



# Homes and Community Renewal

Andrew M. Cuomo, Governor   James S. Rubin, Commissioner/CEO

# Request for Proposals for Financial Advisory Services

**Issuance Date:** August 17, 2015  
**Submission Deadline:** September 17, 2015, 3PM EDT

**NEW YORK STATE HOUSING FINANCE AGENCY  
STATE OF NEW YORK MORTGAGE AGENCY  
STATE OF NEW YORK MUNICIPAL BOND BANK AGENCY  
TOBACCO SETTLEMENT FINANCING CORPORATION  
641 LEXINGTON AVENUE • NEW YORK, NEW YORK 10022  
[www.nyshcr.org](http://www.nyshcr.org)**

# *Proposal Checklist*

## **CHECKLIST LIMITED TO VARIOUS REQUIRED FORM RELATED ITEMS TO BE COMPLETED AND RETURNED:**

- Tab I - Application Coversheet
- Tab I - Cover Letter
  
- Tab 2 – Evidence of registration with SEC and Municipal Securities Rulemaking Board

### Tab 4:

- [Lobbying Reform Law Form 1](#)
- [Lobbying Reform Law Form 2](#)
- [Non-Collusive Bidding Certification Form](#)
- [Contractor and/or Vendor Information Form](#)
- [Vendor Responsibility Questionnaire – For Profit Business Entity](#) OR [Non-Profit Entity](#);
- [EEO Staffing Plan, PROC-1](#)
- [MWBE Utilization Form, PROC-2](#)
- [MWBE & EEO Policy Statement, PROC-4](#)
- [Company Demographic Profile, PROC-7](#)
- [EEOC Statement, PROC-8](#)
- [Diversity Practices Questionnaire, PROC-9](#)
- Evidence of Insurance
- Proposer's most recent two years of unaudited financial statements or federal tax returns

# *Application Coversheet*

*Attach this form to the top of your proposal.*

**DATE OF APPLICATION:**

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**GENERAL INFORMATION ON FIRM:**

Legal Name of Firm:

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Firm's Mailing Address:

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Firm's Website:

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Firm's Main Telephone Number (including area code):

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Federal Tax ID Number:

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SEC Registration Number (if applicable):

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MWBE Registration Number (if applicable):

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**MAIN CONTACT INFORMATION FOR THIS PROPOSAL:**

Please list the individual that will be the main contact *regarding this proposal*:

Contact Name:

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Contact Telephone Number (including area code):

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Contact E-mail Address:

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Contact Facsimile Number (including area code):

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**PRINCIPAL IN CHARGE:**

Please list the primary staff person(s) who will provide services to the Agencies. Attach additional sheets if necessary.

Contact Name:

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Contact Telephone Number (including area code):

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Contact E-mail Address:

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Contact Facsimile Number (including area code):

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**ADDITIONAL CONTACTS (if applicable):**

Contact Name:

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Contact Telephone Number (including area code):

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Contact E-mail Address:

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Contact Facsimile Number (including area code):

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Contact Name:

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Contact Telephone Number (including area code):

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Contact E-mail Address:

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Contact Facsimile Number (including area code):

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**New York State Housing Finance Agency  
State of New York Mortgage Agency  
State of New York Municipal Bond Bank Agency  
Tobacco Settlement Financing Corporation**

**REQUEST FOR PROPOSALS**

**FOR**

**FINANCIAL ADVISORY SERVICES**

**The Procurement Lobbying Law designated Contact Officer for this procurement is:**

Alejandro J. Valella, Vice President and Deputy Counsel  
New York State Homes & Community Renewal  
HFA. SONYMA. MBBA. TSFC  
641 Lexington Avenue, 4<sup>th</sup> Floor  
New York, New York 10022  
[Alex.Valella@nyshcr.org](mailto:Alex.Valella@nyshcr.org)

## **1. Introduction**

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[New York State Homes and Community Renewal](#) (“**HCR**”) consists of all the major housing and community renewal agencies of the State of New York (“**State**”), including the New York State Housing Finance Agency (“**HFA**”), State of New York Mortgage Agency (“**SONYMA**”), State of New York Municipal Bond Bank Agency (“**MBBA**”) and Tobacco Settlement Financing Corporation (“**TSFC**”) (individually, “**Agency**” and collectively, “**Agencies**” and individually or collectively, “**Agency(ies)**”). HCR includes other agencies not involved in this Request for Proposals (“**RFP**”) process.

## **2. Purpose**

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The Agencies seek proposals from qualified firms as the basis of establishing a prequalified list or lists to act as financial advisor and/or swap advisor to one or more of the Agencies. The financial advisor may be required to provide overall technical assistance and advice regarding the operation of an Agency’s financing programs to meet each public benefit corporation’s respective goals as set forth below. The swap advisor will provide advice on interest rate swaps, if any, for one or more of the Agencies.

This solicitation seeks to replace, not supplement, the Agencies' prequalified financial advisor list(s). Accordingly, firms on any existing financial advisor list must, if they wish to continue to be prequalified, respond to this RFP. Proposals may be submitted separately for HFA, SONYMA, MBBA or TSFC or may be submitted for all the Agencies collectively.

Additionally, in accordance with the Agencies' "Procedures for Advice Regarding the Issuance of Municipal Securities, Municipal Financial Products or Investments," the Agency intends to select one or more of the successful proposers to serve as the Independent Registered Municipal Advisor for each of the Agencies.

### **3. Overview of the Agencies**

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The Agencies are public benefit corporations, co-located and co-administered from their New York City ("NYC") office. The Agencies actively participate in the issuance of their respective bonds and the Agency staff supervises each step of the financing process. In the interests of reducing interest rate exposure and achieving cost savings over time, HFA (in the case of certain Service Contract Revenue Bonds and certain State Personal Income Tax [Economic Development and Housing] Bonds) and SONYMA have entered into interest rate exchange agreements ("swaps"). It is not currently anticipated that any of the Agencies will, in the future, enter into swaps.

More detailed information related to the Agencies and their respective programs may be found at the Agencies' website [www.nyshcr.org](http://www.nyshcr.org).

#### **3.1 New York State Housing Finance Agency**

The [New York State Housing Finance Agency](#) was created in 1960 to promote the production and preservation of affordable rental housing opportunities for low- to moderate- income citizens of the State. In 2014, as one of the primary issuers of municipal bonds for housing in the nation, HFA issued over \$2.2 billion of bonds to finance over 6,106 affordable units.

Currently, HFA utilizes three financing tools to fund its projects: variable rate demand bonds for its 80/20 developments, fixed rate bonds for its all affordable projects funded under the Affordable Housing Revenue Bond Resolution and unrated private placements on a case by case basis. As part of its mission, the Agency looks to continuously explore new and innovative cost-effective financing techniques and efficiencies that can be implemented in its existing financing structures.

#### **3.2 State of New York Mortgage Agency**

The [State of New York Mortgage Agency](#) was created in 1970 to provide single-family homeownership opportunities for low- to moderate-income New Yorkers. The Agency funds its mortgage lending activities through the issuance of taxable and tax-exempt bonds under two resolutions: the Homeowner Mortgage Revenue Bond Resolution and Mortgage Revenue Bond Resolution. The Agency is the only State issuer of single family housing bonds. In 2014, the

Agency issued over \$419 million in bonds and funded over 800 mortgages Together with HFA, the two agencies combined to be the largest housing issuer in the nation last year.

### **3.3 State of New York Municipal Bond Bank Agency**

MBBA's mission is to facilitate access to the capital markets for municipalities across the State. In its 40 year history, MBBA has issued bonds for various projects and purposes consistent with its mission including Build America Bonds and bonds on behalf of the City of New York and the City of Buffalo.

### **3.4 Tobacco Settlement Financing Corporation**

The [Tobacco Settlement Financing Corporation](#), created in 2003 as a subsidiary of MBBA, monetizes the State's Tobacco Settlement Revenues. Pursuant to the Tobacco Settlement Financing Corporation Act, TSFC was authorized to issue bonds in an aggregate principal amount not to exceed \$4,200,000,000 (excluding costs of issuance and refunding bonds). TSFC's authority to issue bonds, other than refunding bonds, expired on June 30, 2004. TSFC used its total new money bond authority through bond issuances in 2003. Since then, it has issued refunding bonds in 2008, 2011, and 2013.

## **4. Assessment of Diversity Practices**

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The Agencies have determined, pursuant to New York State Executive Law Article 15-a (“**Article 15-a**”), that the assessment of the diversity practices of respondents to this RFP is practical, feasible, and appropriate. Accordingly, Proposers shall be required to include as part of their proposal to this RFP, as described in Sections 9 and 11 herein, (i) [EEO Staffing Plan, PROC-1](#); (ii) [MWBE Utilization Form, PROC-2](#); (iii) [MWBE/EEO Policy Statement, PROC-4](#) (iv) [Company Demographic Profile PROC-7](#); (v) [EEOC Statement, PROC-8](#), applicable to Proposers with 15 or more employees; and (vi) [Diversity Practice Questionnaire, PROC-9](#), all forms hyperlinked herein.

### **4.1 Minority and/or Women Owned Business Enterprise Participation**

The Agencies are committed to awarding contracts to firms that are dedicated to diversity and provide high-quality services. The Agencies strongly encourage firms that are certified by the State as minority-and/or women-owned business enterprises (“**MWBEs**”), as well as firms that are not yet certified, but have applied for certification, to submit responses to this RFP. All MWBE firms submitting proposals to this RFP should be registered as such with the State's Department of Economic Development. For MWBE firms that are not certified but have applied for certification, please provide evidence of filing, including the filing date.

The Agencies are required to implement the provisions of Article 15-a and 5 NYCRR Parts 142-144 (“**MWBE Regulations**”) for all Agency contracts, as defined therein, with a value in excess of \$25,000. The Agencies strongly encourage joint ventures of MWBE firms with majority firms and MWBE firms with other MWBE firms. For assistance identifying MWBE partners, contact Ms. Lisa G. Pagnozzi, Contract Administrator at [Lisa.Pagnozzi@nyshcr.org](mailto:Lisa.Pagnozzi@nyshcr.org).

For purposes of this solicitation, the Agencies hereby establish an overall goal of 30% of total contract expenditures for MWBE participation, 15% for minority-owned business enterprises (“MBEs”) and 15% for women-owned business enterprises (“WBEs”).

## 4.2 MWBE Subcontractor Interest

New York State certified MWBEs may request that their firm’s contact information be included on a list of MWBE firms interested in serving as a subcontractor for this procurement. The listing will be publicly posted on the Agencies’ website for reference by the bidding community. A firm requesting inclusion on this list should send contact information and a copy of its NYS MWBE certification to [Lisa.Pagnozzi@nyshcr.org](mailto:Lisa.Pagnozzi@nyshcr.org) . Nothing prohibits an MWBE firm from proposing as a prime contractor.

## 5. Calendar of Events and Milestones

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It is anticipated that contracts will be awarded in response to this RFP based on the following schedule:

Event	Date
Issuance of RFP	August 17, 2015
Deadline for RFP Questions	August 28, 2015, 12PM EDT
Deadline for Responses to RFP Questions	September 2, 2015
Deadline for Submission of Proposals	September 17, 2015, 3PM EDT
Interview Notification (if needed)	October 5, 2015
Interview for Selected Proposers (if needed)	Week of October 12, 2015
Anticipated Selection Date	November 12, 2015*

\*Subject to the approval of the Agencies’ Board Members and Directors.

The Agencies reserve the right to modify this schedule at their discretion. Notification of changes in connection with this RFP will be made available to all interested parties via the Agencies’ web page at: <http://www.nyshcr.org/AboutUs/Procurement/HCR-Procurement.htm> .

## 6. Administrative Information

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### 6.1 Questions and Answers

Any questions or requests for clarification regarding the RFP must be submitted via email to [Nyhomes.Proposal@nyshcr.org](mailto:Nyhomes.Proposal@nyshcr.org) and [Lisa.Pagnozzi@nyshcr.org](mailto:Lisa.Pagnozzi@nyshcr.org) , citing the RFP page and section, no later than the date identified in the “*Calendar of Events and Milestones*” section of this RFP. The “Subject” line of the email should indicate “2015 FA Questions.”

Questions will not be accepted orally and any question received after the deadline may not be answered. The list of questions/requests for clarifications and the official Agency responses will be posted in a timely manner on the [NYSHCR “Procurement Opportunities” webpage](#).

Proposers should note that all clarifications and exceptions are to be resolved prior to submission of the proposal.

An electronic version of this RFP will be posted on the [NYSHCR website](#) in addition to any subsequent changes, additions or deletions to the RFP, including the timelines and target dates. **Proposers are encouraged to check the NYSHCR website frequently for notices of any clarifications, changes, additions, or deletions to the RFP.**

### 6.2 Amendments and Addenda

The Agencies reserve the right to modify any part of this RFP including, but not limited to, the date and time by which proposals must be submitted and received by the Agencies, at any time prior to the Deadline for Submission of Proposals listed in the “*Calendar of Events and Milestones*” section of this RFP. Modifications to this RFP will be made by issuance of amendments and/or addenda. Any amendment or addendum to this RFP will become part of this RFP.

Prior to the Deadlines for Submissions of Proposals date, any such clarifications or modifications as deemed necessary will be posted to [HCR’s website](#).

If the Proposer discovers any ambiguity, conflict, discrepancy, omission, or other error in this RFP, the Proposer will immediately notify the Agencies of such error in writing and request clarification or modification of the document.

There are no designated dates for release of addenda. Therefore, interested Proposers should check the Agencies’ website frequently through the Deadline of Submission of Proposals. It is the sole responsibility of the Proposer to be knowledgeable of all addenda related to this RFP process.

### 6.3 Restriction of Communication

Pursuant to State Finance Law (“SFL”) §§139-j and 139-k, this RFP imposes certain restrictions on communications between the Agencies and their Affiliates (including the New York State Affordable Housing Corporation, Housing Trust Fund Corporation and the State’s Division of

Housing and Community Renewal, other agencies constituting HCR), and a potential Proposer during the procurement process. A Proposer is restricted from making contacts that a reasonable person may infer were intended to influence the selection of a firm or company to perform (or provide) the proposed professional services (or goods) in this RFP, from the date of publication of this RFP until the awarding of a contract(s) by the Agencies (the “**Restricted Period**”) with any person other than the designated staff member named below, unless it is a contact that is included among certain statutory exceptions set forth in SFL §139-j(3)(a). Employees of the Agencies, including any employees of the agencies that constitute HCR, are required to obtain certain information when contacted during the Restricted Period and make a determination of responsibility of the Proposer under the SFL. Findings of non-responsibility can result in rejection for contract award and in the event of two (2) findings within a four (4) year period, the Proposer will be debarred from obtaining governmental contracts.

For further information, please refer to the following website:  
<http://www.ogs.ny.gov/aboutogs/regulations/advisoryCouncil/Faq.htm>.

For all Lobbying Law Contacts, please contact:

Alejandro J. Valella, Vice President and Deputy Counsel  
New York State Homes & Community Renewal  
HFA. SONYMA. MBBA. TSFC  
641 Lexington Avenue, 4<sup>th</sup> Floor  
New York, New York 10022  
[Alex.Valella@nyshcr.org](mailto:Alex.Valella@nyshcr.org)

If you have inquiries regarding this RFP or would like to contact the Agencies regarding issues not relating to Lobbying Law Contacts, please contact:

Lisa G. Pagnozzi, Contract Administrator  
New York State Homes & Community Renewal  
HFA. SONYMA. MBBA. TSFC  
641 Lexington Avenue, 4<sup>th</sup> Floor  
New York, New York 10022  
[Lisa.Pagnozzi@nyshcr.org](mailto:Lisa.Pagnozzi@nyshcr.org)

Other than the two contact persons identified above, prospective Proposers shall not approach Agency employees, or any employees of the agencies that constitute HCR, during the Restricted Period about any matters related to the RFP or any proposal(s) submitted pursuant thereto.

## 6.4 Contract Term

The term of the contract(s) will be for a period of five consecutive years from contract signing, subject to initial approval by the Agencies respective Board Members and Directors (“**Boards**”) and annual review of the contract(s) by the Boards. The contract(s) will include an option to extend the contract for additional one year terms, subject to annual approval of the Boards. Any contract that exceeds a five year period will require the affirmative concurrence of the Agencies’ Boards to extend the contract(s) beyond five years without undergoing a new solicitation process.

In addition, the Agencies, at their discretion, may exercise their option to revise any provision of the engagement, on an as needed basis, with the mutual written consent of the contracting parties.

Prior written approval must be received from the Agency(ies) for the use of any subcontractor, including substitution and/or change in existing subcontractor(s). The subcontract between the Primary Contractor and the subcontractor must receive prior written approval from the Agency(ies). The sections relating to the scope of services and compensation in the subcontracting agreement must be well-defined.

The successful Proposer(s) will be required to execute a Financial Advisor Services Agreement with the Agency(ies), that incorporates Appendix I [Standard Clauses for Contracts](#) and [Appendix II relating to requirements and procedures for Participation by Minority Group Members and Women](#) , both appendices hyperlinked herein.

Further, Contractors entering into a contract with any Agency do so with the understanding that the Agencies may or may not engage the Contractors during the course of the contract period.

## **6.5 Vendor Responsibility**

### **6.5.1 General Responsibility**

The Proposer will at all times during the Contract term and during the proposal evaluation process remain responsible. The Proposer agrees, if requested by any Agency, to present evidence of its continuing legal authority to do business in New York State, integrity, experience, ability, prior experience, and organizational and financial capacity.

### **6.5.2 Suspension (for Non-Responsibility)**

The Agencies reserve the right to suspend any or all activities under an awarded Contract, at any time, when any Agency discovers information that calls into question the responsibility of any successful Proposer. In the event of such suspension, the successful Proposer (“**Contractor**”) will be given written notice outlining the particulars of such suspension. Upon issuance of such notice, the Contractor must comply with the terms of the suspension order. Contract activity may resume at such time as the Agency(ies) issues a written notice authorizing a resumption of performance under the Contract.

### **6.5.3 Termination (for Non-Responsibility)**

Upon written notice to the Contractor, and a reasonable opportunity to be heard by the Agencies, the contract may be terminated by any Agency, at the Contractor’s expense where the Contractor is determined by any Agency to be non-responsible. In such event, the Agency(ies) may complete the contractual requirements in any manner the Agency(ies) deems advisable and pursue available legal or equitable remedies for breach.

## 7. Scope of Services (or “Scope of Work”)

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### 7.1 General Scope of Services

The Agencies expect to retain a panel of financial advisors. The financial advisor for any particular transaction will be selected from the panel based on the needs of the bond issuing Agency as well as the requirements of the particular transaction. *In the recent past, the Agencies have most often used the panel of financial advisors solely for advice during the pricing of its transactions.* Nevertheless, the overall responsibilities of the Agencies’ financial advisor(s) may include, but are not necessarily limited to, the following tasks:

- Advise the Agencies so as to enable the most effective marketing of the Agencies’ bonds at the lowest interest rates possible;
- Review the Agencies’ current practices and procedures regarding the financing of housing and investment strategies relating thereto, to identify ways in which such practices and procedures could be improved;
- Identify new strategies and initiatives which could be utilized by the Agencies to further enhance the Agencies’ operation and the performance of HFA’s and SONYMA’s housing programs;
- Identify refunding opportunities for the Agencies to reduce interest costs on their respective portfolios;
- Evaluate proposals, upon request of the Agencies, received from market participants.
- Identify new ideas in the marketplace of which the Agencies should be aware in the pursuit of their respective goals; and
- In the case of swaps, to pursue ways for the Agencies to improve the reduction of interest rate exposure as well as mitigate other risks commonly associated with swap strategies and still maximize interest rate savings.

### 7.2 Specific Scope of Services

The successful Proposers(s) will be expected to provide the following services to the Agencies as and if requested:

1. For negotiated sales (except as otherwise provided):
  - a. Preparation of pricing comparables;
  - b. Participate in pre-marketing conference calls with the Agencies to discuss preliminary pricing scales and syndicate rules;

- c. Participation in preliminary pricing call;
  - d. Participation in pricing call;
  - e. Participation in re-pricing call(s) and review of syndicate rules and underwriter compensation;
  - f. For fixed rate transactions, preparation of a post-pricing book to be delivered to the Agency within 30 days of closing;
  - g. Assess the reasonableness of the pricing of the Agencies unrated privately placed bonds and provide a certificate to that effect; and
  - h. Provide TIC, NIC, WAM and other calculations as requested by the Agency.
2. For competitive sales (except as otherwise provided):
- a. Notification to prospective bidders of the Agencies' intention to sell bonds;
  - b. Preparation of preliminary pricing scales;
  - c. Attendance at bid opening; and
  - d. Verification of calculation of interest costs.
3. For SONYMA and potentially Affordable Housing Revenue Bond Resolution bond sales, the successful Proposer shall prepare and deliver a cash flow certificate executed by the financial advisor at the closing of each bond series, which shall include the following text:
- a. The financial advisor has reviewed the assumptions used in the preparation of the consolidated cash flow analysis of the bonds and deems them reasonable;
  - b. SONYMA/HFA has received representations and, after reasonable investigation, the financial advisor has no reason to believe that these representations are incorrect or that the cash flows have been prepared in a manner inconsistent with the assumptions set forth in a letter received by SONYMA/HFA from the cash flow preparer dated the date of the bond closing and the SONYMA/HFA assumptions;
  - c. The structure of the bonds is sound and prudent; and
  - d. The cash flows indicate that upon issuance of the bonds, the amounts deposited and maintained under the appropriate accounts in the current and each succeeding fiscal year, will be at least equal to all amounts required by

the appropriate documents to be on deposit in such funds and accounts for the payment of principal and the redemption price of and interest on SONYMA/HFA's bonds and for the funding of various reserve funds to their respective requirements.

4. Undertake market related analysis of various financial products, as may be requested by the Agencies.
5. Provide month-end and when required, interim valuations of interest rate exchange agreements of the Agencies currently in effect. This may also include valuations on re-allocated portions of swaps. (swap advisor only).
6. Provide market analyses or other services when interest rate exchange agreements are part of the financing structure, including: (i) the delivery of certifications by the swap advisor to meet the requirements of tax counsel of the Agencies or as otherwise directed by the Agencies with respect to pricing and entering into such agreements; and (ii) a certificate as to fair market value, pursuant to the requirements of the Agencies' Interest Rate Guidelines.
7. Participate in information meetings with institutional investors, credit analysts, underwriters and other public presentations, as requested by the Agencies.
8. Attend all finance meetings, develop deal memos, and review development and financing documentation, as requested by the Agencies.
9. In addition to (1)(a) above, provide bond pricing, bond sale comparables (including comparable market net interest cost data) and other requested information related to each bond sale of the Agencies for inclusion in reports required by each Agency's respective Bond Sale Guidelines.
10. Participate in discussions with the Agencies upon the occurrence of unexpected events.
11. Provide such other related services as the Agencies shall request from time to time.

## **8. Proposal Requirements**

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A complete proposal for this RFP is comprised of four (4) separate tabs: (i) Tab One: Application Cover Sheet and Cover Letter; (ii) Tab Two: Technical Proposal; (iii) Tab Three: Cost Proposal; and (iv) Tab Four: Administrative Proposal.

Proposals must be complete and prepared in a format consistent with the instructions provided in this RFP. In all instances, the Agencies' determination regarding a proposal will be final. Proposals not organized in the manner prescribed in this RFP may be considered non-responsive at the Agencies' sole discretion. Proposers should not refer to other parts of the proposal, to

information that may be publicly available elsewhere, or to the Proposer's or other websites in lieu of answering a specific question.

## **8.1 Proposal Submission Requirements**

Proposals must be delivered by email no later than the proposal due date and time indicated in the "Calendar of Events and Milestones" section of this RFP.

Proposals must be submitted by email to [Nyhomes.proposal@nyshcr.org](mailto:Nyhomes.proposal@nyshcr.org) in searchable portable document format ("PDF") compatible with Adobe Reader XI. The Agencies will not accept discs, flash drives, or FTP file references that require the Agencies to download information from the Proposer's or a third party's site. If the file is large, it may be submitted in multiple email attachments, with the proper Part One or Part Two label (if applicable) and "1 of X", "2 of X", etc., and the last email as "X of X – Final" for each additional email.

The proposal must be bookmarked and divided into four parts: (i) Tab One: Application Cover Sheet and Cover Letter; (ii) Tab Two: Technical Proposal; (iii) Tab Three: Cost Proposal; and (iv) Tab Four: Administrative Proposal. Proposals must be sent in two emails and labeled as follows: (a) one email to include Tabs One and Two and the subject line of the email must be labeled: "2015 Financial Advisor RFP: Tabs 1 and 2"; and (b) the other email must include Tabs Three and Four and the subject line of the email must be labeled "2015 Financial Advisor RFP: Tabs 3 and 4".

Any proposal delivered after the date and time designated as the proposal submission deadline listed in the "Calendar of Events and Milestones" section of this RFP may be deemed ineligible. It is the Proposer's sole responsibility to ensure that all emails and attachments are delivered on time in a legible format. Proposers assume all risk for proposal delivery.

A proposal may be deemed to be non-responsive because it is materially incomplete. The Agencies reserve the right to seek clarification or request additional information.

The determination of whether any proposal is complete or was received on time is at the sole discretion of the Agencies.

All submitted proposals shall become the property of the Agencies.

## **9. Contents of Proposals**

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The Proposer must submit a proposal that clearly provides all of the information required in this RFP. Emphasis should be concentrated on conformance to the RFP instructions, responsiveness to the RFP requirements, and clarity of content. The Proposer is advised to thoroughly read and follow all instructions contained in this RFP. Proposals that do not comply with these instructions, or do not meet the full intent of all the requirements of this RFP may be subject to scoring reductions during the evaluation process or may be deemed non-responsive.

The Agencies do not require, nor desire, any promotional material that does not specifically address the response requirements of this RFP.

Proposals should demonstrate that the Proposer is qualified to perform the Scope of Work based upon prior relevant professional experience and include a Staffing Plan, MWBE Utilization Plan, and fees. An Agency review committee will conduct a comprehensive review of each proposal.

Each Proposer is required to submit the information and documentation listed below in the order in which it is requested. A proposal that does not include all required information and completed forms may be subject to rejection.

The completed proposal will include Tabs One through Four, as described in the Proposal Submission Requirements section of this RFP. Each Tab must be electronically bookmarked as "Tab 1," "Tab 2," Tab 3," and "Tab 4" and must be presented in the exact order requested in this RFP. The content in Tab 2 must be limited to five (5) letter-size pages (single or double spaced, minimum 12 point font, and at least one inch margins). The 5 page limit does not include resumes, references, organizational chart, company brochures, etc.

The Proposer's proposal should contain the following:

#### **9.1 TAB 1: Cover Letter**

The Proposer's cover letter must not exceed three (3) pages and should include:

1. A summary of the Proposer's organizational history and legal structure (e.g. individual practitioner, partnership, LLC, corporation, non-profit organization, evidence of MWBE certification status, etc.);
2. A statement affirming the Proposer's number of years of financial advisor experience;
3. The Proposer's name, address, telephone number, fax number, email address and web site address, if applicable;
4. The name, title, telephone number, fax number and email address of the individual within the Proposer's organization who will be the Agencies' primary contact concerning the proposal;
5. The name(s) of the primary staff who will provide services to the Agencies;
6. The contact name, telephone number, fax number and email address for the firm(s), if any, with which the Proposer intends to enter into a subcontract agreement for engagements with any Agency; and
7. A written certification confirming that the information contained in the proposal is true and accurate and that the person signing the cover letter is authorized to submit the proposal on behalf of the Proposer.

## 9.2 TAB 2: Technical Proposal

This section of the RFP provides instructions to Proposers regarding information that is to be included in the Technical Proposal. Proposals must be complete, factual and as detailed as necessary to allow the Agencies to adequately evaluate capabilities and experience.

The purpose of the Technical Proposal is to provide a Proposer an opportunity to demonstrate its qualifications, competence and capacity to undertake the Scope of Work described herein, in a manner which complies with the requirements of this RFP. Proposals should specifically detail a Proposer's qualifications and experience in providing services sought by the Agency (including the experience of its subcontractors, where applicable).

The contents in Tab 2 must address the following items:

1. Briefly describe your firm's qualifications to serve as a financial advisor and/or swap advisor for the Agencies' bond issues. If applying only as swap advisor, do not respond to questions 4, 5 or 6. Your response should include:
  - a. a brief description of your firm, its ownership and organizational structure; and
  - b. the ownership structure of the firm.
2. Identify the principals and the key personnel who would be primarily responsible for providing financial and/or swap advisory services to the Agencies. Please include resumes of such staff person and describe how you would utilize your firm's staff to best serve the Agencies, including situations in which the firm's role is primarily as pricing advisor to the Agencies.
3. List the combined experience of your firm or principal(s) as financial advisor and/or swap advisor during the last two years for: (i) state agency single-family housing finance programs; (ii) multifamily housing finance programs; (iii) pooled local government financing programs; (iv) tobacco securitization financings; and (v) any other comparable programs. Provide the following information where applicable for each financing (information should be provided in tabular form in an appendix which will not be counted as part of the 5 page limit):
  - a. Name of Issuer;
  - b. Size and Title of Issue;
  - c. Date of Issue;
  - d. Rating;
  - e. Senior Managing Underwriter;
  - f. Method and type of Sale (negotiated or competitive, variable or fixed, new money or refunding);
  - g. Issuer Reference (name of individual, telephone number, email address); and
  - h. Individual responsible.

- For three of the financings, describe any unique contribution your firm or principals made to the transaction and how the issuer benefited.
4. The Agencies have been successful in tapping the New York retail market as well as accessing the traditional institutional market (1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> tier). Please evaluate the existing holders of HFA and SONYMA bonds and discuss methods the Agencies can implement to expand their investor base
  5. Please discuss your capacity to run and review single and multifamily parity resolution cash flows. 6. Please discuss your firm's approach to providing pricing advice in a negotiated sale to a municipal issuer, such as one of the Agencies. Discuss strategies for obtaining the best price in a negotiated sale.
  6. Discuss your firm's presence in New York State including any offices maintained in the State, the number of staff employed in the State and the number of staff to be assigned to the Agencies who are employed in the State.
  7. Describe the firm's corporate citizenship and commitment to New York State, including local procurement of goods and services, development or participation in internship programs or scholarships and corporate philanthropy.
  8. Provide evidence that your firm is registered with the SEC and the Municipal Securities Rulemaking Board, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act.
  9. Discuss your ability to provide market rate analysis and restructuring of an existing swap portfolio.
  10. If subcontracting with a MWBE, describe the types of tasks to be subcontracted.

### **9.3 TAB 3: Cost Proposal**

The cost proposal must include a not to exceed dollar amount representing the total cost of the firm's services for a one year period based upon a specific fee for each transaction. It is anticipated that there will be financings in the approximate aggregate amount in excess of \$1 billion (excluding multi-year tranche financings and credit substitutions for HFA) and the approximate aggregate amount of \$400 million for SONYMA in the ensuing twelve month period. The Agencies reserve the right to further negotiate fees with the firm(s) selected.

### **9.4 TAB 4: Administrative Proposal**

Proposers are subject to the requirements described in the [Agencies' Standard Clauses and Requirements for Solicitations](#), hyperlinked herein as Exhibit A. Such requirements include, but are not limited to, submission of the following information and forms of the Agencies: (a) [Lobbying Procurement Law FORM 1](#) and [Lobbying Procurement Law FORM 2](#); (b) [Non-Collusive Bidding Certification FORM](#); (c) [Contractor and Vendor Information FORM](#); and (d) [Vendor Responsibility Questionnaire for For-Profit Business Entity](#).

In addition to completion of the forms hyperlinked in the paragraph above, Proposers must provide the following information:

- 9.4.1** Provide current certificates of insurance to evidence existing insurance coverage, including errors and omissions, blanket crime, forgery, theft coverage, bonding and workers' compensation.
- 9.4.2** Provide the Agencies with a list and description of any proceedings against your firm, pending or contemplated, by any governmental agencies or oversight body, such as the Security Exchange Commission ("SEC"), Internal Revenue Service or entity including, but not limited to, any pending or anticipated proceedings or rule or order relating to a violation or alleged violation by your firm of any federal or state statute or regulation pertaining to the underwriting or sale of securities, the provision of investment advisory services or the issuance of securities, that could have an adverse material impact on the firm's ability to successfully perform the financial advisory services. Provide a list of all sanctions and/or fines imposed on your firm during the last 24 months in connection with any proceeding of the type described in the proceeding sentence. Also, provide the Agencies with a list and description of any pending or anticipated proceedings by private parties against your firm (individually or in the aggregate) that your firm has determined may have a material adverse impact on the current financial status or operations of the firm.
- 9.4.3** Disclose any existing or contemplated relationship with any other person or entity, including relationships with any parent, subsidiary or affiliated firm, which would constitute an actual or potential conflict of interest or appearance of impropriety, relating to other clients/customers of the Proposer or former officers and employees of the Agencies and their Affiliates, in connection with your rendering services enumerated in this RFP. If a conflict does or might exist, please describe how your company would eliminate or prevent it. Indicate what procedures will be followed to detect, notify the Agencies of, and resolve any such conflicts.
- 9.4.4** The Proposer must disclose whether its entity, or any of its members discussed in the above paragraph, has been the subject of any investigation or disciplinary action by the New York State Commission on Public Integrity or its predecessor State entities (collectively, "**Commission**"), and if so, a brief description must be included indicating how any matter before the Commission was resolved or whether it remains unresolved.
- 9.4.5** Proposer must prove financial viability by including its most recent two years of unaudited financial statements or federal tax returns.
- 9.4.6** Proposer must be willing to provide the Agency with their Qualified Independent Representative Policies and Procedures adopted to meet requirements under Dodd-Frank Wall Street Reform and Consumer Protection Act. (Swap advisors only)
- 9.4.7 Diversity Practices**

Proposers are subject to the requirements described in [Appendix II relating to requirements and procedures for Participation by Minority Group Members and Women](#), hyperlinked herein. Such

requirements include, but are not limited to, submission of the following information and forms of the Agencies: [\(a\) EEO Staffing Plan, PROC-1](#); [\(b\) MWBE Utilization Form, PROC-2](#); [\(c\) MWBE & EEO Policy Statement, PROC-4](#); [\(d\) Company Demographic Profile PROC-7](#); [\(e\) EEOC Statement, PROC-8](#), applicable to Proposers with 15 or more employees; and [\(f\) Diversity Practices Questionnaire, PROC-9](#).

Proposers must provide the following information:

- (i) The Agencies are committed to increasing the utilization of MWBE firms. Please share any ideas you may have for joint venture partnerships which would meet the Agencies' 30% overall MWBE participation requirement;
- (ii) If the Proposer is a State-certified MWBE firm, provide documentation evidencing registration. For MWBE firms that are not certified but have applied for certification, provide documentation evidencing the application with the Empire State Development Corporation, including the filing date;
- (iii) If the Proposer is not a State certified MWBE firm, descriptions of the instances, if any, in which the Proposer has worked with MWBE firms on previous transactions by engaging in joint ventures or other partnering or subcontracting arrangements. Responses should include the nature of the engagement, how such arrangement was structured and a description of how the services and fees were allocated; and
- (iv) A statement by the Proposer indicating its willingness, to engage in MWBE partnering, subcontracting or mentoring arrangements with an MWBE firm selected by the Proposer. Such statement should include an explanation of how the Proposer would suggest structuring such an arrangement and allocating services and fees between the firms.

## 10. Performance and Selection Criteria

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### 10.1 The Selection Process

The selection process will begin with the review and evaluation of each of the written proposals. The purpose of the evaluation is two-fold: (1) to examine the responses for compliance with this RFP; and (2) to identify the firm(s) with the highest probability of satisfactorily performing the Scope of Work, described herein. The evaluation will be conducted in a comprehensive and impartial manner as set forth herein.

The submitted proposals will undergo an evaluation process conducted by a committee selected by the Agencies (“**Committee**”). Evaluation of the firms will take into account the following criteria that includes, but is not limited to:

- Demonstrated capacity to perform the types of services which have been described herein;

- Experience with the issuance of multi-family and single-family mortgage revenue bond debt;
- The price for the firm's services;
- Maintenance of an office in the State of New York; and
- Interviews to clarify or expand on the responses (to be conducted at the Agencies' discretion)

## **10.2 Interviews**

The Agencies reserve the right to determine whether interviews will be necessary and the number of firms to be interviewed. If the Agencies deem interviews necessary, interviews will be held during the dates specified in the "*Calendar of Events and Milestones*" section of this RFP. The Proposer's primary staff person who would be responsible for the Agencies' relationship with the Proposer, as well as other key personnel proposed to provide services including its subcontractor's primary staff person, must be present and participate in the interview. The purpose of the interview is to further document the Proposer's ability to provide the required services, and to impart to the Agencies' Committee an understanding of how specific services will be furnished. The interview will be evaluated on the basis of whether it substantiates the characteristics and attributes claimed by the Proposer in its written response to this RFP and any other information requested by the Committee prior to the interview.

The Agencies reserve the right to negotiate or hold discussions with any Proposer.

## **10.3 Selection and Notification Process**

The selected Proposers will be notified via U.S. mail or email. Proposers who are not selected will be notified of the Agencies' determination via U.S. mail or email.

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## **11. Information relating to MWBEs, EEO and use of State Businesses**

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### **11.1 Contractor Requirements and Procedures for Business Participation Opportunities for New York State Certified Minority-and Women-Owned Business Enterprises and Equal Employment Opportunities (“EEO”) for Minority Group Members and Women**

#### **11.1.1 New York State Law**

Pursuant to New York State Executive Law Article 15-A and 5 NYCRR 140-145, the Agencies recognize their obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned business enterprises and the employment of minority group members and women in the performance of Agency contracts.

In 2006, the State of New York commissioned a disparity study to evaluate whether MWBEs had a full and fair opportunity to participate in State contracting. The findings of the study were published on April 29, 2010, under the title "The State of Minority and Women-Owned Business Enterprises: Evidence from New York" (“**Disparity Study**”). The report found evidence of statistically significant disparities between the level of participation of MWBEs in State procurement contracting versus the number of MWBEs that were ready, willing and able to participate in State procurements. As a result of these findings, the Disparity Study made recommendations concerning the implementation and operation of the State-wide certified minority- and women-owned business enterprises program. The recommendations from the Disparity Study culminated in the enactment and the implementation of New York State Executive Law Article 15-A, which requires, among other things, that the Agencies establish goals for maximum feasible participation of New York State certified MWBEs and the employment of minority groups members and women in the performance of New York State contracts.

#### **11.1.2 Business Participation Opportunities for MWBEs**

For purposes of this solicitation, the Agencies hereby establish an overall goal of 30% for MWBE participation, 15% for New York State certified minority-owned business enterprise (“**MBE**”) participation and 15% for New York State certified women-owned business enterprise (“**WBE**”) participation (based on the current availability of qualified MBEs and WBEs). A contractor (“**Contractor**”) on the subject contract (“**Contract**”) must document its good faith efforts to provide meaningful participation by MWBEs as subcontractors or suppliers in the performance of the Contract and the Contractor agrees that the Agencies may withhold payment pending receipt of the required MWBE documentation. The directory of MWBEs can be viewed at: <https://ny.newnycontracts.com>. For guidance on how the Agencies will determine a Contractor’s “good faith efforts,” refer to 5 NYCRR §142.8.

In accordance with 5 NYCRR §142.13, the Contractor acknowledges that if it is found to have willfully and intentionally failed to comply with the MWBE participation goals set forth in the Contract, such finding constitutes a breach of Contract and the Agencies may withhold payment from the Contractor as liquidated damages.

Such liquidated damages shall be calculated as an amount equaling the difference between: (1) all sums identified for payment to MWBEs had the Contractor achieved the contractual MWBE goals; and (2) all sums actually paid to MWBEs for work performed or materials supplied under the Contract.

By submitting a proposal, a bidder on the Contract (“**Bidder**” or “**Proposer**”) agrees to demonstrate its good faith efforts to achieve its goals for the utilization of MWBEs by submitting evidence thereof through the New York State Contract System (“**NYSCS**”), which can be viewed at <https://ny.newnycontracts.com>, provided, however, that a Bidder may arrange to provide such evidence via a non-electronic method by contacting Ms. Lisa.Pagnozzi at [Lisa.Pagnozzi@nyshcr.org](mailto:Lisa.Pagnozzi@nyshcr.org) and [Nyhomes.Proposal@nyshcr.org](mailto:Nyhomes.Proposal@nyshcr.org). Please note that the NYSCS is a one stop solution for all of your MWBE and Article 15-A contract requirements. For additional information on the use of the NYSCS to meet Bidder’s MWBE requirements, please click on the following hyperlinked MWBE guidance, “[Your MWBE Utilization and Reporting Responsibilities Under Article 15-A.](#)”

Additionally, a Bidder will be required to submit the following documents and information as evidence of compliance with the foregoing:

- (i) An [MWBE Utilization Plan](#) with their bid or proposal. Any modifications or changes to the MWBE Utilization Plan after the Contract award and during the term of the Contract must be reported on a revised MWBE Utilization Plan and submitted to the Agencies.
- (ii) The Agencies will review the submitted MWBE Utilization Plan and advise the Bidder of the Agencies’ acceptance or issue a notice of deficiency within 30 days of receipt.
- (iii) If a notice of deficiency is issued, the Bidder will be required to respond to the notice of deficiency within seven (7) business days of receipt by submitting to the Agencies at 641 Lexington Avenue, 4th Floor, New York, NY 10022, Fax number 917-274-0393, a written remedy in response to the notice of deficiency. If the written remedy that is submitted is not timely or is found by the Agencies to be inadequate, the Agencies shall notify the Bidder and direct the Bidder to submit, within five (5) business days, a request for a partial or total waiver of MWBE participation goals. Failure to file the waiver form in a timely manner may be grounds for disqualification of the bid or proposal.

The Agencies may disqualify a Bidder as being non-responsive under the following circumstances:

- a) If a Bidder fails to submit a MWBE Utilization Plan;
- b) If a Bidder fails to submit a written remedy to a notice of deficiency;
- c) If a Bidder fails to submit a request for waiver; or
- d) If the Agencies determine that the Bidder has failed to document good faith efforts.

The Contractor will be required to attempt to utilize, in good faith, any MBE or WBE identified within its MWBE Utilization Plan, during the performance of the Contract. Requests for a partial or total waiver of established goal requirements made subsequent to Contract Award may be made at any time during the term of the Contract to the Agencies, but must be made no later than prior to the submission of a request for final payment on the Contract.

The Contractor will be required to submit a [Contractor's Quarterly M/WBE Contractor Compliance & Payment Report](#) to the Agencies, by the 10<sup>th</sup> day following each end of quarter over the term of the Contract documenting the progress made toward achievement of the MWBE goals of the Contract.

## 11.2 Equal Employment Opportunity Requirements

By submission of a bid or proposal in response to this solicitation, the Bidder/Contractor agrees with all of the terms and conditions of [Appendix I – Standard Clauses for All New York State Contracts including Clause 7 - Equal Employment Opportunities for Minorities and Women](#).

The Bidder will be required to submit a [Minority and Women-Owned Business Enterprises and Equal Employment Opportunity Policy Statement, PROC-4 Form](#) to the Agencies with their bid or proposal.

To ensure compliance with this Section, the Bidder will be required to submit with the bid or proposal an [Equal Employment Opportunity Staffing Plan PROC-1 Form](#), identifying the anticipated work force to be utilized on the Contract and if awarded a Contract, will, upon request, submit an [Equal Employment Opportunity Workforce Employment Utilization Compliance Report](#) identifying the workforce actually utilized on the Contract, if known, through the New York State Contract System; provided, however, that a Bidder may arrange to provide such report via a non-electronic method by contacting Ms. Berniesha Coleman at [Berniesha.Coleman@nyshcr.org](mailto:Berniesha.Coleman@nyshcr.org) and [Nyhomes.Proposal@nyshcr.org](mailto:Nyhomes.Proposal@nyshcr.org).

Further, pursuant to Article 15 of the Executive Law (the “**Human Rights Law**”), all other State and Federal statutory and constitutional non-discrimination provisions, the Contractor and sub-contractors will not discriminate against any employee or applicant for employment because of race, creed (religion), color, sex, national origin, sexual orientation, military status, age, disability, predisposing genetic characteristic, marital status or domestic violence victim status, and shall also follow the requirements of the Human Rights Law with regard to non-discrimination on the basis of prior criminal conviction and prior arrest.

**Please Note: Failure to comply with the foregoing requirements may result in a finding of non-responsiveness, non-responsibility and/or a breach of the Contract, leading to the withholding of funds, suspension or termination of the Contract or such other actions or enforcement proceedings as allowed by the Contract.**

## 11.3 The Use of New York State Businesses in Contract Performance

The Agencies are committed to awarding a contract to a firm that will provide high-quality services at a reasonable and competitive cost and will substantially perform the Scope of Work, as described in this RFP, from an office(s) or location(s) within New York State.

New York State businesses have a substantial presence in State contracts and strongly contribute to the economics of the State and the nation. In recognition of their economic activity and leadership in doing business in New York State, Proposers for this Agency procurement are strongly encouraged and expected to consider New York State businesses in the fulfillment of the

requirements of the Agency awarded contract. Such partnering may be as subcontractors, suppliers, protégés, providers of office and work space, and/or other supporting roles.

Proposers need to be aware that all authorized users of the awarded contract will be strongly encouraged, to the maximum extent practical and consistent with legal requirements, to use responsive New York State businesses in purchasing commodities that are of equal quality and functionality and in utilizing services and technology. Furthermore, Proposers are reminded that they must continue to utilize small, minority and women-owned businesses, consistent with current State law.

Utilizing New York State businesses in Agency contracts will help create more private sector jobs, rebuild New York's infrastructure, and maximize economic activity to the mutual benefit of the contractor and its New York State business partners. New York State businesses will promote the contractor's optimal performance under the contract award, thereby benefiting the public sector programs that are supported by associated procurements.

Public procurements can drive and improve the State's economic engine through promotion of the use of New York businesses by its contractors. The Agencies therefore expect the successful Proposer to provide maximum assistance to New York businesses in its use of the awarded contract. The potential participation of all kinds of New York businesses will deliver great value to the State and its taxpayers.

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