



REQUEST FOR PROPOSALS FOR LEGAL COUNSEL SERVICES

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.

RIHousing is inviting all interested and qualified firms to submit proposals to provide RIHousing with legal services in the State of Rhode Island. Firms shall be eligible for engagement for a period of three (3) years. This request for proposal (“RFP”) seeks to replace, not supplement, RIHousing’s current legal counsel list(s). Accordingly, firms on any existing legal counsel list must, if they wish to continue to be engaged, respond to this RFP. The scope of services is categorized according to the diverse legal needs of the corporation. Firms are encouraged to respond to as few or as many of the areas of representation as would be appropriate for the firm. RIHousing may award one or more contracts for any combination of legal services.

THIS RFP IS NOT FOR BOND COUNSEL SERVICES, AND ANY LEGAL COUNSEL LIST(S) WILL NOT REPLACE, SUPPLEMENT OR SUPERSEDE ANY EXISTING BOND COUNSEL LIST(S) OR ENGAGEMENT.

RIHousing is committed to engaging a diverse group of firms that will provide high-quality legal services and that are dedicated to diversity and to containing legal costs. RIHousing strongly encourages firms that are certified by the State of Rhode Island as minority- and/or woman-owned business enterprise (“MWBES”), as well as firms that are not yet certified, but have applied for certification, to submit responses to this RFP.

Thank you for your interest in representing RIHousing.

I. SCOPE OF SERVICES

Firms must demonstrate expertise in one or more practice areas of law. The scope of services (“Scope of Services”) is divided into the following areas of representation:

- Corporate and Corporate Governance (e.g. General Counsel)
- Public Finance (e.g. Issuer’s Counsel)
- General Litigation
- Labor and Employment
- Real Estate
 - Real Estate Development (including tax credits and affordable housing)
 - Real Estate Finance (including multi-family loan closings; tax credit financing, HUD financing programs and federal/state affordable housing programs)
- Single-Family Loan Closing Services
- Bankruptcy/Creditor’s Rights and Foreclosure (including evictions and tax lien foreclosure)
- Mortgage Banking and Finance (e.g. origination, acquisition and servicing)
- Procurement and Contract Matters
- HUD Regulatory Compliance
- State Housing Appeals Board (SHAB)

II. REQUIREMENTS AND INSTRUCTIONS

The following requirements must be observed in the preparation and submission of a proposal:

1. A cover letter (one page, single-sided) should accompany each proposal.
2. The proposal (including exhibits) must not exceed thirty (30) single-sided (fifteen (15) double-sided) pages. **Please provide the information in the same order in which it is requested.**
3. All firms must provide the information requested in Section VI, Part I (General Information).
4. A proposal may be submitted for one (1) or all of the specified areas of representation. Identify which category of service(s) you are seeking to provide and respond only to the applicable section in Section IV, Part II. **Please complete the form attached at Exhibit A and include it with your response to this RFP.**
5. Two (2) original printed copies of your proposal should be submitted to RIHousing, 44 Washington Street, Providence, Rhode Island 02903, Attn: General Counsel, no later than **5:00 p.m. EST on Monday, April 22, 2019.** In addition, please provide a copy via email of your proposal in .PDF format to procurement@rihousing.com. The subject line of the email should read, “2019 Legal Counsel RFP.” **Late submissions will not be accepted.**

6. RIHousing will not accept videos, simulations, or other electronic presentations for this submittal. However, such electronic information may be presented during an interview process.
7. To control the dissemination of information regarding this RFP, firms interested in submitting proposals shall not make personal contact with any member of RIHousing staff or Board of Commissioners regarding this RFP. Questions concerning this RFP should be directed, via email only, to procurement@rihousing.com no later than **5:00 p.m. EST on Friday, March 22, 2019**. The subject line of the email should read, “2019 Legal Counsel RFP Questions.” RIHousing will respond to all relevant questions no later than **5:00 p.m. EST on Friday, March 29, 2019**. The “Q&A,” if any, will be posted to the RIHousing website, and anyone interested in responding to this RFP should reference the RIHousing website for supplemental information.
8. RIHousing will not reimburse for any expenses incurred in connection with this RFP, including, but not limited to, the cost of preparing the response and any additional information requested or travel expenses relating to an oral presentation, if required.
9. RIHousing reserves the right to:
 - a. Modify, amend or waive any provision of this RFP, prior to the issuance of a contract;
 - b. Reject any and all submittals, to request and consider additional information from firms, and to reject any and all submittals on any basis without disclosing the reason; and
 - c. Interview some, all or none of the firms responding to this RFP based solely on its judgment as to the firm’s proposal and capabilities.
10. By submitting a proposal, the firm certifies that it has fully read and understands the RFP, has full knowledge of the Scope of Services to be provided, and accepts the terms and conditions under which the services are to be performed.
11. Please be advised that all proposals (including those not selected for engagement) may be made available to the public on request upon completion of the process and award of a contract(s).

III. REVIEW AND SELECTION CRITERIA

A selection committee consisting of RIHousing employees (the “Committee”) will review all proposals that meet the minimum requirements of this RFP. Proposals will be evaluated on a variety of factors, including:

- 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;
- Proposed fee structure and willingness to work with RIHousing to minimize costs;
- Previous work experience and performance with RIHousing and/or similar organizations;
- Conflicts or potential conflicts;
- Firm’s technological capabilities; information security and privacy practices;
- Diversity (e.g. firm’s minority, MBE or WBE status) and commitment to equal opportunity programs and activities; and
- Location/geographic area of practice.

This RFP is not intended to create a public competitive bidding process, and the proposal with the lowest quoted fees will not necessarily be accepted, nor will any reason for the rejection of any proposal be indicated. RIHousing reserves the right to privately negotiate with any firm to ensure that the appropriate services are rendered, geographic coverage is achieved, and diversification of legal service providers is attained to the extent possible.

RIHousing may invite one or more finalists to make a presentation to the Committee. Following any presentations, the Committee will make recommendations to the Board of Commissioners, which will make the final decision on the engagement of legal counsel.

The Committee may determine any proposal not complying with the requirements stated herein as irregular and may reject such proposal as noncompliant. The Committee reserves the right to waive any irregularities or technical defects it deems immaterial and to proceed with the analysis of such proposals if deemed to be in the best interest of RIHousing.

By this RFP, RIHousing has not committed itself to undertake the work set forth. RIHousing reserves the right to reject any and all proposals, to withdraw or rebid the RFP or amended the Scope of Services. RIHousing reserves the right to make those decisions after receipt of responses. RIHousing’s decision on these matters is final.

Inclusion on the RIHousing legal counsel list does not mean or imply that any firm will in fact be selected or engaged to provide legal services to RIHousing. Such selection and engagement will

take place only when a need for outside legal counsel arises. Selected firms are expected to (i) enter into RIHousing's standard form of engagement letter and (ii) follow RIHousing's invoice and billing requirements. RIHousing reserves the right to add terms specific to the engagement and to terminate any relationship with outside legal counsel if it determines that such action is in the best interest of the corporation.

IV. REQUIRED INFORMATION

The following information and supporting documentation is required to be included in each proposal. A proposal that does not include all required information and documentation (described below) may be subject to rejection.

PART I: GENERAL INFORMATION

A. **General Firm Information** - Provide a brief, but detailed narrative description of your firm, including but not limited to the following:

1. The different practice area(s), the office location(s), and state(s) in which your firm practices.
2. Number of employees (e.g. partners, counsel, associates, paralegals, and other legal support staff).
3. Name, address, phone number and e-mail address of the firm's contact person for purposes of this RFP.
4. 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.
5. Describe in detail your firm's succession plan.
6. 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:
 - If seeking to provide corporate, corporate governance, public finance, real estate development and finance services, 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.

- If seeking to provide general litigation, labor and employment, mortgage banking and finance, single-family loan closing services, bankruptcy/creditor’s rights, foreclosure, tax lien, eviction, taxation, procurement and contract matters, HUD regulatory compliance and State Housing Appeals Board services, 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 \$1,000,000, which liability insurance shall include specific coverage for practice in the field in which you propose to respond.
7. Identify other types of insurance that your firm carries that may be of interest to RIHousing (i.e., cyber insurance, employee fidelity insurance).
 8. Please describe any relationship that your firm has with any other firm(s) regarding proposed co-counsel relationships and/or fee splitting arrangements. Please also include the information requested in this Section IV, Part I as to such firm(s). Selected firms may not subcontract or engage any other firms to provide services on behalf of RIHousing without first receiving prior written consent.

B. **Experience and Resources**

1. Indicate which practice areas/areas of representation under Section I (Scope of Services) that the firm is interested in providing to RIHousing. Describe your firm’s experience, technical qualifications and capacity to provide the services. Please provide additional information for the applicable practice areas/areas of representation as required in Section IV, Part II of this RFP.
2. For each practice area to which you are responding, indicate which partners, counsel and/or associates would be involved in providing legal services to RIHousing. Include for each attorney assigned to work with RIHousing the appropriate background information, relevant experience and role/responsibility.
3. Identify any publications and other information and resources of your firm that will be available to RIHousing, including any e-blasts or social media postings.
4. Indicate whether legal services have been provided previously to RIHousing. If so, describe your firm’s past experience with RIHousing.

5. Describe your current relationship with any governmental entities, state housing finance agencies or public housing authorities. Please include information in the following format:
 - Name of entity
 - Relationship (type of legal counsel services provided)
 - Length of time serving in this capacity
 - Expiration date of current engagement
6. Provide three (3) references from representative 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.

C. Fee Proposal and Costs

The cost of legal services is one of the factors that will be considered in awarding this engagement. 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.

1. For each practice area to which you are responding, provide an itemized breakdown of your proposed fee structure for the three (3) applicable years identified under the RFP, including billing rates and hourly costs for the partners, counsel, associates and paralegals identified in Section IV, Part I.B.2 above or to be assigned to RIHousing matters, and the proposed hourly rate to be charged to RIHousing in connection with those individuals.
2. Provide the rate or range of rates at which ancillary services would be billed, if such expenses are not included under Section IV, Part I.C.1 above, including, but not limited to:
 - a. clerical staff (hourly rate);
 - b. word processing (hourly rate);
 - c. copying (per page); and
 - d. any other service reimbursement or expense for which you routinely bill.

3. 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.
4. Fees for bankruptcy, foreclosure and eviction matters will generally be prescribed and limited by the investor of the loans. Legal counsel in this area of specialization must certify familiarity with all investor limitation on fees and specific requirements relating to process, as applicable. Fee schedules should reflect knowledge of industry and investor standards. Please certify familiarity with these requirements in accordance with Section IV, Part I.G.
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. Please certify that your proposed rates comply with this provision in accordance with Section IV, Part I.G.
6. 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, including any measures proposed by your firm to reduce the cost to the corporation of retaining the firm.

D. Diversity and Participation

1. RIHousing is an equal opportunity employer and is committed to encouraging the participation of persons of color, women, persons with disabilities and members of other federally and state-protected classes. Special consideration will be given to those firms that demonstrate a commitment to diversity and inclusion. Describe your firm's equal opportunity and affirmative action policy and activities.
2. Please provide current information regarding (i) the number and percentage of members of federally and state-protected classes who are employed by your firm as partners, counsel, associates and paralegals and (ii) the number and percentage of members of federally and state-protected classes in your firm who will work on RIHousing matter(s).
3. 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.

4. Identify individuals in your firm with multi-lingual skills, who are available to assist with communication in languages other than English. Please identify the language(s).

E. Technology, Data Security and Consumer Information Protocols

1. Describe your firm's technological capabilities and resources.
2. Does your firm have the ability to submit invoices for legal fees and costs electronically? Does your current billing software support the Legal Electronic Data Exchange Standard ("LEDES") format, specifically, the LEDES 1998B and LEDES 1998BI v.2 formats?
3. Please describe your information security systems and the steps your firm undertakes to protect client communications, confidential client information and client data.
4. Have you had a data breach within the past three (3) years? If yes, please provide a narrative describing the occurrence.

F. 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 actual or potential conflicts of interest with regard to representation of RIHousing. Include a listing of any matters in which your firm has represented other parties in litigation or transactional matters involving RIHousing 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 RIHousing.
3. 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.

G. Mandatory Certifications

RIHousing requires each firm to certify to each of the following items to ensure the integrity of the procurement process and the qualifications of the firm. **All firms must submit a signed statement or letter from its managing partner or CEO certifying to each of the following:**

1. Please certify that (i) no member of your firm has made inquiries or contacts with respect to this RFP other than in an email seeking clarification of the Scope of Services 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 Friday, April 19, 2019, (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 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.
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 (10%) or greater equity interest, or (ii) a five thousand dollar (\$5,000) or greater cash interest in this business? If your answer is "Yes," please in an exhibit to your response (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.G.L. §§36-14-16, 17 and 18. If your answer is "No," please certify to that effect.

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; and

- (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. In the course of providing services to RIHousing, the selected firm may receive certain personal information specific to RIHousing’s 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 compliance and acknowledge your understanding of the following in your response.
- (i) any Personal Information disclosed to your firm by RIHousing or which your firm acquires as a result of it 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;
 - (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, your firm will destroy it in a commercially reasonable manner such that no third party can view or recreate the information, electronically or otherwise.

PART II: AREAS OF REPRESENTATION

RIHousing will designate one or more firms for each of the areas of representation listed below. Designation of a firm does not guarantee a firm any percentage or other allocation of business from RIHousing. RIHousing will allocate its business to approved firms as determined necessary and appropriate. Additional firms may be engaged from time to time as RIHousing's needs require. Failure to perform to the satisfaction of RIHousing will result in revocation of RIHousing's approval.

In addition to Section IV, Part I, for each area of representation that your firm is seeking to provide services, please also provide the following information as requested for the applicable practice area:

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

1. Describe your firm's experience and resources in the following areas: corporate, corporate governance, professional ethics, contract matters, environmental law, insurance, technology, intellectual property, administrative law, eDiscovery, privacy and information security, general and partnership tax, government relations and governmental agency law. Please identify the person who leads each of these practice groups and specify their office location.
2. RIHousing requires its General Counsel to have actively served as General Counsel to at least one (1) governmental entity located in Rhode Island during the past three (3) years. Describe your governmental entity experience. This information may be presented as an exhibit to your proposal. Please include information in the following format:
 - Name of client
 - Your firm's specific role
 - Number of years serving this client
 - Name(s) of partners in charge of this client relationship

B. Public Finance (e.g. Issuer's Counsel)

1. Describe your firm's experience in public finance and housing finance, including your firm's knowledge and ability to close complex tax-exempt and taxable financing for both single-family and multi-family offerings.

2. Include as an exhibit representative copies of no more than two (2) legal opinions given by your firm with respect to a municipal bond issue of a Rhode Island governmental entity within the past two (2) years.

C. *General Litigation*

1. Describe the types of litigation your firm has been involved with in the following areas: business litigation, real estate, contract disputes and mortgage lending and servicing. Include in your response whether your client was the defendant or plaintiff and the disposition of the matter.
2. Indicate the number of cases handled by your firm over the past two (2) years, the number of attorneys in your litigation department and the number of other professionals (e.g. paralegals, etc.) in the litigation department.
3. Describe how your firm manages litigation. Describe how your firm could help RIHousing control litigation expenses.
4. Has your firm represented any governmental entities within the past three (3) years? If so, please provide information on representative clients in the following format:
 - Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship

D. *Labor and Employment*

1. Describe your firm's experience and resources in the following employment litigation areas: (i) defense of employment matters in various venues (e.g. workers' compensation; unemployment; Human Rights Commission); (ii) defense of employment litigation in various venues (including administrative agencies; state and federal court); (iii) affirmative litigation in the employment area; and (iv) alternative dispute resolution/mediation.
2. Describe your firm's experience and resources in the following employment law areas: (i) handling of employee grievances and internal investigations; (ii) sexual harassment prevention and investigation; (iii) discrimination prevention and investigations; (iv) affirmative action compliance, (v) workplace policies, procedures and handbooks; (vi) employment taxes, (vii) FMLA; (viii) benefit plans; (ix) insurance (including, but not limited to, medical, workers' compensation, disability and D&O liability); (x) wage and hour compliance, (xi) whistleblower and

retaliation claims, (xii) performance management and termination, (xiii) workplace safety; and (xiv) ADA claims.

5. Has your firm represented any governmental entities within the past three (3) years? If so, please provide information on representative clients in the following format:
 - Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship

E. Real Estate Development

1. Describe your firm's experience in representing housing finance agencies and tax credit allocating agencies in connection with the allocation of tax credits (LIHTC, NMTC, HTC, energy credits, opportunity zone credits) and other tax incentives. Please provide information on representative clients in the following format:
 - Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship
2. Describe your firm's experience in representing purchasers and sellers of real property. Please provide information on representative clients in the following format:
 - Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship
3. Describe your firm's experience in representing owners and lenders in connection with the design and construction of real estate projects, including real estate projects utilizing federal subsidies and financing.
4. Describe your firm's experience in representing owners and lenders with the complexities and transactional demands of the real estate development process, including zoning, permitting, site acquisition, environmental reviews, easements and restrictive covenants.

F. Real Estate Finance

1. Describe your firm's experience in representing clients in multi-family real estate financing transactions. Please include information on representative clients in the following format:
 - Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship
2. Describe your experience in representing clients in federal affordable housing financing programs including, but not limited to, LIHTC, NMTC, HTC, HOME, CDBG, HTF, MAP, RAD; Capital Magnet Fund (CMF) and/or FHA risk share programs.
3. Describe your experience in representing clients in state affordable housing financing programs administered by RIHousing including, but not limited to, Building Homes Rhode Island (BHRI), Acquisition and Revitalization Program (ARP), preservation loan programs, land bank loans, pre-development loans and master construction loan program.
4. Describe your experience in representing clients in affordable housing financing programs containing federal or state subsidies (e.g. Section 8, Section 202, Section 811, etc.).
5. Describe the manner in which your firm manages the document production, loan closing and post-closing process, including a description of the respective roles of lawyers and paralegals, and the internal controls you have established.
6. Indicate how your firm can help RIHousing in the reduction of transactional expenses for smaller multi-family real estate loan transactions.
7. Describe the nature and extent of your governmental and housing finance agencies representation experience within the past three (3) years, if any.

G. Single-Family Loan Closing Services

1. Describe your experience in representing clients in single-family loan closing transactions (which consist of 1-4-unit residential properties). Include a description of any unique transaction types that may be of particular interest to RIHousing (e.g. HECM reverse mortgages for elderly, co-op loans, leased land

- mortgages). Indicate your experience in closing mortgages originated for sale into secondary market. Provide an estimate of the number of loans you have closed for each of the past two (2) years.
2. Describe your experience in closing mortgages originated by RIHousing participating lenders for eventual sale to RIHousing. Identify the participating lender and provide an estimate the number of RIHousing loans you have closed for each of the past three (3) years.
 3. Describe the range of responsibilities, including the drafting of documents of various types, which your firm has been responsible for. Please detail the title insurance companies you are authorized to represent.
 4. Provide a listing of lenders for which the firm is an approved closing attorney.
 5. RIHousing intends to have single-family loan closing counsel provide the pre-consummation disclosures required. Describe the technology that your firm utilizes in handling single-family loan closings. Include in your response the name and function of all software programs and platforms and confirm that your firm is able to generate and receive encrypted e-mail. RIHousing will require that firms providing single family loan closing services indemnify RIHousing against any claims or losses caused by the provider's failure to provide disclosure in accordance with applicable law.
 6. Indicate whether your firm is capable of providing disclosures electronically pursuant to 15 U.S.C. §7001 *et seq.* and R.I. Gen. Laws §42-127.1-1 *et seq.*
 7. RIHousing's customers come from a variety of linguistic and cultural backgrounds. Please identify those languages, other than English, in which members of your firm are fluent. Identify the role of the person who has the language fluency, e.g., attorney, paralegal, processor, etc.

H. Bankruptcy/Creditor's Rights, Foreclosure and Eviction

1. Describe your mortgage lender representation experience specifically in the areas of foreclosure and bankruptcy for the past two (2) years. Please include information in the following format:
 - Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship

- Number of foreclosures and bankruptcies handled for this client in 2017 and 2018
 - Foreclosure and bankruptcy-related services provided on behalf of the client
2. Has your firm handled FHA, Fannie Mae or Freddie Mac foreclosure, bankruptcy, and eviction matters? If yes, describe your familiarity with FHA, Fannie Mae or Freddie Mac.
 3. Describe your firm's familiarity with Fannie Mae, FHA and Freddie Mac guidelines, requirements and fee schedules. Fees and costs will be paid to the selected firm(s) in accordance with these guidelines.
 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. Describe your firm's process flow for foreclosure, bankruptcy and eviction actions. Include in your response the applicable turnaround times at various milestones in these matters. Indicate how your firm could assist RIHousing in streamlining and simplifying its foreclosure, eviction, bankruptcy processes.
 6. Does your firm retain any outside vendors to handle foreclosure, 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
 - 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

I. Tax Lien Foreclosure

1. Describe your firm's experience with tax lien foreclosures; specifically, indicate your familiarity with the "Madeline Walker Act."
2. Does your firm retain any outside vendors to handle tax lien foreclosure-related services on its behalf? If so, please provide:

- Name, address, and telephone number for each vendor
 - Service(s) to be performed by each vendor
 - Description of fees charged by the vendor
3. Indicate how your firm could assist RIHousing in streamlining and simplifying its tax lien foreclosure process.

J. Mortgage Banking and Finance

1. Describe your firm's experience in representing mortgage investors, servicers or subservicers in connection with the purchase and sale of mortgage loans, acquisition of servicing and subservicing rights, private label servicing and mortgage loan repurchase negotiation, defense and prosecution. Please include information in the following format:
- Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship
2. Describe your firm's experience in representing clients in mortgage regulatory, compliance and operational matters. Include in your response any experience with (i) providing strategic advice and opinions on issues affecting the origination, servicing, acquisition and sale of mortgages; (ii) counseling regarding regulatory supervision and oversight (including responses to regulatory examinations and inquiries), and (iii) enforcement proceedings, investigations and litigation.
3. Have you testified or provided any comments to the Consumer Financial Protection Bureau or other federal or state regulators on regulatory proposals affecting the mortgage industry within the past three (3) years. If so, please attach as an exhibit to your proposal.

K. Procurement and Contract Matters

1. Describe your firm's experience addressing all aspects of procurement and contract matters, including negotiating and drafting contracts, public procurement processes, and prosecuting and defending contract claims.
2. Please provide information on representative clients in the following format:

- Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship
3. Describe how your firm streamlines the contract review process. Include in your response availability of staff and average turnaround times to complete review.

L. HUD Regulatory Compliance

1. Describe your firm’s experience in representing housing finance agencies, public housing authorities and lenders in HUD regulatory and compliance matters. Include in your response any experience with: (i) rental assistance programs (including Section 8, HCVP, Project-Based Vouchers, etc.); (ii) grant and loan programs (including HOME, CDBG, and NSP); (iii) advice, counsel and assistance with audits and investigation initiated by HUD’s monitoring and compliance branches and (iv) fair housing issues.
2. Please provide information on representative clients in the following format:
- Name of client
 - Number of years serving this client
 - Name(s) of partners, counsel and associates in charge of this client relationship

M. State Housing Appeals Board (SHAB)

The State Housing Appeals Board (“SHAB”) was established by the Rhode Island Low and Moderate Income Housing Act, Chapter 53 of Title 45 of the Rhode Island General Laws (the “Act”). The purpose of the Act is to establish a streamlined process for review of affordable housing proposals by local government. SHAB has authority to review decisions of local government denying an application for a comprehensive permit or approving the application with conditions such that the proposed development is infeasible. Pursuant to R.I.G.L. Section 45-53-7, RIHousing is directed to provide certain assistance and support to SHAB. Traditionally, RIHousing has arranged for the provision of legal services for SHAB. In order to protect the interests of SHAB, RIHousing is issuing this RFP for legal counsel to SHAB.

1. Describe your firm’s experience in local land use regulation, including your experience regarding major land developments or subdivisions.
2. Describe your firm’s experience in affordable housing development.

3. Indicate whether your firm currently, or in the past three (3) years, has represented any developers of affordable housing, local municipalities or local zoning boards. Please include information in the following format:
 - Name of the clients
 - Nature of the representation
 - Dates of representation

4. Discuss your firm's familiarity and experience with the Rhode Island Open Meetings Act, Rhode Island Access to Public Records Act, and Rhode Island Administrative Procedures Act.

Exhibit A

Select one (1) or more from the following areas of representation and include with your submission:

- Corporate and Corporate Governance (e.g. General Counsel)
- Public Finance (e.g. Issuer's Counsel)
- General Litigation
- Labor and Employment
- Real Estate
 - Real Estate Development (including tax credits and affordable housing)
 - Real Estate Finance (including multi-family loan closings; tax credit financing, HUD financing programs and federal/state affordable housing programs)
- Single-Family Loan Closing Services
- Bankruptcy/Creditor's Rights, Foreclosure and Eviction
 - Tax Lien Foreclosure
- Mortgage Banking and Finance (e.g. origination, acquisition and servicing)
- Procurement and Contract Matters
- HUD Regulatory Compliance
- State Housing Appeals Board (SHAB)