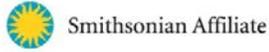


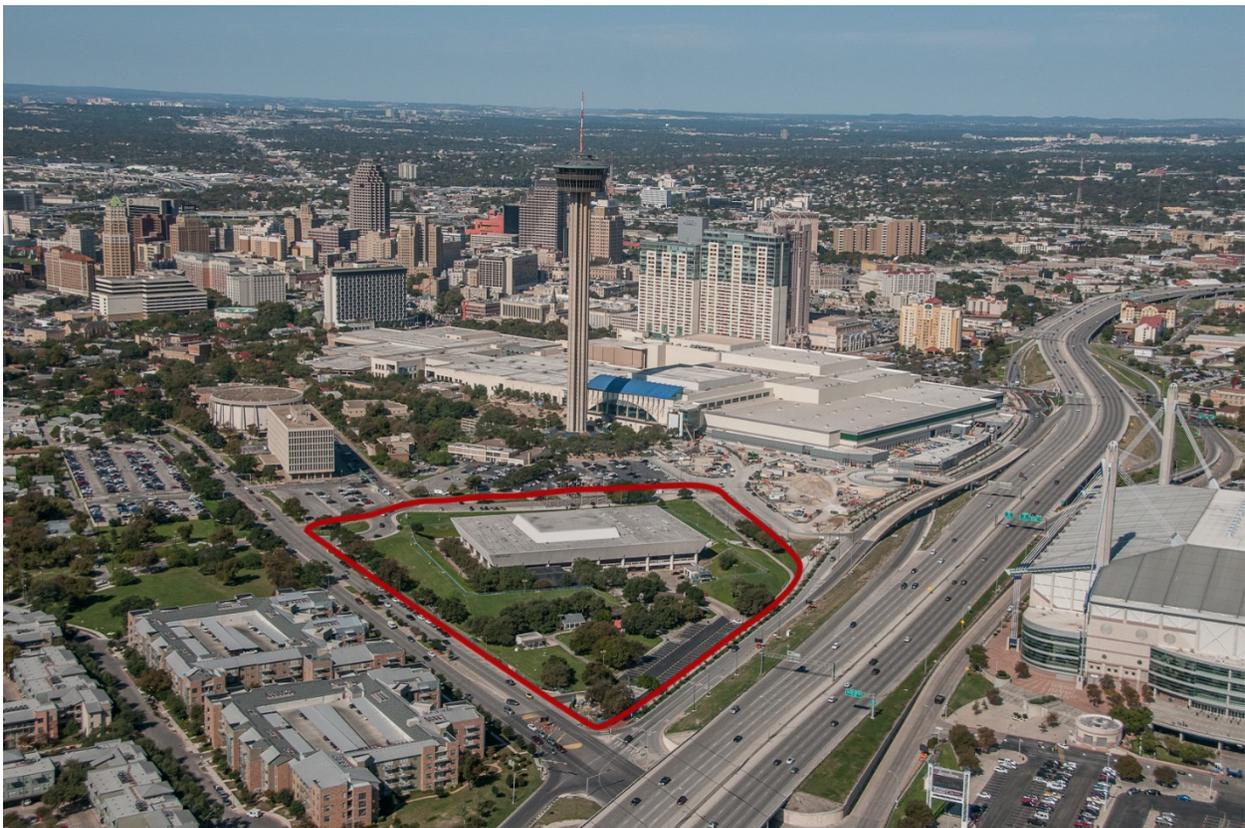
May 11, 2016



**UTSA INSTITUTE OF  
TEXAN CULTURES**



**Request for Qualifications**  
**Development of the UTSA Hemisfair Campus**  
**in Downtown San Antonio, Texas**



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## 1. DEVELOPER OPPORTUNITIES, RFQ OBJECTIVES, AND RELATED BACKGROUND

### 1.1 Commercial Opportunities and General Objective

The Board of Regents of the University of Texas System (the “**Board**”), on behalf of The University of Texas at San Antonio (“**UTSA**”) and its Institute of Texan Cultures (“**ITC**”), is providing an opportunity for developers to offer their qualifications in response to this Request for Qualifications for Development of the UTSA Hemisfair Park Campus (“**RFQ**”).

This RFQ provides developers experienced in high-yield ground leases (“**Respondent(s)**”) an opportunity to propose various methods of developing commercially viable projects on and surrounding the property of ITC as described below. ITC is located on UTSA’s Hemisfair Campus. ITC and the Hemisfair Campus (the “**Tract**”) are more particularly defined below.

The Board, UTSA, and ITC are sometimes collectively referred to as “**University.**”

### 1.2 Specific RFQ Objectives

University seeks qualifications and concepts from Respondents positioned to finance, design, construct, and operate facilities on the Tract in a manner that will best serve the interests of the University. University is specifically interested in the qualifications and concepts of Respondents equipped to enter into a possible future ground lease with University for the Tract, or part of the Tract, that will

- (i) generate sufficient return on investment for Respondent;
- (ii) provide for maximum ground lease payments to UTSA;
- (iii) accommodate ITC’s need for museum-quality space (ref. Section 1.3 below);
- (iv) complement the Hemisfair Framework and the HemisFair Park Area Redevelopment Corporation Master Plan (ref. Section 1.7.2); and
- (v) further the mission of University and ITC.

### 1.3 Multiple Developer Options and Commercial Opportunities

1.3.1 **Development Concept Options.** In response to this RFQ, Respondents may propose qualifications and concepts for one or more of the Development Concept options described below.

- (i) Grounds Development Only. Respondents may propose developing and utilizing the property surrounding the existing ITC building. The “Grounds Development Only” option would include developing and utilizing up to approximately 12.63 acres shown in green in the attached **Exhibit 1**, while allowing for at least 147 (preferably 200) automobile parking spaces, 10 bus parking spaces, and unimpeded access for ITC visitors, buses, and deliveries to support ITC’s mission.
- (ii) Grounds and Partial ITC Facility. Respondents may propose developing and utilizing the property surrounding the existing ITC building as described above

and develop and utilize an additional 30,000 to 50,000 sq. ft. inside the existing ITC building in a manner that supports and complements ITC's mission;

- (iii) Full Tract Development. Respondents may propose developing and utilizing the entire Tract (up to approximately 14.70 acres), subject to the conditions and information in Section 1.3.2 ("Full Tract Development").
- (iv) Alternative Proposal. Respondents may propose an alternate redevelopment plan that satisfies University's objectives as outlined in this RFQ. .

**1.3.2 Full Tract Development Considerations and Requirements.** The Full Tract Development option will require the Developer to pay UTSA for costs that will be incurred by UTSA ("**Relocation Costs**") for relocating the ITC operations to a new facility. Relocation Costs will consist of (i) temporary storage costs for museum collections and equipment; (ii) the cost to renovate a new ITC facility into a museum quality facility; and (iii) the expenses of moving ITC staff, equipment, and exhibits to the new facility.

Based on current ITC museum programming, ITC requires at least 125,000 GSF of museum-quality space. However, University is considering the possibility for reduced museum programming. University is amenable to Full Tract Development options that include Relocation Costs for a lower amount of ITC GSF that Developer reasonably believes to be financially and commercially feasible. A Full Tract Development option that includes reduced GSF for ITC operations must appropriately consider and respect ITC's history, mission, and purpose as described below.

For purposes of Relocation Costs, a new ITC Facility must be located within a tourism region of San Antonio, such as the museum district along Broadway Street, or the Downtown Riverwalk or Alamo area. The attached Exhibit 2 provides an overhead map outlining acceptable relocation districts for ITC. Developer and University will collaborate to determine a suitable new facility for ITC. University will consider developer's reasonable guidance, concepts, and direction in determining a possible new ITC facility.

## **1.4 ITC Cultural Museum**

ITC is a cultural history museum dedicated to showcasing the history and cultural contributions of inhabitants of, and immigrants to, Texas. ITC serves an average of 150,000 students, residents, and tourists each year, including nearly 40,000 K-12 field trip participants. In collaboration with UTSA faculty, the Smithsonian Institution, and varied international cultural partners, ITC produces numerous exhibitions and programs, and various special events. ITC also produces research and classroom curriculum, facilitates distance learning programs, hosts teacher development seminars, and is the repository for a well-regarded photographic collection that includes more than 1.5 million images from a number of publications and sources. ITC is among the most visited cultural arts institutions in South Texas and is regarded for its contributions to quality of life in the areas of arts and culture, civic engagement, and education. UTSA has operated ITC pursuant to Section 75.001 of the *Texas Education Code* since 1986. Legislation pertaining to the ITC mission can be reviewed in Exhibit 5.

## 1.5 ITC Museum and Hemisfair Park Location (the Tract)

The Tract is comprised of 14.70 acres, and is located at the corner of East César E. Chávez Boulevard (formerly Durango Blvd.) and Tower of Americas Way (formerly South Bowie St.) in San Antonio, Texas. ITC's physical address is 801 E. César E. Chávez Boulevard, San Antonio, TX 78205. The Tract is an 11-minute walk from the Alamo and a five-minute walk from the Riverwalk and the Henry B. Gonzalez Convention Center. The Tract sits in the shadows of the iconic Tower of the Americas and the Alamodome, and is immediately accessible from IH-37.

The attached **Exhibit 3** includes an aerial street map of the Tract. Surveys of the Tract can be viewed at: <https://www.dropbox.com/s/k5nvqiafv2x2zan/Exhibit%206.2%20-%20Surveys%20of%20the%20Tract.pdf?dl=0>.

## 1.6 Current Use and Physical Characteristics of the Tract

Current uses on the Tract include the ITC building, related service drives with 147 surface parking spaces and 10 bus parking spaces, loading dock, chiller building, grounds maintenance storage building, patio space, as well as specific land used by ITC to host large festivals, and to exhibit replicas of historic structures (this specific land is commonly referred to as the "**Back 40**"). The Tract does not currently include any commercial, residential or private retail uses. The primary current uses of the Tract and its physical characteristics are described below.

**1.6.1 Direct University Use and Physical Specifications.** The ITC building contains 182,247 gross square feet of space. In its current configuration, the space is allocated to the following purposes: exhibition (47,384 sq. ft.), collection (3,210 sq. ft.), education and classroom (4,774 sq. ft.), facility rental (2,362 sq. ft.), UTSA Library Special Collections, UTSA TRIO, and related support and service space (112,473 sq. ft.). The ITC Building is three stories tall surrounded by a veranda, patios, a fountain, flag poles and berms. The ITC Building is served by an adjacent 900 square foot plant with chillers and boilers that supply heating and cooling throughout the facility, a grounds maintenance storage shed, service drives with car and bus parking, and open spaces for gathering. The land behind ITC is currently used as an educational exhibit area featuring replicas of historic structures. These replicas may be removed or relocated to accommodate future development.

**1.6.2 Parking.** The Tract currently contains 147 parking spaces for visitors, volunteers, and staff, and 10 spaces for buses.

**1.6.3 Civic and Recreational Uses.** The tract is currently utilized for various cultural festivals, such as the Asian Festival and Texas Folklife Festival (ref. <http://www.texancultures.com/>). The Tract is also utilized for monthly Naturalization ceremonies, recreational walks/runs, and community events.

## 1.7 Prime Tract Location, and Future Opportunities and Revenue Streams

**1.7.1 High Traffic Public Location.** The Tract is adjacent to U.S. Government and City of San Antonio properties. The federal property includes a federal courthouse, judicial training center, and General Services Administration building. An agreement between The City of San Antonio and the United States of America is in-place to cede portions of the federal property to the city once new federal facilities are constructed at an alternate location in downtown San Antonio. The land transfer is anticipated within four

years (ref. <https://www.dropbox.com/s/eg1kx62fv070ciy/Budget%20Bill%20Includes%20%24135%20Million%20for%20New%20Federal%20Courthouse%20Here%3B%20SA%20E-N%20121615.pdf?dl=0>).

Current City of San Antonio property includes the recently expanded Henry B. González Convention Center, the Tower of the Americas, Yanaguana Garden and a number of buildings leased to tenants. Current tenants include Landry's, Inc. in the Tower of the Americas, Instituto Cultural de México, the Magik Theatre, Universidad Nacional Autonoma de Mexico, and San Antonio B-Cycle. Future tenants will include a number of new retail and food service locations and a 238 space parking garage scheduled to open in late 2018 (ref. <https://www.dropbox.com/s/pqv8mu1nux2653g/Hemisfair%20Houses%20Going%20Back%20Into%20Business%3B%20SA%20E-N%20012216.pdf?dl=0> and <https://www.dropbox.com/s/yxoocu24e731ijm/City%20Council%20Approves%20Hemisfair%27s%20First%20Residential%20Project%3B%20SA%20E-N%20012816.pdf?dl=0>).

A map showing the Tract's proximity to certain significant points of interest can be reviewed in the attached **Exhibit 4**.

- 1.7.2 **HemisFair Park Area Redevelopment and Future Visibility of Tract.** In 2009, The City of San Antonio established The HemisFair Park Area Redevelopment Corporation ("HPARC") for the purpose of creating a mixed use downtown district adjacent to ITC that will include public parks, plazas, streets, parking garages, residences, retailers, restaurants, boutique hotels, and commercial office spaces. The vision of Hemisfair is to become one of the world's great public spaces, complete with recreational, civic, cultural, and art components. The project will reconnect the surrounding neighborhoods with streets and pathways that balance the needs of pedestrians, cyclists, automobiles, and mass transit. Streets will be landscaped and lined with sidewalks. The Tract will be highly visible and easily accessible. The *HPARC Framework and Master Plan* can be reviewed at <https://www.dropbox.com/s/xxcvjvrc5a7pai8/Exhibit%206.6%20-%20Hemisfair%20Framework%20and%20Master%20Plan.pdf?dl=0>
- 1.7.3 **Governmental Assistance or Incentive Programs Associated with the Site.** Development of the Tract may be eligible for state and city incentive programs.

## 1.8 Historical Significance of the ITC Building.

ITC is housed in the building originally built as the Texas Pavilion for the Hemisfair 1968 World's Fair. Designed by the regionally significant architectural firm of Caudill, Rowlett and Scott, the Texas Historical Commission has stated that the ITC Building is eligible for inclusion on the National Register of Historic Places, and can be nominated for inclusion by an individual or entity. Reference the *Historical Resources Studies: Proposed HemisFair Park Area Redevelopment* located at: <https://www.dropbox.com/s/rcviii79amcxhya/Exhibit%206.5%20-%20Texas%20Historical%20Commission%20Historical%20Resources%20Study%20-%20Proposed%20HemisFair%20Park%20Area%20Redevelopment.pdf?dl=0>

ITC nomination for inclusion in the National Register of Historic Places would not preclude adaptive re-use, remodeling, or demolition of the building, but Respondents should be sensitive to the historical significance of the building's interior and exterior features as well as location and be familiar with state and local procedures for proposed development of historical sites.

## **SECTION 2**

### **DEADLINES, SUBMITTAL REQUIREMENTS, AND SELECTION CRITERIA**

#### **2.1 Submittal Deadline**

University will accept qualifications submitted in response to this RFQ until **3:00 PM Central Prevailing Time on August 23, 2016** (the “**Submittal Deadline**”).

#### **2.2 University Contact Person**

Respondents will direct all questions or concerns regarding this RFQ to the following University contact (“**University Contact**”):

Paul Duke  
Senior Procurement Specialist  
The University of Texas at San Antonio  
One UTSA Circle  
San Antonio, Texas 78249  
E-mail: [paul.duke@utsa.edu](mailto:paul.duke@utsa.edu)

University specifically instructs all interested parties to restrict all contact and questions regarding this RFQ to written communications forwarded to University Contact. University Contact must receive all questions or concerns no later than **July 15, 2016**. University will have a reasonable amount of time to respond to questions or concerns. It is University’s intent to respond to all appropriate questions and concerns; however, University reserves the right to decline to respond to any question or concern.

#### **2.3 RFQ Evaluation and Criteria for Selection**

**2.3.1 Two-Step Evaluation Process:** This RFQ is the first step in a two-step process for selecting a development partner. Interested Respondents will prepare and submit a response to this RFQ (“**Qualifications**”) in accordance with the requirements of this RFQ for consideration and initial ranking by the University. Criteria for evaluation is outlined below. Based on a review and evaluation of all properly submitted responses, University may select one or more of the Respondents to attend interviews with the University in the second step of the process to confirm the Qualifications submitted and answer additional questions. University will then rank the Respondents in order to determine the most qualified Respondent(s). Respondents deemed most qualified may be invited to respond to a request for proposal.

**2.3.2 Criteria for Selection and Respondent Questionnaire:** The evaluation of the Qualifications will be based on the requirements described in this RFQ and Respondent’s response to the **Qualifications Questionnaire**, attached as **Appendix One** to this RFQ. All properly submitted Qualifications will be reviewed and evaluated by a team of University stakeholders representing ITC, UTSA, and the UT System. Each response will be evaluated based on its complete, final submission. The University reserves the right to enter into further discussions with any Respondent regarding its Qualifications. Incomplete Qualifications may be considered non-responsive and are subject to rejection at the University’s discretion.

The University will select the successful Respondent(s) for a submission of proposals or other negotiations for a ground lease of part or all of the Tract based on, but not limited to, the criteria provided below (ref. **Appendix One**):

- (i) Respondent's Statement of Qualifications including financial capability;
- (ii) Respondent's experience developing properties, including experience with high-yield ground leases and successful contracting relationships with government entities;
- (iii) Respondent's performance on previous projects, with emphasis on projects adjacent to or incorporating museum or cultural arts facilities;
- (iv) Respondent's Development Concept;
- (v) The quality of the Respondent's references; and
- (vi) The extent to which Respondent's response relates to the specific environment, requirements, and needs of University, including the quality and clarity of content provided in Respondent's response to the *Qualifications Questionnaire* (ref. **Appendix One**), and Respondent's willingness to enter into a ground lease or other transaction structure acceptable to the University.

**2.4 Pre-Submittal Conference and Tour:** A pre-submittal conference will be held onsite at the Institute of Texan Cultures, 801 East César E. Chávez Boulevard, San Antonio, Texas, on **June 15, 2016** at **2:00 p.m. CPT** in Room 3.01.02 (Connally Room). Attendance at the pre-submittal conference is optional. A tour of the ITC Building and the Tract will follow the conclusion of the pre-submittal conference.

## **2.5 Key Events Schedule**

Issuance of RFQ:	May 11, 2016
Pre-submittal conference and tour of the Tract:	2:00 p.m. CPT on June 15, 2016
Deadline for questions to be submitted:	July 15, 2016
RFQ Submittal Deadline:	3:00 p.m. CPT on August 23, 2016

### **SECTION 3**

#### **REQUIRED QUALIFICATIONS QUESTIONNAIRE AND SUBMITTAL FORMAT**

- 3.1 Requirement to Respond to Appendix One.** Respondents must respond to the questions contained in the *Qualifications Questionnaire*, attached as **Appendix One** to this RFQ.
- 3.2 General Instructions to Responding to *Qualifications Questionnaire*.** Respondents should follow the below instructions when responding to the *Qualifications Questionnaire* (**Appendix One**). Further instructions are contained in Appendix One.
- 3.2.1 Prepare the response to the *Qualifications Questionnaire* SIMPLY AND ECONOMICALLY, providing a straightforward, CONCISE description of the Respondent's ability to meet the requirements and objectives of this RFQ. Emphasis should be on the QUALITY, completeness, clarity of content, and responsiveness to the requirements and objectives. Qualifications should be no more than seventy-five (75) printed pages. The cover, table of contents, letters of reference and divider sheets do not count as printed pages.
- 3.2.2 Eight (8) identical hard copies and one computer disk (or one flash drive) of the Respondent's responses to the *Qualifications Questionnaire* must be submitted by the deadline stated above.
- 3.2.3 Print Qualifications on letter-size (8-1/2" x 11") paper and assemble with spiral-type bindings or staples. Please do not use metal-ring hard cover binders.
- 3.2.4 Respondent should only respond to the questions in the *Qualifications Questionnaire* and any other specific requirements of this RFQ. Respondents should not include additional attachments with the Qualifications.
- 3.2.5 Separate and identify each primary section in the *Qualifications Questionnaire* (Sections 1, 2, 3, 4, and 5) by use of a divider sheet with an integral tab for ready reference.
- 3.2.6 Include a "Table of Contents" with page numbers for each section of the Qualifications.
- 3.2.7 Number all pages of the submittal sequentially using Arabic numerals (1, 2, 3, etc.).

## **SECTION 4**

### **GENERAL TERMS AND CONDITIONS**

**4.1 Fully Complete Responses.** Carefully read the information contained in this RFQ and submit a complete response to all requirements and questions as directed. Incomplete Qualifications will be considered non-responsive and subject to rejection.

**4.2 Inquiries and Interpretations:** University may in its sole discretion respond in writing to written inquiries concerning this RFQ and mail its response as an Addendum to all parties recorded by University as having received a copy of this RFQ. Only University's responses that are made by formal written Addenda will be binding on University. Any verbal responses, written interpretations or clarifications other than Addenda to this RFQ will be without legal effect. All Addenda issued by University prior to the Submittal Deadline will be and are hereby incorporated as a part of this RFQ for all purposes.

Respondents must acknowledge receipt of, and incorporate each addendum in, its Qualifications.

Any interested party that receives this RFQ by means other than directly from University is responsible for notifying University that it has received an RFQ package, and should provide its name, address, telephone number and email address to University, so that if University issues Addenda to this RFQ or provides written answers to questions, that information can be provided to such party.

**4.3 Clarifications and Interpretations:** Any clarifications or interpretations of this RFQ that, in University's sole discretion, materially affect or change its requirements will be posted by University as an addendum at <http://www.utsystem.edu/offices/real-estate/requests-qualifications-rfqs>. Click the "New Bids & RFP's" link on the navigation menu. It is the responsibility of the Respondent to obtain this information in a timely manner.

Only University's responses that are made by formal written Addenda will be binding on University. Any verbal responses, written interpretations or clarifications other than Addenda to this RFQ will be without legal effect and should not be relied on in preparing responses. All Addenda issued by University prior to the Submittal Deadline will be and are hereby incorporated as a part of this RFQ for all purposes.

**4.4 Form of Contract:** Any contract resulting from this solicitation will be in the form of a ground lease, details of which will be presented with the RFP to follow this RFQ or to be negotiated at a later date.

**4.5 Public Information:** All information, documentation, and other materials submitted in response to this solicitation are considered non-confidential and/or non-proprietary and are subject to public disclosure under the Texas Public Information Act (Texas Government Code, Chapter 552.001, et seq.) after the solicitation is completed. The University strictly complies with all statutes, court decisions, and opinions of the Texas Attorney General with respect to disclosure of RFQ information.

Qualifications and any other information submitted by Respondent in response to this RFQ will be the property of the University.

**4.6 Acceptance of Evaluation Methodology:** By submitting its Qualifications in response to this RFQ, Respondent accepts the evaluation process and acknowledges and accepts that the University's determination of the most qualified firm(s) will require subjective judgments by the University.

- 4.7 Reservation of Rights:** The University reserves the right to divide the Tract into multiple parts, to reject any and all Qualifications and re-solicit for new Qualifications, or to reject any and all submittals and temporarily or permanently abandon the Project. The University makes no representations, written or oral, that it will enter into any form of agreement with any Respondent to this RFQ for any project, and no such representation is intended or should be construed by the issuance of this RFQ. Any agreement that may arise between University and a Respondent arising out of this RFQ and any subsequent request for proposals or other negotiation is subject to approval by the Board of Regents of The University of Texas System.
- 4.8 No Contract:** By submitting Qualifications, the Respondent acknowledges and agrees that a.) this RFQ is a solicitation for Qualifications and is not a contract or an offer to contract; b.) the submission of a submittal in response to this RFQ will not create a contract between the Respondent and ITC, Board, or University; c.) the University has made no representation, written or oral, that a lease or any other contract will be awarded under this RFQ; and d.) the Respondent will bear, as its sole risk and responsibility, any and all costs that arise from its preparation of a response to this RFQ, including any costs associated with the clarification of responses to this RFQ. University makes no representations of any kind that an award will be made as a result of this RFQ, or subsequent RFP.
- 4.9 Respondent Obligation to Update:** By submitting Qualifications, the Respondent acknowledges and agrees that it will provide updates of the Qualifications provided to the University in its submittal should these materially change a.) within 180 days Respondent's submittal; b.) if Respondent has submitted and University is still evaluating a proposal for development pursuant to the Concept that is expected to follow this RFQ; or c.) if Respondent is in negotiations with the University regarding a ground lease or other agreement arising out of the request for proposals that is expected to follow this RFQ, until such time as an agreement is executed by the parties or negotiations are ended by the parties.
- 4.10 Real Property Taxes:** The Tract is currently exempt from real property taxes; however, University's exemption from real property taxes only extends to property that it both owns and uses for its public purpose. Real property used for other purposes is not exempt from real property taxes. Accordingly, Respondents should expect that both land and improvements used for purposes other than University's direct mission are likely to be taxed.
- 4.11 Compliance:** It is necessary that any use or project resulting from this RFQ process be in compliance with a.) the rules, regulations and policies of The University of Texas at San Antonio and The Board of Regents of The University of Texas System, which may be found at <http://www.utsa.edu/hop/> and at <http://www.utsystem.edu/bor/rules/>; and b.) all applicable federal, state, county, and city laws, statutes, ordinances, and regulations, including environmental requirements.
- 4.11.1 By submitting a response to this RFQ, the Respondent certifies that all statements, information, and representations prepared and submitted are current, complete, true, and accurate. The Respondent acknowledges that the University will rely on such statements, information, and representations in selecting the successful Respondent(s). If selected by the University for receipt of a subsequent RFP, the Respondent will notify the University immediately of any material change in any statement, representation, or provided information.
- 4.11.2 By submitting a response to this RFQ, Respondent certifies that no member of the Board of Regents of The University of Texas System, or the Executive Officers of The

University of Texas System or its component institutions, has a financial interest, directly or indirectly, in the transaction that is the subject of the RFQ.

- 4.12 No Encumbrance:** University forbids the encumbering, through deed of trust, mortgage, or otherwise, of University's fee interest in the Tract or any part thereof without express written consent of University as to forms and conditions.
- 4.13 Information Provided by University:** Information included with this RFQ is provided solely for the convenience of the Respondents. WHILE THIS INFORMATION IS BELIEVED TO BE ACCURATE, NO REPRESENTATION OR WARRANTY OF ANY KIND IS MADE BY THE UNIVERSITY AS TO ITS ACCURACY OR COMPLETENESS. Respondents are solely responsible for conducting such independent due diligence investigations as may be necessary for the preparation of Qualifications. The University and its employees, consultants, agents, and advisors are not responsible for the completeness or accuracy of any information distributed or made available, orally or in writing, during this procurement process.
- 4.14 RFQ Terms and Requirements.** Respondent offers and agrees to comply with all terms, conditions, and requirements set forth in the RFQ documents and contained herein. Qualifications that are qualified with conditional clauses, alterations, and items not called for in the RFQ documents, or irregularities of any kind are subject to rejection by University, at the University's discretion.

Failure to comply with all requirements contained in this Request for Qualifications may result in the rejection of the Qualifications by the University.

**APPENDIX ONE**  
**To RFQ**

**QUALIFICATIONS QUESTIONNAIRE**

Respondents must include responses to the questions contained in this *Qualifications Questionnaire*. Respondents should carefully read the information contained in the Questionnaire and submit a complete statement of Qualifications, answering all questions as directed in **Section 3** of the RFQ.

**THE SUBMITTAL RESPONSES SHOULD BE IN THE SAME ORDER AS THEY APPEAR BELOW AND INCLUDE A CONCISE RESPONSE TO EACH QUESTION.** Respondents should reference the question number with the corresponding answer. Respondents are not required to repeat the question in the response.

**1. Respondent Profile**

Provide the following information regarding Respondent:

- (i) Legal name of the company
- (ii) Address of the office that will be providing services
- (iii) Firm size
- (iv) Company history
- (v) Officers
- (vi) Type of entity (individual, partnership, corporation, joint venture, etc.)

**2. Respondent's Statement of Qualifications**

Provide a statement of interest. Respondent's Statement of Interest should include the following:

- 2.1 **Key Team Members.** Developer should include a narrative identifying the proposed team and describing the Respondent's and the team's unique qualifications as they pertain to the University's objectives. Identify the key team members and their specific competencies. Team members should include, at a minimum, expertise in cultural arts programming, land planning, commercial real estate, design, market analysis, financial analysis, and development.
- 2.2 **Unique Qualifications.** Explain why the Respondent is uniquely qualified to meet the objectives in RFQ and to optimize financial return to the University.
- 2.3 **Statutory and Regulatory Experience.** Provide a statement describing the Respondent's knowledge and experience with City of San Antonio land development code and ordinances, and to the extent applicable, Texas land use laws and other applicable laws relevant to ground lease development in Texas.
- 2.4 **HPARC Knowledge.** Provide a statement describing the Respondent's knowledge and experience with the Hemisfair Framework and Master Plan
- 2.5 **Commitment and Resources.** Provide a statement on the availability and commitment of the Respondent and its principal(s) and assigned professionals to undertake the Project, including financial resources.

### 3. Developer's General Experience, Background, and Stability

- 3.1 **Financial Stability.** Provide financial information to substantiate the Respondent's financial stability. Please list relevant experience financing ground lease development projects.
- 3.2 **Possible Organizational Impacts.** If Respondent is currently for sale or involved in any transaction to expand or to become acquired by another business entity, explain the impact both in organizational and directional terms.
- 3.3 **Claims.** Provide details of any past or pending litigation, or claims filed, against the Respondent, including any member of your firm or team who may be assigned to the project, that involves the University or may affect Respondent's performance under a ground lease or other contract with the University. Additionally provide details if Respondent or any member of Respondent's firm or team to be assigned to this project has been terminated (for cause or otherwise) from any work being performed for an educational institution or any other federal, state or local government or private entity.
- 3.4 **COI.** Identify any potential conflicts of interest that may be present.
- 3.5 **Reference Letters.** Provide three letters from lessors, government partners, or other clients that demonstrate the Respondent's competency
- 3.6 **Resumes.** Provide resumes describing the experience and expertise of the members of Respondent and Respondent's team. Describe their experience, the number of years with the firm, proposed role and their city of residence.

### 4. Previous Projects

List a minimum of two and a maximum of five projects the Respondent has undertaken. List the projects in order of size or value. Place emphasis on projects developed adjacent to or incorporating museum or cultural arts facilities. Projects should illustrate the successful development of leased facilities on publicly-owned land and sensitivity in working with buildings of historical significance, if applicable. Provide the following information for each project listed:

- (i) Project name, location, and description,
- (ii) The project land owner's name and representative who served as the day-to-day liaison for the project, including telephone numbers,
- (iii) Length of business relationship with the project land owner,
- (iv) Color images (photographic or machine reproductions), renderings, drawings or other visual material depicting the project,
- (v) Project size in gross square feet,
- (vi) Total project budget and budget per phase (if applicable),
- (vii) Total duration of project including start and completion dates,
- (viii) Name and proven history of individual responsible for the overall project,
- (ix) Description of Respondent's role in the project,
- (x) Narrative description of the development process,
- (xi) Consultants and contractors involved including clear descriptions of the role of each for the project,
- (xii) Lead or anchor tenants,

- (xiii) Market acceptance and economic success of the project, and
- (xiv) Any awards received for design excellence, market performance, or sustainability from a recognized organization and provide descriptive information for each

Describe specific successes and challenges associated with the projects you have shared.

## 5. **Development Concept**

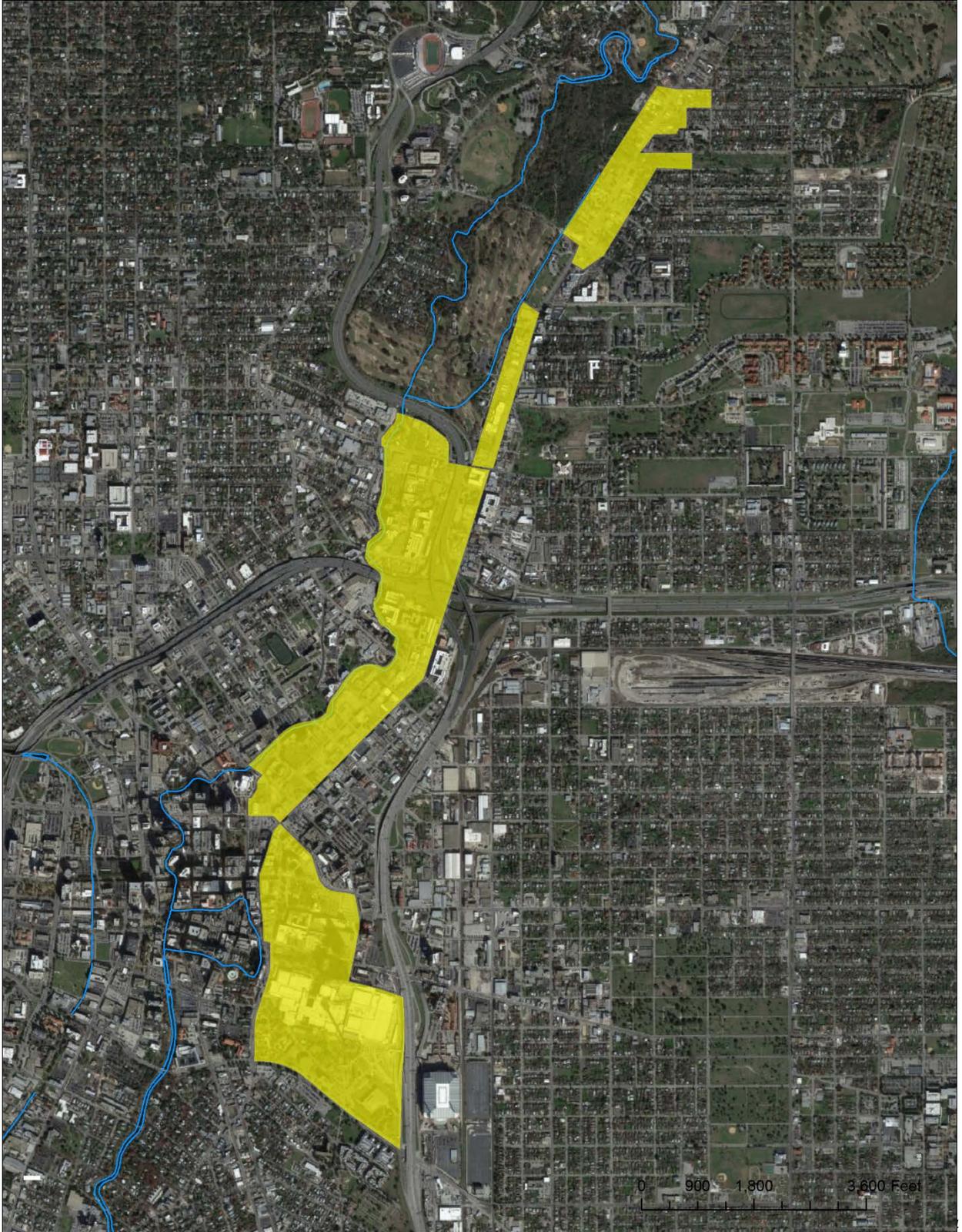
Deliver a development concept (“**Concept**”) outlining how Respondent would propose to develop the Tract. At this stage, a broad concept is acceptable. The submission should be in the form of a narrative and include sketches and a proposed schedule for implementing the Project. The Concept should represent Respondent’s vision for the Tract, including the location of proposed uses, infrastructure, and other improvements Respondent wishes to incorporate into the Project.

Describe Respondent’s proposed approach to the ITC Building, its service drives and parking areas, and other supporting infrastructure. If any of these functions are relocated within the Tract or modified, explain how they might be reconfigured on the Tract and/or how the relocation or modification will support the continued operation of ITC.

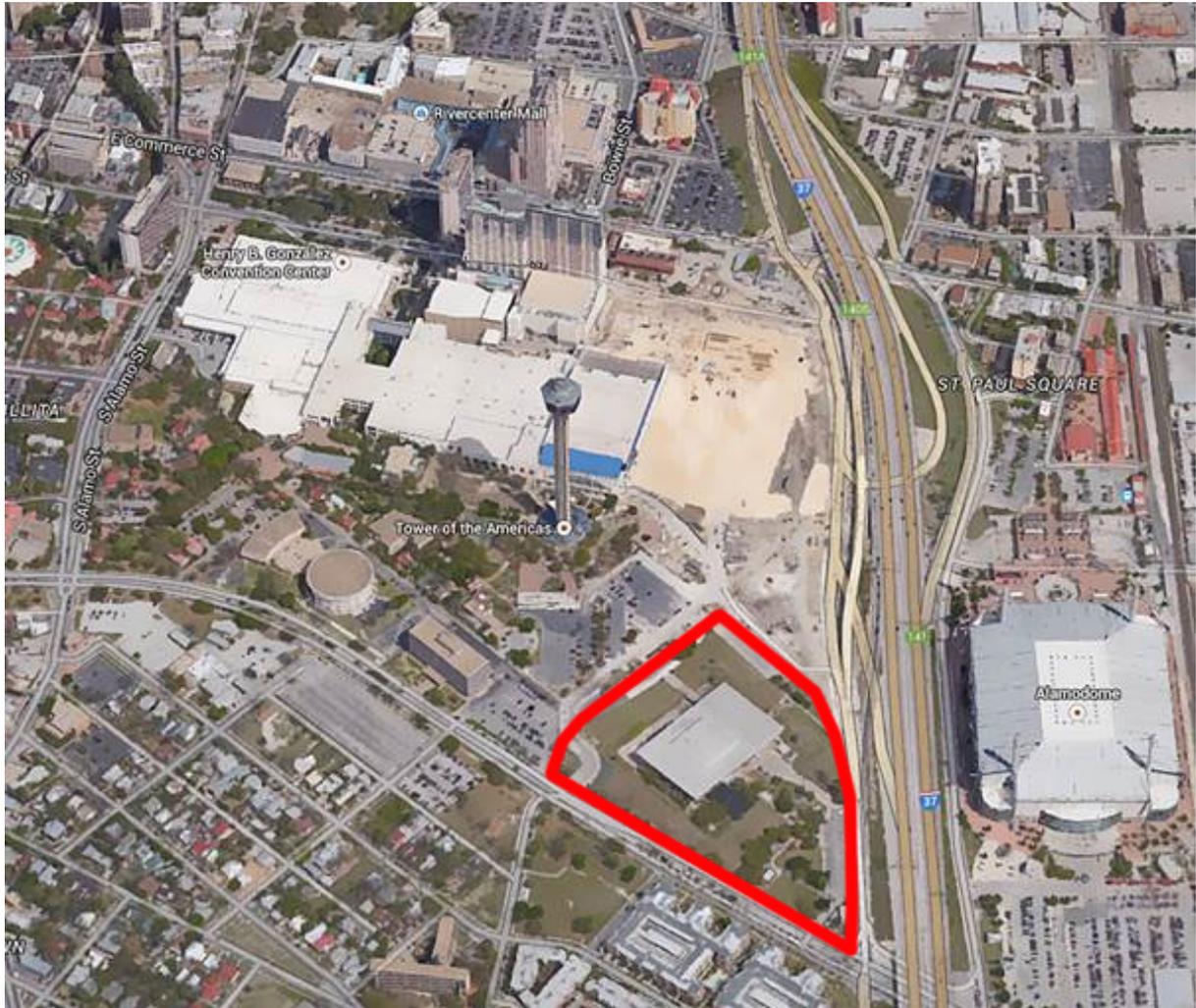
**EXHIBIT 1**  
**ITC GROUNDS AT HEMISFAIR CAMPUS**



**EXHIBIT 2**  
**ACCEPTABLE ITC RELOCATION DISTRICTS**



**EXHIBIT 3**  
**AERIAL STREET MAP OF TRACT**



**EXHIBIT 4**  
**MAP OF PROXIMITY TO AREA LANDMARKS**



**EXHIBIT 5**  
**ITC: TEXAS STATE LEGISLATURE AND UT SYSTEM MANDATES**

**60<sup>TH</sup> LEGISLATURE**  
**HEMISFAIR 1968 – PERMANENT BUILDING**

AN ACT RELATING TO THE PERMANENT BUILDING TO BE ERECTED AT HEMISFAIR: AMENDING SECTIONS 4 AND 8, CHAPTER 443. ACTS OF THE 59<sup>TH</sup> LEGISLATURE, REGULAR SESSION, 1965: ADDING A NEW SECTION 6A, REPEALING ALL LAWS IN CONFLICT; AND DECLARING AN EMERGENCY – Be it enacted by the Legislature of the State of Texas:

Section 1. Section 4, Chapter 443, Acts of the 59<sup>th</sup> Legislature, Regular Session, 1965 is amended to read as follows:

Section 4. From funds appropriated, and with the approval of the State Building Commission, a structure shall be planned and constructed for housing appropriate Texas State Exhibits for HemisFair and due consideration also be given to its utility for State government purposes after the Fair. The structure is to be placed on an appropriate site of approximately 13 acres, within the total site planned for HemisFair 1968, and on land to be deeded, without cost, to the State of Texas, title to which shall have the prior approval of the Attorney General.

Section 2. Chapter 443, Acts of the 59<sup>th</sup> Legislature, Regular Session, 1965, is amended by adding a new Section 6a to read as follows:

Section 6a. Funds appropriated by Chapter 443, Acts of the 59<sup>th</sup> Legislature, Regular Session, 1965, and other funds appropriated by the Legislature to the Texas Tourist Development Agency to carry out the purposes of this Act shall be for a permanent building of approximately 150,000 square feet; and for site development and landscaping; furnishings; exhibits; professional fees; operating expenses including salaries, travel, operations and capital outlay; and such other expenses as are necessary to complete the building.

Section 3. Section 8, Chapter 443, Acts of the 59<sup>th</sup> Legislature, Regular Session, 1965, is amended to read as follows:

Section 8. Following the HemisFair, the Texas State Exhibits Building will be used to house The Institute of Texan Cultures, charged with developing, maintaining and improving permanent exhibits devoted to the areas specified in Section 5, with providing a statewide educational communications center concerned with subjects relating to the history and culture of the people of Texas, with collecting, organizing and interpreting information on Texas subjects, and with producing films, filmstrips, slides, tapes, publications and exhibits on these subjects for statewide use on television, in classrooms, in museums and at public gatherings for the benefit of the people of Texas.

Section 4. All laws or parts of laws inconsistent with the provisions of this Act are hereby repealed.

Section 5. The need to provide for an orderly and rapid completion of the HemisFair Building at San Antonio, and the crowded condition of the calendar in each house create an emergency and an imperative public necessity that the Constitutional Rule requiring bills to be read on three several days in each house be suspended, and this Rule is hereby suspended, and that this Act take effect and be in force from and after its passage, and it is so enacted.

Passed by the House on May 9, 1967: Yeas 138, Nays 5: passed by the Senate on May 19, 1967: Yeas 26, Nays 3.

Approved June 17, 1967  
Effective June 17, 1967

**61<sup>ST</sup> LEGISLATURE**  
**HEMISFAIR 1968 – INSTITUTE OF TEXAN CULTURES TRANSFER**

AN ACT RELATING TO TRANSFERRING JURISDICTION AND CONTROL OF THE INSTITUTE OF TEXAN CULTURES, THE TEXAS STATE EXHIBITS BUILDING AT HEMISFAIR 1968, AND ALL LANDS AND IMPROVEMENTS RELATING THERETO TO THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM; AUTHORIZING THE BOARD OF REGENTS TO ACCEPT ADDITIONAL GIFTS OF LAND; RELATING TO THE CONTINUATION OF ACTIVITIES OF THE INSTITUTE AS A CENTER OF HISTORY AND CULTURE OF THE PEOPLE OF TEXAS; AMENDING SECTION 8, CHAPTER 443, ACTS OF THE 59<sup>TH</sup> LEGISLATURE, REGULAR SESSION, 1965, AS AMENDED; REPEALING ALL LAWS IN CONFLICT; AND DECLARING AN EMERGENCY. – Be it enacted by the Legislature of the State of Texas:

Section 1. Section 8, Chapter 443, Acts of the 59<sup>th</sup> Legislature, Regular Session, 1965, as amended by Section 3, Chapter 691, Acts of the 60<sup>th</sup> Legislature, Regular Session, 1967, is amended to read as follows:

Section 8. (a) From and after the effective date of this Act, the Institute of Texan Cultures and the Texas State Exhibits Building at HemisFair 1968, and all lands and improvements relating thereto, the same being situated in the corporate limits of the City of San Antonio, Bexar County, Texas, out of New City Blocks Nos. 612, 694, 695, 698, 699, 702, 703, 704, and 705 and portions of South Street, Goliad Street, Staunton Alley, Newton Street, Labor Street, Fountain Street, Santa Clara Street, and Dakota Street, being also out of proposed New City Block 13814, Block 3, Civic Center Project No. 5, Tex. R-83, Urban Renewal Resubdivision Plat, unrecorded and containing 13.068 acres of land, more or less, and all rights, powers, privileges, and duties incident thereto are hereby conveyed to, transferred to, vested in, and exercised by the Board of Regents of The University of Texas System.

(b) The Board of Regents is authorized to accept additional gifts of land.

(c) The Institute of Texan Cultures shall continue to be used principally as a center concerned with subjects relating to the history and culture of the people of Texas, with collecting, organizing, and interpreting information on Texas subjects, and with producing films, filmstrips, slides, tapes, publications, and exhibits on these subjects for statewide use on television, in classrooms, in museums, and at public gatherings for the benefit of the people of Texas.

Section 2. All laws or parts of laws inconsistent with the provisions of this Act are repealed.

Section 3. The importance of this legislation and the crowded condition of the calendars in both houses create an emergency and an imperative public necessity that the Constitutional Rule requiring bills to be read on three several days in each house be suspended, and the Rule is hereby suspended, and that this Act take effect and be in force from and after its passage, and it is so enacted.

Passed by the House on May 8, 1969: Yeas 146, Nays 0; passed by the Senate on May 21, 1969: Yeas 30, Nays 1.

Approved June 5, 1969

Effective June 5, 1969

**INSTITUTE OF TEXAN CULTURES HISTORY**  
 (SOURCE: BOARD OF REGENTS MEETINGS)  
**1986**

FEBRUARY 13-14, 1986

U.T. SAN ANTONIO AND U.T. INSTITUTE OF TEXAN CULTURES – SAN ANTONIO – APPROVAL OF PLANNED PROGRAM INITIATIVES AND AUTHORIZATION TO SHIFT THE REPORTING AND BUDGETARY RESPONSIBILITY FOR THE U.T. INSTITUTE OF TEXAN CULTURES – SAN ANTONIO FROM THE EXECUTIVE VICE CHANCELLOR FOR ACADEMIC AFFAIRS TO THE PRESIDENT OF U.T. SAN ANTONIO AND STATEMENT BY CHAIRMAN HAY.

Vice Chairman Baldwin reported that in Executive Session Chancellor Mark and Executive Vice Chancellor Duncan discussed with the Board personnel and organizational issues related to The University of Texas Institute of Texan Cultures at San Antonio and The University of Texas at San Antonio and sought Board concurrence in program initiatives planned for these U.T. component institutions in San Antonio. The initiatives include:

a) Identifying a more definitive higher education mission for the U.T. Institute of Texan Cultures within the U.T. System. This expanded mission is to include a better defined role in support of teacher training programs at U.T. System components involved with teacher preparation. Such a direct support role for System teacher training programs is a natural evolution from already well-articulated Institute programs in support of the State's elementary and secondary schools.

The Office of the Chancellor proposes establishment of a System-wide Committee which shall include representatives from the Development Board of the U.T. Institute of Texan Cultures – San Antonio to guide the accomplishment of this mission enhancement.

b) Assigning the Executive Director for the U.T. Institute of Texan Cultures and the President of U.T. San Antonio, in consultation with the President of The University of Texas Health Science Center at San Antonio, responsibility for developing a long-range plan for establishment of a more unified University of Texas presence in San Antonio.

These assignments recognize the shared roles and responsibilities of all San Antonio area U.T. components in addressing the special higher education needs of San Antonio.

c) Additionally, recognizing that shared program responsibilities by multiple institutions brings added need for closer administrative coordination, the proposed initiatives include directing the administrative leadership of these institutions to integrate, as appropriate, logistical support functions of the respective institutions to effect economic and operational efficiencies to the mutual benefit of the separate components, the U.T. System and the State of Texas. The Institute and U.T. San Antonio already have an established pattern of common and/or purchased support services and the shared use of adjacent downtown property.

Finally, to provide for local coordination of the implementation of these program enhancements for the Institute and the administrative affiliation of logistical support units, the Office of the Chancellor recommends that the reporting and budgetary responsibility for the U.T. Institute of Texan Cultures be shifted from the Executive Vice Chancellor for Academic Affairs to the President of U.T. San Antonio.

Vice Chairman Baldwin moved that the Board concur in the planned program initiatives by the Office of the Chancellor and approve the reassignment of reporting and budgetary responsibilities to the President of U.T. San Antonio.

Regent Yzaguirre seconded the motion which prevailed without objection.

Following the foregoing action, Chairman Hay presented the statement set forth below:

**STATEMENT BY CHAIRMAN HAY**

In approving these plans, the Board wishes to underscore that this is an enhancement of the Institute of Texan Cultures' role within The University of Texas System, not a diminution or subordination. These initiatives will broaden the Institute's statewide role through involvement with the teacher preparation missions of seven other U.T. academic components. **These actions also ask that the Institute share with U.T. San Antonio and the U.T. Health Science Center – San Antonio in a renewed commitment to addressing the special higher education needs of the San Antonio area, and in particular downtown San Antonio, through more coordinated use of U.T. System owned facilities and property in the HemisFair area.**

To effect such enhancements in a time of shrinking State resources and increased demands for higher education to help stimulate the State's economy will require skillful administrative coordination of efforts and use of resources between the cooperating institutions. In addition to the management efficiencies and economies projected from the administrative affiliation of these institutions, increased understanding and support from the development boards and other advisory groups for these institutions will be critical. This Board calls upon the institutional leadership and the support groups related to these institutions to pledge the effort and commitments so vital to the success of this proposed enrichment of the Institute's statewide mission and the planned enhancement of the administrative relationship between these U.T. System components. In turn, the Board and the Office of the Chancellor pledge continued commitment to each of these institutions as viable components of a System of higher education dedicated to meet its share of the State's higher education needs.

**U.T. INSTITUTE OF TEXAN CULTURES – SAN ANTONIO – RENOVATION OF PUBLIC AREAS: AUTHORIZATION FOR PROJECT; PREPARATION OF FINAL PLANS, ADVERTISEMENT FOR BIDS, AND AWARD OF CONTRACTS BY U.T. INSTITUTE OF TEXAN CULTURES ADMINISTRATION; AND APPROPRIATION THEREFOR – The Buildings and Grounds Committee recommended and the Board:**

- a) Authorized a project for the first segment of the Renovation of Public Areas at The University of Texas Institute of Texan Cultures at San Antonio at an estimated total project cost of \$250,000;
- b) Authorized preparation of final plans and specifications, advertisement for bids, and award of contracts by the U.T. Institute of Texan Cultures Administration with its own forces or through contract services, as required; in consultation with the Office of Facilities Planning and Construction;
- c) Appropriated \$250,000 from Permanent University Fund Bond Proceeds for total project funding.

This project is the first segment of capital improvements totaling \$2,130,000 approved in principle by the U.T. Board of Regents in October 1985 for the U.T. Institute of Texan Cultures – San Antonio. Since making all of the improvements in one large project would interfere with the normal operation of the Institute, the project will be accomplished in several segments and will include (1) improving security by replacing an existing fence and providing security lighting of the grounds; (2) cleaning all exterior surfaces of the building; (3) remodeling public restrooms to improve accessibility for the handicapped; and (4) replacing an existing greenhouse.

JUNE 5-6, 1986

**U.T. INSTITUTE OF TEXAN CULTURES – SAN ANTONIO: NOMINEES TO DEVELOPMENT BOARD EFFECTIVE SEPTEMBER 1, 1986 – Approval was given to nominees for membership on the development board to be effective September 1, 1986**

The names of those accepting membership will be reported for the record at a subsequent meeting of the U.T. Board of Regents.