

**REQUEST FOR QUALIFICATIONS**

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**PRESERVATION BUYERS RFQ  
HPD OFFICE OF DEVELOPMENT, DIVISION OF PRESERVAITON FINACNE**

Issue Date: April 3, 2018  
Initial Submission Deadline: May 31, 2018

**Bill de Blasio**  
Mayor

**Maria Torres-Springer**  
Commissioner  
Department of Housing Preservation and Development

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## I. INTRODUCTION

New York City faces an affordable housing crisis. In May 2014, Mayor Bill de Blasio unveiled *Housing New York: A Five-Borough, Ten-Year Plan*<sup>1</sup> to create and preserve 200,000 high-quality, affordable homes over ten years. The plan outlined a comprehensive set of policies and programs to address the city's affordable housing crisis and retain the diversity and vitality of its neighborhoods. This holistic approach is part of a broader strategy to ensure the long-term affordability, health, and competitiveness of New York City.

Building on the foundation laid in *Housing New York*, in November 2017 the Administration committed to completing the initial goal of 200,000 affordable homes two years ahead of schedule, by 2022, and generating an additional 100,000 homes over the following four years. To accomplish this accelerated and expanded plan, the administration launched *Housing New York 2.0*<sup>2</sup>, a roadmap for how the city will help reach a new goal of 300,000 homes by 2026. To reach these goals, the *Housing New York* plans lay out targets for the new construction and preservation of affordable units.

Since HPD's inception in 1978, the City has invested billions of dollars in creating and preserving affordable housing. HPD intends to protect these investments against market pressures associated with rapid rent-deregulation and high demand housing markets. In addition to preserving existing affordable units, *Housing New York 2.0* will expand the pool of affordable units through providing assistance to organizations to acquire and preserve affordability in existing unregulated and rent stabilized buildings.

Through this Request for Qualifications ("RFQ"), HPD seeks to establish a list of Qualified Preservation Buyers ("Qualified List") that HPD designates as qualified to acquire privately-owned regulated, rent stabilized, and/or unregulated properties ("Preservation Projects"), to ensure responsible ownership and long-term affordability. Qualified Preservation Buyers may be nonprofit or for profit organizations, and must have an interest in and demonstrated capacity to maintain the long-term physical and financial viability, regulatory compliance, and responsible ownership of affordable housing.

The objective of this RFQ is to create a resource so that HPD may refer prospective sellers of property, community based organizations, and others as deemed appropriate to the Qualified List when seeking a Qualified Preservation Buyer who will purchase the property and extend any underlying affordability restrictions.

Nonprofit organizations that appear on the Qualified List may also be eligible to receive financial and technical assistance in acquiring properties through the Neighborhood Pillars program.

**Nonprofits wishing to utilize the equity assistance associated with Neighborhood Pillars and the technical assistance MUST apply to this RFQ.** Only nonprofit organizations appearing on the Qualified List will be considered for participation.

Organizations (nonprofits and for profits) wishing to use the NYC Acquisition Loan Fund<sup>3</sup> ("ALF") must apply separately.

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<sup>1</sup> <http://www1.nyc.gov/site/hpd/about/housing-new-york.page>

<sup>2</sup> <http://www1.nyc.gov/site/hpd/about/housing-new-york-2-0.page>

<sup>3</sup> <http://www.nycacquisitionfund.com/>

Qualified Preservation Buyers may apply for financing through the preservation programs listed on HPD's website<sup>4</sup> as well as through other financing agencies including but not limited to the New York City Housing Development Corporation and the New York State Homes and Community Renewal and New York State Housing Finance Agency programs and on the HPD website. Preservation Projects funded through an HPD preservation program will follow the programmatic guidelines respective to each program. In order for HPD to assist in financing acquisition, all Qualified Preservation Buyer's must ask for and receive a soft commitment letter from the relevant HPD preservation program prior to entering into contract to acquire a Preservation Project.

The initial submission deadline is XXXXX. HPD will publish a list based on the initial application round and will accept additional applications on a rolling basis. HPD reserves the right to amend the Qualified Preservation Buyers list at any time. HPD may periodically request updated information from Qualified Preservation Buyers appearing on the Qualified List.

It is important to note that **NEITHER** Applicants appearing on the Qualified List **NOR** nonprofits that participate in Neighborhood Pillars are guaranteed an opportunity to purchase a Preservation Project.

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<sup>4</sup> <http://www1.nyc.gov/site/hpd/developers/development-programs.page>

## II. QUALIFICATION REQUIREMENTS

Applicants must submit a full response to this RFQ and meet the minimum criteria set forth in this RFQ in order to be further considered for inclusion on the Qualified List. Applicants must submit a complete response and demonstrate they have the experience and capacity to become a Qualified Preservation Buyer. HPD will notify all Applicants as to whether or not they meet the qualification requirements for Qualified Preservation Buyers.

### A. Completeness of Qualifications

Interested Applicants must submit their qualifications in accordance with the instructions and forms contained in Section III and Appendix C. Applicants that submit qualifications that are not complete or do not conform to the requirements of this RFQ may be eliminated from further consideration. Upon review, HPD, at its discretion, may notify an Applicant that additional information or clarification is necessary. Such additional information may include the completion of disclosure statements concerning the Applicant and its principals and officers. An Applicant's submission of qualifications will be considered as permission for HPD to make such inquiries concerning the Applicant as HPD deems necessary.

### B. Experience and Capacity

HPD will determine if Applicants meet minimum qualification requirements based on the criteria specified in Section III. HPD will only consider Applicants that demonstrate the requisite experience and capacity required to acquire, rehabilitate, manage, and preserve the long-term affordability of occupied or vacant multifamily buildings. An Applicant's experience as demonstrated in the application should represent the completion of construction on rehabilitation projects or acquisitions of property that are operating successfully. It is preferred that Applicants have completed a project in the last five years but Applicants with a track record of successful development may still be considered. In order to remain qualified, Applicants must continue to meet the minimum criteria set forth in this RFQ.

### C. Adverse Findings

An Applicant may be rejected at any time during the evaluation process or removed from the Qualified List if adverse findings are made with regard to the Applicant or any of its principals or related entities, including, but not limited to, adverse findings with respect to any of the following:

- Past or pending government or private mortgage foreclosure proceedings, notice of default, or arrears with respect to any property owned or managed by the Applicant.
- Past or pending governmental tax or lien foreclosure, substantial tax arrears or bankruptcy or insolvency.
- Findings of tenant harassment or a pending case of harassment.
- Arson, fraud, bribery, or grand larceny conviction or a pending case.
- Past or pending default on any obligation to, unsatisfied judgment or lien held by, or contract with any governmental agency.
- Past or pending suspension, debarment, or finding of non-responsibility by any government agency.
- A past or pending voluntary or involuntary bankruptcy proceeding.
- False information or failure to disclose information
- The sale of HPD regulated affordable housing at pricing and/or to an owner not approved by HPD

### III. EVALUATION CRITERIA

Applicants will be evaluated based on the following criteria. Forms in Appendix B as well as additional documentation requested will be used to evaluate if an Applicant will be placed on the Qualified List.

#### A. Affordable Housing Acquisition and Development Experience

1. **Quality, efficiency, and timeliness of completed rehabilitation projects (including those where the applicant acquired property)** Demonstrate the ability to obtain construction and permanent financing for affordable housing projects and either directly provide all necessary guaranties or partner to do so; successfully acquire and preserve property; manage construction of moderate to substantial rehabilitations while complying with all applicable local, state and federal energy efficiency and persons with disabilities requirements; carry out rehabilitation with tenants in place; provide temporary relocation resources for tenants during the period of construction (where applicable); manage the needs of vulnerable populations during rehabilitation (where applicable); successfully complete construction and convert projects to permanent financing in a timely manner.
2. **Development Team Experience** The Applicant must demonstrate experience owning and managing government subsidized and regulated buildings. For both not-for-profit and for-profit Applicants, HPD shall consider the experience of the principal members (i.e. equity participants, managing partners, etc.) and senior staff. Consideration will be given to all experience within the affordable housing industry, however experience acquiring, rehabilitating, owning and/or managing properties is the primary focus, with a preference for recent experience.

#### B. Portfolio Management

If Applicant has any projects identified as high-risk by HPD (using its risk ratings) the Applicant must fix the issues before being considered or explain why and what is being done.

1. **Municipal Charges** All buildings managed or owned by the Applicant's development team must be current with all New York City real property taxes and water and sewer charges, or have entered into and are in compliance with payment agreements for all outstanding taxes and charges. (No building should have more than \$1,000 in arrears unless under current payment agreement).
2. **Mortgage Payments** All buildings owned or managed by the Applicant's development team must be current with all mortgage payments including but not limited to mortgages held by HPD or other City, State, or Federal entities.
3. **Housing Maintenance/Building Code Violations** All buildings owned or managed by the Applicant's development team must be free (or proof provided that an owner has demonstrated effort to address outstanding violation that remain on record) of a substantial record of serious Building Code or Housing Maintenance Code violations. The threshold criteria is less than one (1) class B and/or C Housing Maintenance Code violation per dwelling unit, with competitive points awarded to applicants with fewer violations. If the Applicant's development team has recently acquired a distressed building(s) in the last two years, Applicant should provide notes on progress in

substantially reducing the number of Housing Maintenance Code Violations in the property.

4. **Regulatory Compliance** Buildings owned or managed by applicant should have no material compliance issues including Section 42 LIHTC non-compliance (8823s), HPD regulatory restrictions and/or mortgage/deed restrictions and have no past or current recapture or foreclosure actions against owned properties. Applicants must be in good standing with HPD Asset Management. Applicants should indicate if they have received certification from the Consortium of Housing and Asset Management (CHAM) or similar organization.

### **C. Financial Capacity**

HPD will evaluate the Applicant's ability to obtain financing (including acquisition and take out financing), meet term sheet equity requirements, and provide construction completion guaranties. To this end, HPD will review the Applicant's assets and liabilities, credit history, financial records, and bank and other references.

For-profit Applicants' financial capacity as depicted on Form 5 should indicate liquid assets, namely cash and marketable securities, of at least \$500,000. Not-for-profit Applicants' financial capacity should indicate liquid assets of at least \$100,000. The Applicant should also provide evidence of three years of positive organizational income as indicated by audited financial statements or CPA prepared compilation.

HPD's criteria must be met for inclusion on the Qualified List however individual originating lenders may have separate standards that must be met. Please note that the inability to secure acquisition or construction financing from an appropriate lender may be grounds for removal from the Qualified List.

### **D. Property Manager**

Applicants must identify the Property Manager, whether an affiliate or third party, that they would use to manage a Preservation Project that is acquired. This proposed Property Manager should be identified as a member of the development team in the application.

The proposed Property Manager should demonstrate experience successfully managing at least 100 units of rent and/or income-restricted residential properties, including scattered site projects. HPD will evaluate the Property Manager by conducting a review of the properties under management and considering: physical condition of the properties; number of Housing Maintenance Code violations; compliance with DHCR rent registration; payment record for City taxes, water and sewer charges and any other municipal charges; Property Manager's track record and current capacity to provide effective management services in a timely and responsive manner including the handling of tenant complaints; and Property Manager's ability to supervise building employees and maintain appropriate records. HPD may request feedback from HPD, HDC, and DHCR Asset Management units.

## IV. SUBMISSION REQUIREMENTS AND QUALIFICATION PROCESS

All Applicants must follow all submission procedures as outlined below. Submission of an incomplete application may be grounds for disqualification of the Applicant.

### A. Inquiries

Applicants should direct all communications and inquiries regarding this RFQ to HPD at: [PresBuyerRFQ@hpd.nyc.gov](mailto:PresBuyerRFQ@hpd.nyc.gov)

All written questions should be submitted by May 25, 2018 to be included in the RFQ Q&A posted to the HPD website.

### B. Time and Place of Submission

The initial submission deadline is May 31, 2018. Applicants may submit electronic submissions to [PresBuyerRFQ@hpd.nyc.gov](mailto:PresBuyerRFQ@hpd.nyc.gov) and hard copy submissions to:

Adam Phillips  
100 Gold Street, Room 9-U3  
New York, NY 10038

All submissions become the property of HPD. HPD will review submissions in the order in which they were received, and publish the initial List by August 31<sup>st</sup>, 2018. HPD reserves the right to accept applications on a rolling basis and may choose to evaluate submission packages received after the submission deadline.

### C. Application Materials

Applicants must submit a full response with addenda to this RFQ and meet the minimum criteria set forth in Section III in order to be further considered for inclusion on the List. HPD will eliminate from further consideration all submissions that are not complete or do not conform to the requirements of the RFQ. All Applicants, including those qualified through any previous HPD RFQ, must submit a full response to this RFQ and meet the minimum criteria set forth in this RFQ. HPD may request additional information, interviews, site visits, or presentations from any or all Applicants.

A complete package shall include a cover letter, application forms, and additional documentation as outlined below.

#### a) Cover Letter

One page letter on company letterhead that summarizes the Applicant's interest in and ability to be a Qualified Preservation Buyer.

#### b) Financial Statements

Applicants are required to provide the year to date operating statement and the most recent 3 years of CPA prepared Financial Statements for the Applicant.

#### c) Forms

##### **Form 1 - Applicant Description & Reference Forms**

Complete the Applicant Description Form 1. All Applicants must complete Part 1, 3, and 5; nonprofit Applicants must also complete Part 2; Part 4 is optional for all Applicants

**Form 2 - Residential Development Experience**

Complete the Residential Development Experience Form (Form 2, Part1), for the Applicant and principals, and list all projects in the Residential Development Chart (Form 2, Part 2) that have been completed within the last ten years or that are in construction, in pre-development or have otherwise been committed.

**Form 3 - Residential Property Management Experience**

Complete the Residential Management Experience Form (Form 3, Part 1) for the principal or property manager proposed for the management of the Preservation Projects. In the Residential Management Chart (Form 3, Part 2) list all properties that have been managed in the last five years. If any other principal of the Applicant has other management experience that the Applicant wishes to be considered, a separate form should be completed for that principal.

**Form 4 - Applicant Property List**

Complete the Applicant Property Listing (Form 4), for the Applicant and each member/principal of the Applicant and for any affiliated or subsidiary entities listing all properties owned within the last five years either directly by the principal or by an organization in which the principal was a corporate officer or general partner or held more than a 10% interest.

**Form 5 - Assets Statement (for-profit only)**

For-profit Applicants must submit a completed Assets Statement (Form 5) for at least one principal, and tax returns.

**Form 6 - Applicant's Letter**

Submit the Applicant's Letter (Form 6) signed by a principal of the Applicant.

**Form 7 – RFQ Application Checklist**

Submit the RFQ Application Checklist (Form 7), signed by a principal of the Applicant.

Note: Nonprofits that appear on the Qualified List that may wish to qualify to use the Neighborhood Pillars financial and technical assistance for acquiring properties must be prepared to select an originating lender for the NYC Acquisition Loan Fund<sup>5</sup> to which they would submit the following:

1. 3-year Cash Flow Projection & Developer Fee Schedule
2. REO Schedule (ownership, occupancy, debt, DSCR, loan maturity dates)
3. Schedule of Contingent Liabilities
4. Schedule of Unsecured debt (source, rate, maturity, conditions for extension, amount outstanding, what's it used for)

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<sup>5</sup> <http://www.nycacquisitionfund.com/>

5. Recent portfolio work, to include list of all projects completed in the last 5 years including size, budget, sources of financing, whether project (s) were completed on time and on budget, and brief explanation of any unexpected delays and how they were addressed.

## **V. LEGAL DISCLAIMER**

The issuance of the RFQ and the submission of qualifications by the Applicants or the acceptance of such submission by HPD do not obligate HPD in any manner whatsoever. HPD reserves the right to amend, modify or withdraw this RFQ; to waive or revise any requirements of this RFQ; to require supplemental statements or information from any responding party; to accept or reject any or all submissions received in response hereto; to extend the deadline for submission of qualification; to hold discussions with any responding party; and to cancel, in whole or in part, the RFQ if HPD deems it to be in its best interest to do so. HPD may exercise the foregoing rights at any time without notice and without liability to any responding party or other parties for their expenses incurred in the preparation of submissions or otherwise. Submissions in response hereto will be prepared at the sole cost and expense of the responding party.

## VI. GENERAL CONDITIONS

This RFQ is subject to the specific conditions stated below:

- A. HPD is not obligated to pay, nor shall HPD in fact pay, any costs or losses incurred by Applicants at any time, including the cost of responding to the RFQ.
- B. HPD reserves the right to reject, at any time, any or all submissions and/or cancel this RFQ in whole or in part. HPD also reserves the right, at any time, to waive compliance with, or change any of the terms and conditions of, this RFQ and to entertain modifications and additions to Applicants' submissions.
- C. Inclusion of Applicants on the Qualified List does not guarantee that any Applicant will be selected by any owner for purchase of any property.
- D. Inclusion of Applicant on the Qualified List will not create any rights on the Applicants' part.
- E. All determinations in connection with this RFQ (including, but not limited to, any determinations regarding the experience, capability, capacity, financial resources of any Applicant or regarding the addition of Qualified Preservation Buyers to the Qualified List or removal of Qualified Preservation Buyers from the Qualified List) shall be at the sole discretion of HPD.
- F. HPD is not legally obligated to issue this RFQ.
- G. This RFQ and any resulting agreement between any Applicant and an owner are subject to all applicable laws, rules and regulations promulgated by any federal, state, or local authority having jurisdiction over the subject matter thereof, as the same may be amended from time to time.
- H. HPD reserves the right to discontinue the Qualified List at any time.
- I. HPD's inclusion of any Applicant on the Qualified List does not relieve such Applicant from any HPD required reviews if Applicant is selected by an owner to purchase property.
- J. Any material misrepresentation made by an Applicant or any failure by an Applicant to disclose any material information in connection with its response to this RFQ may result in the Applicant's disqualification from consideration for inclusion on the Qualified List or, if Applicant is already on the Qualified List, the removal of the Applicant from the Qualified List.
- K. Each Applicant has a continuing obligation, prior to and after placement on the Qualified List, to update HPD regarding any material changes to information that such Applicant has provided to HPD within 30 days of any such material changes, including, but not limited to material changes to information regarding investigations, subpoenas, and changes of principals. Failure of any Applicant to update HPD on such material changes may result in the Applicant's disqualification from consideration for inclusion on the Qualified List or, if the Applicant is already on the Qualified List, the removal of the Applicant from the List.

- L. Each Applicant has a continuing obligation, prior to and after placement on the List, to provide any documentation and/or information requested by the City. Failure of any Applicant to provide such documentation and/or information when requested by the City may result in the Applicant's disqualification from consideration for inclusion on the Qualified List or, if the Applicant is already on the Qualified List, the removal of the Applicant from the Qualified List.
- M. HPD reserves the right to utilize the Qualified List for other HPD divisions, including but not limited to Division of Public Disposition and Finance, Division of Asset and Property Management, and for other purposes as HPD deems fit.

## **APPENDIX A – DEFINITIONS**

**Applicant**

A non-profit, for-profit, joint venture, partnership or corporation that submits Qualifications and a complete response to this RFQ

**City**

The City of New York

**DHCR**

New York State Division of Housing and Community Renewal

**HPD**

New York City Department of Housing Preservation and Development

**HUD**

U.S. Department of Housing and Urban Development

**HDC**

New York City Housing Development Corporation

**LIHTC**

Low Income Housing Tax Credits

**New York City Acquisition Loan Fund (NYCALF)**

A source for flexible bridge loans for the purchase of vacant sites or occupied buildings, predevelopment, and moderate rehabilitation to developers committed to create or preserve affordable housing in the five boroughs of New York City

**Principal**

An individual, partnership, limited liability company, corporation, or other for-profit entity that will act as the general partner, officer, or managing member of the Applicant, or any entity, known limited partner, or other member that has at least a 10% ownership interest in the Applicant

**Program**

Any number of HPD Preservation programs as more thoroughly described in Appendix B

**Preservation Project**

The acquisition of a building or portfolio of buildings for the purposes of establishing or extending regulatory restrictions as well as providing necessary rehabilitation as applicable

**Property Manager**

Entity that oversees the operations of the Project, including collecting rents and paying all financial obligations (including all municipal obligations)

**Tax Credit Portfolio**

A building or group of buildings which received LIHTCs

**Qualifications**

Materials submitted in response to this RFQ that detail the Applicant's development and project management experience and financial/organizational capacity

**Qualified Preservation Buyer**

An Applicant deemed eligible to purchase a Project, as determined by HPD through an assessment of Qualifications

**Qualified List**

The list of Qualified Preservation Buyers that HPD has evaluated and approved to serve as a resource for any private property owner wishing to sell a property that HPD will publish on its website

## **Appendix B – Application Forms**

Forms begin on next page.