

**REQUEST FOR QUALIFICATIONS  
TO PROVIDE  
LEGAL AND ACCOUNTING CONSULTING SERVICES REGARDING THE  
MISSOURI LOW INCOME HOUSING TAX CREDIT**

**Missouri Housing Development Commission**



**Response Deadline:**

Five copies and one electronic copy on a CD-ROM to MHDC  
no later than 5:00 p.m. on August 24, 2009

**Submit Responses to:**

Janell Thome  
Director of Rental Production  
Missouri Housing Development Commission  
3435 Broadway  
Kansas City, Missouri 64111  
Phone: 816-759-6862

## Section I: Introductory Information

Missouri Housing  
Development  
Commission:

The Missouri Housing Development Commission (“MHDC” or the “Commission”) was established in 1969 in order to increase the availability of decent, safe and sanitary housing at prices within the means of low- and moderate-income persons. The Commission is a governmental instrumentality of the state of Missouri and a body corporate and politic. The Commission’s authority is derived from Section 215.030, *et seq.*, of the Revised Statutes of Missouri, as amended and supplemented.

Through its rental production department, the Commission administers the federal Low Income Housing Tax Credit (“LIHTC”) as well as the Missouri Low Income Housing Tax Credit (“MO LIHTC”), which mirrors the federal tax credit. The federal and state LIHTC generate investment for the construction and rehabilitation of affordable rental housing for low-income households. The federal LIHTC is governed by Section 42 of the Internal Revenue Code and the MO LIHTC operates under the authority established in Sections 135.350-135.363 of the Revised Statutes of Missouri, as amended and supplemented.

Purpose of RFQ:

The purpose of this Request for Qualifications (“RFQ”) is to obtain statements of qualifications (“Responses”) from qualified teams consisting of at minimum an attorney and an accountant (“Respondent”) to provide consulting services to the Commission through the process of reviewing and revising the model for issuance and redemption of the MO LIHTC. The Respondent should be able to provide guidance on strengths and weaknesses of other models, how to avoid adverse federal tax consequences for both the state and federal investors, and what level of IRS review will be necessary to ensure compliance with Section 42 of the Internal Revenue Code.

Term of  
Engagement:

It is expected that the revised draft and proposed legislative changes be completed by December 31, 2009 and that the Respondent would continue to serve as a resource throughout the 2010 Missouri legislative session (ends May 2010). If for any reason, including but not limited to a determination by MHDC that a formal IRS ruling is necessary, MHDC shall retain a unilateral option to extend the term of the engagement through the end of the 2011 Missouri legislative session (ends May 2011).

Response Due Date: **Monday, August 24, 2009, by 5:00 P.M. Central time**

Submission of Responses: Five copies of the Response, along with one electronic copy on a CD-ROM, must be submitted by the Response Due Date noted above to:

Missouri Housing Development Commission  
3435 Broadway,  
Kansas City, Missouri 64111  
Attn: Janell Thome  
Director of Rental Production

Anticipated	Release RFQ	August 3, 2009
Timetable for RFQ	Responses Due	August 24, 2009
and Responses:	Staff Recommendations and Commission Approval	August 28, 2009

## Section II: Procedures and Instructions

- Questions: Questions regarding this RFQ should be directed to the Commission in writing by mail, facsimile or electronic mail, as follows:  
Janell Thome  
Director of Rental Production  
Missouri Housing Development Commission  
3435 Broadway, Kansas City, Missouri 64111  
(816)759-6862 (phone)  
(816)759-6829 (fax)  
[jthome@mhdc.com](mailto:jthome@mhdc.com)
- Standards of Conduct: Please refer to the Commission's "Standards of Conduct" for information regarding contact with the MHDC Commissioners or staff in connection with this RFQ, necessary disclosures thereunder and other policies regulating the actions of interested parties, employees and commissioners during a competitive matter. The Commission's "Standards of Conduct" are available on MHDC's website at [www.mhdc.com](http://www.mhdc.com).
- Furthermore, pursuant to the Standards of Conduct, any Response under this RFQ shall disclose the name of the individual, entity and/or entities having ownership interests in the Respondent. All entities identified in this disclosure shall be reduced to their human being level irrespective of the number of entity layers which may be present for any disclosed entity. Questions regarding this requirement may be directed to the Commission's General Counsel, Bramwell Higgins, by phone at 816-759-6870 or email at [bhiggins@mhdc.com](mailto:bhiggins@mhdc.com).
- Modifications to Responses: Respondents may not modify or correct its Response any time after the Response Due Date, except in direct response to a request from the Commission for clarification.
- Revisions to this RFQ: If it becomes necessary to revise or clarify any part of this RFQ, the Commission will provide an addendum to be posted on MHDC's website at [www.mhdc.com](http://www.mhdc.com) and also be sent to each firm provided a copy of this RFQ.
- Expense of Preparation of Responses: The Commission is not responsible for any expense incurred in preparing and submitting a Response or taking any action in connection with the selection process, or for the costs of any services performed in connection with submission of a Response.

Reservation of  
Rights:

The Commission reserves the right to conduct any investigation of the qualifications of any firm that it deems appropriate, negotiate modifications to any of the items proposed in the Response, request additional information from any Respondent, reject any or all Responses, and waive any irregularities in any Responses.

Review and  
Selection Process:

All Responses will be reviewed by MHDC staff, which will then make recommendations to the Commission at its August 28, 2009 meeting. All Respondents will be notified of the result of the review process.

Public Records:

Respondents to this RFQ should be aware that the Responses are public records under state law after the evaluation and selection process has been completed.

### Section III: Scope of Services

The Commission is seeking nationally-recognized experts in the affordable housing industry to provide the legal and accounting services necessary to design a new model for the issuance and redemption of the MO LIHTC in order to generate the amount of equity currently raised through the MO LIHTC while at the same time reducing the cost to the treasury of the state of Missouri. The selected Respondent will be expected to:

- (1) Research Massachusetts Low Income Housing Certificate model and make recommendations to MHDC staff and the MHDC Tax Credit Committee regarding the strengths and weaknesses of the MA model as compared to the MO LIHTC.
- (2) Design a Missouri Low Income Housing Certificate (“MO Certificate”) based on the MA model that incorporates the strengths and remedies the weaknesses of the MA model. Deliverables will include an initial memorandum presenting the model, a revised memorandum incorporating the input of MHDC staff/commissioners and industry partners, and draft legislation containing the changes necessary to the Revised Statutes of Missouri in order to implement the MO Certificate.
- (3) Research and provide guidance on the effects of changing the current MO LIHTC into the MO Certificate, including federal tax consequences associated with various individual changes, transferability of a certificated credit, the use of nonprofit partners, the impact on investor demand for federal LIHTC awarded to Missouri projects also receiving the new MO Certificate, resulting changes in project financing structures, the impact on the state budget and obligations, and reasonable expectations about pricing and equity generation for the new MO Certificate.
- (4) Research and make a recommendation to MHDC regarding whether or not the new MO Certificate will need a private letter ruling from the Internal Revenue Service to ensure the model’s compliance with Section 42 regulations. *If a private letter ruling is required, the Respondent will be expected to perform the work necessary to obtain a ruling. However, work obtaining a private letter ruling will be considered a separate task added on to this Scope of Services and will be negotiated separately.*
- (5) Meet with MHDC staff and commissioners to discuss desired outcomes; present drafts of the model; and answer questions of staff, commissioners, and other interested parties. The Respondent would be expected to attend at minimum a preliminary meeting, a presentation of the initial draft of the MO Certificate, and a presentation of the revised MO Certificate.

- (6) Present the MO Certificate to the Missouri General Assembly and serve as a consulting resource throughout the legislative process, including but not limited to attendance at least one legislative hearing, answering questions from legislators, responding to changes/ideas brought up during the legislative process, and other phone conversations with legislative leaders and staff.

## Section IV: Structure of Responses

- A. Responses should be in a consistent and easily comparable format as established in this RFQ. Responses not organized as set forth in this RFQ may, at the Commission's discretion, be considered non-responsive. Do not refer to other parts of your Response in lieu of answering a specific question. Do not provide references to filings or forms publicly available, including on the Respondent's website, in lieu of providing specific information in the Response.
- B. Each Response shall include a transmittal letter signed by an authorized representative of the firm. In the transmittal letter the Respondent shall certify (i) that no elected or appointed official or employee of the Commission is financially interested, directly or indirectly, in the performance of the services specified in the RFQ, (ii) that the information included in the Response is true and correct to the best of its knowledge and (iii) that the person signing the transmittal letter is authorized to execute the Response on behalf of the Respondent.
- C. Responses should be organized in the same manner as the individual information request contained in Section VI: Response Details. Responses to each lettered question shall begin on a separate page (e.g., answers to Question B should begin on a separate page from the response to Question A).
- D. Exhibits containing additional information may be attached to provide a more detailed response to a question, but only if clearly identifiable as a response to a specific question.

## **Section V: Evaluation Criteria**

The criteria used in evaluating the Responses will include, but are not limited to, the following (in no particular order of importance):

- (1) The location, extent and capabilities of the firm(s) represented by the Respondent in terms of offices and employees in Missouri.
- (2) Relevant experience providing similar services to state housing agencies or other clients, including the Respondent's reputation within the national affordable housing industry.
- (3) The Respondent's ability and willingness to provide the services desired by the Commission and demonstrated understanding of the requirements of the Commission in order to present work product of excellent quality in the desired timeframe.
- (4) The Commission's prior experiences, if any, with the Respondent and any other factors the Commission believes would be in its best interest to consider.
- (5) The rationale for selection provided by the Respondent.
- (6) Proposed payment schedule.
- (7) The inclusion of minority and women participation by the Respondent's firm(s), including the employees and/or any participation with a minority or woman-owned firm.

## Section VI: Response Details

Firms responding to this RFQ should prepare clear and complete responses to each of the following questions and information requests. Brevity and clarity of responses will be appreciated.

- A. Team Personnel and Location. Provide the name, telephone number, fax number and email address of the Respondent and identify a primary contact person regarding the Response. Please attach relevant resumes or give brief descriptions of the relevant experience of the individuals who would be responsible for providing these services. List the location of the main office(s) and locations of offices in the state of Missouri for the Respondent's firm(s).
- B. Firm Overview. Provide an overview of the Respondent's firm(s), including the full legal name of the institution(s) and the state(s) of organization. Is the firm(s) a minority- or woman-owned business? Describe firm's inclusion of minority and women participation, including the firm's employees and/or any participation with a minority or woman-owned firm.
- C. Other Clients and References. List all housing credit allocating agencies or other entities for which the Respondent has provided similar services. Please provide the contact information of three clients to serve as references.
- D. Experience. Describe in detail the Respondent's experience in the following areas:
  - working with the federal LIHTC and Section 42 requirements,
  - developing/advising on other state tax credit models, and
  - obtaining IRS private letter rulings.Provide examples of projects with similar scopes of services. Indicate the Respondent's legal and accounting credentials.
- E. Scope of Service. Respond to item of the Scope of Services in Section III and describe how the Respondent would carry out each task.
- F. Recognition. Provide evidence of the Respondent's participation in the affordable housing industry at a national level, such as publications, conference speaking engagements, membership and/or offices held in national industry groups.
- G. Timeliness. Indicate the plan for providing the services required within the proposed timeframe (contingent upon IRS review).
- H. Proposed Fees. State a fee schedule upon which the Respondent would base its

charges to MHDC. Final payment negotiations will take place between MHDC staff and the team selected.

- I. Rationale for Selection. Present the case for the selection of your Response as the most qualified. Include any relevant information not already provided.
- J. Disclosure. Disclose any entities or individuals which are clients of the Respondent and participate in MO LIHTC transactions at any level.
- K. Undocumented Workers. Pursuant to *Mo.Rev.Stat. §285.530.2*, all Respondents to this RFQ shall provide MHDC with an affidavit stating that the Respondent does not employ any person who is an unauthorized alien in conjunction with the contracted services and that the Respondent is enrolled in and participating in a federal work authorization program with respect to the employees working in connection with the contracted services. This affidavit shall be updated and executed again at the time the engagement of the selected Respondent is memorialized in a contract. Furthermore, prior to execution of any contract contemplated herein, the Respondent shall provide evidence of participation in a federal work authorization program. Questions regarding this requirement may be directed to the Commission's General Counsel, Bramwell Higgins, by phone at 816-759-6870 or email at [bhiggins@mhdc.com](mailto:bhiggins@mhdc.com).