

SAN ANTONIO HOUSING TRUST



REQUEST FOR QUALIFICATIONS FOR GENERAL COUNSEL, GENERAL PARTNERSHIP COUNSEL, AND BOND COUNSEL

SUPPORTING

- San Antonio Housing Trust
- San Antonio Housing Trust Foundation
- San Antonio Housing Trust Public Facility Corporation
- San Antonio Housing Trust Finance Corporation

REQUEST FOR QUALIFICATIONS STATEMENTS

DUE BY 2:00, August 12, 2020

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BACKGROUND

The San Antonio Housing Trust provides opportunities to support affordable housing projects, programs, and initiatives in the form of loans, grants, and partnerships. Our aim is to align with community needs identified by the City of San Antonio and community-based housing organizations. There are four entities that perform different functions to carry out the objectives of the Trust (the “Trust entities”). The Trust is seeking a firm to provide legal services to the following four entities.

Housing Trust

The Trust is a fund established with a \$10 million corpus by the City of San Antonio governed by a Board of Trustees appointed by the San Antonio City Council. The Board of Trustees reviews and recommends decisions to the full San Antonio City Council on the Housing Trust Fund. The Trust earns interest from an established corpus, revenue generated from prior loan repayments, funds sourced from the other Trust entities, funds sourced from the City, and donations. The Board recommends funding for affordable housing initiatives based on proposals received from sponsors responding to a request for funding proposals during an open and competitive, solicitation process.

Foundation

The day-to-day administration of the Housing Trust Fund and its affiliated entities is performed by the San Antonio Housing Trust Foundation, Inc. initially formed in 1991, as a Section 501(c)(3) non-profit organization, under contract with the City of San Antonio. The Foundation provides administrative support for all the Trust entities. Staff provides recommendations for grants and low interest loans for projects and initiatives designed to support the City of San Antonio's efforts to produce, preserve, and protect affordable housing.

Finance Corporation

An entity formed by the Trust for the sole purpose of issuing private activity bonds to support the development or preservation of affordable housing projects. The Texas Low Income Housing Tax Credit Program requires applicants to have a reservation induced by bond inducing entities. The San Antonio Housing Trust Finance Corporation (SAHTFC) was formed by the City of San Antonio in 1997 to act as a financial pass-through entity to issue bonds to provide lower than market rate financing for affordable single and multi-family housing.

Public Facility Corporation

The San Antonio Housing Trust Public Facilities Corporation (SAHTPFC or PFC) is a tool utilized by the Trust to create new affordable housing opportunities through partnerships with the development community. The PFC typically acts as the General Partner and the developer a Limited Partner. This structure allows a property tax exemption which reduces operating expenses and sales tax exemption which reduces building costs thus allowing an affordable housing project to be financially feasible. In exchange, the community receives both affordable units and a financial return to support other affordable housing initiatives.

On December 10, 2009, the City Council adopted Resolution 2009-12-10- 0038R authorizing the creation of the San Antonio Housing Trust Public Facility Corporation pursuant to Chapter 303 of the Texas Local Government Code. Only cities, counties, school districts, housing authorities, and certain special districts have the authority to create a PFC under Chapter 303 of the Texas Local Government Code.

SCOPE OF SERVICES

It is anticipated the San Antonio Housing Trust Foundation may select multiple firms depending on the level of expertise for General Counsel, General Partnership Counsel, and Bond Counsel. A respondent may submit a proposal for one or more of these services.

The San Antonio Housing Trust Foundation seeks proposals from qualified legal service providers to provide legal services for the following:

Bond Counsel

1. Authorization, issuance, sale, and delivery of private activity bonds associated with the Finance Corporation.
2. Render an objective legal opinion with respect to validity of any obligations issued.
3. Secure necessary San Antonio City Council, Texas Bond Review Board, Texas Department of Housing and Community Affairs, Texas Attorney General, and other public entity or regulatory approvals necessary for bond related transactions.
4. Prepare legal documents in connection with bond related transactions.
5. Attend all Board meetings of the Trust entities and other meetings as requested.
6. Review any necessary certifying proceedings.
7. Coordinate as necessary with other transactional counsel, rating agencies, insurance providers, tax credit syndicators, etc... in connection with bond related transactions.
8. Manage the TEFRA process and other necessary hearings related to bond transactions.
9. Advise the Trust on legal matters related to mortgage regulatory issues and compliance, including HUD, FHA, and other credit enhancement agencies.
10. Manage the closing process associated with the transaction with all applicable parties and provide closing documents to Trust and its affiliated vendors with final documents/transcripts.

General Partnership Counsel

1. Consult with the Executive Director and the Board/Committees on partnership development and transactions.
2. Advise the Trust on transactional related legal matters and organizational structure related to formulation and ongoing maintenance of partnerships between the Trust and developers.
3. Advise the Trust on legal matters related to mortgage regulatory issues and compliance, including HUD, FHA, and other credit enhancement agencies.

4. Secure necessary City, County, State, and Federal approvals necessary for General Partnership transactions
5. Prepare legal documents in connection with General Partnership transactions
6. Render an objective legal opinion with respect to validity of any obligations issued
7. Prepare Board Agenda, Resolutions, and required partnership legal documentation
8. Attend all Board meetings of the Trust entities and other meetings as requested.
9. Coordinate closing of the transaction with all applicable parties and provide Trust and its affiliated vendors with final documents/transcripts.

General Counsel

1. Provide legal advice, counsel, consultation, and assistance on a continuing basis, as needed, to the Executive Director, Boards of the Trust entities, and management, on a wide variety of non-profit and public corporation organizational needs including but not limited to human resources, state/federal laws, contract law, public disclosures, real estate law, and purchasing/procurement.
2. Create, update and review loan documents and agreements, real estate contracts, program guidelines, policy documents, Board resolutions, and other documents pertaining to all operations of the Trust entities.
3. Advise the Trust on legal feasibility of financing programs, loan programs, and other programs as to compliance with local, state, and federal law or proposed revisions to the applicable laws.
4. Identify legal issues or obstacles in the execution, improvement, and or modification of the Trust's operations.
5. Attend all Board meetings of the Trust entities and other meetings as requested.
6. Represent the Trust entities on legal matters and in litigation matters.
7. Advise and/or represent the Trust entities regarding legislative matters.

TERM

In accordance with our Operational Policy, the Foundation shall seek to minimum of a two-year agreement with options for additional years, exercised at the Trust's discretion with one or more firms for each service.

EVALUATION CRITERIA

The Trust will evaluate firms based on the legal service identified in the Statement of Qualifications. A firm seeking consideration for multiple legal services shall submit separate Statement of Qualification for each legal service. Firms shall be evaluated against other respondents who submitted a Statement of Qualifications for a particular legal service. **For Example:** A Bond Counsel submission will not be evaluated against a General Counsel submission.

Submissions shall be evaluated based on a 100-point scale demonstrating competence, experience, knowledge, qualifications, minority/women owned businesses, and location of the professional service as follows:

- Legal firm(s) ability to carry out the scope of legal services provided above. **30 Points**
- Legal firm's specific record and experience representing issues relevant to the above Scope of Services such as working with non-profit or similar public entities, advising on matters associated with the Texas Department of Housing and Community Affairs and Texas Bond Review Board, experience related to public finance, governance, tax law, negotiation, conflict resolution, litigation, and contract development. **30 Points**
- Professional qualifications and licensing of the individuals who will perform the work (including subcontracted personnel). All attorneys must be currently licensed and in good standing with the State Bar of Texas. **15 Points**
- Legal firm(s) insurability and status of current work **10 points**
- Legal firm(s) certified minority-and women-owned business enterprises and/or the employment of minority group members and women in the performance of the Trust Contract. **10 points**
- Legal firm(s) local office location, access, and availability to the Trust entities **5 Points**

EVALUATION PROCESS

After proposals are submitted, the Foundation staff shall commence the initial review and prepare a recommendation of the highest qualified firms in each Scope of Service category. The recommendations will be made to a Trust Board Ad Hoc Evaluation Committee established for this purpose.

- The Foundation may call upon anyone deem necessary to assist with the evaluation.
- The Foundation may obtain information from references.
- The Foundation may contact the proposed Legal Firms for the purpose of obtaining additional information or clarification during the evaluation period.
- The Foundation shall evaluate each Qualification Package received, in accordance with the factors identified above.
- The Foundation shall reserve the right to request written clarification and references.
- The Foundation may rank and determine the highest qualified Legal Firm based solely upon the evaluation of the Statement of Qualifications package, any subsequent written clarifications required, and reference information obtained.

If based on the review of the Qualifications Packages the Foundation deems it necessary to interview Legal Firms in order to determine the highest qualified Legal Firm, the Foundation may identify more than one legal firm to be interviewed or selected.

If recommended by the Trust Board Ad Hoc Evaluation Committee, the Foundation will notify the most qualified Legal Firm(s) in writing. Upon notification, the parties will attempt to negotiate scope and extent of work to be performed, time for performance,

compensation/fee structure, and other terms. If terms on the fee structure cannot be negotiated, the evaluation committee reserves the right end negotiations and select the next highest qualified respondent. Final adoption of the successful Legal Firm(s) will be contingent upon approval from the appropriate Trust entity Boards.

TIMELINE

Milestone	Date
RFQ Release Date	July 15, 2020
Pre-submittal Conference* (optional)	July 28, 2020
Last Day for Questions	July 31, 2020
Proposal Due Date	August 12, 2020

Pre-submittal Conference is optional. The meeting will take place via ZOOM at the following link at 10am:

<https://us02web.zoom.us/j/85716672295?pwd=eStLUGxvdFVvRy9aSjN2a1pQM25XZz09>

Meeting ID: 857 1667 2295

Password: 527527

STATEMENT OF QUALIFICATIONS

The information in the Legal Firm's Statement of Qualifications in this Package shall be presented in the same order and sequence as outlined below.

1. Organizational Information

Describe the Legal Firm's name, principals, ownership organization, address, contact information, legal specializations, year established, former names, and identify home or branch office making submittal. Include: Name, Location, and description, and contact Person and telephone Number.

2. Key Personnel

The Legal Firm shall provide a resume for key personnel that will be assigned to the Trust. The information for each individual must include the following: Name, Area(s) of Expertise, Years of Experience, and Professional Licenses(s). Provide documentation that attorneys are in good standing with State Bar of Texas

3. Resource Utilization Plan

Workload Status Based on the Legal Firm's current workload and staffing, indicating the current percentage of capacity at which the Firm is operating. Indicate the current

backlog (if any) of key personnel assignments in months.

4. Experience and Qualifications

The Legal Firm shall list examples of the Firm's record and experience related to the submitted Scope of Services.

5. References

Provide at least three references. References must include: Name & Location, Legal Firm's role and responsibility. Project description and reference phone contact information.

6. Claims/Performance/Insurance/Bonding

- If the Legal Firm is currently involved in litigation or arbitration based on its work, briefly describe the nature of the claim.
- If the Legal Firm has ever been terminated from an assignment for non-performance, please briefly explain.
- Is the Legal Firm currently carrying General Liability, Workers Compensation, Professional Liability and Errors and Omissions insurance, and will it continue to carry such insurance for the duration of the contract term?

7. Minority and Woman Owned Business

- Provide documentation that the law-firm is a minority or women-owned business enterprise and/or will have the employment of minority group members and women in the performance of the Trust Contract

Costs for preparing the RFQ Package and any subsequent materials or presentations shall be the sole responsibility of the prospective Legal Firm.

SUBMISSION REQUIREMENTS

A separate Qualification Package must be submitted for each Scopes of Services, if submitting for more than one. The Qualification Package will include the following four (4) components and shall be numbered as shown:

- *One Page Transmittal Letter*
The letter shall provide the names, title, address (physical and mailing) and telephone number of the official contact and shall be numbered if more than one page.
- *Statement Concerning Insurance*
Confirmation that the Legal Firm has in place general liability insurance, worker's compensation, and professional liability insurance.
- *Statement Concerning Conflict of Interest*
Disclose those interests of the Legal Firm that would impede with or interfere in the carrying out the duties and responsibilities of the position of a Privileged Attorney are deemed conflicting.
- *Qualifications Statement*

The entire Qualification Package shall stand alone and include full responses to all RFQ instructions. The Qualification statement must not exceed 25 pages of 8 ½" X 11" paper.

The Law Firm shall submit **five (5)** copies of the Statement of Qualifications Package.

Packages may be delivered by courier, U.S mail, or overnight delivery. Submission may also be delivered electronically via e-mail to Nicole Collazo, Assistant Director at nicolec@saht.org. No faxes will be accepted. If delivered by courier or U.S. mail, the Qualifications Statement Package should be in sealed envelopes which are clearly labeled and addressed as follows:

CONFIDENTIAL: STATEMENT OF QUALIFICATIONS FOR LEGAL SERVICES ENCLOSED
SA Housing Trust
2515 Blanco Rd
San Antonio TX 78212

Note: If the Legal Firm is a Joint Venture firm, then documentation of its incorporation may be requested.

The Foundation reserves the right to reject any and all qualifications received in response to this request. The Foundation is not obligated to award a contract solely based on this request or to otherwise pay for information solicited. Information received will be considered contractual in nature and will be used in validation and evaluation of qualifications and in any subsequent contractual agreement

All data and information submitted by the Legal Firms in response to this RFQ may become public information, as provided by the Texas Open Records Act, Texas Government Code. The Foundation does not assume responsibility for asserting legal arguments for confidentiality on behalf of the Legal Firm.