

**Request for Action
By
Board of Commissioners**

**Approval of Reauthorization of Engagement of
Morris, Manning & Martin, LLP**

I. SUMMARY

This Request for Action (“RFA”) seeks reauthorization for Rhode Island Housing and Mortgage Finance Corporation (“RIHousing”) to engage the law firm of Morris, Manning & Martin, LLP (“MMM”) to provide legal services and representation to RIHousing in connection with efforts by the U.S. Housing and Urban Development (“HUD”) to solicit Performance-Based Contract Administration (“PBCA”) services or the equivalent.

II. DISCUSSION

For more than twenty years, RIHousing has served as the Performance-Based Contract Administrator in the State of Rhode Island, administering Section 8 rental subsidies and performing a variety of administrative, accounting, and project monitoring activities on behalf of HUD. In the past decade, HUD has attempted on several occasions to rebid these services, but those attempts have been challenged and/or abandoned. HUD is once again taking steps to issue a solicitation to re-procure these services and has indicated in a draft solicitation that it may require or prefer these services to be performed on a regional (as opposed to a state-by-state) basis. In anticipation of this possibility, RIHousing staff are again (i) considering the impact the solicitation would have on the corporation’s PBCA program, (ii) exploring with other housing agencies in New England the feasibility of a regional collaboration, which may result in the establishment of a joint venture and the decision to file a joint application in response to the final solicitation, and (iii) evaluating legal aspects of the solicitation, including corporate formation for the joint venture and possible bid protest mechanisms.

Due to the importance of these efforts, and the anticipated need to seek legal counsel quickly, RIHousing believes that reauthorizing the engagement of the law firm of Morris, Manning & Martin, LLP (“MMM”) will position the corporation to effectively understand the solicitation and, to the extent prudent, challenge any improprieties with the solicitation, and navigate specialty administrative proceedings or the federal court system.

In November 2017, the Board of Commissioners authorized RIHousing to engage attorney Andrew Mohr when he was with a previous firm, Cohen Mohr LLP. In 2018, the Board voted to continue Mr. Mohn’s engagement when he transferred to a new firm, Morris, Manning & Martin, LLP.

Morris, Manning & Martin, LLP has an extensive background working within federal and state procurements and navigating relationships with government agencies. In addition to contract formation matters, their lawyers specialize in administrative and contract law spanning the full range of federal, state, and local government contract formation and administration. They also have extensive knowledge in federal procurement that allows them to engage quickly and

provide the advice, counsel and representation contractors need. Their considerable expertise in bid protests allows them to apply past experience to protest matters, whether in the Government Accountability Office or the Court of Federal Claims.

III. RECOMMENDATION

Staff recommends that the attached resolution reauthorizing RIHousing to engage the law firm of Morris, Manning and Martin LLP, as legal counsel, be approved.

IV. ATTACHMENTS

- A. Resolution

Attachment A

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

Whereas, Rhode Island Housing and Mortgage Finance Corporation's ("RIHousing's") enabling act provides the agency with all of the power necessary to make and execute contracts for the exercise of the powers and functions provided to it under that act and the power to engage attorneys, among other advisors, consultants, and agents, R.I. Gen. Laws §42-55-5(6) and -(13); and

Whereas, staff anticipates the issuance by the U.S. Department of Housing and Urban Development ("HUD") of a solicitation to procure Performance-Based Contractor Administration ("PBCA") services with respect to housing developments financed with project-based Section 8 assistance (or substantially equivalent services), and the need for quick legal advice and representation in response to any solicitation; and

Whereas, staff has determined that the reauthorization of engagement of Morris, Manning & Martin, LLP will best position the corporation to understand and enforce its legal rights with respect to any such solicitation, maintain superior and efficient legal representation, ensure observance of critical deadlines in relevant administrative and court proceedings, and is generally in the best interest of the corporation.

NOW THEREFORE, IT IS HEREBY:

Resolved, that RIHousing be, and hereby is authorized, to reengage Morris, Manning & Martin, LLP to provide legal services and representation to RIHousing in connection with the solicitation of Performance-Based Contract Administration (or substantially equivalent) services by HUD and related matters; and

Resolved, that the Executive Director, Deputy Executive Director, and 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 of the engagement and to execute any and all agreements or documents as he or she deems necessary to carry out the foregoing.