

REQUEST FOR PROPOSALS LEGAL SERVICES FOR HUD-FHA MAP TRANSACTIONS

INTRODUCTION

Through this Request for Proposals (“RFP”), Rhode Island Housing seeks proposals from qualified law firms and solo practitioners to provide legal services in support of Rhode Island Housing’s role as the lender in Multifamily Accelerated Processing (“MAP”) transactions under multifamily lending programs administered by the U.S. Department of Housing and Urban Development’s (“HUD’s”) Federal Housing Administration (“FHA”). Through this RFP, Rhode Island Housing will establish a list of qualified firms, and will select firms on a project-by-project basis from this list.

INSTRUCTIONS

One (1) original and two (2) copies of your proposal must be submitted to Rhode Island Housing, 44 Washington Street, Providence, R.I. 02903-1721, Attn: Anne Berman, Asst. Director of Development. Proposals must be no longer than ten (10) pages, excluding exhibits, and must be presented on business letterhead.

Proposals must be delivered no later than **5:00 p.m. on Friday January 9, 2015.**

Respondents are advised that all submissions (including those not selected for engagement) may be made available to the public on request upon completion of the process and award of a contract(s). Accordingly, any information included in the proposal that the respondent believes to be proprietary or confidential should be clearly identified as such.

SCOPE OF WORK

Rhode Island Housing has been approved by HUD to perform as a MAP Lender. The Development Division of Rhode Island Housing originates loans under a variety of financing programs for multifamily properties throughout the state. The number of loans varies from year to year. The successful respondent(s) will represent Rhode Island Housing in its lender role in HUD-FHA MAP transactions, on an as-needed basis. Through this RFP, Rhode Island Housing will establish a list of qualified firms, and will select firms on a project-by-project basis from this pre-qualified list.

In carrying out such legal services, the successful respondent(s) must conform to the requirements (and use the required forms) set forth in the following HUD publications, as may be amended and supplemented from time to time:

1. HUD MAP Guide (Revised November 23, 2011)
2. All applicable HUD Notices

3. All applicable HUD Handbooks
4. HUD required loan closing documents

ITEMS TO BE INCLUDED WITH YOUR PROPOSAL

A. General Firm Information

1. Provide a brief description of your firm, including but not limited to the following:
 - a. Name of the principal(s) of the firm.
 - b. Name, telephone number and email address of a representative of the firm authorized to discuss your proposal.
 - c. Address of all offices of the firm.
 - d. Number of partners and associates of the firm.
2. Identify any material litigation, administrative proceedings or investigations which i) currently name your firm as a party; ii) have been threatened against your firm; or iii) have been settled within the past two years and involved your firm as a party.
3. Describe any relationships that you have with other law firms regarding proposed co-counsel relationships and/or fee splitting arrangements.
4. Indicate the type and amount of professional liability insurance your firm carries. Offerors must have in full force and effect professional liability insurance with an insurance company rated at least "A-" in Best's Guide in an amount not less than \$5,000,000, which liability insurance shall include specific coverage for practice in the field applicable to this RFP.

B. Experience and Resources

1. Identify the principal, partners and associates of the firm that would be involved in providing legal services to Rhode Island Housing. Provide appropriate background information and identify responsibilities of each person in providing services to Rhode Island Housing. For each attorney name submitted, provide information regarding bar licensure.
2. Describe your firm and its capabilities; particularly your experience representing clients in multifamily rental development loan transactions. Support your capacity to perform the Scope of Work.
3. Provide three (3) client references for which you have provided legal services for MAP related transactions. Include name, agency and contact information for these references.
4. Indicate the approximate number of MAP closings that your firm completed during 2011, 2012 and 2013.

5. Describe the manner in which your firm manages loan closing document production, including a description of the respective roles of lawyers and paralegals, and the internal controls you have established.
6. Indicate your firm's experience with construction, environmental and zoning law issues.

C. Fee Structure

The cost of services is one of the factors that will be considered in awarding this contract. The information requested in this section is required to support the reasonableness of your fees.

1. Provide a proposed fee structure for the Scope of Work provided, including: the hourly rate for the partners and associates to be assigned to Rhode Island Housing activities (as applicable); the costs of various reimbursables and expenses; and any available fixed fee pricing alternatives. Please be as specific as possible. Rhode Island Housing is open to alternative and creative cost models and schedules. The proposed cost of services is an important, but not the determining factor, in the selections process.
2. Please describe how your firm can help Rhode Island Housing (i) reduce overall legal expenses and (ii) streamline and simplify its legal processes with respect to MAP closings.
3. Please note that pursuant to R.I.G.L. Section 37-2-70(b), all attorneys engaged by Rhode Island Housing must confirm that the compensation rate does not exceed the rate charged to the attorney's preferred public or private clients. Please affirm that your proposed rates comply with this provision.

D. Miscellaneous

1. Rhode Island Housing encourages the participation of persons of color, women, persons with disabilities and members of other federally and State-protected classes. Describe your firm's affirmative action program and activities. Include the number and percentage of members of federally and State-protected classes who are either principals or senior managers in your firm, the number and percentage of members of federally and State-protected classes in your firm who will work on Rhode Island Housing's transactions and, if applicable, a copy of your Minority- or Women-Owned Business Enterprise state certification.
2. Describe your firm's system for identifying and addressing conflicts among past, current and potential clients.
3. Identify any actual or potential conflicts with regard to representation of Rhode Island Housing. Include a listing of any matters in which you have represented other parties in litigation or transactional matters involving Rhode Island Housing, or have advanced positions on behalf of other clients in legislative or executive branch

lobbying that are or may be inconsistent with positions advanced by Rhode Island Housing.

4. Identify any conflicts that may arise as a result of business activities, associates and/or ventures by members and associates of your firm, or as a result of any individual's status as a member of the board of directors of any organization likely to interact with Rhode Island Housing. Describe how your firm will handle actual and/or potential conflicts of interest.
5. Discuss how your firm deals with professional ethics in connection with public entity engagements. How do you handle actual or potential ethical problems that arise in the marketing and execution of your public entity business? What process do you maintain so as to provide a consistent high standard of professional ethics?
6. Identify any publications and other information and resources of your firm that will be available to Rhode Island Housing.
7. Discuss any topics not covered in this Request for Proposals that you would like to bring to Rhode Island Housing's attention.

E. Certifications

1. Rhode Island Housing insists upon full compliance with Chapter 27 of Title 17 of the Rhode Island General Laws, Reporting of Political Contributions by State Vendors. This law requires State Vendors entering into contracts to provide services to an agency such as Rhode Island Housing, for the aggregate sum of \$5,000 or more, to file an affidavit with the State Board of Elections concerning reportable political contributions. The affidavit must state whether the State Vendor (and any related parties as defined in the law) has, within 24 months preceding the date of the contract, contributed an aggregate amount in excess of \$250 within a calendar year to any general officer, any candidate for general office, or any political party.
2. Does any Rhode Island "Major State Decision-maker," as defined below, or the spouse or dependent child of such person, hold (i) a ten percent (10%) or greater equity interest, or (ii) a Five Thousand Dollar (\$5,000) or greater cash interest in this business?

For purposes of this question, "Major State Decision-maker" means:

- (i) All general officers; and all executive or administrative head or heads of any state executive agency enumerated in § 42-6-1 as well as the executive or administrative head or heads of state quasi-public corporations, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel or chief of staff;

(ii) All members of the General Assembly and the executive or administrative head or heads of a state legislative agency, whether appointed or serving as an employee. The phrase “executive or administrative head or heads” shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel or chief of staff;

(iii) All members of the state judiciary and all state magistrates and the executive or administrative head or heads of a state judicial agency, whether appointed or serving as an employee. The phrase “executive or administrative head or heads” shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel, chief of staff or state court administrator.

If your answer is “Yes,” please identify the Major State Decision-maker, specify the nature of their ownership interest, and provide a copy of the annual financial disclosure required to be filed with the Rhode Island Ethics Commission pursuant to R.I.G.L. §§36-14-16, 17 and 18.

3. Please include a letter from your president, chairman or CEO certifying that (i) no member of your firm has made inquiries or contacts with respect to this Request for Proposals other than in an email or written communication to **Anne Berman**, aberman@rhodeislandhousing.org seeking clarification on the Scope of Work set forth in this proposal, from the date of this RFP through the date of your proposal, (ii) no member of your firm will make any such inquiry or contact until after February 28, 2015, (iii) all information in your proposal is true and correct to the best of her/his knowledge, (iv) no member of your firm gave anything of monetary value or promise of future employment to a Rhode Island Housing employee or Commissioner, or a relative of the same, based on any understanding that such person’s action or judgment will be influenced and (v) your firm is in full compliance with Chapter 27 of Title 17 of the Rhode Island General Laws, Reporting of Political Contributions by State Vendors.

EVALUATION AND SELECTION

A selection committee consisting of Rhode Island Housing employees (the “Committee”) will review all proposals and select one or more legal firms based on a number of factors, which shall include the following:

- The firm’s responsiveness to this RFP
- Experience and qualifications of both the firm and the staff to be assigned to the Scope of Work, as evidenced by formal training and education, past experience representing lenders in HUD-FHA MAP transactions, and appropriate professional licensing;

- Ability to provide the required services on a timely basis in light of the anticipated workload, and the availability of adequate personnel, equipment and facilities of the firm;
- Recommendations by references;
- Proposed fee structure;
- The firm's commitment to Rhode Island;
- Organization, size and structure of firm;
- The adequacy and effectiveness of the firm's affirmative action program;
- Other pertinent information submitted.

All answers, information and certifications requested in this RFP must be included with your submission. Omission of any information may cause the submission to be declined as non-responsive.

Rhode Island Housing may invite one or more finalists to make presentations.

In its sole discretion, Rhode Island Housing may negotiate with one or more firms who have submitted qualifications to submit more detailed proposals on specific projects as they arise.

By this Request for Proposals, Rhode Island Housing has not committed to undertake the work set forth. Rhode Island Housing reserves the right to reject any and all proposals, to re-bid the original or amended scope of services and to enter into negotiations with one or more respondents. Rhode Island Housing reserves the right to make those decisions after receipt of responses. Rhode Island Housing's decision on these matters is final.

For additional information, contact: Anne Berman, aberman@rhodeislandhousing.org.