

**Norwalk Housing Authority
Request for Proposals (RFP) for Mixed-Finance
Housing Development Legal Consulting Services**

GENERAL

Norwalk Housing Authority is seeking proposals from local and national firms to serve as Mixed-Finance Housing Development Legal Consultant for the redevelopment of Colonial Village and, possible other NHA properties in, Norwalk, Connecticut.

The RFP may be downloaded from the Norwalk Housing Authority (NHA) web site under business and click RFPs/RFQs. You may also request a copy from Thomas F. Hickey, Director of Finance, by sending an e-mail to thickey@norwalkha.org.

DUE DATE

Submissions in response to this RFP are due no later than 4:00 PM (Eastern Standard Time) **February 28, 2017**. Late proposals will not be considered and will not be opened. Respondents are solely and entirely responsible for ensuring that submissions are received before the stated due date and time. Submissions should be addressed as follows:

**Guillermo Bendana, Procurement Specialist
Norwalk Housing Authority
24 ½ Monroe Street
Norwalk, CT 06856**

QUESTIONS

Questions regarding this RFP should be directed in writing Thomas F. Hickey, Director of Finance by e-mail to thickey@norwalkha.org or by fax 203-838-6535 on or before **February 21, 2017** at 4:00 PM (Local Time).

NHA RIGHTS

NHA reserves the right to reject any or all proposals, to advertise for new proposals or proceed to accomplish this solicitation by any means determined to be in the best interest of the NHA. NHA will evaluate proposals to determine which best satisfies the needs of the Authority and community.

RFP SCHEDULE

RFP available	February 10, 2017
Final day to submit written questions	February 21, 2017
Submissions are due	February 28, 2017
Interview (if required)	Week of March 6, 2017

NORWALK HOUSING AUTHORITY

REQUEST FOR PROPOSALS For LEGAL CONSULTING SERVICES

MIXED FINANCE DEVELOPMENT

Curtis O. Law, Executive Director
Norwalk Housing Authority
24 ½ Monroe Street
Norwalk, CT 06854

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REQUEST FOR PROPOSALS FOR LEGAL CONSULTING SERVICES

MIXED FINANCE DEVELOPMENT

INVITATION

The Norwalk Housing Authority ("NHA") invites proposals for legal consulting services (the "Services") to be performed under a contract with NHA (the "Contract") by a firm or firms (the "Consultant"), with experience in providing legal services for public housing mixed-finance, mixed-income multifamily or elderly developments. The Consultant should have demonstrated experience negotiating agreements between public housing authorities and their development partners. The Consultant should also have demonstrated experience with the interaction of housing authorities with the U.S. Department of Housing and Urban Development ("HUD") and with Connecticut Housing Finance Authority, as well as with Connecticut/DOH's and HUD's regulations and requirements relating to public housing mixed-finance development. The Consultant must demonstrate experience with the legal requirements related to conventional financing, the use of Low-Income Housing Tax Credits ("LIHTC"), tax-exempt debt financing, project-basing of Housing Choice Vouchers, homeownership sale programs, and other public and private funding mechanisms.

Time is of the essence with respect to the various timeframes and submission requirements specified in this RFP. In the event the selected attorney or law firm is unable to comply with the terms of this RFP within the indicated timeframes, the NHA reserves the right to de-designate.

BACKGROUND

The City of Norwalk is a community of approximately 88,485 people surrounded by a large number of suburban communities and fast receding rural areas. The city covers 36.3 square miles and its location in South Norwalk gives Norwalk a market in excess of 90,000 people and New York state line is less than 15 miles away and New York City is 60 minutes on regularly scheduled commuter trains.

NHA. The Norwalk Housing Authority provides affordable housing both in our residences and through Section 8, providing rent subsidies in the form of housing assistance payments in rental apartments. In addition NHA owns and manages 18 properties with 1135 apartments throughout Norwalk helping over 2,000 families citywide.

COLONIAL VILLAGE. Colonial Village is a 200 unit development which is subsidized by the Section 8 program. Colonial Village sits on 27 acres. The NHA also intends to build a community center on the 7 acre parcel as well as new housing. The NHA has selected a development partner for Colonial Village.

OTHER REDEVELOPMENT

The NHA has identified other properties for possible redevelopment. A 218 unit family and a 49 unit senior development are being considered. May consider using RAD, or project based section 8 as well as other financing vehicles. The developer on these 2 properties has not been selected.

SERVICES

Under NHA's direction, the successful firm will be responsible for assisting NHA with the negotiation and evaluation of mixed-finance agreements with its private developer partner. The Legal Consultant will provide legal opinions and/or recommendations that will enable NHA to achieve its program goals. The Legal Consultant will also be responsible for analyzing and evaluating documents submitted to NHA; analyzing the legal implications of finance options; conveying to NHA the likely legal implications of the developer's proposals; and, assisting NHA in protecting its interests and resources. NHA is investing land, buildings significant cash and 200 section 8 vouchers into this development.

The Legal Consultant will review and comment on the developer's business term sheets, mixed-finance proposals, and the associated evidentiary documents which may if applicable be submitted to HUD for its review and approval. The mixed-finance proposals and related documents shall reflect the agreed upon redevelopment and financing strategies of NHA and its developer partner.

The Consultant will be a direct advisor to NHA and its staff throughout the planning process. Additionally, with NHA's approval, the Legal Consultant will be expected to work in partnership with the redevelopment team consisting of the developer partner, NHA's Program Manager, HUD, the City of Norwalk, DECD, and other key stakeholders.

Legal scope of services includes (but is not limited to):

- A. Advise the NHA on local, state, and federal statutory and regulatory matters relative to implementation of a mixed-finance redevelopment;
- B. Provide comprehensive representation of the NHA in negotiations with the Developer, HUD, DOH other agencies, and lenders as necessary;
- C. Draft documents as required;
- D. Represent the NHA in connection with tax credit syndication and issuance of tax exempt bonds, if applicable;
- E. Represent the NHA if there is a development of a homeownership component of the Redevelopment program, including preparation and submission of homeownership evidentiary documents to HUD and DOH, CHFA.

F. Perform such other related services as NHA's Executive Director or his designees require.

G. Proposers may subcontract with other firms or individuals in order to deliver the Services.

SUBMISSION INSTRUCTIONS

Proposers responding to this RFP are required to submit one (1) original and six (6) copies of their proposal. Proposals submitted in response to this RFP **must be received by 4 PM on or before February 28, 2017** (the "Deadline"). Proposals must be submitted in a clearly marked, sealed envelope.

Submissions should be addressed as follows:

REQUEST FOR PROPOSALS FOR MIXED-FINANCE DEVELOPMENT LEGAL CONSULTING SERVICES

Norwalk Housing Authority

24 ½ Monroe Street

Norwalk, CT 06856

Attention: **Guillermo Bendana, Procurement Specialist**

The NHA reserves the right not to accept or review proposals received after the Deadline, or proposals that do not fully comply with the requirements of this RFP. The NHA reserves the right to extend the time for receipt of proposals.

Questions regarding this RFP should be directed in writing Thomas F. Hickey Director of Finance, by e-mail to thickey@norwalkha.org on or before **February 14, 2017** at 4:00 PM (Local Time).

Proposals shall not be opened publicly. The contents of proposals shall remain confidential, and shall not be disclosed to competing Proposers until the completion of the evaluation. Protests concerning the terms of this RFP and/or a proposed or actual award pursuant to this RFP shall be submitted in writing to: Guillermo Bendana, Procurement Specialist, Norwalk Housing Authority, 24 ½ Monroe Street, Norwalk, CT 06856

PROPOSAL FORMAT

Proposals must include the following:

A. Letter of Interest, discussing the firm's approach to the scope of services. The letter must list the proposer's team members and identify the primary contact person. Please include telephone number, facsimile number, and e-mail address. The letter must be signed by an authorized principal of the proposer's firm and include a statement that the proposal will remain valid for not less than 180 days from the date of submission. The initial contract will be for 3 years with the option of 2, one year extensions. NHA reserves the right to terminate any contract for convenience, if it determines it is in the best interests of the agency to do so. Under such circumstances, the firm shall be paid for all services rendered and costs incurred to the date of the termination.

B. Technical Proposal

1. Project Approach: Provide a narrative which explains the firm's experience and proposed method for coordinating and communicating with NHA, its private developer, NHA's Program Manager, HUD representatives locally and in Washington D.C., CHFA, DOH if applicable, City staff, residents and the community.
2. Proposed Fee: Include a fee schedule with the hourly billing rates of proposed staff and a maximum price for the completion of the following tasks:
 - **Task 1.** Negotiate Master Developer Agreement.

- **Task 2.** Provide legal assistance for closing a tax credit mixed-finance transaction if needed, including preparation and/or review of all necessary documents and evidentiaries as applicable.

- **Task 3.** Advise the NHA on local regulatory matters relative to construction of the project, including the representation of the Housing Authority before Municipal Planning Commission, Zoning Commission, Zoning Board of Appeals and Inland Wet Lands and Water Course Commission; as necessary. Draft documents as required; and attend Public Hearings/ Community meetings with Neighborhood/ Public.

- **Task 4.** Perform such other related services as NHA's Executive Director or his/her designees require in connection with the development/redevelopment.

Services associated with tasks beyond Tasks 1 through 3 outlined above will be negotiated as specific task orders based upon the hourly rates submitted in connection with this RFP. Task orders will contain detailed descriptions of the services to be provided and a maximum price for each task. Any changes to the project's task orders will be negotiated and approved in the form of a "change order."

3. Legal Analysis: Provide a narrative summary describing the legal issues anticipated based on NHA's plans for revitalization of the Colonial Village site, including possible development of the vacant portion. The Housing Authority reserves the right to utilize the firm's services for redevelopment of other sites as referenced above.

C. Organization, Support and Experience

- Organization chart, assignment and hourly billing rates of key staff with their responsibilities, including sub-consultants (if any).
- Key personnel listing and resumes.
- Chart showing each task and proposed estimated staff commitment in hours.
- A list of all public housing mixed-finance similar in nature to the firm provided legal advice and a brief description of the subject transactions. Include experience with closing mixed-finance transactions in Connecticut. Also include experience with project-basing Section 8 vouchers and RAD. Identify which have been funded, if any of the

transactions have closed, and if construction and re-occupancy have been completed on any of the projects. Include the name and telephone number of a person to contact to verify this information.

- Recent legal report and/or bank references.
- Recommendations and References (minimum of 3).
- Availability.

D. MBE/WBE, Resident Participation and Section 3: The work to be performed under this contract is subject to the amended 12 U.S.C. 1701 (Section 3). The purpose of Section 3 is to ensure that employment and other economic opportunities generated by HUD assistance or by a HUD-assisted project covered by Section 3, shall, to the greatest extent feasible, be directed to low- and very low-income persons, particularly persons who are recipients of HUD assistance for housing.

Applicants are encouraged to provide information regarding their experience working with MBE/WBE enterprises and Section 3 individuals and businesses; and, to offer examples of how they propose to work with such enterprises in the course of the proposed consultancy.

E. Additional Materials

All proposals must include the following documents:

- HUD Form 5369-B Instruction to Offerors
- HUD Form 5369-C Certifications & Representation
- Form 2992 Debarment and Suspensions
- HUD Form 5370-C General Contractor Conditions
- Non-Collusive Affidavit
- Representations, Certifications, and Other Statements of Bidders

PROPOSAL EVALUATION

The written proposal and oral interviews will be evaluated utilizing the following:

No.	Criteria	Points
1.	Client and professional references (at least 3).	Mandatory
2.	Certified statement that the respondent or any member of the respondent's proposed staff on this project, is not debarred, suspended, or otherwise prohibited from professional practice by any federal, state or local agency.	Mandatory
3.	Evidence of the respondent's: a) Knowledge of current legal structures that are accepted	30

	<p>by the U.S. Department of Housing and Urban Development in Washington D.C. as applicable.</p> <p>b) Knowledge of local housing and community development issues in the Connecticut including CHFA experience and DOH.</p> <p>c) General knowledge and expertise with affordable housing development and finance programs, including project-based Section 8 and RAD.</p>	
4.	<p>Evidence of the respondent's experience and expertise within each of the areas:</p> <p>a) Drafting, reviewing and negotiating mixed-finance related documents.</p> <p>b) Meeting HUD and State of Connecticut (CHFA, DOH).</p> <p>c) Providing realistic legal options and/or recommendations to achieve redevelopment program goals.</p> <p>d) Providing legal services in the areas of Connecticut real estate transactions and partnership formations.</p> <p>e) Providing legal services on low-income housing tax credit transactions.</p> <p>f) Providing legal services on project-based Section 8 or RAD developments.</p> <p>g) Handling real estate purchase transactions.</p> <p>h) Reviewing, negotiating and assistance in gaining HUD approval of the following mixed-finance evidentiary materials: Ground Lease, Regulatory and Operating Agreement, Declaration of Restrictive Covenants, Management Agreement, Developer Agreement and Partnership Agreement if applicable.</p>	30
5.	Viability and relevance of respondent's project approach and narrative summary of anticipated legal issues.	20
6.	Utilization and/or employment of (1) Section 3 residents in this project, and (2) the involvement and use of MBE/WBE enterprises in this project.	5
7.	Fee schedule for Tasks 1 thru 4 and hourly billing rates of proposed staff.	15
	Total	100

SELECTION PROCESS AND SCHEDULE

The purpose of this RFP is to solicit proposals so that NHA may, from among a range of proposals, select an offer of services that best meets its needs and requirements. It is further desired that the RFP process will ensure cost

competitiveness among respondents. NHA urges all interested parties to carefully review the requirements of this RFP. Written proposals containing the requested information will serve as the primary basis for final selection. NHA may, at its sole discretion, interview any number of respondents prior to final selection.

All proposals will be reviewed by NHA based on the evaluation criteria contained in this RFP. NHA will select the top firm based upon its proposal and ranking, the results of reference checks, the fee proposal (not necessarily the lowest pricing) and the effectiveness of the written presentation and phone interview, for those in the competitive range, during the interview process (optional).

NHA reserves the right to conduct negotiations with one or more respondents if, in the sole opinion of NHA, that method will provide the greatest benefit to NHA.

NHA reserves the right to cancel this RFP, or to reject, in whole or in part, any and all proposals received in response to this RFP, upon its determination that such cancellation or rejection is in the best interest of NHA. NHA further reserves the right to waive any minor informalities or the failure of any proposer to comply therewith if it is in the public interest to do so.

NHA will reject the proposal of any proposer who is debarred by the U.S. Department of Housing and Urban Development from providing services to public housing authorities, and reserves the right to reject the proposal of any Consultant who has previously failed to perform any contract properly for NHA or other entity.

The determination of the criteria and process whereby proposals are evaluated and the decision as to who shall receive a contract award or whether or not an award shall be made as a result of this RFP shall be at the sole and absolute discretion of NHA and its Board of Commissioners.

Any procurement hereunder will comply with applicable HUD directives, the Laws of the State of Connecticut, and NHA Procurement policies.

Proposers will be responsible for all costs incurred in preparing a response to this RFP. All material and documents submitted by prospective Consultants will become the property of the NHA and will not be returned. Proposers selected for further interviews and negotiations will be responsible for all costs incurred during these processes.

No contractual rights shall arise out of the process of negotiation until such time as an agreement has been signed by NHA and the selected Consultant.

NHA anticipates the selection of a Legal Consultant will occur on the following schedule:

Proposed Procurement Schedule

2/10/2017	RFP issued and available.
2/21/2017	Final day to submit written questions (e-mail or fax acceptable) by 4:00 p.m. local time.
2/28/2017	Proposals due by 4:00 p.m. local time.
Week of 3/6/2017	Oral interviews, if needed.

AWARD OF CONTRACT

The Award of Contract will be based on the proposal evaluation, oral interview of respondents determined to be competitive (at the option of NHA), negotiation and recommendation to the NHA Board of Commissioners for approval of the highest ranked firm.

The timeframe for delivery of legal services will be based on the overall project schedule and developer's performance.

The Norwalk Housing Authority is an equal opportunity housing agency.