

**Request for Action
By
Board of Commissioners**

**Approval of Engagement of Outside Legal Counsel
(Multiple Areas – Corporate and Litigation)**

1. Summary of Request for Action

This Request for Action (“RFA”) seeks authorization by the Board of Commissioners of Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) to establish a roster and engage outside legal counsel for corporate legal and litigation services.

2. Discussion

Under its enabling act (R.I. Gen. Laws §42-55-2), RIHousing was created to address the housing needs of low- to moderate-income Rhode Islanders by encouraging the investment of private capital to stimulate the construction, rehabilitation, operation, retention, and maintenance of residential housing through the use of public financing, providing construction and mortgage loans to eligible homebuyers, and making provision for the purchase of mortgage loans. In order to accomplish these goals, RIHousing periodically engages a roster of outside legal counsel to provide legal services categorized according to the diverse legal needs of the corporation.

In Spring 2024, RIHousing issued a Request for Proposals (“RFP”) seeking qualified firms to provide legal services in some or all of the following areas of representation:

- Corporate and Corporate Governance (e.g. General Counsel)
- General Litigation
- Labor and Employment
- Bankruptcy/Creditor’s Rights, Foreclosure, and Evictions
- Mortgage Banking and Finance (e.g., origination, acquisition, and servicing)
- Tax Lien Foreclosure

Notice of the RFP was posted on the RIHousing website and the Division of Purchases website. In addition, the RFP was sent by email to multiple attorneys and law firms, both locally and nationally, who have expressed an interest in providing legal services to RIHousing.

In response to the RFP, RIHousing received proposals from nine (9) firms of varying size, geographic coverage, and experience, with some applying for several areas of representation. 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, which scoring chart is attached hereto as Attachment C. 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.

The maximum raw score allowable under the employed model was 1 point, and the maximum weighted score was 5 points. For each area of representation, the Selection Committees ranked firms based on the weighted score and determined the number of firms appropriate for engagement based on the business needs of the corporation.

The Selection Committee recommends establishing a roster and engaging the firms set forth in Attachment B (some firms appear under more than one area of representation). The selected firms will be placed on the RIHousing outside legal counsel roster and be engaged for a term of three (3) years with an option to extend for an additional two (2) year term if determined to be in the best interests of the corporation. The roster is not meant to replace, supplement, or supersede any existing engagement of law firms who provide RIHousing with public finance counsel, real estate legal services, legal services in the State of Maine, or other specialized representation. This roster will supersede legal engagements entered in 2019 for substantially similar corporate and litigation services.

3. Recommendation

The Selection Committee recommends that the Board of Commissioners approve the attached resolution authorizing RIHousing to establish a roster and engage outside legal counsel.

4. Attachments

- A. Resolution
- B. 2024 Outside Legal Counsel Roster (Corporate and Litigation)
- C. Scoresheet

Attachment A

Resolution of the Board of Commissioners of RIHousing and Mortgage Finance Corporation

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

Whereas: RIHousing has determined that it is in the best interest of the corporation to establish a roster of outside legal counsel, from which it will engage firms on an as-needed basis to provide various corporate legal and litigation services in the State of Rhode Island; and

Whereas: RIHousing has budgeted sufficient funding in its annual budget for these services; and

Whereas: RIHousing issued a Request for Proposals ("RFP") for qualified firms to provide legal services categorized according to the legal needs of the corporation, namely, Corporate and Corporate Governance (e.g. General Counsel), General Litigation, Labor and Employment, Bankruptcy/Creditor's Rights, Foreclosure, and Evictions, Mortgage Banking and Finance (e.g. origination, acquisition, and servicing), and Tax Lien Foreclosure; and

Whereas: A selection committee (the "Selection Committee") comprised of RIHousing staff reviewed the proposals and scored them according to the criteria set forth in the RFP; and

Whereas: The Selection Committee has determined that the firms proposed to be engaged to provide these services have the appropriate experience and capacity to undertake the work;

NOW, THEREFORE, IT IS HEREBY:

Resolved: that RIHousing be, and hereby is authorized, to establish a roster of outside legal counsel, and to engage those firms as set forth at Attachment B for legal services in accordance with the RFP and the proposals submitted in response thereto; and;

Resolved: that such engagements shall be for a three-year term, subject to renewal for an additional two years, for an acceptable rate of compensation as outlined in the Firms' individual responses to the RFP;

Resolved: that the 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 the 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, to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing, and to take such further actions as he or she deems necessary to carry out the foregoing resolutions.

Attachment B

Outside Legal Counsel Roster Corporate and Litigation

Corporate and Corporate Governance (e.g. General Counsel)

Nixon Peabody LLP

General Litigation

Adler Pollock & Sheehan PC

Locke Lord LLP*

Nixon Peabody, LLP

Roberts Carroll Feldstein & Peirce

Labor and Employment

Little Mendelson PC

Nixon Peabody, LLP

Bankruptcy/Creditor's Rights, Foreclosure, and Evictions

Hinshaw & Culbertson LLP

Lonardo Forte & Trudeau, LLP

Roberts Carroll Feldstein & Peirce

Mortgage Banking and Finance (e.g. origination, acquisition, and servicing)

Locke Lord LLP*

Roberts Carroll Feldstein & Peirce

Tax Lien Foreclosure

Lonardo Forte & Trudeau, LLP

*Locke Lord LLP will become Troutman Pepper Locke on January 1, 2025.

Attachment C

**Scoresheet
(see attached)**