



## **REQUEST FOR PROPOSALS**

### **Public Finance Legal Services**

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**Posting Date:** March 18, 2024

**Response Submission Deadline:** 3:00 EST p.m. on April 26, 2024.

#### **NOTE TO RESPONDENTS:**

Please be advised that **all** submissions (including those not selected for engagement) may be made available to the public on request pursuant to the Rhode Island Access to Public Records Act, Chapter 2 of Title 38 of the Rhode Island General Laws (the “APRA”) upon award of a contract(s). As a result, respondents are advised not to include information that they deem proprietary or confidential or that constitutes a trade secret.

#### **INTRODUCTION**

Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is a privately funded public purpose corporation and instrumentality of the State of Rhode Island (the “State”) exercising public and essential governmental functions, which has a distinct legal existence from the State, and has such purposes and powers as are set forth in Chapter 55 of Title 42 of the Rhode Island General Laws of 1956, as amended (the “Enabling Act”). RIHousing was created to address the housing needs of low- and moderate-income Rhode Islanders by encouraging the investment of private capital to stimulate the construction and rehabilitation of housing, providing construction and mortgage loans to eligible homebuyers, and making provisions for the purchase of mortgage loans through the use of public funds.

Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) is a public corporation and instrumentality of the State of Rhode Island, organized pursuant to chapter 55 of title 42 of the Rhode Island General Laws. 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 bond counsel services related to the issuance of taxable and tax-exempt debt in support of the agency’s single-family and multi-family mortgage revenue bond programs. RIHousing is inviting all interested and qualified firms to apply to provide legal services as Bond Counsel or Issuer’s Counsel in support of RIHousing’s mortgage revenue bond programs. The selected firm or firms shall be engaged for a period ending on November 30, 2027.

#### **INSTRUCTIONS**



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Proposals must be submitted via email to: Liliana Alves at lalves@rihousing.com no later than the response submission deadline set forth above.

Proposals that are not received by the response submission deadline or that do not adhere to the submission instructions described herein shall not be accepted or considered by RIHousing.

Proposals should indicate which area(s) of representation for which the Firm is applying. Proposals should be concise and adhere to the word count applicable to each section of this Request for Proposals (“RFP”). Proposals should be presented on business letterhead and include all attachments, certifications (including the Submissions Certification at Attachment A), and work samples (as applicable). Please note that failure to provide any information, certification, or document requested in this RFP may cause your submission not to be reviewed or considered by RIHousing.

RIHousing may invite one or more finalists to make presentations, including demonstrations of requested products, if applicable.

Updates, amendments and Q&As related to this Request for Proposals may be posted from time to time at: [RFPs & RFQs | RIHousing](#).

**SCOPE OF WORK**

Please see the Scope of Work as provided on Attachment B.

**ITEMS TO BE INCLUDED WITH YOUR PROPOSAL**

**Section A: General Firm Information (Total word limit: 500 words)**

**SUBMISSION CHECK LIST**

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, business telephone number and business email address of a representative of the firm authorized to discuss your proposal.
  - c. Locations of all offices of the firm.
  - d. Number of employees of the firm. Please specify number of partners and associates in your firm’s housing practice area.

**RIHousing requests that the contact information provided in response to this subsection (1) be strictly limited to business addresses, telephone numbers, and**



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email addresses to protect any personal information from being made available to the public pursuant to APRA.

- 2. Describe any relationships that you have with other law firms regarding proposed co-counsel relationships and/or fee splitting arrangements.
- 3. 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 (2) years and involved your firm as a party.
- 4. Provide current information regarding the carrier, type and amount of professional liability insurance your firm carries. Selected firms will be asked to provide RIHousing with their professional liability insurance certificate prior to engagement. The following coverage is required:
  - a. The firm 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 in which you propose to respond.

**Section B: Experience and Resources (Total word limit: 4500 words)**

- 1. Describe your firm and its capabilities. In particular, support your capacity to perform the Scope of Work with reference to your firm’s housing finance agency experience, whether as bond counsel, issuer’s counsel, or underwriter’s counsel, for the past two years. Please include the following information for each housing finance agency client:
  - a. Name of client;
  - b. Firm’s role (bond counsel, issuer’s counsel, or underwriter’s counsel);
  - c. Number of years serving client;
  - d. Name(s) of partners responsible for client;
  - e. Number of bond issues in 2022 and 2023 for this client; and
  - f. Whether your firm was re-hired/not re-hired by this client in the past two years
- 2. With respect to your firm’s experience and capacity to handle the Scope of Work, please provide:
  - a. Your firm’s experience in obtaining clarification of the Internal Revenue Code and IRS regulations;



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- b. Your firm’s recent experience in obtaining IRS rulings;
- c. Your firm’s participation in drafting federal legislation or providing consulting services to the IRS;
- d. Examples of any Bond Issuance Opinions written in the past 2 years for any Rhode Island governmental agency. To the extent necessary, in order to preserve attorney-client confidentiality, the Firm is allowed to redact or otherwise edit confidential or privileged client information responsive to this request.
- e. Your firm’s ability to monitor and advise RIHousing on federal legislation that may impact agency operations;
- f. Your firm’s participation/membership in legal, affordable housing or mortgage financing associations;
- g. Your firm’s method of communicating changes in tax law and affordable housing law to your clients;
- h. Your firm’s suggestions to help RIHousing reduce the costs of issuing bonds;
- i. Your firm’s suggestions for trainings that your firm would be available to provide or otherwise facilitate for RIHousing’s Finance and/or Legal staff to develop agency expertise and effectiveness;
- j. A description of your firm’s use of technology as it may contribute to limiting costs of bond issuance; and
- k. Your firm’s approach to professional ethics in connection with public finance engagements. How does your firm handle actual or potential ethical problems that arise in the marketing and execution of your public finance business, including conflicts of interest? What process does your firm maintain to provide a consistently high standard of professional ethics?



- 3. Please provide a brief description of services or contributions your firm has provided to the people or State of Rhode Island in the past two years, including counsel relationships with State of Rhode Island departments, agencies, quasi-public entities, or public corporations.



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- 4. RIHousing is committed to fostering diversity in the workplace as part of our mission. Please provide any resources, procedures, and/or policies in place at your firm to support diversity equity and inclusion initiatives.
  
- 5. If your firm is a State-certified minority-owned business enterprise (“MBE”) or women-owned business enterprise (“WBE”), please provide documentation evidencing registration. For firms that are not certified but applied for certification, please provide evidence of filing, including filing date.
  
- 6. Provide the details of any claim covered by your Errors and Omissions insurance policy with respect to your firm by your firm in its capacity as bond counsel in the last three (3) years, and how these claims were resolved.
  
- 7. Indicate which principals and associates from your firm would be involved in providing services to RIHousing. Provide appropriate background information for each such person (including any relevant books, publications, or professional presentations) and identify his or her responsibilities.
  
- 8. Provide three (3) references from representative clients, preferably housing finance agency clients, including a description of the type of work performed for said client and the name, address and telephone number of a contact person at the client who can evaluate the firm’s work. Your inclusion of this information will constitute permission for RIHousing to contact the references provided as it determines necessary.
  
- 9. Indicate whether your firm has any knowledge of any active investigations or criminal proceedings by the Securities and Exchange Commission or any other state or federal agency with regard to your public finance department members or practices. If so, please provide a brief description of such investigation and the name and phone number of a person from whom RIHousing may obtain more information.

**Section C: Fee Structure (Total word limit: 500 words)**

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. Although proposed fees will be taken into account, RIHousing reserves the right to negotiate a lower or different fee structure with any firm selected or decline to engage a firm if no agreement with respect to fees can be reached.



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- 1. Please provide a cost proposal for providing the Scope of Work at Attachment B. RIHousing is interested in considering proposals based on an hourly rate structure and a “per-transaction” structure. So that we can evaluate these options, please specify the proposed hourly rate for the partners and associates to be assigned to RIHousing, as well as your proposed “per transaction” rate structure. If you propose different “per transaction” rates for different types of transactions (e.g., new indenture, existing indenture, new money transaction, refunding issue, multi-family issue) please be as specific as possible for each type of transaction
- 2. Please provide an estimate of your firm’s fees and expenses under an hourly rate structure and a “per transaction” structure for each of the following types of transactions: a \$100,000,000 single family new money issue, a \$150,000,000 single family new money issue, a \$50,000,000 single-family note issue, a \$25,000,000 multi-family issue and a \$50,000,000 multi-family issue.
- 3. Provide an itemized breakdown of billing rates and hourly costs, list of key personnel and their hourly rates, reimbursable expenses, etc. for any services that may be requested in addition to the services previously described.
- 4. Where appropriate, please provide an alternative fee structure or proposal such as a fixed or flat fee pricing. Please be as specific as possible. RIHousing is open to alternative and creative cost models and schedules.
- 5. Indicate whether your firm has discounted rates for quasi-governmental entities. Pursuant to R.I.G.L. Section 37-2-70(b), firms engaged by RIHousing must certify that the rate of compensation does not exceed the rate of compensation charged to the firm’s preferred public or private clients.
- 6. Please provide any other fee information applicable to the engagement that has not been previously covered that you wish to bring to the attention of RIHousing

**Section D: Technology, Data Security and Consumer Information Protocols**

- 1. Have you had a data breach within the past three (3) years? If yes, please provide a narrative describing the occurrence.
- 2. Describe your firm’s information security systems and the steps that your firm takes to safeguard client communication, confidential information, and client data. Include in your response whether your firm performs penetration testing, your firm’s encryption methods, and whether client data is stored onshore or offshore.



**Section E: Miscellaneous**

- 1. Describe in detail your firm’s process for identifying, disclosing and resolving or waiving any conflicts of interest among past, current and potential clients. RIHousing reserves the right to remove a firm from its list if it becomes apparent that the firm has not adhered to its conflict policy when handling RIHousing matters.
- 2. Identify any conflicts that may arise as a result of business activities, associates and/or ventures by partners, counsel or 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 RIHousing. Describe how your firm will handle actual and/or potential conflicts of interest.

**Section F. Certifications**

All applicants must respond to and provide documentation as outlined in the Request for Proposals Submission Certifications at Attachment A.

**EVALUATION AND SELECTION**

A selection committee consisting of RIHousing employees and invitees will review all proposals that meet the requirements set forth in the “Instructions” section of this RFP and make a selection based on the following factors:

- Firm’s responsiveness to the RFP (e.g. organization, completeness, clarity and quality of proposal);
- Professional capacity and experience to undertake the Scope of Services;
- Demonstrated commitment of time and resources and availability of staff;
- Organization, size and structure of the firm;
- The firm’s experience during the past two (2) years as bond, issuers, or underwriter’s counsel on various housing and mortgage revenue bond financing;
- Proposed fee structure and willingness to work with RIHousing to minimize costs;



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- Previous work experience and performance with RIHousing and/or similar organizations;
- Conflicts or potential conflicts;
- Firm's technological capabilities; information security and privacy practices;
- Recommendations by references;
- Diversity (e.g. firm's minority, MBE or WBE status) and commitment to equal opportunity programs and activities;
- Location/geographic area of practice; and
- Other pertinent information submitted.

By this RFP, RIHousing has not committed itself to undertake the work set forth herein. RIHousing 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. RIHousing reserves the right to make those decisions after its receipt of responses. RIHousing's decision on these matters is final.

**For additional information contact:** Liliana Alves at [lalves@rihousing.com](mailto:lalves@rihousing.com)





**Attachment A**

**Requests for Proposals Submission Certifications**

Please respond to **all** items below and include it in your response to this RFP. Be sure to include any additional information in the space provided or as an attachment as needed. Please ensure that any attachments refer to the appropriate item by name (i.e., “Conflict of Interest,” “Major State Decision Maker,” etc.)

**Total word limit for Sections A and B: 500 words**

**Section A: Certifications**

1. RIHousing 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 RIHousing, 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. **Please acknowledge your understanding below.**

I have read and understand the requirements of Chapter 27 of Title 17 of the Rhode Island General Laws, Reporting of Political Contributions by State Vendors.

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 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;



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- (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.

**Please indicate your response below.**

Yes

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.

No

- 3. In the course of providing goods or services to RIHousing, the selected respondent may receive certain personal information specific to RIHousing customer(s) including, without limitation, customer names and addresses, telephone numbers, email 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 RIHousing are of vital importance to RIHousing.

**Please certify below that in the event your firm is selected:**

(i) any Personal Information disclosed to your firm by RIHousing 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 RIHousing has given its prior written consent thereto; and

(ii) your firm agrees to take all reasonable measures to (a) ensure the security and confidentiality of the Personal Information, (b) protect against any anticipated threats or hazards to the security or integrity of the Personal Information, 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, destroying it in a commercially reasonable manner such that no third party can view or recreate the information, electronically or otherwise.



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These provisions, which implement the requirements of the Rhode Island Identity Theft Protection Act, R.I.G.L. § 11-49.2 et seq., will also be incorporated into the final contract with the selected respondent(s). In addition, if selected, your firm may be requested to provide a copy of its information security plan.

I certify that in the event our firm is selected, we will comply with the Personal Information and Security guidelines noted above.

4. Your firm’s president, chairman or CEO must certify below that (i) no member of your firm has made inquiries or contacts with respect to this RFP other than in an email or written communication to Liliana Alves at lalves@rihousing.com 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 April 26, 2024, (iii) all information in the proposal is true and correct to the best of your knowledge, (iv) no member of your firm gave anything of monetary value or promise of future employment to a RIHousing 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.

I certify that no member of our firm has made or will make any such inquiries or contacts; all information supplied is true and correct; no member of our firm has provided anything of value to influence RIHousing; and our firm is in compliance with applicable political contribution reporting.

President, Chairman or CEO (*print*): \_\_\_\_\_

Signature: \_\_\_\_\_

Firm Name: \_\_\_\_\_



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## **Attachment B**

### **Scope of Service**

#### **Introduction**

The selected firm(s) will be called upon to provide legal services in support of RIHousing's mortgage revenue bond programs as Bond Counsel and/or Issuer's Counsel. The selected firm(s) will also be called upon to provide counsel with respect to RIHousing's mortgage credit certificate program. Detailed information regarding RIHousing's single-family and multi-family mortgage revenue bond programs is available on RIHousing's investor relations website, <https://www.rihousingbonds.com>, and EMMA.

The selected firm must have knowledge of, and expertise in, sophisticated financing structures, including direct experience with single-family mortgage revenue bond indentures, tax-exempt and taxable bond financing, tax treatment of variable rate and fixed rate debt of similar scale and size to the financings that comprise RIHousing's portfolio. The selected firm(s) will be expected to advise with respect to the structuring of transactions, as well as offer tax, compliance, and regulatory guidance with respect to each financing and overall single-family program operations. The selected respondent(s) must have expertise in tax, regulatory and consumer banking areas sufficient to assist in the operation of the single-family mortgage revenue bond and mortgage credit certificate programs.

With respect to multi-family financings, the selected respondent(s) must have direct recent experience with bond transactions involving Section 42 low-income housing tax credits, rental housing bond financings, financings involving both tax-exempt and taxable bonds, federal housing subsidy programs, public bond sales involving original issue premium and discount, tax treatment of acquisition financing, treatment involving long-term management and short-term tax-exempt loans with banks, operating agreements and long-term restrictive covenants and other financing structures. The selected firm(s) must be capable of providing advice with respect to the structuring of transactions, and offer tax, compliance, and regulatory guidance with respect to each financing and overall multi-family program operations.

#### **Bond Counsel Duties**

Services will entail expertise and proficiency in all aspects of complex and technical mortgage revenue bond financings; real estate matters; and security and tax compliance issues. Without limitation, these services will include: rendering the bond counsel opinion regarding the validity and binding effect of the bonds, the source of payment and security for the bonds, and excludability of interest on the bonds from gross income for federal tax purposes; preparing and reviewing the documents necessary or appropriate to the authorization, issuance, sale, and delivery of the bonds; coordinating the authorization and execution of these documents; reviewing applicable enabling legislation; reviewing use of proceeds to ensure compliance with applicable state and federal laws and regulations, particularly arbitrage and rebate compliance; assisting RIHousing in seeking any governmental approvals, permissions, and exemptions necessary or appropriate in connection with the authorization, issuance, sale, and delivery of the bonds; reviewing legal issues relating to the structure of the bond issue; preparing election proceedings or pursuing validation proceedings;



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reviewing or preparing those sections of the offering document to be disseminated in connection with the sale of the bonds that relate to the financing documents, the bonds and their security, the bond counsel opinion, and matters of tax exemption and tax implications for the purchaser; assisting RIHousing in presenting information to and attending any meetings of approval boards and authorities, bond rating organizations and credit enhancement providers, as deemed necessary and related to legal issues affecting the issuance of the bonds; reviewing or preparing the notice of sale or bond purchase contract for the bonds and reviewing or drafting RIHousing's continuing disclosure undertaking; consulting with other parties and professionals engaged in the transaction; performing such other services as are typically provided or expected to be provided by bond counsel; and providing such other legal services as requested.

### **Issuer's Counsel Duties**

Services will entail expertise and proficiency in all aspects of complex and technical Public Finance law. Representation shall include, but may not be limited to: representation of RIHousing in the issuance of bonds (taxable and tax-exempt) for both single-family and multi-family offerings; preparation of opinion letters and resolutions in connection with the issuance of such bonds; preparation for and attendance at meetings and conference calls regarding the issuance of such bonds; attention to and rendering of advice with respect to both general issues regarding bond matters, as well as specific advice regarding bond related contracts, documents and issues; preparation for and attendance at bond closings; and such other services as RIHousing determines necessary or desirable with respect to the issuance of bonds.

### **Additional Information (Bond Counsel and Issuer's Counsel)**

In addition to providing the above-described services and expertise relative to individual single-family and multi-family bond transactions, the selected firm must offer (i) the ability to anticipate regulatory and policy issues facing single-family and multi-family mortgage revenue bond programs, (ii) the ability to provide ongoing program compliance guidance, (iii) the capacity to respond expeditiously to RIHousing's legal and compliance inquiries, and (iv) expertise and capacity sufficient to represent the agency in the context of inquiries, audits, and investigations by the Internal Revenue Service or Securities and Exchange Commission.

RIHousing prefers to engage a firm or firms with the ability to advise the agency relative to the securitization of mortgage loans for eventual sale into the TBA market. Relatedly, from time to time, RIHousing may have need to negotiate or renegotiate a Master Securities Forward Transaction Agreement with an institution that invests in mortgage backed securities issued by the agency. RIHousing will give preference to those respondents that are familiar with the model form of agreement published by SIFMA and have the skills, expertise, and staff capacity necessary to assist with these contractual relationships.

The selected firm must have familiarity with RIHousing's financing programs and indentures, or demonstrate the ability to develop such familiarity in short order.