



**Procurement
Operations**

**Request for Qualifications For
Legal Services for Bond Counsel
Project No. 12-21**

REQUEST FOR QUALIFICATIONS

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Legal Services for Bond Counsel

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REQUEST FOR QUALIFICATIONS

December 5, 2011

Subject: Request for Qualifications (RFQ) for Legal Services for Bond Counsel

HCC Project No. 12-21

.....

ISSUED BY:

Houston Community College
Procurement Operations Department
3100 Main Street (11th Floor)
Houston, Texas 77002

SUBMIT INQUIRES TO:

Name: Pam Ferreira
Title: Senior Buyer
Telephone: (713) 718-5003
Fax: (713) 718-2113
Email: pam.ferreira@hccs.edu

.....

PROPOSERS ARE CAUTIONED TO READ THE INFORMATION CONTAINED IN THIS RFQ CAREFULLY AND TO SUBMIT A COMPLETE RESPONSE TO ALL REQUIREMENTS AND QUESTIONS AS DIRECTED.

I. General

The Houston Community College ("HCC") is seeking statements of qualifications from firms/individuals interested in providing HCC with Legal Services for Bond Counsel (Bond Counsel Services) in connection with the issuance of bonds at any time during the term of the resulting contract as more fully described in Section VII.

The selected firm/individual will be expected to perform the services in accordance with the Scope of Services set forth in Section VII, below and in accordance with the requirements of this solicitation.

HCC reserves the right to reject any or all qualification submittals or to accept any qualification submittals it considers most favorable to HCC, or to waive irregularities in the qualification and submittal process. HCC further reserves the right to reject all qualification submittals and terminate the solicitation process or seek new qualification submittals when such procedure is reasonably in the best interest of HCC.

This RFQ solicitation does not in any way obligate HCC to award a contract or pay any expense or cost incurred in the preparation and submission of qualification statements responding to this RFQ.

All applicable attachments contained in the RFQ shall be completed. Failure to do so may result in the firm's Qualifications Submittal being declared non-responsive to the solicitation requirements.

Note: In addition to signature, Attachment Nos. 1, 6, and 8 must be notarized.

Information provided in response to the Request for Qualifications is subject to the Texas Public Information Act and may be subject to public disclosure.

By submitting its Qualifications in response to this RFQ, respondent accepts the evaluation process and acknowledges and accepts that determination of "most-qualified" firm(s) will require subjective judgments by the Evaluation Committee.

Qualifications shall not include any information regarding respondent's fees, pricing or other compensation. Such information will be solicited from the qualified firms who are selected by HCC in accordance with the published evaluation criteria. To participate in step 2 of the selection process, which will consist of, in part, HCC's negotiation of a contract and professional fees with highest ranked firm.

II. Pre-proposal Meeting: Not Applicable

III. Document Submission:

Interested firms shall submit original and **five (5) printed** copies of their statement of qualifications documents to the below address no later than **January 5, 2012 @ 2:00 p.m.** (local time). Original and copies of the submission should be accompanied by one (1) CD or flash drive with electronic copies of the submission. The electronic copies should be in non-editable .PDF format and should include the entire submission.

**Houston Community College
Procurement Operations
Attn: Pam Ferreira, Senior Buyer
3100 Main Street (11th Floor, Room No. 11A06)
Houston, Texas 77002
Legal Services for Bond Counsel, Ref: Project No. 12-21**

Please complete and return the following documents in your statement of qualifications package:

- Response to Section V
- Attachment No. 1 Proposer/Contract Award
- Attachment No. 2 Determination of Good Faith Effort
- Attachment No. 3 Small Business Unavailability Certificate
- Attachment No. 4 Contractor & Subcontractor Participation Form
- Attachment No. 5 Small Business Development Questionnaire
- Attachment No. 6 Proposer Certifications
- Attachment No. 7 Conflict of Interest Questionnaire
- Attachment No. 8 Disclosures

IV. Inquiries

Interested firms may make **written inquiries** only concerning this Request for Qualifications to obtain clarification of the requirements. Written inquiries shall be submitted no later than **3:00 P.M. (local time) on December 15, 2011**, and must be addressed to:

**Houston Community College
Procurement Operations
Attn: Pam Ferreira, Senior Buyer
3100 Main Street (11th Floor)
Houston, Texas 77002
Legal Services for Bond Counsel, Ref: Project No. 12-21
e-mail: pam.ferreira@hccs.edu**

V. Document Format and Content

- A.** Responses shall be submitted in 8 1/2" x 11" sizes. Responses must be typed and should not include any unnecessarily elaborate or promotional material. The form, content and sequence of the response should follow the outline presented below.
- B. Document Content:**
- 1. Transmittal Letter/Introduction (1 Page maximum):** The letter of transmittal shall be addressed to Pam Ferreira, and must, at a minimum, contain the following:
- Identification of the offering firm(s), including name, mailing address, e-mail address, telephone number and fax number of each firm;
 - Acknowledgement of receipt of RFQ amendments, if any;
 - Name, title, address and telephone number and fax number of a contact person for the firm(s);

- Identification of any information contained in the response documents which the respondent deems to be, and establishes as, confidential or proprietary and wishes to be withheld from disclosure to others under the Texas Open Records Act (a blanket statement that all contents of the response document are confidential or proprietary will not be honored by HCC); and
 - Signature of a person authorized to bind the offering firm to the terms of the response documents.
2. **Table of Contents:** Immediately following the transmittal letter and introduction, include a complete table of contents for material included in the response documents.
 3. **Company Profile, Qualification and Experience:** Briefly furnish background information about your firm, including date of founding, legal form (sole proprietorship, partnership, corporation/state of incorporation), number and location of offices, and principal lines of business. Certify that the firm is legally permitted or licensed to conduct business in the State of Texas for the services offered. **Only individual firms or lawfully formed business organizations may apply (This does not preclude a respondent from using consultants.) HCC will contract only with the individual firm or formal organization that submits a Qualification.**
 4. **Overview of the Firm:** Provide a brief description of your firm, including the total number of attorneys and employees, the number of attorneys practicing in public finance, and the number of years the firm has been engaged in municipal finance work in Texas. Explain how your firm is organized and how its resources will be applied to HCC's work. Indicate the amount of Professional Liability Insurance your firm carries.
 5. **Qualifications of Firm:**
 - 5.1 Provide a detailed list of all bonds that your firm has closed during the past five years in the following four categories:
 - \geq \$100 million
 - \geq \$500 million
 - for Community or Junior Colleges
 - for Public Facility Corporations

Confirm the name(s) of the attorneys proposed to be assigned to HCC which served as bond counsel, co-bond counsel, underwriter's counsel, special tax counsel, disclosure counsel, or trustee's counsel, by issuer type (i.e., state agency and state institutions of higher education; cities, counties, school districts, junior colleges, and other special authorities and districts). NOTE: Please report separate series of one transaction as one bond issue: for example, if a transaction includes a tax-exempt series and a small taxable series due to issuance costs, report the transaction as one bond issue. Also, please do not report the same issue for more than one attorney unless each attorney performed a substantial amount of work on the issue.
 6. **Qualifications of Personnel:**
 - 6.1 Provide resumes of those persons who would be assigned to serve HCC, and indicate specifically the proposed role of each individual. The resumes must clearly specify the number of years the attorney has been licensed to practice law in Texas, and/or other jurisdiction, and the number of years' experience in public finance. Further, identify who would be assigned as the primary, day-to-day contact for HCC. (Please list the attorneys who would be assigned to HCC separately from other attorneys who you may wish to identify as special or back-up resources, and do provide complete resumes for the attorneys who would be assigned primarily.)
 - 6.2 Include an organizational chart, which identifies key personnel and their particular roles in the performance of the Bond Counsel Services.
 7. **Past Performance References:** This section should establish the ability of the respondent to satisfactorily perform the required Bond Counsel Services. Provide the names, addresses, and phone numbers and email of at least three (3) references. Select the three transactions from the list provided in Section 5.1 above and explain how these transactions best demonstrate the abilities of your firm to serve as HCC's Bond Counsel.
 8. **Small Business Practices:**
 - 8.1 Describe your previous experience and involvement working with Small Business certified firms (if your firm is not HUB certified) or as a HUB certified firm in a co-bond counsel

relationship. Please describe your firm's approach to working with co-bond counsel, including level of effort, division of duties and providing opinions.

- 8.2** Describe efforts made by the firm to encourage and develop the participation of minorities and women in the provision both of the firm's legal services generally and bond matters in particular. Specify whether the firm has adopted formal Equal Employment Opportunity and Affirmative Action policies, and provide a summary of the firm's hiring and promotion statistics for women and minority attorneys from January 2009 to date.
- 8.3** For this Project HCC has a small business participation goal of **Best Effort**. At a minimum, your response must include: (a) a description of previous projects where your firm has successfully subcontracted work to small businesses, minority/women owned businesses, and/ or disadvantaged businesses including the percentage (%) of work subcontracted to these firms under each project; (b) a narrative outlining your overall approach to subcontracting and how you will solicit and select small businesses, minority/women owned businesses, and/ or disadvantaged businesses for participation as part of this Project; and (c) indicate what challenges you anticipate in attaining HCC's goal (**see Texas Educ. Code 44.038 (h)**) Note: Refer to Attachment Nos. 2, 3 & 4, Determination of Good Faith Effort, Contractor and Subcontractor Participation Form, and Small Business Unavailability Certificate, respectively These forms are provided as Samples only and do not need to be completed by Respondents at this time.
- 9. Conflicts of Interest:** Please disclose any actual or potential conflicts of interest. In addition, identify each matter in which the firm has, within the past three calendar years, represented any entity or individual with an interest adverse to HCC or the State of Texas, or any of its boards, agencies, commissions, universities, or elected or appointed officials.
- 9.1** Fully disclose and describe any relationships with financial institutions or underwriting firms that may affect, or appear to affect, the performance of duties as defined in this RFQ.
- 9.2** Fully disclose and describe any judicial, administrative, civil, criminal or regulatory proceedings, whether formal or informal, pending or occurring within the past three (3) years involving legal services as bond counsel your firm, or any individual in your firm, provides involving governmental entities.
- 10. Business Relationship Strength:** "Business Relationship Strength" for the purpose of this RFQ shall mean the definition and commitment of the respondent towards a mutually successful "relationship" between the selected contractor and HCC for the duration of the Project. Respondent's Qualification Statement must include their definition, proposal and commitment to forge, foster and maintain a mutually successful "relationship" with HCC. At a minimum, your response must include: (a) your definition of a mutually successful "relationship" between your firm and HCC; and (b) your firm's commitment to a mutually successful "relationship" in the form of at least three, and not more than five, specific, obtainable criteria, activities, agreements or requirements that shall, subject to negotiation and mutual consent, become features of the awarded contract and shall guide the HCC-Contractor relationship for the duration of the Project

Provide any other details regarding special services, products, advantages or other benefits offered to HCC by the Respondent.

VI. Evaluation Criteria

Selection of the most qualified firm(s) will be made on the basis of demonstrated competence and qualifications to perform Bond Counsel Services. An Evaluation Committee will review the statement of qualifications submitted in response to the solicitation. Evaluation factors for the selection of the firm(s) are as follows:

Evaluation Criteria	Available Points
Demonstrated Qualifications of the Firm (See description at Section V.B.5)	40
Demonstrated Qualifications of Personnel (See description at Section V.B.6)	40
Past Performance References (See description at Section V.B.7)	20
Small Business Practices (See description at Section V.B.8)	Acceptable/Unacceptable
Conflicts of Interest (See description at Section V.B.9)	Acceptable/Unacceptable
Business Relationship Strength (See description at Section V.B.10)	Acceptable/Unacceptable
Total Points	100

HCC may request additional clarification and oral interviews from a short-list of the top rated firms solely on the written responses to this request for qualifications. The **anticipated** schedule for potential interviews is the week of January 9, 2012. Final selection will occur upon completion of the interview process, if any.

VII. Scope of Services

Bond Counsel is expected to assign those attorneys and professionals employed by the firm who are best suited to appropriately respond to such requests in connection with the issuance of bonds and with ongoing compliance of any/all trust indentures and other documents and agreements integral to the issuance of such bonds. The firm will provide any such services as Bond Counsel, which includes preparation of all official statements in connection with bond issues being sold into the public market.

The firm engaged to perform Bond Counsel Services will be working with HCC’s financial team. The firm selected to perform Bond Counsel Services will be responsible for duties which include, but not limited to, providing opinions and advice related to debt structuring, program documentation, the sale and closing of securities and tax issues including disclosure and arbitrage regulation compliance, consulting with Administration and the Trustees, drafting and circulating required issuance documents for approval, coordinating the closing of the issues and assisting in compliance with any continuing disclosure requirements.

The resulting contract may include services for all bond issuances during the initial contract term which is anticipated for three (3) years plus HCC’s option to renew for an additional two (2) year period. HCC reserves the right to extend the contract for up to three (3) additional years on a year-to-year renewal basis.

Proposer acknowledges and understands that this document provides a general description of the services to be performed and is not intended to be all inclusive. In performing the services of Bond Counsel, the firm represents that it is familiar with the responsibilities and obligations that are required to effectively deliver these services, and agrees to perform all necessary and required work to deliver Bond Counsel Services consistent with industry best practices and in accordance with all licensing, regulations, and professional standards.

A. General Description:

1. Assisting in making presentations and required submissions and obtaining approval of any entity with oversight authority for the issuance of bonds by HCC.
2. Preparing all resolutions, agreements, contracts, and other documents to which HCC is a party and which will be necessary in connection with the issuance of the bonds.

3. Attending meetings of the Board to the extent required or requested.
4. Attending all document sessions.
5. Representing HCC in the preparation of any bond purchase contracts and insuring that all participants, including underwriters and investment banking firms, whether retained by or contracting with HCC, disclose all conflicts of interest to and with HCC and any other parties involved in the bonds.
6. Assisting HCC in presentations to the major rating agencies in order to obtain ratings for the bonds.
7. Rendering a legal opinion that the bonds:
 - i. will be validly issued under Texas law; and
 - ii. the interest on the bonds is excludable from gross income tax under existing federal law.
8. Preparing any IRS filings required by federal tax law.
9. Rendering such other written opinions of bond counsel pertaining to investment earnings and any amounts required to be rebated to the United States as excess arbitrage earnings, if any, and any other written opinions of counsel which may be required under the terms of the Bond Resolution or under the Internal Revenue Code, as amended.
10. Assisting in the preparation of specified sections of the Preliminary Official Statement and the Final Official Statement, with the understanding that bond counsel will not be expected to independently verify other data contained in the Official Statement and that the Official Statement may so state.
11. Preparing certain certificates and reviewing such other documents as are customary and necessary in order to structure and issue bonds.
12. Rendering advice to individual Board Members, the Board and HCC Administration to the effect that representations or certifications made by the Board, individual Board Members and Staff in connection with the issuance of the bonds are authorized or required by law and that bond counsel is not aware of any fact or omission which would make any representation or certification untrue or misleading.
13. Providing advice and counsel on continuing compliance with securities, tax, and other applicable law.
14. Providing assistance on legislative matters affecting HCC.
15. Supervising the preparation, execution and delivery of the bonds to the purchasers and the printing and binding of the bond transcripts.
16. All other matters necessary or incidental to the issuance of the bonds. Contract(s) resulting from this RFQ shall be in the form provided by the Office of General Counsel. With the approval of the General Counsel's Office, a contract may include the following sentence: "This contract does not include litigation or contested case services." No other provision relating to the exclusion of services will be accepted. HCC will be responsible for stating the specific required services and allocating duties and tasks between bond counsel and co-bond counsel, if any, commensurate with the negotiated level of compensation.
17. Have an office presences located in Houston, Texas which will service the HCC account.

VIII. Eligibility for Award

- a. In order for a respondent to this solicitation to be eligible for selection for Step 2 of the selection process and subsequently to be eligible to be awarded the contract, the Qualification submittal must be responsive to the solicitation and HCC must be able to determine that the respondent is responsible and has the resources and capacity to perform the resulting contract satisfactorily.
- b. Responsive Qualification submittals are those that comply with all material aspects of the solicitation, conform to the solicitation documents and meet the requirements set forth in this solicitation. Qualification submittals, which do not comply with all the terms and conditions of this solicitation, will be rejected as non-responsive.
- c. Responsible respondents, at a minimum, must meet the following requirements:
 - Have adequate financial resources, or the ability to obtain such resources as required during the performance of any resulting contract:
 - Be able to comply with the required performance schedule, taking into consideration all existing business commitments:
 - Have a satisfactory record of past performance:
 - Have necessary personnel and management capability to perform any resulting contract:
 - Be qualified as an established firm regularly engaged in the type of business necessary to fulfill the contract requirements:
 - Certify that the firm is not delinquent in any tax owed the State of Texas under Chapter 171, Tax Code; and is not delinquent in taxes owed to the Houston Community College System; signing and submitting the proposal is so certifying to such non-delinquency:
 - Be otherwise qualified and eligible to receive an award under applicable laws and regulations.
- d. Respondents(s) may be requested to submit additional written evidence verifying that the firm meets the minimum requirements described in Section VIII. (c) and as necessary to perform the requirements of the solicitation and be determined a responsible proposer. Failure to provide any requested additional information may result in the proposer being declared non-responsive and the proposal being rejected.
- e. A person is not eligible to be considered for award of this solicitation or any resulting contract or to be a subcontractor of the proposer or prime contractor if the person assisted in the development of this solicitation or any part of this solicitation or if the person participated in a project related to this solicitation when such participation would give the person special knowledge that would give that person or a prime contractor an unfair advantage over other bidders.
- f. A person or proposer shall not be eligible to be considered for this solicitation if the person or proposer engaged in or attempted to engage in prohibited communications as described in Section XI of this solicitation.
- g. Firm shall maintain in effect for the full contract term Professional Liability Insurance at an amount of no less than \$5,000,000 and Per Occurrence/Aggregate \$5,000,000.

IX. Indemnification

Consultant shall indemnify, pay for the defense of, and hold harmless District and its officers, agents and employees of and from any and all liabilities, claims, debts, damages, demands, suits, actions and causes of actions of whatsoever kind, nature or sort which may be incurred by reason of Consultant's negligence, recklessness, or willful acts and/or omission in rendering any services hereunder. Consultant shall assume full responsibility for payments of federal, state and local taxes or contributions imposed or required under the social security, Workers' Compensation or income tax law, or any disability or unemployment law, or retirement contribution of any sort whatever, concerning Consultant or any employee and shall further indemnify, pay for the defense of, and hold harmless District of and from any such payment or liability arising out of or in any manner connected with Consultant's performance under this Agreement.

X. Small Business Development Program (SBDP)

a. HCC has adopted a Small Business Development Program for small businesses attempting to provide goods and/or services as prime contractors or as subcontractors to other prime contractors to HCC. The program is designed to prevent discrimination by ensuring that small, underutilized and disadvantaged businesses are informed and prepared to compete for HCC procurements. HCC will neither discriminate nor select vendors on the basis of race, color, national origin, religion, gender, age, veteran status, sexual orientation or disability in its procurement selection process.

b. Small businesses whose gross annual income averaged over the past three (3) years does not exceed the Small Business Administration's size standard as specified in 13 CFR Part 121 are eligible to apply for participation in the program.

c. For this solicitation, HCC has established a **Best Effort** as its goal for Small Business participation.

d. Good Faith Efforts- HCC will make a good faith effort to utilize small businesses in all contracts. The annual program goals may be met by contracting directly with small businesses or indirectly through subcontracting opportunities. Therefore, any business that contracts with HCC will be required to make a good faith effort to award subcontracts to small businesses. The subcontracting goal applies to all vendors regardless of their status by implementing the following procedures, a contractor shall be presumed to have made a good faith effort:

e. To the extent consistent with industry practices, divide the contract work into reasonable lots.

f. Give notice to SBDP eligible firms of subcontract opportunities or post notices of such opportunities in newspapers and other circulars.

g. Document reasons for rejecting a firm that submitted a proposal for subcontracting opportunities.

To the extent required by the solicitation, the contract shall require the selected contractor to agree to attain small business participation goal or target set forth in the solicitation.

XI. Prohibited Communications

Except as provided in exceptions below, the following communications regarding this solicitation or any other invitation for bids, requests for proposal, requests for qualifications, or other solicitation are prohibited:

- [1] Between a potential vendor, subcontractor to vendor, service provider, proposer, Offeror, lobbyist or consultant and any Trustee;
- [2] Between any Trustee and any member of a selection or evaluation committee; and
- [3] Between any Trustee and administrator or employee.

The communications prohibition shall be imposed from the day the solicitation is first advertised through the day the contract documents are signed by all parties. During this period, no HCC Trustee and no vendor shall communicate in any way concerning any pending Solicitation involving the Vendor, subject to the penalties stated herein.

In the event the Board refers the recommendation back to the staff for reconsideration, the communication prohibition shall be re-imposed.

The communications prohibition shall not apply to the following:

- [1] Duly noted pre-bid or pre-proposal conferences.
- [2] Communications with the HCC General Counsel.
- [3] Emergency contracts.
- [4] Presentations made to the Board during any duly-noticed public meeting.
- [5] Unless otherwise prohibited in the solicitation documents, any written communications between any parties, provided that the originator shall immediately file a copy of any written communication with the Board Services Office. The Board Services Office shall make copies available to any person upon request.

- [6] Nothing contained herein shall prohibit any person or entity from publicly addressing the Board during any duly-noticed public meeting, in accordance with applicable Board policies, regarding action on the contract.

Any potential vendor, subcontractor vendor, service provider, bidder, offeror, lobbyist or consultant who engages or attempts to engage in prohibited communications shall not be eligible for the award of any resulting contract under this solicitation. Any other direct or indirect actions taken to unduly influence competitive purposes, to circumvent equal consideration for competitive bidders, or to disregard ethical and legal trade practices will disqualify bidders, vendors, service providers, lobbyist, consultants, and contractors from both this current and any future consideration for participation in HCC orders and contracts.

XII. Drug Policy

HCC is a drug-free workforce and workplace. The manufacture, sale, distribution, dispensation, possession or use of illegal drugs (except legally prescribed medications under physician's prescription and in the original container) or alcohol by vendors or contractors while on HCC's premises is strictly prohibited.

XIII. Conflict of Interest

If a firm, proposer, contractor or other person responding to this solicitation knows of any material personal interest, direct or indirect, that any member, official or employee of HCC would have in any contract resulting from this solicitation, the firm must disclose this information to HCC. Persons submitting a proposal or response to this solicitation must comply with all applicable laws, ordinances, and regulations of the State of Texas Government Code, including, without limitation, Chapter 171 and 176 of the Local Government Code. The person /proposer submitting a response to this solicitation must complete (as applicable), sign and submit Attachment No. (7), Conflict of Interest Questionnaire Form, and Attachment No.(8), Disclosures – Financial Interest and Potential Conflict of interests with the proposal package. HCC expects the selected contractor to comply with Chapter 176 of the Local Government Code and that failure to comply will be grounds for termination of the contract.

Note: Attachment No. 7 and Attachment No. 8 shall be completed signed and returned to HCC. Enter N/A in those areas on the Attachments that are not applicable to your company. Failure to complete, sign and notarize (if applicable) these Attachments shall render your proposal non-responsive.

XIV. Ethics Conduct

Any direct or indirect actions taken to unduly influence competitive purposes, to circumvent equal consideration for competitive bidders, or to disregard ethical and legal trade practices will disqualify vendors and contractors from current and future consideration for participation in HCC orders and contracts.

XV. Submission Waiver

By submitting a response to this RFP, the Offerer or respondent agrees to waive any claim it has or may have against Houston Community College System and its trustees, employees or agents arising out of or in connection with (1) the Administration, evaluation or recommendation of any offer or response; (2) any requirements under the solicitation, the solicitation or response package or related documents; (3) the rejection of any offer or any response or any part of any offer or response; and/or (4) the award of a contract, if any.

XVI. Vendor Registration

A PROPERLY COMPLETED VENDOR APPLICATION IS REQUIRED AND IS A CONDITON OF CONTRACT AWARD. The website address to access the vendor registration form is: <http://hccs.aecglobal.com/SupplierRegistrationForm.asp>

XVII. Terms and Conditions

The selected firm will enter into a Letter of Agreement upon such terms as mutually agreed upon by HCCs and the selected firm.

ATTACHMENT NO. 1

PROPOSAL/CONTRACT AWARD FORM

PROJECT TITLE: Legal Services for Bond Counsel

PROJECT NO.: 12-21

Name of Proposer/Contractor: _____

Federal Employer Identification Number _____

Address: _____

Telephone: _____

Fax: _____

E-mail: _____

Receipt of Proposal Amendment Number(s): _____

In compliance with the requirements of this Request for Qualifications for Legal Services for Bond Counsel, the undersigned hereby proposes to furnish all necessary resources required to perform the services in accordance with our Statement of Qualifications dated _____ and as mutually agreed upon by subsequent negotiations, if any.

The undersigned certifies that he/she has read, understands and agrees to be bound by the requirements and terms and conditions set forth in this Solicitation. The undersigned further certifies that he/she is legally authorized to make the statements and representations in the Solicitation and that said statements and representations are true and accurate to the best of his/her knowledge. The undersigned understands and agrees that when evaluating Statement of Qualifications, HCC relies on the truth and accuracy of the statements and representations presented in the Statement of Qualification response. Accordingly, HCC has the right to suspend or debar the undersigned from its procurement process and/or terminate any contract award that may have resulted from this solicitation if HCC determines that any statements or representations made were not true and accurate.

Signed By: _____

Name: _____

(Type or Print)

Title: _____

(Type or Print)

State of _____

Sworn to and subscribed before me at _____, _____,
(City) (State)

this the _____ day of _____, 1.

Notary Public for the State of: _____

ATTACHMENT NO. 2 (Sample)
DETERMINATION OF GOOD FAITH EFFORT
PROJECT NO. 12-21

Proposer _____

Address _____

Phone _____ Fax Number _____

In making a determination that a good faith effort has been made, HCC requires the Proposer to complete this form as directed below:

Section 1.

After having divided the contract work into reasonable lots or portions to the extent consistent with prudent industry practices, the Proposer must determine what portion(s) of work, including goods or services, will be subcontracted. Check the appropriate box that identifies your subcontracting intentions:

Yes, I will be subcontracting portion(s) of the contract.

(If Yes, please complete Section 2, below and Attachments No.4 Contractor/Subcontractor Participation Form and No. 5 SBD Questionnaire)

No, I will not be subcontracting any portion of the contract, and will be fulfilling the entire contract with my own resources. (If No, complete Section 3, below.)

Section 2.

In making a determination that a good faith effort has been made, HCC requires the Proposer to complete this form Section and submit supporting documentation explaining in what ways the Proposer has made a good faith effort to attain the goal. The Proposer will respond by answering "yes" or "no" to the following and provide supporting documentation.

_____ (1) Whether the Proposer provided written notices and/or advertising to at least five (5) certified small businesses or advertised in general circulation, trade association and/or small businesses focus media concerning subcontracting opportunities.

_____ (2) Whether the Proposer divided the work into the reasonable portions in accordance with standard industry practices.

_____ (3) Whether the Proposer documented reasons for rejection or met with the rejected small business to discuss the rejection.

_____ (4) Whether the Proposer negotiated in good faith with small businesses, not rejecting qualified subcontractors who were also the lowest responsive bidder.

NOTE: If the Proposer is subcontracting a portion of the work and is unable to meet the solicitation goal or if any of the above items (1-4) are answered "no", the Proposer must submit a letter of justification.

Section 3.

SELF PERFORMANCE JUSTIFICATION

If you responded "No" in SECTION 1, please explain how your company will perform the entire contract with its own equipment, supplies, materials, and/or employees.

(Signature of Proposer)

(Title)

(Date)

Balance of page intentionally left blank.

ATTACHMENT NO. 3 (Sample)
SMALL BUSINESS UNAVAILABILITY CERTIFICATE
PROJECT NO. 12-21, Legal Services for Bond Counsel Services

I. _____ **NAME** _____ **TITLE** _____
 OF _____ **FIRM NAME** _____ **CERTIFY THAT ON** _____ **DATE** _____

THE SMALL BUSINESSES LISTED HEREIN WERE CONTACTED TO SOLICIT PROPOSALS FOR MATERIALS OR SERVICES TO BE USED ON THE ABOVE STATED PROJECT.

DATE	SMALL BUSINESS	TELEPHONE #	CONTACT PERSON	MATERIALS OR SERVICES	RESULTS
1.					
2.					
3.					
4.					
5.					
6.					

TO THE BEST OF MY KNOWLEDGE AND BELIEF, SAID SMALL BUSINESS WAS UNAVAILABLE FOR THIS SOLICITATION, UNABLE TO PREPARE A PROPOSAL THAT WAS REJECTED FOR THE REASON(S) STATED IN THE ***RESULTS*** COLUMN ABOVE.

THE ABOVE STATEMENT IS A TRUE AND ACCURATE ACCOUNT OF WHY I AM UNABLE TO COMMIT TO AWARDED SUBCONTRACT(S) OR SUPPLY ORDER(S) TO THE SMALL BUSINESS LISTED ABOVE.

NOTE: THIS FORM TO BE SUBMITTED WITH ALL PROPOSAL DOCUMENTS FOR WAIVER OF SMALL BUSINESS PARTICIPATION (SEE PROPOSER INSTRUCTIONS)

PRINT NAME

SIGNATURE

TITLE

DATE

ATTACHMENT NO. 4 (Sample)

HCC PROJECT NO. 12-21, Legal Services for Bond Counsel

CONTRACTOR AND SUBCONTRACTOR PARTICIPATION FORM

PROPOSER/OFFERER PRESENTS THE FOLLOWING PARTICIPANTS IN THIS SOLICITATION AND ANY RESULTING CONTRACT. ALL PROPOSERS/OFFERORS, INCLUDING SMALL BUSINESSES SUBMITTING PROPOSALS AS PRIME CONTRACTORS, ARE REQUIRED TO DEMONSTRATE GOOD FAITH EFFORTS TO INCLUDE SMALL BUSINESSES IN THEIR PROPOSAL SUBMISSIONS.

CONTRACTOR	TYPE OF WORK TO BE DONE	TYPE OF SMALL BUSINESS CERTIFICATION	PERCENT OF CONTRACT EFFORT	PRICE \$
BUSINESS NAME: _____ ADDRESS: _____ CONTACT NAME: _____ TELEPHONE #/E-MAIL ADDRESS: _____				
SMALL BUSINESS SUBCONTRACTOR(S)/ATTACH SEPARATE SHEET IF NEEDED				
BUSINESS NAME: _____ ADDRESS: _____ CONTACT NAME: _____ TELEPHONE #/E-MAIL ADDRESS: _____				
BUSINESS NAME: _____ ADDRESS: _____ CONTACT NAME: _____ TELEPHONE #/E-MAIL ADDRESS: _____				
NON-SMALL BUSINESS SUBCONTRACTOR(S)/ATTACH SEPARATE SHEET IF NEEDED				
BUSINESS NAME: _____ ADDRESS: _____ CONTACT NAME: _____ TELEPHONE #/E-MAIL ADDRESS: _____				
BUSINESS NAME: _____ ADDRESS: _____ CONTACT NAME: _____ TELEPHONE #/E-MAIL ADDRESS: _____				

BUSINESS NAME: _____
 ADDRESS: _____
 SUBMITTED BY: _____
 TELEPHONE/FAX: _____
 E-MAIL ADDRESS: _____

	DATE SUBMITTED	_____
	CONTRACTOR'S PRICE/TOTAL SMALL BUSINESS	\$ _____
	SUBCONTRACTOR(S) PRICE/TOTAL NON- SMALL BUSINESS	\$ _____
	SUB-CONTRACTOR'S PRICE/TOTAL	\$ _____
	GRAND TOTAL	\$ _____

**ATTACHMENT NO. 5
SMALL BUSINESS DEVELOPMENT QUESTIONNAIRE
PROJECT NO. 12-21**

Note: Vendors are to complete and submit this form in a separate envelope marked "Small Business Development Questionnaire" as part of the Statement of Qualification response.

FIRM NAME: _____

FIRM ADDRESS: _____

TELEPHONE: _____

FAX NUMBER: _____

EMAIL ADDRESS: _____

CONTACT PERSON'S NAME AND PHONE NO. _____

SIGNATURE OF FIRM'S AUTHORIZED OFFICIAL: _____

NAME AND TITLE (Type or Print): _____

COMPANY MAJORITY OWNERSHIP (Check one in each column)

<u>ETHNICITY</u>	<u>GENDER</u>	<u>LOCATION</u>
<input type="checkbox"/> African American (AA)	<input type="checkbox"/> Male	<input type="checkbox"/> Houston (H)
<input type="checkbox"/> Asian Pacific American (APA)	<input type="checkbox"/> Female	<input type="checkbox"/> Texas (T)
<input type="checkbox"/> Caucasian (C)		<input type="checkbox"/> Out of State (O)
<input type="checkbox"/> Hispanic American (HA)		Specify State _____
<input type="checkbox"/> Native American (NA) <input type="checkbox"/> Public Owned (PO)		
<input type="checkbox"/> Other (O) Specify _____		

BUSINESS CLASSIFICATION

DBE Disadvantaged Business Enterprise **SB** Small Business
 WBE Women Owned Business Enterprise **MBE** Minority Business Enterprise
 HUB Historically Underutilized Business Other: _____

Please provide information regarding certifying agency (if any)

Name of Agency	Certificate Number	Expiration Date
_____	_____	_____
_____	_____	_____
_____	_____	_____

**ATTACHMENT NO. 6
PROPOSER CERTIFICATIONS
PROJECT NO. 12-21**

1. NON-DISCRIMINATION STATEMENT:

The undersigned certifies that he/she will not discriminate against any employee or applicant for employment or in the selection of subcontractors because of race, color, age, religion, gender, national origin or disability. The undersigned shall also take action to ensure that applicants are employed, and treated during employment, without regard to their race, color, religion, gender, age, national origin or disability. Such action shall include, but shall not be limited to, the following non-discriminatory employment practices: employment, upgrading or transfer, recruitment or recruitment advertising, layoff or termination, rates of pay or other compensation and selection for training, including apprenticeship.

2. ASSURANCE OF SBDP GOAL:

The undersigned certifies that he/she has read, understands and agrees to be bound by the small business provisions set forth in this Solicitation. The undersigned further certifies that he/she is legally authorized to make the statements and representations in the Solicitation and that said statements and representations are true and accurate to the best of his/her knowledge. The undersigned will enter into formal agreement(s) for work identified on the CONTRACTOR AND SUBCONTRACTOR PARTICIPATION form conditioned upon execution of a contract with HCC. The undersigned agrees to attain the small business utilization percentages of the total offer amount as set forth below:

Small Business Participation Goal = Best Effort

The undersigned certifies that the firm shown below has not discriminated against any small business or other potential subcontractor because of race, color, religion, gender, age, veteran's status, disability or national origin, but has provided full and equal opportunity to all potential subcontractors irrespective of race, color, religion, gender, age, disability, national origin or veteran status.

The undersigned understands that if any of the statements and representations are made knowing them to be false or there is a failure to implement any of the stated commitments set forth herein without prior approval of HCC's Chancellor or the duly authorized representative, the Proposer may be subject to the loss of the contract or the termination thereof

3. BLACKOUT PERIOD COMPLIANCE:

The undersigned certifies that he/she has read, understands and agrees to be bound by the Prohibited Communications provision set forth in the RFP. The undersigned further understands that the Proposer shall not communicate with a HCC Trustee, employee, or any member of the selection/evaluation committee in any way concerning this Solicitation from the day it is first advertised through the day the contract documents are signed by all parties.

This period is known as the "Blackout Period," as further defined in Section 1.7.10 and 3.3 of the Procurement Operations Manual. Violation of the Blackout Period is considered unethical conduct and will be handled as such with regard to a Trustee and all applicable federal and state laws and regulations, local ordinances, board policies and procurement procedures with respect to their conduct as public officials involved in the procurement process.

With regard to a Proposer, violation of the Blackout Period may result in the cancellation of the referenced transaction, disbarment, disqualification from future procurement solicitations and prosecution in accordance with the Laws of the State of Texas.

4. CERTIFICATION AND DISCLOSURE STATEMENT:

A person or business entity entering into a contract with HCC is required by Texas Law to disclose, in advance of the contract award, if the person or an owner or operator of the business entity has been convicted of a felony. The disclosure should include a general description of the conduct resulting in the conviction of a felony as provided in section 44.034 of the Texas Education Code. The requested information is being collected in accordance with applicable law. This requirement does not apply to a publicly held corporation.

If an individual:

Have you been convicted of a felony? YES or NO

If a business entity: YES or NO

Has any owner of your business entity been convicted of a felony? _____

Has any operator of your business entity been convicted of a felony? _____

If you answered yes to any of the above questions, please provide a general description of the conduct resulting in the conviction of the felony, including the Case Number, the applicable dates, the State and County where the conviction occurred, and the sentence.

I attest that I have answered the questions truthfully and to the best of my knowledge.

Signed: _____

Name of Company: _____

Address of Company: _____

State of _____

Sworn to and subscribed before me at _____, _____,
(City) (State) this the
_____ day of _____, 2012.

Notary Public for the State of: _____

ATTACHMENT NO. 7

CONFLICT OF INTEREST QUESTIONNAIRE For vendor or other person doing business with local governmental entity		FORM CIQ
<p>This questionnaire reflects changes made to the law by H.B. 1491, 80th Leg., Regular Session.</p> <p>This questionnaire is being filed in accordance with Chapter 176, Local Government Code by a person who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the person meets requirements under Section 176.006(a).</p> <p>By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the person becomes aware of facts that require the statement to be filed. See Section 176.008, Local Government Code.</p> <p>A person commits an offense if the person knowingly violates Section 176.008, Local Government Code. An offense under this section is a Class C misdemeanor.</p>	OFFICE USE ONLY Date Received	
<p>1 Name of person who has a business relationship with local governmental entity.</p>		
<p>2 <input type="checkbox"/> Check this box if you are filing an update to a previously filed questionnaire.</p> <p align="center">(The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7th business day after the date the originally filed questionnaire becomes incomplete or inaccurate.)</p>		
<p>3 Name of local government officer with whom filer has employment or business relationship.</p> <p align="center">_____</p> <p align="center">Name of Officer</p> <p>This section (item 3 including subparts A, B, C & D) must be completed for each officer with whom the filer has an employment or other business relationship as defined by Section 176.001(1-a), Local Government Code. Attach additional pages to this Form CIQ as necessary.</p> <p>A. Is the local government officer named in this section receiving or likely to receive taxable income, other than investment income, from the filer of the questionnaire?</p> <p align="center"> <input type="checkbox"/> Yes <input type="checkbox"/> No </p> <p>B. Is the filer of the questionnaire receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer named in this section AND the taxable income is not received from the local governmental entity?</p> <p align="center"> <input type="checkbox"/> Yes <input type="checkbox"/> No </p> <p>C. Is the filer of this questionnaire employed by a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership of 10 percent or more?</p> <p align="center"> <input type="checkbox"/> Yes <input type="checkbox"/> No </p> <p>D. Describe each employment or business relationship with the local government officer named in this section.</p>		
<p>4</p> <p align="center"> _____ Signature of person doing business with the governmental entity </p> <p align="center"> _____ Date </p>		

Adopted 06/29/2007

Note: When completing this Questionnaire, please be certain to answer each and every question; indicate "Not Applicable", if appropriate. Please sign and date 20

**ATTACHMENT NO. 8
DISCLOSURES
FINANCIAL INTERESTS AND POTENTIAL CONFLICTS OF INTERESTS
PROJECT NO. 12-21**

Texas Local Government Code Chapter 176 requires that vendors desiring to enter into certain contracts with a local governmental entity must disclose the financial and potential conflict of interest information as specified below.

Vendor shall disclose the financial interest and potential conflict of interest information identified in Sections 1 through 3 below as a condition of receiving an award or contract. Submit this information along with your bid, proposal, or offer. **This form must be received by HCC Office of Systemwide Compliance before the vendor's bid, proposal, or offer will be considered received or evaluated.** Completed forms must be **NOTARIZED** and delivered to:

**Houston Community College
Attn: Procurement
3100 Main Street
Houston, TX 77002**

With a copy to:

**Houston Community College
Attn: Office of System-wide Compliance, Compliance Officers
3100 Main Street
Houston, TX 77002**

This requirement applies to contracts with a value exceeding \$50,000.

Section 1 - Disclosure of Financial Interest in the Vendor

a. If any officers or employees of HCC ("individuals") have one of the following financial interests in the vendor (or its principal) or its subcontractor(s), please show their name and address and check all that apply and (include additional documents if needed):

Name: _____
Address: _____

- Ownership interest exceeding 10%
- Ownership interest exceeding \$15,000 or more of the fair market value of vendor
- Distributive Income Share from Vendor exceeding 10% of individual's gross income
- Real property interest with fair market value of at least \$2,500
- Person related to or married to individual has ownership or real property interest in Vendor
- No individuals have any of the above financial interests
(If none, go to Section 2)

b. For each individual named above, show the type of ownership/distributable income share:
sole proprietorship ___ stock ___ partnership ____

other (explain) _____

c. For each individual named above, show the **dollar value or proportionate share** of the ownership interest in the vendor (or its principal) or its subcontractor (s) as follows:

If the proportionate share of the named individual(s) in the ownership of the vendor (or its principal) or subcontractor of vendor is 10% or less, and if the value of the ownership interest of the named individual(s) is \$15,000 or less of the fair market value of vendor, check here (___).

If the proportionate share of ownership exceeds 10%, or the value of the ownership interest exceeds \$15,000 of the fair market value of vendor, show either:

the percent of ownership _____%, or
the value of the ownership interest \$ _____

Section 2 - Disclosure of Potential Conflicts of Interest

For each of the individuals having the level of financial interest identified in Section 1 above, and for any other HCC individual not identified in Section 1 above check "Yes" or "No" to indicate which, if any, of the following potential conflict of interest relationships apply. If "Yes," please describe (use space under applicable section-attach additional pages as necessary).

a. Employment, currently or in the previous eighteen (18) months, including but not limited to contractual employment for services for vendor. Yes ___ No ___

b. Employment of individual's spouse, father, mother, son, or daughter, including but not limited to contractual employment for services for vendor in the previous eighteen (18) months.

Yes ___ No ___

Section 3- Disclosure of Gifts

For each of the individuals having the level of financial interest identified in Section 1 above, and for any other HCC individual not identified in Section 1 above check "Yes" or "No" to indicate which, if any, of the following potential conflict of interest relationships apply. If "Yes," please describe (use space under applicable section-attach additional pages as necessary).

a. Received a gift from vendor (or principal), or subcontractor of vendor, of \$250 or more within the preceding 12 months.

Yes ___ No ___

b. Individual's spouse, father, mother, son, or daughter has received a gift from vendor (or principal), or subcontractor of vendor, of \$250 or more within the preceding 12 months.

Yes ___ No

This disclosure is submitted on behalf of

(Name of Vendor)

Certification. I hereby certify that to the best of my knowledge and belief the information provided by me in this disclosure statement is true and correct. I understand that failure to disclose the information requested may result in my bid, proposal, or offer, being rejected, and/or may result in prosecution for knowingly violating the requirements of **Texas Local Government Code Chapter 176**. I understand that it is my responsibility to comply with the requirements set forth by HCC as it relates to this disclosure. I also understand that I must submit an updated disclosure form within seven (7) days of discovering changes in the significant financial interests of the individuals I identified in Section 1 of this disclosure or if individuals that were not identified, later receive a financial interest in my company or a subcontractor of my company.

Official authorized to sign on behalf of vendor:

Name (Printed) _____ Title _____

Signature _____ Date _____

AFFIX NOTARY SEAL ABOVE

Sworn to and subscribed before me, by the said _____, this the _____ day of _____, 20____, to certify which, witness my hand and seal of office.

"NOTE: RESPONDENT MUST COMPLETE THE ABOVE "DISCLOSURE OF FINANCIAL INTERESTS AND POTENTIAL CONFLICTS OF INTERESTS" FORM. FAILURE TO COMPLETE AND RETURN THIS FORM WITH YOUR OFFER MAY RESULT IN YOUR OFFER BEING CONSIDERED AS "NON-RESPONSIVE" TO THIS SOLICITATION."

For assistance with completing this form, please contact the **Office of System-wide Compliance** at

(713)718-2099