



**Resolution approving the sale and transfer of City owned parcels located at 203 South Main Street in Memphis, Shelby County, Tennessee 38103, also known as The Orpheum Theatre**

**Whereas** the City of Memphis owns two (2) parcels, including the building and land, located at 203 South Main Street in Memphis, Shelby County, Tennessee 38103, further described as Parcel ID#s 002100 00007 and 002100 00004C also known as “The Orpheum Theatre”;

**Whereas** the Orpheum Theatre Group (OTG), a 501(c)3 non-profit organization located at 203 South Main Street (the “OTG”), has operated the historic Orpheum Theatre facility since 1976, and since it began operations of the Orpheum Theatre in 1976, the OTG has invested over \$21,700,000 of improvements and renovations into the building and ongoing annual maintenance of at least \$385,000, which for the last ten (10) years was approximately \$3,850,000 and has constructed the Halloran Centre on the adjacent parcel at a cost of approximately \$15,618,410, where the group has opened the Halloran Center for Performing Arts and Education; and

**Whereas** OTG (then known as the Memphis Development Foundation) sold the building located at 203 South Main Street to the City of Memphis in 1982 for one dollar (\$1.00) in order to qualify for a grant offered by the State of Tennessee to municipalities to renovate historic buildings; and

**Whereas** OTG has since operated and maintained the building under rolling five-year leases with the City of Memphis, with the current term expiring in 2022; and

**Whereas** by re-acquiring ownership of the building and land, OTG will be more likely to attract funding for future renovations to the building, as the last renovation was more than 24 years ago, and will remove all questions of liability for the City; and

**Whereas** the City of Memphis has the authority to sell City-owned property at reduced or no cost to non-profits when deemed appropriate per Memphis Code of Ordinance Section 2-16-1(G) (Ord. No. 5658).

**Now, therefore, be it Resolved** that the City Administration may, upon approval of this Resolution, enter into an agreement with OTG that provide for the transfer of the title to the building and land, further described as Parcel ID#s 002100 00007 and 002100 00004C, for one dollar (\$1.00), and that such transfer of title may be conditioned on, but not limited to, the following: 1) if the property should ever cease to be used primarily for the use and operation of a theatre, full ownership interest of the parcels known as the Orpheum Theatre will revert back to the City of Memphis with no recourse by OTG; and 2) in the event of bankruptcy, voluntarily or involuntarily, or in the event of a partial or general assignment for the benefit of a creditor or creditors being made, ownership shall revert back to the City of Memphis;

**Be it further Resolved**, that subject to the Ordinance, the City of Memphis Real Estate Department is authorized to prepare and arrange for the execution of the deed, and any other documents incidental to the completion of the transfer, and the Mayor of the City of Memphis is hereby authorized to execute said deed or any other documents necessary to complete the sale and conveyance.

Sponsor: Frank Colvett, Chairman