

REQUEST FOR ACTION BY BOARD OF COMMISSIONERS

Approval of Engagement of Public Finance Counsel

I. Summary of Request for Action

This Request for Action seeks authorization for Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) to engage issuer’s and bond counsel to provide legal services in support of RIHousing’s mortgage revenue bond programs.

Under its enabling legislation, RIHousing is empowered to provide financing to assist persons and families of low- and moderate-income obtain affordable housing, including through the issuance of taxable and tax-exempt debt to finance loans to homebuyers and developers, operation of a mortgage credit certificate program, participation in Section 8 and tax credit programs, and engagement in other types of financing activities. RIHousing seeks to engage one or more qualified law firms to provide specialized tax and public finance counsel services related to the issuance of taxable and tax-exempt debt in support of the corporation’s single-family and multi-family mortgage revenue bond programs.

In Spring 2024 RIHousing issued a Request for Proposals (“RFP”) seeking responses from qualified law firms to provide it with the aforementioned services. The RFP was posted on RIHousing’s website, and the website maintained by the State of Rhode Island Department of Administration, Division of Purchases. Five (5) law firms submitted proposals in response to the RFP.

A selection committee comprised of RIHousing staff (the “Selection Committee”) reviewed and evaluated the written proposals in accordance with the criteria set forth in the RFP. The selection committee applied a weighted average scoring model for evaluating and comparing the responses. Factors considered included the law firm’s experience, capacity to undertake the work, fee structure, performance working with other housing finance agencies, and commitment to diversity.

Based upon consideration of the written proposals and interviews, the Selection Committee recommends that: (i) the law firm of Locke Lord LLP (“Locke Lord”) be engaged as issuer’s counsel, (ii) the law firm of Kutak Rock LLP (“Kutak”) be engaged as primary bond counsel for single-family mortgage revenue bond transactions, and (iii) the law firm of Hawkins, Delafield & Wood LLP (“Hawkins”) be engaged as primary bond counsel for multi-family mortgage revenue bond transactions, each for an initial three-year term, renewable at RIHousing’s option for up to two additional one-year terms.

Locke Lord is a full-service law firm with a global reach and 20 offices designed to meet clients’ needs in the United States and around the world. Locke Lord focuses on providing the highest levels of commitment, quality, and service to clients across five key sectors: Energy and Infrastructure; Finance and Financial Services; Insurance and Reinsurance; Pharmaceutical; and Private Equity. Locke Lord provides national and global client services across a full range of practices and industries. Founded in 1894, the firm has deep roots in the Rhode Island legal community, with attorneys as leaders in the community at many levels. Locke Lord has served as RIHousing’s issuer’s counsel since 2018. Locke Lord is expected to become Troutman

Pepper Locke on January 1, 2025 following a merger with another national law firm.

Kutak Rock LLP is a national law firm that specializes in state and local government financing. The firm has been listed among the most active bond counsel firms in the nation, including ranking first in the nation for bond counsel in 2023 (based on several deals). The Firm is dedicated to seeking out innovative approaches in the tax and bond structuring arenas in order to achieve the financing goals of their clients. The firm has often participated in transactions selected by Institutional Investor and The Bond Buyer as their “Deals of the Year.” Kutak Rock has served as bond counsel to RIHousing for its single-family transactions since 1998 and, previously engaged as underwriter’s counsel between 1994 and 1998. Additionally, the Firm has continued to serve as underwriter’s counsel on multifamily transactions, totaling more than 180 financings.

Hawkins, Delafield & Wood LLP is a limited liability partnership that was founded in 1854 and has rendered opinions with respect to municipal bond matters for over 145 years, making Hawkins the oldest nationally recognized Bond Counsel firm in the country. With over 70 attorneys, more than 85% of which devote their time primarily to public finance, we have the largest public finance practice in the nation. The firm’s attorneys also hold expertise and experience in securities law, tax law, banking law, and real estate law complementing the firm’s public finance concentration. Hawkins has provided public finance legal services to RIHousing for over 40 years.

2. Recommendation

The Selection Committee recommends that the Board of Commissioners adopt the attached resolution authorizing these engagements.

3. Attachments

- A. Resolution
- B. Public Finance Counsel Scoring and Analysis Chart

Attachment A

Resolution of the Board of Commissioners of Rhode Island Housing Mortgage and Finance Corporation

Whereas: Rhode Island Housing and Mortgage Finance Corporation's ("RIHousing") enabling act provides it with all of the power to make and execute contracts for the exercise of the powers and functions provided to it under the act (R.I. Gen. Laws §42-55-5(6)); and

Whereas: RIHousing seeks to engage public finance counsel to provide legal services in support of RIHousing's mortgage revenue bond programs; and

Whereas: in keeping with its established procurement policies, RIHousing issued a Request for Proposals ("RFP") for firms to provide these services; and

Whereas: having evaluated all applications based on the published scoring criteria, the selection committee has determined that Kutak Rock LLP, Hawkins, Delafield & Wood LLP, and Locke Lord LLP have the requisite expertise and experience to serve as single-family bond counsel, multifamily bond counsel, and issuer's counsel respectively; and

Whereas: RIHousing seeks to engage Kutak Rock LLP, Hawkins and Delafield & Wood LLP, and Locke Lord LLP for such areas of practice.

NOW THEREFORE, IT IS HEREBY:

Resolved: that RIHousing be and hereby is authorized to engage the law firm of Kutak Rock LLP as primary bond counsel for single-family bond financings, and such other related matters as staff deems advisable or necessary.

Resolved: that RIHousing be and hereby is authorized to engage the law firm of Hawkins Delafield & Wood LLP as primary bond counsel for multi-family bond financings, and such other related matters as staff deems advisable or necessary.

Resolved: that RIHousing be and hereby is authorized to engage the law firm of Locke Lord LLP as issuer's counsel and such other related matters as staff deems advisable or necessary; and that such engagement may be assigned to Troutman Pepper Locke or other successor to the firm upon approval by the Executive Director.

Resolved: that the Executive Director, Deputy Executive Director and the General Counsel, each acting singly, be, and hereby are, authorized and empowered to take any and all actions necessary or desirable to carry out the foregoing resolutions, including without limitation the authority to negotiate terms and fees of the engagements as he or she may determine are in the best interests of RIHousing, to approve any assignments pursuant to law firm mergers or reorganizations as the case may be, and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing.