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Solicitation Notice

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Status: Posted

Solicitation ID:720-1930

Solicitation Title:RFI 720-1930 Land Development 80 acres (Houston)

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Agency/Texas SmartBuy Member Name: University Of Texas System - 720

Posting Requirements: 21+ Days for Solicitation Notice

Solicitation Posting Date: 8/22/2019

[Internal Notes](#)

Response Due Date:9/13/2019

Response Due Time: 5:00 PM

[Cancel Solicitation](#)

Solicitation Description: REQUEST FOR INFORMATION (RFI) INCLUDING DEVELOPMENT CONCEPT AND TRANSACTION STRUCTURE FOR Ground Lease and/or Joint Development of approximately 80 Acres of Land west of Buffalo Speedway and bisected by Willowbend Boulevard, Houston, Texas

Class/Item Code: 91889-Real Estate/Land Consulting (Including Land Survey Consulting)

[Published Details](#) [Internal Notes](#)

Record Attachments

#	Name	Description
1	ESBD_File_170464_RFI 720-1930 RFI - Land Development 80 acres (Houston).DOCX	RFI document
2	ESBD_File_170464_1851-0244 UT TRACT B-2 4.244 Ac C3D.DWG	CAD File
3	ESBD_File_170464_1851-0244 UT TRACT B 30.12 Ac.DWG	CAD File
4	ESBD_File_170464_1851-0244 UT TRACT A 100.27 Ac.DWG	CAD File



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REQUEST FOR INFORMATION (RFI) INCLUDING
DEVELOPMENT CONCEPT AND TRANSACTION STRUCTURE
FOR

*Ground Lease and/or Joint Development of approximately 80 Acres of
Land west of Buffalo Speedway and bisected by
Willowbend Boulevard, Houston, Texas*

RFI No.: 720-1930

August 22, 2019

**RESPONSES TO THIS RFI ARE DUE BY 5:00 P.M. CENTRAL TIME
SEPTEMBER 13, 2019**

Issued by:

The University of Texas System

Contact Information:

**Kirk Tames
Executive Director of Real Estate**

realestate@utsystem.edu

512-499-4333

OGC#191739

SECTION 1 – GENERAL INFORMATION & REQUIREMENTS

1.1 PURPOSE:

The University of Texas System (“**UT System**”) is soliciting information, including one or more development Concept(s) and transaction structure(s) (as defined in Section 2 below) (the “**Information**”) that UT System may consider for use in a subsequent definitive solicitation of offers for selection of a real property developer to enter into a ground lease and/or agreement for the long term joint planning, and development of approximately 80 acres of mostly vacant property, north of Holmes Road, west of Buffalo Speedway and bisected by Willowbend Boulevard in Houston, Harris County, Texas, (“**Land**”), all as more particularly described below.

To reach its goals described below, UT System may use the Information obtained in this Request for Information (“**RFI**”) to develop a subsequent, more targeted offering of the Land. Through possible subsequent requests for offerings after this RFI, UT System hopes to select a one or more real property developers to enter into agreements for the ground lease and/or development of the Land in accordance with a mutually-agreed development Concept.

1.2 BACKGROUND:

UT System owns approximately 305 acres of vacant land in southwest Houston. It plans to directly market approximately 80 acres of the property, and seeks information from developers knowledgeable with development in Houston, Texas that it may use to market the property for a ground lease and/or a shared venture. UT System has retained Jones Lang LaSalle to market the balance of the property on its behalf.

1.3 GOALS OF THIS RFI:

Through this Request for Information (RFI), UT System seeks information regarding:

1. One or more development concepts as defined in Section 2.2 below (“**Concept**”), that a Respondent and UT System would potentially implement, (the “**Project**”).
2. Transaction structures that a Respondent and UT System would potentially enter into to implement the Concept on the Land.

UT System will consider Concepts and transaction structures that may apply to less than all of the Land, but not less than 34 acres. This is the size of the portion of the Land located south of Willowbend Drive and west of Buffalo Speedway.

1.3.1 UT SYSTEM GOALS FOR THE LAND:

1. UT System will be deliberate in its approach to monetizing the Land. Due to its adjacent property, UT System sees a benefit in transactions structured with a long-term income stream and/or investment horizons that maximize the long term financial return of the Land.
2. UT System does not require any specific uses on the Land, but the Concept should create a compelling environment for its users and UT System's adjacent property.

1.3.2 WHAT UT SYSTEM CAN DO:

1. UT System can enter into a ground lease, alone or in combination with other transaction structures.
2. UT System and a developer may enter into a cooperative relationship with many of the attributes of a partnership or joint venture.
3. UT System may contribute the Land to a venture entity in return for sufficient consideration or ownership position in such entity.
4. UT System could receive a partially or completely deferred payment for the Land, provided the payment eventually received by UT System adequately rewards the amount of risk taken by UT System and the timing of consideration. Payment could be tied to the development or income and/or sale of vertical improvements placed on the land.
5. UT System may, but is not required to, collaborate with the selected developer regarding development matters.

1.3.3 WHAT UT SYSTEM MAY NOT DO: As a State Agency, UT System has certain legal limitations compared to private entities:

1. UT System may not subordinate its interest in any property that it holds directly.
2. UT System may not enter into a true partnership or joint venture.
3. UT System can never be required to contribute capital to the Project, to provide financing, or to be responsible for any debts incurred by the Project or any joint entity created to undertake the Project.
4. UT System shall not be obligated for any operating costs for jointly-owned improvements.
5. UT System will not be a direct party to contracts for the design, construction or operation of the Project.

1.3.4 WHAT DEVELOPERS MUST DO:

1. A selected developer or a joint entity, directly or through others, will construct buildings, and will improve the Land and if required off-site property with infrastructure, (collectively, the “**Project**”).
2. Selected developers or a joint entity should be prepared to fund the full cost of consideration to UT System for the Land, as and when agreed, and all aspects of the Project, directly or through third parties.
3. All contracts for the design, construction and operation of the Project will be between a developer or a joint entity and its contractors.

1.4 LOCATION OF THE LAND:

The Land is located in southwest Houston near Loop 610 South, and is most easily accessed from the Loop 610/Buffalo Speedway intersection.

1. The Land is close to Texas Medical Center, NRG Stadium, and Rice University. The Texas Medical Center is the largest concentration of medical care, research and education in the world.
2. The Land is convenient to the Galleria/West Loop, Greenway Plaza, Downtown, and the University of Houston.

The immediate area includes older light industrial properties, and more recent apartment, townhouse and low-rise commercial developments. The recent extension of Buffalo Speedway south of Holmes Road has opened a considerable area south of the Land for potential future development.

1.5 DESCRIPTION OF THE LAND:

The Land is divided into two (2) parcels.

1. The irregularly-shaped northern parcel is west of Buffalo Speedway and north of Willowbend Boulevard and consists of the portion of Tract A southwest of and to the centerline of the Easement Conveyance filed of record as H.C.C.F.No. 20100160909, as depicted on the Plat Map of Land attached as **Supplement 1**;
2. The roughly rectangular southern parcel is west of Buffalo Speedway, south of Willowbend Boulevard, and north of the Union Pacific Railroad right of way, adjacent to Holmes Road (“**UPRR**”) and consists of Tract B as depicted on the Plat Map of Land attached as **Supplement 1**.

- 1.5.1 The land is vacant other than a small, vacant metal industrial building on a portion of the southern parcel. There is also a cell tower under a long term ground lease adjacent to the building. UT System may be able to obtain an agreement to relocate the tower to another location within the Land.

1.5.2 Physical characteristics are depicted in the attachments and supplements:

4.1: Site Plan of the Land

4.2: Aerial View of the Land Within Greater Houston

4.4: Plat Map of Land

The City of Houston Master Thoroughfare Plan may be found at

https://www.houstontx.gov/planning/transportation/MTFPMMap/MTFP_Map16.pdf

1.6 ENVIRONMENTAL MATTERS:

1. Wetlands: Portions of the Land contain wetlands. UT System’s consultants have determined these wetlands are not jurisdictional.
2. Oil Field Clean-up: The Land was a part of a salt dome oil field; production generally ceased in the 1960’s. Texas Railroad Commission (“**TRRC**”) documents indicate the wells on the Land were abandoned and capped. UT System has filed a voluntary clean-up plans (“**VCP**”) with the TRRC for the Land and is remediating the property at its cost to a residential standard; completion is expected by the end of 2020.

1.7 INFRASTRUCTURE SERVING THE LAND:

1. Water Utilities: The Land is served by the City of Houston through a 24” diameter water main in Buffalo Speedway and a 12” diameter water line in Willowbend Boulevard.
2. Sanitary Sewer: The Land is served by the City of Houston, through a gravity sanitary line in Willowbend Boulevard connecting to a 12” – 27” diameter gravity sanitary trunk line in Buffalo Speedway. The City of Houston will connect this trunk line to a new 42” gravity sanitary sewer main along Holmes Road, expected in early 2021. An existing interim sanitary sewer located near the intersection of Buffalo Speedway and Grand Fountains Drive provides immediate but limited capacity to serve the Land.
3. Storm Water: The Land is located within the Braes Bayou watershed. It is possible an adjacent storm water facility immediately north of the Land may be expanded to serve the Land.
4. Streets: Buffalo Speedway is a major arterial extending from Westheimer Road in central Houston to Fuqua Street near Beltway 8. Houston’s Master Thoroughfare Plan calls for the eventual extension of Buffalo Speedway to Beltway 8. Willowbend Boulevard runs to the west.
5. Metro Rail: UT System has held preliminary discussions with Metro regarding the possibility that Metro would extend light rail service through the Land and UT System’s adjacent property into Fort Bend County. Such service would provide additional access to the southwestern suburbs, Texas Medical Center and Downtown Houston.

1.8 MISCELLANEOUS DEVELOPMENT MATTERS:

1. The Board of Regents of The University of Texas System has not authorized the development, construction or lease of any facility or the implementation of any program or use on the Land or on the adjacent property.
2. Appropriate entitlements from the City of Houston and other governing authorities will be needed to develop the Land. The Land will need to be subdivided.
3. Upon the transfer of title to land from UT System to a private entity both the Land and any improvements are likely to be taxed.

1.9 DISCLAIMER:

UT SYSTEM MAKES NO REPRESENTATIONS AS TO THE ACCURACY OF ENTITLEMENTS, ACCESS RIGHTS, UTILITY INFORMATION, OR OTHER INFORMATION ABOUT THE LAND PROVIDED HEREIN. RESPONDENT IS RESPONSIBLE FOR VERIFYING ALL PERTINENT INFORMATION.

SECTION 2 – REQUESTED INFORMATION FOR SUBMITTAL

Respondents should carefully read the following criteria and submit a proposed Concept and possible transaction structure, answering all questions in this Section 2 and formatted as directed in Section 3. **THE SUBMITTAL SHOULD RESPOND TO THE REQUESTED INFORMATION IN THE SAME ORDER AS THEY APPEAR BELOW. A RESPONDENT MAY PROVIDE MORE THAN ONE CONCEPT OR TRANSACTION STRUCTURE.**

Note: UT System is not requesting a proposal, detailed plans, budgetary information, or proprietary information in response to this RFI.

2.1 CRITERIA ONE: RESPONDENT’S IDENTIFICATION

2.1.1 Provide the following information regarding Respondent:

1. Legal name of the company
2. Address of the office that responded to this RFI
3. Officers

2.1.2 Provide contact information for Respondent’s officer(s) who may be able to answer questions or clarify information.

2.2 CRITERIA TWO: DEVELOPMENT CONCEPT

- 2.2.1 Provide a development concept indicating how Respondent may develop the Land, or a defined significant portion thereof and, to the extent applicable, develop any supporting public infrastructure required (the “*Concept*”). The Concept should be in the form of a conceptual plan. The Concept should provide an understanding of Respondent’s vision for the Land, including the type and location of proposed uses and improvements Respondent wishes to incorporate into the Project.
- 2.2.2 Provide a narrative that answers the following questions about the Concept:
1. Describe the concept, including uses and overall character.
 2. Describe current and anticipated supply and demand considerations for each proposed use.
 3. Describe why the Concept would succeed if developed on the Land.
 4. Describe if Respondent anticipates that some portion of the Project may be developed by other developers.
- 2.2.3 Provide a conceptual schedule for implementing the Project, including anticipated start and completion timelines for significant Project tasks.
- 2.2.4 Provide an estimate of the approximate total value of the Concept, when developed.

2.3 CRITERIA THREE: CONCEPTUAL TRANSACTION STRUCTURE

- 2.3.1 Provide a transaction structure that Respondent recommends and that it believes may allow UT System to reach its overall goals for the Land as outlined in Section 1.3 above. Such transaction structure should address the goals and remain within the parameters described in Section 1.3 above. Include an estimate of the duration of any joint undertaking.

SECTION 3 –SUBMITTAL REQUIREMENTS AND DEADLINES

3.1 GENERAL INSTRUCTIONS:

- 3.1.1 Be CLEAR and CONCISE.
- 3.1.2 Submit four (4) identical hard copies and one computer flash drive of the Respondent’s responses to the inquiries in Section 2 by the time stated below.
- 3.1.3 Label submissions **RFI 720-1930**.

3.2 SUBMITTAL PROCESSES:

- 3.2.1 Any addenda or other clarifications to this RFI will be posted online in the same place where this RFI is posted, on the Texas Comptroller's website and the UT System Real Estate Office website. UT System requests that any addenda be considered in the Information provided by Respondent.
- 3.2.2 Respondents may view the land from public roadways. Respondents may enter onto the Land, provided respondents first sign and deliver a waiver (See attachment 6.3: Waiver) to UT System by sending a scan to realestate@utsystem.edu. Anyone visiting the land without a signed waiver will be trespassing.
- 3.2.3 Once a Respondent has submitted the Information to UT System, UT System may contact such respondent immediately thereafter, even prior to the submission deadline, to seek clarifications, enhancements and/or modifications to the Information provided. Any such communications may be formal or informal.

3.3 SUBMITTAL DEADLINE, POINT OF CONTACT, AND REQUIREMENTS:

- 3.3.1 Submit your Information to UT System on or before the deadline and addressed to the Point of Contact at the location stated below:

DEADLINE: Friday, September 13, 2019, 5:00 p.m. Austin, Texas Time

Point of Contact:

Kirk Tames
Executive Director of Real Estate
The University of Texas System
210 West 7th Street
Houston, Texas 78701
realestate@utsystem.edu
512-499-4333

- 3.3.2 Respondents must restrict all contact with UT System and direct all questions regarding this RFI to the Point of Contact person.

3.4 PUBLIC INFORMATION:

All information and 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. UT System strictly complies with all statutes, court decisions,

and opinions of the Texas Attorney General with respect to disclosure of public information.

3.5 RESERVATION OF RIGHTS:

1. UT System reserves the right to use all or part of the Information as it sees fit, to re-solicit for new Information, or to modify Concepts.
2. UT System reserves the right to divide the Land into multiple parts, market the Land in other manners, using other strategies.
3. UT System makes no representations of any kind that it will enter into an agreement with any party as a result of any offering, whether based on information gleaned from responses to this RFI or not.
4. Concepts and any other information submitted by Respondent in a response to this RFI will be the property of UT System.

3.6 NO CONTRACT:

By submitting Information, the Respondent acknowledges and agrees that (1) this RFI is not a contract or an offer to contract; (2) the submission of Information in response to this RFI will not create a contract between the Respondent and UT System; and (3) the Respondent will bear, as its sole risk and responsibility, any and all costs that arise from its preparation of the Information, including the cost of development of the Concept, and any costs associated with the clarification of responses to this RFI, including the Concept; (4) no claims for exclusive use of the Concept will be made by Respondent, even if another UT System subsequently enters into agreements with developers other than Respondent for the Land. *ANY AGREEMENT FOR THE LAND IS SUBJECT TO APPROVAL BY THE BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM.*

3.7 NO BROKERS:

UT System is not represented by any real estate broker in connection with any transaction of the Land that may arise in any way connected to this RFI or a subsequent offering.

3.8 COMPLIANCE:

By submitting a response to this RFI, the Respondent certifies that to its actual knowledge the Information is accurate and in compliance with applicable law and regulations. The Respondent acknowledges that UT System may rely on the Information for the subsequent development of the Land. The Respondent will promptly notify UT System if it becomes aware of any part of the Information that does not comply with the above.

SECTION 4 – ATTACHMENTS TO THE RFI

4.1: Site Plan of the Land

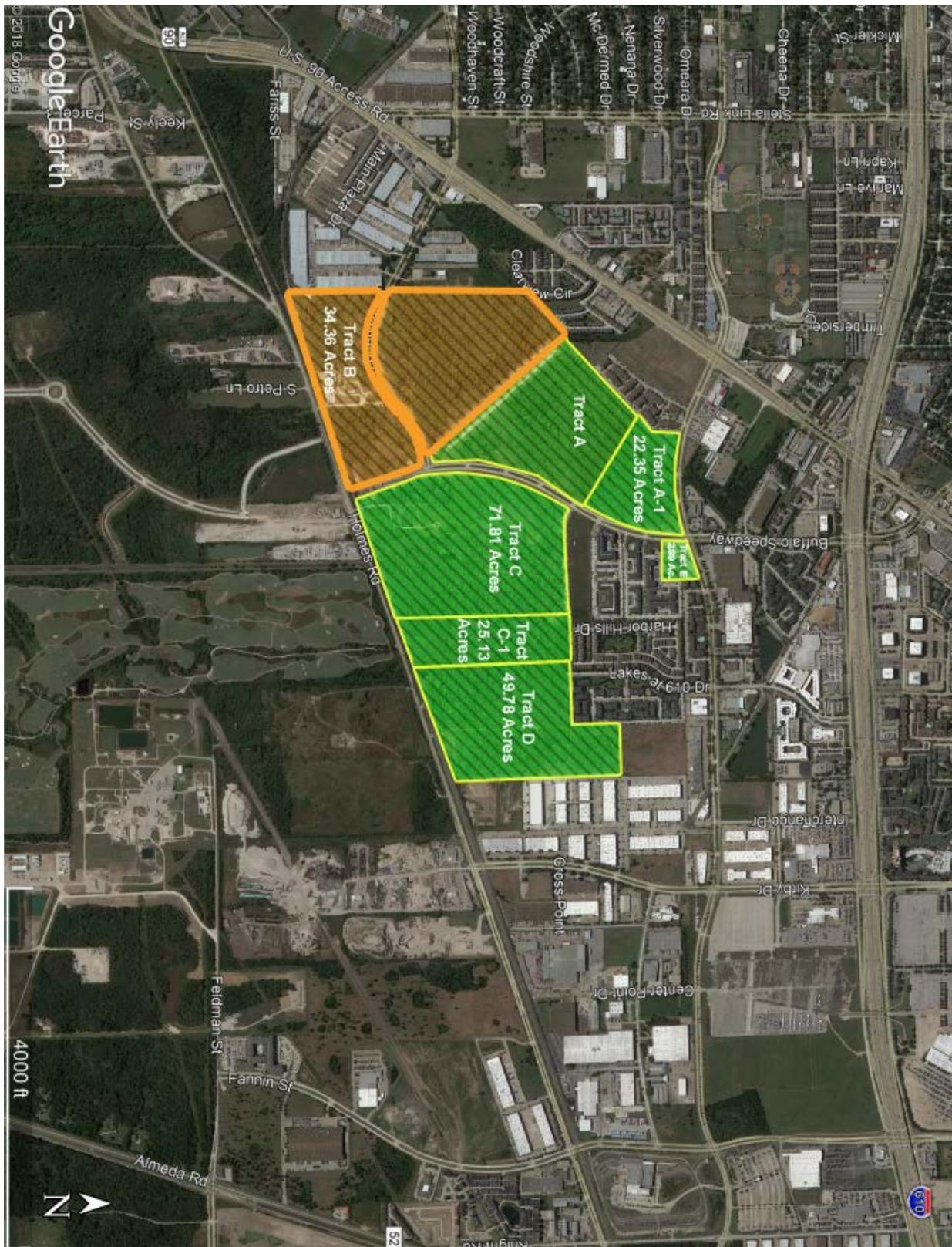
4.2: Aerial View of the Land Within Greater Houston

4.3: Waiver

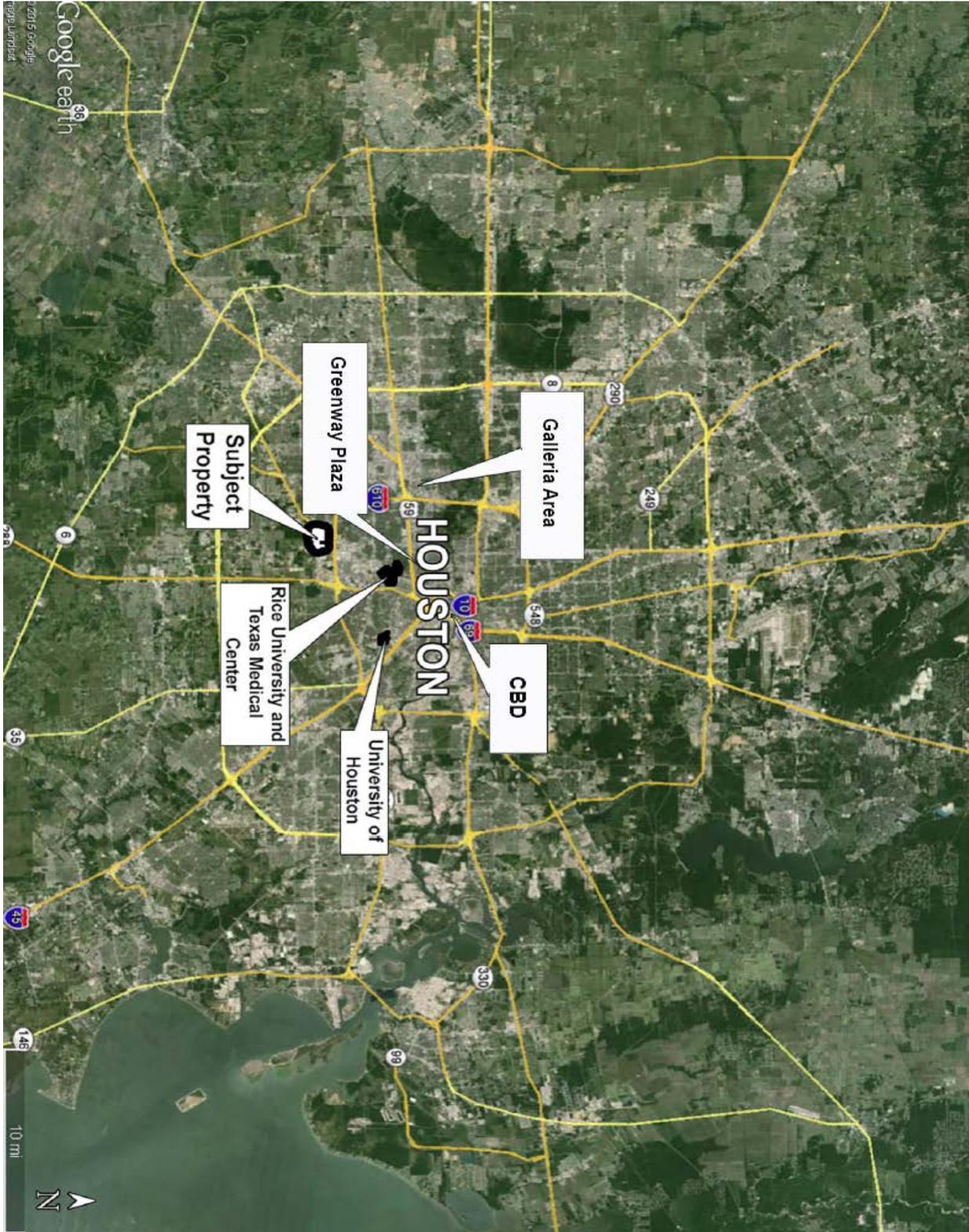
4.4: Plat Map of Land

Attachment 4.1 Site Plan of Land





**Attachment 4.2
Aerial View of the Land**



Attachment 4.3 - Waiver

INDEMNIFICATION AND HOLD HARMLESS AGREEMENT

This INDEMNIFICATION AND HOLD HARMLESS AGREEMENT (this “**Agreement**”) is made as of this ____ day of _____, 2019 (the “**Effective Date**”), by _____ (“**Indemnitor**”), in favor of **Board of Regents of The University of Texas System** (“**Indemnitee**”).

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, Indemnitor agrees as follows:

1. **Indemnification and Hold Harmless.** INDEMNITOR HEREBY AGREES TO DEFEND AND INDEMNIFY AND HOLD HARMLESS INDEMNITEE FROM AND AGAINST ALL CLAIMS AND ALL COSTS, EXPENSES AND LIABILITIES INCURRED IN CONNECTION WITH ALL CLAIMS, INCLUDING ANY ACTION OR PROCEEDINGS BROUGHT THEREON, ARISING FROM OR AS A RESULT OF OR IN ANY WAY RELATED TO INDEMNITOR’S AND/OR INDEMNITOR’S EMPLOYEES’, CONTRACTORS’, GUESTS’, AND/OR INVITEES’ (COLLECTIVELY, THE “**INDEMNITOR PARTIES**”) USE OF, ENTRY ON, OR ANY OF THE INDEMNITOR PARTIES’ ACTIVITIES ON THE PROPERTY (THE “**PROPERTY**”) DESCRIBED IN THAT CERTAIN REQUEST FOR INFORMATION, _____ (THE “**RFI**”).

2. **As Is, Where Is.** Indemnitor acknowledges and agrees that any right to enter the Property pursuant to the RFI is granted without representation or warranty of any kind by Indemnitee, express or implied, as to the Property, and Indemnitor accepts the right of entry to the Property on an “**as is, where is, with all faults**” basis only. Indemnitor, on its own behalf and on behalf of all Indemnitor Parties, waives and releases any claims Indemnitor or any Indemnitor Party may have against Indemnitee for loss, damage, or injury to persons or property sustained by Indemnitor or any Indemnitor Parties in connection with entry on the Property.

3. **Entire Agreement and Amendments.** The RFI and this Agreement constitute the sole agreement of the parties concerning the Property.

4. **Governing Law and Sovereign Immunity.** This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, and nothing contained herein shall be deemed or interpreted to waive any immunity or other rights which Indemnitee may have.

5. **Severability.** Indemnitor intends that if any part of this Agreement be unenforceable or invalid that such part be struck and substituted with similar or like language enforceable and valid and that in such event, the remaining language of this Agreement be enforced as if the unenforceable provisions never appeared.

6. **Construction.** Indemnitor acknowledges that it and its counsel have had the opportunity to review this Agreement, the normal rule of construction shall not be applicable, and there shall be no presumption that any ambiguities will be resolved against the drafting party in interpretation of this Agreement.

This Agreement is executed to be effective for all purposes on the Effective Date.

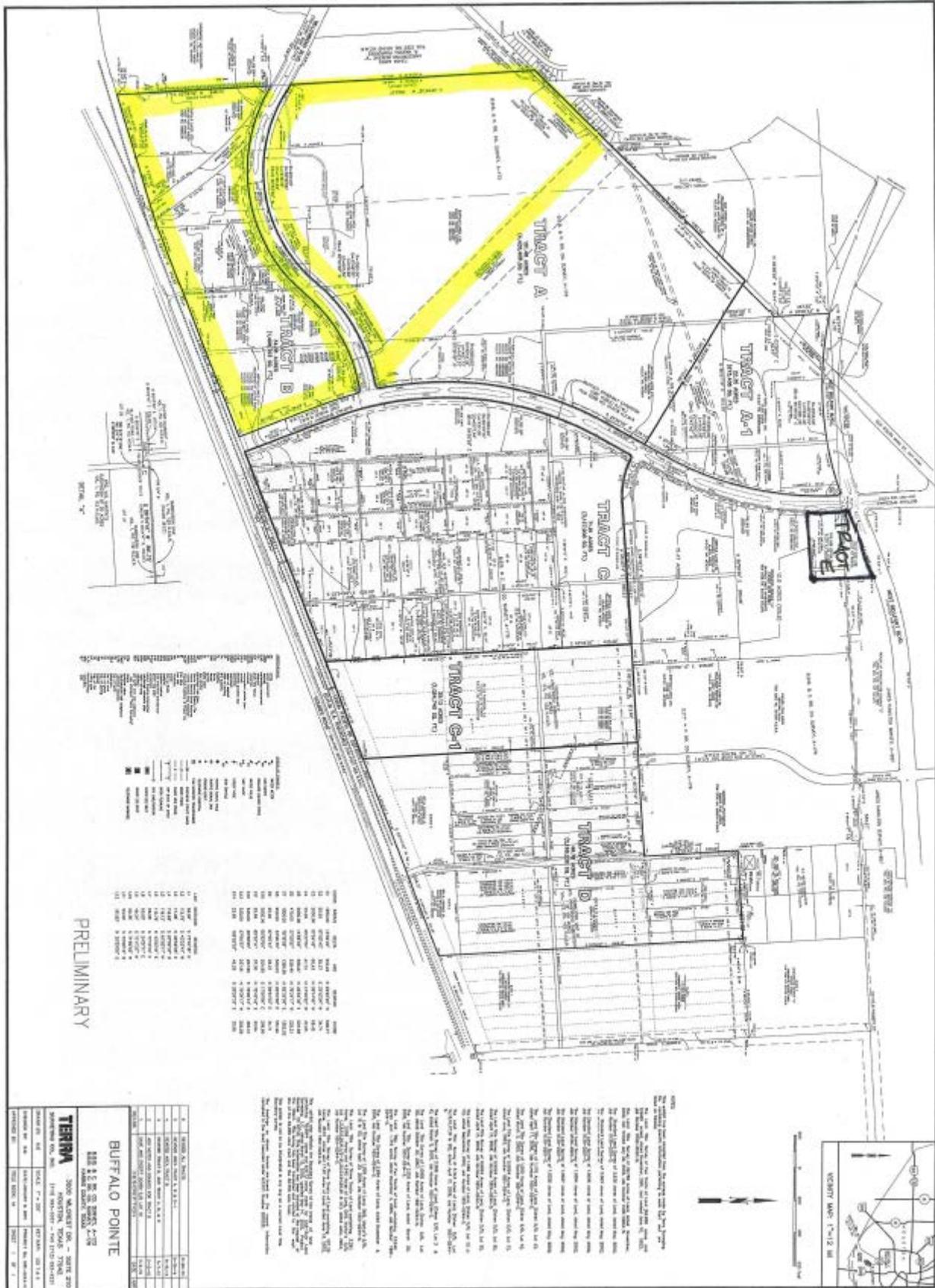
INDEMNITOR:

By: _____

Name: _____

Title: _____

Attachment 4.4 – Plat Map of Land



PRELIMINARY

BUFFALO POINTE	
100 S.E. 10 th ST. 200 th E	
TERRA	
OWNER	TERRA DEVELOPMENT, INC.
OWNER'S ADDRESS	100 S.E. 10 th ST. 200 th E
OWNER'S PHONE	(405) 938-1000
OWNER'S FAX	(405) 938-1000
OWNER'S E-MAIL	terra@terra.com
OWNER'S WEBSITE	www.terra.com
OWNER'S LICENSE NO.	10000000000000000000
OWNER'S EXPIRES	12/31/2010
OWNER'S STATUS	ACTIVE
OWNER'S TYPE	RESIDENTIAL
OWNER'S ZONE	R-1
OWNER'S DISTRICT	1
OWNER'S COUNTY	OSAGE
OWNER'S STATE	OK
OWNER'S COUNTRY	USA
OWNER'S CITY	BUFFALO
OWNER'S ZIP	73007
OWNER'S COUNTY	OSAGE
OWNER'S STATE	OK
OWNER'S COUNTRY	USA
OWNER'S CITY	BUFFALO
OWNER'S ZIP	73007

ADDENDUM 2

DATE: May 12, 2020
RFP NO: RFI 720-1930 Land Development (Houston)
OWNER: The University of Texas System Administration
TO: Prospective Respondents

This Addendum forms part of Contract Documents and modifies Bid Documents dated August 22, 2019 with amendments and additions noted below.

Extension of Bid Deadline

The deadline for the RFI has been postponed to allow adequate time for response preparation. RFI submittal deadlines listed on the cover page, and Section 3.3.1 (Submittal Deadline, Point of Contact, and Requirements) of the original bid documents shall now read:

Submittal Deadline: Friday, September 27th, 2019 at 5 PM, CST

END OF ADDENDUM 2