

CITY OF SAN ANTONIO

CITY ATTORNEY'S OFFICE



**REQUEST FOR QUALIFICATIONS
("RFQ")**

for

**THE APPOINTMENT OF OUTSIDE
LEGAL COUNSEL FOR
THE SAN ANTONIO ECONOMIC
DEVELOPMENT CORPORATION**

**Release Date: April 11, 2023
Proposals Due: May 11, 2023**

I. BACKGROUND

The City of San Antonio (the "City") established the San Antonio Economic Development Corporation (the "SAEDC"), a Type B corporation as authorized by the Development Corporation Act, Title 12, Subtitle C 1, as amended, Texas Local Government Code, for the purpose of undertaking certain economic development projects approved by the City's governing board.

The City of San Antonio, through its City Attorney's Office, is soliciting written Qualifications and Statements of Interests from individual attorneys or law firms who have the requisite experience to represent the SAEDC, and perform the basic services described in this RFQ themselves or in conjunction with members of their firm.

II. SCOPE OF WORK

The selected firm shall assist the San Antonio Economic Development Corporation in actively accomplishing its mission, including, but not limited to, representation in various aspects of law, such as advising, counseling, and rendering legal opinions to the SAEDC Board of Directors and assigned city staff concerning laws related to economic development, real estate transactions, strategic investments especially in the field of startups and biosciences, joint ventures, mergers, acquisitions, and divestitures. Upon the request of SAEDC, Outside Counsel shall prepare, negotiate, review, and provide opinions as requested on contracts, legal instruments, and resolutions related to SAEDC projects. The selected firm shall provide the SAEDC with comprehensive legal counsel regarding open meetings, procurement and bidding, real estate transactions and compliance with corporate filings. The SAEDC may supplement or further elaborate on the scope of services as necessary to carry out the business of the Board of Directors.

III. SCHEDULE OF EVENTS

<u>RFQ Issued</u>	April 11 2023
<u>Responses Due</u>	May 11, 2023
<u>Anticipated Firm Interviews</u>	The week of May 22, 2023
<u>Contract Award</u>	TBD

IV. SUBMITTAL DOCUMENT REQUIREMENTS

All Respondents must complete and return the following documents with their response:

Legal Services Qualification Data Form (EXHIBIT A)

Contracts Disclosure Form (EXHIBIT B)

V. BUDGET

Please indicate your firm's projected budget and hourly fees associated with the scope of service. City Staff Attorneys may elect to assume as much of the preparatory work, planning, and production work that is deemed feasible and allocable to reduce outside costs. The City will not pay for travel for firms located outside of San Antonio.

Incidental Costs. If the firm proposes that the City bear the costs of incidental expenses associated with these services, clearly state the type and estimated costs of such services.

VI. SUBMISSION INSTRUCTIONS

An original and five (5) signed copies of respondent's proposal must be submitted to the Office of the City Clerk, P.O. Box 839966, San Antonio, TX 78283-3966, Attention: City Attorney's Office c/o Orlando Rodriguez, or if delivering by hand to Office of the City Clerk, c/o Municipal Records Facility, 719 S. Santa Rosa, San Antonio, TX 78204, Attention: City Attorney's Office c/o Orlando Rodriguez, no later than **4:00 p.m. Central (San Antonio) Daylight time, on May 11, 2023**. Any proposal received after 4:00 p.m. on such date will not be accepted or considered and will be returned unopened. All proposals must be delivered in a sealed package and plainly marked "RFQ FOR OUTSIDE LEGAL COUNSEL FOR SAEDC Attn.: Orlando Rodriguez, City Attorney.

Submissions must be signed by a person authorized to bind the firm submitting the response. Responses signed by a person other than an officer or partner of the firm must be accompanied by evidence of authority.

Contact Persons:

The City's authorized contact persons throughout the RFQ process are limited to the following individuals:

Contact Person	Position	Telephone	Fax	Email
Elizabeth Provencio	First Assistant City Attorney	(210) 207-8940	(210) 207-4004	Elizabeth.Provencio@sanantonio.gov
Orlando Rodriguez	Deputy City Attorney	(210) 207-8940	(210) 207-4004	Orlando.Rodriguez@sanantonio.gov

All questions concerning this RFQ must be submitted, in writing, on firm letterhead or from a firm email address to the attention of the individuals listed above. All questions must be submitted no later than 4:00 p.m., April 17, 2023, to ensure adequate time for the City to respond. Please FAX or e-mail transmissions related to this response to the attention of Orlando Rodriguez, Deputy City Attorney, City of San Antonio. Contact with persons other than those shown may result in the disqualification of the response. The City will not meet in person with anyone representing a potential provider of services during the RFQ process although the City reserves the right to contact any firm that submits a response for purposes of clarification or other discussion as deemed necessary after responses have been opened.

VII. EVALUATION CRITERIA

Responses will be evaluated according to the following criteria:

1. Firm's demonstrated experience in representing economic development corporations established under the Texas Local Government Code and/or other governmental entities.

2. Firm's understanding of statutes or legal authorities applicable to economic development corporations.
3. Firm's relevant experience working on or knowledge of Texas Local Government Code chapters relating to economic development, open records, open meetings, and other applicable state law pertaining to state and local agencies, as well as parliamentary procedure and other legal issues relevant to this engagement.
4. Organization, size, structure, and financial stability of the firm;
5. Qualifications of staff, education, position held in firm, and years and type of experience;
6. Firm's understanding of the legal, political and economic environment of the City of San Antonio;
7. Proposed Fee; and
8. Hiring practices of the firm regarding the employment and representation of minorities and women in professional level positions.

VIII. AWARD OF CONTRACT AND RESERVATION OF RIGHTS

Issuance of this RFQ does not commit the City of San Antonio to award a contract, to pay any costs incurred in preparation of a response to this Request, or to procure or contract for services. The City of San Antonio reserves the right to reject all submissions and re-issue an RFQ.

Interviews:

The City may elect to interview any or all respondents to this RFQ. Notification of such interview will be made by the City Attorney or his designee in a timely manner to allow sufficient time for respondents to prepare a personal presentation.

Public Information

Respondents are advised that responses shall become City property at the time of submission, and that the information contained in the proposals could be made available to the public upon request under the Texas Public Information Act. Any information deemed to be confidential by a submitting firm should be clearly noted on the page or pages where such confidential information is contained. However, the City cannot guarantee that such information will be kept from public disclosure as information deemed confidential by submitting firm may not be recognized as confidential under Texas Law.

The requirements of Subchapter J, Chapter 552, Government Code, may apply to this RFQ or any resulting contract and the selected respondent agrees that the contract can be terminated if the selected respondent knowingly or intentionally fails to comply with a requirement of that subchapter.

Execution of Contract

The Respondent selected to provide the Outside Counsel Services agrees, by submission of a response to work with the City, to execute a final Contract within 10 business days of the approval of the law firm by the City Council. In the event the selected Respondent cannot or will not execute such Contract, the City may at its sole discretion, award the Contract to the Respondent it deems to have the next most advantageous response.

Independent Contractor

The selected respondent covenants and agrees that he or she is an independent contractor and not an officer, agent, servant or employee of City; that selected respondent shall have exclusive control of and exclusive right to control the details of the work performed hereunder and all persons performing same, and shall be responsible for the acts and omissions of its officers, agents, employees, contractors, subcontractors and consultants; that the doctrine of "respondeat superior" shall not apply as between

City and the selected respondent, its officers, agents, employees, contractors, subcontractors and consultants, and nothing herein shall be construed as creating the relationship of employer-employee, principal-agent, partners or joint venturers between City and the selected respondent. The parties hereto understand and agree that the City shall not be liable for any claims which may be asserted by any third party occurring in connection with the services to be performed by the selected respondent under any resulting agreement and that the selected respondent has no authority to bind the City.

Conflict of Interest

The Charter of the City of San Antonio and its Ethics Code prohibit a City officer or employee, as those terms are defined in the Ethics Code, from having a financial interest in any contract with the City. An officer or employee has a "prohibited financial interest" in a contract with the City or in the sale to the City of land, materials, supplies or service, if any of the following individual(s) or entities is a party to the contract or sale: a City officer or employee; his parent, child or spouse; a business entity in which the officer or employee, or his parent, child or spouse owns 10% percent or more of the voting stock or shares of the business entity, or 10% percent or more of the fair market value of the business entity; a business entity in which any individual or entity above listed is a subcontractor on a City contract, a partner or a parent or subsidiary business entity.

The firm shall be required to warrant and certify that it, its officers, employees and agents are neither officers nor employees of the City. The City does not object to the firm's representation of other clients provided that the legal services the firm renders to such clients do not involve City interests.

State of Texas Conflict of Interest Questionnaire (Form CIQ)

Chapter 176 of the Texas Local Government Code requires that persons, or their agents, who seek to contract for the sale or purchase of property, goods, or services with the City, shall file a completed Form CIQ with the City Clerk if those persons meet the requirements under §176.006(a) of the statute.

By law this questionnaire must be filed with the City Clerk not later than the 7th business day after the date the vendor becomes aware of facts that require the statement to be filed. See Section 176.006(a-1), Local Government Code.

Form CIQ is available from the Texas Ethics Commission by accessing the following web address:

<https://ethics.state.tx.us/forms/conflict/> .

In addition, please complete the City's Addendum to Form CIQ (Form CIQ-A) and submit it with Form CIQ to the Office of the City Clerk. The Form CIQ-A can be found at:

<http://www.sanantonio.gov/atty/ethics/pdf/OCC-CIQ-Addendum.pdf> .

When completed, the CIQ Form and the CIQ-A Form should be submitted together by mail to the Office of the City Clerk, P.O. Box 839966, San Antonio, TX 78283-3966.

Non-discrimination

The firm shall be required to agree to the following, which will be included in any resulting contract: As a party to this contract, Vendor understands and agrees to comply with the Non-Discrimination Policy of the City of San Antonio contained in Chapter 2, Article X of the City Code and further, shall not discriminate on the basis of race, color, religion, national origin, sex, sexual orientation, gender identity, veteran status, age or disability, unless exempted by state or federal law, or as otherwise established herein.

Prohibition on Contracts with Companies Boycotting Israel.

Texas Government Code §2271.002 provides that a governmental entity may not enter into a contract with a company for goods or services, unless the contract contains a written verification from the company that it: (1) does not boycott Israel; and (2) will not boycott Israel during the term of the contract.

"Boycott Israel" means refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations specifically with Israel, or with a person or entity doing business in Israel or in an Israeli-controlled territory, but does not include an action made for ordinary business purposes.

Consultant hereby verifies that it does not boycott Israel, and will not boycott Israel during the term of the contract. SAEDC hereby relies on Company's verification. If found to be false, SAEDC may terminate the contract for material breach.

Prohibition on Contracts with Companies Boycotting Certain Energy Companies

Texas Government Code §2274 provides that a governmental entity may not enter into a contract with a company for goods or services, unless the contract contains a written verification from the company that it: (1) does not boycott energy companies; and (2) will not boycott energy companies during the term of the contract.

"Boycott energy company" means, without an ordinary business purpose, refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations with a company because the company: (A) engages in the exploration, production, utilization, transportation, sale, or manufacturing of fossil fuel-based energy and does not commit or pledge to meet environmental standards beyond applicable federal and state law; or (B) does business with a company described in (A).

Consultant hereby verifies that it does not boycott energy companies and will not boycott energy companies during the term of the contract. SAEDC hereby relies on Company's verification. If found to be false, SAEDC may terminate the contract for material breach.

Prohibition on Contracts with Companies that Discriminate Against Firearm and Ammunition Industries.

Texas Government Code §2274 provides that a governmental entity may not enter into a contract with a company for goods or services, unless the contract contains a written verification from the company that it: (1) does not have a practice, policy, guidance, or directive that discriminates against a firearm entity or firearm trade association; and (2) will not discriminate during the term of the contract against a firearm entity or firearm trade association.

"Discriminate against a firearm entity or firearm trade association": (A) means, with respect to the entity or association, to: (i) refuse to engage in the trade of any goods or services with the entity or association based solely on its status as a firearm entity or firearm trade association; (ii) refrain from continuing an existing business relationship with the entity or association based solely on its status as a firearm entity or firearm trade association; or (iii) terminate an existing business relationship with the entity or association based solely on its status as a firearm entity or firearm trade association.

Consultant hereby verifies that it does not have a practice, policy, guidance, or directive that discriminates against a firearm entity or firearm trade association; and will not discriminate during the term of the contract against a firearm entity or firearm trade association. SAEDC hereby relies on Company's verification. If found to be false, SAEDC may terminate the contract for material breach.

EXHIBIT "A"

City Attorney's Office

Legal Services Qualification Data Form

1. Name of firm or individual submitting response. Include mailing address, email address, and phone number. Indicate the number of years the individual or firm has been providing services to economic development corporations or similar entities.
2. Is the firm a San Antonio-based firm?
3. If not San Antonio-based, do you have a San Antonio office?
4. When was the firm established?
5. If the firm has offices in more than one city, please list other locations.
6. How many attorneys are employed in your main office?
7. What is your current gross billing?
8. Describe the educational/professional background of the individual(s) who would be assigned to this engagement if the firm is selected, addressing professionalism, contract performance, experience and quality of personnel, responsiveness and flexibility, and any other information addressing the firm's capability to achieve client confidence and satisfaction.
9. List the firm's three most significant examples of representing economic development corporations or similar governmental entities in real estate transactions, equitable economic development, and public-private partnerships (P3). Include client name and contact information.

10. Describe the firm's experience with providing representation with regard to startups, strategic investments, joint ventures, mergers, acquisitions, and divestitures

11. Provide examples demonstrating your clients' ability to accomplish economic development goals after implementing your recommendations.

12. Describe any innovations your firm has developed for dealing with challenging issues arising from issues encountered by economic development corporations, outlining the firm's solution and the result.

13. Please indicate your firm's estimated budget for providing the City of San Antonio with these services, listing the names of each principal to be assigned to the engagement and their billing rate, as well as for all support attorneys and personnel anticipated to participate in this engagement.

14. Has any individual to be assigned to this engagement been the subject of an investigation by the Grievance Committee of the State Bar of Texas in the last five years?

15. Has your firm or any individual to be assigned to this engagement been sued for malpractice in the last five years?

16. Has your firm, currently or in the last five years been involved in any litigation against the City of San Antonio?

17. Has any individual to be assigned to this engagement ever been indicted, charged, or convicted of a felony or a misdemeanor greater than a Class "C" in the past five years?

EXHIBIT “B”

Contracts Disclosure Form

Complete and submit a Contracts Disclosure Form with the proposal as Attachment B. The Contracts Disclosure Form may be downloaded at:

- Link to complete form electronically: <https://webapp1.sanantonio.gov/ContractsDisclosure/>
 - Link to access PDF form to print and handwrite information: <https://www.sanantonio.gov/portals/0/files/clerk/ethics/ContractsDisclosure.pdf>
1. Download form and complete all fields. All fields must be completed prior to submitting the form.
 2. All Respondents must include the following information in the required Contracts Disclosure Form at the time the original proposal is submitted:
 - a. names of the agency board members and executive committee members,
 - b. list of positions they hold as an individual or entity seeking action on any matter listed:
 - (1) The identity of any individual who would be a party to the transaction;
 - (2) The identity of any entity that would be a party to the transaction and the name of:
 - a. Any individual or entity that would be a subcontractor to the transaction;
 - b. Any individual or entity that is known to be a partner or a parent entity of any individual or entity who would be a party to the transaction, or any subsidiary entity that is anticipated to be involved in the execution of the transaction; and
 - c. The board members, executive committee members, and officers of entities listed above; and
 - (3) The identity of any lobbyist, attorney or consultant employed for purposes relating to the transaction being sought by any individual or entity who would be a party to the transaction.
 - c. names and titles of officers of the organization.
 3. Click on the “Print” button and place the copy in your proposal response as indicated in the Proposal Checklist.

NOTE: It is recommended not to use Chrome browser to access this form. If you have difficulty accessing, please contact the Staff Contact Person identified on the Title page of this RFQ.