphis. Crosstown was an important neighborhood for many years before its decline and serves as a link between downtown Memphis, midtown and the medical district. A resurgence in Crosstown is part of a strengthening of the entire Memphis core. The ownership group and development team have been intentional about all facets of the redevelopment to create diversity in all aspects of the project – racial diversity, cultural diversity, socio-economic diversity, tenant diversity, activity diversity. As a result, a blighted area of Memphis is seeing new life with tenants, residents and guests bringing their creativity, ideas and dollars to this area with a focus on arts, education, and healthcare.

3. How might this project be instructive to others in your profession?

The reality is that this project would not pencil out financially or operationally as a straightforward real estate project—the complexity and risk were just too high for a market developer to take this project on. The ownership and development team had to be creative to sell a larger vision to all stakeholders and then build around that vision. The development team saw that need and found initial partners to buy in completely. Once that initial vision had steam, the "vertical urban village" really started to come together. Without creativity, collaboration, and careful planning, this project would have cratered many times before the first hammer was swung. There was also a certain amount of persistence and tenacity that was required to keep moving the project forward as potential stumbling blocks were encountered day after day. The way the development team built a team of experts who had complete buy-in and felt ownership of the project ensured that everyone was working as hard as possible on the project's success.

4. What do you consider to be the most and least successful aspects of this project?

The most successful aspect of the project is to see the results of years of hard work in action. The fact that over 3,000 folks live, work, study, eat, practice and play in the building and surrounding neighborhood every day is exhilarating. The plan worked! There are so many different reasons to visit the Crosstown Concourse – to see a show in the theater, dinner with friends at one of the many restaurants, to experience an art show, to work out in the gym, to visit friends in the apartments, to consult with a doctor, etc. After a relatively short time, there is no doubt that this project has been a successful catalyst for revitalization in the Crosstown neighborhood. The least successful aspect of

the project is that the true impact to Memphis and its citizens really cannot be measured in a traditional way. Sure, you can calculate the value of new jobs created and increased property values in the area, but the true impact can only be felt and experienced by spending some time at Crosstown Concourse.

## PROFESSIONAL CONSULTANT PERSPECTIVE

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Signature: Tony Bologna  
Date: 12.11.18

### 1. What role did you or your organization play in the development of this project?

I was afforded the opportunity to be an integral member of the Development Team charged with the responsibility to research and determine what, if anything, could be done with an historic abandoned 1.5mn square foot former Sears catalog and distribution center. Over the years, the building had suffered from neglect and vandalism and was considered an eye-sore to the surrounding neighborhood. Its demise led to a deterioration of the neighborhood.

I joined the Development Team as development consultant in 2010 and continued in that role until after the building was placed in service. I was involved in all aspects of the development including the scale of the proposed development; who would be the logical tenants; what impact the project would have on the surrounding neighborhood; what impact the neighborhood would have on the project; managing the cost of construction to allow the project to be competitive in the marketplace.

Being the development consultant for this project has been the highlight of my career.

### 2. Describe the project's impact on its community. Please be as specific as possible.

The completed project has exceeded every expectation on its positive impact on not-only the immediate neighborhood but the whole of Mid-town Memphis. Deteriorated and/or properties in the immediate area are being renovated and new businesses have rediscovered and moved back into the area. Residents that had suffered thru to neglect of the area are now being rewarded with a vitality and value that has not been seen in years. The project has become the neighborhood center providing restaurants, shopping, medical & other services, offices, a high school, gym, apartments, YMCA, art galleries, a performing arts theater and a meeting venue for a variety of events.

The project has been catalytic not only for the immediate neighborhood but the whole Midtown area of Memphis. When the Sears building was originally constructed, it bisected the existing neighborhood. The project as developed has re-united the existing neighborhoods and as such have strengthened them.

3. How might this project be instructive to others in your profession?

From the development point of view, the project was generally considered impractical using the accepted approach to redeveloping an historic building of this scale. The approach had to be unique and unconventional. My role was to counter the negative opinion fostered by the outside development community and assist the team in considering and reaching the conclusion that a "Vertical urban village whose occupants functioned better together" was the direction that had the best chance of success.

The project was not thought of as a home for a few big box national anchors but as an assembly of smaller local tenants that quickly realized that they would function "better together" than alone and isolated from each other. One of the lessons learned for others in my profession is to rethink the obvious and look into ways that difficult or "impossible" projects can be accomplished with creative and open-minded thinking.

4. What do you consider to be the most and least successful aspects of this project?

The most successful aspects of the project are the universal acceptance of the development as a community treasure and one to be lived-in on a daily basis. It has proven to be accepted and enjoyed by all the citizens of Memphis. It has proven that if Memphis can accomplish this it can accomplish anything.

## COMMUNITY REPRESENTATIVE PERSPECTIVE

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Website: [facebook.com/crosstownmemphisDCDC/](https://facebook.com/crosstownmemphisDCDC/)

Signature: Justin Gillis  
Dates: 12.11.18

1. How did you, or the organization you represent, become involved in this project? What role did you play?

Crosstown Memphis CDC formed, as a grassroots movement by community members, during the course of the Concourse development to work within the community surrounding the Concourse. We felt that by pursuing safety, beautification, and business development projects we could improve the Crosstown community and enhance our neighborhoods. We work to help provide the community a voice in the changes that occur around them and ensure they have a seat at the table during conversations regarding the community's new development and future.

2. From the community's point of view, what were the major issues concerning this project?

Increased traffic congestion and gentrification in the surrounding area.

3. Has this project made the community a better place to live or work? If so, how?

The project has vastly improved the community by providing restaurants and retail within the neighborhood, providing jobs, creating community space to work/live and increasing access to the arts. Crosstown Concourse has greatly improved our community and done a good job of welcoming



neighbors. The building has created a community hub and a renaissance within the surrounding area. The programming has been inclusive and welcoming to all.

4. Would you change anything about this project or the development process you went through?

We would have liked to see further infrastructure / walkability enhancements that provided additional access to the community. Most feeder streets (Claybrook and Montgomery, north side) have no sidewalks so families are forced to walk in the street to get to the building. We would like to see more incentives for local residents (like discounted YMCA membership) to enhance the experience for community members and encourage their participation.

## ARCHITECT OR DESIGNER PERSPECTIVE

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Date: 12.11.18

1. Describe the design concept of this project, including urban design considerations, choice of materials, scale, etc.

As a piece of Iconic Architecture, central to the project was the approach to the adaptive re-use of a previously vibrant place with considerable community heritage and economic hardship. Thus, the design intent focused on the porosity and accessibility of the project combined with specifically designed places of interaction and intersection. The design was focused on healing a community and bringing people together.

Major design of the shell was limited to restoring historic elements, and retaining historic materials, in line with historic preservation guidelines, however the façade was opened at the ground floor in numerous places to allow a complete flow through of people. The main entry was also a major design feature leading to the main atrium, which is the major crossroads for all users and visitors to the building. The atrium is a 10 storey cut through the old building, punctuated by grand, multi-use stairs. These stairs act as gathering places and invitations to upper floors. They were deliberately designed with the raw steel, conveyor-like aesthetic of the original Sears warehouse that occupied the building. The Urban design of the surrounding 16 acres, was similarly shaped to allow complete freedom of access, and indeed, an invitation to explore the 16-acre site and colossal building which dominates it.

2. Describe the most important social and programmatic functions of the design.

The task of designing ways for people to collide and interact within a 1.3 million square foot building requires a deliberate design calculation combining physical, social pathways and the careful placement of programmatic elements. Thus, visible places of interaction spiced with local food, music and visual connections, were foundational to the design.

Similarly, placement of distinct programmatic elements such as health care, next to art, and retail

next to a school, combined with key moments of welcoming architecture, became the focus of early and ongoing design work.

This was sometimes at odds with the sanctity of preserving the historic shell. At the former loading dock area, the intent was to create a long outdoor concourse under the previous industrial canopy, leading to a continuous ribbon of active retail storefronts. In order to qualify for the historic listing, however, the original small wooden swinging doors, needed to be maintained along this facade. The design therefore allowed for these doors to be pinned open most of the day, leading to a continuous inner corridor that accessed all of the small retailers, while clearly visually 'opening' the entire façade to all that passed by. ...(cut off text)

3. Describe the major challenges of designing this project and any design trade-offs or compromises required to complete the project

Every project has design tradeoffs. Crosstown Concourse perhaps had more than most. Firstly, it was envisioned at the start of the Recession, in one of the most depressed communities in the country.

Secondly, it was a project to be focused on a decrepit, eroding, unoccupied building of 1.5 million square feet.

Thirdly, the only potential tenant was a small local arts group, recently founded, with no knowledge of development, design or building economics.

Throughout the project, these three elements combined to create significant obstacles. The project was under constant threat to not proceed. Without question, the passion of the local community, and the passion, if not naiveté, of the arts group were fundamental to the project's success.

There was a parallel tract of design, focused initially on how to restore and open up the historic building, and programming, as the two processes informed each other and the resulting design. The idea to carve out major pieces of the building as atria, and meeting places was often at odds with a highly restrictive budget and the historical preservation. The design team was constantly weighing these restrictions.

Similarly, while the design team was learning to do more with less, focusing dollars on moments of social collision, there was a consistent learning for the client team, while they struggled with keeping the project afloat. Few outside the tight design and client team thought the project would be successful, let alone find market paying tenants to fill the largest structure in the City. ...(cut of text)

4. Describe the ways in which the design relates to its urban context.

The original owner and tenant of Crosstown Concourse was Sears. From the mid 1920's to the 1990's, this massive enterprise housed in the building, provided a community focus that enabled a local vitality. People lived nearby. Shops and services located on nearby streets served the large working population and catered to daily needs. There was an inherent urban vitality.

After Sears vacated the building in the mid 1990's, the neighborhood inevitably faltered. It was in this context that the design and client team set about to re-invigorate the neighborhood. This meant much more than simply filling the building with people. Initial urban studies looked at issues of access, including transit, and ultimately resulted in a small road being cut right through the building to facilitate covered drop off for the health center.

Similarly, parking was looked at in the context of modern modes of transportation, and portions of the basement underneath the building were converted to parking.

Adjacent neighborhoods were assessed in terms of their ability to easily access the future facility. This included looking at future neighborhood design for such elements as the large mound of soil left from the failed construction of an interstate off-ramp. Urban design thoughts were also applied to the future planning and zoning of adjacent streets, as they would become necessarily affected by the reinfusion of 3000+ daily visitors to the building.

The goal, however, was to focus on the pedestrian, acknowledging that many locals would not be car owners, and that the mandate of the facility was to attract everyone. This meant that the 16 acres surrounding the building, while having to facilitate parking, would also cater first to pedestrians. Sidewalks over roads were raised and widened and painted with bright facility branded colors, and... (cut off text)

## PROFESSIONAL CONSULTANT PERSPECTIVE

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Website: Grindertaber.com

Signature: Brett Grinder  
Date: 12.11.18

1. What role did you or your organization play in the development of this project?

Grinder, Taber & Grinder was the general contractor for the overall project. Our firm handled all construction operations starting with the demolition and running through the finish out of most of the tenant spaces. We also handled the sitework, parking lots, and renovations of the parking garage. We sourced and installed all new equipment for the chiller and boiler plant, handled the subcontracting for all of the work including the complete tuckpointing and renovation of the building mass masonry, installation of the 3200 windows for the project, the new roofing, skylights, restrooms, elevators, and all finish out.

2. Describe the project's impact on its community. Please be as specific as possible.

The project had an almost immediate impact on our community with the thousands of jobs that were created during construction. The nearest restaurants increased business receipts during the construction phase. The surrounding area also saw an almost immediate interest in investment and revitalization of the commercial properties that had been existing around Crosstown. Then as the project began to see occupancy, the impact on the community accelerated. The apartments brought well over 250 new residents to the community with a very diverse mix of families, young single professionals, artists, medical workers, and even some college students and retirees in the mix. The retail and office spaces came online and all contribute to approximately 3000 people per day going through Concourse for work, living or play. One year later Crosstown High school brought over 130 new students to the building, and within four years will likely have over 500 students learning in the community. The huge influx of people to the area further increased the surrounding investment, permanent jobs for area residents became more plentiful, and the area became much more safe due to all of the activity.

3. How might this project be instructive to others in your profession?

From the perspective of the contractor, the project was technically difficult and carried the additional risks of being a renovation project where unknowns are found during the building process.

We limited these risks by being part of a true team approach where the developer and the design team worked with us from the very early stages to ensure we had as much input as possible to ensure the budget was met.

For others in our profession taking on a project of this scale and size, Concourse would be a great case study in teamwork and truly working as a cohesive unit with the development team to ensure all project goals are met.

4. What do you consider to be the most and least successful aspects of this project?

The entire project was a great success. It is rare that any development reaches over 90 percent occupancy, and much rarer still that a building of this size would reach full occupancy immediately upon project completion, but Concourse did so. The mix of building uses is the most successful element of the project. One could be completely self sufficient living, working and dining in Concourse if they so desired.

## ARCHITECT OR DESIGNER PERSPECTIVE

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This sheet is to be filled out by a design professional who worked as a consultant on the project, providing design, planning, or other services. Copies may be given to other design professionals if desired.

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Date: 12.11.18

1. Describe the design concept of this project, including urban design considerations, choice of materials, scale, etc.

Officially reopened in 2017, Crosstown Concourse is the metamorphosis of urban blight into a vibrant community. Through a meticulous and collaborative design process, the redevelopment has rekindled the building as well as reinstated a sense of civic pride. It is the rebirth of not just a building, but an entire neighborhood.

After its 1927 construction, the 1.5-million-square-foot Sears Distribution Center in Memphis' Crosstown area grew into a major economic engine for the city. However, by 1983 the building sat abandoned, indicative of the modern trend of disposability and urban disinvestment. By the turn of the 21st century, the hulking, deteriorating building was considered too expensive to demolish, let alone renovate.

But then the design team stepped in. Unwilling to accept commonly perceived limitations, the founders of Crosstown Arts envisioned the building as a home for their small start-up organization, with plans to organically revive the structure over decades. With local backing and Department of the Interior Historic Tax Credits, the project evolved into a "vertical urban village" blending retail, restaurants, fitness, health, educational, arts, and professional spaces with market-rate and subsidized housing to create a new, equity-focused community paradigm.

2. Describe the most important social and programmatic functions of the design.

The development's motto, "Better Together," says it all; this project is an amazing story of collaboration and teamwork. The redevelopment effort, initiated by an unlikely team (art history professor and artist/art professor) with a unique perspective, took a departure from more conventional developments. The developer forged unique partnerships that serve as a model for future redevelopment. This public/private cooperation between the owner, the City of Memphis, and non-profit healthcare, arts, and education initiatives proves that by working together, we can create a truly special place.

A six-month exploratory process studying the reuse of the building included hundreds of meetings with neighbors, local civic leaders, and institutions sharing their vision. A series of pop-up public arts events helped the neighborhood and the city imagine the possibilities of a reactivated building. Ultimately, this community-building process yielded a group of eight local institutions dedicated to arts, education, health, and wellness – the project's "founding partners." With lease agreements from these partners in place, the "vertical mixed-use village" began transition from conceptual idea to built reality.

Crosstown Concourse celebrated its grand opening in August of 2017, almost 90 years to the day from the building's first opening in August 1927, and the development has achieved full occupancy... (cut off text)

3. Describe the major challenges of designing this project and any design trade-offs or compromises required to complete the project.

"On a massive project like this there are more red lights than green ones," said former Memphis Mayor A.C. Wharton Jr., "This is why Sears Crosstown is not only 'Exhibit A' for rebuilding the core of our city, but also a model for how to creatively overcome the obstacles to do it." Crosstown Concourse illustrates that even the most unlikely development challenges can be successful under the right circumstances. After sitting abandoned for more than two decades, the existing building was considered by many to be too large to successfully redevelop, while projected costs for demolition were also prohibitive.

In 2009, a moonlighting, art history professor, PhD in medieval art of all things, had the vision to utilize this structure to house his small, nonprofit, start-up arts incubator. For two years he sought community partners, and he was routinely laughed at and ridiculed. Everyone knew this was an impossible dream.

"When I say no one took us seriously, that's stating the obvious, but because no one took us seriously they were willing to engage in this outside-the-box conversation," said Crosstown developer Todd Richardson. "If you asked us at the time, we probably would have said anything was possible but we'd give it maybe a 5 percent chance of succeeding and my 5 percent was out of naivety...but the reality is it's a massive building in the middle of our city that is incredibly located, it's got this great history, iconic status, beautiful Art Deco design and we decided we've got to take a crack at it or it's going to be torn down."

Crosstown demonstrates what can happen when "typical" models of development are put aside in favor of local re-investment and community collaboration. Crosstown illustrates what is possible when... (cut off text)

4. Describe the ways in which the design relates to its urban context.

Diversity in uses, population, and connection to all parts of the city through public transit and pedestrian access were of paramount importance. The redeveloped building is located at a convergence of bike lanes and at the heart of the city's most active transportation corridor. The site was also reimagined as a means of reconnecting the historic building back to its surrounding neighborhood. A network of new public streets (focused on pedestrian approach though allowing for vehicular access) were directly linked to the interior atria and circulation systems and to surrounding public transportation (bus) routes and bicycle lanes. Additionally, a public street (previous bisected by expansion of the building in 1965) was reconnected through the ground floor of the building at the western end of the structure.

The building's design was purposefully extroverted, welcoming visitors and connecting to the surrounding neighborhoods. Multiple public plazas, exterior art installations, and areas for public performance breathe new life into the neighborhood while respecting and building upon the existing architectural character of the existing structure. This extroversion is most evident at the former north and south loading docks, where former utilitarian space has been transformed into the building's front and back porches, creating a welcoming zone of community. A farm-to-table/organic grocer, bakery, juice bar, popsicle shop, food hall, and multiple restaurants embrace the docks and their community.

A creative use of historic tax credits helped save an otherwise unviable parking garage from demolition. The newly renovated parking facility provides 1,280 parking spaces over 4 1/2 levels. Originally constructed in 1965, the garage's diamond-shaped & rectilinear-shaped façade panels reflect the mid-century modern aesthetic of the mid-1960s and provide visual privacy while allowing the structure to serve as a visual "lantern" for the site at night. All garage floors and façade panels were cleaned and repaired and forty percent of the structural slabs were replaced.

## COMMUNITY REPRESENTATIVE PERSPECTIVE

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This sheet is to be filled out by a design professional who worked as a consultant on the project, providing design, planning, or other services. Copies may be given to other design professionals if desired.

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Website: churchhealth.org

Signature: Amy Langston  
Date: 12.12.18

1. How did you, or the organization you represent, become involved in this project? What role did you play?

Church Health was founded by Dr. Scott Morris, a family medicine physician and ordained United Methodist minister in 1987. Over the next 25 years, Church Health grew from one small house into 13 buildings of various sizes and shapes. Church Health needed to be under one roof.

Todd Richardson, an art history professor at the University of Memphis, came to visit Dr. Scott Morris with the idea of creating an artist colony in the 1.5 million square feet of the abandoned Sears Crosstown building. He wanted Dr. Morris to consider putting a clinic in the building to provide healthcare to the artists who would be uninsured. Before the meeting was over, Dr. Morris said "Why don't we just move all of Church Health in there with you?" Dr. Morris now describes that meeting as the marriage of two crazy ideas and the beginning of the next six years of getting Crosstown Concourse created.

Dr. Morris joined with Todd in visioning the community that "could be" and recruiting founding partners to commit to space in Crosstown. Dr. Morris helped organize a trip of local political and organization leaders to Minneapolis to visit the revitalized Sears building in that city to show what was possible with such a BIG building, and that sparked excitement about making the Sears Crosstown revitalization a reality. Scott and Todd began work focused on finding partners with a heart to building a community connected to the arts, education and health.



2. From the community's point of view, what were the major issues concerning this project?

It could be said that no one believed that a project of such magnitude could happen in Memphis. The neighborhood as well as the building were in a state of deterioration. The amount of money was too much to be financed. It seemed to be an impossible task to find tenants to fill 1.5 million square feet of space. As the plans began to come together with the founding partners, the community doubted that the partners would work together and commit as they had said they would. In fact, a couple did drop out but their places were filled with new partners. Overall, the community's point of view was that this just would not happen in Memphis.

On the other hand, there was great hope in the community that the project would bring back to life a building that had been a major destination for people in Memphis and the surrounding region for decades. Thousands of people had worked, shopped, met their spouses, filled Santa's toy bag and much more in Sears Crosstown. Most everyone who had lived in Memphis before 1995 had a memory story about this Sears.

3. Has this project made the community a better place to live or work? If so, how?

Undoubtedly, Crosstown Concourse has become a star for Memphians to point to as what CAN be accomplished in our city. Most all of the tenants are Memphis born and owned businesses and organizations. The apartments are fully leased. The commercial space is almost full. The best part of this project is the pride that it has brought to doubting Memphians who never believed a project to this magnitude would happen, let alone be a roaring success! As dreamed from the beginning, the Concourse is a gathering place of welcome to everyone. People come to live and work in the building. Many more come to gawk at its size and composition of tenants. People come to use the building as their virtual offices. Just walking around the building for a few minutes, people meet and greet and talk and solve problems and reconnect friendships – that is definitely making Memphis a better place to live and work. New relationships between people and organizations happen every day. Crosstown's motto is "better together" and that goes for those who work and live in the building as well as for those who visit.

4. Would you change anything about this project or the development process you went through?

It worked. We learned many lessons but overall it was a joyful ride at every turn. We are grateful for being a part of this resurrection and look forward to seeing what is next as the community evolves and grows in its connectivity and being better together.

# CROSTOWN CONCOURSE

Campus Perspective



Exterior of Crosstown Concourse







A view of the restored Garage and the Yours/Ours sign that emphasizes the 'Better Together' philosophy of Concourse





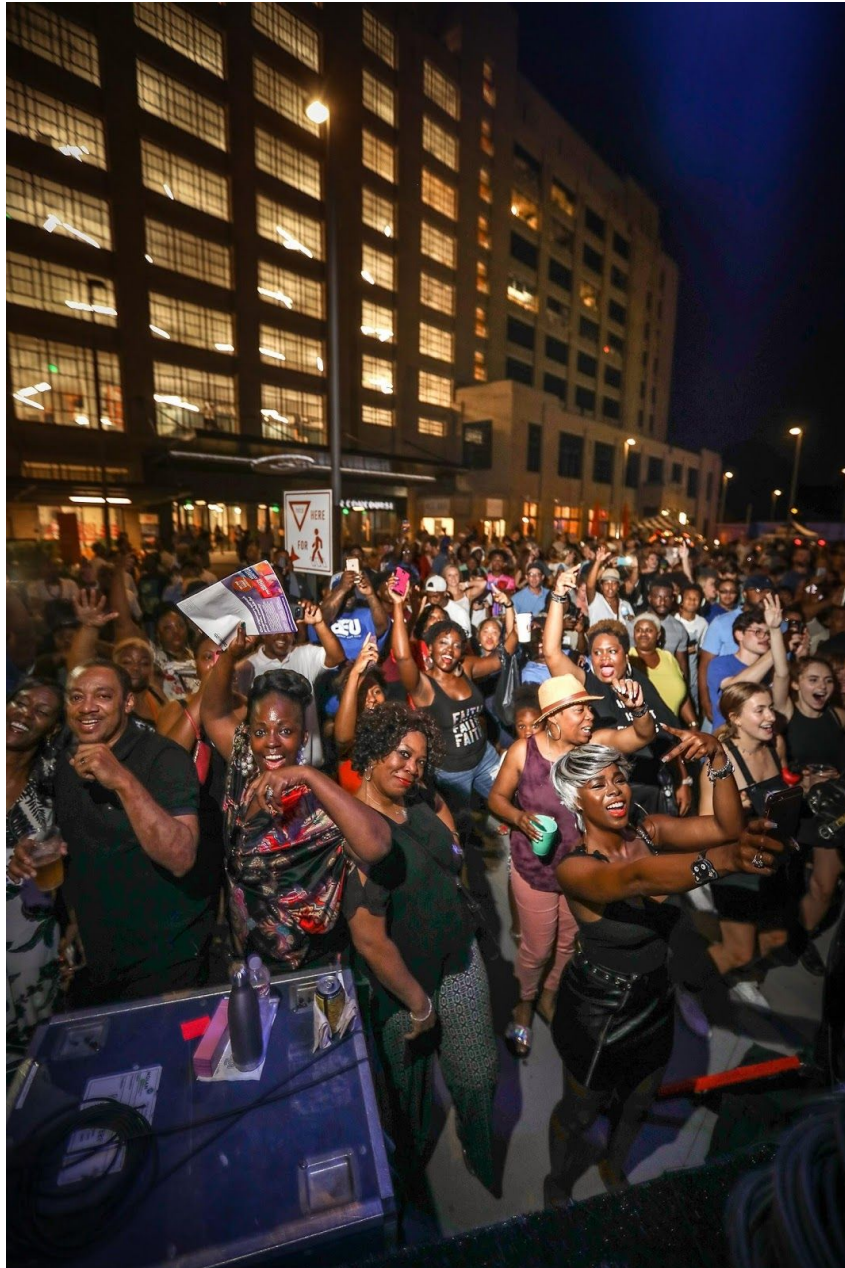
# Plaza –

The Plaza acts not only as the main entrance to Concourse and a public gathering space, but works as a bridge across the street to other existing Crosstown businesses.

Kids from the neighborhood cool off in the fountain on the plaza.



The Plaza is also the perfect setting for large community events and parties





## Central Atrium –

The Central Atrium is the heart of Crosstown Concourse. With regular pop-up concerts and performances, multiple restaurants, a coffee shop, and a delicious ice creamery, it is the perfect place to meet for business, spend time with your family, or meet up with friends.



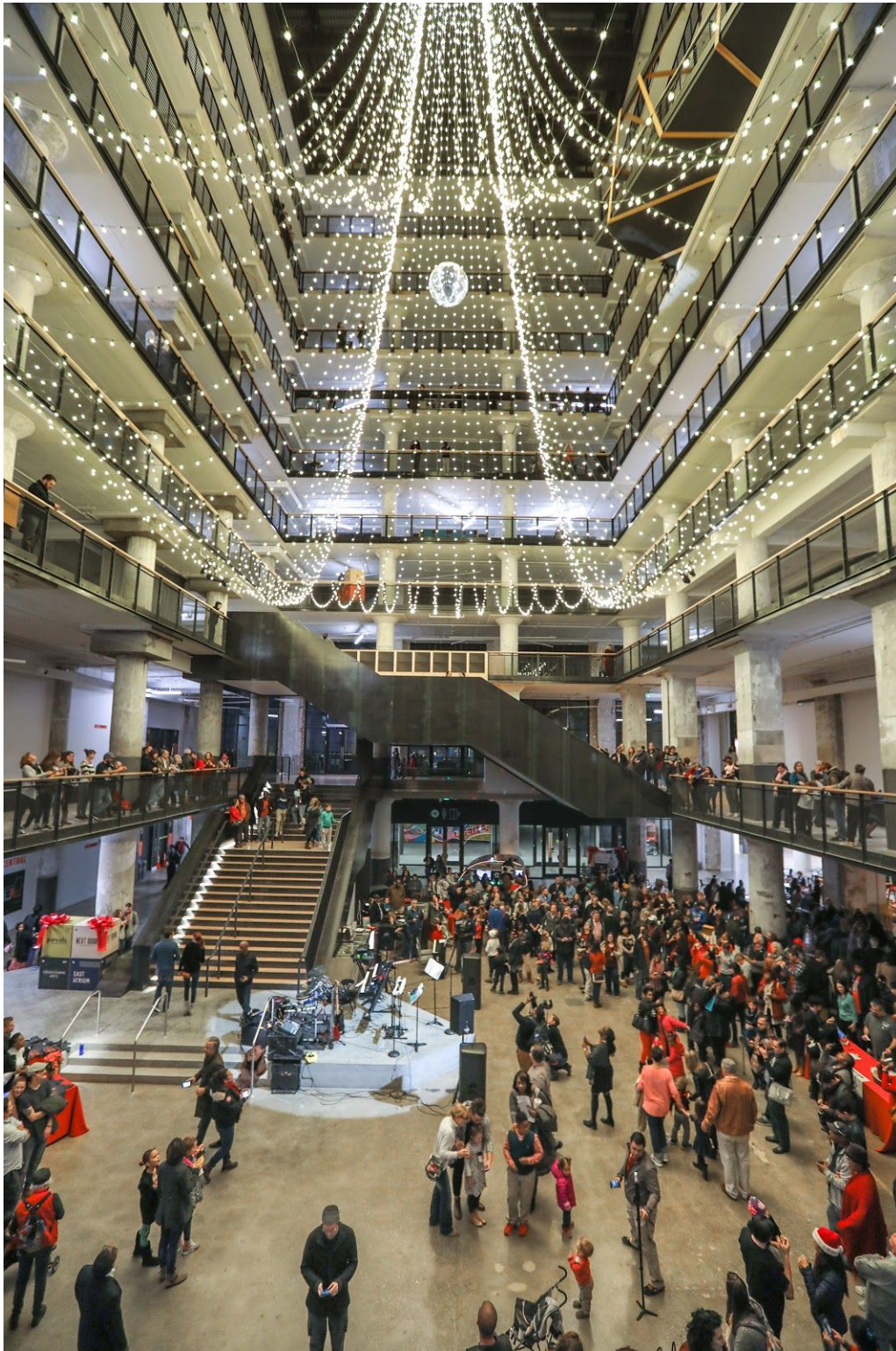


During large events, the community fills multiple floors of the Central Atrium where every seat gets a prime view of the action.





Holidays at Concourse - Each year we light up the Central Atrium with a 100 ft light installation made perfect by our neighborhood and the giant disco ball.





## Theater Stair –

The Theater Stair in the Central Atrium hosts the community library on the second floor overlooking the central atrium. Businesses can have lunch-and-learns or simply socialize on this public amphitheater-style gathering area.



## Crosstown Arts & The East Atrium –

Crosstown Arts, located in the East Atrium of Concourse and the official programmer for the building, is a contemporary arts center dedicated to further cultivating the creative community in Memphis by providing resources and opportunities to inspire and support a wide range of audiences. Crosstown Arts manages 70,000 sf of multidisciplinary arts spaces within Concourse.

The iconic red staircase leading to the second floor in the East Atrium and the entrance to Crosstown Arts.





Crosstown Arts has a cafe and bar within the Central Atrium specifically designed to foster connections between members of the creative community.



The sign below is designed to reflect both in the window to the left and the mirror behind the counter, encouraging visitors to look at the cafe as a whole from a new angle.



## West Atrium –

The West Atrium sits between the Central Atrium to the East and the Retail Corridor and Public Loading Dock to the West. The Green Ribbon Stair climbs 6 stories and emphasizes the height and scale of the 10 story Atrium. The West Atrium is the main entrance to one of our founding tenants, Church Health. At the top of the picture below, you can see a subtle monument sign for Parcels, the apartments of the building. This sign was designed to catch the sun and cast ever changing shadows while always spelling 'Parcels'.





An interior balcony within the West Atrium



## Parcels -

Parcels apartments take advantage of skylights and lightwells to bring the most natural light possible into the space.



A view of the Parcels common area.

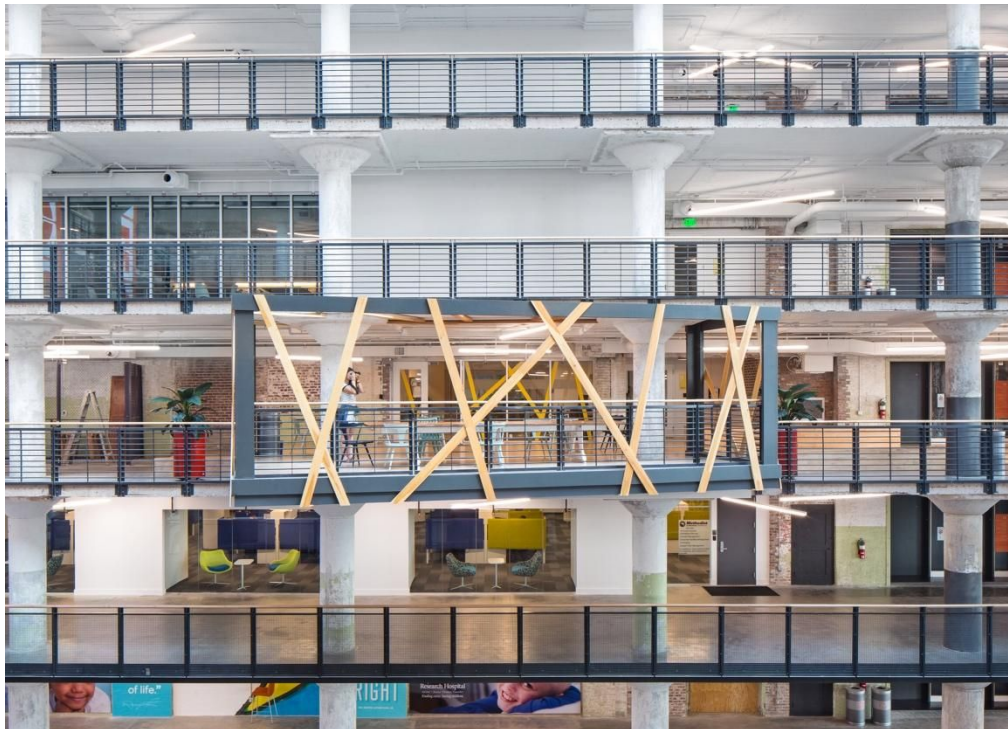




A before and after shot of an apartment



The Parcels leasing office has a 'front porch' jutting out from the 7<sup>th</sup> floor over the Central Atrium.



## Public Spaces –

You don't have to be employed by a Crosstown Concourse tenant to work in the building. Plenty of Memphians conduct their freelance businesses in the public spaces around Concourse, thanks to the building's free wifi and intimate spaces. The entire 7<sup>th</sup> floor is wrapped with a desk like workspace with plugs and an amazing view of the Central Atrium. Every floor has common space with comfortable furniture organized into more intimate spaces.







EAT  
SHOP  
THRIVE  
VISIT

# MAKE YOUR CONNECTION

© A GUIDED TOUR



# WELCOME TO

# CROSTOWN CONCOURSE

Going beyond its physical components of steel, stone, and glass, Crosstown Concourse is built on history and powered by renewal. This 1.2 million sf building was once a bustling Sears, Roebuck & Co. distribution center and retail store. It is now re-imagined as a vertical urban village.

Pushing the concept of “mixed-use” where diverse tenants simply co-locate, Crosstown Concourse is a place where unique settings and uses are intimately related, interconnected and interdependent, and as a result, better because they are together. It is a hub of activity grounded in three of Memphis’ strongest community assets—arts, education, and healthcare.

**START HERE TO FIND OUT ALL THE WAYS YOU CAN #MAKEYOURCONNECTION WITH CROSTOWN CONCOURSE!**

# HISTORY

The Sears, Roebuck & Company catalog order plant and retail store officially opened to much fanfare on August 27, 1927, welcoming nearly 30,000 shoppers on that first day of business.

The original 640,000 sf structure was built in only 180 days. By 1965, five separate additions expanded the Sears Crosstown facility to a final size of 1,500,000 sf. That’s equal to 25 football fields! If you turned the building on its head, it would be 100 feet taller than the Chrysler Building in New York.

In addition to a 53,000 sf retail center, the building was the distribution center for all orders in the Mid-South, including Mississippi, Louisiana, and Arkansas, and handled 45,000 orders daily, selling everything from groceries to kit houses. It was like Amazon before the Internet!

Shifting demographics and population depletion in the city’s urban core lead Sears Crosstown to close the retail store in 1983. Ten years later, Sears closed the entire Crosstown distribution center, leaving it vacant until Crosstown Concourse began construction in 2015.

## CROSTOWN CONCOURSE IS CENTERED AROUND THREE DIFFERENT ATRIA: CENTRAL ATRIUM, EAST ATRIUM, AND WEST ATRIUM.

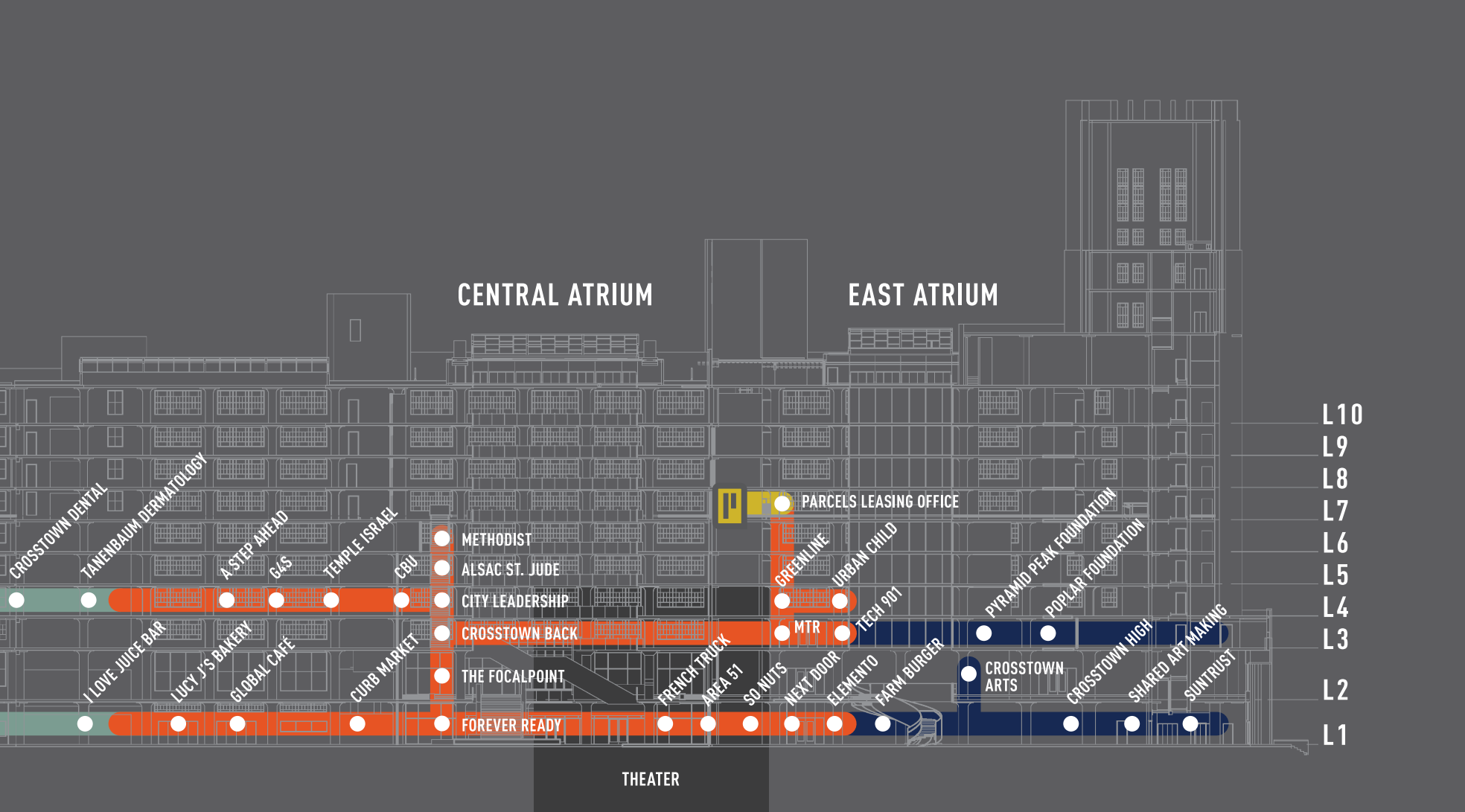
Wayfinding maps and directories are located throughout the building that show where you are and which atrium is closest. This tour follows the same color coding as the maps to help guide you through the building.





# CONSTRUCTION FACTS

- The facade of the building is 60% glass.
- 3,200 windows total had to be replaced but were meticulously fabricated to match the originals.
- The mortar between all 7 million exterior bricks was replaced by 120 workers over the course of 14 months. If you lined every brick up end-to-end, it would span the distance from Memphis to New Orleans!
- Workers installed 15 miles of HVAC duct and 32 miles of sprinkler piping through the course of renovation.
- Concourse contains a state-of-the-art central plant capable of heating and cooling 730 3-bedroom homes.





# MAKE YOUR CONNECTION

#MAKEYOURCONNECTION

## HOW TO MAKE YOUR CONNECTION

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## CERTIFIABLY GREEN

By maximizing conservation of water, energy, and materials and minimizing waste, greenhouse gas emissions, and other pollutants, Crosstown Concourse is a showcase of efficient renewal sustainability. In fact, it is the **largest LEED Platinum certified historic adaptive reuse in the world!** For more information about our LEED certification, be sure and pick up a LEED brochure at the reception desk.



## THE PLAZA

The Plaza is the “front porch” of Crosstown Concourse. Its green space and pavilions were once a large parking lot that included the Sears Auto Center. Today it is activated frequently with live music and events, connecting the building with the surrounding neighborhoods, as well as free public WiFi.

Take a seat under one of three Plaza canopies, complete with industrial fans donated by Hunter Fans, in order to truly take in the massive physical size of Crosstown Concourse— ten stories high with a 14 story tower. Behind you is the parking garage, built in 1965 and containing 1150 FREE parking spaces. The interesting geometric figures that spell out “Yours” are an homage to the original “Sears” sign that sat in the same location. At night, the “Y” blinks on and off, signaling that at Crosstown Concourse, “what’s ours is yours and what’s yours is ours.”





# CENTRAL ATRIUM

The Central Atrium serves as the main entrance to Crosstown Concourse and is truly the heart of the building. It is where you can start your journey with a reception desk staffed 24/7 to provide information and help you find your way around.

The show-stopping staircases in each atrium represent unique characteristics of the original conveyor system, the metal cladding and angles of the staircases referencing the system's mechanical aspects. The conveyor system was integral to Sears Crosstown as it allowed inventory to travel all throughout the building. Merchandise travelled on the conveyor system until it was deposited in a metal "hopper," a station that housed the product until an employee would pull a rope to drop the product down. The whole second floor was dedicated to 280 of these hoppers— if you look above the main entrance, you can see four hoppers in their original location.





# WHAT TO DO

## CENTRAL RETAIL SHOPS AND HEALTHCARE CLINICS

From garden fresh cuisine to glasses, the Central Atrium has many ways to **#MAKEYOURCONNECTION** with Crosstown Concourse.



### area 51

area 51 scoops out small batch, handmade ice creams and sorbets, destined to please anyone with a sweet tooth.



### Curb Market

Stop into The Curb Market and take home fresh produce from Winchester Farms or grab a delicious lunch at their famous Hot Bar.



### FocalPoint

Need specs? Get your exam and the latest in eyewear fashion at FocalPoint on the 2nd Floor.



### Next Door American Eatery

Enjoy innovative small plates, entrees, and craft cocktails at Next Door, where all ingredients are sourced from local farmers.



### Crosstown Back & Pain Institute

A uniquely multidisciplinary approach to managing and treating pain from counseling and physical therapy to weight loss and surgical evaluation.



### Elemento Neapolitan Pizza

Elemento serves up artisanal New York-style Neapolitan pizzas, baked fresh in imported ovens from Italy.



### French Truck

French Truck Coffee offers more than a great morning cup of coffee— their daily Happy Hour Specials make it a great place to meet up after work for beer or wine.



### So Nuts

Grab a bag of So Nuts and Confections' roasted, seasoned or flavored nuts for a quick treat on your way in or out of Concourse.





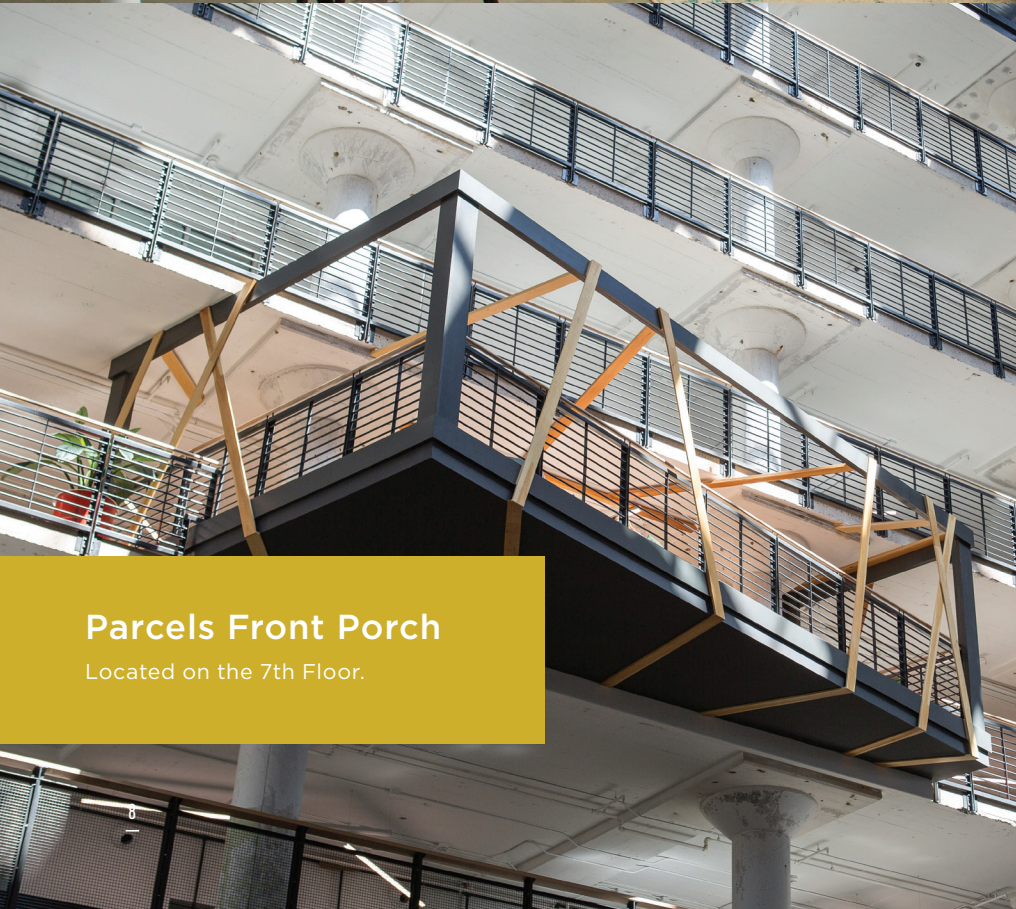
## THE PARCELS

CENTRAL ATRIUM

If you look up from the bottom of the Central Atrium, you can see the “porch” of the residential component of Concourse, named The Parcels as a tribute to the thousands of packages that flowed through the Sears Crosstown distribution center every day. The porch itself recalls the look of the iconic Sears “parcel,” a box tied up with string.

Located on floors 7-10, the 265 loft-style apartments of Parcels range in size from studios to 3-bedrooms. These Parcels are not only private residences, but also house Crosstown Arts’ artists-in-residence, Iris Orchestra Fellows, residents from Memphis Teacher Residency, St. Jude families and Ph. D residents. Need a new one-of-a-kind overnight stay option in Memphis? Check out [LayoverAtConcourse.com](http://LayoverAtConcourse.com), where you can book an apartment just like a hotel.

Interested in finding out more about Parcels? Take any elevator in the Central Atrium to the 7th Floor between the hours of 9am-5pm Monday through Saturday, and visit the Parcels leasing office for more information or to schedule a tour.



### Parcels Front Porch

Located on the 7th Floor.





# EAST ATRIUM

As you pass area 51, a vibrant red spiral staircase signals your arrival into the East Atrium. This staircase references the original chutes that extended from the 10th floor down to the 2nd floor. The steel was rolled in California, shipped here in several pieces, and welded together on site to create one of Concourse's most iconic locations.

As you look up in the East Atrium, it is interesting to note that no atria actually existed in the original Sears Crosstown building. During the renovation, each atrium was created to allow natural light into the center of the building, while also acting as wayfinding for visitors. In order to construct these atria, demolition crews spent 6 months saw-cutting through 5 miles of concrete. After demolition was complete, 45 million pounds of concrete and 21 million pounds of scrap metal and rebar were removed from the building and recycled.

Additionally, the East Atrium is the only atrium located in the original 1927 structure. Behind the spiral stair— right off the former main entrance on Watkins— is a small installation of original Sears signs and photographs of life in the building when it was an active distribution center from 1927 to 1983.





# WHAT TO DO

## RETAIL & WORKSPACES

The lower floors of the East Atrium house an eclectic mix of retail, art, educational, and workshop spaces, most of which are open for public use for little to no cost.



### Farm Burger

With a locally sourced, ever-evolving menu, Farm Burger believes in happy cows and even happier bellies.



### SunTrust Financial Confidence Center

SunTrust is an organization driven by purpose and a personal touch and is passionate about helping clients, teammates and communities achieve financial confidence.



### Shared Art Making

Similar to a gym, where you pay a membership fee to access workout equipment, anyone in the community can purchase a Shared Art Making membership to access this 10,000 sf space that houses a wood and metal shop, digital media lab, industrial CNC router, screen printing studio, laser cutter, and much more.







# CROSTOWN ARTS

EAST ATRIUM

Head up the red spiral staircase to arrive at Crosstown Arts. Started in 2010, Crosstown Arts is a multidisciplinary contemporary art center dedicated to cultivating the creative community in Memphis, welcoming anyone to join and participate in any of their events or projects, regardless of prior experience with the arts



## Crosstown Arts Galleries

Feel free to explore everything Crosstown Arts has to offer, such as rotating art exhibitions in two 4,000 sf contemporary art galleries, as well as a video screening room and two music performance spaces.



## Green Room

The Green Room offers flexible, acoustically treated space where high-quality music performances are showcased using state-of-the-art audio/visual equipment but without the typical distractions to the listening experience that accompany a bar or restaurant.



## Art Bar

Art Bar is a full-service bar serving a curated list of wines and craft beers and a menu of artful, cutting-edge cocktails. The cocktail menu features drinks made with local, fresh, and foraged ingredients from Memphis and around the world.



## Today and Always

Today and Always offers delicious, healthy, and creatively assembled plant-based meals for breakfast, lunch, and dinner. The cafe serves the general public, as well as Crosstown Arts' resident artists from across the world.





## THEATER STAIR

CENTRAL ATRIUM

On the second floor of the Central Atrium, you will notice a large set of stairs. This is Concourse's Theater Stair. These 25-foot wide, 50-foot long stairs are a public space for interaction, ensuring that Concourse tenants and the surrounding community interact and share knowledge in a meaningful way. The Theater Stair functions as an indoor amphitheater equipped with audio and visual technology for public presentations and live music. On any given week, you can find these tenants sharing knowledge in free public forums on the Theater Stair, whether it's a Ph.D resident from St. Jude discussing scientific research, an artist-in-residence lecturing on their studio practice, or a high school student presenting a project to a welcoming audience. The Theater Stair also features a kid-friendly play space, complete with children's books and seating for little ones.



## NORTH PLAZA TERRACE & THEATER

To the right of the Theater Stair, step outside to the North Plaza Terrace. This balcony overlooks the area where a railroad spur from the L&N Railroad once entered the building to deliver goods and pick up packages for distribution. Strips of steel have been embedded in the concrete in the location of the spur as a nod to this history. Directly to the northeast of Concourse, the former railroad has now been converted into the Vollintine & Evergreen Greenline.

The balcony also overlooks a new, state-of-the-art 425-seat performing arts theater, a versatile, black box space that can take different forms for almost any use or performance, thanks to modular flooring and telescopic seating. In addition, it will act as the assembly and theater space for Crosstown High, a newly formed public charter high school with an arts and sciences focus that will serve 500 students on the fourth and fifth floors of Concourse.





# WEST ATRIUM

To travel to the west end of Concourse, walk across the ground floor of the Central Atrium to the long corridor to the right of Curb Market that leads to the West Atrium.

Upon entering the West Atrium, the first thing you might notice is the green steel-clad ribbon stair that stretches to the 6th floor. It is the same color green as the original Sears conveyor system that traveled throughout the building, in honor of the former beating heart of the Sears Catalog operation.

Directly underneath the green stairs is the entrance to Church Health, one of the founding tenants of Crosstown Concourse and the largest faith-based healthcare organization of its kind in the country. The West Atrium also acts as the main entrance to a number of other organizations on the upper floors, such as Crosstown Dental Group, Tanenbaum Dermatology, Teach for America, Memphis Education Fund, and A Step Ahead Foundation. You will also notice two more “pop-out” boxes that act as “outdoor” patio seating for adjacent tenants.







# CHURCH HEALTH

WEST ATRIUM

Church Health, a founding tenant of Crosstown Concourse, provides quality, affordable healthcare to the working uninsured and their families, serving more than 55,000 patients per year. At Concourse, they offer primary care, dental, eye care, behavioral health, physical therapy, pediatrics, and much more. To your right, you will see Church Health's teaching and commercial kitchen, which offers "Art of the Dinner" cooking demonstrations and in-depth classes for the community.



## Church Health Community Kitchen

The commercial kitchen is available for rent per hour to small businesses, restaurant start-ups, or food trucks as an initiative to further support the growing food community in Memphis.



## Church Health YMCA

The second floor of the West Atrium is home to the Church Health YMCA Crosstown facility, a 25,000 sf facility featuring state-of-the-art cardio equipment, indoor walking track, and extensive spaces for personal training.



## I Love Juice Bar

After a hard workout, or maybe for a healthy snack during the day, I Love Juice Bar is located at the entrance/exit to the West Atrium. Delicious juices, smoothies and healthy food items continue the health and wellness theme of this area.





# WHAT TO DO

## WEST RETAIL SHOPS

Alongside the West Atrium vestibule, you will find a diverse collection of retail tenants that borders the former loading docks of Sears Crosstown. It also connects the far west of the building to the far east of the building.



### Cheryl Pesce® Lifestyle Store

From bracelets to bath bombs, Cheryl Pesce Lifestyle Store has everything you need to make life more beautiful.



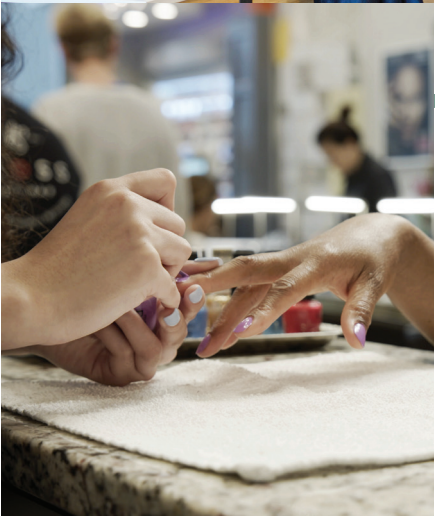
### FedEx Office

FedEx Office makes Concourse your office anytime.



### Hope Credit Union

Hope Credit Union works to strengthen communities, build assets and improve lives by providing access to high quality financial products and related services.



### Gloss Nail Bar

Gloss Nail Bar is a luxurious retreat in the heart of Concourse, offering spa, nail, and skin services with complimentary beverages.



### Madison Pharmacy

Independently and locally owned, Madison Pharmacy provides personalized care and knowledge to its community clients.



### Saucy Chicken

With antibiotic-free chicken and dishes made with locally sourced ingredients, Saucy Chicken focuses on creating affordable, quality food that caters to the palates of Mid-Southerners.

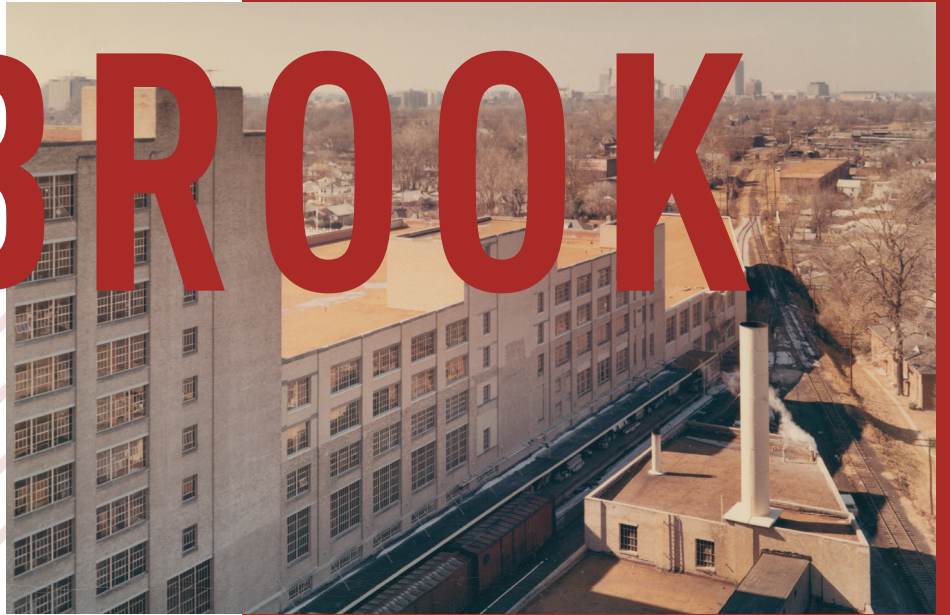


### Mempops

The coolest pop shop in town, Mempops serves all natural, handcrafted popsicles as unique as their namesake city.



# CLAYBROOK PASS



At the end of the West Retail Shops, you arrive at Claybrook Pass, where a city street literally passes through the Concourse building. This was not a feature of the original building; however, Sears Crosstown's final expansion in 1965 necessitated bisecting Claybrook Street, completely cutting off the neighborhood north of the building in the process. But as part of Crosstown Concourse's renovation, Claybrook Street has been extended through the building as an effort to tie the neighborhood back together and provide a convenient covered drop-off location for the health clinics.

This area is also home to the headquarters of nexAir. A Memphis-grown company for 75 years, nexAir is one of the largest, privately owned natural gas suppliers in the Southeast.



**nexAir**  
Interior Lobby







# CROSTOWN BREWING CO.

CLAYBROOK PASS

Just a short walk west from Crosstown Concourse, Crosstown Brewing Company provides an oasis to enjoy some of the best craft beer in Memphis and connect with friends and neighbors. The open nature of the building makes it a perfect addition to the Crosstown community.







## SOUTH LOADING DOCK

CENTRAL ATRIUM

Until 1993, thousands of packages— in its heyday, over 45,000 orders daily—were distributed from two loading docks at Sears Crosstown, one on the north side, which received and shipped goods via railcar, and one on the south, which received and shipped goods via truck and served as a customer pickup area. Today, the South Dock has been transformed into a covered porch to provide active community gathering spaces with plenty of seating and free public WiFi access (available in all common area spaces).



### Global Café

Global Café offers an eclectic mix of affordably priced cuisines from different countries cooked by three immigrant/refugee food entrepreneurs and their staff.



### Lucy J's Bakery

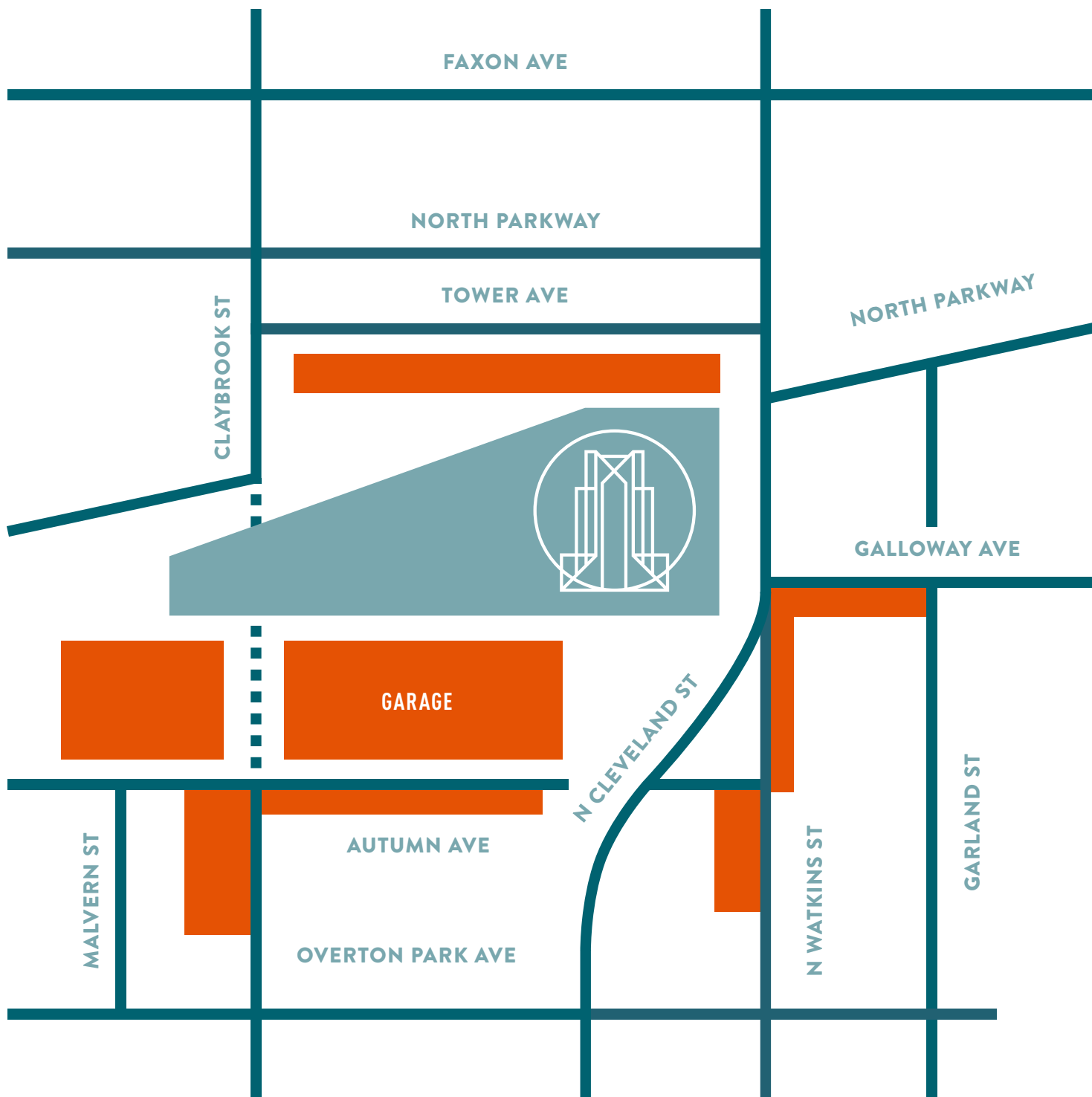
Lucy J's Bakery's doesn't just serve delicious cakes, pies, and specialty baked goods; they offer full-time work at a living wage to current or former homeless community members.

**THANK YOU FOR TOURING!**

As this tour concludes, your real journey can begin! Visit [crosstownconcourse.com](http://crosstownconcourse.com) to see the many ways you can **#MAKEYOURCONNECTION** at Crosstown Concourse. We hope you come back soon and often.



# C PARKING MAP



## LEGEND

-  CROSSTOWN CONCOURSE
-  PARKING ZONES
-  STREETS

**CROSSTOWN  
CONCOURSE**

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#MAKEYOURCONNECTION

# CROSSLTOWN CONCOURSE



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