



**Executive
Summary**



It comes full circle...

An architectural rendering of a large-scale urban development at night. The scene is dominated by several large, modern buildings with illuminated windows and balconies. In the foreground, a wide, paved plaza is filled with many small figures of people, suggesting a vibrant public space. A road with a few cars and a bus runs through the plaza. To the right, a large arena with a curved facade and a sign that says 'ARENA' is visible. The background shows a cityscape with lights under a dark sky. The overall atmosphere is one of a modern, bustling urban environment.

Our Vision

The Crossroads team collectively shares in the Economic Development Authority (EDA) and The City of Norfolk's vision for this amazing opportunity. We believe in the creation of a transformative, vibrant mixed-use development that will bring back the Military Circle area as a place of renewed relevance, the epicenter of Norfolk life once again.

Our shared vision is to create a wellness development where the community can Live, Work, Play, and Meet together. This development has the potential to connect the region in a way unlike any other in Hampton Roads, creating a destination for both residents and visitors... at "The Crossroads."



The reimagined Military Circle Redevelopment needs to be as transcendent, catalytic and replete with energy to today's Norfolk residents as it was August 6, 1970.

Our Goals

We share the EDA's goal of seizing an extraordinary opportunity to establish a vibrant redevelopment of Military Circle Mall.

Crossroads Partnership aspires to:

- **Deliver a vibrant and transformative development** that also grows the local business ecosystem;
- **Open the door to all people of Norfolk** by focusing on the full spectrum of affordability and inclusivity;
- **Establish platforms for social engagement and community empowerment** that come through deep partnerships.

OUR ASPIRATIONAL DEVELOPMENT GOALS

- Create a **truly transformative development** for the next generation
- Optimize **the mix of uses**
- Bring together **LIVE, WORK, PLAY + MEET** functions as a new model for a wellness community
- Build a project that adheres to principles of **sustainability and resiliency**

OUR CLEAR AND ACHIEVABLE FISCAL GOALS

- Create a financial plan that is **mutually beneficial** for the City and the development team
- Privately **finance the majority of the entire project**
- Offer **job creation opportunities** as well as **wealth and equity creation**
- Offer a clear assistance in the **relocation of current businesses to nearby retail centers**

OUR HEARTFELT COMMUNITY GOALS

- Become a **deep source of pride and enrichment** for the Hampton Roads community
- Create venues for community activities that promote **an active, healthy lifestyle**
- Implement a **strong Community Outreach program, a grass-roots approach** that involves the community every step of the way



Our Team

Transforming the Military Circle property into an exceptional development and a source of community pride cannot merely be a job or a task; it must be a passion. Recognizing this necessity, Crossroads Partnership LLC—a special purpose entity created exclusively for this project—will serve as this team’s Master Developer. Our development team is a diverse assembly of both local and regional developers coupled with a creative array of designers, financiers, community engagers and inclusivity experts who are all passionate about revitalizing Military Circle Mall and stimulating economic growth within the City of Norfolk.

OUR MASTER DEVELOPERS:
Local Know-How Paired with National Expertise

S.B. Ballard Construction Company

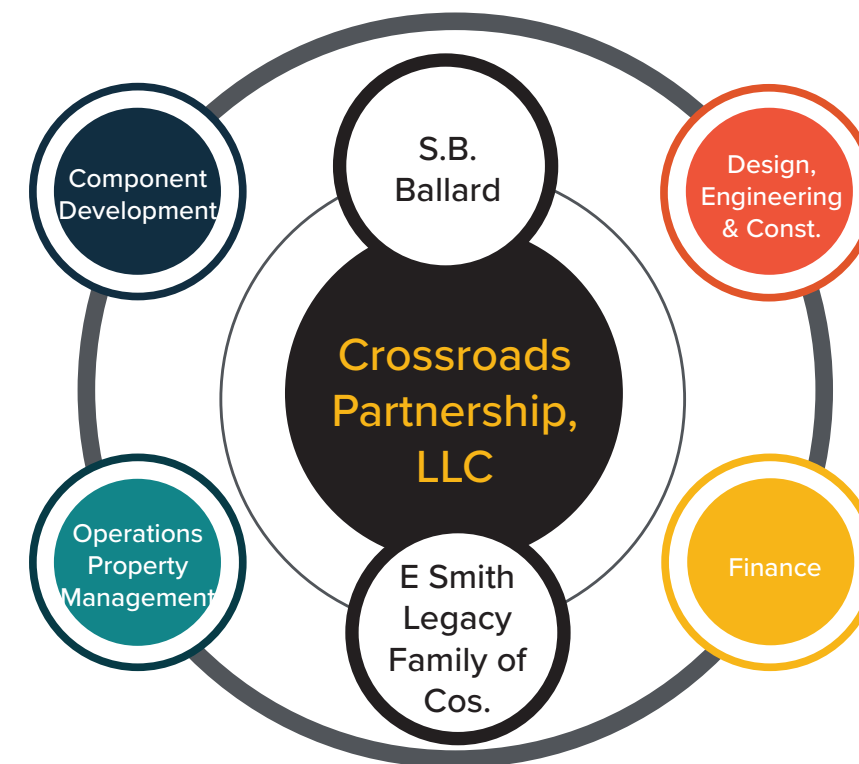
Located in Virginia Beach, S.B. Ballard will serve as Program Manager, Overall Project Manager and Design/Build Contractor for this redevelopment project. In partnership with the City of Norfolk, they have built over 8 million square feet of projects and have helped shape the City’s vision of providing a fun, vibrant, entertaining and cultural community. The projects SBBCC has constructed throughout the City have had a positive and profound impact on the residents and guests.

E Smith Legacy

The E Smith Legacy family of companies, led by corporate real estate entrepreneur and NFL legend Emmitt Smith, are a commercial real estate solutions and services firm specializing in infrastructure construction, commercial construction, construction supplies, real estate services, real estate development and real estate finance and investments. Additionally, the E Smith Family also consists of an Opportunity Zone advisory firm, Gold Jacket LLC.

THE CROSSROADS PARTNERSHIP TEAM: *Diverse Experts In Their Fields*

The Crossroads Partnership Team consists of an unparalleled group of experts in four categories:



OUR COMMITMENT TO SUPPLIER DIVERSITY

The Crossroads Partnership team is committed to maximizing participation with Small, Woman, Minority, and Veteran-owned Contractors and Suppliers in Norfolk and the Hampton Roads Region. And our team itself is represented by some of the most respected MBE firms in the nation:

- | | |
|-------------------------|-------------------------|
| E Smith Advisors | The Miles Agency |
| Gold Jacket | The ELOCEN Group |
| Moody Nolan | Mahan Rykiel |

The Crossroads Partnership will exceed all State and City SWAM goals.

“For us, diversity isn’t a program, an initiative, or a recruiting plan. Diversity is who we are. It is in our DNA.”

Curtis J. Moody
FAIA, NOMA, NCARB, LEED AP
Moody Nolan



Our Development Plan

Seizing an extraordinary opportunity to establish a flashpoint for transformative redevelopment in the Military Circle Mall, Crossroads Partnership envisions a robust “destination center” that simultaneously connects surrounding communities in a seamless manner. We share the EDA’s goal of repurposing Military Circle Mall into a thriving mixed-use office employment center that incorporates a synergistic approach with Sentara Healthcare.

OUR STORY: It Comes Full Circle

Our vision begins with a story of circles...past, present and future. What began as a center of Norfolk life in 1970, Military Circle Mall will transform into a new circle of influence and inclusion, becoming a major destination for the residents and visitors in the Hampton Roads region.

THE FOUR CIRCLES

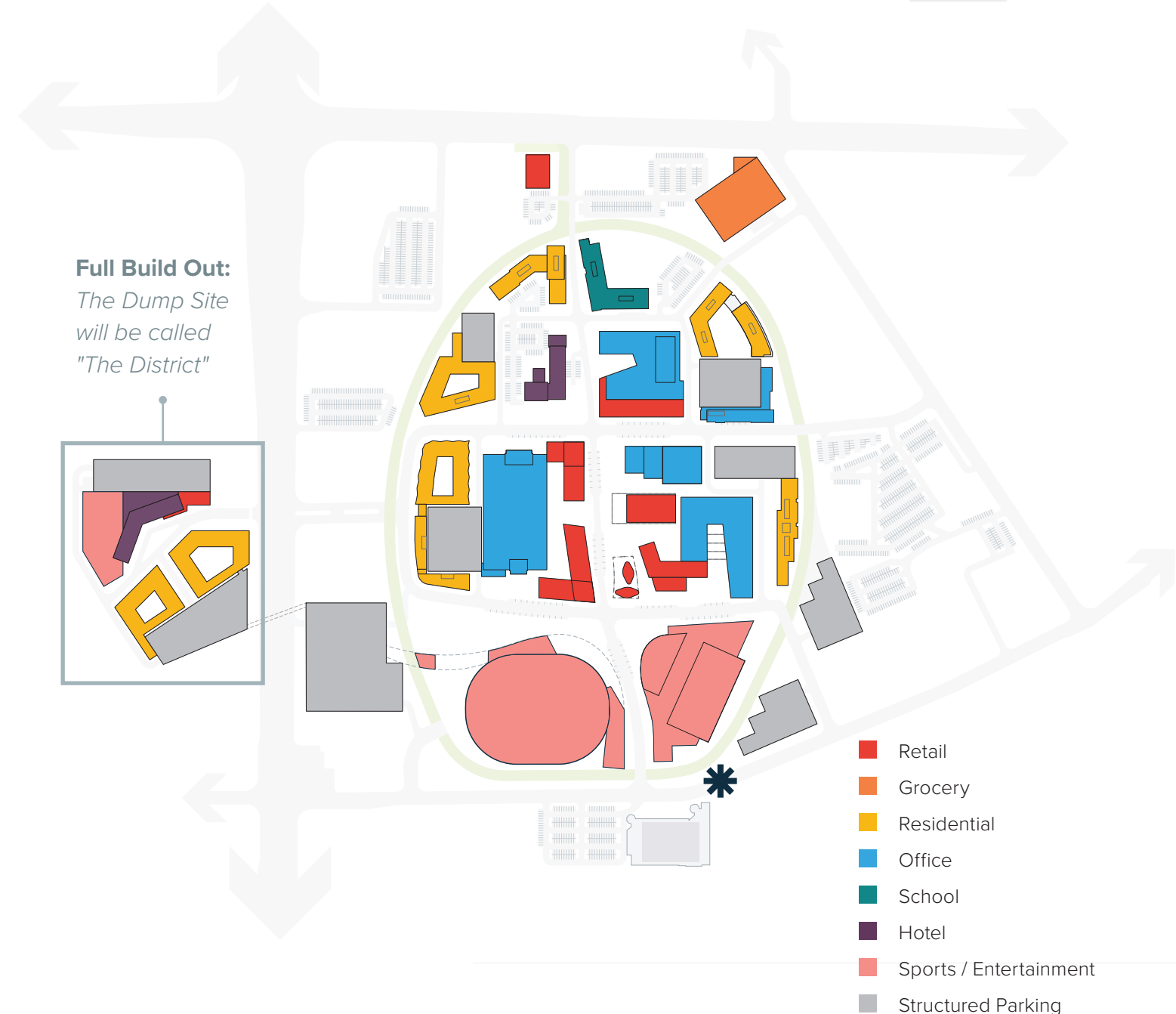
Our proposal is a story of circles, spheres of **impact, influence and inclusion** that overlap to create a complete, healthy, fiscally sensible and community-based destination.



THE MASTERPLAN:

A New Model of A Mixed-Use Wellness Community

A wellness community is one that heals bodies, heals minds, and heals hearts. Our adaptive reuse of the existing infrastructure allows us to repurpose, to reinvent and to reinvigorate Military Circle Mall. The masterplan builds on the existing infrastructure to create a resilient place for the long-term. Not all new, but renewed. Not all created, but creatively re-purposed.





The Program: Creating the Optimal Mix

Live, Work, Play, and Meet...the pillars of Military Circle Mall Redevelopment mixed-use program. Our Crossroads Partnership team designed a delicate balance that not only enhances the viability and financial success of the project, but that also fosters future investment in assets that surround the project. This is always the penultimate goal of smart urban design and development.

The Sentara Healthcare Office Campus <i>A vibrant Build-to-Suit corporate campus intended to be anchored by Sentara Healthcare.</i>	The Sports Complex <i>A self-sustaining Sports Tourism operation, the amateur adult and youth sports venue is designed to market to indoor sports programs locally and regionally.</i>
The Arena <i>A state-of-the-art 15,000-seat facility that anchors our premier redevelopment by bringing nationally recognized entertainment and sports to the complex.</i>	The Retail Shops <i>A complementary amenity rather than a primary real estate drive, the retail will be service-oriented and food and beverage, including national chains as well as local flavors of Norfolk.</i>
The Residential Offerings <i>987 units of multifamily residential—a mix of market rate and affordable, targeting millennials, the largest age group within a 5-mile radius.</i>	The Park <i>Invites healthy outdoor activities and community events, including concerts, festivals, graduations, farmer's markets, and sporting events.</i>
The Circle Green Walking Path <i>The former ring road will be converted into a unique pedestrian greenway of intertwining paths and exercise equipment hubs.</i>	The Hotel <i>Phase 1 plans for a 128-key extended stay Hyatt House. A later phase calls for a full-service luxury Universal Music Group hotel and entertainment venue.</i>
Open Space & Density <i>A careful blend of generous open space is intertwined within the context of an urban development that focuses on maximizing efficiency.</i>	Transit & Transportation <i>From beautiful pedestrian walking paths to bike and scooter lanes, and convenient connections to transit, this will be a model for a healthy, walkable community.</i>
Educational & Public Partners <i>Joint School of Public Health may be an educational anchor and attractor for Norfolk Public Health Programs like it's Population Health Program, as well as for potential Joint School partnerships.</i>	Cultural Partners <i>Our goal is to establish a cultural center in partnership with the American Legion Attucks Post #5, to be themed around the military history of Virginian African Americans.</i>

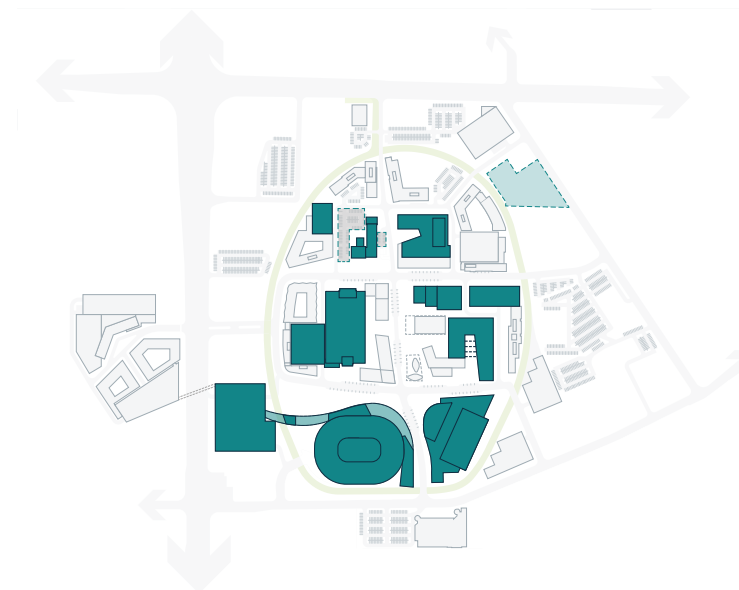




The Project Phasing and Schedule

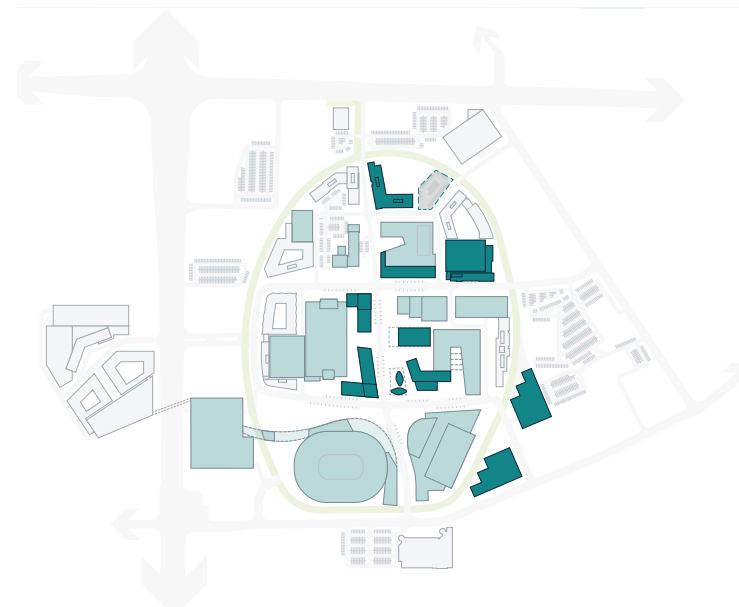
SBBCC acting as General Contractor with Crossroads Partnership, as well as Mr. Ballard being the principal with Crossroads Partnership and working closely with E Smith Legacy, Clark Nexsen, AECOM, CRTKL, and all our designers and finance partners, propose the following summary schedule. A detailed schedule is provided in Section E2.

PHASE ACTIVITY	DURATION
DEVELOPMENT PERIOD	MAY 2021 — JUNE 2023
No Building / Area	
PHASE 1	JAN 2022 — OCT 2025
Site / Civil	
Sports Center	
Arena	
Macy's Building	
Existing Optima - Penny's Building	
Sears Building	
Hotel	
Sentara Office Building	
Parking Decks (P1, P3, P4, P5)	
PHASE 2	JUNE 2023 — JULY 2026
School	
General Retail	
Offices	
Parking Decks (P2, P6, P7)	
PHASE 3	JUNE 2024 — DEC 2029
Residential	
Affordable Housing	
Grocer	
General Retail	
No Building Area (Pedestrian Bridge)	



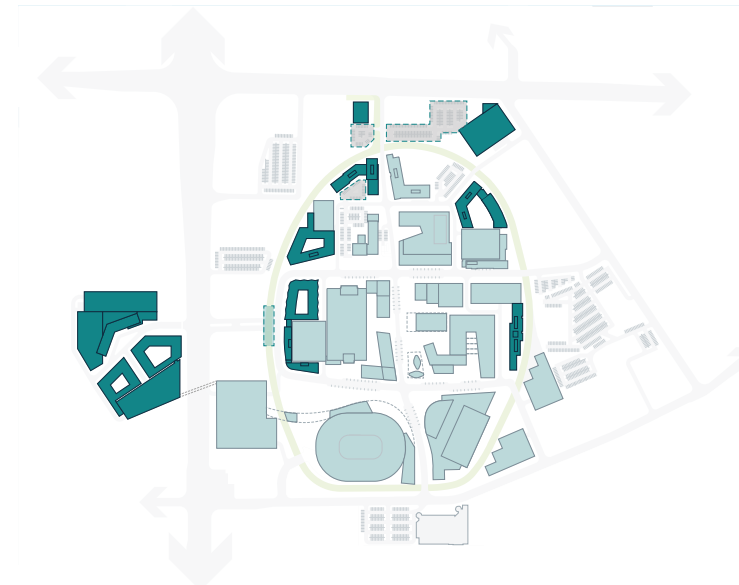
PHASE 1

- Starts +/- January 2022
- Ends +/- October 2025
- 3,479,471 total square feet
- \$558,173,898 in hard costs
- 4 parking garages (P1, P3, P4, P5)



PHASE 2

- Starts +/- June 2023
- Ends +/- July 2026
- 1,009,960 total square feet
- \$127,202,283 in hard costs
- 3 parking garages (P2, P6, P7)



PHASE 3

- Starts +/- June 2024
- Ends +/- December 2029
- 1,063,000 total square feet
- \$240,210,686 in hard costs
- 987 Housing Units, Grocery Store, Proposed Pedestrian Bridge
- Surface parking (SP1, SP2, SP3)



Community Outreach

The Crossroads Partnership team believes Community Engagement is the strategic process of working collaboratively with and through groups of people affiliated by geographic proximity. These groups—in concert with our team—will usually share special interests or similar situations and have a desire to address issues affecting the well-being of the groups and the community.

We see Community Engagement as a powerful vehicle for bringing about environmental and behavioral changes that will improve the health of the community. The process will often involve the formation of partnerships and coalitions that help mobilize resources and influence systems, change relationships among partners, and serve as catalysts for changing policies, programs, and practices.

The Crossroads Partnership team believes there are four pillars to strong Community Engagement. These pillars are:

DIVERSITY & INCLUSION

SUPPLIER DIVERSITY

EQUITY: WEALTH CREATION

PUBLIC OUTREACH



Additional EDA Requirements

THIRD PARTY OWNERSHIP

In addition to the EDA-owned parcels, the Crossroads Partnership team proposes to include two additional parcels as a part of the long-term development strategy:

- **The Dump Site to be utilized in early phases for parking, and future phases for additional development as the market evolves**
- **The American Legion Attucks Post #5 Parcel to be included in the Military Circle Park area**

Our team is in the process of reviewing concepts of these two properties, having received a letter of interest for The Dump Site. This letter communicates the owners' expressed interest in these transactions. We are in ongoing conversations with the American Legion representatives.

THIRD PARTY PARCELS

The Dump Site Parcel

The American Legion Attucks Post #5 Parcel

Haynes Construction
 May 7th, 2021
 Mr. Stephen S. Safford
 Chairman/Managing Dir.
 1199a Beach, VA
 City of Norfolk - Department of Economic Development
 Norfolk, VA
 Mr. Safford,
 Thank you for talking with me to review your preliminary documents.
 Haynes Construction, LLC is pleased to announce that we have been selected as the preferred contractor for the Military Circle Mall Redevelopment project. We are excited to work with you and the City of Norfolk on this important project.
 Once the public input has been completed and the final plan has been drafted, we will work with you to ensure we meet all the requirements for the project.
 Thank you for taking time to review your concepts with us and we look forward to working with you on this project.
 Stephen S. Safford



Additional EDA Requirements

THE REAL ESTATE MIX AND DIVERSITY OF HOUSING NEEDS

The Ratio of Rental to Home Ownership

The Crossroads Partnership team determined that multifamily housing is the ideal residential type for the Military Circle redevelopment. The team also believes Millennials and renters by choice that are seeking a bespoke entertainment centric lifestyle are the ideal demographic for this residential product type at this location. It is important to note that there are approximately 150,000 Millennials and young professionals (recent college graduates) within a 5-mile radius of the development.

Proposed Unit Mixture and Phasing

The Crossroads Partnership team proposes the development of 987 multifamily units, of which, 100 units can be reserved for affordable housing with the use Low Income Tax Credits. The multifamily average unit size is 780 square feet. We are proposing development in the second phase of the Military Circle redevelopment master plan with expected absorption period of 12 to 14 months. Today, the team is inclined to apply a standard ratio multiplier of 3x. However, each applicant's financial standing will be evaluated separate and apart from the standard ratio multiplier exercise as gross income measurement is not an absolute.

Range of Income Eligibility to be Served

Today the primary customer will earn between \$40K to \$65K annually for market rate units, which again targets the Millennial population in Norfolk.

Low Income Housing Tax Credits

While the team has experience with LIHTC projects and has 100 units reserved for a possible LIHTC project, the current Crossroads Partnership team submission does not anticipate utilizing such credits.

Commitment to Preserving Units to Serve the Full Spectrum of Housing Needs

The Crossroads Partnership team has 100 units reserved for affordable housing and if executed as a LIHTC project, the Crossroads Partnership will be prepared to execute the associated covenants for such units for at least 30 years.

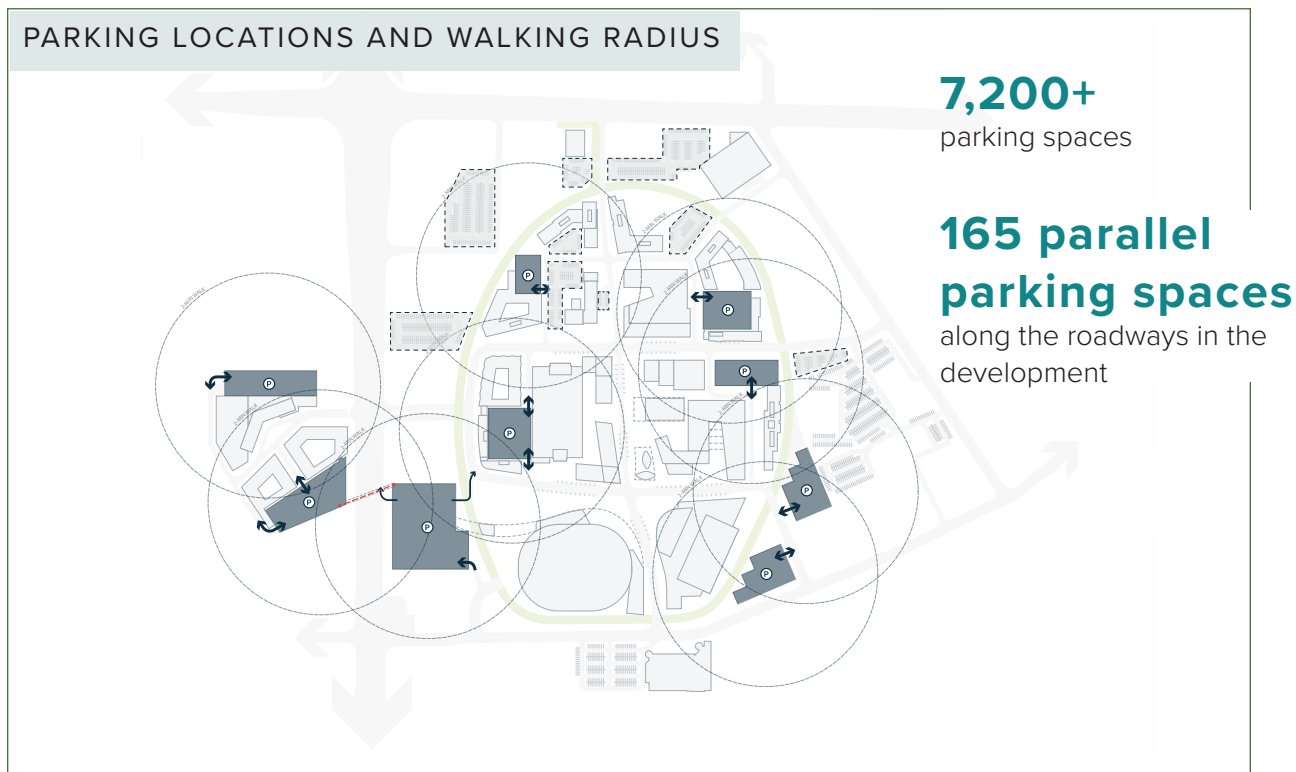
REVENUE GENERATION

There are two potential gap mitigants: the Federally funded EDA grant and the flowthrough of a portion of the City's allocation of the TIF and TID. We expect these to be budget neutral to the City. Read more on this in our Financial Plan.

PARKING

Parking—structured parking and surface parking—is a crucial key to the success of the entire Military Circle Redevelopment plan. Our team not only meets the parking guidelines outlined by the City of Norfolk, we strategically designed parking to ensure we achieve the efficient movement of people, vehicles and personal belongings with the goal of enhancing each resident and patron's experience.

- **Location of current and future parking:** Parking structures and surface parking will be strategically located throughout the site; additionally we propose The Dump Site will be utilized for parking in Phases 1 and 2; Phase 3 at the Dump Site will include structured parking.
- **Parking Costs:** Tax-exempt debt coupled with opportunity zone private equity for development of the arena, structured parking and sports complex, as well as private equity and commercial debt used for retail, residential, office, and hospitality.
- **Funding Sources:** Funding will come from tax-exempt financing and private equity under Agape, Prospect Sports Partners. The Arena, parking, and the Sports Complex use net operating income to support tax-exempt financing payments and opportunity zone private equity. Component developers will use their own mix of commercial debt and private equity to support their cost of funds.





Additional EDA Requirements

LOCAL JOB CREATION

Our team is committed to creating job opportunities for residents of the Hampton Roads region. We embrace the Norfolk First approach given that economic vitality for all is a top priority. This project is certainly one of the paths to meet that priority.

There is no learning curve on our team regarding potential community partners. We have a track record of success in the workforce space. Many of our team members serve on non-profit boards or have worked with workforce and Norfolk organizations. Our team will leverage those relationships to develop a robust and inclusive development strategy to reach job seekers.

“Development is a local sport to be played by local players.”

--- - Brian Morris
Founding Partner, E Smith Legacy

The Arena will add approximately **3,100 jobs during construction** and approximately **1,800 jobs during operations.**

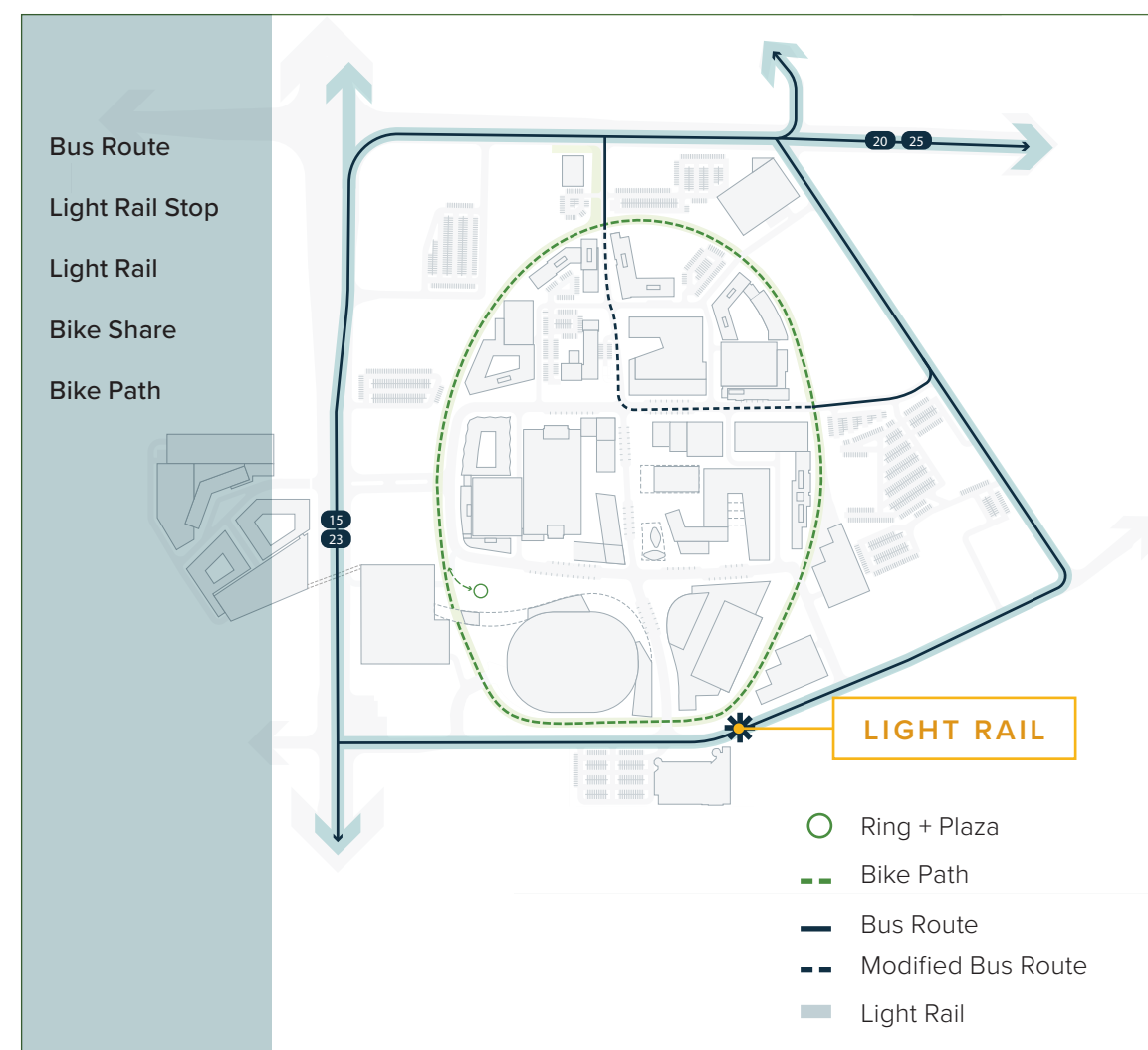
BUSINESS RETENTION ASSISTANCE

The Crossroads team is committed to assisting the current tenants of the Military Circle Mall site to find new locations in settings equal to or better than their current facilities. Immediately after the TIF District policy has been established and the TIF District approved, the Crossroads Partnership team will work with the current tenants and the Military Circle Mall retail management company to perform a Tenant Relocation Plan study. The goal of this study will be to understand the best relocation destination for the existing tenants. E Smith Advisors can represent each tenant and negotiate a new lease with JANAF Shopping Center. E Smith Advisors could elect to partner with a broker or local firm. ELOCEN can be responsible for any move management activities for any tenant. Our proposed schedule projects this will be done in January 2022 through June 2023 (approximately 18 months).

We have also reached out to the American Legion Post, the oldest Black-owned facility of its kind in the country. The intention is to relocate them to a parcel inside the new development, joining our circle of inclusivity.

TRANSIT AND TRANSPORTATION

The Transit and Transportation plan for Military Circle Redevelopment will align closely with the goals of the MMTMP to reimagine travel in the city, making daily trips safer and more convenient – for all modes of transportation. The plan considers strategic connections to the existing modes of travel like the current bus network, as well as future transit components like the Rapid Transit and HRT facilities. As appropriate for a Wellness Community, the goal of the Military Circle Redevelopment is to create a destination that relies less on cars and more on walkability, transit and alternative forms of transportation. From beautiful pedestrian walking paths to bike and scooter lanes, as well as convenient connection to transit, we have an opportunity to become a model for a healthy, thriving, walkable community.





Our Financial Plan

We took to heart the EDA's desire to maximize private investment, optimize public investment and minimize public risk. Our Financial plan is to privately finance 100% of the entire project.

OUR INNOVATIVE APPROACH

No existing City revenues are being encumbered.

Debt associated with this development will be non-recourse to the City of Norfolk and the EDA.

Through an innovative structure, we are able to combine Opportunity Zone benefits with tax-exempt bonds.

Pursuant to the City of Norfolk's request, as modeled, the City receives 25% of the tax increment financing (TIF) and the tourism investment district (TID) while those funds are utilized to meet underwriting requirements.

Converts unfunded City obligation for continuing investments in Scope Arena to a potentially Federally funded investment into the The Arena through Crossroads Partnership's experts via the US Department of Commerce Economic Development Administration CARES grant.

OUR CAPACITY TO DELIVER THE PROJECT

The Crossroads Partnership has the financial capacity to design, build, finance, own, and operate this Project. Based on our team's local and national banking relationships as well as our equity capacity, Crossroads Partnership will far exceed the means necessary to acquire financing for the Military Circle Redevelopment project.

25%

THE CITY RECEIVES 25% OF THE TAX INCREMENT FINANCING (TIF) AND THE TOURISM INVESTMENT DISTRICT (TID)

3,100

JOBS CREATED DURING CONSTRUCTION

1,800

JOBS CREATED DURING OPERATIONS

ZERO

CITY FUNDING REQUIRED

\$1.4B

NEW NET REVENUE GENERATED BY THE ARENA

95%

WILL BE LEASED TO SENTARA

7,000+

PARKING SPACES IN THE NEW DEVELOPMENT

\$37M

NEW ANNUAL WAGES FOR THE ARENA ALONE



Why Us?

WE UNDERSTAND YOU.

We listen to the client and are Satisfied-Client driven. We align with the EDA's vision, we appreciate the City's requests, and we embrace the people of Norfolk's needs. For many of our team members, doing business in the City of Norfolk is second nature because we are from here, we have experience working and building here.

WE BELIEVE IN A BALANCE.

The opportunity to strike the right balance will be key to the success of the Military Circle Redevelopment:

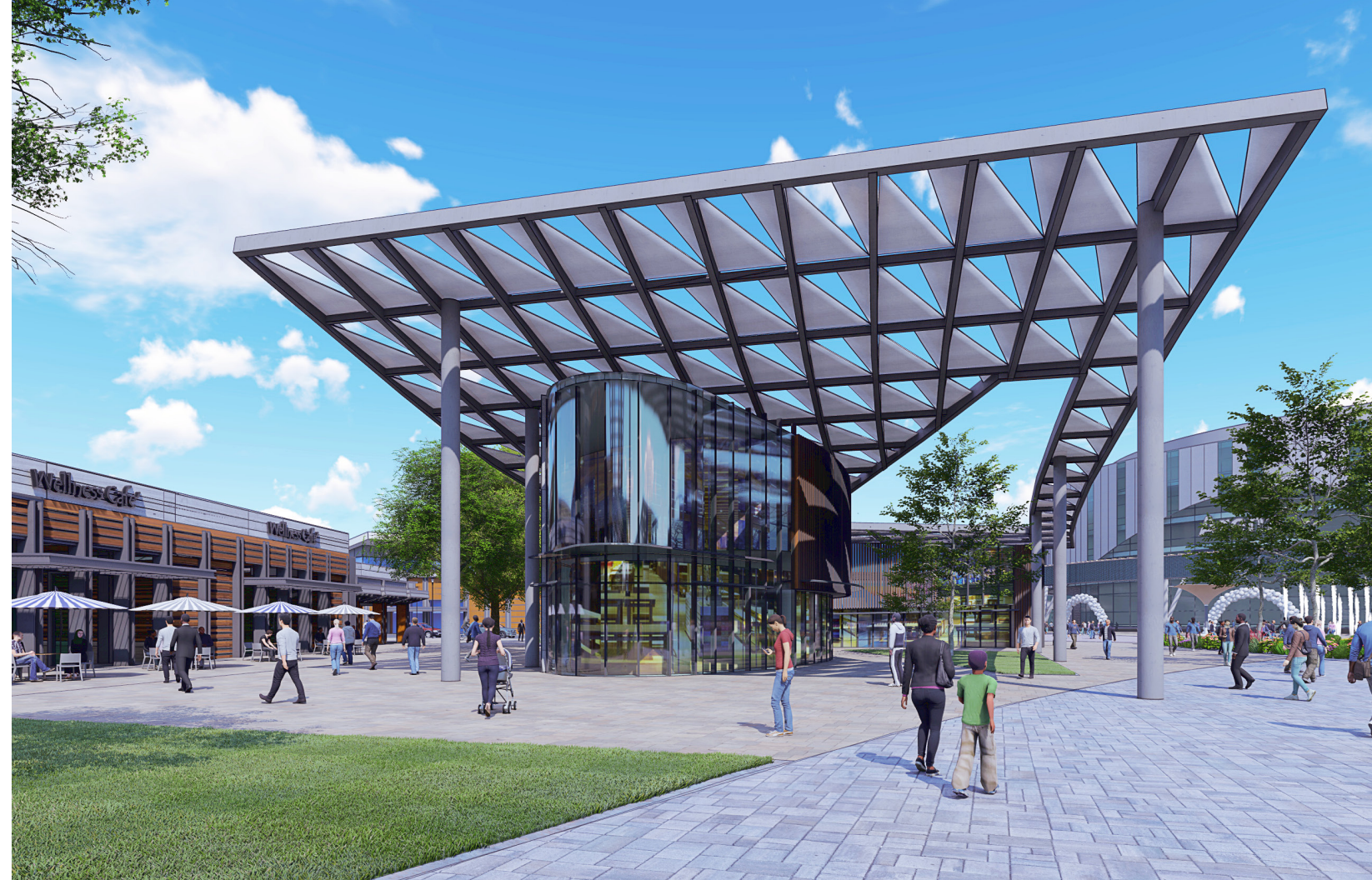
- *Revitalization of the old blends with the vibrancy of the new.*
- *Urban density pairs with natural amenities.*
- *A Heritage culture intertwines with contemporary lifestyles.*

Our team is excited about and energized with the opportunity to create this new balance... to reposition and rebrand an iconic and important 51-year-old Hampton Roads regional destination. We wholeheartedly embrace the challenge of creating new and exciting lived experiences.

OUR VISION IS TRULY VISIONARY. IT'S ALSO ACHIEVABLE.

We recognize the complexity of mixed-use developments, and yet we believe strongly in their power to create new destinations. Our team is passionate about designing walkable, healthy campuses. We have global experience in delivering some of the world's most celebrated sports and entertainment venues. We understand the changing office and residential markets. We know that retail and well-designed public spaces are always the glue that holds mixed-used communities together.

Our team possesses the shared ability to dream it, to finance it, and to build it.



MILITARY CIRCLE REDEVELOPMENT IS A LABOR OF LOVE.

Military Circle Mall is in our backyard, we care deeply about what happens here. Our key team members have lived in Hampton Roads all of their adult lives and over the last 40 years they have contributed to many positive changes in the community. Ensuring our local projects foster a regional strategy for growth and commerce in Hampton Roads is very important to our team...personally. This development has the potential to connect the people of Hampton Roads in a way no singular development project has ever before.

WE ARE PHILANTHROPISTS AT HEART.

We are not the usual development consortium. In fact, we are philanthropists who live and breathe a service mentality. Our goal is to give back so that the communities we serve may benefit. Motivation matters, and ours is to do the right thing to benefit the greatest amount of people as possible. We look forward to partnering with the EDA, the City and the people of Norfolk in continuing to create public spaces that will contribute to the ongoing revitalization of our City.



WE'RE THE RIGHT TEAM AT THE RIGHT TIME.

We're a collection of experts in our fields, and we know how to get things done. We are stars through accomplishment. Our team is also a celebration of inclusivity: We are an uncommonly diverse group who is committed to bring opportunity to the underserved and under-represented to the Norfolk community.

In our proposal you will not see just one architect. You will not see one tax advisor, or one real estate consultant, but rather a diverse mix of team members. There are over twenty firms engaged in this project in addition to the two main partners. This is by design. Each firm selected brings valuable insight, knowledge, and experience to this complex project. Together and under the leadership of the two main partners, this comprehensive team will develop inclusive strategies, plans, designs, and construction services needed to make this project a success.

“Cris Carter and I are NFL Hall of Famers, so we know a Hall of Fame team when we see it. It is the right time and the right moment to bring Military Circle back to life and you need a Hall of Fame team of real estate experts to get that done. Crossroads Partnership is that team.”

Why NOT us?™

- Emmitt Smith

GOING BEYOND VALUE ENGINEERING

Our team will go beyond the typical value engineering efforts and employ a value-added strategy that finds ways to add quality to the project without adding cost.

QUALITY FOCUS FROM THE BEGINNING

Quality control begins day one. We will aggressively study the designs, specifications, and accompanying data to eliminate errors, missing information, system clashes, or surprises in the field.

SBBCC'S COMMITMENT

SBBCC's role in the crossroads partnership will be as Overall Project Manager and Design/Build Contractor. When serving in these roles it is important to note that:

- ***SBBCC does not miss completion dates. It never has and this project will be no different.***
- ***SBBCC projects have always finished within or under budget. This project will be no different.***

SBBCC led projects do not compromise quality for the sake of lower cost. Design documents and value-engineering/value-added exercises are collaborative efforts involving the owner, architects, engineers, subcontractors, etc.

We trust that the City/EDA will recognize the strength of this team, the comprehensive nature of the proposal and planning to date and the value of our private financing model. If selected, we stand ready to begin immediately making the City/EDA's vision a reality.



“I am an advocate for my community and I want to see this entire region succeed. I like to think I am trying to set the right vision – what is most important regarding the SBBCC story is our desire to leave our mark on the region by delivering remarkable buildings and lasting impacts that move the Hampton Roads region forward.”

- Stephen B. Ballard

