REQUEST FOR QUALIFICATIONS (RFQ)
AMENDMENT NO. One
FOR DOWNTOWN NASHVILLE P3 DEVELOPMENT
NASHVILLE, TENNESSEE

SBC PROJECT NO. 529/000-01-2026

DATE: November 5, 2026

THE RFQ IS AMENDED AS FOLLOWS:

1. **This RFQ Schedule of Events updates and confirms scheduled RFQ dates.**
   Any event, time, or date containing revised or new text is highlighted.

EVENT	TIME (Central Time)	DATE
1. RFQ Issued		September 22, 2026
2. Disability Accommodation Request Deadline		September 25, 2026
3. Pre-Response Conference (Virtual, see Section 1.10 F)	1:00pm	October 5, 2026
4. Notice of Intent to Respond Deadline		October 8, 2026
5. Written Questions & Comments Deadline	2:00pm	October 22, 2026
6. State Response to Written Questions & Comments		November 5, 2026
7. Response Deadline	2:00pm	November 23, 2026
8. State Completion of Written Technical Evaluations		December 2, 2026
9. Notice of Respondents for Interviews		December 3, 2026
10. Mandatory Interviews for Respondents deemed Responsive and qualified		Week of December 7, 2026
11. State Completion of Submission Evaluations and Down-Select for BAFO		December 14, 2026
12. BAFO Workshop 1		Week of January 11, 2027
13. BAFO Workshop 2		Week of January 25, 2027

EVENT	TIME (Central Time)	DATE
14. Best and Final Offer (BAFO) Deadline		February 11, 2027
15. State Issues Notice of Intent to Negotiate		February 19, 2027
16. SBC Approval of the Notice of Intent to Negotiate is Sought		March 11, 2027
17. Negotiations with Selected Respondent (includes Receiving SBC Approval of the Predevelopment Agreement)		Schedule determined in collaboration with Respondent
18. Notice of Intent to Award		Upon completion of successful negotiations
19. SBC Approval of the Project Agreements		Promptly after issuance of the Notice of Intent to Award

2. State responses to questions and comments in the table below amend and clarify this RFQ.
Any restatement of RFQ text in the Question/Comments column shall NOT be construed as a change in the actual wording of the RFQ document.

	QUESTION / COMMENT	STATE RESPONSE
1	In RFQ Section 1.5 Project Sites and Context is the table immediately following A. Project Sites for the existing surface parking spaces for the blue lot correct?	No, the amount of existing surface parking spaces for the blue lot should be 73. Please refer to item 3 below with the corrected table.
2	Please send any additional information that is available on the Blue Lot, including any available title information, and any available information on the McLemore Alley on the west side the Blue Lot that the Hart Freeland Roberts, Inc. survey dated November 7, 1975 indicates was closed by Metropolitan Council Bill No. 64-314 and Bill No. 71-1504. Please also provide any available information on the utility easements referenced on the survey, including 12" Sanitary Sewer and 12" Storm Sewer, and information on other easement(s) that impact that portion of the Blue Lot.	The following documents for the Blue Lot will be posted to the website where the RFQ has been posted: 1-Title Policy 2-Plat 3-Deed 4-Tax map 5a-Easement Ordinances 5b-Easement Ordinances 6a-Survey 6b-Surveyor's Report 7-Warranty Deed 8-Restrictive Covenant 9-Geotechnical Report
3	This is a rfq, but the requirements follow an rfp including design, proposals, schedules, costs estimates and financial issues. Normally on an rfq it is limited to qualifications of the	The RFQ requests that respondents provide a concept narrative, conceptual site plan and massing diagrams. No advanced design work is being requested beyond these initial conceptual exhibits.

	QUESTION / COMMENT	STATE RESPONSE
	developer to handle the scope and size----It would be difficult to complete designs, costs and wrap up this response in a few weeks after the questions are responded to--- we formally request that you either limit the response to an rfq, ie developer qualifications or move the response time to next year 2027.	Indicative imagery can be included to provide additional context but is not required. For cost assumptions, Respondents should focus on demonstrating feasibility of concept. The RFQ does not request final pricing.
4	Re the use of the parking 1300 cars, I am not sure how to build this without income or a lease back from the State. The RFQ calls for free parking and compensation for the land there under. Does the State intend some kind of p3 arrangement here, funding,or lease back or financial guarantees?	The cost of parking must be absorbed by the financial performance of the project. Respondents should demonstrate a financially feasible path to delivering the required parking replacement. The impact of state parking on the ground leased land's fair market value will be negotiated with the State.
5	Why would the rfq request audited ffiancial statements, most rfqs and rfps require evidence of finanical capabilities not audited statements? Private companies do not have audited statements? Can you wave this requirement or water it down to proof of capacity to fund the project?	If a Respondent is selected to participate in the BAFO stage, and is not able to submit audited financial statements, the State reserves the right to request adequate assurance of financial ability to perform during the term of the partnership.
6	Is the state open to a joint venture proposal?	Yes, the state is open to joint venture proposals, provided the joint venture designates a lead developer as the responsible respondent (per Section 4.7).
7	If the state will not sub ordinate there position how is it we can finance the 100 million plus project with an unsubordinated land lease without a p3 guarantee---or equity contribution from the state?	The State's retention of fee ownership does not preclude private financing. There are numerous examples of developers successfully using a long-term ground lease interest to secure finance for $100M+ projects.
8	Do you have any feasiblity studies, tenants, finanical guarantees?	No, there are no financial guarantees, State tenancy or a formal feasibility study to share. However, the State has conducted its own analysis, which indicates a feasible project within the parameters of the RFQ. The RFQ provides the market data that informed the State's analysis, indicating demand for the project. Respondents are encouraged to conduct the market research they believe is necessary to respond to this solicitation and during due diligence after a Respondent is selected (please see Section 1.3).
9	Do you have soils reports, a clearance of environmental issues and all entitltments, utilities, will serve letters and or water and sewer capacity.	The State has only ever owned these lots as parking lots and does not have substantial existing conditions information. After selection, Respondent will be given access to the Project Sites to carry out necessary testing and other due diligence. Available

	QUESTION / COMMENT	STATE RESPONSE
		information will be made available to Respondents. Please see response to Question 2.
10	Will the state consider a structured deal, some land income, some exit on sale income?	Yes, the State is open to a variety of structures or income streams under a long-term ground lease agreement.
11	Will the state consider a lease back with a 1 dollar buyout at the end of the lease?	No, the State will not consider a leaseback with a $1 buyout at the end of the lease.
12	Regarding the hotel. what are you thinking? A limited service or a full service hotel? Any occupancy guarantees available?	The State cannot provide occupancy guarantees for the project. The RFQ includes market information for activity generated by the State government, including by employees, legislators and visitors traveling for government activities and related events. A top-of-market full-service offering may miss this market segment, while an upscale select-service hotel concept may be appropriate for capturing this market. Respondents are encouraged to conduct the market research they believe is necessary to respond to this solicitation and during due diligence after a Respondent is selected (please see Section 1.3).
13	Conceptual designs and phasing concepts, budgeting and income projections need more time than a few weeks from response to our questions, Questions due10-22 and submission due 11-23 2pm very tight to have these prepared by professionals.	The RFQ requests that respondents provide a concept narrative, conceptual site plan and massing diagrams. No advanced design work is being requested beyond these initial conceptual exhibits. Indictive imagery can be included to provide additional context but is not required. The time provided to respond is appropriate given the level of detail requested.
14	Mandatory Requirement #11 / Sections 1.2.F and 4.7: Please confirm whether a general contractor may be a member of the Respondent consortium or joint venture alongside a lead developer that meets Mandatory Requirement #11, rather than only a subcontracted team member.	Yes, a general contractor may be a member of the Respondent consortium or joint venture.
15	Mandatory Requirement #11: May the $150 million / 250,000 GSF experience threshold be met by: (a) the combined experience of consortium or joint venture members, or (b) a GC's experience delivering qualifying multi-asset urban projects, including design-build or CM-at-risk work?	The lead developer should meet this threshold on their own.

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	Or must the designated lead developer meet the threshold on its own, in a development role?	
16	Section 3.3: The RFQ prohibits more than one response per Respondent. May a non-lead team member, such as a GC or design firm, appear on more than one Respondent's team? Or will the State require team members to be exclusive?	A non-lead team member, such as a GC or design firm, may appear on more than one Respondent's team, provided that they are not a member of a responding consortium or joint venture as referred to in Q14.
17	Section 5.3, Section B: May a Respondent name its GC as "to be determined," or add or change its GC after submission, without hurting its evaluation? What process will the State use to approve team substitutions?	Yes, teams may proceed without a GC. The State expects that substitutions are similarly qualified as the original submitting team member. The State reserves the right to make this determination in negotiations with the down-selected teams.
18	Will the State publish the list of firms that submitted a Notice of Intent to Respond or attended the Pre-Response Conference, to help with teaming?	Both of these lists will be provided upon request to the Procurement Officer, Tammy.Robbins@tn.gov.
19	Section 3.9: Will audited financial statements be required only from the lead developer, or from every consortium member, including the GC?	Depending on the legal formation of the joint venture, the State may require financial assurance from every consortium member. However, typically the State would only require audited financial statements from the lead developer.
20	Will construction on the ground-leased Project Sites be subject to State procurement or construction requirements? Examples include competitive bidding of the GC or subcontractors, State Building Commission or Office of the State Architect procedures, prevailing wage, and Go-DBE / diversity participation goals. Or may the lessee select and contract with its GC at its own discretion?	No, development teams will not be subject to State procurement or construction requirements.
21	Will the State require payment and performance bonds naming the State as obligee, particularly for the replacement State parking structures? Are there specific insurance requirements for construction?	State statute requires payment and performance bonds for all development on State land.
22	Attachment 6.4 appears to contain surveys only. Will the State provide any of the following before the Response Deadline? –Geotechnical reports –Phase I environmental site assessments –Utility capacity information	Please refer to the response to question 2 above for what documents will be provided.

	QUESTION / COMMENT	STATE RESPONSE
	–Any agreements or required setbacks for the railroad corridor next to Lot 29	
23	Will Respondents be allowed site access for investigations before the Response Deadline?	No, invasive site investigations will not be permitted before the response deadline. However, the State understands that site conditions will impact the ultimate district concept and strategy. The State anticipates negotiating and executing a Pre-Development Agreement with the selected respondent that will enable them to conduct necessary due diligence. The State understands that submitted concepts may change in response to information obtained during due diligence. See response to Q9 for access to perform due diligence.
24	Will the State publish all questions it receives, along with the State's corresponding responses, to all prospective Respondents and/or on the STREAM website? Will the names of the firms who submitted questions/comments be included?	Yes, the questions and responses will be published but the names of the firms asking questions will not be included.
25	Mandatory Requirement #2: The 75-page limit is described as "excluding appendices and tabs" but "including all required forms, letters, cover pages." Do Attachments 6.1, 6.3, and 6.5, key personnel resumes, and proformas count toward the 75 pages?	The 75-page limit does include all required forms, letters, cover pages, and other documents, but excludes appendices and tabs. Please refer to Section 5.3 of the RFQ.
26	Mandatory Requirement #10: Because Phase 1 is pass/fail, what level of detail does the proforma need to pass? Also, the template the State issued as Attachment 6.3 is labeled "Attachment 6.4" on its cover tab. Please confirm it is the correct form.	If a pro forma is included, it will pass the Phase I evaluation of compliance with the Mandatory Requirements and then be evaluated as part of the Phase II evaluation. The pro forma template issued as part of this RFQ is correct.
27	Attachment 6.2, Section B requests identification of the development team, including architectural, civil, structural, MEP/FP, general contractor/construction manager, and operations/management firms. Section 5.3 notes that, to the extent Development Team members are not yet identified, Respondents should specify where additional team members may be added in the future. Please clarify whether Respondents are required to identify firms for each of the disciplines listed in Attachment 6.2 at the RFQ stage, or whether Respondents may identify the core team and indicate disciplines/team members that will be selected at a later stage.	Please identify the core team and indicate disciplines or team members that will be selected at a later stage and provide a description for how they will be selected.

	QUESTION / COMMENT	STATE RESPONSE
28	Does the State anticipate determining whether the James K. Polk Building site will be incorporated into the Project prior to Respondent selection, or would that determination occur following selection as part of the Master Development Agreement negotiations?	The inclusion of the James K. Polk Building site will not be determined before the selection of a Respondent. The inclusion of the site in the Project remains at the State's discretion throughout negotiations and following execution of a Master Development Agreement (see Sections 1.5 and 1.6 of the RFQ).
29	Would The Boring Company station's parking or pick-up/drop-off demand count against, or compete with, the 1,315 State spaces or the 200-space minimum on Lot 16?	Any parking requirements of the Boring Company would be provided in addition to the 1,315 spaces needed for State employee parking. The 200-space minimum on Lot 16 is part of the 1,315 total spaces required for State employees. Any parking requirements of the Boring Company would be provided in addition to the specified parking minimum on Lot 16.
30	If a station goes on the Project Sites, will the State reduce the FMV obligation, adjust ground lease rent, or exclude that area from the land basis?	No, the fair market value obligation will be applied to all ground-leased land, regardless of whether a station goes on the Project Sites.
31	Section B asks for "units for sale (if applicable)." How will for-sale or condo product work under a ground lease?	While it is referenced in the document, the State is not requesting or recommending for-sale housing product. The State is open to negotiating the inclusion of for-sale housing product, but it remains at the State's discretion; other ground-leased developments on state land have treated the condominium portion of the project as a sublease.
32	Can construction-period parking (1,000 spaces) and permanent parking be satisfied with leased spaces in existing third-party garages within 0.2 miles of the Tennessee Tower? If so, what minimum lease term or control is required?	Yes, leased spaces in existing third-party garages within 0.2 miles of the Tennessee Tower would be acceptable for construction period parking if the State's access to and use of those spaces conforms with the requirements listed in the RFQ. However, for permanent parking, the State must have access during the entire ground lease term, per the RFQ requirements (see Section 1.7 of the RFQ).
33	Can units be marketed with a preference for State employees consistent with fair housing law? Will the State assist with income verification or marketing to employees?	Yes, units can be marketed with a preference for State employees consistent with fair housing law. The State will not assist with income verification, however, the vast majority of State salaries are publicly available and searchable online.
34	The RFQ lists the State is open to multiple structures to receive fair market value for the land. Are ground leases the preferred method?	A ground lease is required. Within the ground lease, various structures for receiving fair market value are acceptable.

3. Delete RFQ section 1.5.A (Project Sites)., in its entirety and insert the following in its place (any sentence or paragraph containing revised or new text is highlighted)**:**

1.5. Project Sites and Context

A. Project Sites

Additional information about the Project Sites is listed below. Please note that the State may elect to offer the James K. Polk Building site to the successful Respondent for future development under this procurement. Respondents should be aware of this potential opportunity, but submissions should focus on the Project Sites. A timeline has not been identified for when the Polk site will become available.

Status	Lot	Parcel ID	Acreage	Existing Surface Parking Spaces (1,315 total)
Current Solicitation	Lot 16	09301004504; 09301004500; 09301004505; 09301004501; 09301004502	4.27 (0.8 acres are currently being utilized by The Boring Company as a staging ground for the Music City Loop. The construction is expected to be complete by March 2027)	543
	Lot 28	09301007400	3.27	429
	Lot 29	09305007500; 09305018900	1.15	186
	Gold Lot	09305014700	0.95	84
	Blue Lot	09305014100	0.73	73
Future Consideration	James K. Polk Building	09302300700	1.85	0

The Project Sites are located adjacent to the Capitol Campus and benefit from proximity and accessibility to numerous Downtown destinations including Capitol View, the Bicentennial Capitol Mall State Park, Nashville Farmer's Market, Tennessee State Museum, the Tennessee Library and Archives, First Horizon Park, Nashville Hall of Fame, Printer's Alley, Lower Broadway, The Arcade, Assembly Food Hall, Nissan Stadium and the future East Bank development. Strengthening pedestrian connectivity and creating seamless connections between the Project Sites and these destinations is a strategic objective of the development and presents a unique opportunity to further integrate the Capitol Campus into the broader Downtown Nashville experience.

Additionally, the Music City Loop, a privately-owned express transportation system that will connect passengers to the Nashville airport within approximately 10 minutes, is being developed by The Boring Company nearby. The State has allowed The Boring Company to use approximately 0.8 acres on Lot 16 for staging purposes, and that work is expected to be complete by March 2027. The location for a Music City Loop station has not been identified. If a location outside the Project Sites has not been identified prior to the issuance of a Notice of Intent to Negotiate, a selected Respondent shall work with the State on a possible station location within the Project Sites.

4. **RFQ Amendment Effective Date.** The revisions set forth herein shall be effective upon release. All other terms and conditions of this RFQ not expressly amended herein shall remain in full force and effect.