

**CITY OF TEMPE
HISTORIC PRESERVATION COMMISSION**

**Meeting Date: 04/13/2022
Agenda Item:7**

Memorandum

To: Historic Preservation Commission

From: Maria Laughner, Deputy Economic Development Director (ext. 8527)

Date: April 1, 2022

Subject: Agenda Item #7, Discussion of Venue Projects/Sunbelt Holdings' preliminary plans for development of Hayden Flour Mill site, located at 119 S Mill Ave

ATTACHMENT: Venue/Sunbelt RFP Response

In September the City issued a Request for Proposals (RFP) for the lease and development of approximately 5 acres of City-owned land comprising the Hayden Flour Mill located at the southeast corner of Mill Avenue and Rio Salado Parkway. On February 10 of this year, Tempe City Council awarded the RFP to the Venue Projects and Sunbelt Holdings development team, whose proposal demonstrated successful completion of high-density mixed-use developments and experience in developing multi-phase, multi-use historic preservation projects.

The land is at the base of the Hayden Butte Preserve and currently has one building, one structure, and multiple objects on the property, specifically a vacant mill building and grain silos. The mill building was constructed in 1918 and the silos were constructed in 1951. The site and structures are landmarks to the City and an integral part of the Community's history. The site is listed in the Tempe Historic Property Register and determined to be eligible for listing in the National Register of Historic Places by the National Park Service and the structures hold a high symbolic value among Tempe residents. The site is also a vital link between the historic Tempe Downtown and burgeoning Tempe Town Lake.

Additionally, Tempe Butte, to include the Hayden Flour Mill property, is a Traditional Cultural Property and a known archaeological site. The proposal focuses on aspects that do the following:

- Mixed-use project that rehabilitates and reuses the mill building and silos in a manner that conforms to the Secretary of the Interior's Standards for Rehabilitation.
- Preserve the Butte as a habitat for desert vegetation, wildlife and natural resources, including such features as natural washes, native vegetation, rock outcroppings, and archaeological and paleontological features in a manner sensitive to the Butte's current listing in the National Register of Historic Places while providing appropriate public access, including established trailheads.
- Develop below the existing disturbed portion of the Butte, roughly the 1,180 feet above mean sea level (AMSL) line with potential areas of undisturbed portions of the Butte along the rail cut and former quarry area.
- Incorporate significant archaeological features integrating both arts and cultural elements that tell the story of the property's rich history, represent the full diversity of Tempe's founding citizens, and respect the Butte's significance to the Oodham, Piipaash, and their Ancestors.
- Provide a creative and entrepreneurial use for the historic mill to house office space tenants that continue Downtown's diversification into a hub of creative knowledge works
- Provide plazas and courtyards to host events and hospitality opportunities for food and beverage.
- Provide rooftop activation concepts, taking advantage of direct views of Downtown Tempe, Mill Avenue bridge, and Tempe Town Lake.
- Sustainability elements to promote shade and energy efficiency.
- Open space and connectivity to promote walkability and integration with the other commercial areas in the plaza as well as a pedestrian connection to the Butte trail system.
- Design and development that promotes diversity, local identity, and opportunities for events and art.

Both Venue Projects and Sunbelt Holdings are locally based and communicated considerable knowledge and appreciation for the historic value of this site. They are looking to share with the Commission their respective expertise and redevelopment concepts in the development of this project. Their proposal incorporates a great deal of community involvement to preserve the view corridors and the history and cultural significance of the site for generations to come. They are requesting input from the Commission regarding community vision for the site.

Offer Form

“Return this Section with your Response”

It is **MANDATORY** that Offeror **COMPLETE, SIGN** and **SUBMIT** the original of this form to the City of Tempe Procurement Office with the (your) offer. An unsigned “Offer Form” and/or late RFP response will be considered non-responsive and rejected.

This Offer is offered by: Venue Projects & Sunbelt Holdings | Collectively, the Developer
Company/Organization Name

To the City of Tempe:

By signing this Offer, Offeror acknowledges acceptance of all conditions contained herein. Offeror certifies that the Offer was independently developed without consultation with any other offerors or potential offerors.

For clarification of this Offer, contact:


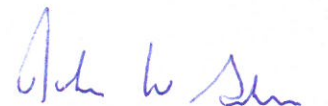
Lorenzo G. Perez Co-Founder & Directing Principal 602.689.0194
Respondent Contact Name Title Phone

Venue Projects
Name of Company

4450 N. 12th St. Ste 234 Phoenix AZ 85014
Company Address (or PO Box) City State Zip

This Offer is offered by:

Lorenzo Perez Co-Founder & Directing Principal 602.689.0194
John Graham Chairman & CEO 480.609.2303
Authorized Respondent Name Title Phone

  11/4/21
Signature of Authorized Respondent Required **Date of Offer**

Hayden Flour Mill

RFP # 22-050

City of Tempe



November 4, 2021

VENUEPROJECTS
INSPIRED REDEVELOPMENT

SUNBELT  HOLDINGS

November 4, 2021

City of Tempe Procurement
20 E. Sixth St. Second Floor
Tempe, AZ 85281
bids@tempe.gov

RE: City of Tempe – Response to Hayden Flour Mill RFP # 22-050

To Whom It May Concern,

Venue Projects and *Sunbelt Holdings* as “Co-Developers,” together the “Developer,” are pleased to present our joint response to the City of Tempe’s Request For Proposal # 22-050 dated September 10, 2021 (“RFP”). Given the history of stalled redevelopment proposals, our response is as much about presenting a compelling vision for the iconic Hayden Flour Mill property as it is about demonstrating our unique capacity to deliver a one-of-a-kind environment that the City of Tempe will be proud of and revered for regionally, nationally, and worldwide.

Informed by our collective track record, *Venue Projects* and *Sunbelt Holdings* understand that development is ultimately measured and judged by execution, not ideas. We believe the scale and sensitivity of this redevelopment proposition requires a thoughtful process of responsible due diligence, meaningful stakeholder engagement, and iterative development. With that in mind, we see this as an opportunity to invest alongside the City of Tempe in a true partnership and long-term relationship. A site as storied as Hayden Flour Mill—tied to the very founding of Tempe itself—demands no less.

Since the initial RFP’s September release, we have developed a collaborative joint venture relationship between our two well-respected, Arizona-based development firms, identified qualified prospects to comprise a best-in-class Arizona-based team, prepared a conceptual redevelopment plan, evaluated the financial potential of this once-in-a-generation opportunity, and have established a set of overarching principles to guide the refinement and implementation of our joint vision.

We are inspired by the possibilities presented in this response and, more importantly, believe in our collective ability to execute on this opportunity, in partnership with the City of Tempe, to complete the kind of thoughtful restoration and creative repositioning of Hayden Flour Mill that Downtown Tempe has long deserved.

Respectfully Submitted,



Lorenzo Perez
Principal & Co-Founder
Venue Projects



John Graham
Chairman & CEO
Sunbelt Holdings

Hayden Flour Mill

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I. VISION & STRATEGY

Introduction

In 1866, Charles T. Hayden climbed to the top of a set of buttes that would one day come to bear his name. His journey north was blocked by a surging Salt River, affording him time to stop, to rest, and to dream. According to historian Jack L. August Jr., “During his solitary vigil, Hayden had a vision. He saw more in the Salt River Valley than an arid, forbidding land; he envisioned an agricultural empire reclaimed from the desert. Canals would irrigate verdant farms and, at the base of the butte, he would construct a water-powered flour mill.”¹

Hayden would later return to the buttes and make his vision a reality, laying claim to the land, coordinating canal construction, and opening a mill operation by 1874. It was from this vision that Tempe was born and upon its literal foundations that today’s *Hayden Flour Mill*, the city’s premier historical asset now embedded within one of Arizona’s most progressive urban environments, was built.

Since it was shuttered in 1998, *Hayden Flour Mill* has been exhaustively studied, evaluated, and reported on. Intensive and continued community support for its rebirth has resulted in multiple RFP processes, which have been met by ambitious plans but also, for one reason or another, little forward momentum. Given Downtown Tempe’s urban renaissance, the extent of its waterfront redevelopment, and the intensity of its investments in public transit, we believe now is the time to engage in the thoughtful revitalization of the *Hayden Flour Mill* property.

To that end, we present below a redevelopment vision that we believe to be attainable, actionable, and worthy of the site. More importantly, we believe we have the right track record, team, and demonstrated understanding of complex urban redevelopment needed to bring this vision to life.

Project Vision

We propose a mixed-use redevelopment project led by experienced local, Arizona-based developers and activated by best-in-class local operators. With the City of Tempe as our partner, we envision a once-in-a-generation adaptive reuse outcome that prioritizes preservation, anchors Mill Avenue with

¹ [A Vision in the Desert: Charles Trumbull Hayden, Salt River Pioneer. Jack L. August Jr. Journal of Arizona History.]

irreplaceable culture and history, and draws programmatic inspiration from Charles T. Hayden's 150-year legacy of entrepreneurship, education, and community building. We envision a creative and dynamic program of uses oriented toward specialty retail food and beverage, events, arts, office, and hospitality. Importantly, we will create a family-friendly project designed for all ages and welcoming of a broad cross-section of the greater-Tempe community.

We see ground floor suites anchored by premier local retail, food, and beverage consisting of both core anchors and smaller-scale operators. These leasable spaces would vary in size and offering, allowing for established brands to create a dynamic environment alongside smaller-scale startup operations. This curated approach supports entrepreneurship by providing vendors at all phases of their business lifecycle the opportunity to participate.

Additionally, we see potential for this project to be leveraged as an economic development tool. Working alongside the City of Tempe, the upper floors of the historic mill and select new construction buildings could house office space anchors and shared office environments that contribute to Downtown's growing knowledge economy. Events and hospitality/catering would make use of rooftops, taking advantage of proximate views of Downtown Tempe, Tempe Butte, and Tempe Town Lake.

Finally, we believe the outdoor program to be just as important to success as its indoor counterpart. We would treat the space between buildings as a sensory landscape architecture program that prioritizes gathering, movement, and flexibility. This program would accommodate a variety of events, markets, artistic performances, and storytelling through components such as interpretive elements, historic markers, and creatively reused found objects/materials harvested from the existing site and structures. These spaces also present the opportunity to integrate a range of arts and cultural elements that tell the story of the property's rich history, represent the full diversity of Tempe's founding citizens, such as those displaced enclaves along Tempe Butte like San Pablo, and pay homage to the butte's sacred cultural affiliation with the Four Southern Tribes of Arizona (Gila River Indian Community, Salt River Pima-Maricopa Indian Community, Ak-Chin Indian Community, and the Tohono O'odham Nation).

Design and Development Constraints

Adaptive reuse projects are complex ventures defined by their constraints. Addressing these constraints in thoughtful and meaningful ways is what makes adaptive reuse projects so challenging, yet also what makes them exciting and precious. Defining and understanding these constraints up front is critical to creating a development plan that is viable and responds sensitively to the needs of the property, stakeholders, and greater community in which the project resides.

In this RFP response, we have intentionally chosen not to provide contrived architectural elevations and plans because our experience tells us it is premature to do so at this stage without having had meaningful engagement with the numerous community stakeholders who are emotionally invested in seeing this project advance and, more importantly, succeed. A key part of our "experience-based"

development process is first and foremost defining the key constraints. Thus far, we have identified the following:

1. Civic – City of Tempe requirements, needs, and aspirations
2. Historical – National Park Service, SHPO, and THPO requirements
3. Cultural – The needs and aspirations of the Four Southern Tribes, the Latino community with direct ties to the history of the Mill and surrounding area (such as the once thriving enclave of San Pablo), and other parties to be acknowledged as part of pre-development outreach.
4. Physical/Structural – Historic 1918 Mill and 1951 Silos, Topography and Hillside Site
5. Environmental – Industrial Past, Arid Desert, Scars
6. Financial – Resources, Limitations, Opportunities, Feasibility, Economic Development
7. Political – Local, Regional, and National needs and aspirations
8. Social – Scale, Access, Appropriateness, Representation – Inclusion & Diversity, Possibilities
9. Emotional – Legacy, Landmark, Emotional investment of Citizens and Community
10. Contextual – Neighborhood, Circulation, Access, Parking, Transit

If awarded the opportunity to redevelop the *Hayden Flour Mill*, our first priority will be to implement a proactive outreach program to engage in meaningful discussions with numerous stakeholders, in particular the *Rio Salado Foundation*, the *Tempe Historic Preservation Foundation*, those representing Tempe’s diverse ethnic communities, and representatives of the four Southern Tribes, which have strong cultural ties to the buttes and site. Our intention will be to listen, understand, and define the constraints and opportunities described by these stakeholders through meetings (both virtual and in-person) and engagement events to activate the site. Simultaneously, we will continue to spend significant time reviewing the abundance of work performed in previous proposals, research, and studies of the property over the last twenty years. We will spend time on property and in the spaces to observe, experience, and gain intimate familiarity with its nuances, potential, and limitations. This process is instrumental to refining a vision that is responsive, sensitive, meaningful and, most importantly, executable. Through these exercises we will be able to advance the project with a more informed design and development process.

Inspiration and Precedent

We have identified multiple precedent examples of industrial adaptive reuse projects that serve as inspiration and reference for our redevelopment proposal. Please reference the attached exhibits for imagery that captures the spirit, potential, and diversity of the types of spaces, conditions, and experiences we envision for the *Hayden Flour Mill* project.

American Tobacco Campus (Raleigh, North Carolina) – [For Imagery See [Inspiration Projects](#) - Exhibit A]

Magnolia Silos (Waco, Texas) – [For Imagery See [Inspiration Projects](#) - Exhibit B]

Buda Mill & Grain Co. (Buda, Texas) – [For Imagery See [Inspiration Projects](#) - Exhibit C]

Pearl Brewery (San Antonio, Texas) – [For Imagery See [Inspiration Projects](#) - Exhibit D]

Seeing is believing. Experiencing captivating environments in person is exhilarating and part of our process. We intend to organize “inspiration tours” of existing developments already in operation to help stimulate ideas, strategies, and inspire design thinking for possibilities at *Hayden Flour Mill*. Learning lessons from those who have already undertaken ambitious projects is a proven strategy we have employed in many of our projects.

Overarching Principles

Below are principles that we have used in the past to successfully deliver and execute on complex adaptive reuse projects. We intend to use these principles to guide the design and development of the *Hayden Flour Mill* property. They are as follows:

- Constraint drives creativity. Work with the existing constraints and key features to inform creative solutions and authentic experiences.
- Contrast and compliment. Celebrate and differentiate the old from the new.
- Respect, highlight, preserve and honor the past through storytelling and reuse.
- Reimagine and empower the future.
- Invest in Arizona entrepreneurship, creativity, arts, and culture.
- Prioritize indoor/outdoor experiences, gathering and reflection places, and movement through space.
- Represent and include a diverse population base, express the true breadth of Tempe & Arizona heritage and community.
- Counterbalance vibrancy with calm.
- Have restraint. Develop with intention only what is necessary. Observe and iterate as required. Leave space to evolve, experiment, and improvise.
- Create don’t compete. Add value to the community by introducing what’s missing or needed in the neighborhood.

Development Strategy, Program, & Phasing

Our strategy, which runs counter to previous redevelopment proposals for *Hayden Flour Mill*—proposals we believe were overly ambitious and over developed, is to take a “lighter-touch” approach to the site and its iconic, heritage buildings. Our proposition prioritizes the sensitive restoration and preservation of the existing 1918 Mill and 1951 Silos structures. Our intention is to return their respective building elevations back to their original form as much as possible, with minimal intervention to integrate and update the structures into modern day use as a commercial mixed-use property. In our proposal, the Mill and Silos are the stars of a five-acre campus [See ‘[Exhibit 1](#)’] This commitment to preservation and consideration of the Secretary of the Interior’s Standards for Rehabilitation is demonstrated by our

intention to follow through on a formal National Register listing and Historic Tax Credit application in close collaboration with Arizona's State Historic Preservation Office and the Tempe Historic Preservation Office.

Preserving prevailing views and facilitating inspired circulation within and throughout the property are integral to our siting strategy [See 'Exhibits 2 & 3']. New buildings are secondary, subordinate in scale, and elegantly understated but envisioned to be thoughtfully designed and artfully constructed. These secondary structures are intentionally composed and arranged on site to define compelling outdoor spaces, inspire movement, and celebrate views [See 'Exhibit 4']. These new buildings serve to amenitize and activate the site with a mix of revenue generating activities and commercial uses.

While the quality and relationships of indoor to outdoor space is important, we feel the outdoor relationship and quality of space between structures is even more important. We envision this industrial adaptive reuse campus transformed into a collection of captivatingly interconnected plazas and terraces, offering a variety of experiences that appeal to the senses [See 'Exhibit 5']. Attention will be given to design a landscape and hardscape program that honors the history of the *Hayden Flour Mill* while sensitively respecting our arid Arizona desert environment. Care will be given to repair and restore the scarred landscape along the periphery and base of the buttes from decades of industrial abuse.

The Development Program for the project will be a mix of curated retail, office, hospitality, arts & culture tenants with uses and activities distributed across the site [See 'Exhibits 6, 7, 8, 9, & 10']. Careful attention and intention will be given to formulate a high-quality mix of tenants and activities that will complement each other and bring energy, spirit and quality products & services to the property and neighborhood [For Inspiration Imagery See 'Activation Exhibit'].

Additionally, it is our intention to reach out and work with neighboring development stakeholders such as Hines, Cousins, and the City of Tempe (Tempe Beach Park) to explore opportunities to energize and creatively connect the four corners at Rio Salado and Mill Ave to honor this gateway and entrance to Downtown Tempe.

Our redevelopment strategy is envisioned to be executed and delivered over time in multiple phases. Currently we anticipate two to three phases, with Phase 1 focusing on the interior core of the property [See 'Exhibit 11']. For Phase 1, we estimate the following schedule, subject to change and contingent upon the timely response of all public-private partners.

1. Due Diligence, Investigation & Outreach – 6-8 Months
2. Plan Development, Entitlements, Financing – 8-10 Months
3. Shell Construction and Site Redevelopment – 12-18 Months
4. TI Finishes, Various CofOs, Landscape, and Contingency – 6-8 Months

Subsequent phases may further refine and add density to the site's perimeter, particularly along Rio Salado, and address trailhead improvements as they are formalized, funded, and approved [See 'Exhibits

12 & 13']. Our team see these areas as vital to the long-term potential of the property, but we feel strongly that the core first phase must be sustainable on the basis of its own economics and leave room for ideation and experimentation as relates to additional uses. We simply cannot yet know how the market will respond to the redevelopment, and we cannot predict the extent of dynamic opportunities that will evolve out of a successful first phase. We will, however, be well positioned to capture and execute upon these opportunities as they emerge or reveal themselves.

Public-Private Partnership and Finance Strategy

Our development team believes the *Hayden Flour Mill* project is a best practices opportunity to forge a public-private partnership that allows the City of Tempe to retain ownership of its premier historic property, while simultaneously leveraging the market power of private actors to develop an income producing asset that generates sustainable shared revenues and stimulates commerce, culture, and community gathering in alignment with the property's history and legacy.

With this in mind, we propose the negotiation of a design and development agreement that allows the City of Tempe to remain the long-term owners and ultimate stewards of *Hayden Flour Mill*. In exchange, this agreement will give the Developers managerial control over executing the vision and process detailed throughout this RFP response. Our team is confident in our shared ability to successfully navigate all design, construction, leasing, financing, and operational aspects of the project. Additionally, Sunbelt has substantial competence with ground leasing due to recent experience at *Wild Horse Pass* and *Marina Heights*, which was developed on a long-term land lease, as well as nearly 30 years of managing *ASU Research Park*.

While final details are subject to mutual due diligence and negotiation, we propose the following:

- **Term.** We request at minimum a lease term of 65 years from the issuance of a Certificate of Occupancy tied to the project's first phase.
- **Rent.** We will agree to a mutually acceptable base rent supplemented by a reasonable percentage rent schedule tied to the success of operating tenants and a stabilized project. Payments to begin at the term's commencement per above. Payments to include base rent plus contribution to the Downtown Tempe Enhanced Services District. We assume these payments will also give the project shared access to nearby parking in accordance with a mutually agreed shared parking model that will serve to reduce the total number of parking spaces that would otherwise be required.
- **Debt.** Any debt will be subordinated to the ground and building leases.
- **City Facilitation.** We request the assignment of a cross-sectional project team dedicated to navigating the entitlement and permitting of the project, including key representatives as required from departments such as Planning & Community Development, Economic Development, Streets, Parks, Arts & Culture, Fire, Utilities, and Historic Preservation. Concerning Parks specifically, we request the opportunity to collaborate on related on-/off-site trailhead

improvements, any access easements related thereto, and discussion of funding sources for such improvements and their subsequent maintenance.

- Fee Incentives. We request the City of Tempe make available plan review and permitting fee incentives.
- Conservation Easement. We understand and agree with the City of Tempe's request to include facade and airspace conservation easements for the entirety of the lease term. We fully intend to restore, protect, and honor the history of the mill, silos, and Tempe Butte.
- Historic Preservation. We acknowledge that any restoration and redevelopment of the property will be subject to the City of Tempe's applicable historic preservation review processes as well as potential archeological remediation per cultural resource management requirements. In anticipation of applying for historic tax credit incentives, we intend to pursue listing on all local, state, and federal registers, including the National Register of Historic Places.

We believe our development team's shared track record underscores our intent and ability to pursue a development agreement in good faith and in accordance with the items listed above. We believe real estate comes not only with rights, but with responsibilities, too. To us, stewardship is as important as ownership. For example, Sunbelt's John Graham has served on the Board of the Rio Salado Foundation for numerous years. In that capacity he has helped oversee the renovation of the Eisendrath House, relocated the O'Connor House to Papago Park, and maintain the bridge relic and Veterans Memorial in Tempe Beach Park. Venue Projects has been similarly involved in preservation work across the Phoenix metro area, including the award-winning relocation of the Wurth House on Roosevelt Row and the successful federal tax credit redevelopment of the National Register-listed 1890s Alhambra Hotel in Downtown Mesa.

With regard to financial capacity, in over forty years of operation the principals of both of our firms have never failed to design and raise a capital stack that fits every project's unique needs. The preservation and adaptive reuse of *Hayden Flour Mill* will be similarly financed through the contextual evaluation of equity needs, the most appropriate source of debt, and the consideration of New Market Tax Credits, Historic Preservation Tax Credits, Arizona's newly reestablished Heritage Fund Program, and other sources of creative capital as required. Similar to our position on providing detailed architectural elevations at this time, we feel it is premature to propose final lease and proforma figures without further stakeholder outreach and continued due diligence. In short, we have the respective relationships and track records needed to craft a custom-fit capital strategy. We look forward to working with the City of Tempe to develop a mutually beneficial development agreement that allows us to execute on that promise.

II. EXPERIENCE & CAPACITY

Summary of Developer Experience

Taken together, Venue Projects and Sunbelt Holdings offer decades of principal-led experience developing some of the most ambitious, complex, and beloved projects in Arizona. With our respective track records in adaptive reuse, historic preservation, urban infill, and mixed-use redevelopment, we offer a uniquely experienced and talented team of commercial real estate professionals. What's more, our skill sets are complementary, and our goals are aligned. This makes for a powerful and dynamic union, one with not only the capacity to develop an inspiring vision for the revitalization of *Hayden Flour Mill* but, most importantly, the ability to execute on it.

What follows below is an overview of each firm as well as descriptions of selected portfolio projects we have each managed and developed. These projects demonstrate our wide range of applicable experiences as well as our respective capacities to deliver creative and complicated redevelopment projects. We believe they also speak to our commitment as Arizona-based developers who responsibly improve the state, cities, and neighborhoods we call home.

Venue Projects

Project Role: Co-Developer

Area(s) of Focus: Entitlement, Design and Construction Oversight, Marketing, & Leasing

Key Representative: Lorenzo Perez, Principal and Co-Founder; Jon Kitchell, Principal and Co-Founder

Email: lorenzo@venueprojects.com

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Tel: 602.689.0194

Venue Projects is a creative redevelopment and real estate practice that has been investing in Arizona since 2008. Venue specializes in historic adaptive reuse, context sensitive urban infill, and inspired, one-of-kind environments. From 19th century territorial buildings to old citrus farmsteads, their portfolio of inspired redevelopment projects includes some of the Valley's most iconic and creative gathering spaces. Venue's design-build approach puts people first, creating memorable properties with a strong sense of place. With a passion for revitalization and transformation, the team focuses on finding creative solutions for urban infill, adaptive reuse and custom renovation projects that serve the community.

Lorenzo Perez

Lorenzo is an inspired entrepreneur, designer, custom builder and real estate investment and commercial redeveloper with over twenty years of experience in creative urban revitalization projects. He offers more than twenty-five years professional industry experience in residential and commercial construction project management, planning, estimating, and scheduling. A licensed Arizona practitioner, Lorenzo directs all of the firm's real estate investment and development activities and advises the preconstruction phase of Venue's custom projects. He and Jon Kitchell worked closely together at Kitchell Contractors / Custom Homes for twelve years, developing a tight friendship and shared aesthetic in art, design, and community building before spinning out on their own in January 2008 to co-launch the Venue Companies.

Lorenzo was born and raised in Central Phoenix, Arizona, and graduated from Arizona State University in 1995 with a degree in Architecture. A long-time member of the Urban Land Institute and AZ ULI Council Advisory Board appointee, Lorenzo is a sincere believer in context-sensitive development. He is often invited to participate in technical assistance panels, education programs and numerous speaking engagements to share his passionate perspective on the firm's artistic process & community sensitive approach to crafting one-of-a-kind environments and experiences.

Jon Kitchell

Jon brings an unusually high-level of collaboration, aesthetics sensitivity and creativity to the custom building and development process thanks to over forty years of unique custom residential and commercial experience. Jon's entrepreneurial and artistic orientation comes from a family of artists, entrepreneurs, builders, philanthropists, and academics. His craftsmanship pedigree began early in custom millwork, cabinetry, and furniture, after which he built a successful custom building and remodeling company of eighteen years. He then joined his father's company Kitchell Corporation in 1994 and successfully established and helped grow another homebuilding company, Kitchell Custom Homes, over fifteen years. Jon currently manages client relationships and ensures the authenticity of the Venue Companies product.

Selected Portfolio Projects

- **Rise Uptown Hotel**
Venue most recent development, the Rise Uptown Hotel took an ambitious hybrid approach combining intricate adaptive reuse with modern urban infill. It resulted in the transformation of two iconic, midcentury office towers into a 79-key boutique hospitality campus fronting the light rail line in Phoenix, complete with on-site amenities, including a resort-style pool, coffee shop, poolside bar, popsicle stand, and rooftop cocktail lounge. The property is quickly becoming a popular place for both staycations and out-of-town visitors to experience a unique urban resort built with a lush desert environment in the shadow of creatively reused historic buildings.

- Project Role(s): Co-Developer, Co-Owner, Entitlement, Design Oversight, Construction Management, and Asset Management
- Year Completed: 2020
- Land Area: 2.5 acres
- Building Area: 38,714
- Reference Contact: Michelle Dodds, City of Phoenix | michelle.dodds@phoenix.gov





- The Alhambra

Two eras of architecture come together to form a charming environment where students can live, entertain, relax, and study under the canopy of desert trees and the Arizona sun. This successful historic tax credit project was co-developed with California-based Community Development Partners over an intensive 12-month period. Sited near the light rail line in the heart of downtown Mesa, this 1894 National Historic Register building was preserved and adaptively redeveloped into student housing for Benedictine University's growing Mesa Campus. The redevelopment process included navigating multiple public-private agreements and working closely with the City of Mesa to arrive at a win-win outcome for all.

- Project Role(s): Co-Developer, Co-Owner, Entitlement, Design Oversight, Construction Management, Marketing, and Asset Management
- Year Completed: 2017
- Land Area: 9,775 SF lot
- Building Area: 11,664 SF
- Reference Contact: Jeff McVay, City of Mesa | jeff.mcvay@mesaaz.gov



- The Orchard

This former 1920's Citrus Farmstead (Wasser Citrus Farms) and 1950's Citrus Nursery (Ralph's Citrus Nursery) is located along the Citrus Belt in North Central Phoenix. A one-of-a-kind atmosphere, this property preserves and reuses two existing heritage houses, converting a

1920's home into a full-service neighborhood restaurant (Pomelo) and transforming a 1960's ranch house into a charming neighborhood market café (Luci's at The Orchard) complete with ice-cream shop (Splurge). This property demonstrates Venue's emphasis on finely curated indoor/outdoor environments and gathering and event spaces.

- Project Role(s): Developer, Co-Owner, Entitlement, Design Oversight, Construction Management, and Asset Management
- Year Completed: 2016
- Land Area: 2 acres
- Building Area: 13,212 SF indoor/outdoor
- Reference Contact: James Christensen, Gateway National Bank | jamesc@gcbaz.com





- The Newton

This former iconic mid-century steakhouse and banquet facility (Jay Newton’s Beefeater) once hosted many of Phoenix’s business elite, influencers and politicians. After a long successful run from 1961-2006, the business finally ran its course and sat vacant for 6 years falling into severe neglect and disrepair.

Inspired by the call to action from City of Phoenix officials, neighborhood activists and valley residents, Venue led a team of committed entrepreneurs to preserve and resurrect this vacant property into a modern-day reinterpretation of what the storied Beefeater once was for Phoenix, an activated gathering place centered around food, commerce and community. Within walking distance to two light rail stations, this mid-century modern adobe building was sensitively redeveloped and reimagined into a creative collection of independent retail (Changing Hands Bookstore, First Draft Book Bar, Southwest Gardener), dining (Southern Rail), office (Christofolo-Schermer) and event (Newton Events) businesses.

- Project Role(s): Developer, Co-Owner, Entitlement, Design Oversight, Construction Management, and Asset Management
- Year Completed: 2014
- Land Area: 1.25 acres
- Building Area: 18,600 SF
- Reference Contact: Pat McNamara, LISC Phoenix | pmcnamara@lisc.org



Sunbelt Holdings

Project Role: Co-Developer

Area(s) of Focus: Entitlement, Public/Private Deal Structure, Debt and Equity Management, and Leasing

Key Representative(s): John Graham, Chairman and CEO; Heidi Kimball, Senior Vice President

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Address: 6720 North Scottsdale Road, Suite 250 Scottsdale, Arizona 85253

Tel: 480.609.2303

Sunbelt Holdings has been a revered leader in real estate development, management and investment throughout the Southwest since 1979. As a result, they have gained an understanding of the area's unique characteristics that only time and experience can teach. Their tenured team is squarely focused on adding meaningful value to real estate opportunities across sectors, from land and residential to office and industrial. They've built an impeccable reputation on their ability to strategically navigate market strengths and weaknesses and manage their real estate portfolio accordingly. Long-standing relationships with property owners, development partners, and investors are the precursors to their success. These relationships have been built on trust and integrity over many years and are of the utmost importance to the Sunbelt team.

John Graham

John joined Sunbelt Holdings in 1982, became President in 1990, and assumed the role of Chairman of the Board in 2019. John's background in asset management, development and real estate investment provides a solid foundation of knowledge and experience in the real estate field. Under John's direction Sunbelt has become a dominant force, in both community affairs and real estate activities. John's prior experience included The Koll Company in asset management and development from 1980- 1982 and Coldwell Banker in asset management and sales from 1978-1980. FirstBank, one of the nation's largest privately held banks, appointed John Graham as their newest member of their Board of Directors in August 2020.

Heidi Kimball

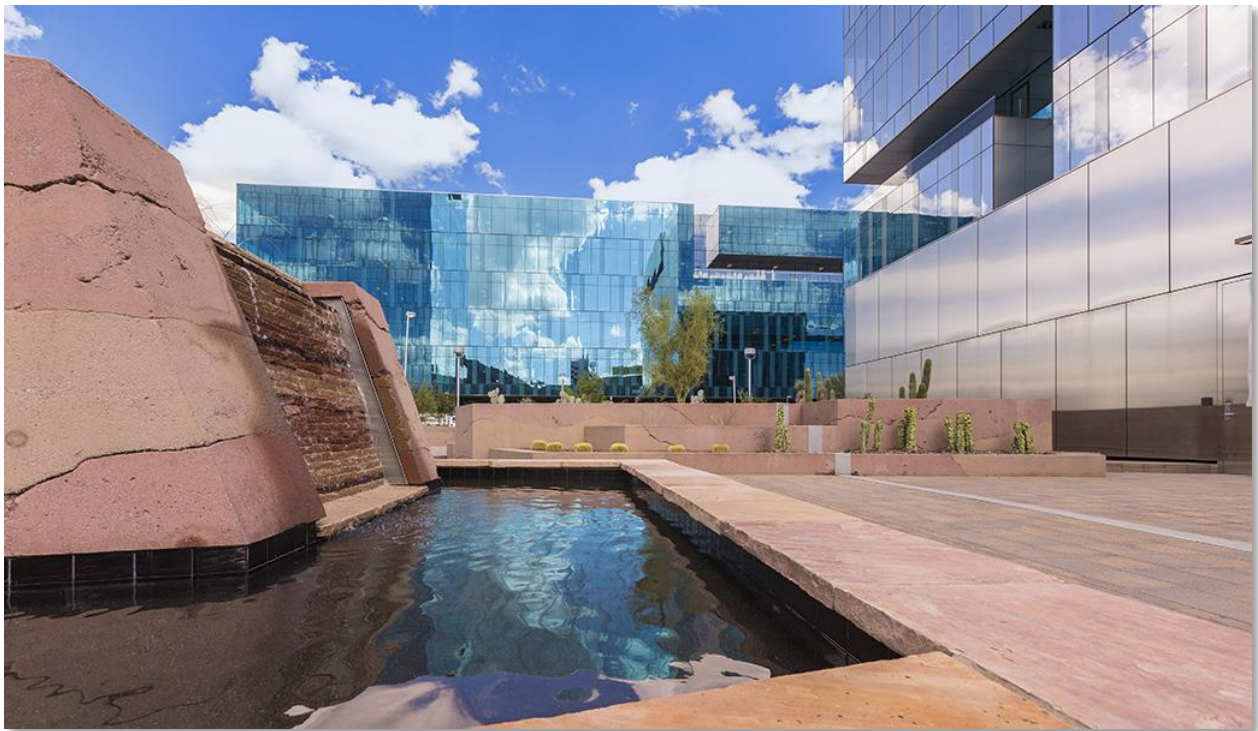
Heidi Kimball joined Sunbelt Holdings in 1982. She has broad experience in all aspects of real estate development, including entitlements, acquisition/disposition, management, and leasing. Heidi is responsible for Sunbelt's asset management and brokerage activities, serving as the firm's designated broker. She is also currently focused on Sunbelt's large-scale commercial office development at Marina Heights, leads the master development efforts for the 3,300-acre Wild Horse Pass property, and has overseen the development, management and marketing of the Arizona State University Research Park since 1993.

Selected Portfolio Projects

- Marina Heights

Delivered in partnership with Ryan Companies, Marina Heights is the largest office project and commercial transaction in Arizona history, spanning 20-acres and including over 2 million square feet of mixed-use development. Its impressive scale anchors the continued growth and renaissance of Downtown Tempe, Tempe Town Lake, and the greater-Tempe economy.

- Project Role(s): Co-Developer, Co-Owner, Entitlement, Design Execution, Construction Management, and Asset Management
- Year Completed: 2017
- Land Area: 20-acre
- Building Area: 2,000,000 square feet
- Reference Contact: John Strittmatter, Ryan Companies | john.strittmatter@ryancompanies.com



- Culdesac

Culdesac Tempe is the first car-free neighborhood built from scratch in the United States. Just a few miles from Tempe Town Lake, this 17-acre property opens in 2021 and will be home to 1,000 residents. It was made possible by a vision for future-oriented infill shared by Sunbelt Holdings, Culdesac, and the City of Tempe, whose commitment to innovation was evident in

their approach to collaboration and thoughtfully modified entitlement requirements.

- Project Role(s): Co-Developer, Co-Owner, Entitlement, Construction Management
- Year Completed: Ongoing. Projected 2022.
- Land Area: 17-acres
- Building Area: N/A
- Reference Contact: Jeff Berens, Culdesac | jeff@culdesac.com

Note: Venue Projects collaborated with Sunbelt and Culdesac to assist with the pre-construction site plan design, leasing strategy, and concepting for the project's mixed-use retail components.





- Portland on the Park

Located in the Downtown Phoenix Roosevelt Historic and Art District and adjacent to the 32-acre Margaret T. Hance Park, Portland on the Park features 149 finished condominiums among a 14-story tower showcasing some of the most amazing views of Downtown Phoenix.

- Project Role(s): Co-Developer, Co-Owner, Entitlement, Design Execution, Construction Management, and Asset Management
- Year Completed: 2017
- Land Area: 1.87 acres
- Building Area: 14-story High Rise Building (Type 1A Construction), 200,000 SF
- Reference Contact: Tim Sprague, Habitat Metro | tsprague@habitatmetro.com



- ASU Research Park

Arizona State University Research Park in Tempe, Arizona is home to technology companies and corporate & regional headquarters. Sunbelt Holdings has managed and marketed this 324-acre business and industrial park since 1992. This high-profile partnership makes evident Sunbelt's capacity to navigate public-private partnerships and advance the development of Arizona's economic future through research and technology transfer.

- Project Role(s): Developer, Co-Owner, Entitlement, Design Execution, Construction Management, and Asset Management
- Year Completed: Ongoing
- Land Area: 324 gross acres
- Building Area: N/A
- Reference Contact: John Creer, Arizona State University | john.creer@asu.edu



Summary of Project Team

To execute the redevelopment vision for a project of this scale, complexity, and importance, we will assemble a highly competent and, most importantly, aligned Arizona-based team that understands the emotional importance of the landmark Flour Mill property to the greater community. This team will be structured with best-in-class experts representing the full comprehensive breadth of the project's necessary scope—everything from design and construction to marketing and programming.

To this end, we have developed a shortlist of prospective collaborators for significant team roles, including Architect, Landscape Architect, General Contractor, Zoning Attorney, Public Relations, Project Management Liaison, Historic Preservation Consultant, Marketing Consultant, and Events & Programming Consultants. All prospects listed below have been contacted and notified of our intent to shortlist them, and each has enthusiastically expressed their interest to participate with gratitude and excitement at the possibility to be involved with such an iconic project. If successful in obtaining the opportunity to redevelop the property and following the further refinement of the development plan, we would perform interviews, design review, and select the full and final project team. Because our proven process demands meaningful stakeholder engagement and thorough due diligence before engaging in the design process, we believe it is best at this stage to narrow only to the shortlist of reputable prospects presented below.

Shortlisted Architects

The Architect will act as our lead designer and architect of record, responsible for sourcing and coordinating engineering consultants and managing the timely and thorough preparation of all necessary construction design documents for plan review and permitting. They will be selected for their creative capacity and alignment with the redevelopment vision, proven capacity to lead, and relevant experience with the construction administration of complicated adaptive reuse projects that thoughtfully balances creativity, resourcefulness, renovation and new construction.

Gensler

www.gensler.com/offices/phoenix

Contact: Jay Silverberg, Design Director & Principal | jay_silverberg@gensler.com

Offices: 2575 E. Camelback Rd. Suite 175, Phoenix, AZ 85016

Weddle Gilmore Architects

www.weddelegilmore.com

Contact: Philip Weddle, FAIA, LEED AP, Principal | pweddle@weddelegilmore.com

Offices: 6916 E. 5th Ave., Scottsdale, AZ 85251

Holly Street Studio

www.hollystreetstudio.com

Contact: Diane Jacobs, FAIA, Principal | diane@hollystreetstudio.com

Offices: 822 N. Central Ave., Phoenix, AZ 85004

Shortlisted Landscape Architects

The Landscape Architect will lead and collaborate in the design and curation of a series of public spaces, gathering places, and pathways that weave together native flora, reclaimed materials, thoughtful hardscapes, and artistic elements to tell the story of both Hayden Flour Mill and the sacred butte that serves as its foundation and backdrop. We will work with this consultant and the City of Tempe to define treatment of the proposed trailhead, view corridors, and any interaction between public and privately leased land.

Colwell Shelor

www.colwellshelor.com

Contact: Michelle Shelor, PLA, ASLA, Founding Partner | mshelor@colwellshelor.com
Offices: 4450 N. 12th St. Suite 104, Phoenix, AZ 85014

Floor Associates

www.floorassociates.com

Contact: Kris Floor, FASLA, LEED-AP BD+C, Founding Partner | kris@floorassociates.com
Offices: 1425 N. 1st St. #1607, Phoenix, AZ 85004

Logan Simpson

www.logansimpson.com

Contact: Jerry Moar, LEED-AP BD+C, Design Director | jmoar@logansimpson.com
Offices: 51 W. 3rd St. Suite 450, Tempe, AZ 85281

Shortlisted Contractors

The General Contractor (GC) will participate in preconstruction planning and lead all off- and on-site construction activities, including both horizontal and vertical improvements required to execute on the team's final development vision. The GC team will be selected based on their demonstrated ability to safely and successfully manage highly detailed projects situated in complex urban environments. Based on their impressive experience and respected track records, we feel confident in the resumes of all shortlisted GCs found below.

Sundt

www.sundt.com

Contact: Ryan Abbott, Senior Vice President | Raabbott@sundt.com
Offices: 2620 S. 55th St., Tempe, AZ 85282

Okland

www.okland.com

Contact: Bill Okland, Chief Executive Officer | bill.okland@okland.com
Offices: 1700 N. McClintock Dr., Tempe, AZ 85281

Ryan

www.ryancompanies.com/construction

Contact: Chuck Carefoot, President Southwest Region |
Offices: 3900 E. Camelback Rd. Suite 100, Phoenix, AZ 85018

Zoning Attorney

The Zoning Attorney will act on behalf of the Developers to coordinate all public-private agreements, project entitlements, and master lease negotiations. Gammage and Burnham is one of the premier and most highly respected full-service law firms in Arizona, and we look forward to engaging them to assist in the execution of collaborative, win-win outcomes that bring value to all parties.

Gammage and Burnham PLC

www.gblaw.com/professional/manjula-m-laz

Contact: Manjula M. Vaz, Member | mvaz@gblaw.com
Offices: 40 N. Central Ave. 20th Floor, Phoenix, AZ 85004

Public Relations

The Public Relations firm will advise and assist the Developers on all Public Relations, Marketing, and Media matters, assisting the team with general PR advisory, planning and coordination.

DRA Collective

www.dracollective.com
Contact: Denise D. Resnik

Project Management Liaison

The Project Management Liaison will act in a point of contact role between the Developer, City of Tempe, and Project Team members to ensure consistent and reliable communication. Karen O'Connor has been leading successful projects as Owner/Tenant representative since 1998, preceded by nearly two decades of professional practice in interior architecture. She has been shortlisted due to her significant experience and extensive involvement leading the management of high-profile civic projects, such as the Tempe Center for the Arts, rehabilitation of the historic Balboa Theatre in San Diego, and renovations to the Phoenix Convention Center and Herberger Theater Center.

Karen O'Connor

www.mccarthy-oconnor.com

Contact: Karen O'Connor, Principal | karen@mccarthy-oconnor.com

Offices: 4400 N. Civic Center Plaza, Scottsdale, AZ 85151

Historic Preservation Consultant

The Historic Preservation Consultant will lead all required preservation activities, including obtaining Certificates of Appropriateness, outstanding archeological investigations, National Register nominations, Historic Tax Credit applications, and liaison between the Developers, Tempe Historic Preservation, Arizona SHPO, and the federal National Parks division. Vinson Studio has been preliminarily selected as a full-service architecture, planning, and preservation consultancy. The firm is led by Mark Vinson, a Fellow in the American Institute of Architects and past recipient of both the Arizona Architects' Medal and Governor's Honor Award for Heritage Preservation. Vinson was the City of Tempe's founding Historic Preservation Officer and served as Tempe's City Architect and a principal planner for many years

Vinson Studio

www.vinsonstudio.net

Contact: Mark Vinson, Principal | mark@vinsonstudio.net

Offices: 13910 E. Hawknest Rd., Scottsdale, AZ 85262

Marketing and Strategic Outreach

As the Developer's Marketing and Strategic Outreach consultant, Local First Arizona (LFA) will assist the development team with strategic marketing, project promotion, community outreach, tenant recruitment, and any entrepreneurship support programming. LFA is a nonprofit organization committed to community and economic development throughout Arizona. Their work connects people, locally-owned businesses, and communities for meaningful actions that build a diverse, inclusive and prosperous Arizona economy. With over 3000 local business members, their non-profit organization works to build great communities that have unique character and outstanding sense of place.

Local First Arizona

www.localfirstaz.com

Contact: Kimber Lanning, Chief Executive Officer |

Offices: 407 E. Roosevelt St., Phoenix, AZ 85004

Events, Activation, and Programming

The Events, Activation and Programming consultant will serve to assist the Developers in designing and ultimately managing on-site gathering and event spaces in line with our team's redevelopment vision. We see the addition of an ongoing, year-round events and programming management firm as a key differentiator. While permanent brick and mortar experiences will anchor the site with a consistent experience, dynamic events and activation programming will bring energy and spirit to the property, adding tremendous value, driving community interest, and increasing day-to-day foot traffic. The Southern Arizona Arts & Cultural Alliance (SAACA) is a nonprofit organization dedicated to the creation, preservation, and advancement of the Arts & Culture. They have proven adept at creative event management and activation of diverse sites around the State of Arizona with year-round booking, programming, and activity. When permanent brick and mortar experiences provide a consistent experience, there is the opportunity to serve diverse needs, populations, and be a shared community space that creates memories and impact for all.

S.A.A.C.A.

www.saaca.org

Contact: Kate Marquez, Executive Director | kate@saaca.org

Offices: 4500 N. Oracle Rd. Suite 100, Tucson, AZ 85705