

Request for Proposal ("RFP")

TO PROVIDE

**LEGAL SERVICES RELATING TO ISSUANCE
OF MULTIFAMILY HOUSING BONDS**

2023-2024 Multifamily Housing Bond Program

ISSUED BY:

OKLAHOMA HOUSING FINANCE AGENCY

October 9, 2023

Proposals must be submitted no later than 4:30 p.m., CST

October 24, 2023

LATE PROPOSALS WILL BE REJECTED

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1. GENERAL INFORMATION

1.1 Introduction and Background

Oklahoma Housing Finance Agency ("OHFA") selects service providers to assist in the process of structuring and executing securities transactions, of OHFA's mortgage revenue bond transactions, or Developments. The selection of said service providers must be made in accordance with the requirements of the Oklahoma Bond Oversight and Reform Act, 62 O.S., Section 695, et seq. (hereinafter referred to the "Act").

In contemplation of 2023-2024 Multifamily Housing Bond transactions or Developments (hereinafter OHFA's 2023-2024 Multifamily Housing Bond Program), OHFA is commencing selection procedures under the Act which will be applicable to Underwriters, Bond Counsel, Financial Advisor, and Corporate Trustee Bank.

Under the Act, OHFA may select service providers using either of two approaches. OHFA has decided to select providers based on a Single Program approach. Under this approach, service providers are selected to structure two or more Developments which are related under a single program. The term of service for service providers under this approach ends no later than 12 months after the date of sale of the first issue of securities under such program.

1.2 Service Provider Sought to Provide Legal Services

The purpose of this RFP is to obtain proposals from qualified service providers to contract with OHFA to provide the requested, specialized legal services for transactions relating to OHFA's 2023-2024 Multifamily Housing Bond Program.

It is the express objective of OHFA to minimize its legal services expenses by limiting the number of law firms receiving compensation directly or indirectly from OHFA in connection with bond transactions contemplated by this RFP.

Accordingly, responses to this RFP may be submitted by:

- (1) A single firm proposing to provide all of the services contemplated by this RFP for each program, except as counsel to the underwriter for negotiated public sales of bonds by OHFA, which the underwriter shall retain separate counsel, subject to approval by OHFA and the Deputy Treasurer for Debt Management as to the firm and its fees/expenses; or
- (2) A consortium of two firms proposing to provide all of the services contemplated by this RFP for each transaction.

The firm selected under this RFP to serve as Legal Services Provider for OHFA's 2023-2024 Multifamily Housing Bond Program may be requested to assist in the structuring and implementation of the Developments described in Section 4.2.

1.3 Procuring and Contracting Agency

OHFA is a state beneficiary public trust organized and existing under the laws of the State of Oklahoma (the "State"), including particularly Sections 176-180.3, inclusive, of Title 60, Oklahoma Statutes, as amended and that certain Trust Indenture dated May 1, 1975 (as amended and restated by the Second Amended Trust Indenture having the effective date of September 4,

1986, and amended and restated by the Third Amended Trust Indenture having the effective date of August 19, 2002), pursuant to which OHFA was established, the beneficial interest in which was accepted by the Governor of the State.

1.4 OHFA Reservation of Rights

OHFA reserves the right to:

- (1) End the term of service for a service provider prior to the latest authorized termination date established under the Act;
- (2) Retain other service providers (through a separate RFP process, or otherwise as permitted by the Act) to assume responsibility for one or more Developments to be undertaken during the term of service of the service provider selected pursuant to this RFP if, in OHFA's opinion, such action is justified or made necessary by the facts and circumstances at the time;
- (3) Cancel this solicitation;
- (4) Reject any and all proposals;
- (5) Request an oral interview with, and/or additional information from, Respondent prior to final selection;
- (6) Select for contract negotiations those Respondent which, in its judgment, will best meet OHFA's needs; and
- (7) Negotiate a contract or agreement that, subject to the approval of the Deputy Treasurer for Debt Management, covers selected parts of a proposal, or a contract or agreement that may be interrupted for a period, or terminated, or be expanded depending on the financing strategy determined by OHFA.

1.5 Clarification of the Specifications and Requirements

If additional information is needed regarding OHFA, RFP specifications or the RFP process, written questions will be accepted by:

Steve Hagar, Procurement and Facilities Director
 Oklahoma Housing Finance Agency
 Email: Steve.Hagar@ohfa.org

Written questions must be submitted via email on or before 4:30 p.m. CST on **October 16, 2023**. Written responses to questions will be sent via email to all prospective service providers by **October 17, 2023**.

1.6 Timetable

REQUEST FOR PROPOSAL Issued		10/9/23
Deadline for Receipt of Written Questions	4:30 PM CST	10/16/23
Deadline for Receipt of Proposals	4:30 PM CST	10/24/23

OHFA Board of Trustees Meeting

10:00 AM CST

11/15/23

At the meeting on November 15, 2023, the Board of Trustees will receive recommendations from Staff and make its selection of Service Providers.

1.7 Contract Term

The contract shall be effective the date the RFP is formally accepted and approved by the OHFA Trustees and approved by the Deputy Treasurer for Debt Management and shall expire no later than 12 months after the bond closing date of the first Development under OHFA's 2023-2024 Multifamily Housing Bond Program.

2. PREPARING AND SUBMITTING A PROPOSAL

2.1 General Instructions

The evaluation and selection of service providers, and the contract, will be based on the information submitted in the proposal plus references and any required oral presentations. All responses to this RFP should respond clearly to all questions and requirements. Failure to respond clearly and completely may be the basis for rejecting a proposal. Elaborate proposals (e.g. expensive artwork) beyond that sufficient to present a complete and effective proposal are not necessary or desired.

2.2 Incurring Costs

OHFA is not liable for any cost incurred by Respondent in replying to this RFP.

2.3 Submitting the Proposal

The proposal package must be submitted electronically to:

Steve Hagar, Procurement and Facilities Director
Oklahoma Housing Finance Agency
Email: Steve.Hagar@ohfa.org

All proposals must be received by OHFA no later than **4:30 PM, CST October 24, 2023**. Proposals which are not received on time will not be accepted or considered.

2.4 Proposal Organization and Format

2.4.1 General

Respondent must submit one (1) original proposal electronically via email. Proposals must be **one (1) document** in PDF format with bookmarks for each heading listed in Section 2.4.3, below.

2.4.2 Cover Letter

The cover letter must identify the services contract applied for and the application date, and must be signed by the person designated as having responsibility for the service contract.

2.4.3 Table of Contents

Immediately following the cover letter, a table of contents is required which identifies the beginning page of each section of the proposal. The following sections must be included in the Table of Contents:

- A. Firm Overview
- B. Multifamily MRB Experience, 2020-2022
- C. Fees and Expenses
- D. Litigation, Investigations and Regulatory Proceedings
- E. Professional Liability Insurance Coverage
- F. Compliance with Expense Guidelines and Code of Ethics

2.4.4 Responses

Respondents must respond, in sequence, to the requirements included in Section 4.3. **THE RESPONSE TO EACH QUESTION MUST BE LIMITED TO NO MORE THAN TWO PAGES, WITH THE APPLICABLE HEADING RESTATED AT THE TOP OF THE FIRST PAGE.** The submission of materials or information unrelated to these questions is discouraged. OHFA will not refer to information provided by Respondents in any prior proposals.

2.5 Oral Presentations

Respondents may be required to make oral presentations. These presentations (if held) will be held subsequent to the receipt of proposals to provide an opportunity for the Respondents to prepare responses to questions regarding their proposal. OHFA will schedule a time and location for each oral presentation. Failure to honor the request for oral presentations may result in the rejection of the proposal.

3. PROPOSAL SELECTION AND AWARD PROCESS

3.1 Review of Mandatory Requirements

Each proposal will first be reviewed to determine if mandatory requirements are met. Failure to meet mandatory requirements may result in the proposal being rejected.

3.2 Proposal Scoring

Each proposal submitted and accepted will be reviewed by Staff and scored against the stated criteria. Staff may review references and use the results thereof in scoring the proposals. The scoring will be tabulated and proposals will be ranked based on the numerical score received in order to make Staff recommendations to OHFA's Board of Trustees.

3.3 Award and Final Offers

Final selection of the successful Respondents will be at the discretion of the Trustees, subject to the limitations of the Act, including approval by the Deputy Treasurer for Debt Management as to fees and expenses.

3.4 Right to Reject Proposals and Negotiate Contract Terms

OHFA reserves the right to reject any and all proposals and to negotiate the terms of the agreement

with selected Respondent(s) prior to entering into an agreement. If negotiations cannot be concluded successfully with the selected Respondents, OHFA may negotiate an agreement with the alternate Respondents designated by the Trustees. All fees and expense allowances of the selected Respondents for each bond issue are subject to further approval by the Deputy Treasurer for Debt Management.

3.5 Evaluation Criteria

Evaluation criteria are contained on the scoring sheet located in Appendix V. The criteria contained on the sheet include the following:

Firm Overview
Multifamily MRB Experience, 2020-2022
Fees and Expenses

3.6 Notification of Award

Each Respondent will receive written notice identifying the firm or firms to which OHFA intends to award the contract, subject to approval by the Deputy Treasurer for Debt Management.

4. GENERAL PROPOSAL REQUIREMENTS

4.1 Introduction and Background

This RFP provides the information necessary for Respondents to prepare and submit proposals to provide the legal services necessary to assist in implementing OHFA's 2023-2024 Multifamily Housing Bond Program.

4.2 Scope of Services

This RFP applies only to those firms wishing to file either (a) an individual proposal to provide all of the specialized services listed below or (b) two firms making a joint proposal to provide all of the specialized services listed below, and in either case, such services shall relate to the financing and implementation of the anticipated Developments under the OHFA 2023-2024 Multifamily Housing Bond Program.

Any service provider selected for OHFA's 2023-2024 Multifamily Housing Bond Program will be expected to assist in the structuring and implementation of any of the following Developments:

- (1) Private activity bonds to finance rental Developments owned by private, for-profit entities;
- (2) 501(c) (3) bonds to finance rental Developments owned by public or private non-profit entities;
- (3) Essential governmental function bonds to finance rental Developments owned by units of state or local government or political subdivisions thereof;
- (4) Essential governmental function bonds or 501(c)(3) bonds to finance scattered site, single family dwellings rented by individuals who expect to acquire such dwellings under lease-to-own programs; and
- (5) Restructuring and/or refunding of outstanding OHFA multi-family MRBs.

Proposals from individual firms are permitted so long as the proposal covers all of the specialized services listed below. Allowances will be given to make reasonable reconciliation between fee proposals contained in single firm proposals and fee proposals contained in joint proposals submitted by two firms.

Joint proposals by no more than two (2) firms are permitted so long as the two firms bidding jointly propose to provide, collectively, the full range of legal services requested under this RFP. Subject to OHFA approval, those firms submitting a joint proposal may apportion between them (in any manner as such firms may mutually agree) those specific services listed and described under this Section 4.2 of this RFP.

The service provider(s) selected will be responsible for rendering the services contemplated herein for OHFA's 2023-2024 Multifamily Housing Bond Program and shall not be permitted to serve OHFA in any other capacity relating to OHFA's 2023-2024 Multifamily Housing Bond Program unless specifically authorized to do so by the OHFA Trustees. The Respondent selected shall have no involvement in development and implementation of any OHFA programs other than in the capacity or capacities contemplated by this RFP.

Under the contract arrangement, Legal Service Provider will be expected to handle the proposed bond transactions referred to in this Section 4.2 during their term of service, which may extend for up to 12 months following the date of bond closing/issuance of the first Development under the 2023-2024 Multifamily Housing Bond Program.

The scope of services to be rendered to OHFA in connection with each Development under the 2023-2024 Multifamily Housing Bond Program will include, but not necessarily be limited to, the following:

- (1) Bond Counsel: Specialized legal services relating to issuance of bonds.
 - (a) Prepare the Trust Indenture relating to each series of bonds, which document may be in the form of one or more Series Supplement for bonds issued on a parity basis under the 1994 Master Indenture, or in the form of a separate, stand-alone, or new master "open" indenture for bonds not issued under the Master Indenture.
 - (b) Prepare the applicable Authorizing Resolutions for consideration and adoption by the OHFA Trustees to authorize the financing team to go forward with the implementation of a particular proposed bond transaction by taking such actions as, among others, (i) preparing and/or distributing the related Disclosure Document, (ii) preparing and/or distributing program documents to prospective program participants, (iii) approving certain program parameters, (iv) approving program participants, etc.
 - (c) Review and comment on documents prepared by other members of OHFA's bond financing team relating to each bond issue, including, among others, the Bond Purchase Agreement, Program Agreements, Disclosure Document, investment agreement bid specifications and bid procedures, Investment Agreement, etc.
 - (d) Prepare the Bond Resolution for consideration and adoption by the

OHFA Trustees to (i) authorize the execution of the Bond Purchase Agreement relating to each series of bonds to be issued, (ii) authorize the execution of other documents required for closing, (iii) approve the final form of the related Disclosure Document, and (iv) generally authorize actions which must be taken incident to issuing the bonds.

(e) Prepare the Index of Closing Documents to identify each legal opinion, certificate or other document required to be delivered and executed incident to issuing the bonds, as well as the individual or firm responsible for providing each such document.

(f) Provide required Bond Counsel opinion relating to the tax exempt status of OHFA bonds under applicable State and federal Law, as well as legal opinions attesting to the valid issuance of bonds under applicable State law, all in form and substance acceptable to other members of OHFA's bond financing team.

(g) Serve as the primary source of legal advice and assistance to OHFA on matters of State law relating to OHFA's bond financing activities generally, and in that capacity, represent OHFA before the Council of Bond Oversight and/or the Deputy Treasurer for Debt Management when requested by OHFA to do so, and prepare all necessary forms and submissions for COBO and Bond Advisor approvals.

(h) Prepare all closing transcript items assigned under the Index of Closing Documents.

(i) Assemble all closing transcript items and arrange for preparation of hard cover, bound transcripts, or an electronic version for distribution to each member of OHFA's bond financing team within 90 days following the applicable closing date.

(j) Provide other related services as may reasonably be requested by OHFA from time to time.

(2) Tax Counsel: Specialized legal services relating to the federal Tax Code.

(a) Provide specialized legal advice regarding the IRS Code as it applies to OHFA's bond financing activities and to the programs funded with the proceeds of bonds, particularly with respect to the structure of proposed new issues of bonds and the structure and operation of the new programs relating to such bonds.

(b) Prescribe the detailed procedures to be followed in calculating the Bond Yield and the Mortgage Yield associated with each new issue of bonds and each new bond-financed loan program.

(c) Review the Bond/Mortgage Yield calculations for each new issue of bonds for the purpose of determining the extent to which such calculations may be relied upon in preparing the Arbitrage Certificate for such bonds.

(d) Prepare the Arbitrage Certificate relating to each new issue of bonds and deliver such Certificate prior to closing.

(e) Provide required tax opinions evidencing compliance of each new issue of bonds with applicable provision of the IRS Code, and the adequacy of program documents and operating procedures/policies of OHFA to reasonably

assure compliance with Code provisions.

(3) Disclosure Counsel: Specialized legal services relating to new issue and on-going disclosure requirements.

- (a) Serve as the primary source of legal advice and assistance to OHFA on matters of State and federal securities laws and regulations, including particularly the mandatory disclosure standards promulgated by the SEC, as such laws and regulations relate to or effect OHFA's bond financing activities.
- (b) Prepare the applicable Disclosure Document relating to each new issue of bonds for Private Placement Memorandum for private placements; Preliminary Official Statement and Final Official Statement for public offerings executed via negotiated sale or competitive bidding.
- (c) Provide required legal opinions relating to the adequacy of disclosure of information regarding OHFA, its programs, prior financing activities, pending litigation and other relevant subject matter as such matters are described in the Disclosure Document for each bond issue.
- (d) Provide required legal opinions relating to the overall adequacy of disclosure of information in the applicable Disclosure Document, in form and substance acceptable to other members of OHFA's bond financing team, including most particularly the underwriter of bonds sold in public offerings and the purchaser of bonds sold via private placement.
- (e) Provide required legal opinions relating to compliance of each new issue of bonds with applicable State and federal securities laws and regulations including, as applicable, certification of exemption from SEC registrations requirements.

4.3 Mandatory Requirements

The proposal requirements stated in this RFP are mandatory and are not simply desirable. Failure by a Respondent to respond to a specific requirement may be the basis for elimination from consideration during the competitive evaluation of proposals by OHFA.

The service provider selected may be required to provide evidence of financial capability sufficient for OHFA to be reasonably assured that the service provider has adequate working capital and other financial resources to provide the required services for the duration of the proposed term of service. Financial capability may be demonstrated by providing a set of certified financial statements prepared by an independent auditor (or an acceptable equivalent) and by obtaining and maintaining general liability insurance, worker's compensation coverage and other forms of insurance as may be necessary to protect the interests of the OHFA and the service provider.

Each selected service provider will be required to provide evidence of current compliance with any federal or state licensing requirements necessary to provide the services required hereunder as well as proof of coverage under a valid policy of professional liability insurance.

Each firm or entity submitting a response to this RFP (Respondent) must execute and submit the Certificates of Independent Price Determination (Appendix I), Certificate of No Conflicting Relationships (Appendix II), Non-collusion Affidavit of Vendor (Appendix III), and Certification

of Non-Debarment (Appendix IV).

4.3.1 Firm Overview

Provide an overview of each Respondent including its organizational structure pertinent to this proposal. Identify the location of the office and include the resumes of each of the senior and support staff (attorneys only) to be assigned to OHFA's account. Clearly state the degree of involvement of each such person in the program covered by the RFP. Joint proposals must address the experience, fees, etc. of both firms.

4.3.2 Multifamily MRB Experience: 2020-2022

Summarize Respondent's experience as Bond Counsel, Special Tax Counsel and as Disclosure Counsel and/or Underwriter Counsel for Multifamily MRB issues since January 2019. Include in your response the following information:

<u>Bond Counsel and/or Special Tax Counsel</u>			
	<u>2020</u>	<u>2021</u>	<u>2022</u>
<u>Type of MF MRB Issue</u>	<u>Number & Volume</u>	<u>Number & Volume</u>	<u>Number & Volume</u>
Public Offering			
Tax Exempt	_____	_____	_____
Taxable	_____	_____	_____
Private Placement			
Tax Exempt	_____	_____	_____
Taxable	_____	_____	_____
TOTAL	_____	_____	_____

<u>Disclosure Counsel</u>			
	<u>2020</u>	<u>2021</u>	<u>2022</u>
<u>Type of MF MRB Issue</u>	<u>Number & Volume</u>	<u>Number & Volume</u>	<u>Number & Volume</u>
Public Offering			
Tax Exempt	_____	_____	_____
Taxable	_____	_____	_____
Private Placement			
Tax Exempt	_____	_____	_____
Taxable	_____	_____	_____
TOTAL	_____	_____	_____

4.3.3 Fees and Expenses

Provide the following information regarding proposed compensation to Respondent for providing the requested services during the expected term of service. State the dollar amount proposed by Respondent for providing the services requested by this RFP. Provide separate fee quotes for (i) Bond Counsel Services, (ii) Special Tax Counsel Services (iii) Disclosure Counsel Services.

Based on a \$10 million issue size and your proposed fee arrangement, state (using the table format, below) the fees and expenses to structure and execute the transaction based on each of two strategies: (i) sale of long term fixed rate bonds, and (ii) sale of variable rate

demand bonds in a daily or weekly variable rate mode.

<u>Amounts Payable at Closing</u>	<u>\$10 Million Fixed Rate MRB Issue</u>	<u>\$10 Million Variable Rate MRB Issue</u>
Bond Counsel Services	_____	_____
Special Tax Counsel Services	_____	_____
Disclosure Counsel Services	_____	_____
Expenses	_____	_____
TOTAL	_____	_____

Expenses may include the following items, among others:

- (a) Preparation and distribution of drafts and final versions of applicable documents to recipients on financing team distribution list;
- (b) Communications costs, including telephone long distance and internet;
- (c) Express deliveries (FedEx, Courier, etc.);
- (d) One electronic version of the transcripts of closing documents, in the form of a disk or comparable storage;
- (e) The Expense component shall include an estimate of travel cost based on the assumption of two (2) meetings in Oklahoma City.
- (f) The Expense component must include a reduced fee structure for a Development that has closed at least two (2) bond issues with the same parties under this same RFP.

PURSUANT TO THE ACT ALL FEES AND EXPENSES FOR BOND RELATED LEGAL COUNSEL SERVICES WILL BE NEGOTIATED BY OHFA, AND SUBJECT TO APPROVAL BY THE DEPUTY TREASURER FOR DEBT MANAGEMENT.

4.3.4 Litigation, Investigations and Regulatory Proceedings

Provide a summary of any material inquiries, investigations or litigation occurring during 2020, 2021 and 2022 (including those in progress) regarding the conduct of the Respondent, the Respondent's management, or any employee or official associated with the Respondent. Describe any related actions taken against Respondent or employees by any court or regulatory authority, including fines, suspensions, censure, etc. For the purposes of this paragraph, "material" means anything involving claims of violation of state or federal securities laws.

Additionally, state whether there are any material pending investigations, or investigations completed during 2020, 2021 and 2022 by the National Association of Securities Dealers, ("NASD"), the Municipal Securities Rulemaking Board ("MSRB"), the Securities Exchange Commission ("SEC"), the Oklahoma Securities Commission, or any other regulatory body (federal, state or local) regarding the conduct of the Respondent, the Respondent's management, or any employee or official associated with the proposing organization. If the statement is affirmative, provide a summary of such proceedings and the resolution or outcome thereof.

4.3.5 Professional Liability Insurance Coverage

State policy limits and whether the policy excludes securities claims, or if their insurer prohibits disclosure of coverage amount. Provide evidence of coverage.

4.3.6 Compliance with Expense Guidelines and Code of Ethics

State the Respondents' willingness to adhere at all times to the Oklahoma State Travel and Reimbursement Act. State the Respondents' willingness to adhere to any amendments of these policies and to submit any disclosures requested in the above policies upon acceptance of the proposal.

4.4 Open Records

All information submitted in response to this Request for Proposal will be handled in accordance with the State Open Records Act. Data contained in the proposal, all documentation provided therein, and innovations developed as a result of these contractual services cannot be copyrighted or patented. All data, documentation and innovations submitted in response to this Request for Proposal shall become the property of OHFA, and may be used by OHFA, in its sole discretion, without incurring any liability to Respondents for the use thereof by OHFA. Financial record submissions will be held in confidence.

5. FEE PROPOSAL

5.1 General Instructions on Preparing Fee Proposals

The proposal will be scored using a standard quantitative calculation whereby the most points for the fee component of proposals will be awarded to the proposal with the lowest cost. Various costing methodologies and models may be used to analyze the cost information submitted to determine the lowest costs to OHFA. Other additional factors will be used by OHFA in the selection process.

5.2 Submitting Fee Proposals

The Act requires that all bond service provider fees and expense allowances be approved by the Deputy Treasurer for Debt Management. Accordingly, OHFA expects to present the Deputy Treasurer for Debt Management with the names of the firm selected by the OHFA Board of Trustees as primary service provider, as well as one or more alternates selected by the Board of Trustees. Preliminary fee and expense negotiations will then be conducted by OHFA and are subject to approval by the Deputy Treasurer for Debt Management, starting with the primary selectee. If such negotiations result in a mutually satisfactory arrangement, the primary selectee will be confirmed. Otherwise, the OHFA and the Deputy Treasurer for Debt Management will begin negotiations with the alternate selectee and repeat that process. Final determination of fees and expenses will be made at the time of debt issuance.

Refer to Section 4.3.3 for a more complete description of Fees and Expenses proposals required.

The State assumes no liability for expenses incurred by firms in their responses to this RFP. Materials submitted to OHFA become the property of OHFA and are public information.

5.3 Proposal Obligation Period

All proposals submitted to OHFA shall constitute a legally binding offer which shall remain fixed and valid for acceptance by OHFA for sixty (60) days starting on the due date for proposals. Upon acceptance by OHFA and approval thereof by the Bond Advisor, the contract for legal services hereunder shall remain valid throughout the OHFA 2023-2024 Multifamily Housing Bond Program term, provided that the fee amount for each Development of the OHFA 2023-2024 Multifamily Housing Bond Program shall be subject to negotiation with OHFA and approval by the Bond Advisor.

5.4 Contingent Billing for each Development.

EACH DEVELOPMENT RELATED FEES AND EXPENSE REIMBURSEMENTS SHALL BE CONTINGENT UPON SUCCESSFUL COMPLETION OF THE RESPECTIVE DEVELOPMENT.

6. STANDARD CONTRACT

6.1 Acceptance of Proposal Contents

The contents of the proposal submitted, together with this RFP, shall become the contractual obligations of the Respondents, if selected (hereinafter “Legal Services Provider”). Failure of a successful Respondent to accept these obligations in such contract or agreement, upon request of OHFA, may result in cancellation of the award.

6.2 Record keeping and Record Retention

Each Legal Services Provider shall establish and maintain adequate records of all expenditures reimbursable by OHFA incurred during its respective term of service. All records must be kept in accordance with generally accepted accounting procedures, applicable federal and state laws, and this RFP.

OHFA shall have the right to audit, examine, copy and transcribe any pertinent records or documents relating to any contract or agreement resulting from this RFP held by the Legal Services Provider. The Legal Services Provider will retain all documents applicable to the contract for a period of not less than three (3) years after final payment is made.

6.3 Reimbursement for Travel Expenditures

Legal Services Provider shall limit all reimbursements by OHFA for travel expenditures in accordance with the State Travel Reimbursement Act (74 O.S. 500.1, et seq.).

6.4 No Discrimination

Legal Services Provider shall not discriminate in the provision of services on the basis of race, religion, sex, national origin, age, familial status or disability and shall cooperate with any investigation of allegations of such discrimination.

6.5 Confidentiality

Legal Services Provider and all of its employees and other parties assisting Legal Services Provider shall maintain the confidentiality of any confidential information received and collected through the delivery of services pursuant to this RFP, as required by the laws of the State of Oklahoma, the

Codes of Professional Conduct, and specifically pursuant to Title 63 O.S. 1981, Section 1-502.2.

6.6 Acts and Omissions

Legal Services Provider shall be responsible for the acts and omissions of its agents, servants, employees, and subcontractors in the violation of any confidential or privileged communications.

6.7 Hold Harmless

Legal Services Provider agrees to hold harmless OHFA against any claims, demands and liabilities resulting from any act or omission on the part of the Legal Services Provider and/or its agents, subcontractors, servants, and employees in the performance of this contract.

6.8 Termination of Agreement

OHFA reserves the right to cancel any contract or agreement with the Legal Services Provider relating to this RFP, in whole or in part, if performance and/or delivery of services is not made in accordance with the terms specified herein.

No suspension or termination will affect any expenditures or legally binding commitments made prior to receiving notice of suspension or termination. Upon suspension or termination, the replacement of the service provider will be subject to OHFA's discretion.

OHFA may suspend or terminate any contract or agreement with the Legal Services Provider relating to this RFP, in whole or in part with or without cause which shall include, but are not limited to, the following:

6.8.1 Failure or unwillingness of the Legal Services Provider to comply with the approved proposal, with the applicable federal and state laws and the terms of this contract, or with such directives as may become generally acceptable at the time,

6.8.2 Submission of reports to OHFA by the Legal Services Provider which are inconsistent with the detailed specifications; and

6.8.3 Improper use of funds by the Legal Services Provider.

6.9 News Releases

News releases pertaining to this proposal or any part of this proposal shall not be made without prior approval of OHFA.

6.10 Location of Relevant Documents

All necessary reports, records and source documents will be available to the Legal Services Providers at 100 NW 63rd Street, Oklahoma City, OK 73116.

7. APPENDICES

Appendix I	Certificate of Independent Price Determination
Appendix II	Certificate of No Conflicting Relationships
Appendix III	Non-collusion Affidavit of Vendor

Appendix IV
Appendix V

Certification of Non-Debarment
Evaluation Criteria

OHFA 2023-2024 Multifamily Housing Bond Program

**APPENDIX I
STATE OF OKLAHOMA
Certificate of Independent Price Determination**

By submission of this proposal, the Respondent certifies that in connection with this procurement:

- (1) Prior to the date established herein as the deadline for proposal submission, the prices which have been quoted in this proposal have not been knowingly disclosed by the Respondents, directly or indirectly, to any other Respondents or to any competitor; and
- (2) No attempt has been made or will be made by the Respondents to induce any other person or firm to submit or not submit a proposal for the purpose of restricting competition.

Each person signing this proposal certifies that:

- (1) He/she is the person in the Respondents' firm responsible within that organization for the decision as to the prices being offered herein and the he/she has not participated, and will not participate, in any action contrary to the restrictions cited above; or
- (2) He/she is not the person in the Respondents' firm responsible within that organization for the decision as to the prices being offered herein, but that he/she has been authorized in writing to act as agent for the person responsible for such decision in certifying that such persons have not participated, and will not participate, in any action contrary to the restrictions cited above and as their agent does hereby so certify; and he/she has not participated, and will not participate, in any action contrary to the restrictions cited above.

SIGNATURE: _____

DATE: _____

SIGNATURE: _____

DATE: _____

SIGNATURE: _____

DATE: _____

SIGNATURE: _____

DATE: _____

Provide as many pages as needed.

OHFA 2023-2024 Multifamily Housing Bond Program

APPENDIX II
STATE OF OKLAHOMA
Certificate of No Conflicting Relationships

The undersigned hereby certifies that:

- (1) He/she is an officer of the Respondents, authorized to commit the Respondents to all terms and conditions outlined in this proposal;

- (2) No conflict of interest exists, or is likely to exist, between the Respondents and the procuring agency;

- (3) No relationship exists between the Respondents and the procuring agency or any of its employees that would in any way interfere with fair competition in the selection process; and

- (4) There is no relationship, contractual or otherwise, between the Respondents and any other individual, firm or organization that may be a party to the contract that may be a conflict of interest or would in any way interfere with the Respondents ability to perform the duties described in the Request for Proposal.

SIGNATURE: _____

DATE: _____

SIGNATURE: _____

DATE: _____

SIGNATURE: _____

DATE: _____

Provide as many pages as needed.

OHFA 2023-2024 Multifamily Housing Bond Program

**APPENDIX III
NON-COLLUSION AFFIDAVIT OF VENDOR**

State of _____

County of _____, being first duly sworn, deposed and says that:

1. They are the _____ of _____ the Respondent that has submitted the attached proposal;
2. They are fully informed respecting the preparation and contents of the attached proposal and all pertinent circumstances respecting such proposal;
3. Such proposal is genuine and is not a collusive or sham offer;
4. Neither the said Respondent nor any of its officers, partners, owners, agents, representatives, employees, or parties in interest, including this affidavit, has in any way colluded, conspired, connived, or agreed, directly or indirectly, with any other Respondent, firm, or person to submit a collusive or sham offer in connection with the contract for which the attached proposal has been submitted; or to refrain from making a proposal in connection with such contract; or has in any manner, directly or indirectly, sought by agreement, collusion, communication, or conference with any other Respondent, firm or person on prices in the attached proposal or to fix any overhead, profit, or cost element of the proposal price of the proposal of any other Respondent; or to secure through any collusion, connivance, or unlawful agreement any advantage against the Oklahoma Housing Finance Agency or any person interested in the proposed contact; and,
5. The price or prices quoted in the attached proposal are fair and proper and are tainted by any collusion, conspiracy, connivance, or unlawful agreement on the part of the Respondent or any of its agents, representatives, owners, employees, or parties in interest, including this affidavit.

Print Name

Signature

Title

Subscribed and sworn to and before me this _____ day of _____, 2023.

My commission expires _____.

Provide as many pages as needed.

OHFA 2023-2024 Multifamily Housing Bond Program

APPENDIX IV

CERTIFICATION OF NON-DEBARMENT

I, _____, hereby certify that
(Print Name)

_____ nor any of its officers
(Firm)

Principals are not now nor have they ever been debarred, suspended, or otherwise prohibited from professional practice by any Federal, State or Local Agency.

Signature: _____

Title: _____

Date: _____

State of _____

County of _____

Personally appeared before me, the undersigned authority, _____
who, after first being sworn by me, affixed their signature in the space provided above on this
_____ day of _____, 2023.

Notary Public

My commission expires: _____

Provide as many pages as needed.

OHFA 2023-2024 Multifamily Housing Bond Program

APPENDIX V

EVALUATION CRITERIA

1. Firm Overview
(Not Responsive – 0 to Best Response – 5) x Weighting Factor of 8 = Total Points
Maximum Score 40
2. Multi-Family MRB Experience 2020-2022 (Total number of transactions and Volume)
(Not Responsive – 0 to Best Response – 5) x Weighting Factor of 6 = Total Points
Maximum Score 30
3. Fees and Expenses
(Not Responsive – 0 to Best Response – 5) x Weighting Factor of 6 = Total Points
Maximum Score 30

Total Maximum Points Possible - 100