**'COVID-19 made this a pressing need': Lawyers see a surge in requests for wills and other estate planning matters**

Pat and Catherine Hughes saw the urgent need in early March to update their wills and their last intentions.

The Henrico County couple hadn't revised their documents in more than 25 years - a couple of years after their two sons were born. Their wills were simple back then, mostly dictating who would take care of their sons should they die and making sure the boys were taken care of financially.

The Hugheses figured they eventually would get around to revising their end-of-life wishes. There was no rush.

But the sense of urgency shifted dramatically for them - and others - last month as the coronavirus began spreading into a worldwide pandemic. Thousands were infected, and deaths were increasing in the United States.

"We had thought about it and talked about it. But time just kept going," Catherine Hughes said about wanting to update their wills in recent years. "We got home on March 5 from a trip to Argentina and looked at each other and said, 'We need to move this along now.' This was a no-kidding kind of thing."

COVID-19 made them "go running and screaming to [our lawyer] to get powers of attorney set up immediately and wills updated so in case we die things were in place," Pat Hughes said. "COVID-19 made this a pressing need."

Trust and estate lawyers across Virginia say they have seen a rush in the past month or so from people wanting to create or update their end-of-life legal documents, from wills and trusts to health care power of attorney and medical directives.

"There's a little more sense of urgency these days," said Helen Lewis Kemp, a partner at Henrico-based Virginia Estate & Trust Law PLC who said she has seen a big uptick in requests from new and existing clients since early March.

"Everyone is feeling their mortality a little bit more because of the uncertainty that's taking place," Kemp said. "People who have put it off are now circling back. They are coming out of the woodwork and finding the importance of it now."

Creating or updating a will and other estate planning documents went from being at the bottom of the to-do list to near or at the top, she said.

The surge isn't just coming from older clients, who she said naturally would want to tend to their estate planning matters. "But a greater number of clients are age 35 and above who seem to have wanted to take care of their plans but have put it off," she said.

A large number of those realizing the importance of estate planning are physicians, nurses and other health care workers, Kemp said. "They definitely feel at risk. They want to be of service to their patients and jump in and help when they can, but they also want to get their affairs in order."

Mike and Crystal Rose are starting to do just that, largely because of COVID-19 but also after some gentle nudging from his parents.

He's a 38-year-old mortgage underwriter, and she's a 36-year-old nurse at VCU Health's orthopedic surgery department. They have a 1-year-old daughter.

Mike Rose said there is more of an impetus now to get their end-of-life legal documents in order with his wife working at a hospital and them having a toddler.

"It is something we should have done a long time ago," Crystal Rose said. "There is always a concern something could happen at any point. By working in the hospital and seeing things that happen at a moment's blink of an eye, you have to have your family know what your wishes are."

Thomas D. Yates, a lawyer with Yates Campbell & Hoeg, a boutique trusts and estates law firm in Fairfax, said there is a greater sense of urgency to finalize documents as the number of people infected with coronavirus surges and the number of deaths increase.

The U.S. death toll from COVID-19 surpassed 50,000 on Friday, including slightly more than 400 in Virginia.

"People are nervous about their health," said Yates, who heads up the wills, trusts and estates section of the Virginia Bar Association, the largest voluntary statewide bar organization.

The immediate attention to the issue has accelerated because of the virus, he said. "People are saying this is something that needs to be wrapped up immediately. People who have been dragging their feet now want to quickly complete the process as humanly possible."

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Completing wills and other legal documents is a tad more challenging these days, lawyers say.

With demand increasing, attorneys are busier and working longer hours. That could mean it could take longer to meet with a lawyer to even begin the process.

Rather than meeting clients face-to-face in an office, attorneys now are discussing end-of-life affairs over the telephone or meeting virtually often using online video conferencing platforms such as Zoom or FaceTime.

Law offices have been creative in finding ways to get documents signed. Wills and health care power of attorney documents just can't be sent in the mail. Two witnesses - one typically might be a lawyer - must be present during a signing, plus a notary public.

"Lawyers have to make sure that this is what the person really wants," Yates said.

Some offices, including Virginia Estate & Trust Law, make appointment times so clients can sign documents from their vehicles or by using a table set up in the parking lot or in front of the building.

Face masks and gloves are worn. Social distancing norms are in place. Documents are sanitized.

"It's drive-by will signing," Yates said. "We are doing things we've never done previously. Everyone is being forced to change the way they do things."

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Are wills, medical directives and other end-of-life documents needed?

Legal professionals say definitely yes to make sure your wishes are honored for how your money is distributed or whether you want to be placed on a ventilator.

Wills spell out in detail who gets your property and other assets. Sometimes for young adults with minor children, wills might dictate who would serve as a guardian or how the children's finances would be handled.

If someone dies without a will, generally that person's property will go to the closest relative, starting with a spouse and then children. If single, the property and other assets could go to siblings or other relatives.

Advance medical directives or a health care power of attorney allow you to appoint someone to follow your decision on medical issues.

"If you are on a ventilator and can't speak for yourself, you need to appoint someone in advance to make the decision for you," said John Midgett, a partner in the Virginia Beach firm of Midgett Preti Olansen.

Expect to pay anywhere from $700 to $2,000 for a simple will, a power of attorney or a medical directive, he said. The cost will depend upon the complexity of the document.

Lawyers across the country, he said, are getting calls from potential clients who worry about not being able to pay to have the documents created because they have been laid off or furloughed from their jobs.

"If you are saving your dollars, what is the most logical [document] to spend it on? I'd say the power of attorney or advanced medical directive. Those are the absolutely critical documents to have if you get ill," said Midgett, who is the national secretary of the National Association of Estate Planners & Councils, a national network of affiliated estate planning councils and credentialed professionals in the estate planning industry.

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Holographic wills - wills in the handwriting of the deceased who also must sign and date it for it to be legally valid - can be used in Virginia, Yates said.

"It's anything in your name that does not have a beneficiary designation," Yates said. "Holographic wills are simple dispositions."

Holographic wills are considered an option in the current pandemic crisis environment, such as if a person was dying and couldn't get to a lawyer, he said.

But lawyers would say to be careful using that method, Yates said. "You may try to do something that may not work the way you think it would. There is a risk of a lack of precision." Another problem with providing handwritten documents for medical decisions, Midgett said, is that the hospital might question it.

"We don't want to be penny wise and pound foolish," he said. "If you had to have something today and you can't wait or can't afford to see a lawyer, a holographic will is your best bet."

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Beneficiary designations are another area that often get confusing for those creating or updating wills.

A person lists a beneficiary on a life insurance policy, retirement account or a 401(k) form thinking that will be included as part of a will.

But not so.

"They often have named individuals as beneficiaries on a life insurance policy or a 401(k), and those people will remain as their beneficiaries even if their wills don't say that," Kemp said. "It is really important for people to check and discuss with a lawyer their beneficiary designations."

People starting a new job after college will name parents or a sibling as a beneficiary and forget about it. Then that person gets married and has three children.

It is critically important for owners of life insurance, IRA and 401(k) accounts to update their primary and secondary beneficiaries over the years as circumstances change because those designations are not governed by a will, Kemp said. "All of those assets pass outside of the will," Kemp said, noting that beneficiary designations supersede a will.

A lot of what lawyers do, she said, is to review the beneficiary benefits to make sure those designations jibe with the wishes and intent of a will. "That way everything is coordinated and goes the way the person intended."

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Putting off updating a will or creating a new one often happens because people don't want to talk about their own mortality, lawyers and estate planners say.

But families need to have the conversation, they say, because wishes change and financial situations differ over time.

John and Karen Rose first completed a will decades ago, and it has been updated periodically over the years. But the Henrico couple have thought for the past several years about the need for updating it again.

He retired in 2015. Two of their sons got married in the last several years. And three grandchildren have been born - one is the daughter of Mike and Crystal Rose.

"It's been on our list to update. The coronavirus has given us the availability of time," the 70-year-old John Rose said. "The hardest tool in the tool box is a round-to-it. We finally got around to it."

In reviewing their previous end-of-life legal documents recently, Rose and his 68-year-old wife discovered several people mentioned in their previous wills are now deceased.

Changes were made to their wills. They signed the documents in front of Kemp's offices in Henrico on Wednesday.

Life situations also have changed for the Hugheses since they first completed a will in the years after their sons were born. Their sons now are 34 and 29.

Pat Hughes, 56, is a supply chain consultant. His wife, Catherine, 55, teaches special education for Henrico public schools.

"When we wrote our wills years ago, our goal was that the children had guardians if something happened to us. We wanted to make sure they were taken care of," Catherine Hughes said.

Times have changed, she said.

"Our responsibility has changed from guardianship of our children to now to a more of a longer-term multi-generational plan," she said. "We also had to shift to allow our children to make the decision for us if we had to be on a ventilator."

The couple had Kemp quickly draw up documents for financial and medical power of attorney. They signed those weeks ago - COVID-19 made it a crucial issue to get those taken care of immediately, they said.

"With that in place, that gave us some peace and calm to work on bigger and longer-term documents that we need that are a lot more difficult," Pat Hughes said.

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What is a will?: A will is a signed writing in which a person directs what is to be done with his or her property after death. Each state has its own very specific laws as to what is necessary for a will to be valid in that state.

Who may make a will?: Any mentally competent person who is at least 18 years old may make a will. However, later proof of any fraud, duress, or undue influence by another person on the person may cause the will to be invalid.

Who should have a will and why?: Every mentally competent adult should have a will. Here are a few of the reasons: Wills can direct how you want your property divided at your death; can name the person you want to handle your estate (called an executor); can reduce the expenses of administering your estate; can name a guardian for your minor children; and may provide for a trust for the support and education of your children without the necessity of costly court proceedings and choose the person you want to handle the trust.

Must a will be witnessed?: In Virginia, the signing of a will must generally be witnessed by two competent persons, who also must sign the will in front of the person. (An exception to the witness requirement is a holographic will in which the person writes out the entire will in his or her own handwriting and signs and dates it.)

How long is a will valid?: Your will is valid until you revoke it, generally either by physical destruction (tearing or burning it up, for example) or by signing a superseding will or written revocation. However, if you get married or have a child after signing a will, the law may provide for certain distributions to your spouse or the child from your estate regardless of the provisions of your will, and if you get divorced after signing a will, the law may consider the will partially revoked with respect to your ex-spouse.

May a will be changed?: Your will does not take effect until you die. Therefore, it can be changed at any time during your life as long as you are mentally competent.

What happens if you don't have a will?: If you don't have a will, a state statute directs who will receive your property, regardless of your wishes. In Virginia, if you are married, your estate generally passes entirely to your surviving spouse. However, if you have surviving children or their descendants who are not the children or their descendants of your surviving spouse, your children and the descendants of any deceased child divide two-thirds of your estate, and your spouse takes the other one-third.

Is a living trust a substitute for a will?: A funded revocable living trust can be a valuable and important part of the estate plan for many people, but it does not eliminate the need for a will. If you have a living trust, you will still need a will to dispose of those assets that have not or cannot be placed in the trust.

Who should draft your will?: A person who drafts a will must be familiar with the law in order to avoid any pitfalls and to comply with the formalities necessary to assure the will's validity. Only a practicing lawyer is professionally qualified to give you advice regarding your will, to prepare your will, and to supervise its signing. Additionally, your lawyer should advise you on titling property and making the appropriate beneficiary designations.

Source: Trusts and Estates Section of the Virginia State Bar

**'We just didn't have the reserves to weather' the pandemic: Richmond-based Need Supply shuts down after becoming a global retailer**

Christopher Bossola vividly remembers digging through bins of used clothing at Goodwill stores in early 1996 looking for Levi jeans to sell at a new retail concept.

He and a business partner had opened the Blues Recycled Clothing shop on West Cary Street near Virginia Commonwealth University's campus to sell used vintage Levi jeans. It was a trend taking hold elsewhere in the world, and the young entrepreneurs wanted to capitalize on it in Richmond.

Fast-forward to last fall and Bossola wandered around Paris Fashion Week, attending runway shows and talking to international designers to supply his Richmond-based Need Supply Co. store and online operation as well as the Seattle-based Totokaelo retail company his company also owns.

Bossola had transformed his business of selling used jeans into a global luxury fashion retailer, generating more than $50 million in annual sales last year. He no longer sold vintage jeans, but sold high-end designer apparel to customers from across the globe, including those in China, South Korea, Singapore, Canada, England and France as well as from the U.S.

But his NSTO Corp. - the Richmond-based holding company formed in 2019 for Need Supply Co. and Totokaelo retail and online operations - is in the final stages of shutting down its business.

The stores in Carytown, Seattle and New York had closed when the coronavirus pandemic began in March - although the Need Supply store in Carytown reopened for one day in late May, was broken into and vandalized that same night, and never reopened. The company was slated to open a Need Supply store in Brooklyn, N.Y., this year - its first outside of Richmond - but that never happened.

The websites for Need Supply and Totokaelo were shut down on Sept. 16 after more than three months of holding sales as the company sold the remaining trendy men's and women's apparel merchandise and accessories. Employees at the company's 60,000-square-foot online fulfillment center in eastern Henrico County will spend the next week or so shipping out those final orders to customers.

Bossola, 49, the company's CEO who now owns a minority interest in the company, and the couple of remaining employees are in the process of clearing out the corporate headquarters in the HandCraft cleaners building on West Moore Street in Scott's Addition.

At that point, NSTO, Need Supply and Totokaelo will exist only on paper - and memories.

"I am the CEO and I am responsible ultimately for the decision to shut down the business and also for the impact that it has had on all of our teams," Bossola said. "I feel badly that they all have been impacted by this."

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After 24½ years, Bossola and the various iterations of his businesses have survived recessions and changes in fashion trends, but couldn't persevere the pandemic.

The company just didn't have the working capital to stay in business and to continue enduring more financial losses, Bossola said.

"We were overextended. And when COVID hit, we just didn't have the reserves to get us through six months to a year of just severely diminished sales," Bossola said.

"We had ambitious growth plans and to support those plans, we built out fairly significant infrastructure to support those brands," he said, noting that the company operated offices in New York City for its creative, merchandising, planning and product development teams while information technology, finance, human resources, customer services and web development departments were based in Richmond.

"It all made sense for the level of sales that we had and that we were expecting," he said. "But we just weren't planning on a hit like we got with COVID."

Sales fell about 50% in March, April and May compared with the same period a year ago, he said.

Meanwhile, the company hadn't posted a profit in the past three or four years as it chased sales.

"We had good years, but overall we were not very profitable because we always focused on growth over profitability," he said.

To help fuel its growth in 2017 and 2018, Need Supply raised nearly $7 million in investment capital, according to filings with the U.S. Securities and Exchange Commission. That's on top of the capital raise of $3.3 million conducted in August 2015, regulatory filings show.

His company also got much bigger and took on more operational issues.

Need Supply merged last year with Seattle-based Totokaelo, creating NSTO Corp. as a holding company. The merger combined Need Supply's flagship store in Carytown with Totokaelo (pronounced toe-toe-kai-oh) stores in Seattle and New York's Soho district.

"We intend to be the largest and most influential fashion platform in the U.S.," Bossola said in a statement in April 2019 when the merger was announced.

The merger gave Totokaelo's operations access to Need Supply's robust e-commerce business.

Since 2016, Need Supply had provided operational support to Totokaelo. That happened because Totokaelo, which was founded in 2008, was acquired by Herschel Capital Corp., the Canadian-based company selling hipster retro backpacks and accessories.

Herschel Capital, now called Cormack Capital Corp., also held a large ownership stake in Need Supply. It is now the majority shareholder in NSTO.

Officials with Cormack Capital could not be reached for comment.

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Bossola has pivoted his business many times over the years.

For instance, Blues Recycled Clothing changed its name and focus three years after it was founded.

Need Supply initially sold trendy men's and women's clothing from high-end design houses that appealed to the store's target customers - the 25- to 35-year-olds who are mostly urban dwellers wanting a fashion adventure.

The company had cultivated an international customer base attracted to its curated mix of expensive designer fashions alongside more affordable brands. It sold merchandise from Nike and Stussy to luxury European brands including Balenciaga and Jil Sander.

The company made another transformation three years ago by adding a selection of home goods and accessories such as glassware, travel books, candles, textiles, pottery, beauty products and more under a new collection called Life.

Its flagship store at 3100 W. Cary St. in Carytown - this was the company's fourth location since its founding in 1996 - underwent a major renovation in 2016 to have a more sleeker look and expanded retail floor space.

Need Supply had even gone international by having two stores in Japan operated through a licensing agreement with a Japanese partner. Those stores opened in 2015 but closed about two years ago, Bossola said, when the Japanese partner's parent company had some financial struggles.

The company was looking to expand by opening more bricks-and-mortar stores, which Bossola said had performed well in the last couple of years.

Sales from NSTO's three retail stores account for about 25% of its total sales, with the rest coming from online purchases. Totokaelo's retail sales skewed higher - about 40% - because its two stores were bigger.

It was slated to open its first Need Supply store outside of Richmond - in the hip Brooklyn neighborhood of Williamsburg known for its trendy boutiques, cafes and restaurants. (Need Supply experimented with a second location in 1999 by opening a shop in Athens, Ga., but closed it two years later. It also operated a temporary store in Charlottesville during last year's holiday season.)

Need Supply had a signed lease for the store in Brooklyn and had targeted a spring opening, which got pushed back because of COVID-19 and then got scrubbed completely.

There was even talk with a developer to build a Need Supply Hotel along the Hudson River in 2022.

"That was something I was really excited about," Bossola said.

For the Totokaelo brand, the company was looking at opening showroom concept stores - "something less permanent" - in major cities such as Chicago.

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Another major pivot was planned for this year.

The change this time was twofold - to focus on profitability rather than sales growth and to expand the company's private label apparel offerings, which in turn also would help profitability.

"We decided to step away from chasing growth, even if that meant reducing our top line temporarily by not spending as much money on customer acquisition and digital marketing and that sort of thing," Bossola said.

Online customer acquisition costs were unsustainable, he said.

"It was very expensive and you are competing among people in the space who have a ton of capital to spend toward growth because they don't have to be profitable," he said. "There are fewer and fewer of those, but that was the case."

The second big piece of the strategy shift was to intensify its quest for private label apparel brands, with a plan to move from about 10% to 50% within a year or two.

"We would be a retailer that half of the product would be our own brand and half would be fewer brands that we carried previously but the best of those," Bossola said.

The company had been gradually expanding its own line of men's and women's clothing called NEED.

"We really saw that as the model going forward to really differentiate us, it would increase our margins and help us acquire customers organically," he said.

That was the plan coming into 2020 and the design team was about to ramp it up when the pandemic hit.

The company reduced overhead and had an initial round of layoffs and other ways to cut costs.

"We tried to accelerate the shift in the strategy to more private brands and organic customer acquisition growth. But COVID lasted much longer than we expected, and we just didn't have the [cash] reserves to weather it."

Bossola said he and the board looked at ways where the company might be able to survive post-pandemic.

"We worked and worked on that for a couple of months - in April and May - and there just wasn't a model that we could put together that worked," Bossola said.

The fashion market is expected to shrink by up to 39% globally in 2020, according to the Business of Fashion trade publication and McKinsey's State of Fashion Coronavirus Update.

The retail and restaurant industries have been hard hit during the pandemic. More than two dozen national retailers have filed for Chapter 11 since the pandemic began, compared with a total of 23 retailers that filed for Chapter 11 last year.

Among the retailers that have filed this year are Lord & Taylor; J.Crew; J.C. Penney; Neiman Marcus; Men's Wearhouse; Jos. A. Bank; Stage Stores; Stein Mart Inc.; and Ascena Retail Group, which owns Lane Bryant and Ann Taylor. Some chains, notably Stein Mart and Stage Stores, which owns the Peebles and Gordmans department store chains, decided just to shut down all of their stores rather than try to reorganize.

Locally, Saxon Shoes filed for Chapter 11 reorganization last month, blaming the economic impact from the pandemic as the reason for the filing.

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Sometime in May, the NSTO board along with Bossola made the decision to shut down the entire business.

It did not file for bankruptcy protection or liquidation.

Instead, the company decided to wind up or dissolve the business.

"The official and correct English word is wind up and not wind down. And I'm an optimist so I told my team we had to use the term wind up," Bossola said.

Part of the process was reopening the flagship store in Carytown, which it did on Saturday, May 30. But the store and two other merchants in Carytown were broken into late that night or early the next morning as other parts of Richmond saw the first night of major protests over the killing of George Floyd in Minneapolis while in police custody.

The store never reopened.

"We were probably unsure at the time as to how long we would keep that store open because it was our first store and our flagship store," Bossola said. "We were planning on keeping that store open to help liquidate the inventory. But we decided that the team had been through so much to get it ready to reopen with COVID [so that after the store was vandalized] and the windows were broken out that we decided not to open it back up to the public."

The Totokaelo stores in Seattle and New York City had shut down in March. The company was about to reopen the Seattle store in May, but demonstrators took over what was called the Capitol Hill Organized Protest, or CHOP, zone where the shop was located. "We closed the store permanently and pulled everything out of there."

NSTO decided not to pursue bankruptcy after conversations with lawyers about what is the best and most efficient approach of winding up the business.

"Chapter 11 is an opportunity to restructure and come out the other side, and we didn't think that was an option for us," Bossola said. "Chapter 7 is handing the keys over to a trustee and walking away we didn't think was the right thing to do."

The company is handling the process internally, working with landlords to get out of leases and paying its vendors.

"We are doing the best we can," he said. "After 24 years, I owe it to the brand to focus on winding up this business properly. We are trying to take more of a nostalgic approach to [the online sales] and not put up big bright yellow going-out-of-business signs."

At the end when the website was shut down last week, Bossola said the company had very little merchandise left. "I am actually shocked at how much we were able to sell online."

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Need Supply cultivated a local and international customer base.

Harry R. Thalhimer, the president of Thalhimer Headwear Co. and a former vice president at the venerable 150-year-old Thalhimer Bros. Inc. department store chain that closed in 1992, knew about Blues Recycled Clothing and Need Supply. He and his wife, Marcia, occasionally shopped there.

But about a decade ago while attending a major fashion trade show in Las Vegas, Need Supply became more than just a blip on his radar - more than just being a local Carytown shop.

"While I was walking through the trade show, several people [from well-known fashion houses] stopped and asked me if I knew Need Supply. They told me how they [Need Supply] are incredible merchants and that they are really savvy in what they are selling," Thalhimer said. "I was really impressed. And it wasn't just one person, it was a consistent message. When I walked through the trade show, they wanted Need Supply to carry their stuff. That is a great sense of accomplishment."

He returned to Richmond and reached out to Bossola. "I was impressed with him. He was a determined guy."

Thalhimer, who became a mentor to Bossola, said: "He created a lifestyle brand of clothing and giftware and published a fashion quarterly."

Shutting down the business was a difficult yet necessary step, Thalhimer said.

"It is very sad that they are gone," he said.

Halle Miller agrees. Her parents shopped at Need Supply, and she started shopping there when she could fit into the clothes.

Miller was an intern at the company during her senior year at Maggie L. Walker Governor's School in Richmond. She graduated from high school in 2017 and got a degree from the Fashion Institute of Technology in May.

She said Need Supply was a trend-setter. "Even when I moved to New York, I would come back to shop at Need Supply when I visited my family. I would shop there more than places in New York City."

Daniel Opstelten, a 2018 graduate of Maggie L. Walker Governor's School who is a student at the University of Richmond, had shopped at Need Supply for the past several years.

"I thought it was a pretty amazing place. It was very unique to Richmond."

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Founded: February 1996 as Blues Recycled Clothing (it changed its name in 1999 to Need Supply Co.)

Founders: Christopher Bossola and Jason Solomon

Holding company: NSTO Corp. is the holding company created in 2019 with the merger of Need Supply Co. and Seattle-based Totokaelo

Ownership: Privately held. Bossola has a minority stake; Canadian-based Cormack Capital Corp. is majority shareholder. (Previous owners included Solomon and Gabriel Ricioppo, the former creative officer)

Local operations: Flagship store at 3100 W. Cary St.; corporate headquarters on West Moore Street in Scott's Addition; 60,000-square-foot online fulfillment center in eastern Henrico County.

Sales: More than $50 million in 2019

**The iconic Model Tobacco plant in South Richmond undergoing a $59 million redevelopment into apartments**

An iconic former tobacco plant in South Richmond is in the midst of returning to its stylish past.

The art deco-style Model Tobacco building, which closed more than three decades ago, is being turned into 203 upscale apartments.

The six-story building on Jefferson Davis Highway is undergoing a renovation that will cost about $59 million. Work started a couple of weeks ago after the developer got financing for the project.

The first occupants should be able to move in during the spring of 2022.

Most of the one-, two- and three-bedroom apartments will be rented at market rates, but a third of those units will be rented at below-market rates for workforce housing tenants.

The top floor of the building will have 31 loft apartments with two or three bedrooms. Tenants will enter the apartment on one level - for the kitchen, dining room and a bedroom and a bathroom - and then take steps to a mezzanine level for the other bedrooms and bathrooms.

The complex will feature a variety of amenities for tenants.

Plans call for a rooftop community room and deck that will have commanding views of the city's skyline.

A former power plant behind the main building on the 14.79-acre property will become a recreation center for tenants. It will include a half-court indoor basketball court, gym space, a 30-foot climbing wall, a large community room with a cooking kitchen, a yoga studio and a gaming center. Off the gym will be a deck and an outdoor swimming pool.

A 36,000-square-foot event center or additional apartments are planned for a second phase.

But the project's main attraction is the Model Tobacco building, which was built in the late 1930s for the U.S. Tobacco Co. and designed by the Chicago firm of Schmidt, Garden and Erikson. U.S. Tobacco operated the plant until 1986, then sold it to West Park Tobacco Inc., which closed it in 1988.

While it was built as a tobacco manufacturing plant, the Model Tobacco building was considered one of the better examples of mid-century industrial design of a multistoried building, according to a guidebook on Virginia architecture.

"Model Tobacco, in terms of the way it was built and the way it was constructed, it was built to look different from other manufacturing warehouses," said Christopher Harrison, managing member of C.A. Harrison Companies LLC, the Bethesda, Md.-based commercial and residential development firm behind the redevelopment of the Model Tobacco project.

"For us to be able to bring back that former architecture and the former glory of the building and bring it back to life and to repurpose it, I think it will be tremendous for the South Side and for all of Richmond," Harrison said.

"It is uniquely designed and constructed, and you just won't be able to find anything like it in Richmond," he said. "It is a very, very solid building."

Besides, those driving along Jefferson Davis Highway can't miss the 9-foot-tall Model Tobacco letters that dominate the north and south sides of the building.

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It took Harrison, 48, a former University of Virginia football player and former NFL offensive guard and tackle, more than three years to turn his idea to transform Model Tobacco into reality.

Model Tobacco Development Group LLC, an entity tied to Harrison's company, bought the property at 1100 Jefferson Davis Highway in June for $8.575 million. A local businessman and his wife owned the property for 31 years, and the building was used as a storage warehouse.

In late October, Harrison closed on nearly $20 million in federal and state historic tax credits and another $34.7 million in financing for the project from Virginia Housing, the self-supporting, not-for-profit state housing finance agency.

Harrison first heard about the building in the summer of 2017 from his commercial real estate broker, who mentioned that the property was back on the market for sale.

"Chris looked at it and he quickly put an offer on it," said Tom Rosman, a principal and director of commercial real estate for One South Realty who helped broker the sale.

But this wasn't the first time the property had a potential buyer, Rosman said. It was under contract in 2008 with plans from another developer for about 600 apartments on the property. But the financial crisis delayed those plans, and the project fell through.

Other offers were made since then, but financing was a problem, Rosman said.

"I've been working on this for years," he said. "After you have worked on something for so long, you want to make this thing happen. It is a great building. You fall in love with it. It is really unique."

At one time, Harrison said the property was listed for $11 million. "That just wasn't feasible."

But Harrison wanted to make it happen. So he established benchmarks with the building's owners where he would post funds as time went along.

"He had the tenacity to make this thing happen," Rosman said. "If he didn't make a deadline, he was coming up with some solution."

Timing was everything for redeveloping the Model Tobacco building, Harrison said.

"This transaction probably couldn't have happened five or six years ago. We hit it at the right time I think," Harrison said.

For instance, there was increasing interest for multifamily projects along that portion of Jefferson Davis Highway, particularly after the successful first phase opening of local developer Tom Wilkinson's Port City project that transformed the former American Tobacco Co. complex just south of the Model Tobacco building into upscale apartments for workforce housing.

The first tenants moved into the Port City complex in early 2019. Plans call for turning the former 300,000-square-foot tobacco manufacturing plant's four interconnected brick buildings and 11 former tobacco storage sheds into nearly 300 apartments plus artist studios.

"Manchester has slowly but surely been transforming, and there has been a push for apartments further and further down Jefferson Davis Highway," Harrison said.

Also helping the Model Tobacco project was the right financing and being able to take advantage of more favorable interest rates, which are now at historic lows.

But even getting the financing had its delays.

An investor for the historic tax credits backed out of the deal in December, a week from closing, said Andrew Little, a partner and investment banker with John B. Levy & Co., a real estate investment banking firm based in Henrico County that helped pull the financing deal together for the Model Tobacco project.

That pushed the closing to March, but the pandemic delayed it again, he said.

But the delays ended up being favorable to Harrison as he got a better interest rate in the end, Little said. "Chris has displayed unbelievable tenacity to stick with this thing and get it done. I'm impressed with his patience and fortitude in pushing this through."

Virginia Housing handled the $34.7 million in financing for the development.

Dale Wittie, the agency's director of rental housing lending programs, said he has worked on trying to secure financing for a redevelopment of Model Tobacco with two other developers in the past 10-plus years.

"I am thrilled this deal finally got done," Wittie said.

The agency, he said, was interested in providing financing because a big part of its mission is to help with revitalization of areas that need a jump-start.

"We lend in areas like around Model Tobacco that are riskier than others because we know it will help in the revitalization and there is a strong economic development portion as well," he said.

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Harrison persisted through the years to get the deal done.

"We stayed with it," he said. "We had a lot of bumps in the road and a lot of times I wondered when I was putting so much time into it if it will ever come to fruition. But we got it done."

Little said he believes Harrison learned about perseverance while playing college and professional football.

Harrison got his undergraduate degree from UVA in 1994 and a master's in education in 1996. After that, he went on to be an NFL offensive guard and tackle playing for the Detroit Lions, Minnesota Vikings, Baltimore Ravens and Denver Broncos.

He got into real estate development as a fluke.

While playing for the Ravens, Harrison looked to buy a house in the Columbia Heights neighborhood of Washington, D.C. A church had a block of five houses on the market, "selling them at the time for next to nothing." He was thinking about buying one of them, but a church elder suggested he buy them all. He did.

"Within literally a year, I was going to training camp with the Broncos. I was a typical football player who was looking for an exit," he said. "I called my [real estate] broker and I asked how much I could sell those houses for, hoping to break even and get out of football and start something else."

The broker told him $225,000. "I paid $250,000 for all five houses and I thought I had lost money. But she meant I can get you $225,000 for each one of those houses. And that's when I said I was done with football and I'm going into real estate. Back then, the market was so hot you could throw a dollar to the wall and you could make money."

While at training camp with the Broncos in 2000, he left the NFL to get into real estate.

He eventually created C.A. Harrison Companies to focus on acquiring neglected buildings and renovating them. He started in the Washington area.

During the 2008-09 economic downtown, Harrison shifted his real estate focus to Richmond, where he also at the time owned three cellular phone retail stores as an investment. Besides, he had fond memories of Richmond, where he had spent some summers in his early childhood with his grandparents who lived in North Side.

His first project here was a 75-unit apartment complex at 2001 E. Broad St. in 2010. Several years later, he converted the former Daniel Building at 3805 Cutshaw Ave. in Richmond into the Argon apartment complex.

He has since sold those properties.

Harrison ventured to Winston-Salem, N.C., where he took a former R.J. Reynolds Tobacco Co. manufacturing plant in downtown and turned it into Plant 64, a $55 million, multiuse complex with 242 one- to three-bedroom apartment units.

"People thought I was crazy when I was doing Plant 64," Harrison said.

The Model Tobacco project reminds Harrison of Plant 64.

"You can't replicate these kinds of buildings. They are all each individually unique. It is exciting to bring them back to life and repurpose them," Harrison said. "I try to focus on historic projects. I like the challenge of being able to find something to do with them but also the uniqueness of the finished product."

Harrison is in the final planning stages to convert the former R.J. Reynolds Whitaker Park manufacturing complex near Wake Forest University in Winston-Salem into a high-end apartment complex. He should buy the property in December and close on the financing in January.

The first phase calls for converting a building into 163 apartment units. Later phases would include constructing a 150-unit apartment building and adding retail space and a hotel.

Harrison "has shown he can bring a product like this [Model Tobacco] to the fruition. He has the ability," Virginia Housing's Wittie said.

"One of the things with developers I have noticed over the years is that the successful ones have a vision of what the development will be and they describe it with a certain amount of passion. That is always a good sign to me. That they are emotionally invested in their development," Wittie said. "Chris has that, and he has done it before. We give a lot of credit to those who have that kind of vision."

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Where: 1100 Jefferson Davis Highway in South Richmond

Size: 14.79 acres (plus 2.3 acres of an adjacent vacant land); Model Tobacco building is 269,000 square feet

Developer: C.A. Harrison Companies, a Bethesda, Md.-based commercial and residential development firm

Cost: About $59 million

Apartments: 203 total units

• One-bedrooms: 81

• Two-bedrooms, two-baths: 84

• Two-bedrooms, two-baths lofts: 11

• Two-bedrooms, 2 1/2 baths lofts: 15

• Three-bedrooms, two baths: 6

• Three-bedrooms, two-bath lofts: 2

• Three-bedrooms, three bath lofts: 3

• Studio: 1

Amenities: Plans call for using the former 12,129-square-foot power plant building for a variety of amenities for tenants including a half-court indoor basketball court, gym space, a 30-foot climbing wall, a large community room with a cooking kitchen, a yoga studio, stationary bike studio, gaming center, meeting rooms, mailroom with Amazon lockers for package delivery, and a mini movie theater with 102-inch screen for up to 20 people. Behind that building would be an outdoor deck connected to a swimming pool and a pet walking area. The roof top would have a nearly 4,000-square-foot community room with a deck with views of the city.

Second phase: Plans call for either a 36,000-square-foot event space or additional apartments that would be placed near the rear of the site.