

# **NORTH AMERICAN DEVELOPMENT BANK**

## **REQUEST FOR QUALIFICATIONS**

### **Legal Services for Water Resiliency Fund Financing Transactions**

**Issue Date:** February 9, 2026

**Submission Deadline:** February 23, 2026

#### **I. INTRODUCTION**

The North American Development Bank ("NADBank" or the "Bank") is a binational financial institution established by the Governments of the United States and Mexico to finance environmental infrastructure projects in the U.S.-Mexico border region. NADBank has established the Water Resiliency Fund ("WRF") to provide grants and loans for infrastructure projects that strengthen water resource resilience within the border region.

NADBank is currently implementing the WRF through a Call for Projects targeting water conservation infrastructure in the Lower Rio Grande Valley ("LRGV") of Texas, encompassing Cameron, Hidalgo, Starr, and Willacy counties. Eligible projects under this initial funding cycle focus on irrigation infrastructure improvements to reduce water losses and enhance delivery efficiency for agricultural and municipal water users.

WRF financing may be provided alongside other sources of public funding. NADBank anticipates that certain projects may involve co-financing arrangements with state or federal funding programs. Additionally, project sponsors—particularly irrigation districts—may finance their portion of project costs through the issuance of bonds.

#### **II. PURPOSE**

NADBank is soliciting statements of qualifications from law firms licensed to practice in the State of Texas to establish a panel of pre-qualified firms. Firms selected for the panel may be engaged, at NADBank's discretion, to provide legal services representing NADBank as purchaser or lender in connection with one or more WRF financing transactions or other bond transactions undertaken by the Bank. Inclusion on the panel does not guarantee engagement for any specific transaction.

#### **III. SCOPE OF SERVICES**

Pre-qualified firms may be called upon to provide legal services representing NADBank as purchaser or lender, including, but not limited to:

##### **A. Transaction Structuring and Documentation**

- Advising on the structuring of grants, conditional grants, and low-interest loan financings
- Drafting and negotiating financing agreements, grant agreements, loan purchase agreements, and related contractual instruments
- Structuring performance covenants and key performance indicator ("KPI") mechanisms
- Advising on disbursement conditions and compliance frameworks

##### **B. Bond Purchase Transactions**

- Representing NADBank as purchaser in direct purchase or private placement of bonds issued by irrigation districts and other special districts
- Drafting and negotiating bond purchase agreements, continuing disclosure undertakings, and related documentation
- Reviewing bond ordinances, resolutions, and authorizing documents prepared by issuer's bond counsel
- Coordinating with issuer's counsel, financial advisors, and other transaction participants
- Advising on debt capacity, rate covenants, coverage requirements, and credit considerations

#### **C. Co-Financing**

- Advising on co-financing structures involving NADBank and other state or federal funding sources
- Coordinating legal due diligence and closing requirements across multiple funding sources
- Advising on compliance with applicable state and federal funding program requirements

#### **D. Due Diligence**

- Reviewing the legal authority of project sponsors, including but not limited to irrigation districts and other special districts, to enter financing arrangements with NADBank and/or to issue bonds
- Reviewing and confirming the required legal authorizations and processes to issue debt from the project sponsors
- Analyzing existing debt obligations, rate covenants, and other contractual commitments of project sponsors
- Examining water rights, water allocations, and related entitlements under Texas law
- Reviewing organizational documents, governance structures, and enabling legislation
- Evaluating credit and security structures from NADBank's perspective as purchaser or lender

#### **E. Regulatory Compliance**

- Advising on compliance with the Texas Water Code and regulations of the Texas Commission on Environmental Quality
- Advising on federal environmental and funding requirements applicable to WRF-financed projects
- Advising on state and federal funding program requirements applicable to co-financed projects
- Coordinating with NADBank on Board certification and public participation requirements

#### **F. Security and Collateral**

- Advising on security interests, pledges, and collateral arrangements as applicable to loan and bond purchase transactions
- Reviewing and analyzing the enforceability of financing documents and security arrangements

#### **G. Closing and Post-Closing**

- Coordinating financial closings, including closings involving multiple funding sources
- Reviewing legal opinions delivered by issuer's counsel and bond counsel
- Advising on post-closing compliance, reporting obligations, and covenant monitoring

#### IV. MINIMUM QUALIFICATIONS

To be considered for the pre-qualified panel, firms must demonstrate:

1. **Licensure:** The firm must be authorized to practice law in the State of Texas, with attorneys admitted to the State Bar of Texas who will be assigned to NADBank matters.
2. **Public Finance Experience:** Substantial experience representing purchasers, lenders, or financial institutions in public finance transactions, including bond purchases, direct placements, grants, and loans involving governmental or quasi-governmental issuers.
3. **Irrigation District and Special District Experience:** Demonstrated experience with financing transactions involving Texas irrigation districts, water districts, municipal utility districts, or other special districts, including familiarity with their enabling legislation, governance structures, and bonding authority.
4. **Co-Financing Experience:** Experience with transactions involving multiple public funding sources, intercreditor arrangements, or parity and subordination structures.
5. **Texas Water Law Expertise:** Attorneys with substantive knowledge of the Texas Water Code, water rights, and the regulatory framework governing water utilities and irrigation districts in Texas.

#### V. SUBMISSION REQUIREMENTS

Interested firms shall submit a statement of qualifications containing the following:

##### A. Firm Overview

- Firm name, address, and primary contact information
- Brief description of the firm, including number of attorneys and office locations
- Identification of the office(s) that would handle NADBank engagements

##### B. Purchaser/Lender Representation Experience

- Description of the firm's experience representing purchasers, lenders, or financial institutions in public finance transactions
- Representative transactions involving bond purchases, direct placements, or loans to irrigation districts, water districts, or other special districts in Texas
- Experience representing development banks, multilateral institutions, or governmental lenders

##### C. Co-Financing Experience

- Description of experience with transactions involving multiple public funding sources
- Examples of intercreditor agreements, subordination arrangements, or parity structures the firm has negotiated
- Experience coordinating legal requirements across state and federal funding programs

##### D. Special District Experience

- Description of experience with financing transactions involving public sector sponsors including but not limited to irrigation districts, water districts, or other special districts in Texas

- Specific examples of transactions involving water infrastructure, water rights, or water utility financing
- Familiarity with enabling legislation and bonding authority of Texas special districts

#### **E. Proposed Team**

- Identification of attorneys who would be assigned to NADBank matters, including:
  - Name, title, and years of experience
  - Bar admissions
  - Relevant experience and representative matters
  - Role on the engagement team
- Identification of the proposed relationship partner and lead transaction attorney

#### **F. Texas Water Law Expertise**

- Description of the firm's capabilities in Texas water law
- Examples of matters involving the Texas Water Code, water rights, or water-related regulatory proceedings

#### **G. References**

- Contact information for three (3) client references for whom the firm has provided similar legal services within the past five (5) years, including at least one reference for representation of a purchaser or lender in a transaction involving an irrigation district or water district

#### **H. Rate Information**

- Current hourly rates for attorneys and paraprofessionals who would be assigned to NADBank matters
- Description of billing practices
- Any alternative fee arrangements the firm is willing to consider, including flat fee structure for bond transactions

#### **I. Conflicts Disclosure**

- Disclosure of any current or potential conflicts of interest that may arise in representing NADBank in connection with WRF transactions in the LRGV region

### **VI. VII. SUBMISSION INSTRUCTIONS**

Statements of qualifications must be submitted electronically to:

**North American Development Bank** Attention: General Counsel Email: dhobbs@nadbank.org

**Submission Deadline:** February 23 at 5:00 p.m. Central Time

Submissions received after the deadline will not be considered.

### **VIII. INQUIRIES**

Questions regarding this Request for Qualifications should be submitted by February 13th directed to:

General Counsel North American Development Bank Email: dhobbs@nadbank.org

Questions must be submitted in writing via email. NADBank may, at its discretion, distribute responses to substantive questions to all known interested parties.

#### **IX. TERMS AND CONDITIONS**

1. **No Guarantee of Engagement.** Selection for the pre-qualified panel does not constitute a commitment by NADBank to engage any firm for any specific transaction. NADBank reserves the right to select firms from the panel for individual engagements based on availability, expertise, conflicts, and other factors relevant to the specific transaction.
2. **Reservation of Rights.** NADBank reserves the right to: (a) reject any or all submissions; (b) waive any informalities or irregularities in submissions; (c) request additional information from any respondent; (d) negotiate with one or more respondents; (e) cancel this RFQ at any time without liability; and (f) take any other action it deems in its best interest.
3. **Costs of Response.** NADBank is not responsible for any costs incurred by respondents in preparing or submitting statements of qualifications.
4. **Confidentiality.** Submissions will be treated as confidential to the extent permitted by applicable law. However, respondents should be aware that NADBank, as a binational institution, may be subject to disclosure requirements.
5. **Panel Duration.** The pre-qualified panel established pursuant to this RFQ shall remain in effect for a period of three (3) years from the date of selection, unless extended or terminated earlier by NADBank.
6. **Engagement Terms.** Engagement of any firm from the pre-qualified panel for a specific transaction will be subject to execution of an engagement letter containing terms and conditions acceptable to NADBank, including scope of services, fees, and other provisions.