



REQUEST FOR QUALIFICATIONS
for
FINANCIAL LEGAL SERVICES

for the
Housing Authority of Snohomish County

Request for Qualifications Issued: January 31, 2019
Responses Due: February 21, 2019 by 4:00 p.m. PST

REQUEST FOR QUALIFICATIONS FINANCIAL LEGAL SERVICES

The Housing Authority of Snohomish County (HASCO) is issuing this competitive Request for Qualifications (RFQ) from qualified law firms for contracts to provide financial legal services in one or more of the following scope areas: 1) municipal and bond financing, 2) Low Income Housing Tax Credits (LIHTC), and 3) federal housing funding programs. HASCO has participated in LIHTC transactions acting as either the managing member or general partner and has successfully acquired several of its LIHTC properties after the investors had received all of their expected tax credits.

TERMS OF RFQ

Questions: Any questions or requests for further information or clarification must be sent to Mark Tingley at mtingley@hasco.org by February 7, 2019. A Q&A will be issued February 14, 2019 and posted on HASCO's website at <https://hasco.org/working-w-hasco/professional-services/>. For a copy of the Q&A, please visit the website or send an email to mtingley@hasco.org with the subject line "Financial Legal Services RFQ Q&A."

Addenda: If there are changes to this RFQ, HASCO shall issue an addendum. Addenda will be posted on HASCO's website at <https://hasco.org/working-w-hasco/professional-services/>. Please visit the website prior to the submittal deadline to ensure that all addenda issued by HASCO have been received. If unable to review online, request a copy of addenda by sending an email to Mark Tingley at mtingley@hasco.org with the subject line "Financial Legal Services RFQ Addenda."

Submission Instructions and Deadline: Statements of qualifications are due by February 21, 2019 by 4:00 p.m. PST via email to Mark Tingley at mtingley@hasco.org with the subject line "Financial Legal Services RFQ." An email response will be sent to confirm receipt. Women-owned, minority-owned, veteran-owned, and/or Section 3 businesses are strongly encouraged to respond. HASCO shall have no obligation to compensate any firm for any costs incurred in responding to this RFQ.

Evaluation: HASCO plans to select one or more firms that are best qualified to provide the services described in this RFQ based upon the evaluation criteria set forth in this RFQ. HASCO reserves the right to waive any omissions or irregularities in submittals, or to reject any or all submittals. HASCO reserves the right to award contracts to multiple firms for any or all of the scope areas included in this RFQ.

Records Made Public: All information submitted to HASCO may become public record, per RCW 42.56. Responders to this RFQ should review the confidentiality of their submitted information and related proprietary information. No guarantee is made by HASCO that submitted information will remain confidential and any information submitted may be disclosed upon a public disclosure request.

Basic Eligibility: Responders to this RFQ must be licensed to do business in the State of Washington, have a State Unified Business Identifier (UBI) number, and be properly authorized and licensed (if required by law) to perform the services proposed. With a statement of qualifications submission responding to this RFQ, the firm represents that neither it nor its principals/officers are presently debarred, suspended, proposed for debarment, or declared ineligible or voluntarily excluded from

participation in this transaction by any federal department or agency.

Payment Requirements: Firms should be aware that HASCO will only make payments to firms for professional services rendered only after the work being billed has been completed, and within 30 calendar days of receipt of a properly prepared and HASCO-approved invoice. Supporting documentation is required for payment of reimbursable expenses. No advance payments will be made.

BACKGROUND

HASCO is a public housing authority, created in 1971 and guided by a six-member Board of Commissioners that is appointed by the Snohomish County Council. HASCO has 77 employees and an annual operating budget of \$74,000,000. HASCO's portfolio includes over 2,400 units of subsidized, affordable, and workforce housing and over 3,800 housing vouchers throughout Snohomish County. HASCO provides housing for seniors, veterans, people with disabilities, and low-income working families who are increasingly pressured by stagnant wages and rising housing costs.

VISION, MISSION, AND VALUES

HASCO's core values of diversity, integrity, service, stewardship, and teamwork are practiced in our everyday work, interactions, and strategies. HASCO employees are authentic, dedicated, kind and compassionate, professional, and respectful. HASCO's mission is to meet the diverse needs of Snohomish County residents by expanding housing opportunities that promote stability, strengthen community, and provide affordability. The agency envisions a future where all Snohomish County residents have safe and affordable housing.

SCOPE OF WORK

HASCO is seeking proposals from experienced and qualified law firms for contracts to provide legal services in one or more of the following scope areas: 1) municipal and bond financing, 2) Low Income Housing Tax Credits (LIHTC), and 3) federal housing funding programs. HASCO will select one or more firms for contracts for one or more of the scope areas. The scope of work for each scope area may include, but is not limited to, the following:

1) Municipal and Bond Financing

The selected firm(s) must have expertise and be able to provide advice on all matters concerning municipal debt issuance and related financing matters. This includes, but is not limited to providing legal advice and counsel regarding:

- advise in the structuring interim financing to be used before issuing and selling bonds, which may include assistance in the negotiation of the lines of credit, agency loans, or other similar financing with financial institutions
- formation of municipal debt financing and debt structures (including conventional financing, loans that are sold on the secondary market to Fannie Mae and Freddie Mac, conduit financing, and financing leases)
- preparation of all financing documentation, including resolutions, and opinions
- work closely with tax credit counsel regarding reviewal of investor documents for consistency with requirements of bond issuance and bond documents
- with tax credit counsel, coordinate closings with the various funding sources, title company, insurance agency, and other parties to assure meeting the requirements of bond issuance and other utilized funding sources

- tax and arbitrage regulations
- primary and secondary market disclosure requirements
- negotiations with bond underwriters as needed
- assist with work related to maintaining HASCO's agency rating with Standard & Poors
- provide ongoing information to HASCO staff regarding the activity and legal status of financing
- advise on the administration of its portfolio of bonds
- any and all other services associated with municipal financing matters.

The selected firm(s) must be available to provide verbal consultation; review, modify, and update legal documents as necessary; and consult and meet with other parties (underwriters, lenders, bond trustees, limited partners, etc. or their attorneys) who may be involved in particular financial transactions with HASCO as bond issuer and borrower.

2) Low Income Housing Tax Credits (LIHTC)

The selected firm(s) must have expertise and be able to provide advice on all matters concerning HASCO's participation in the LIHTC program. Services to be provided by the selected law firm(s) include, but are not limited to:

- partnership (LLLP) or company (LLC) formation
- preparation, review, and negotiation of partnership documents including completing all filings with the Secretary of State and IRS
- providing advice regarding structuring of partnerships, risk management, financing, tax and, if requested, real estate matters
- providing legal advice with respect to combining public funding and conventional financing sources with LIHTCs
- providing required opinions
- assist with the negotiations and problem resolution with general partner (GP), limited partner(s) (LP), and lender
- review and comment on tax credit applications (e.g. final allocation, carryover, etc.)
- work closely with bond counsel regarding the bond documents and review for consistency with funding source requirements including maximizing basis in partnership interest, as well as other tax credit requirements
- with bond counsel coordinate closing with funding sources, title company, insurance agency, and other parties to assure meeting the requirements of bond issuance and other utilized funding sources
- advise HASCO in ongoing IRS and WSHFC compliance during affordability period
- and any other services related to HASCO's participation in the LIHTC program

Firms should be knowledgeable about and experienced with the state's LIHTC policies and procedures, how LIHTC's have been used innovatively nationally, and current business and legal issues affecting the LIHTC market and should have a history of successfully working with LIHTC investors, syndicators, other LIHTC attorneys, and the Washington State Housing Finance Commission (WSHFC).

3) Federal Housing Funding Programs

The selected firm(s) must have expertise and be able to provide advice on U.S. Department of Housing and Urban Development (HUD) and/or U.S. Department of Agriculture (USDA) Office of Rural Development (RD) programs. This may include, but is not limited to, the following programs: FHA multifamily mortgage insurance, Section 8 Housing Choice Vouchers, Section 8 project-based rental assistance, and USDA financing. The selected firm(s) must be available to provide verbal consultation; review, modify and update legal documents as necessary; provide assistance in the assumption/transfer of loans and rental assistance contracts; and consult and/or meet with other parties who may be involved in a particular financial transaction.

SUBMITTAL CONTENT

HASCO reserves the right to request additional information, if necessary, in order to complete the evaluation and selection process. Interested firms are requested to submit a proposal of no more than 6 (six) pages in length if responding to one scope area; no more than eight (8) pages in length if responding to more than one scope area. Please do not submit general brochures, pamphlets or other materials unless they are to be included within the page limit. The submittal should be one complete proposal in pdf format and should not be sent in multiple emails or multiple attachments. The proposal must include the following:

1. *Cover letter.* A one page cover letter that 1) identifies which of the scope areas the firm can provide either directly or through subcontracting, 2) confirms whether the firm qualifies as a women-owned, minority-owned, veteran-owned, and/or a Section 3 business, 3) lists the location of the office of the staff that would be assigned to work with HASCO, 4) lists the contact information of the main contact at the firm, and 5) is signed by an officer of the firm that is authorized to execute agreements.
2. *Firm Experience.* A discussion of the firm's experience and qualifications that demonstrates the firm's capacity to provide the services requested under the selected scope areas. If responding to more than one scope area, please describe the full scope of services your firm provides. Please include details about relevant projects completed within the last five years, including name of issuer, services provided, purpose of financing, date of transaction, type of obligation and maturity structure, and amount of debt issuance and tax-credit expected (as applicable). Please note any known conflicts of interest (including positional conflicts, e.g. representation of lenders or syndicators) that your firm might have in providing the services to HASCO in the selected scope area(s).
3. *Staff Experience.* A description of the personnel who will be assigned to work with HASCO, the specific services to be provided by each person, the billing rate of each person assigned, and their experience and qualifications related to the selected scope areas. Please include the number of individuals in your firm specializing in each of the selected scopes as a) an absolute number, and b) a percentage of the total number of attorneys in the firm.
4. *References.* The contact information from at least two recent clients (ideally public or municipal agencies with similar legal service needs) that have received services from your firm in the selected scope areas within the last five years.

5. *Fees.* A fee schedule of hourly or fixed rates and other fees and expenses, including a breakdown of the categories of reimbursable expenses. If fees will change during the contract period, please include a discussion of the anticipated changes. If fixed rate schedules are used, please include a description of any additional fees that would be added to a transaction.

EVALUATION CRITERIA

All responses to this RFQ that are received by the deadline will be evaluated by a committee of two or more HASCO staff according to the criteria listed below:

Criteria	Points
1. Firm/staff experience and qualifications in selected scope areas	50
2. Past performance on HASCO projects and/or references' assessments of firm's quality of work, accuracy, timeliness, and responsiveness	25
3. Fee Schedule	15
4. Quality and clarity of written submittal	10
TOTAL	100

HASCO may schedule interviews with any or all firms for one or more of the scope areas, and the results will be factored into the final scoring for criterion #1. HASCO will select one or more firms for each scope area based on the firms with the highest amount of total points. HASCO reserves the right to cancel this RFQ, reject any or all proposals, or withdraw its selection any time prior to execution of a contract.

CONTRACT INFORMATION

HASCO and the selected firm(s) will negotiate the terms and conditions of the professional services contract. The executed contract shall incorporate the firm's proposal as an exhibit. In the contract, HASCO reserves the right to modify the scope of work and expand or modify the terms and conditions specifically set forth in this RFQ. In the event HASCO and a selected firm are not able to reach agreement on contract terms and conditions acceptable to both parties, HASCO will be relieved of any obligation to negotiate with or contract for services with the selected firm. The contract for services shall be through June 30, 2024, with two optional one-year extensions, granted at the sole discretion of HASCO. HASCO may or may not utilize the firm's services or a portion of the services during the term of the contract. Professional services are assigned on an "as-needed" basis and work on specific projects shall be assigned to the selected firms via task order during the duration of the contract.