



REQUEST FOR INFORMATION

FOR

MIXED-USE DEVELOPMENT PARTNER

August 22, 2022

SUBMISSIONS DUE:

By September 26, 2022, at 4:00 p.m. CT

A. INTRODUCTION AND BACKGROUND

The University of Wisconsin-Superior (the "University" or "UW-S") is soliciting information from experienced project-specific developers or master developers ("Developers") to develop two sites located on the northern and southern areas of UW-S's campus. On the north side of campus, the Belknap site at the southeast corner of Belknap Street and Catlin Avenue consists of ~8 acres on a former football field and its surrounding area. The Belknap site redevelopment is expected to offer a mix of uses and activities to accommodate a diversity of visitors, leveraging visibility and adjacency to the campus and commercial corridor to attract outside development. On the south side of campus, the 28th Street site entails expanding and improving Wessman Hockey Arena and its surrounding area (~15 acres). While the University is open to a variety of uses on both sites, this Request for Information ("RFI") is released to solicit information from Developers who are interested in developing the following: primary assets that will be directly affiliated with the University and used to resolve specific facility needs; and ancillary assets that will not be directly affiliated with the university but, will cater to the campus and commuter population.

The primary and ancillary development opportunities are identified below.

Primary Development Opportunities

- **Indoor Turf Facility** – anticipated users include the UW-S athletic teams and campus recreation department, as well as community members
- **Expanded Wessman Hockey Arena** – anticipated users include the UW-S hockey teams and other community partners
- **Student Housing** – the potential exists to develop new housing to replace aging residential facilities

In addition to athletic/recreation facilities identified above, UW-S would like a Developer(s) who also has experience with student housing. The possibility exists to develop a 200+ bed residence hall to replace one or more of the existing halls on campus. The residence hall proposal would be approved and managed by the State of Wisconsin Department of Administration (DOA), which retains statutory control over the construction and development of student housing. (Wis. Stats. 36.11(1)(b)).

Ancillary Development Opportunities

Ancillary developments are envisioned to complement the campus but should primarily be focused on serving the broader Superior community. Such uses on the Belknap site should enhance the main entryway to campus through its design and aesthetics and should reflect positively on the University. Potential ancillary uses may include non-student housing, retail, conference center and hotel, or other commercial developments. Ancillary uses will be considered on 28th Street if this site is deemed more advantageous for certain uses so long as it does not compromise the potential for the primary developments noted above and other long-term plans for the site.

Development Expectations

The University envisions a development partnership that would enable it to retain its unsubordinated fee interest in the land (such as a long-term ground lease); however, other structures that meet the University's strategic objectives will be considered. Depending on the ultimate structure, the selected Developer(s), in consultation and cooperation with the University, may be responsible for some combination of project definition, approvals, entitlements, development (site infrastructure and buildings), management, maintenance, and operations. All potential Developers should consider a wide range of options for development, operations, and potential revenue streams for the University. The University is open to financially supporting campus-specific facilities (i.e., indoor turf, expansion of Wessman Arena, and student housing) through a combination of upfront and/or ongoing lease payments. The goal is for any ancillary developments to help offset the financial burden of campus-specific facilities.

Brailsford & Dunlavey, Inc. (www.bdconnect.com) is assisting the University with its Developer solicitation. Interested development teams should send a formal notification of intent to respond to this RFI by email to Eric Richard (erichard@bdconnect.com) by August 22, 2022. Please notify Eric Richard if you do not intend to submit a response to this RFI.

ABOUT UNIVERSITY OF WISCONSIN, SUPERIOR

The University of Wisconsin, Superior is in the city of Superior in northwest Wisconsin, across the St. Louis River from the city of Duluth, Minnesota. Founded in 1893 as a teachers' college, UW-S now offers eight graduate programs, one associate program, 28 undergraduate programs, and four research centers to its more than 2,500 students. Elementary Education, Biology, Physical Education: Exercise Science, Social Work, and Psychology are among the top majors for undergraduate students. The University is a NCAA Division III member. Most of its teams compete in Upper Midwest Athletic Conference but the men's and women's ice hockey teams compete in the Wisconsin Intercollegiate Athletic Conference. Three-hundred forty-seven (347) student-athletes participate on varsity teams.

To deliver on its mission and vision, UW-S must commit to strategic capital projects that will best position the University for long-term, sustained success. The 2014 Master Plan and 2019 Athletic and Recreation Facility Study detailed several academic, athletic, and recreational challenges, including winter weather impacts, decentralized facilities, and building deficiencies. The Belknap and 28th Street projects will help UW-S resolve unmet facility needs for the campus and broader community and deliver on Forward Superior, the University's 2021 - 2024 strategic plan.

ENROLLMENT

The University's historical enrollment is provided below.

| Fall | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 |
|-----------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Full-Time | 1,858 | 1,898 | 1,887 | 1,810 | 1,642 | 1,716 |
| Part-Time | 629 | 692 | 714 | 798 | 917 | 893 |
| Total | 2,487 | 2,590 | 2,601 | 2,608 | 2,559 | 2,609 |
| Undergraduate | 2,365 | 2,368 | 2,294 | 2,257 | 2,164 | 2,200 |
| Graduate | 122 | 222 | 307 | 351 | 395 | 409 |
| Total | 2,487 | 2,590 | 2,601 | 2,608 | 2,559 | 2,609 |
| <i>% Change</i> | - | 4.1% | 0.4% | 0.3% | -1.9% | 2.0% |

The university anticipates enrollment to remain stable over the next several years despite the enrollment challenges many campuses are facing. The university plans to maintain steady enrollment through the curation of existing academic programs, the growth of new programs, and the diversification of delivery methods to meet students' needs at the undergraduate and graduate levels.

B. REGIONAL OVERVIEW

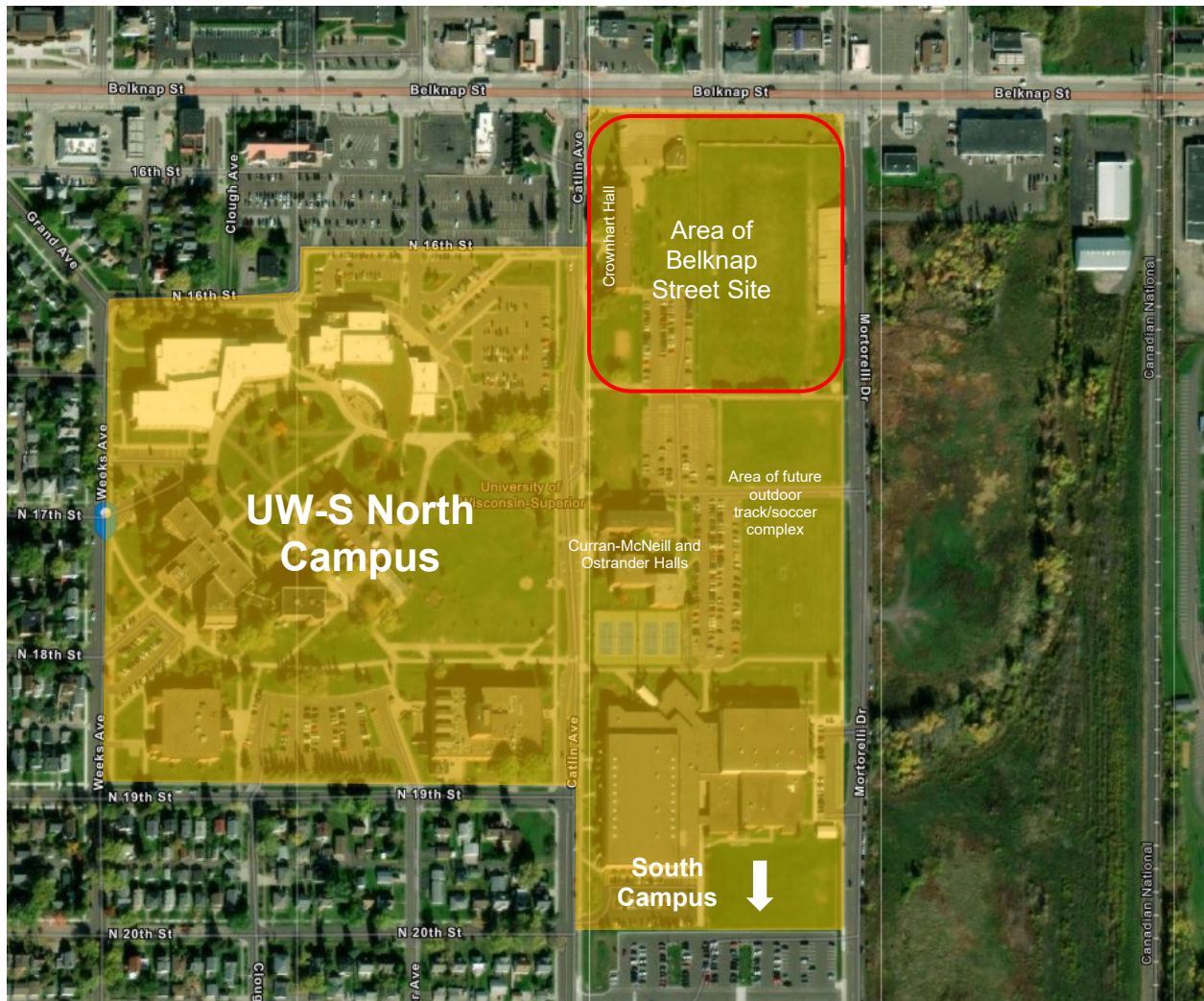
UW-S's campus is located in Superior, which is on the shore of Lake Superior within the Twin Ports metropolitan area. Superior is the seat of Douglas County, Wisconsin.

- Superior's population was 27,000 in 2021, and has been constant since 2010 and is projected to stay constant for 2026.
- The population of the greater Duluth metropolitan statistical area was 294,000 in 2021, up from 291,000 in 2010. The projected 2026 population is 297,000, a one percent (1%) increase over 2021.

C. DESCRIPTION OF THE PROJECT SITES

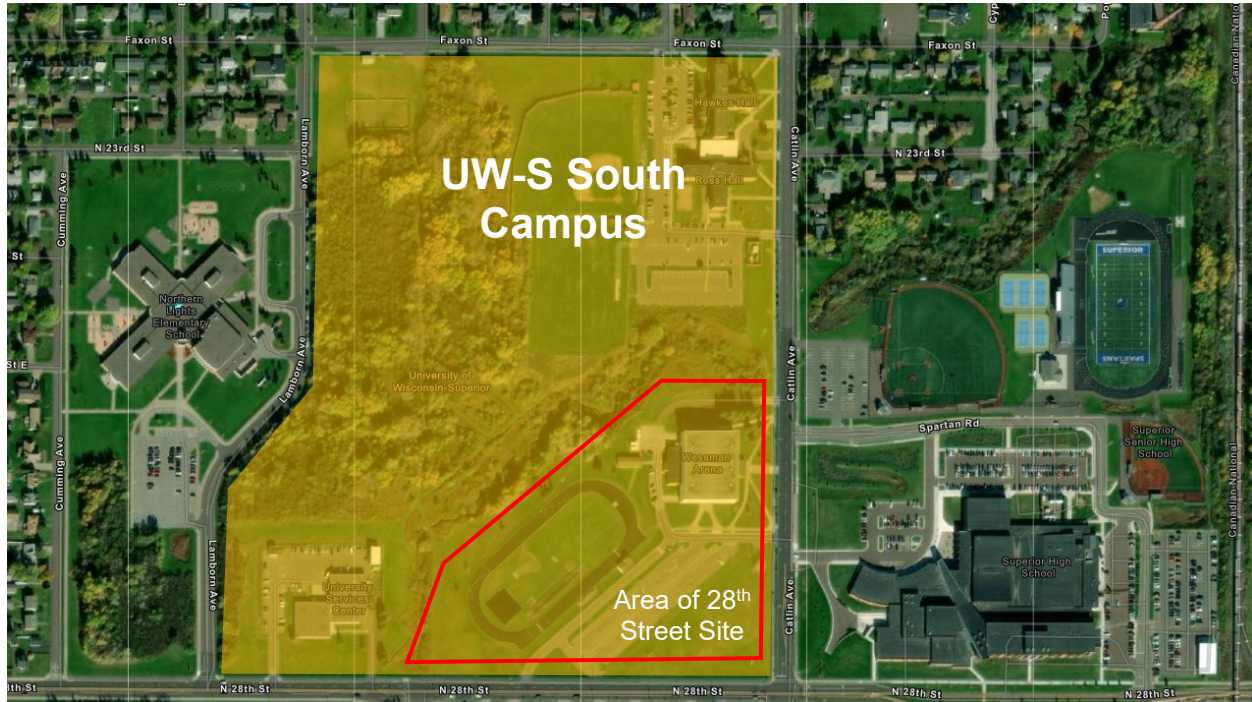
The Belknap site comprises eight acres of land in the northeast corner of the University's campus. It is bounded to the north by Belknap Street, to the south by the alley between the existing Ole Haugrud football field and parking lot 3a, to the east by Mertz Mortorelli Memorial Drive, and to the west by Catlin Avenue. A small public safety building and parking lot sit on the northwestern portion of the Belknap site at Catlin Avenue Corner. Neither of these properties is a long-term priority for the University. The south end of the site is unimproved land and parking lots, but it will eventually border an outdoor track and soccer complex. This complex is a state-funded project that is currently in design. It is expected to be completed in 2024. Crownhart Hall, built in 1910, is a three-story residence hall on the west side of the Belknap site that may be redeveloped depending on the project scheme and long-term student housing plans. A substantial portion of the Belknap site by area is the existing Ole Haugrud football field, which has been unused for years. With chain-link fencing and outdated infrastructure, the field does not make use of its prime location and "Main Street" frontage.

North Campus Site Map



The 28th Street site comprises ~15 acres of land in the southeast corner of the University's campus. It is bounded to the north by the existing Wessman Arena footprint, to the south by 28th Street, to the east by Catlin Avenue, and to the west by the woods along Faxon Creek. Superior High School is located across Catlin Avenue to the east. Ample land exists to accommodate a Wessman Arena expansion south of its existing footprint in the area currently used for parking and landscaped green space. Any Wessman expansion will depend on the adequacy of its current structure and site conditions. The land southwest of the arena (the site of the old track and field complex) should be preserved for new softball and baseball fields; however, the University is open to redeveloping it for another purpose if deemed advantageous.

South Campus Site Map



DEVELOPMENT VISION

A great campus connects its community to great choices in educational facilities, housing, services, and entertainment, all of which create an overall vibrant environment. Superior is becoming a vibrant community where residents and visitors live, work, shop, and dine in mixed-use areas. Through education, employment, special programs, and other events, the University is already a catalyst for economic development in the area. With the potential Belknap and 28th Street developments, the University intends to use its land assets to develop mutually beneficial amenities and economic returns for both the University and the broader Superior community. The University's goals for the primary developments are:

- Enhance the student experience, with a focus on supporting UW-S's curricular and co-curricular needs.
- Create campus and community assets.
- Enhance student recruiting by providing additional opportunities for student-athletes to compete.
- Transform campus gateways with a physical presence that reflects positively on the campus and is more welcoming to students, visitors, and community members.
- Utilizes third-party ownership structures and capital sources (public-private partnership) to develop the assets.

DEVELOPMENT OPPORTUNITIES

Primary Developments

Indoor Turf Facility

An indoor turf space for use by the University's athletics teams, academic and co-curricular programs, and community members is one of two primary development opportunities. The facility will be particularly beneficial to certain teams during the winter season and as an alternative practice or competition facility during in-season inclement weather. The facility will primarily serve UW-S's baseball, softball, and men's and women's soccer teams; however, it will also be used for training by other student athletics and for campus recreation programming (i.e., club and intramural sports). Additionally, given the projected UW-S usage, there will be ample opportunities for the facility to accommodate outside users, such as youth sports groups, both locally and for regional tournament play. This would be the only year-round indoor turf facility in the Duluth-Superior metropolitan area.

Expanded Wessman Arena

Wessman Arena, built in 1970, is the home ice for the UW-S's men's and women's hockey teams. Additionally, the Superior High School's men's hockey team utilizes the facility as its home ice. The arena includes one NCAA regulation-sized ice sheet, 1,200 seats, and various support spaces, including locker rooms, a weight room, and a game-day lounge. While the facility primarily serves UW-S's and SHS's hockey teams, it is available at certain times to other UW-S students, community members, other ice hockey teams, and dry-floor event hosts. An additional indoor ice sheet is desired to allow for additional training and practice time for the UW-S hockey teams when the arena is being utilized. Additionally, the ice has not historically been available during the summer since the space is used for dry-floor events.

The potential program for an expanded Wessman Arena should include one or two additional NCAA regulation-sized indoor ice sheets. It is expected that the existing Wessman Arena would continue to serve as the primary competition space; therefore, limited seating capacity and support spaces will be needed within the expanded building program. Community partners, including Superior High School and the Superior Amateur Hockey Association (SAHA) are engaged in discussions with the University regarding becoming partners in an expanded Wessman facility. SAHA currently owns and operates the only other indoor ice hockey facility in Superior and it needs significant reinvestment.

Please note that UW-S would consider an expansion to Wessman Arena that incorporates the indoor turf space to realize construction / operating efficiencies and create a concentrated athletic complex.

Student Housing

A new student housing facility that would serve the UW-S campus may be a priority given the age and condition of existing residence halls at UW-S. UW-S currently has a total bed capacity of approximately 1,000 beds across five residence halls. The proposed facility would likely include 200+ beds and would replace Crownhart Hall (162 beds), Curran-McNeil (208 beds), and Ostrander Halls (140 beds). The University is currently evaluating the desired program of this housing replacement and viability to be included within this overall project. UW-S is interested in hearing from development partners on the potential impact this may have on the broader development objectives. If construction of a new residence hall is viable, Developers should be aware that design and construction of any housing will be subject to approval and review by the DOA, and not UW-S staff. Construction must adhere to DOA specifications. Any lease of the facility will be executed by DOA.

Further information regarding all these project components will be provided to short-listed firms.

Ancillary Developments

The University has ample land available at the Belknap Street site. This area is well-positioned on a major east/west commercial corridor and is adjacent to the main campus's entry point. This site is a development priority for the University, turning it into an area that will complement the University's existing assets, but more broadly serve the greater community. Potential uses that the University is open to considering include market-rate housing, conference center and hotel, and certain retail establishments. Ancillary developments are less defined at this point and the University would expect a private development partner to complete the appropriate due diligence to determine the viability of potential assets on the UW-S campus. While ancillary development opportunities are envisioned for the Belknap site, the University is open to such developments on the 28th Street site as well if determined to be suitable without compromising the primary developments.

Brailsford & Dunlavey completed preliminary test fits of the development concepts for each site. These initial concepts are shown in Appendix A. The purpose of these graphics is to illustrate potential development schemes and areas; the actual development plan could vary.

D. SCOPE OF WORK

The selected Developer(s) (either a single developer or two or more project-specific developers) will enter into an option agreement (pre-development agreement) and eventual ground lease with the University of Wisconsin System Board of Regents. Any ground lease or pre-development agreement will need to be approved by the Board of Regents. Depending on the ultimate structure, the Developer(s) could be responsible for some or all of the following tasks:

1. Pre-Development:
 - a. Project definition tasks, including the creation of specific project concepts, designs, and program requirements for the Belknap and / or 28th Street Sites.
 - b. Site and Infrastructure analysis, including detailed analysis or site surveys to verify site perimeter lines, soil conditions, etc.
 - c. Creation of a development plan detailing the anticipated phases, schedules, and financials for the proposed assets.
 - d. Coordination of communications and interactions with the University and governmental agencies.
 - e. Presentations and engagement with the University's decision-makers and stakeholders.
 - f. Negotiation of agreements between the Developer and University.
2. Development:
 - a. Design, construction, and financing of the development(s), depending on the asset type and agreement structure.
3. Management and Maintenance: The University may desire to operate the athletic facilities but is open to a third-party operator arrangement. It is expected that the Developer or another outside entity will own and operate any ancillary developments.
 - a. Marketing and leasing of spaces, depending on asset type and agreement structure.
 - b. Ongoing coordination and cooperation with the University

E. SUBMITTAL OF INFORMATION

REQUIREMENTS

This RFI is the first step in a likely two-step solicitation process. The University, with the assistance of Brailsford & Dunlavey, will evaluate all request for information and identify firms to be invited to respond to phase two of the RFI, which will consist of development proposals focused on the ownership, development, legal, and financial structure of the development(s).

This RFI process will provide the University with an understanding of each potential Developer's experience, capabilities, and vision for the development of the primary sites. The University does not require identification of the full development team at this time but is interested in partners that may be utilized (i.e., architect, contractor, and financial partners).

The University requires a digital PDF submission. Please limit response submissions to no more than 40 pages. Narrative responses must contain the following information in the order indicated below:

A. Cover Letter

B. Table of Contents

C. Firm Experience

- a. Overview of the Developer and its organizational history.
- b. Experience of the Developer with large, mixed-use development projects.
- c. Experience of the Developer with public-private partnerships involving universities
 - 1) Identify the number of projects or institutions the Developer has worked with

D. Project Experience (up to ten pages)

- a. Provide a minimum of three but no more than five case studies or project descriptions of similar or relevant development experience with the following information:
 - 1) Identify the role the Developer played in each project.
 - 2) Identify the timeline of the development.
 - 3) Identify the transaction structure and financing methods.
 - 4) Identify any relevancy to the Belknap and / or 28th Street site project (i.e. mixed-use campus edge, athletic facilities, student-oriented housing development, university partnerships, etc.)

E. Preliminary Project Approach

- a. Based on the information in this RFI, available public information, and the Developer's experience, provide a description of the Developer's potential approach for the primary developments and any proposed ancillary developments.
- b. Identify which potential development components are of most interest to the development team (primary development, ancillary development(s), or both).
- c. Provide preliminary thoughts about potential financial and ownership structures for each development component. Teams may discuss creative or innovative financing approaches they have utilized on other comparable projects.
- d. Provide a summary of the opportunities and challenges anticipated for each specific development.

- e. Initial thoughts on the potential firms the Developer might rely on for the following responsibilities:
 - 1) Design
 - 2) Construction
 - 3) Operations / Management
 - 4) Financial Underwriting

F. Financial Capacity / Potential Sources

- a. Provide information that proves the prospective Developer has the financial capacity and/or the ability to acquire capital to develop the proposed projects. Identify potential sources of funds and their intended uses (primary, ancillary, or both).
- b. Provide a brief summary of the potential obligations for the university associated with the specific development projects

G. Additional or Supplemental Information (Optional)

- a. Provide any other information that may inform the University about Developer’s abilities.
 - 1) Additional capability or expertise
 - 2) Alternative approaches for meeting the development goals of the institution

F. EVALUATION PROCESS

The University will evaluate each prospective Developer’s submittals and select firms for a shortlist to be invited to meet with University leadership for one-on-one conversations (in person or virtually). Following these required meetings, the University intends to issue a second RFI to select firms to further engage development partners in the process before making a final decision. The University does not intend to have an arduous, drawn-out selection process and understands that many project details will need to be worked through jointly with the selected partner during the pre-development phase.

The RFI submissions will be evaluated by the University using the following criteria:

- Relevant development experience and capabilities
- Experience and record of performance with public-private partnerships involving universities
- Financial capacity to deliver projects
- Initial thoughts/creativity on the development approach
- Completeness of the submission

G. SOLICITATION SCHEDULE

The schedule for this request for information and subsequent phase II of the RFI is as follows:

| | |
|--|--|
| Belknap and 28 th Street Sites Development RFI Issued | August 22 nd , 2022 |
| Submit Intent to Respond | August 29 th , 2022 |
| Deadline for RFI Questions | August 31 st , 2022 |
| Response to RFI Questions Issued | September 6 th , 2022 |
| RFI Submission Deadline | September 26th, 2022 |
| Shortlist Notified | Early-October 2022 |
| One-on-One Meetings with University (Tentative) | Mid-October 2022 |
| Phase II RFI Issued | Late-October/Early-November |
| Development Partner(s) Selected | Early 2023 |

H. MEANS AND DEADLINE OF SUBMISSION

Submission packages must be delivered electronically. Submittals in response to this RFI are due by 4:00 p.m. Central Time on September 26, 2022. Developers who intend to submit submission information must notify Eric Richard via email to erichard@bdconnect.com by August 29, 2022. Please notify Eric Richard if you do not intend to submit a response to this RFI. Submissions received after the deadline will be considered non-responsive.

RFI Submissions must be submitted to the University of Wisconsin System through the Office of Capital Planning and Budget via the contact person below.

Contact: Ellen Rosner, Real Estate Specialist

Email Address: erosner@uwsa.edu

Questions regarding this RFI must be submitted to Eric Richard via email by no later than 4:00 p.m. CT on August 31, 2022. The University will provide responses by September 6, 2022.

I. GENERAL CONDITIONS

The University reserves the following specific rights, without limitation, with respect to this RFI process:

- The right to waive any defects, irregularities, omissions, or errors in the submission process
- The right to adjust and / or suspend the solicitation or development schedule
- The right to reject any submittal in whole or part that the University deems incomplete or unresponsive, as well as the right to reject all submittals.
- The right to amend, clarify, or modify this RFI.
- The right to accept or reject respondents' statements in their entirety or in part.
- The right to consider more than one respondent.
- The right to afford unsuccessful respondents an opportunity to enter into backup contracts in an order of priority determined by the University at its sole discretion.
- The right to request additional information from respondents.
- The right to modify the scope of the services being solicited.
- The right to approve all of a developer's team members, subconsultants, and partners.
- The right to make reasonable inquiries to determine the Developer's ability to perform as outlined in this RFI.
- The right to select firms as finalists who will be asked to respond to a subsequent phase II RFI which, will consist of development proposal.

This RFI does not commit or bind the University to enter a contract or proceed with the procurement described herein. The University does not assume any obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to or responding to this RFI. All such costs shall be borne solely by each respondent.

Any and all information that the University makes available to the entity shall be as a convenience to the entity and without representation or warranty of any kind.

Only information which is in the nature of legitimate trade secrets or non-published financial data may be deemed proprietary or confidential. Any material within a submission identified as such must be clearly marked. The University reserves the right to disclose any information. Such information will become public record but will not allow anything marked as proprietary or confidential, which would be protected from disclosure by the Wisconsin Open Records Act, to be disclosed.

Respondents shall not contact any employee of the University regarding this proposal except for the designated contact below. Any such unpermitted communication may result in rejection of submittals.

The designated contact is Eric Richard, Associate at Brailsford & Dunlavey. He may be contacted at 312-799-4617 or erichard@bdconnect.com.