



Request for Proposals General Counsel Services

I. Summary

The Texas State Affordable Housing Corporation (“TSAHC”) is issuing this Request for Proposal (“RFP”) to identify and contract for General Counsel Legal Services for TSAHC. All qualified professional service providers (“Respondents”) wishing to apply must submit the materials listed in this RFP in order to be considered.

II. Timeline

Submissions in response to this RFP will be accepted until 5:00pm on Friday, September 14, 2018. TSAHC staff will review all submissions and will tentatively make its final selection and recommendation to TSAHC’s Board of Directors for approval at the October 2018 board meeting.

If selected, Respondents will execute a professional services contract or other agreement with TSAHC and will continue to be contracted until TSAHC determines the need to re-qualify or terminate its relationship.

III. About TSAHC

TSAHC is a 501(c)(3) nonprofit organization created at the direction of the Texas Legislature to serve as a self-sustaining, statewide affordable housing provider. TSAHC’s mission is to serve the housing needs of low-income families and other underserved populations who cannot access acceptable housing options through conventional financial channels. TSAHC’s enabling legislation, as amended, may be found in the Texas Government Code, Chapter 2306, Subchapter Y, Sections 2306.551 et seq. A five-member board of directors appointed by the Texas Governor oversees the policies and business of TSAHC.

To fulfill its mission, TSAHC provides a variety of affordable housing programs aimed at helping developers build high quality affordable housing, helping home buyers achieve the dream of homeownership, and helping homeowners sustain homeownership and improve their financial situation.

More specifically, TSAHC engages or may engage in the following primary types of business:

- (1) Single Family TBA Loan Program (Down Payment Assistance)
- (2) Single Family Second Lien Loan Program
- (3) Single Family Mortgage Credit Certificate Program
- (4) Single Family Rental Housing Portfolio

- (5) Multifamily Rental Housing Portfolio
- (6) Land Bank and Land Trust Program
- (7) Multifamily Asset Oversight & Bond Compliance Monitoring
- (8) Single Family and Multifamily Developer Direct Lending
- (9) Issuance of Tax Exempt Single Family & Multifamily Mortgage Revenue Bonds
- (10) Administration of Various Federal and Private Grants

IV. Scope of Services

Services to be provided by the General Counsel shall include but are not limited to the following:

- (1) Advise TSAHC in legal matters relating to:
 - a. Mortgage regulatory, including CFPB, RESPA, TRID compliance and any compliance requirements specific to Texas
 - b. FHA, VA, USDA, FNMA, FHLMC loan guidelines
 - c. U.S. Department of Housing and Urban Development (HUD)
 - d. Affordable housing development, including process and structures
 - e. General real estate issues, contracts and transactions
 - f. Fair housing
 - g. Private Activity Bonds and public finance
 - h. Texas land use
 - i. Texas government entity regulations
 - j. Texas nonprofit corporation statute
 - k. Nonprofit federal and state law as well as Community Reinvestment Act
 - l. Employment law
 - m. Texas Open Meetings Act, Public Information Act, and Public Information Requests
- (2) Provide TSAHC staff with direct access to subject matter experts in legal matters relating to TSAHC's primary types of business and operations to ensure an efficient process.
- (3) Identify obstacles and legal issues in the execution, improvement, and/or modification of TSAHC's primary types of businesses and operations. Present solutions, alternatives, and/or options that allow TSAHC to execute, improve and/or modify TSAHC's primary types of businesses and operations in order to meet its mission.
- (4) Create, update and review loan documents and agreements, real estate contracts, program guidelines, Board resolutions, and other documents pertaining to TSAHC's program operations and functions. This included employment law matters and TSAHC's standard operating procedures, litigation matters, Texas real estate matters, issuance of single-family and multifamily bonds, contract review and negotiation, nonprofit corporate and tax matters, and affordable housing matters in general.
- (5) Advise TSAHC as to the legal feasibility of TSAHC's single-family and multifamily financing programs and as to compliance of these programs with applicable law and pending or proposed revisions in the law, including local, state, and federal regulations.
- (6) Advise TSAHC pertaining to the legal aspects of legislative functions as well as ethical

considerations of work with the legislative and executive branches of Texas government.

(7) Assist TSAHC in its dealings with other attorneys, as requested by TSAHC.

(8) Attend meetings of TSAHC's Board of Directors and its committees, and other meetings, as requested by TSAHC.

V. Review and Selection

TSAHC will review proposals and make a determination based upon the following factors:

- (1) Demonstrated competence, experience, knowledge, and qualifications of Respondents
- (2) Reasonableness of the proposed fees for the services to be performed
- (3) Ability to allow TSAHC to work directly with subject matter experts in TSAHC's primary types of business, programs, and operations
- (4) Ability and commitment to provide options, alternatives, and/or solutions to issues and obstacles that arise in the execution, improvement and/or modification of TSAHC's primary lines of business, programs, and operations
- (5) Previous experience and performance with similar organizations
- (6) Other pertinent information

TSAHC reserves the right to negotiate with some, all, or none of the Respondents with respect to any term or terms of the Responses or contracts. In addition, TSAHC reserves the right to negotiate all elements that comprise the Respondent's submission to insure that the best possible consideration is afforded to all concerned. TSAHC reserves the right for any reason to reject any and all proposals and to re-issue an RFP. In addition, TSAHC reserves the right to obtain information concerning any or all Respondents from all sources.

VI. Additional Information

This RFP does not commit TSAHC to award a contract to any Respondent or to pay any costs incurred in the preparation or mailing of a Respondent's application (the "Response") or in participating in this RFP process.

Conflict of Interest

Although the Respondent will be an independent contractor for TSAHC and not an employee of TSAHC, to avoid all possibility of conflicts of interest, all Respondents must certify that none of the owners, officers, or stockholders of the company and none of their families are related within the third degree of consanguinity or the second degree of affinity to any TSAHC employee or any member of the Board of Directors.

Release of Submissions and Proprietary Information

If a Respondent submits proprietary information that should not be publicly disclosed, the proprietary information must be clearly identified at the time of submission. If a Respondent fails to identify proprietary information, all information in the submission will be deemed non-proprietary and will be

made available upon request pursuant to the Public Information Act after the review process has been completed.

Indemnification

All Respondents must agree to indemnify, defend and hold harmless TSAHC, the State of Texas, its officers, agents and employees from any and all claims and losses accruing or resulting from the Respondent's performing professional services for TSAHC.

Federal, State and Local Requirements

Approved Respondents are responsible for both federal and state unemployment insurance coverage and standard workers compensation insurance coverage. Respondents must comply with all federal and state tax laws and withholding requirements. TSAHC will not be liable to a Respondent or its employees for any unemployment or workers' compensation coverage or federal and state tax withholding requirements. Respondents shall indemnify TSAHC and pay to TSAHC any costs, penalties or loss whatsoever occasioned by Respondent's omission or breach of this section.

VII. RFP Instructions

Proposals that do not comply with these instructions may be rejected. TSAHC may also reject a proposal that does not include all requested information. TSAHC reserves the right to waive minor deficiencies and informalities if, in the judgment of TSAHC, its best interest will be served.

Items to Be Included in the Proposal

(1) General Firm Information

- a. Provide a brief description of your firm, including but not limited to the following:
 - i. Name, telephone number, and email address of a representative of the firm authorized to discuss your proposal
 - ii. Address of the firm's main office
 - iii. Number of employees of the firm
 - iv. Names, locations and resumes of the primary principals, shareholders, attorneys, and/or other contacts who will be assigned to TSAHC. Provide appropriate background information for each such person including states licensed to practiced law (if applicable), and identify his or her responsibilities.

(2) Experience

- a. Describe your firm and its capabilities.
- b. Support your ability to perform the Scope of Services.
- c. Detail history working with similar clients.

(3) References

- a. Provide at least three client references. Include name, address, telephone number, and email address.

(4) Fees

a. Provide a detailed description or table that explains the Respondent's fees

(5) Conflict of Interest

a. Identify any conflict of interest that may arise as a result of business activities or ventures by your firm and associates of your firm or employees.

b. Describe how your firm will handle actual and or potential conflicts of interest.

(6) Include any other information that will be helpful to TSAHC in making its decision.

Submission Instructions

All questions concerning the RFP must be in writing, via email, addressed to Michael Wilt at mwilt@tsahc.org.

Proposals must be submitted electronically in PDF format to David Long, President, via email at dlong@tsahc.org and Janie Taylor, Executive Vice President, via email at jtaylor@tsahc.org by the response deadline.

RESPONSE DEADLINE
Friday, September 14, 2018
5:00 P.M. CDT