

REQUEST FOR QUALIFICATIONS

SPECIAL LEGAL COUNSEL

RFP-2025-PA 18.1.1

RESPONSES DUE BY:

10:00 A.M. on January 31, 2025

**Westmoreland County Housing Authority
167 South Greengate Road
Greensburg, PA 15601**

(724) 832-7248 – Ext. 3056

The Westmoreland County Housing Authority conducts its procurement activities pursuant to 24 CFR 200, applicable federal and state laws, and the Authority's procurement policy. These documents are available for review at the Authority's office located at 167 South Greengate Road, Greensburg, Pennsylvania 15601.

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SPECIAL LEGAL COUNSEL

OVERVIEW:

The Westmoreland County Housing Authority (WCHA) seeks a firm or firms with a strong background in affordable, workforce and elderly housing within the context of a Public Housing Authority operating instrumentalities or affiliates of such Public Housing Authority. Special Counsel(s) will prepare and review documents necessary to improve and expand the inventory of WCHA affordable housing. Experience in mixed income, low-income housing tax credits, affordable housing development, real estate acquisition, or conveyance and partnership development agreements are essential.

The firm(s) or individual(s) would serve as Special Counsel in recognition of the complexity of integrating HUD regulations, tax credit compliance, partnership and multi-party financial agreements into a viable development plan. Local Counsel is currently engaged in performing legal services routinely required by WCHA, including non-payment of rent, termination of leases and conventional closing documents related to acquisitions. Local Counsel is also assigned to each non-profit and for-profit entity to assist with local governmental agency agreements and Board resolutions.

Special Counsel would advise the WCHA as needed on collateral, program and legal compliance initiatives involving, but not limited to acquisition, disposition, development or redevelopment of affordable housing in Westmoreland County, Pennsylvania. Legal opinions on interpretations of HUD regulations, jurisdictional matters, and the use of bonds, tax credits, special purpose or government incentives would be anticipated.

Information must be provided in the order requested. Please submit one original and three copies of the proposal submission.

Only proposal submissions submitted in response to the advertisement will be considered.

No proposal shall be withdrawn for a minimum period of 90 days following the proposal deadline without consent of the WCHA.

Minority and women-owned businesses are encouraged to respond to this solicitation.

AGENCY INFORMATION:

WCHA is requesting qualifications from firms or individuals interested in providing Special Legal Services to WCHA related to all aspects of Affordable Housing Development. WCHA desires to provide additional high quality housing opportunities to low and low-to-moderate income residents of Westmoreland County, Pennsylvania. WCHA currently administers Public Housing and Assisted Housing Programs sponsored by the United States Department of Housing and Urban Development (HUD) and the Pennsylvania Housing Finance Agency (PHFA). The WCHA will consider utilizing multiple debt and equity instruments including tax exempt bonds, low-income housing tax credits, mortgage financing, limited partnerships, HOME funds, USDA Funds and public/private collaborations as mechanisms to finance and redevelop existing assets and the creation of additional affordable housing. The WCHA may from time to time use

proprietary funds for credit enhancements, development loans or other purposes in order to provide affordable housing in Westmoreland County.

WCHA does not guarantee any specific level of service and makes no representation or warranty as to any future level of service.

SERVICES TO BE PROVIDED:

CONSULTATION: The law firm(s) will, at the request of the WCHA, provide legal advice regarding the development and implementation of new plans or programs to expand the affordable housing inventory currently under WCHA's control or available through collaboration with multiple stakeholders.

The law firm(s) will unconditionally represent the WCHA on matters and negotiations related to the expansion of affordable housing requiring experience with HUD regulations and/or Commonwealth of Pennsylvania Statutes relevant to affordable housing. Topical issues may consider utilization of for-profits and non-profits be a Public Housing Authority, jurisdictional operating issues, acquisition, disposition or rehabilitation of property requiring HUD approval or funding, partnership agreements, ground leases, funding commitments, project related litigation and tax credit issues.

The law firm(s) will assist as requested in designing a due diligence review or master plan matrix to analyze and differentiate proposals received from non-profit and for-profit developers to expand single family or multifamily affordable housing or create alternative forms of affordable housing, including senior housing or serving special populations.

The law firm(s) will, at the request of the WCHA, make recommendations with respect to housing and financing proposals made to WCHA by investments bankers, developers, community groups, civic associations or others.

The law firm(s) will advise WCHA management and in some instances the Board of Commissioners or Board Committee Members on technical regulations issued by the Department of Housing and Urban Development (examples may include procurement regulations, or changes in the same, required contract clauses as specified by HUD, and interim or final rules as they evolve and their effect on affordable housing).

CONTRACT MATTERS: Additional (non-legal) professional service contracts are anticipated and must be prepared and/or negotiated, as well as construction contracts, contracts for acquisition or disposition of real property subject to HUD policy and procedures, or other non-standard contracts which may require drafting, negotiation, review, defense and advocacy through contract disputes.

LITIGATION: There is no practical limit to the type or number of litigations matters to which the WCHA may be subject. Litigation as plaintiff or defendant may involve appeals of state agency actions, zoning, civil rights, bonding, insurance, creditors or credit reporting agencies, insolvency or disputes between project partners.

REAL ESTATE ACQUISITION, DISPOSITION OR EXPANSION: WCHA is interested in future acquisition of available properties or further developing existing sites to add affordable housing units to its inventory. Legal services could include review or real estate contracts, conformity with HUD requirements regarding resident displacement, review of financing documents, review of title insurance, representation at real estate closings and addressing property tax matters.

ADDITIONAL SERVICES: Provide advice regarding the syndication of low-income housing tax credits in conjunction with projects under development or to be developed. Advice will include the preparation, review and consultation regarding documents associated with partnerships, real estate acquisition, disposition, development, construction, municipal approvals, tax credit syndication, bond financing, HUD transactions and specific covenant provisions.

Consult with bond counsel, investment bankers, tax credit syndicators, developers, developer legal counsel, HUD, PHFA, municipal entities and other entities deemed appropriate by WCHA for the purpose of preserving the interests of the Authority and insuring conformity with local, state and federal rules and regulations affecting affordable housing.

Work with WCHA and other related professionals in the development of a coordinated approach to the overall development of affordable housing in areas not traditionally served by WCHA and assist WCHA in its negotiations with non-profit or for-profit developers and property owners.

CRITERIA FOR SELECTION:

Demonstrated experience through a portfolio of successful projects representing Public Housing Authorities, instrumentalities and affiliated entities of Housing Authorities. Portfolio shall demonstrate professional legal consulting services necessary to develop Mixed Income, Mixed Finance, LIHTC, RAD conversion and other publicly financed affordable housing.

Demonstrated experience with interacting with HUD, PHFA and other applicable state funding agencies and local governments in the creation of affordable multifamily housing.

Demonstrated ability to represent WCHA without conflicts of interest on other business transactions. Assist in contractual negotiations with any co-developer or partner, prepare all related documentation and defend as necessary.

Summary of experience as "Counsel" addressing "services to be rendered" and fee history.

MINIMUM QUALIFICATIONS:

The qualifications the Westmoreland County Housing Authority is seeking include the following:

1. At least one senior member and affiliate member of the firm must be admitted to practice before the bar in the Commonwealth of Pennsylvania or indicate a willingness to be admitted within 6 months from the date of execution of a consultant contract with the ACHA.
2. At least one senior member of the firm must be admitted to practice before the Federal Judiciary and have litigation experience before the Federal Bar.
3. Experience with complex litigation and/or binding arbitration related to construction, design, finance and limited partnership.
4. Familiarity with public housing legal issues including applicable Commonwealth of Pennsylvania and Federal public housing statutes and regulations, including mixed finance development and public/private partnerships.
5. Certificate of Professional Liability insurance in the amount of one million dollars.

6. At all times the firm(s) and all individuals assigned to perform legal services must be free from conflicts of interest because of any other engagements, work performed or personal or business dealings. Alternatively, any possible conflict must be disclosed to the Authority for waiver consideration.

EVALUATION CRITERIA/FACTORS:

Proposer must meet the minimum qualifications set forth as stated above. The Westmoreland County Housing Authority will assess the aspects of the proposals in the following manner.

<u>FACTORS</u>	<u>POINTS</u>
1. Relevant Experience of the Firm:	35
a. Affordable Housing	
b. Mixed Income Housing	
c. Elderly Housing	
d. Rental Assistance Demonstration (RAD)	
i. Public Housing Conversion	
2. Qualifications of individuals assigned as primary counsel	20
a. Partner assigned to WCHA account	
b. Affiliate Attorney assigned to WCHA account	
3. Capability and Structure of Firm:	15
a. Firm Size	
b. Primary State of Licensing and Practice	
c. Clients in Commonwealth of Pennsylvania	
i. Public Housing Authorities	
ii. Private Developers	
iii. Non-Profits	
4. Proposed Fee Schedule	10
a. Hourly costs comparison to high, low and average of proposals received	
5. Responsiveness and completeness of the proposal to RFP	10
6. Interview Presentation and Interaction with WCHA Evaluation Team	<u>10</u>
Total:	100

Interested and qualified respondents may obtain RFP-Documents containing detailed submission requirements from the WCHA at 167 South Greengate Road, Greensburg, PA 15601. Electronic format RFQ documents are available for downloading at no cost online at www.wchaonline.com. Inquiries can be emailed to epimm@wchaonline.com or eriks@wchaonline.com

Any questions regarding the application must be submitted in writing. Questions are to be directed to Ed Primm, Director of Development Services and Erik Spiegel, COO/Director of A&E Services, 167 South Greengate Road, Greensburg, PA 15601 or email to eprimm@wchaonline.com and eriks@wchaonline.com

Applications are due at 10:00 A.M., local time on January 31, 2025, at the Westmoreland County Housing Authority's Administrative Offices located at 167 South Greengate Road, Greensburg, PA 15601 – Attention: Erik Spiegel. Late responses will not be accepted. Fax responses will not be accepted. Incomplete applications which do not meet the basic program requirements will be disapproved and not ranked or selected. If additional non-basic information is needed, WCHA may request that information from the respondent in writing.

PROCEDURE FOR SELECTION:

The WCHA has designated a committee to review proposals and participate in an interview session with the law firm(s) that have submitted a proposal. The committee members will independently score the proposals and interview sessions and offer their ranking of firms. The rankings will be tabulated, and the two highest ranked firms will be notified. The committee, led by the WCHA Executive Director, Michael L. Washowich, will conduct negotiations with the two firms to arise at a fair and reasonable fee schedule for special legal services, reimbursable expenses and any other relevant costs associated with the estimated scope of legal services to be performed. The committee may recommend the approval of legal services contracts for one or both of the top ranked consultants if agreements beneficial to the WCHA is agreed upon.

The WCHA committee is tentatively scheduled to be comprised of the following WCHA personnel: Executive Director, COO/Director of A&E Services and Director of Development Services.

SUBMITTAL:

Submittals shall be prepared and submitted in a bound binder with tabbed sections and should include the following information:

Identify the specific members of the firm who will be assigned to work with the WCHA and describe their individual experiences with governmental, non-profit or Housing Authority bodies or groups. Include resumes for each person as well as the name, address and telephone number of contact person.

List finance or housing related authorities that the law firm has represented applicable to this RFQ. List any significant accomplishments or contributions worth noting your firm made to effectuate a growth of housing assets under Authority control or improve production. Provide the client's name and telephone number and indicate the nature and length of the relationship with the entity.

Indicate how your firm would handle potential conflicts of interest in matters involving other clients (example developers or financial institutions) participating or planning to participate in a WCHA financing or development.

State the hourly fee schedule proposed for this account if retained as the WCHA's Special Legal Counsel. Indicate reimbursable fees and costs designate if there are separate or reimbursable charges for different types of services. Describe the availability of key personnel who will service the WCHA account.