

City of Austin
Request for Proposal
for the
Purchase and Redevelopment
of the
Thomas C. Green Water Treatment Plant
and
Austin Energy Control Center¹

1. **Invitation from the Mayor:** The redevelopment of the remaining City-owned properties in the Seaholm District is an unprecedented opportunity for the City of Austin to complete our vision of a vibrant 24 hour live / work / play Downtown. The Thomas C. Green Water Treatment Plant and Energy Control Center have served the City with the drinking water and power it needed to live and grow for many decades. The innovative rebirth of these sites will sustain their legacy as integral sources of the life and growth of Downtown Austin.

Built in 1924 on an approximately 6 acre site, the Green Water Treatment Plant is Austin's oldest plant and has been upgraded several times throughout its operating life. By 2004, it became clear that the land-locked site cannot efficiently meet the future needs of the Austin Water Utility and is now being prepared for decommissioning and deconstruction.

The Green Water Treatment Plant is strategically located between the Second Street civic and retail district and the emerging Seaholm Power Plant redevelopment, making this area the linchpin connecting east and west Downtown waterfront for thousands of citizens and visitors who come to enjoy the area's scenery, vibrancy and social opportunities. This southwest sector of Downtown Austin has recently emerged as the locus of an unprecedented mixed-use development boom, turning a once decrepit and under-utilized industrial area into the very heart of the city in less than a decade. In the 2006 bond election, the citizens of the City of Austin voted overwhelmingly to fund the building of a new central public library. My Council colleagues and I recently passed a resolution to locate the new central library between the Green and Seaholm

¹ **Note:** Hyperlinks are provided for the convenience of potential Proposers. The accuracy of the hyperlinks and the information contained in those hyperlinks is not the responsibility of the City of Austin, but is the responsibility of each potential Proposer. Hyperlinks are provided to the relevant pages of the current Downtown Report. The Downtown Report is anticipated to be updated during the solicitation process. For the most current Downtown Report check <http://www.ci.austin.tx.us/downtown/default.htm#report>.

Note: All descriptions of programs and properties in this RFP are for information purposes only and it is the responsibility of each potential Proposer to confirm or verify the descriptions.

redevelopments, further reinforcing the pivotal role that culture will play in the burgeoning Seaholm district.

The 1.7 acre Energy Control Center site is located on the northern edge of the Seaholm District, surrounded on two sides by the Shoal Creek Greenbelt and Hike-and-Bike Trail. The public open spaces and retail amenities surrounding this site will be certain attractions for future inhabitants. Its newest neighbors are 30- and 40-story mixed-use residential buildings in various stages of construction and the site's two street frontages are shared with the Seaholm redevelopment.

Austinites have been working together for over a decade to create the grand vision for the reincarnation of the Seaholm District, and we now stand ready to collaborate with an innovative development team that shares our vision for a mixed-use project that will enhance the vibrancy of Downtown and continue the legacy of service of these sites. On behalf of the all the citizens who have worked together to plan Downtown's future, I express our full support for the redevelopment of this pivotal piece of the Seaholm District and welcome your interest in helping us create a unique destination in the heart of Austin.

Regards,

Will Wynn

Austin Mayor

2. **Overview:** The City of Austin (“City”) seeks to sell for redevelopment five parcels of land within the Seaholm District (as described below):
 - 2.1 **Green Water Treatment Plant Properties:** The former Thomas C. Green Water Treatment Plant (“GWTP”) properties, consisting of approximately 4.4 acres, in downtown Austin, which will be conveyed in four parcels bordering on what will be the intersection of 2nd and Nueces Streets.
 - 2.2 **The Austin Energy Control Center Property:** The Austin Energy Control Center (“ECC”) property, consisting of approximately 1.7 acres in downtown Austin, east of West Avenue and north of the right-of-way for 3rd Street between Shoal Creek and West Avenue.

This Request for Proposal (“RFP”) is designed to solicit proposals from developers and development teams (collectively a “Proposer”) that explore the potential for the purchase and redevelopment of the GWTP and ECC properties to contribute to the existing and planned development in the surrounding downtown area and maximize public benefit. (See Exhibit A.) The proposals will be used by the City to identify qualified Proposers for further consideration and interviews. Ultimately, the City will select a developer or development team from the Proposers (the “Successful Proposer”) who will enter into an exclusive negotiation agreement (the “Exclusive Negotiation Agreement”) with the City. This Exclusive Negotiation Agreement between the Successful Proposer and the City will specify the conditions of the ultimate sale of the GWTP and ECC properties and the applicable development and financial obligations of the parties.

3. **The GWTP Properties:**

- 3.1 **Identification of the Parcels:** The GWTP properties will be comprised of four parcels that border on what will be the intersection of 2nd and Nueces Streets. These Streets, which do not currently exist, will be extended through the GWTP properties. The resulting four parcels will total approximately 4.4 acres and will be bounded on the north by the (new) Austin Music Hall and Ballet Austin properties, on the east by San Antonio Street, on the south by Cesar Chavez Boulevard, and on the west by Shoal Creek. The GWTP properties are graphically depicted on Exhibit B and are legally described on Exhibit C.
- 3.2 **GWTP Decommissioning:** The GWTP properties previously housed the GWTP, which is being decommissioned and deconstructed by the City.² As part of the decommissioning and deconstruction, remediation and abatement efforts that are required to address hazardous materials are being completed³ and existing utilities are being relocated by the City. (See Exhibit D.) In addition, the east bank of Shoal Creek, which borders the west side of the GWTP properties, is being repaired and restored by the City. (See Exhibit E.) A limited easement will be retained by the City to maintain adequate anchoring for the Shoal Creek bank repair. The GWTP properties will not be restored to the surrounding grade, but will instead be left open approximately 20 feet below grade, as depicted on Exhibit F. In addition, some minor subsurface structures will be left in place to the extent required to maintain the integrity of surrounding streets and improvements. Also, several mature trees will be left on the GWTP properties to the extent not impacted by the excavation. The Successful Proposer will be responsible for meeting the requirements of the tree mitigation ordinance, if the proposed development requires tree removal.⁴ The GWTP decommissioning, deconstruction, abatement, utility relocation and Shoal Creek bank repair is expected to be substantially complete in February 2010.
- 3.3 **Flood Plain:** A small portion of the GWTP properties near Shoal Creek is currently identified as within the Federal Emergency Management Administration (“FEMA”) 100-year flood plain boundary. Through the decommissioning activities, the City has developed evidence that should ultimately limit the 100-year flood plain to the bed and banks of Shoal Creek. Exhibit G identifies the current FEMA 100-year flood plain boundary and the anticipated revised flood plain boundary.
- 3.4 **Zoning:** The GWTP properties are currently zoned “P” for Public, but City Council has begun the process of rezoning the properties to “CBD-CURE” for Central Business District – Central Urban Redevelopment and is eliminating any floor area ratio (“FAR”) restrictions on these properties. Redevelopment must

² <http://www.ci.austin.tx.us/seaholm/green.htm> and http://www.ci.austin.tx.us/downtown/1007/downloads/07_green.pdf

³ The equivalent of Texas Commission on Environmental Quality Voluntary Cleanup Program residential closure is anticipated.

⁴ http://www.ci.austin.tx.us/trees/preserve_code.htm

comply with any limitations that the Waterfront Overlay or the Capitol View Corridors may impose on these properties. (See Exhibit H.)

4. **The ECC Property:**

- 4.1 **Identification of the Parcel:** The ECC property is approximately 1.7 acres in size and is bounded on the north and east by Shoal Creek, on the south by what would be the extension of 3rd Street and on the west by West Avenue. The ECC property is graphically depicted on Exhibit I and is legally described on Exhibit J. The ECC property currently houses the City’s energy control center, which function will be relocated.
- 4.2 **Property Condition:** Employees of Austin Energy will likely vacate the facility in March of 2010. However, Austin Energy has no plans to demolish the existing structure on the ECC property. Austin Energy will perform an environmental site assessment (“ESA”) and undertake remediation of the ECC property, as necessary. To the extent that any environmental remediation is required, Austin Energy will enter the ECC property into the Texas Commission on Environmental Quality Voluntary Cleanup Program and obtain a certificate of completion applicable to the prospective use of the ECC property. To the extent that environmental remediation is required, such remediation could take approximately one year to complete. To the extent desired by the Successful Proposer, Austin Energy is amenable to accelerating the sale of the ECC property by entering into a sale/leaseback whereby Austin Energy can transition its employees currently located at the facility on the ECC property and timely address any environmental issues.
- 4.3 **Transit Potential:** Future transit options may include light rail along the extension of 3rd Street. Proposers should consider this opportunity in their proposals.
- 4.4 **Zoning:** The ECC property is currently zoned “P” for Public, but City Council has begun the process of rezoning the property to “CBD-CURE” for Central Business District – Central Urban Redevelopment and is eliminating any FAR restrictions on this property. Redevelopment must comply with any limitations that the Waterfront Overlay or the Capitol View Corridors may impose on the property. (See Exhibit H.)

5. **Project Context:**

- 5.1 **Seaholm District:** The Seaholm District⁵ is a former industrial section of downtown Austin that is being transformed through residential and retail development. The Seaholm District is bounded on the north by 5th Street on the east by San Antonio Street, on the south by Lady Bird Lake and Cesar Chavez Boulevard and on the west by Lamar Boulevard. The GWTP and ECC properties are within the Seaholm District. As part of the redevelopment of the Seaholm

⁵ <http://www.ci.austin.tx.us/seaholm/> and http://www.ci.austin.tx.us/downtown/1007/downloads/20-21_seaholm.pdf

District, the Seaholm Power Plant⁶ located north of Cesar Chavez Boulevard, east of the Union Pacific Railway line, south of 3rd Street, and west of the proposed extension of West Avenue, is planned for adaptive reuse as a mixed-use development containing a boutique hotel, condominiums, office, retail and public open space. A graphic of the Seaholm and 2nd Street Districts is included as Exhibit K.

- 5.2 **GWTP and Seaholm Power Plant Water Intake Structures:** As part of the decommissioning of the GWTP and Seaholm Power Plant, intake structures located south of Cesar Chavez Boulevard abutting Lady Bird Lake may be decommissioned. To the extent a Proposer is interested in possible reuse of these structures, such interest should be expressed in the proposal. However, an expression of interest will not be considered by the City as part of the evaluation of a proposal.
- 5.3 **Seaholm Substation:** The Seaholm Substation is located north of Cesar Chavez Boulevard, east of the current Seaholm Power Plant, south of 3rd Street and west of Shoal Creek. Plans are underway for the electric substation to remain on the site, but with a reduced size to cover only the northern half of its current location. Austin Energy has plans to construct a 16 foot high pre-cast concrete wall around the remaining portions of the substation.
- 5.4 **Austin Central Public Library:** As a result of voter approval in 2007 of a 90 million dollar bond proposition and City Council's selection of a site, a new Central Public Library is planned for the southern half of the current Seaholm Substation site. The new library will be separated from the reduced Seaholm Substation by the extension of 2nd Street and a new bridge that will span Shoal Creek.
- 5.5 **2nd Street District:** The 2nd Street District is a new, multi-use urban neighborhood that includes six city blocks of downtown Austin near Lady Bird Lake and the Warehouse Entertainment District.⁷ The 2nd Street District is bounded on the north by 3rd Street, on the east by Colorado Street, on the south by Cesar Chavez Boulevard and on the west by San Antonio Street. The 2nd Street District is being developed with specific coherent and unique pedestrian environments, which will be carried over into the development of the GWTP properties.⁸ The six blocks (2, 3, 4, 20, 21, and 22) are being developed as follows:
- 5.5.1 **Blocks 2 and 4:** Block 2 is bounded on the north by 2nd Street, on the east by Guadalupe Street, on the south by Cesar Chavez Boulevard and on the west by San Antonio Street. Block 4 is bounded on the north by 2nd Street, on the east by Colorado Street, on the south by Cesar Chavez Boulevard and on the west by Lavaca Street. The City, owner of Blocks 2

⁶ <http://www.ci.austin.tx.us/seaholm/powerplant.htm>

⁷ http://www.ci.austin.tx.us/downtown/ware_map.htm

⁸ <http://www.ci.austin.tx.us/downtown/ssdsip.htm>, http://www.ci.austin.tx.us/downtown/0703/downloads/43-44_ssdsip.pdf, <http://www.ci.austin.tx.us/greatstreets/default.htm>, and <http://www.2ndstreetdistrict.com/>

and 4, has ground leased these blocks to Silicon Laboratories (“Silicon Labs”). These two blocks serve as headquarters for Silicon Labs. The City has leased back the ground floors of these two buildings and the historic Schneider Building from Silicon Labs. The ground floors are subject to retail subleases totaling approximately 59,000 square feet. Through a Disposition and Development Agreement (“DDA”) with AMLI Austin Retail, L.P. (“AMLI”), AMLI was obligated to develop Blocks 2 and 4 in conformance with the DDA. This obligation includes the retention of LG Urban Partners, as the development consultant, to market and lease the retail spaces until 90% occupancy is achieved.

5.5.2 Block 3: Block 3 is bounded on the north by 2nd Street, on the east by Lavaca Street, on the south by Cesar Chavez Boulevard, and on the west by Guadalupe Street. Block 3 houses Austin’s City Hall.⁹ In addition to the City Hall and below grade parking, Block 3 includes approximately 3,700 square feet of ground floor retail space.

5.5.3 Blocks 20 and 22: Block 20 is bounded on the north by 3rd Street, on the east by Colorado Street, on the south by 2nd Street, and on the west by Lavaca Street. Block 22 is bounded on the north by 3rd Street, on the east by Guadalupe Street, on the south by 2nd Street, and on the west by San Antonio Street. AMLI Residential Properties is the managing general partner of the owner of Block 20, which contains approximately 220 residential units and 42,000 square feet of ground floor retail.¹⁰ The City has leased Block 22 to AMLI Residential Properties for construction of approximately 230 residential units and 41,000 square feet of retail, which is in the final stages of construction.

5.5.4 Block 21: Block 21¹¹ is bounded on the north by 3rd Street, on the east by Lavaca Street, on the south by 2nd Street, and on the west by Guadalupe Street. Block 21 is being developed into a W Hotel,¹² 250 condominiums, approximately 27,000 square feet of retail, and a 1,000 seat performance venue. Approximately 50 times a year, this venue will be used for Austin City Limits TV show¹³ performances.

6. **Issues to be Addressed in the RFP**: A mixture of elements will impact the:

- Selection of qualified Proposers,
- Selection of and negotiation with the Successful Proposer, and
- Successful development of the properties.

⁹ <http://www.ci.austin.tx.us/cityhall/>

¹⁰ http://www.ci.austin.tx.us/downtown/amli_20.htm

¹¹ <http://www.ci.austin.tx.us/downtown/block21.htm>

¹² <http://www.block21residences.com/>

¹³ <http://admin.online.pbs.org/klr/austin/>

Some elements have mandatory aspects, some have value-added (i.e., voluntary) aspects and some have a mixture of both. However, since the City will be seeking a Proposer that will meet the optimal mix of the various elements, all elements are discussed herein as if all aspects are mandatory. To assist the Proposers, the following chart (“Elements Chart”) breaks out the mandatory and value-added aspects of the various elements discussed below.¹⁴

IMPORTANT: The Elements Chart below identifies the elements of an RFP proposal that are mandatory versus value-added (i.e., voluntary). Mandatory elements that are not addressed or inadequately addressed in an RFP proposal may lead to disqualification of the RFP proposal, at the sole discretion of the City. Only RFP proposals meeting or exceeding the mandatory elements will be presented to the City Council for consideration.

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¹⁴ **Note:** The designation of mandatory vs. value-added in the Elements Chart controls over the discussion of the elements as mandatory in the body of the RFP.

Mandatory Proposal Elements	Value-Added Proposal Elements
Infrastructure Considerations	
<ul style="list-style-type: none"> • Infrastructure Construction by the Successful Proposer <i>with</i> City Reimbursement: <ul style="list-style-type: none"> ▪ 2nd Street Extension from San Antonio to Shoal Creek and Nueces Street Extension from 3rd Street to Cesar Chavez Street, including Utility Extensions in the Right-of-Way ▪ Bridge over Shoal Creek at 2nd Street and the Extension of West 2nd Street from Shoal Creek to West Avenue, including Utility Extensions in the Right-of-Way • Two Public Parking Proposals for the Seaholm District and the New Central Public Library: <ul style="list-style-type: none"> ▪ Option 1: Owned and publicly financed by the City ▪ Option 2: Owned and privately financed by the Successful Proposer • Maintenance Easement for Shoal Creek Bank Stabilization 	<ul style="list-style-type: none"> • Infrastructure Construction by the Successful Proposer <i>without</i> City Reimbursement: <ul style="list-style-type: none"> ▪ 3rd Street from Shoal Creek to West Avenue • Shared Public Parking in Excess of the Applicable Mandatory Public Parking Component • Utilization of Austin Energy’s Downtown District Heating, Ventilating and Air Conditioning Cooling System
Land Use Considerations	
<ul style="list-style-type: none"> • Compliance with: <ul style="list-style-type: none"> ▪ Waterfront Overlay District ▪ Capitol View Corridors ▪ Downtown Creek Overlay ▪ Downtown (Urban) Design Guidelines 	
Community Considerations	
<ul style="list-style-type: none"> • Green Building Minimums (Two Star) • Affordable Housing Minimums (if Rental) • Minority-owned Business Enterprise/Women-owned Business Enterprise Compliance • Great Street Standards 	<ul style="list-style-type: none"> • Exceeding Green Building Minimums • Exceeding Affordable Housing Minimums • Workforce Housing • Maximization of the Development Potential of the Green Water Treatment Plant and Energy Control Center Properties • Compatibility with 2nd Street and Seaholm Redevelopment Plans • Mobility and Connectivity Enhancement • Ground Floor Retail • Public Facilities • Public Art • Other Public Benefits
Other Considerations	
<ul style="list-style-type: none"> • Minimal Adequacy of Proposer’s Financial Resources/Access to Sufficient Capital • Minimal Relevant Experience and Track Record, including Ability to Complete Project • Total Consideration for Each Property <i>Meets</i> Minimum Appraised Value for Each Property • Proposer Payment of Closing Costs 	<ul style="list-style-type: none"> • Adequacy of Proposer’s Financial Resources/Access to Sufficient Capital • Relevant Experience and Track Record, including Ability to Complete Project • Total Consideration for Each Property <i>Exceeds</i> Minimum Appraised Value for Each Property • Maximization of Financial Return to the City • Use of Federal Funding • Other Terms of Purchase to be Negotiated • Other Issues Important to a Proposer

6.1 **Infrastructure Considerations:**

- 6.1.1 2nd Street Extension from San Antonio Street to Shoal Creek: The Successful Proposer will be responsible for extending 2nd Street from San Antonio Street to Shoal Creek. Timing of the construction of the improvements will be subject to negotiation with the Successful Proposer. A not-to-exceed budget will be set by the City for the 2nd Street extension and the Successful Proposer will be reimbursed for actual costs up to the budget maximum. Construction must be in accordance with City standards and will be subject to City bidding and minority-owned business enterprise/women-owned business enterprise (“M/WBE”) requirements. Preliminary design information is set out as Exhibit L.
- 6.1.2 Nueces Street Extension from 3rd Street to Cesar Chavez Boulevard: The Successful Proposer will be responsible for extending Nueces Street from 3rd Street to Cesar Chavez Boulevard. Timing of the construction of the improvements will be subject to negotiation with the Successful Proposer. A not-to-exceed budget will be set by the City for the Nueces Street extension and the Successful Proposer will be reimbursed for actual costs up to the budget maximum. Construction must be in accordance with City standards and will be subject to City bidding and M/WBE requirements. Preliminary design information is set out in Exhibit L.
- 6.1.3 Utility Extensions: Austin Energy, Austin Water Utility, and Austin’s Drainage Utility serve the GWTP and ECC properties. These utilities will be constructed by the Successful Proposer within the City right-of-way to City standards and subject to City bidding and M/WBE requirements. A not-to-exceed budget will be set by the City for the utility extensions and the Successful Proposer will be reimbursed for actual costs up to the budget maximum. Other franchise utilities (e.g., Texas Gas Service) will be provided with underground utility assignments within the right-of-way of the new portions of 2nd, 3rd, and Nueces Streets.
- 6.1.4 Bridge Over Shoal Creek at 2nd Street and Extension of 2nd Street from Shoal Creek to West Avenue: The Successful Proposer will be responsible for extending 2nd Street from Shoal Creek to West Avenue, including the bridge over Shoal Creek. Timing of the construction of the improvements will be subject to negotiation with the Successful Proposer but will need to precede or coincide with the completion of the new Central Public Library on the southern half of the current Seaholm Substation site. A not-to-exceed budget will be set by the City for the 2nd Street extension and the Successful Proposer will be reimbursed for actual costs up to the budget maximum. Construction must be in accordance with City standards and will be subject to City bidding and M/WBE requirements. Preliminary design information is set out as Exhibit M.

- 6.1.5 3rd Street Extension from Shoal Creek to West Avenue: The City is willing to allow the Successful Proposer to extend 3rd Street from Shoal Creek to West Avenue. Timing of the construction of the improvements is up to the Successful Proposer, but must not occur later than the Successful Proposer's completion of the development of the adjacent tract. Construction must be in accordance with City standards.
- 6.1.6 Public Parking: The proposed development of GWTP and ECC properties must comply with the City's Land Development Code requirements for on-site parking. The City is interested in additional public parking being provided in a fully-utilized parking facility to support the Seaholm District and the new Central Public Library. The Proposer should note that there is the ability to place a portion of the parking under 2nd Street and Nueces Street near the GWTP properties. Each proposal should contain two parking options from each Proposer. Option 1: the City owning and publicly financing the parking structure and Option 2: the Successful Proposer owning and privately financing the parking structure.
- 6.1.7 District HVAC Cooling System: The GWTP and ECC properties can receive heating, ventilation and air conditioning ("HVAC") cooling services from Austin Energy's Downtown District HVAC Cooling System, which is served by two chiller plants in the downtown area. The system provides 44 degree chilled water on a continuous basis for air conditioning of approximately 6,000,000 square feet of downtown buildings, including the new City Hall, most of the buildings in the 2nd Street District, as well as other neighboring buildings. Austin Energy would extend its network of underground piping to deliver chilled water to mechanical rooms of the buildings developed on the GWTP and ECC properties. Austin Energy would install heat exchangers in these mechanical rooms to allow the air conditioning systems to receive chilled water. Chilled water on the building side of the heat exchanger is pumped through cooling coils in air handling units to enable cooling and dehumidification. It is anticipated that the Successful Proposer will consider obtaining chilled water cooling services from Austin Energy. Austin Energy would cover the cost of extending the existing piping to the heat exchangers discussed above. The Successful Proposer would cover all costs of providing adequate space within the buildings to accommodate the piping and heat exchangers. The space for the piping and heat exchangers would ultimately need to be reflected on the building permit drawings associated with the development of the buildings on these properties. Furthermore, the piping and heat exchangers would need to meet the technical requirements of Austin Energy. No on-site chiller system or cooling tower would be required as part of the redevelopment of the GWTP and ECC properties. The use of Austin Energy's Downtown District HVAC Cooling System in lieu of other HVAC systems will

contribute positively toward attainment of LEED¹⁵ and/or Green Building Program points. For additional information on Austin Energy's Downtown District HVAC Cooling System, contact Cliff Braddock.¹⁶

- 6.1.8 Easement for Bank Stabilization of Shoal Creek It is anticipated that the bank stabilization of Shoal Creek could require anchoring into the GWTP properties. If so, the Successful Proposer will be required to grant the City a no cost easement along the western edge of the GWTP properties bordering Shoal Creek. The property boundary along Shoal Creek has been established east of the currently anticipated reinforcement, however, the bank stabilization is still in the preliminary design phase, therefore, some minor adjustment for the width of stabilization might be required when design is completed. In addition to the easement in which no structure will be allowed, any structure located adjacent to the easement will need to be designed to not transfer any loads onto the bank stabilization. (See Exhibit E.)

6.2 Land Use Considerations:

- 6.2.1 Waterfront Overlay District: The GWTP properties are subject to Waterfront Overlay Ordinance. The GWTP properties are within the North Shore Central Subdistrict and borders the City Hall Subdistrict.¹⁷ The Waterfront Overlay District affects building envelopes as set out on Exhibit N. Proposers may select either the requirements of the North Shore Central Subdistrict or the City Hall Subdistrict, but must select which Subdistrict regulations will be met in order to comply with the Waterfront Overlay Ordinance. The ECC property is not within a Waterfront Overlay District.
- 6.2.2 Capitol View Corridors:¹⁸ Portions of the properties are subject to Capitol View Corridors, which must be maintained by the Successful Proposer's proposed development. Development plans should clearly identify these corridors and indicate the proposed development's compliance with these restrictions on development.
- 6.2.3 Downtown Creeks Overlay: Portions of buildings located within 60 feet of the centerline of Shoal Creek are limited to 60 feet in height. Storage, trash collection, loading and associated facilities must be screened from view from Shoal Creek.

¹⁵ <http://www.usgbc.org/DisplayPage.aspx?CategoryID=19>

¹⁶ For more information, contact Cliff Braddock, Director, Energy Business Development, Austin Energy, at 512.322.6302, Fax 512.322.6016 or cliff.braddock@austinenergy.com.

¹⁷ <http://www.ci.austin.tx.us/parks/downloads/waterfrontoverlaydistrictsetbacks.pdf>.

¹⁸ http://www.ci.austin.tx.us/downtown/downloads/CVC_Report_Final.pdf

6.2.4 Downtown (Urban) Design Guidelines:¹⁹ The properties are subject to Downtown (Urban) Design Guidelines (“Guidelines”). These Guidelines comprise recommendations for all downtown development and redevelopment projects with the goal of making the downtown safe, comfortable, and pedestrian friendly with mixed use and humanly scaled buildings. Some of the primary issues addressed by the Guidelines include building location, population density, street level functions, location and orientation of on-site parking, building uses, pedestrian comfort and activity at street level, sidewalk safety, incorporation of civic art, design of public spaces, preservation and creation of quality building stock, and the creation of a unique city. To the extent that the vision, goals, and policy established by the City in connection with the GWTP and ECC redevelopment as set out in this RFP conflict with the Guidelines, the City’s vision, goals and policy in this RFP take priority over the Guidelines.

6.3 **Community Considerations:**

6.3.1 Green Building Standards: The redevelopment of the GWTP and ECC properties shall meet the requirements of the Austin Energy Green Building Program, “Two-Star” rating.²⁰ However, the City desires that this minimal requirement be exceeded by the Proposers.

6.3.2 Affordable Housing: To the extent that a Proposer decides that rental housing will be part of the redevelopment, the City requires that a minimum of ten percent of the units be allocated to individuals earning at or below 80 percent of the area median income. For any proposals that include a housing component (rental or owner-occupied), the Successful Proposer shall include an option for the City to participate in a public/private partnership for additional units and/or deeper affordability.

6.3.3 M/WBE Compliance: As part of the implementation of City Council resolution no. 20071108-127, relating to M/WBE compliance (see Exhibit O), the Successful Proposer will be required to meet M/WBE participation goals or demonstrate a good faith effort to meet the goals in the design and construction of improvements on the GWTP and ECC properties.

The Successful Proposer will be required to meet the annual, ethnic-specific design and construction goals contained in City Code Chapter 2-9(A) and 2-9(B), respectively, or demonstrate a good faith effort to meet the goals. Currently the goals are as follows:

¹⁹ <http://www.ci.austin.tx.us/downtown/designguidelines.htm>

²⁰ <http://www.austinenergy.com/Energy%20Efficiency/Programs/Green%20Building/index.htm>

	Professional Services Participation Goals	Construction Participation Goals
African-American-owned Business Enterprises	1.7%	1.7%
Hispanic-owned Business Enterprises	9.5%	9.7%
Asian-American and Native American-owned Business Enterprises	5.3%	1.5%
Women-owned Business Enterprises	14.2%	12.6%

The City’s Department of Small and Minority Business Resources (“**SMBR**”) is available to assist the Successful Proposer in identifying certified minority-owned and women-owned firms to meet the participation goals. SMBR will provide a list of certified firms to the Successful Proposer from which the Successful Proposer can solicit participation in the design and construction of improvements. SMBR is also available to assist the Successful Proposer in scheduling outreach meetings with M/WBE firms prior to the time that the Successful Proposer begins the design and construction phases of the redevelopment.

The Successful Proposer will also be required to provide quarterly reports on progress toward meeting the M/WBE participation goals on forms to be provided by the City. The Successful Proposer may be required to provide periodic reports to the City’s Small and Minority Business Resource Citizen Advisory Committee regarding M/WBE participation.

- 6.3.4 Great Streets Standards:²¹ The City has prepared designs for the extension of Nueces Street from 3rd Street to Cesar Chavez Boulevard and 2nd Street from San Antonio Street to Shoal Creek. In addition, the City has designs for a new bridge extending 2nd Street across Shoal Creek and further extending 2nd Street to West Avenue. West Avenue will be constructed as part of the Seaholm Power Plant Redevelopment. All street segments will adhere to Great Streets Standards. The design documents will be provided to the Successful Proposer to implement. Minor revisions of the design documents for curb cuts required for parking and loading access and the possibility of construction of parking under the right-of-way will be allowed, but the plan and profile of the streets is mandatory. It is anticipated that the Successful Proposer will provide Great Streets streetscape standards on all block faces of the proposed development.

²¹ <http://www.ci.austin.tx.us/greatstreets/downloads/peddomst.pdf> and <http://www.ci.austin.tx.us/greatstreets/downloads/bklocaccst.pdf>

- 6.3.5 Maximization of the Development Potential of the GWTP and ECC Properties: The City desires proposals that maximize the development potential of these properties given their unique location within downtown Austin. (See Exhibits A and H.)
- 6.3.6 Compatibility with 2nd Street and Seaholm Redevelopment Plans: The City desires development that is compatible with and supportive of the current development being undertaken within the 2nd Street District and development planned within the Seaholm District. (See Exhibit K.)
- 6.3.7 Ground Floor Retail: The City desires the maximum use of ground floor space for retail uses consistent with the adjacent 2nd Street District development and the development planned within the Seaholm District.
- 6.3.8 Mobility and Connectivity Enhancement: The City desires to maximize opportunities for mobility and connectivity enhancement, including optimal parking, pedestrian, bicycle, transit and vehicle circulation facilities to meet the City’s current and future mobility needs.
- 6.3.9 Public Facilities: The City desires to maximize opportunities for public facilities within the GWTP and ECC properties and encourages each Proposer to suggest appropriate public facilities in their proposal.
- 6.3.10 Public Art: The City has an Art in Public Places (“AIPP”) program. Most Capital Improvement Projects require that two percent of the budget be devoted to public art associated with a project. As part of the 2nd Street District Streetscape Improvement Project, the City is creating several environmental and sculptural artwork zones. It is anticipated that the Successful Proposer will provide other zones for public art within the proposed development and will consider matching any City AIPP funds associated with the GWTP and ECC project.
- 6.3.11 Other Public Benefits: It is anticipated that the Successful Proposer will identify and propose other public benefits that would be part of the Successful Proposer’s proposed development.

6.4 Other Considerations:

- 6.4.1 Proposer’s Financial Resources/Access to Capital: Proposer must be able to establish and demonstrate that it has access to financial resources such as the ability to raise debt and equity capital to purchase, develop and complete the redevelopment of the GWTP and ECC properties in a professional and timely manner. Proposals that do not meet this criterion will not be considered by the City Council.
- 6.4.2 Relevant Experience and Track Record: Proposer must provide relevant experience with respect to the development and operation of other

commercial and public projects, clearly distinguishing the experience of the Proposer (including joint venture partners) from that of consultants and other team members. Proposals that do not meet relevant experience and track record requirements will not be considered by the City Council.

- 6.4.3 GWTP and ECC Total Consideration: The City must receive fair market value for the GWTP and ECC properties. The consideration associated with the ECC property will be retained by the City for ECC uses and therefore must meet or exceed the independent appraisal for this tract. With respect to the GWTP properties, the City will look at the total consideration associated with the development of the GWTP properties, which may include non-monetary compensation through various offsets and concessions proposed by the Proposer.
- 6.4.4 Maximization of Financial Return to the City: The proposals must include an economic impact and financial analysis of the proposed development for each of the first ten years and include the following items:
- (a) Taxes: Sales, property, and hotel/motel bed taxes, if any, generated.
 - (b) Jobs: New jobs created, both temporary and permanent.
 - (c) Parking: Gross and net parking revenues to the City, as applicable.
 - (d) Investment: Construction value and square footage of development (office, retail, residential, etc.).
 - (e) Other Economic Factors: Any other economic factors positively affected by the redevelopment.
- 6.4.5 Proposer Payment of Closing Costs: The Successful Proposer will be responsible for the payment of all closing costs.
- 6.4.6 Use of Federal Funding: To the extent the Proposer identifies opportunities to receive and utilize federal funding, such opportunities should be disclosed in the Proposer's proposal.
- 6.4.7 Other Terms of Purchase to be Negotiated: To the extent that other terms of purchase of the GWTP and ECC properties are required, these terms should be disclosed in the proposal. These terms would be subject to negotiation by the City and the Successful Proposer.
- 6.4.8 Other Issues Important to the Successful Proposer:
- (a) Tax Increment Financing Zone: The GWTP and ECC properties are not within an existing tax increment financing zone. To the

extent this issue is important to the Proposer, this issue should be addressed in the proposal.

- (b) Downtown Austin Public Improvement District: The GWTP and ECC properties are not located within the existing downtown public improvement district. To the extent this issue is important to the Proposer, this issue should be addressed in the proposal.
- (c) Taxing Jurisdictions: The following taxing jurisdictions apply to the GWTP and ECC properties:
 - (i) City of Austin
 - (ii) Travis County
 - (iii) Austin Independent School District
 - (iv) Austin Community College
 - (v) Travis County Hospital District
- (d) Development Fees: Except as expressly set out herein, the Successful Proposer is expected to fully fund all fees, costs and expenses associated with the development of the GWTP and ECC properties, including, but not limited to, all pre-development costs.
- (e) Other Issues: To the extent other issues are important to a Proposer, these issues should be identified and discussed in the proposal.

7. **Substantive Proposal Requirements:**

7.1 **Purchase Price:** Each proposal must specify the purchase price for the GWTP properties and the ECC property.

7.1.1 **GWTP Properties:** An independent appraisal of the GWTP properties is being finalized. The preliminary appraised value is \$41,000,000.00, but is subject to confirmation of the square footage of the properties determined by a boundary survey. The final appraisal will be issued by addendum to this RFP, no later than March 31, 2008. The purchase price for the GWTP properties must not be less than the fair market value of the properties as a fee simple estate, as indicated in the final appraisal. The appraisal is attached as Exhibit P. The City will consider the total consideration, both monetary and non-monetary, proposed by the Proposer in determining the extent that the GWTP properties purchase price exceeds the minimum purchase price and maximizes the return to the City.

7.1.2 **ECC Property:** An independent appraisal of the ECC property was completed in June of 2007 and is currently being updated. The updated appraisal will be issued by addendum to this RFP, no later than March 31, 2008. The appraised value in June of 2007 was \$14,500,000.00. The purchase price for the ECC property must not be less than the fair market value of the property as a fee simple estate, as indicated in the updated appraisal. The appraisal is attached as Exhibit Q. The City will only consider the monetary payment proposed by the Proposer in determining the extent that the ECC property purchase price exceeds the minimum purchase price and maximizes the return to the City.

The response to this requirement should be Part XII of the proposal. Please see Section 0600, Proposal Preparation Instructions and Evaluation Factors.

7.2 **Development Plan:** Each proposal must set forth a detailed plan for the development of the GWTP and ECC properties. The description of the development concept must include the mix of uses (e.g., retail, residential units, hotel units, entertainment venues, etc., as applicable to the specific proposal) by square footage, as well as the amount of parking to be provided for each use and how it will be provided (underground parking garage, above ground parking garage, as applicable). The description must also include an explanation of the relationship of the project's scale and mass to the surrounding developments. Graphic conceptual plans for the proposed project are required. These graphics must show, at a minimum, a site plan, elevation and sections that illustrate the location, size and relationship of the mix of proposed uses including parking. Proposers must also provide a proposed design and construction timetable, including timelines showing all approvals required from other entities involved in the project.

The City contemplates the public display of all or a portion of the development plan from Proposers that meet the minimum requirements for consideration.

The response to this requirement should be in Part II or III of the proposal, as applicable. Please see Section 0600, Proposal Preparation Instructions and Evaluation Factors.

7.3 **Concessions and Incentives:** To the extent that a Proposer is proposing any City concessions or incentives, those proposed concessions and incentives must be specifically and clearly articulated in the proposal.

7.4 **Economic Impact Analysis:** Each proposal must include an economic impact and financial analysis as described in Paragraph 6.4.4 of this RFP.

The response to this requirement should be Part IV of the proposal. Please see Section 0600, Proposal Preparation Instructions and Evaluation Factors.

7.5 **Development Entity:** Each proposal must provide, at a minimum, the following information about the development entity to be used by the Proposer:

7.5.1 Identify the Development Entity: Identify the legal entity constituting the Proposer that will accomplish the purchase, development and implementation of the project. Include all intended joint venture and limited partners. To the extent the entity is created, provide proof of authority to do business in Texas and, as applicable, a certificate of good standing. If publicly traded, include stock exchange and trading symbol. Indicate the percentage interests of each of the partners and provide a complete listing of names, titles, addresses and telephone numbers. Also, provide the name of the principal in charge.

7.5.2 Identity of Principals: Provide an accurate and thorough description of the Proposer. Include the names of principals, home office location, number of employees, sales and development volume in dollars per year for the last five years and all office locations.

7.5.3 Development Team: Identify the role of each member of the development team, consisting of the Proposer (including joint venture partners) and major consultants in the conceptualization, design, financing and construction of the project. The consultants identified may include, but are not limited to, design architects, economic/financial analysts, engineers, contractors, legal counsel, marketing firms, leasing agents and property management firms.

7.5.4 Management Team: Identify the role and submit the resumes of the key individuals who will be involved in the development, implementation and operation of the project.

The response to this requirement should be Part I or V of the proposal, as applicable. Please see Section 0600, Proposal Preparation Instructions and Evaluation Factors.

7.6 **Development Team Experience:** Each proposal must provide relevant experience with respect to the development and operation of other commercial and public projects, clearly distinguishing the experience of the Proposer (including joint venture partners) from that of consultants and other team members. No more than five examples should be provided. For each project identified, Proposer must provide at least the following information:

7.6.1 Identification: Statement of the project name and type.

7.6.2 Developer: Identification of the developer and an explanation, if different from the identity of the Proposer for the GWTP and ECC project.

- 7.6.3 Location: Identification of the location, including address and photographs of the project.
- 7.6.4 Size and Uses: Description of the size, mix of uses and tenants.
- 7.6.5 References: Identification of two references with contact names and telephone numbers.
- 7.6.6 Development Time Line: Submission of the development timeline from selection of the Proposer to completion of construction.
- 7.6.7 Development Cost: Description of the development cost including a brief explanation of the approach used to finance the project, including identification of the financing sources.
- 7.6.8 Public Involvement: Description of the public involvement, if any, including the role of the development entity, involvement of the public sector and unique challenges of the project.
- 7.6.9 Public Entity Contact Information: Identification of involved public entities, including references and contact information.

The response to this requirement should be in Part VI or VII of the proposal, as applicable. Please see Section 0600, Proposal Preparation Instructions and Evaluation Factors.

- 7.7 **Financial Capability and Capacity**: In order to demonstrate access to equity capital and financing resources to carry out the proposed project, each proposal must provide the information listed below: [**Note**: The City recognizes that under certain circumstances, this information could be construed as confidential and sensitive. Therefore, the City will treat this portion of the submission as confidential, to the extent that it is not already public and to the extent allowed by law. As such, information considered by the Proposer to be confidential, should be stamped “Confidential” in all capital letters on each page and submitted in a separate sealed envelope attached to the RFP submission.]

- 7.7.1 Portfolio: Composition of current real estate portfolio.
- 7.7.2 Financing Commitment History: Recent history (last three years) in obtaining financing commitments including the type of project, financing source(s), amounts committed, etc.
- 7.7.3 Audited Financial Statements: Audited Financial Statements for the last three years, including cash flow statements and balance sheets and, if publicly held, the most recent 10K and 10Q filings.
- 7.7.4 Pending Projects: A listing and description of all pending projects under enforceable funded contracts, including status, development schedule and

financial commitment required of the Proposer. Also provide a description of the project financing method, sources and amounts and indicate any working relationship on other projects with members of the development team proposed for the GWTP and ECC project.

- 7.7.5 Sources of Debt and Equity Capital: The identity and description of the specific sources of debt and equity capital, including relationships to the Proposer (e.g., outside lender, parent company) and contact information.
- 7.7.6 Funding Source Action: A discussion of whether any funding sources or financial institutions have threatened to take or have taken any adverse action against the Proposer or joint venture partner, such as terminating or restricting the use of funds, anytime during the past five years.
- 7.7.7 Legal Action: A description of any pending or past legal action against Proposer, its principals and associates within the last five years including, but not limited to, legal action resulting from charges of financial misconduct or impropriety against the Proposer, its principals or associates. Additionally, provide a description of all notices of termination and claims of damage received on all projects within the last five years. Describe all claims on performance and payment bonds received by Proposer, its principals and associates within the last five years.
- 7.7.8 Bonding Capacity: A description of Proposer's bonding capacity and any claims of default or termination within the last five years.

The response to this requirement should be Part VIII of the proposal. Please see Section 0600, Proposal Preparation Instructions and Evaluation Factors.

- 8. **City Council Evaluation Criteria**: Those proposals meeting or exceeding the mandatory components set out in the Elements Chart will be presented to City Council for its consideration. The City Council will use the following evaluation matrix as the method of evaluation of the proposals:

**GREEN WATER TREATMENT PLANT AND AUSTIN ENERGY CONTROL CENTER
REDEVELOPMENT PROJECT**

EVALUATION MATRIX

**Method of Evaluation of Proposals that have Cleared the Mandatory Components Review by
City Staff and therefore Merit Evaluation by City Council**

Team Qualifications	Points
Development Experience: What level of experience does the Proposer have in the successful development of projects of a comparable size, scale and complexity? In addition, to what extent has Proposer successfully worked with the public sector on public/private real estate development projects?	0 to 15
Proven Completion Capability: To what extent does Proposer have sufficient personnel, logistical resources, bonding capacity, and ability to complete the project in a timely and professional manner?	0 to 10
Access to Capital: What depth of financial resources does Proposer have access to?	0 to 15
Offered Consideration: To what extent does the offered consideration, financial and non-financial, bring the best return to the City?	0 to 10
Quality of Proposal	Points
Project Goals and Development Requirements Met: To what extent did the proposal exceed the City’s project goals and requirements for infrastructure, land use, community and other considerations including affordable housing?	0 to 25
Quality of Design and Creativity: What level of quality of design and creativity is proposed?	0 to 20
Timing: To what extent is the timing of the project consistent with the City’s timing of development of the surrounding area?	0 to 5
Subtotal	0 to 100
Community Benefit Bonus Point Considerations	Bonus Points
Public Parking: To what extent did the proposal exceed project parking goals?	0 to 5
Affordable Housing: To what extent did the proposal exceed project goals with respect to affordable housing?	0 to 10
Other: To what extent did the proposal identify and meet additional project goals?	0 to 5
Subtotal	0 to 20
Total	0 to 120

9. **Additional Information:**

- 9.1 **Proposal:** Only one proposal will be allowed per developer or development team. This restriction will not prohibit a consultant being on more than one proposal.
- 9.2 **RFP Pre-Proposal Meeting:** With respect to questions concerning the RFP, on March 14, 2008, City staff will hold a non-mandatory, pre-proposal meeting with potential Proposers to address questions. The meeting will be held on Monday, March 17, 2008, at 2:00 p.m., central daylight time (“CDT”) at 301 West 2nd Street, City Hall Building, Council Chambers, Room 1001, Austin, Texas. The meeting will provide a background on what is happening in the area and the vision as provided to the City by City Council. The meeting will also include an overview of the RFP, language, terms and conditions and information on how to respond. Finally, a portion of the meeting will address affordable housing issues.
- 9.3 **Access to the GWTP and ECC Properties:** A walking tour is planned as part of the RFP pre-proposal meeting. This walking tour will immediately follow the pre-proposal meeting. However, the walking tour will not include access to the GWTP and ECC sites, but rather a walk of the security perimeter of the GWTP and ECC sites.
- 9.4 **Written Questions:** The City will accept all requests for explanation or clarification through written questions from potential Proposers. Those questions will be accepted until close of business on March 20, 2008. Questions should be faxed to the attention of Rosemary Ledesma at 512.974.2388 or e-mailed to: rosemary.ledesma@ci.austin.tx.us. The City intends to have responses posted via a written addendum to the solicitation by March 31st, 2008, at <http://www.ci.austin.tx.us/vss/Advantage>.
- 9.5 **Mandatory Procedural Documentation and Submittals:** In order to proceed beyond City staff review, each proposal must contain the following properly executed documents:
- 9.5.1 Offer Sheet: (See Solicitation and Proposal Cover Page.)
- 9.5.2 Non-Discrimination Certification: (See Section 0805.)
- 9.5.3 Non-Suspension or Debarment Certification: (See Section 0810.)
- 9.5.4 Affidavit of Non-Collusion, Non-Conflict of Interest, and Anti-Lobbying: (See Section 0815.)
- 9.5.5 Deposit Check: (See this Section, Paragraph 9.6.)
- 9.5.6 Acknowledgement: Each Proposer must acknowledge in writing receipt of the RFP and any amendments thereto.

9.6 **Deposit:** Each Proposer, in order to proceed beyond City Staff review must submit a cashier's check in the amount of \$52,000.00 payable to the City of Austin (the "Deposit") with the proposal. Upon receipt of the cashier's check, the City will immediately be entitled to \$2,000.00 as independent consideration to the City's review of the proposal (the "City's Review Fee") The City will be entitled to the City's Review Fee whether or not the City selects the Proposer for further negotiations. The City will, however, return the remainder of the Deposit (the Deposit minus the City's Review Fee) (the "Remainder of the Deposit") to the applicable Proposer if that Proposer is not ultimately selected for exclusive negotiations with the City. When the City identifies the Successful Proposer, the City will immediately be entitled to the Successful Proposer's Remainder of the Deposit as a fee for entering into negotiations for the Exclusive Negotiation Agreement. Therefore, the City will not refund any portion of the Deposit to the Successful Proposer even if the City does not ultimately enter into any agreement with the Successful Proposer for the sale of the GWTP and ECC properties. Upon execution of the Exclusive Negotiation Agreement, the Successful Proposer will be required to submit an additional deposit of \$100,000.00 (the "Additional Deposit"). The City will immediately be entitled to the Additional Deposit as a fee for entering into negotiations for a purchase contract. Therefore, the City will not refund any portion of the Additional Deposit to the Successful Proposer even if the City does not ultimately enter into a purchase contract with the Successful Proposer. However, with respect to the Successful Proposer who enters into the Negotiation Agreement and a purchase contract with City, the Successful Proposer shall receive credit for the Deposit and the Additional Deposit along with any interest earned on the Deposit and the Additional Deposit, against the purchase price ultimately paid to the City by the Successful Proposer.

9.7 **Timing:**

9.7.1 Deadline for Submission of Proposals: The deadline for submission of proposals is prior to 3:00 p.m. CDT Wednesday, April 30, 2008, by the time stamp clock on the receptionist's desk in the City of Austin, Purchasing Office, which clock's time is verified daily with the local time service at 512.476.7744. It is the sole responsibility of the Proposer to ensure timely delivery of the proposal. The City will not be responsible for failure of service on the part of the U.S. Postal Service, courier companies, or any other form of delivery service chosen by the Proposer. Telegraphic or facsimile submission of proposals will not be accepted. Submissions received on or after 3:00 p.m. CDT, April 30, 2008, may not be considered or evaluated. Late submissions will be returned unopened. Submissions that are not in two sealed envelopes or containers (as discussed in this RFP) may not be accepted or considered.

9.7.2 Timing of Review and Selection: The City intends to proceed using the following schedule. However, the City reserves the right to amend the schedule as it sees fit.

- (a) March 4th – RFP on the GWTP and ECC properties is available.
- (b) March 17th – RFP Pre-Proposal Meeting with potential Proposers. This optional meeting will be held at 2:00 p.m. CDT at 301 West 2nd Street, City Hall Building, Council Chambers, Room 1001, Austin, Texas.
- (c) March 20th – Deadline for submission of RFP questions to the City. RFP questions should be faxed to the attention of Rosemary Ledesma at 512.974.2388 or e-mailed to rosemary.ledesma@ci.austin.tx.us.
- (d) March 31st – Date the City staff intend to have responses/answers to RFP questions.
- (e) April 30th – Due date for submission of proposals from Proposers is prior to 3:00 p.m. CDT.
- (f) May 14th to May 28th – Earliest beginning date for presentations by Proposers (meeting the minimum requirements).
- (g) June 2008 – City Council selection of the Successful Proposer.

10. **GWTP Properties and ECC Property Transfer and Development Information:**

10.1 **Special Warranty Deed:** The GWTP and ECC properties will be offered for sale by Special Warranty Deed, “as is, where is, with any and all faults.” The Successful Proposer must accept the GWTP and ECC properties with any and all defects. The City will not make any warranty of any kind, express or implied with respect to the GWTP and ECC properties. Without limiting the generality of the foregoing, the City will make no warranty as to habitability; fitness; suitability for a particular purpose; the condition of the soil or water; geology; presence or absence of any toxic or otherwise hazardous substances, materials, or wastes; or the presence of known or unknown faults.

10.2 **Title Commitment:** As a condition of sale, the City will secure a title commitment covering the GWTP and ECC properties binding the title company to issue a Texas Owner’s Policy of Title Insurance on the standard form of policy prescribed by the Texas State Board of Insurance for each of the properties.

Exhibit List:

- Exhibit A: City Resolution No. 20080214-054
- Exhibit B: Graphic Depiction of GWTP Properties
- Exhibit C: Legal Description of GWTP Properties
- Exhibit D: Deconstruction and Decommissioning Process for GWTP Properties
- Exhibit E: Repair and Restoration of the East Bank of Shoal Creek at the GWTP Properties
- Exhibit F: GWTP Properties Grade Condition at Closing
- Exhibit G: 100-Year Flood Plain Boundary Graphic
- Exhibit H: City Resolution No. 20071213-065
- Exhibit I: Graphic Depiction of ECC Property
- Exhibit J: Legal Description of ECC Property
- Exhibit K: Graphic of Seaholm and 2nd Street Districts
- Exhibit L: Preliminary Design for 2nd Street Extension from San Antonio Street to Shoal Creek and Nueces Street Extension from 3rd Street to Cesar Chavez Boulevard
- Exhibit M: Preliminary Design for the Bridge over Shoal Creek at 2nd Street and the Extension of West 2nd Street.
- Exhibit N: Waterfront Overlay District Impact on Building Envelopes
- Exhibit O: City Resolution No. 20071108-127.
- Exhibit P: GWTP Appraisal [*At issuance of the RFP, this Exhibit is reserved. This Exhibit will be issued by addendum.*]
- Exhibit Q: ECC Appraisal [*At issuance of the RFP, the Exhibit will be the 2007 appraisal. The updated appraisal will be issued by addendum.*]