



# HOUSING OPPORTUNITIES

— *of SW Washington* —

Request for Qualifications  
Legal Services

Date Issued: May 21, 2024

For and on behalf of  
Housing Authority of the City of Longview dba Housing Opportunities of SW Washington

Request for Qualifications for:

Legal Services

Date of Issuance: May 21, 2024

Question Submission Deadline: June 6, 2024 10:00 am (PST)

Application Submittal Deadline: June 20, 2024 10:00 am (PST)

Request for Qualifications for  
Legal Services  
HOSWWA

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# Introduction

Housing Opportunities of SW Washington (HOSWWA) is a Housing Authority established by the City of Longview under the authority of Washington State RCW 35.82.030 and the Housing Cooperation Law (RCW 35.83). The Housing Authority is a public body, corporate and politic, formed under the U.S. Housing Act of 1937, codified at 42 U.S.C. Section 1401. As such, HOSWWA's goal is to provide affordable housing for low-income persons to benefit the community at large. The Housing Authority owns and operates 425 affordable housing units and provides 1,600 Housing Choice Vouchers across a jurisdiction that includes Cowlitz, Lewis, Pacific, and Wahkiakum Counties (excluding Kalama and Kelso).

HOSWWA is governed by a six-member Board of Commissioners that provides oversight and control of the agency. The CEO is appointed by the Board and takes responsibility for day-to-day operations of the Housing Authority. Board members are appointed by the Mayor of Longview.

HOSWWA also serves as the Administrator and Developer for the Joint Pacific County Housing Authority (JPCHA). Of HOSWWA's housing portfolio, 5 buildings composing 85 units are JPCHA units. JPCHA has a separate six-member board appointed by the Mayors of Ilwaco, Raymond, South Bend, and Long Beach and members appointed by the Pacific County Commissioners.

HOSWWA has 56 full-time staff members who work in many diverse roles across the Housing Authority. The Housing Authority provides benefits for employees including health insurance, dental insurance, vision insurance, life insurance, Washington State pension benefits, deferred compensation enrollment, and EAP services.

Funding for HOSWWA's programs and developments comes from the US Department of Housing and Urban Development (HUD) administered by the State of Washington, US Department of Agriculture and Rural Development (USDA RD), Washington State Housing Finance Commission Low Income Housing Tax Credit (LIHTC), US Veterans Administration, Internal Revenue Service (IRS), Washington State Department of Commerce and other competitive state and local grants.

HOSWWA manages an active housing portfolio throughout the four-county jurisdiction. The programs and developments operated by HOSWWA present numerous and complex issues requiring legal assistance to solve. The Housing Authority is a federally authorized agency that may issue 'tax-exempt private activity bonds' under the determined Washington State 2024 bond cap that supports LIHTC development.

As HOSWWA serves as the staff and developer for JPCHA, respondents should assume that any legal work may also include work completed on behalf of JPCHA. RFQ responders are to be aware that proposals shall pertain to work for both agencies.

## General Guidelines

Through this Request for Qualifications (RFQ) HOSWWA is seeking legal firm(s) to address several different scopes of work Included in this RFQ are five (5) unique scopes of legal services. Applicants must indicate which scope(s) they are selecting to respond to in their application. If multiple scopes are selected in the application, the firm must clearly indicate which scopes they are responding to and the unique qualifications of the firm to fulfill that particular scope. HOSWWA will select the qualifying firm/firms that best meets the needs of the agency. A single firm may be selected for all scopes and/or multiple firms may be selected to address the different scopes, however, for each individual scope, only one firm will be selected.

HOSWWA will have no responsibility or obligation to pay any costs incurred by any applicant in preparing a response to this RFQ or in complying with any subsequent request by HOSWWA for information or participation throughout the evaluation and selection process.

To obtain a copy of the Legal Services RFQ package, please contact Drew Cunningham via email at [drew.cunningham@hoswwa.org](mailto:drew.cunningham@hoswwa.org) with the subject line "Legal Services RFQ Package".

Any questions about the RFQ can be directed to Drew Cunningham via email at [drew.cunningham@hoswwa.org](mailto:drew.cunningham@hoswwa.org) with the subject line "Legal Services RFQ Questions".

## Timeline

Activity	Project Date
RFQ Available for Distribution	5/21/2024
Last day for Questions	6/6/2024
Issuance of Addendum (if any)	6/10/2024
Receipt of proposals by HOSWWA deadline	6/18/2024
Selection by RFQ Committee	7/1/2024

## Scope #1: Tax Credit

HOSWWA is looking for a firm with a strong understanding of Tax Credit policy and law that can provide legal consultation and advisory services. The selected firm must be able to advise on compliance with relevant federal, state, and local laws and regulations governing tax credit development and affordable housing development. This work will entail drafting and reviewing legal documents in addition to providing legal advice.

Counsel shall provide all necessary legal services required for affordable housing development on an as-needed basis related to tax credits including LIHTC projects. Counsel shall be able to provide the following:

1. Strong knowledge of Internal Revenue Code Section 42 for Low-Income Housing Credits.
2. Strong knowledge of the Community Reinvestment Act and ability to demonstrate compliance.
3. Strong knowledge of legal issues pertaining to Washington State Qualified Allocation Plan (QAP) of tax credits and ability to assist with legal considerations of compliance monitoring.
4. Provide an objective legal opinion for the Housing Authority to navigate the legal process for LIHTC financing and structuring.
5. Review and advise on all documents necessary for tax credit closing and arbitrage.
6. Assist in the creation and registration of Partnerships, Limited Partnerships (LP's), Limited Liability Partnerships (LLP's) and Limited Liability Limited Partnerships (LLLLP's).
7. Demonstrated ability to negotiate contracts with investors, including equity investors and federal, state, and/or local governmental agencies.
8. Has a strong understanding of legal and jurisdictional issues within Qualified Census Tract (QCT) & Difficult Development Areas (DDA).
9. Understanding of IRS Form 8609 & 8823 and ability to assist with legal issues pertaining to both tax credit new construction projects and tax credit rehabilitation projects.
10. Ability to provide guidance on IRS Inflation Reduction Act Section 45L for Solar Investment tax credits as applicable.
11. Ability to assist in the monitoring of compliance as it relates to the recapture of tax credit process after project delivery.
12. Provide an objective legal opinion for the Housing Authority on additional public financing programs, such as low-income housing grants and other public financing programs.
13. Provide advice on ground-lease real-estate transactions and ownership with the ability to create the right of first-refusal for the Housing Authorities partnership.
14. Experience and understanding of post 15 year exits from LIHTC projects.

### Scope #2: Bond Issuance

HOSWWA is looking for a firm with a strong understanding of Housing Authority Bond Issuance that can provide legal consultation and advisory services. The selected firm must be able to advise on legal matters pertaining to the issuance of tax-exempt private activity bonds issued under the Washington State Housing Finance Commission Bond Cap until maturation. This work will entail drafting and reviewing legal documents in addition to providing legal advice.

Bond Counsel shall provide all necessary legal services on an as-needed basis required to issue Government Bonds, including but not limited to the following:

- 1) Demonstrate familiarity with IRC Section 141 on Private Activity Bond Test as it applies to governmental persons and entities.
- 2) Providing an objective legal opinion on the authorization and issuance of debt obligations in accordance with LIHTC tax exempt status.

- 3) Preparing Authorizing documents and any other documents needed in connection with the issuance of the Bonds, including closing documents and transcripts.
- 4) Reviewing use of proceeds to ensure compliance with applicable state and/or federal law and regulations.
- 5) Preparing all documents and materials necessary to comply with all applicable recordkeeping and 'continuing disclosure' requirements for transactions.
- 6) Review all documents related to real estate closing.
- 7) Participating, if requested, in activities associated with rating agency and/or bond insurer reviews.
- 8) Offering continuing legal advice, as needed, on issues related to the sale of the Bonds, any issues that arise post-sale, the trustee administration of obligations, and in particular, any actions necessary to ensure that interest will continue to be tax-exempt.
- 9) Offer continuing legal advice, as needed, on post-issuance compliance monitoring.
- 10) Providing other legal opinions or advice pertaining to bond issuance as required.

### Scope #3 General Real-Estate Transaction & Development

HOSWWA is looking for a firm to provide council to the Housing Authority for general development. The selected firm must be able to advise on issues pertaining to real-estate transactions that the Housing Authority engages in as part of the affordable housing development process. This work will entail drafting and reviewing legal documents in addition to providing legal advice.

Counsel shall provide all necessary legal services required for affordable housing development on an as-needed basis related to the general affordable housing development process including:

1. Conduct thorough legal due diligence as requested on prospective real estate development projects, to assist with title searches, zoning assessments, environmental reviews, and regulatory compliance analysis.
2. Review and draft contracts, agreements, and legal documents related to real estate development, including purchase agreements, development agreements, construction contracts, and financing agreements. Specify relevant experience with standard AIA, GC/GM, Design contracts your firm has experience with.
3. Advise the Housing Authority on legal considerations pertaining to land use and zoning regulations applicable to proposed development projects, including obtaining necessary permits, variances, zoning, conditional use permits, and approvals from local authorities.
4. Provide legal counsel on financing options and structures for real estate development projects, including public-private partnerships, tax incentives, grants, loans, and bond financing.
5. Assist the Authority in ensuring compliance with federal, state, and local laws and regulations governing real estate development, including fair housing laws, environmental regulations, building codes, and ADA requirements.
6. Provide legal assistance, as necessary, for the procurement process, including 2CFR part 200.

7. Provide legal assistance, as necessary, around Federal Labor rate compliance and applicability to Davis Bacon Act and Washington State prevailing wage requirements.
8. Identify and mitigate legal risks associated with real estate development projects, including contract disputes, regulatory violations, environmental liabilities, and potential litigation.
9. Provide legal support and guidance throughout the entire lifecycle of real estate development projects, from initial planning and feasibility analysis to project implementation and completion.
10. Represent the Housing Authority in dispute resolution and legal proceedings related to real estate development projects, including mediation, arbitration, and litigation, as necessary to protect the Authority's interests.
11. Providing other legal opinions or advice pertaining to real estate transactions as required.

#### Scope #4: General Counsel for HA

HOSWWA is looking for a firm to provide general counsel to the Housing Authority for Housing Authority Law and jurisdictional requirements. The selected firm must be able to advise on issues pertaining to the laws, rules, regulations, and policies that Housing Authorities are subject to. This work will entail drafting and reviewing legal documents in addition to providing legal advice.

Counsel shall provide all necessary legal services related to the general Housing Authority matters on an as-needed basis including:

1. Demonstrate in depth experience and understanding of Housing Authority jurisdictional intricacies.
2. Have a strong knowledge and experience working with laws, regulations, and policies governing Housing Authorities.
3. Demonstrate understanding of the differing structures of housing authorities including joint housing authorities, and consortia structures as well as the benefits of the same.
4. Provide legal guidance on the governance structure and operations of the Authority, including board governance, bylaws, policies and procedures, ethics compliance, conflicts of interest, and public records laws.
5. Review and draft contracts, agreements, MOU's, LOI's, and legal documents related to the Authority's operations; including vendor contracts, procurement agreements, interagency agreements, and partnerships with nonprofit and community organizations.

#### Scope #5 Employment Law

HOSWWA is looking for a firm with a strong understanding of legal issues pertaining to employment. During 2024, HOSWWA as an organization has grown to over 50 employees and has increasing employment requirements. The selected firm must be able to advise on compliance with relevant federal, state, and local laws and regulations that govern conditions of

employment for a Housing Authority. This work will entail drafting and reviewing legal documents in addition to providing legal advice.

1. Representing the Housing Authority in any judicial, administrative or summary proceedings involving the litigation of a claim or dispute filed by a prospective, current or former Housing Authority employee relating to discrimination, harassment, wrongful discharge and other employment related causes of action.
2. Provide legal advice and support on employee relations matters, including disciplinary actions, grievances, workplace investigations, and employee harassment or misconduct allegations.
3. Conduct legal research and drafting legal memoranda on Equal Employment Opportunity & Employment, Title VII, ADA, FMLA, FLSA, and EEOC guideline issues.
4. Advise the Housing Authority in matters relating to compliance with local, state, and federal employment-related law and regulations. Each applicant must demonstrate in its application specific detailed experience with regard to Wage Payment and Collection Law, Personnel Records Act, Fair Labor Standards Act, Equal Pay Act, and the Consolidated Omnibus Budget Reconciliation Act (COBRA) and the Affordable Care Act (ACA).
5. Representing the Housing Authority in any judicial, administrative, and summary proceedings involving the litigation of a claim or dispute regarding Labor Relations & Human Resources issues, or able to advise when other council is needed.
6. Providing opinion on labor-related subjects, such as in connection with the application of existing, proposed, and new legislation or regulations and providing advice to the Housing Authority in connection with miscellaneous labor-related matters.
7. Advising the Housing Authority in connection with benefit and pension matters to the extent they affect implementation.
8. Offer continuing legal advice, as needed, on employment policy development for the Housing Authority.

## Selection Process

All interested parties must submit a complete application by the deadline to be considered. All completed applications turned in on or before the deadline will be reviewed by HOSWWA staff. A successful application must submit a complete proposal, including minimum agency eligibility requirements. Incomplete applications will be deemed ineligible and be eliminated from further consideration. HOSWWA reserves the right to seek clarification and accept or waive any nonmaterial irregularities or informalities in determining if an application is eligible. HOSWWA reserves the right to contact the primary contact person listed as the firm's point of contact to clarify application contents. HOSWWA also reserves the right to schedule and conduct interviews with some or all applicants prior to formulating final recommendations.

Responses must remain in effect until the respondent firm withdraws the response in writing via electronic communication, a contract is executed, or the RFQ is canceled, whichever occurs first. Notwithstanding any other provisions of this RFQ, the issuer reserves the right to reject any or



all responses in its sole discretion, to waive any irregularity or informality in a response, and to accept or reject any item or combination of items, when to do so would be in the Issuer's interest.

Response evaluation criteria and related ranking points include:

<b>Criteria</b>	<b>Points Assigned</b>
General quality of response	10
Qualifications of attorney	15
Qualifications / depth / strength of firm	10
Experience with similar transactions, particularly the assigned attorney(s)	10
Demonstrated experience with laws, rules, regulations and statutes relevant to the scope responding for.	20
Ability to meet schedules, due diligence, reference check	15
Cost	10
Social Responsibility & Diversity	10
<b>TOTAL:</b>	<b>100</b>

[Total Points: 100]

<b>Activity</b>	<b>Project Date</b>
RFQ Available for Distribution	5/21/2024
Last day for Questions	6/6/2024
Issuance of Addendum (if any)	6/10/2024
Receipt of proposals by HOSWWA deadline	6/20/2024
Selection by Committee no later than	7/1/2024

### Social Responsibility & Diversity

HOSWWA strongly encourages minority-owned and women-owned businesses, socially and economically disadvantaged businesses, and small businesses to respond to this Legal Services RFQ or to participate in a subcontracting capacity on HOSWWA contracts.

### Rights Reserved

HOSWWA reserves the right to:

- HOSWWA reserves the right to reject any or all proposals, to waive any informality in the RFQ process, or to terminate the RFQ process at any time, if deemed to be in the HOSWWA's best interest.
- HOSWWA reserves the right to not award a contract pursuant to this RFQ.
- HOSWWA reserves the right to negotiate fees proposed by any proposer entity.
- HOSWWA reserves the right to reject and not consider any proposal that does not meet the requirements of this RFQ, including but not necessarily limited to incomplete proposals.

Any and all contracts entered into by HOSWWA as a result of this Legal Services RFQ are contingent upon funding availability. HOSWWA may share bid documents, contracts, and awards connected to this Legal Services RFQ with other public entities to be used for the purchase of goods and services. HOSWWA will not be held liable for any transactions, or lack thereof, that may occur as a result.

# Application

## Submission Instructions

The contents of the RFQ application for each scope are as follows:

1. Letter of Intent
2. Selected Scope: 1,2,3,4, and/or 5.
3. Statement of Firm Qualifications
4. Staff Experience & Capacity
5. Staffing
6. Pricing Proposal
7. Bar License
8. Social Responsibility / Diversity

The submittal process will be composed of three phases as listed below:

1. **Due Date For Questions:** Technical questions regarding substantive matters related to this RFQ or requests for further information must be submitted in writing consistent with the deadline and submission requirements on page 2 of this RFQ.
2. **Due Date For Submission of Submittals:** Submittals must be received by HOSWWA by the deadline and at the place indicated on pages 1, 4, & 11 of this RFQ.

Completed applications must be received in person, by mail, or electronic submission. HOSWWA will date and time-stamp all received applications into an RFQ log. The deadline is firm as to place, date, and time. HOSWWA will not consider any Submittal received after the deadline.

Digital submission must be submitted to Drew Cunningham via email at [drew.cunningham@hoswwa.org](mailto:drew.cunningham@hoswwa.org) with the subject "Legal Services RFQ Application" **by no later than June 20, 2024 at 10:00 AM (PST).**

Physical submissions must be submitted to:

Legal Services RFQ  
c/o Drew Cunningham  
820 11<sup>th</sup> Ave.  
Longview, WA 98632

Proposals must include the following information in sequence:

#### Letter of Intent

Include a letter summarizing the respondent's interest in providing consulting services to the Housing Authority, identifying the point of contact at the firm, describing respondents understanding of the services required and a brief statement of the firm's areas of specialization.

#### Scope

Respondent must select from the following scope(s) and identify which they are responding to and if the response is combined into a single or separate applications.

1. Tax Credit
2. Bond Issuance
3. General Real-Estate Transactions
4. General Counsel for Housing Authority
5. Employment Law

#### Statement of Firm Qualifications

The proposers must provide a clear, concise narrative that states qualifications as it relates to the selected scope of service. Highlight any notable cases, work, or projects that showcase your expertise as it relates to the scope. Identify your firm's capability by replying to as many components of the scope, as necessary. Discuss your firm's experience within the last 2-5 years as it relates to the scope of work including types of issues, sizes of the issues, and work the firm performed. Include past experience and work with other affordable housing providers, including Housing Authorities, in Washington State and experience with the Washington State Housing Trust Fund. If available, provide any references related to your firm's past work that relates to the respective scope.

#### Staff Experience

Legal service providers must have an adequate number of qualified personnel to meet the estimated minimum performance level. Legal Services program personnel may include attorneys, paralegals, and/or law students. Counseling or other appropriate assistance may be provided by a nonlawyer where permitted by law.

Identify the individual(s) who will manage the legal project work on a day-to-day basis. Describe the Manager's background. Define the Manager's position within the firm and indicate the degree to which the manager will be able to commit the firm's resources to the issuer. Describe

the manager's availability and the manager's other commitments and how those commitments might impact the manager's availability.

Identify other professionals and members of your firm who will be assigned to work on this project. Describe each member's role and responsibilities and the aspects of each member's background, including professional support and clerical staff, and qualifications relevant to this transaction.

Describe any sub-consultants' responsibilities and qualifications and provide background information relative to the proposed staffing sub-consultant. State the working relationship that the firm has with the sub-consultant.

If responding to multiple scopes in a single application, please identify the staff who are qualified to work on respective scope(s).

### Staffing Capacity

As part of the evaluation, HOSWWA seeks to understand your firm's work capacity, including current and future staff resources. Briefly describe the staffing capabilities of your firm and how you propose utilizing your staff resources to fulfil HOSWWA's legal needs. Discuss how the staffing capacity of your firm will meet the minimum performance level while delivering quality work product. Describe how your firm will work to meet the minimum performance level in the short term and if the firm plans to build staff capacity.

### Pricing

Provide a proposed billing structure and a comprehensive breakdown of the proposed costs for services. Include itemized costs for all components of the legal services including labor costs, fees, contingency, sub-contracting expenses, and other relevant expenses. Detail hourly rates for all employees who may work on HOSWWA projects and estimated hours for tasks. If providing a discount of services, please provide detail about the level of discount and how long that pricing will be available. Describe any other billing practices such as billing time-increments and payment schedules.

### Bar License

Please provide a copy of respondent's valid Washington State Bar License.

Provide a certified statement for non-debarment, suspension, or prohibition from professional practice by any Federal, State, or Local Agency.

### Social Responsibility & Diversity

Provide a statement or copy of paperwork which documents your firm's MWBE status (if applicable) or a description of how your firm would partner or joint venture with other certified small, MWBE firms. Additionally, whether your firm is MWBE or not, please provide information demonstrating your firm's commitment to Diversity, Equity and Inclusion.