RALLY AUSTIN
Economic Development Corporation

Professional Services Solicitation:
Legal Counsel for Finance and Real Estate

Issue Date: September 1, 2026
Responses Due: October 1, 2026

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I. EXECUTIVE SUMMARY
Austin Economic Development Corporation, doing business as Rally Austin ("Rally" or the "Corporation"), is a local government corporation and nonprofit economic development entity created by the Austin City Council to facilitate equitable development and community investment through real estate, financing, and strategic partnerships.

Since its initial 2022 solicitation for finance and real estate legal counsel, Rally has substantially expanded its project and asset portfolio and established a broader legal infrastructure, including outside general counsel and dedicated bond counsel. As Rally enters its next phase of growth, the Corporation is seeking statements of qualifications from qualified firms with attorneys licensed to practice law in the State of Texas to supplement its existing legal team with additional transaction-focused capacity in real estate and finance.

Selected firms may support acquisitions, dispositions, leasing, development, construction, asset management, public-private partnerships, lending and financing structures, and other project-specific transactions across Rally's growing portfolio. Rally is particularly interested in experienced counsel capable of working collaboratively, efficiently, and responsively on complex transactions involving public, private, nonprofit, and philanthropic resources.

II. ANTICIPATED TIMELINE
Rally Austin anticipates the consultant selection and strategic planning process will follow the timetable described below with reasonable deviations:

- Proposal due: Thursday, October 1, 2026 (5:00 PM CST, Close of business)
- Select Respondent Interview(s): Friday, October 16, 2026
- Proposed Selection: Friday, October 30, 2026
- Contract Kick-off Meeting with Staff: Determined upon executed agreement

III. INTRODUCTION TO THE ORGANIZATION
Austin Economic Development Corporation, doing business as Rally Austin, is a local government corporation and 501(c)(3) nonprofit created by the Austin City Council in 2020 to facilitate equitable development and economic growth while preserving the culture and character that make Austin unique. Rally was designed to provide a more agile, mission-driven platform for community investment and project delivery, bringing together public, private, nonprofit, philanthropic, and community partners to accomplish work that can be difficult to advance through traditional governmental structures.

Rally's model draws from national best practices demonstrated by organizations such as Invest Atlanta, the Philadelphia Industrial Development Corporation, and other public and nonprofit development corporations that combine real estate, financing, development expertise, and public purpose to advance complex economic and community development initiatives. From its inception, Rally was envisioned not simply as a grant administrator or advisory organization, but as a public development and investment partner capable of acquiring and stewarding real estate, structuring transactions, deploying financial tools, and collaborating across sectors to achieve lasting community outcomes. The organization works across three primary areas: Arts, Music & Culture; Complete Communities; and Catalytic Development.

That model is now producing measurable results. As of June 2026, Rally reported $36.8 million in allocated community investments supporting an estimated $162 million portfolio, with projected economic and community impact of $320 million to $400 million. Active projects are expected to provide approximately 293,000 square feet of affordable housing, cultural, commercial, outdoor, and shared space, while supporting job creation, tourism, cultural preservation, neighborhood investment, and other community benefits. Rally's work ranges from preserving Austin's music and cultural institutions to advancing major redevelopment efforts such as Blocks 16 and 18 on East 11th Street, where the planned project is expected to deliver approximately 300,000 square feet of affordable housing, creative, and business space.

Rally is now moving from establishing and proving this model to scaling its capacity and portfolio. The organization is expanding its role in real estate acquisition and ownership, historic and cultural preservation, asset stewardship, development and redevelopment, public-private partnerships, and the structuring and financing of increasingly complex transactions. In December 2025, the Austin City Council authorized amendments to Rally's governing interlocal agreement intended to clarify its authority in real estate development, project financing, and public-private partnerships and to streamline project execution.

This next phase creates an opportunity for experienced legal practitioners to work alongside Rally's staff, general counsel, bond counsel, financial advisors, development partners, public agencies, and private-sector counterparties on projects that sit at the intersection of real estate, public finance, economic development, and community investment. Rally is seeking attorneys who are excited by complex transactions, comfortable working creatively across public and private structures, and interested in helping build projects and financial solutions with a lasting impact on Austin and Central Texas.

IV. SCOPE OF WORK

Rally Austin intends to establish or expand a bench of qualified outside counsel available to support project-specific real estate, development, and finance matters. Rally may select multiple firms through this solicitation based on demonstrated expertise, experience, capacity, value, and alignment with the Corporation's anticipated needs. Selection does not guarantee a minimum volume of work, and individual matters may be assigned based on the nature of the transaction, subject matter expertise, availability, conflicts, proposed staffing, and cost.

Rally does not expect any single respondent to demonstrate expertise across every area of legal service identified below. Respondents are encouraged to clearly identify the areas in which their firm and proposed attorneys have particular depth, experience, and capacity. Rally welcomes responses from firms with specialized or complementary practices and may select firms for inclusion on its outside counsel bench based on the specific expertise and value each firm brings to the Corporation's anticipated needs.

Transactional Legal Services and Areas of Expertise:

a. Real Estate Acquisition and Disposition. Purchase and sale transactions; options and rights of first refusal; title, survey and due diligence; easements and access rights; property tax matters; deed restrictions, restrictive covenants and other instruments associated with acquisition, ownership and disposition.
b. Commercial Leasing and Asset Transactions. Ground leases, master leases, commercial leases and subleases; licenses and use agreements; operating and management agreements; tenant and operator transactions; affordability and use restrictions; and other agreements associated with the activation and stewardship of Rally-controlled assets.
c. Development and Public-Private Partnerships. Development agreements, ground lease development structures, joint development and public-private partnership transactions; negotiations involving multiple public and private asset owners; development rights; and other complex project delivery structures.
d. Project Finance and Borrowing. Loan and credit agreements, secured and unsecured borrowing, construction and permanent financing, credit enhancement, guarantees and other financing structures involving one or more layers of public, private, nonprofit or philanthropic capital.
e. Public and Incentive Financing. Structuring and documenting transactions involving public finance programs, tax increment financing, grants, tax credits, subsidies, economic development tools and other sources of public or private investment, including coordination with Rally's bond counsel and financial advisors when appropriate.
f. Development, Land Use and Entitlements. Zoning, subdivision, site development, permitting, utilities, franchise agreements, rights-of-way, environmental matters and other local, state or federal regulatory requirements affecting acquisition, development or use of property.
g. Design and Construction. Architect, engineer, contractor and construction manager agreements; procurement and project delivery structures; construction administration,

insurance, indemnity, bonding, prevailing wage and applicable labor requirements; and legal matters associated with capital improvements, rehabilitation and new construction.

h. Historic, Cultural and Community Assets. Transactions involving historic preservation, cultural facilities, affordable commercial or creative space, adaptive reuse, preservation restrictions, historic tax credits and other legal structures supporting long-term public or community benefit.
i. Ownership and Investment Structures. Joint ventures, special-purpose entities, subsidiaries, partnerships and other ownership, investment or governance structures established to acquire, finance, develop, operate or dispose of individual projects or portfolios.
j. Project-Specific Regulatory and Public Law Matters. Legal issues arising from Rally's status as a local government corporation and nonprofit entity when directly related to a project or transaction, in coordination with Rally's general counsel as appropriate.

In bringing on additional outside counsel, the Corporation is most interested in demonstrated subject matter expertise, lean staffing and efficient work habits that result in the best value for the organization, and the depth of the firm’s commitment to creative and inclusive solution delivery in every aspect of the workplace.

a) Integrated Transaction Team. Selected counsel will work as part of an integrated project team that may include Rally staff, general counsel, bond counsel, financial advisors, real estate and development consultants, architects and engineers, public agency partners, lenders, developers and other transaction participants. Outside counsel will be expected to coordinate effectively with Rally's existing legal advisors, clearly identify responsibilities among counsel, provide practical and solution-oriented advice, and advance transactions consistent with Rally's business objectives, legal obligations and public purpose. Depending on the assignment, counsel may participate in negotiations, due diligence, project meetings, presentations to committees or the Board, transaction closings and other activities necessary to advance an assigned matter.

b) Responsive and Efficient Delivery. Rally's projects frequently require timely decisions and coordinated execution across multiple parties. Selected counsel must demonstrate accessibility, responsiveness and the ability to produce high-quality work within transaction-driven schedules. Rally values counsel who identifies issues early, distinguish material risks from routine matters, recommend practical solutions, and appropriately staff matters to provide strong legal representation at a reasonable cost. Counsel should be prepared, when requested, to establish matter-specific work plans, staffing approaches, budgets or fee estimates and to communicate promptly regarding material changes in scope, schedule, risk or anticipated cost.

c) Assignment of Matters. Rally reserves the right to assign matters among selected firms based on the requirements of each project, including subject matter expertise, prior experience, availability, conflicts of interest, proposed staffing, continuity, responsiveness and cost. Rally may request a proposed approach, staffing plan, budget or alternative fee arrangement before assigning a particular matter and may engage more than one firm on a project when specialized expertise is required. Selected firms are expected to promptly identify actual or potential conflicts and maintain sufficient capacity to respond to project opportunities as they arise. Nothing in this solicitation or a resulting agreement guarantees any firm a minimum amount of work or exclusivity with respect to Rally matters.

SUBMISSION OF A COMPLETE PROPOSAL

This solicitation and any corresponding materials are posted on the established webpage for the administration of the Corporation's solicitations, located at www.rallyforaustin.com/procurement. To support interest for a strong response, this solicitation will be distributed via email to a series of stakeholders, partners, and organizations for amplifying the exposure of the opportunity to a larger pool of respondents to apply for work with the Corporation. Additionally, staff will directly distribute information related to the solicitation to possible vendors. Board and staff may also share this information via social media networks regularly during the solicitation period to promote awareness of the opportunity. All proposals submitted by the stated deadline will be considered regardless of how the respondent learned about the opportunity with the Corporation.

All questions should be submitted in writing to David Colligan, Chief Operating Officer at david@rallyaustin.org before the close of business on Thursday, September 24, 2026, 5:00 PM CST. Similarly, all responses should be formatted into a single PDF file, of a maximum of 15MB (emailable)/20 pages, excluding certifications, and sent to David Colligan, Chief Operating Officer david@rallyaustin.org by close of business on Thursday, October 1, 2026, 5:00 PM CST.

Rally Austin assumes no responsibility or liability for costs incurred or actions taken by respondents prior to the signing of any contract resulting from this solicitation, proposal and/or post-proposal interviews. Further, *proposals will not be considered if they are submitted after the deadline or found to be incomplete following an initial review from staff.*

At a minimum, respondents are expected to include the following items for the proposal to be considered complete:

a. Cover Letter. Please include any introductory information, initial findings and observations from an exploratory review of materials related to or provided by Rally Austin, your statement of interest for facilitating this work and a statement of diversity, equity and inclusion on your behalf or on behalf of the firm(s) and/or team assembled to support the Corporation.

b. Business Organization. State the full name and address of your organization and identify the parent company if you are a subsidiary. Specify the branch office or other subordinate element which will perform, or assist in performing, work herein. Indicate whether you operate as a partnership, corporation, or individual. The Corporation does not anticipate proposals relying on subcontracting additional parties for other areas of expertise. Please provide any additional information related to the organization that is pertinent to the work and nature of this solicitation. Include the state in which your organization is incorporated and any other jurisdictions in which your organization is licensed to operate. Please include any documentation related to the firm's ability to operate in Texas.

c. Overview and History of the Firm. State the year your organization was founded and provide a brief history. State which of the following categories best describes the firm: National, Regional, Texas-headquartered regional, or other relevant description. Provide the following information:
    i. Number of offices the firm has in the United States;
    ii. Number and location of Texas offices;
    iii. Headquarters location; and
    iv. Address of Austin office.

d. Team and Project Lead. Provide a brief description of your organization, including the total number of attorneys and employees, the number of attorneys practicing in municipal law, real estate law, property tax, construction law or other areas of expertise, and the number of years the firm has been engaged in municipal work in Texas. Describe the resources and support staff available at the firm to meet the needs of the Rally Austin.

   Introduce the individual and/or team selected for this work with any description for proposed structure, communications, and delivery of diverse perspective in the process of developing products stated herein. Please provide professional biographies for all team members associated with the work proposed, noting the lead for the team for this project, including contact details for each. If an officer or executive of the firm is not lead, please also provide biographical information for the executives and officers of the organization with contact details.

e. Professional Portfolio. Please indicate any past work relevant to the scope of services described in this solicitation and, including, to the extent disclosable, the name of the client, description of services, and the outcomes that your organization have helped other clients to achieve. This may include public entities or private entities, but the review of responses will prioritize those entities structuring deals in real estate development, taking a principal role in real estate asset management and structuring industrial and infrastructure finance deals. Some consideration will be given to work done for other entities in government planning organizations, non-profits, chambers, or special districts such as TIRZs, MUDs and PIDs unless the function of the organization is focused primary on real estate, asset management and/or deal-making entity, etc.

f. References. From the Professional Portfolio, indicate between three (3) to five (5) similar clients that have utilized your professional services similar to those described in this solicitation. A minimum of one (1) reference should be a client that is a public or quasi-public entity. Please include contact information of one (1) or more key individuals from each organization that can speak to the experience of working with your firm and outcomes.

g. Conflicts of Interest. Provide a copy of your organization's conflicts policy. Identify and discuss any client representation which might conflict with representing Rally Austin.

h. Confidentiality. A respondent may designate specific information as not subject to disclosure when the proposer has a good faith legal/factual basis for such assertion. The Corporation reserves the right to make the determination and will advise the proposer accordingly. The location in the proposal of any such designation should be clearly stated in a cover letter. Rally Austin will not honor any attempt by a proposer either to designate its entire proposal as proprietary and/or to claim copyright protection for its entire proposal.

i. Fees, Rates and/or Costs. Please provide a list of the staff within your organization who would work on Rally Austin’s matters along with the hourly rates and any additional fees or anticipated costs associated with the matters and work defined herein.

j. Proof of Insurance. Please provide evidence of the necessary and current insurance policy covering the individual(s) and organization that is pertinent to the work and nature of this solicitation.

k. Availability for Interview on Friday, October16, 2026: As stated in the outline of the selection process below, responses selected for interviews will be notified on Tuesday, October 13, 2026. To support flexibility and efficiencies in this quick review period and notification process, Rally Austin kindly requests that respondents tentatively block this day on their calendar(s) or any times that respondent(s) may have available for meeting virtually on this date. In your response, please indicate all available blocks of time in thirty (30) minute intervals. If selected for an interview, the lead contact in the proposal will be provided withan appointment time with virtual meeting details that coordinate with the proposed availability. Should there be any conflicts coordinating an appointment with a selected firm for an interview on Friday, October 16, the appointment may be scheduled for a later date.

SELECTION PROCESS

Rally Austin will review all complete responses received by the above stated deadline. Staff evaluation will weigh the quality of the response (including proposed process, firm resources experience and portfolio) with certain organizational limitations (including suggested capacity and costs). Those complete responses will be evaluated to set half-hour interviews on Friday, October 16, 2026. Requests for additional information may follow. The contents of all responses with findings from the corresponding interview will be evaluated for contracting with selected respondents. Staff will conduct due diligence associated with negotiating and executing an agreement to begin work with the Corporation as needed.