



REQUEST FOR PROPOSALS LEGAL COUNSEL

Mortgage Servicing Solutions (“MSS”) is inviting all interested and qualified law firms to submit proposals to provide it with legal services in the State of Maine for the residential loan portfolio that it subservices on behalf of Maine State Housing Authority (“MSHA”). The legal services requests have been divided into two (2) distinct areas of representation. Qualified firms are encouraged to respond to one or all the practice areas as would be appropriate for the firm.

Instructions

1. Keep each proposal, excluding attachments, within a limit of 10 pages. Proposals must include all requested attachments. A brief executive letter should accompany each proposal.
2. Please identify which service(s) you are seeking to provide and respond only to the appropriate section in Part II set forth below. All respondents are asked to provide the information requested in Part I, General Firm Information, Items A through F.

Areas of Representation

- A. General Litigation Services
 - B. Mortgage Foreclosure, Replevin, Bankruptcy and Eviction
3. **Please be sure to include eight (8) copies of your proposal.** Mail or deliver them to Mortgage Servicing Solutions, 44 Washington Street, Providence, Rhode Island 02903, Attn: Cristen L. Raucci, Assistant Counsel, **by 5:00 p.m. on Monday, October 23, 2017.** In addition, please provide an electronic copy of your proposal in .PDF format to craucci@mtgservicingsolutions.com prior to close of business on October 23, 2017.
 4. Respondents are advised that all submissions (including those not selected) may be made available to the public on request upon completion of the process and award of a contract. Accordingly, any proprietary information included in the proposal that the respondent desires not to be disclosed should be clearly identified as such and segregated from the rest of the proposal.

Background

Founded in 2016 and headquartered in Providence, Rhode Island, MSS is a dba of Rhode Island Housing and Mortgage Finance Corporation and acts as the mortgage loan sub-servicer for Maine State Housing Authority.

Proposal Review and Selection Criteria

A committee comprised of MSS staff will review all proposals that meet the minimum requirements of this RFP. Proposals will be evaluated on a variety of factors, including:

- The firm's responsiveness to this RFP;
- Experience and qualifications of both the firm and the staff to be assigned to provide these services;
- 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;
- The firm's prior experience with MSS and/or Maine State Housing Authority;
- The geographic area(s) in which the firm is located and/or the firm's willingness and ability to provide services in a variety of geographic areas;
- The firm's experience in the specific area(s) in which it seeks to provide services;
- Involvement and accessibility of staff to be assigned to MSS work;
- Organization, size and structure of firm;
- Firm minority status and the adequacy and effectiveness of the firm's affirmative action program;
- Projected costs and proposed fee structure for services performed; and
- The firm's technological capabilities.

MSS may invite finalists to make a presentation to the selection committee. Following the presentations, if any, the committee will make recommendations to its Board of Commissioners, which will make the final decision on the engagement of counsel.

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

By this RFP, MSS has not committed itself to employ counsel for any or all of the matters described herein, nor does the suggested scope of services or term of agreement require that counsel be employed for any of those purposes. MSS reserves the right to make those decisions after receipt of responses. MSS reserves the right to reject any and all proposals, to rebid the original or amended scope of services and to enter into negotiations with one or more respondents. MSS' decision on these matters is final.

MSS reserves its right to terminate any relationship with outside counsel if it determines that such action is in its best interest.

PART I – ABOUT YOUR FIRM

A. General Firm Information

Provide a brief description of your firm, including but not limited to the following:

1. The firm’s practice area(s), office location(s), and state(s) in which your firm practices.
2. Number of partners, associates, paralegals, and other legal support staff.
3. Name, address, phone number, fax number and e-mail address of the firm’s contact person for purposes of this RFP.
4. MSS 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 employed by your firm, the number and percentage of members of federally and State-protected classes in your firm who will work on MSS transactions and, if applicable, a copy of your Minority- or Women-Owned Business Enterprise state certification.
5. Identify any material litigation, administrative proceedings or investigations which i) currently names 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.
6. Indicate the type and amount of professional liability insurance your firm carries, and provide documentation of your professional liability insurance coverage. Respondents 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 \$1,000,000.
7. If you intend to work with any other firm(s) in providing services to MSS, please also include the information requested in this Part I as to such firm(s). Please note that successful respondents may not subcontract or engage any other firms to provide services on behalf of MSS without first receiving MSS’ prior written approval.

B. Qualifications and Expertise

1. For each practice area to which you are responding, indicate which partners and associates would be involved in providing legal services to MSS. For each such individual, provide a statement of his/her relevant experience, list any professional licenses and registrations that he/she holds, and identify what his/her responsibilities would be in serving MSS.

2. Have any of the individuals listed in your response to Question 1 ever been disbarred, suspended, reprimanded, censured, admonished, or otherwise disciplined or disqualified as an attorney? If so, provide a full description of such action and provide copies of all related documents.

3. Have any charges or complaints been made or filed against any of the individuals listed in your response to Question 1 concerning his/her conduct as an attorney? If so, provide a full description of such charges or complaints, their resolution (if resolved), and copies of all related documents.

4. Provide three (3) references from clients for which your firm currently provides legal representation. Include in your response an address and telephone number at which the client may be contacted.

C. Staffing, Policies, and Resources

1. Describe your firm's plans to staff MSS matters, including the number and types of employees to work on such matters. Indicate the name of the attorney(s), paralegal(s), and other support staff to be assigned to MSS matters.

2. Describe relevant training, if any, which has been provided to the individuals listed in your response to Question 1.

3. Describe your firm's privacy and information security practices, including its document custody procedures. If your firm has any policies or procedures that govern these practices, provide copies of such policies and procedures with your response.

4. Describe the technology that your firm utilizes in both the representation of its clients and the management of the firm.

D. Fees and Costs

1. If you are responding to Part II, Section A ("Litigation Counsel"): Please describe your proposed fee structure, including: the hourly rate for the partners, associates, and paralegals to be assigned to MSS matters (as applicable) and the costs of various reimbursables and expenses. Where appropriate, indicate fixed fee pricing proposals. Please be as specific as possible. MSS 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 selection process.

2. If you are responding to Part II, Section B ("Mortgage Foreclosure, Replevin, Bankruptcy and Eviction"): Successful respondents will be expected to adhere to the fee structure and reimbursables set forth in Attachment A to this RFP. For those matters or expenses not addressed in Attachment A, please describe your proposed fee structure, including the hourly

rate for the partners, associates, and paralegals to be assigned to MSS matters (as applicable) and the costs of expenses not addressed in Attachment A (if any). Where appropriate, indicate fixed fee pricing proposals. Please be as specific in your response as possible.

3. For each practice area to which you are responding: describe how your firm can help MSS: (i) reduce overall legal expenses and (ii) streamline and simplify its legal processes.

4. Pursuant to R.I. Gen. Laws §37-2-70(b), all attorneys engaged by MSS 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.

E. Miscellaneous

1. Describe your firm's system for identifying conflicts of interest among past, current, and potential clients.

2. Identify any actual or potential conflicts of interest with regard to representation of MSS generally and as subservicer of MSHA's single family loan portfolio. Include a listing of any matters in which you have represented other parties in litigation or transactional matters involving MSS/MSHA, 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 MSS/MSHA.

3. 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 MSS. Describe how your firm will handle actual and/or potential conflicts of interest.

4. 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 processes do you maintain so as to provide a consistent high standard of professional ethics?

5. Identify any publications and other information and resources of your firm that will be available to MSS.

6. Discuss any topics not covered in this Request for Proposals that you would like to bring to the attention of the MSS.

F. Certifications

1. MSS 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 any state vendor that enters into a contract to provide services to an agency such as MSS, 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 twenty-four (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 or greater equity interest, or (ii) a Five Thousand Dollar or greater cash interest in your firm?

If your answer is "Yes," please (i) identify the Major State Decision-maker, (or their spouse or dependent child, as applicable), (ii) specify the nature of their ownership interest, and (iii) provide a copy of the most recent annual financial disclosure required to be filed with the Rhode Island Ethics Commission pursuant to R.I. Gen. Laws §§36-14-16, 17 and 18.

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.

3. Please include a letter from your Chief Executive Officer or firm Managing Partner certifying that (i) no member of your firm has made inquiries or contacts with respect to this RFP other than in an e-mail or written communication to Cristen L. Raucci, Assistant Counsel, seeking clarification on the Practice Areas set forth in this RFP, 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 October 23, 2017, (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 any MSS employee or Commissioner, or a relative of the

same, based on any understanding that such person's action or judgment will be influenced, (iv) the firm is in full compliance with Chapter 27 of Title 17 of the Rhode Island General Laws, Reporting of Political Contributions by State Vendors, and (v) the firm is in full compliance with Chapter 139 of Title 42 of the Rhode Island General Law, Executive Branch and Public Corporation Lobbying.

4. In the course of providing services to MSS, successful respondents may receive certain personal information specific to MSS customers including, without limitation, customer names and addresses, telephone numbers, e-mail addresses, dates of birth, loan numbers, account numbers, social security numbers, driver's license or identification card numbers, employment and income information, photographic likenesses, tax returns, or other personal or financial information (hereinafter collectively referred to as the "Personal Information"). The maintenance of the Personal Information in strict confidence and the confinement of its use to MSS are of vital importance to MSS. Please include a letter from your Chief Executive Officer or firm Managing Partner that, in the event your firm is selected:

(i) any Personal Information disclosed to your firm by MSS or which your firm acquires as a result of its services hereunder will be regarded by your firm as confidential, and shall not be copied or disclosed to any third party, unless MSS has given its prior written consent thereto;

(ii) your firm agrees to take all reasonable measures to (a) ensure the security and confidentiality of the Personal Information, (b) protect the Personal Information against any anticipated threats or hazards to its security or integrity, and (c) maintain reasonable security procedures and practices appropriate to your firm's size, the nature of the Personal Information, and the purpose for which the Personal Information was collected in order to protect the Personal Information from unauthorized access, use, modification, destruction or disclosure; and

(iii) when discarding the Personal Information, your firm's employees or vendors will destroy it in a commercially reasonable manner such that no unauthorized third party can view or recreate the information, electronically or otherwise.

These requirements will be incorporated into the final contract with the selected respondent(s).

PART II – PRACTICE AREAS

MSS seeks to engage one or more firms for each of the practice areas listed below. You may propose to provide services for as many practice areas as you choose; however, please provide all information requested for each practice area for which you seek to be considered.

A. LITIGATION COUNSEL

1. Describe how your firm manages litigation. Include in your response the number of attorneys and number of other professionals (i.e. paralegals, etc.) in the litigation department.

Indicate how your firm could help MSS control litigation expenses.

3. For the past two (2) years, provide a breakdown of the number of cases in which your firm has represented plaintiffs and the number of cases in which your firm has represented defendants.

Describe the nature and extent of your experience representing mortgage loan servicers in litigation in the past three (3) years.

5. Indicate the number of litigation cases handled by your firm in the State of Maine over the past two (2) years. Include in your response the number of those cases in which you represented mortgage loan servicers and the applicable cause(s) of action.

6. Describe any significant cases that your firm has litigated in the State of Maine, including the outcome of the litigation. Include any appellate matters that you have handled over the past two (2) years.

7. Provide three (3) personal references from your mortgage servicing/financial services clients including names, addresses and telephone numbers.

B. MORTGAGE FORECLOSURE, REPLEVIN, BANKRUPTCY, AND EVICTION

1. Describe your experience with representing mortgage loan servicers specifically in the areas of foreclosure, replevin, bankruptcy and evictions. Provide the below information for at least two (2) clients for which you provide foreclosure services and at least two (2) clients for which you provide bankruptcy representation. Your response must be in the format provided below.

- Name of client, including contact name, address, and telephone number
- Number of years serving this client
- Name(s) of partners and associates in charge of this client relationship
- Number of foreclosures handled for this client in 2016 and 2017
- Number of replevin actions handled for this client in 2016 and 2017
- Number of bankruptcy matters handled for this client in 2016 and 2017

- Number of eviction actions handled for this client in 2016 and 2017
 - Related services provided on behalf of the client, if any
2. MSS' servicing portfolio in the State of Maine presently consists of Federal Housing Administration ("FHA"), United States Department of Agriculture-Rural Development ("USDA-RD"), Veterans Affairs ("VA") and bonded loans. Indicate your firm's familiarity with FHA, USDA-RD, and VA guidelines and your experience with handling these matters on behalf of your mortgage servicer clients.
3. Has your firm handled Federal National Mortgage Association ("Fannie Mae") or Federal Home Loan Corporation ("Freddie Mac") foreclosure, replevin, bankruptcy, and eviction matters? Describe your familiarity with Fannie Mae and Freddie Mac guidelines and requirements.
4. Describe your firm's experience in handling bankruptcy matters. What is the estimated portion of your practice that is dedicated to the representation of mortgage loan servicers in bankruptcy matters? What types of bankruptcy matters have you handled on behalf of mortgage loan servicers? Describe any significant cases in which you have represented mortgage loan servicers, including the outcome of such cases.
5. Indicate how your firm could assist MSS in streamlining and simplifying its foreclosure, eviction, replevin, and bankruptcy processes.
6. Does your firm retain any outside vendors to handle foreclosure, replevin, eviction, or bankruptcy-related services on its behalf? If so, please provide:
- Name, address, and telephone number for the vendor;
 - Service(s) to be performed by the vendor; and
 - Whether services will be charged by the vendor pursuant to a flat rate billing arrangement, or on an hourly basis. Include copies of any fee schedules or agreements, and list all associated costs.
7. The invoices submitted by successful respondents for the term of their engagement will be required to strictly adhere to the requirements set forth on Attachment B. Please confirm that your firm can comply with the requirements set forth therein.
8. Successful respondents will be responsible for submitting monthly reporting to MSS in an Excel spreadsheet format which will be provided by MSS. The spreadsheet must be completed by the firm and returned by e-mail to MSS no later than the tenth (10th) day of each month for the term of their engagement. Please confirm that your firm can timely comply with this requirement.
9. Describe your firm's process flow for foreclosure, bankruptcy, eviction, and replevin actions. Include in your response the applicable turnaround times at various milestones in these matters.

ATTACHMENT A**I. Foreclosure attorney fees:**

\$2,000- fee for completion of an uncontested foreclosure. This amount includes, but may not be limited to, the following:

- As requested, preparation and service of Notice of Right to Cure;
- Corresponding with MSS on a matter;
- Preparing a title search;
- Filing and serving a Complaint;
- Preparing, filing, and obtaining a Motion for Summary Judgment;
- As and where applicable, the dismissal of a foreclosure action;
- Obtaining a Writ of Possession upon completion of the Redemption Period on all loan, except for VA –insured loans;
- Coordinating and closing the foreclosure sale;
- Submitting the report of sale to court and other measures as required by Maine law;
- If MSHA is the high bidder at the foreclosure sale, transmittal of the unrecorded, signed Specimen Deed to MSS within forty-eight (48) hours of the sale date;
- For FHA-insured loans, completion of the conveyance deed to the Secretary of Housing and Urban Development; and
- As requested, coordinating a foreclosure with an auctioneer.

\$700 – fee for participation in foreclosure mediation process

\$700 – fee for participation in foreclosure trial

Under the following circumstances, the firm may file a Request for Additional Expense, if they will exceed the \$2,000 limit. The request must be submitted in writing and be approved in advance.

- Serving either the debtor or party-in-interest by publication;
- Contested foreclosures

The \$2,000 fee shall be broken down and paid to the attorney as follows:

File Stage	File Completion %	Allowable Attorney Fee
After Referral	30%	\$600
After Complaint Filing	50%	\$400
After Service of Complaint	70%	\$400
After Judgment Entered	90%	\$400
After Foreclosure Sale	100%	\$200

II. Bankruptcy attorney fees:

\$500 - allowance for completion of an uncontested Relief from Stay.

\$500 - additional dollars only if the Relief from Stay was contested, an additional hearing was scheduled and a drop order was executed.

\$150 - allowance for completion of a Reaffirmation.

\$125 - allowance for completion of a Proof of Claim filing.

\$250 – allowance for a subsequent filing.

III. Attorney fees (other):

\$700 – allowance for completion of a Forcible Entry and Detainer (FED)

\$350 - allowance for completion of a Deed-in-Lieu of Foreclosure and **\$75** - for each additional Title Update.

\$100 - to obtain and record a Writ of Execution.

\$500 - to obtain an Eviction, if tenant occupied.

IV. Costs and expenses:

Advertising costs will be reimbursed dollar for dollar at their actual cost if the sale is conducted by an attorney.

Taxes, sewer fees, recording costs, UCC searches, and filing fees will be reimbursed at their actual cost, dollar for dollar.

Title update: **\$300** - for initial update; **\$100** - for additional updates

Title Policy: Reimburse at 3rd party expense. The cost would be approved only on FHA and VA insured loans.

PACER Documents: **\$3** - maximum for the retrieval of PACER documents.

Non-Recoverable Costs. Reimbursement will not be made for the following costs: telephone calls, photocopies, postage and overnight mail, document preparation, mileage, tolls, parking fees, assignment recording, technology, and administrative/overhead costs.

ATTACHMENT B

- All invoices must be sent to MSS electronically to an e-mail address to be specified by MSS.
- All invoices must include the following information:
 - a. Mortgagor name(s);
 - b. Account number;
 - c. The name, date, hours, billing rate and detailed time entries for each timekeeper;
 - d. The billing period covered by the invoice;
 - e. Detailed lists of all waived charges; and
 - f. A summary table including time, billing rate(s), fees waived, and total fees by timekeeper.
- A copy of the approval for any Request for Additional Expense must be submitted along with the invoice.