



Request for Proposals

**HHA-FY26-RFP-002:
LEGAL SERVICES, ADVICE & COUNSEL -
Public Housing Repositioning and
Affordable Housing Development**

ISSUE DATE:
Friday, September 26, 2025

OFFEROR CONFERENCE:
11:00AM Mountain Time, Tuesday, October 21, 2025

PROPOSAL SUBMISSION DATE:
4:30PM Mountain Time, Monday, November 3, 2025
Submit electronically (via secure email link, on-line portal, Shared PDF, Dropbox, or similar)

Contact Person:
Michael O'Neil, Executive Director
Helena Housing Authority
812 Abbey Street, Helena, MT 59601
406-794-3251 / moneil@hhamt.org
Procurement Reference number:
HHA-FY26-RFP-002

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REQUEST FOR PROPOSALS

From duly qualified firms or individuals, Helena Housing Authority (HHA) HHA seeks one or more qualified legal firms or attorneys to assist the agency in all public housing repositioning and related affordable housing legal matters. Offerors should demonstrate their ability to provide Legal Services, Advice & Counsel with regards to the following needs including :

- I. HUD programs and tools related to the repositioning of public housing assets, including the Rental Assistance Demonstration Program (RAD) and RAD's Small PHA Blend; Section 18; RAD/Section 18 Blends; Restore Rebuild (f/k/a Faircloth to RAD); Section 32 Homeownership; and Transfer of Assistance;
- II. Mixed-finance transactions involving the use of Low-Income Housing Tax Credits (LIHTC), Tax Exempt Bonds, Historic Tax Credits, Federal Home Loan Bank (FHLB), HOME Program, National Housing Trust Fund, and other funding sources as applicable;
- III. Legal counsel and representation for acquisition & disposition, regulatory & statutory concerns, and in the review and selection of development partners & equity syndicators
- IV. Legal counsel and representation in the preparation and negotiation of memorandums of understanding, letters of intent, development partner agreements, contracts, and all other writings necessary to implement development-related work; and
- V. Legal counsel and representation associated with project funding from the State of Montana's Housing Finance Agency (Montana Board of Housing) and other funding sources inclusive of regulatory agreements.

HHA makes reasonable accommodations for any known disability that may interfere with an applicant's ability to compete in the selection process or to perform the essential duties of the job. For HHA to make such accommodations, applicant(s) must request such accommodations either verbally or in writing made to the attention of HHA's Executive Director, Michael M. O'Neil.

This solicitation is being offered in accordance with federal and state statutes governing qualifications-based competitive proposal procurement for professional services. Accordingly, HHA shall negotiate an agreement with the selected firm based on fair and reasonable compensation and terms for the scope of services provided. HHA reserves the right to reject any and all responses that it determines are unqualified, unsatisfactory or inappropriate.

Selection will be based on an evaluation of the written responses. The award will be made to the most qualified Offeror(s) whose proposal is deemed most advantageous to Helena Housing Authority, with price and all other factors considered. Unsuccessful Offerors will be notified as soon as possible.

Helena Housing Authority reserves the right to accept or reject any or all proposals.

Proposals must be received by:

TIME: 4:30 PM Mountain Time

DATE: Monday, November 3, 2025

Offeror Conference:

An Offeror Conference will be held on Tuesday, October 21, 2025 at 11:00AM Mountain Time to provide a broad overview of the services being requested. Final scheduling details regarding this virtual conference will be posted in advance of the conference time on the ‘Procurement & Contract Opportunities’ page of HHA’s website. If you are planning to attend the conference, please email Michael M. O’Neil, Executive Director, HHA at moneil@hhamt.org no later than 4:30PM Mountain Time of Friday October 17, 2025 with the subject line: “Offeror Conference Registration”. In the body of the email, please state who will be attending and your firm’s name.

Questions Deadline:

Please submit any questions ahead of the Offeror Conference on 10/21/25 and email them no later than 4:30PM Mountain Time on Friday October 17, 2025 to moneil@hhamt.org, with the subject line: “Helena Housing Authority Legal Services, Advice & Counsel RFP Question”.

Potential Offerors may examine and receive procurement documents at the following location:

hhamt.org/procurement-contract-opportunities

Copies of the RFP Document Required:

Submitted electronically (via secure email link, on-line portal, Shared PDF, Dropbox, or similar) to moneil@hhamt.org with the subject line: “Response to HHA-FY26-RFP-002: Legal Services, Advice & Counsel”.

- Please note: Offerors are responsible for confirming receipt of electronic submittals.

SPECIFICATION: HHA-FY26-RFP-002

DATE OF ISSUE: September 26, 2025

The procurement of these services is funded by the U.S. Department of Housing and Urban Development through Helena Housing Authority.

By: Michael M. O’Neil, Executive Director, Helena Housing Authority (HHA), 2025

ADVERTISEMENT

PER HELENA HOUSING AUTHORITY PROCUREMENT POLICY, ANY PROCUREMENT OF SERVICES WITH THE POSSIBILITY OF REACHING OR EXCEEDING A COST OF \$40,000.00 MUST BE ADVERTISED. A CONDENSED VERSION OF THE FOLLOWING ADVERTISEMENT WILL APPEAR IN THE HELENA INDEPENDENT RECORD ON THE FOLLOWING DATES:

Thursday, October 2, 2025

Thursday, October 9, 2025

This RFP is also being advertised nationwide online on the NAHRO Career/RFP/RFQ Center and the PHADA RFP Listings websites.

Request for Proposals

Notice is hereby given that Helena Housing Authority (HHA-MT004 – Helena, Montana) is currently accepting responses to HHA-FY26-RFP-002 for the procurement of Legal Services, Advice & Counsel specific to Public Housing Repositioning and Affordable Housing Development for an initial three-year period. Duly qualified firms or individuals responding to this RFP must have a minimum of five (5) years in the business of providing legal services, advice & counsel with regards to the areas of development specified within the RFP.

Responses to this RFP must be submitted electronically (via secure email link, on-line portal, Shared PDF, Dropbox, or similar) to moneil@hhamt.org with the subject line: “Response to HHA-FY26-RFP-002: Legal Services, Advice & Counsel” and must be received no later than 4:30 PM Mountain Time on Monday, November 3, 2025. Complete RFP packets are available for download from the ‘Procurement & Contract Opportunities’ page of HHA’s website (hhamt.org/procurement-contract-opportunities). Offerors are responsible for confirming receipt of electronic submittals.

An Offeror Conference will be held on Tuesday, October 21, 2025 at 11:00AM Mountain Time to provide a broad overview of the services being requested. Final scheduling details regarding this virtual conference will be posted in advance of the conference time on the ‘Procurement & Contract Opportunities’ page of HHA’s website.

Offerors should prepare any questions ahead of the Offeror conference and email them no later than 4:30PM MST on Friday October 17, 2025 to Michael M. O’Neil, Executive Director, HHA at moneil@hhamt.org, with the following subject line: “Helena Housing Authority Legal Services, Advice & Counsel RFP Question”. This will allow for responses to be prepared and provided in conjunction with the Offeror conference. Q&A and any changes to the RFP resulting from the conference will be provided via written amendment and posted on the ‘Procurement & Contract Opportunities’ page of HHA’s website ahead of the submission deadline.

Requests return receipt with affidavit.

HELENA HOUSING AUTHORITY BACKGROUND

Helena Housing Authority (HHA), Helena, MT (Lewis and Clark County, MT) operates 366 units of public housing located at 32 different sites throughout the city of Helena. HHA currently administers 396 Local Housing Choice Vouchers, 5 Veteran Affairs Supportive Housing (VASH) Vouchers, and 36 Permanent Supportive Housing (PSH) Vouchers. HHA also administers 225+ Housing Choice Vouchers and VASH vouchers for the State of Montana Section 8 program. HHA also manages two tax credit affordable housing properties with a total of 47 units which are treated as component units. HHA also owns three (3) facilities used by lessees for childcare and community-based services.

HHA was established by resolution of the Helena City Commission in August of 1938 and incorporated by the state of Montana on October 1, 1938. The Mayor of the City of Helena appoints a 7-member Board of Commissioners. The Board determines HHA policies and monitors HHA's financial and operational success. The Board acts in formal session and deals with administration only in a formal manner through the Board-appointed Executive Director. The Board does not assume any day-to-day management or administrative functions of HHA. The Executive Director is hired by the Board and manages HHA's day-to-day operations.

HHA currently employs approximately 29 employees: 5 exempt management and 24 non-exempt. HHA is governed by a seven (7) member Board of Commissioners. Our client base includes approximately 900 public housing residents and 1,000 Housing Choice voucher participants (including family members).

HHA is regulated by the Department of Housing and Urban Development (HUD) and must comply with numerous standards and federal regulations. HHA has numerous service and construction contracts. HHA must comply with all Federal and State procurement regulations.

HELENA HOUSING AUTHORITY RESERVED RIGHTS

- Helena Housing Authority (HHA) reserves the right to reject any or all proposals, to waive any informality in the RFP process, or to terminate the RFP process at any time, if deemed to be in its best interest.
- HHA reserves the right to modify this RFP as it deems appropriate. Any written amendments/addenda issued will become a part of this RFP. All amendments to this RFP will be in writing.
- HHA reserves the right not to award a contract pursuant to this RFP.
- HHA reserves the right to terminate a contract awarded pursuant to this RFP, at any time for its convenience upon ten (10) days written notice to the successful Offeror.
- HHA reserves the right to determine the days, hours, and locations that the successful Offeror shall provide the services called for in this RFP.
- ALL PROPOSAL PRICES submitted shall be FIRM FOR THE PERIOD OF (sixty) 60 days from the date proposal(s) are due. No proposal shall be considered which contains any letter or memorandum or other writing qualifying the same, to the detriment of the Housing Authority.
- HHA reserves the right to negotiate the fees proposed by the Offeror entity.
- HHA reserves the right to reject and not consider any Proposal that does not meet the requirements of this RFP, including but not necessarily limited to incomplete Proposals and/or Proposals offering alternative or non-requested services.
- HHA shall have no obligation to compensate any Offeror for any costs incurred in responding to this RFP.

By: Michael M. O'Neil, Executive Director, Helena Housing Authority (HHA), 2025

INSTRUCTIONS TO OFFERORS AND GENERAL TERMS & CONDITIONS

1. All proposals shall be **SUBMITTED ELECTRONICALLY** (via secure emailed link, on-line portal, shared PDF, Dropbox, or similar) to moneil@hhamt.org with the subject line: “Response to HHA-FY26-RFP-002: Legal Services, Advice & Counsel”.
2. **ALL PROPOSALS ARE DUE no later than 4:30 PM, Monday, November 3, 2025.** Proposals will be referred to a selection committee for tabulation, review, and subsequent recommendations for action. Proposals will not be opened publicly.
3. Complete RFP packets are available for download from the ‘Procurement & Contract Opportunities’ page of HHA’s website (hhamt.org/procurement-contract-opportunities).

Within the packet are the following documents:

1. Request for Proposals (RFP)
2. RFP Advertisement
3. Helena Housing Authority Background
4. HHA Reserved Rights
5. Instructions to Offerors and General Terms and Conditions
6. Statement of Work
7. Introductory Scope of Work
8. Offeror Evaluation
9. Summary of Submission Requirements
10. Costs of Service/Fee Schedule for Initial Term (Attachment I)
11. Contractor Forms, Authorizations, and Certifications (Attachment II)
12. Offeror Credentials (Attachment III)

Prospective Offerors must RETURN ITEMS 1 – 3 TO Helena Housing Authority (HHA):

1. Letter of Intent/Cover Page **briefly** describing the Offeror’s desire to submit a proposal;
2. **Statement of Qualifications (including)**
 - A. A thorough description of firm’s or individual’s background and qualifications, number of years providing Legal Services, Advice & Counsel related to public housing development and repositioning, and an understanding of and ability to provide the services identified within the overarching Statement of Work & more focused, Introductory & Additional Scope(s) of Work. Submitting a historical or sample Plan of Action for the Accomplishment of Services that would showcase an approach to the Introductory Scope of Work within this RFP is highly recommended.
 - B. Offeror must provide a description of their experience working with clients in public and municipal sectors for services identified within this RFP. This must include the experience and qualifications of any individual who might be assigned to this project/contract.
 - Offeror must possess all licenses and registrations necessary to provide RFP’s requested scope of legal services in the State of Montana*;
 - Offeror must assign key staff to the contract who have prior experience in the areas covered by the qualifications statement and identify those individuals as part of the proposal submission;
 - Offeror must maintain all necessary professional licenses and insurance coverages (e.g., Professional liability, E&O, workers compensation)*;
 - Offeror must complete **all forms, authorizations, certifications, and documentation required by this RFP** (included in **Attachment II**); and
 - Offeror and all staff assigned to this project must meet all **Offeror Credentials** identified within **Attachment III**.
 - C. Using **Attachment I**, a **Summary of Rates** for varying levels of provided services, hourly rates for all potential professionals assigned, as well as any special reduced rates or discounts;
 - D. A description or plan exemplifying capability and willingness to respond to the Scope of Work, as well as fluctuating, de-escalating, and/or special service needs that may arise from the overarching Statement of Work;
 - E. A proposal summary highlighting what makes your organization a superior choice for HHA and any value-added services not covered in the Scope of Work, which your firm can offer HHA; and
 - F. A minimum of four (4) references for whom you are providing reliable Legal Services, Advice & Counsel with a focus on Public Housing Repositioning and Affordable Housing Development or have provided such services within the past five (5) years.
3. *All Offerors must submit **proof of required professional licenses & insurance**, as applicable.
4. **Offerors are required to submit proposal services AS SPECIFIED above. Failure to do so will result in rejection of the proposal.**

5. The Offeror agrees that contracts awarded by Helena Housing Authority WILL NOT BE assigned, transferred, or sublet unless specific permission to do so is requested in writing and granted in writing by Helena Housing Authority.
6. All business relating to proposal shall be transacted at HELENA HOUSING AUTHORITY OFFICES, unless otherwise agreed upon in contract documents.
7. All proposals will be evaluated based upon rating factors as identified in the RFP (see pages 18-19). **A contract will be awarded to the highest scoring responsible individual/firm whose proposal, with price and other factors considered, is most advantageous to HHA.** HHA intends to award a time and material-labor hours contract for the legal services requested by this RFP. HHA's goal is to procure the best & most cost-effective legal services available.
8. HHA will look to start this contract in December 2025 or as soon as is practical after the evaluation process and subsequent approval by its Board of Commissioners. The anticipated initial contract period will be for three (3) years, with option to renew for up to an additional two (2) years, depending on successful progress or completion & mutual agreement of both parties.
9. The OFFEROR SHALL be responsible for any damages to Helena Housing Authority property caused by the Offeror or his/her/its agents. The Offeror further covenants and agrees and does hereby ASSUME ALL LIABILITY for, and shall agree to indemnify and save harmless Helena Housing Authority against any and all loss, costs, suits, claims, charges, or damages arising from injuries sustained by mechanics, laborers, workmen, or by any person or persons whatsoever, to their persons or property, whether employed in or about the said work or otherwise by reason on any accidents, damages, or injuries, torts, or trespasses happening in and about or in any way incident to or by reason of the performances of this contract and the performance of said work and labor, including costs, counsel fees, and all expenses of defense, and agrees to carry any applicable or other usual Property Damage and Liability Insurance and to furnish certificate(s) therefore, when required by Helena Housing Authority.
10. The firm/individual (Offeror) guarantees the proposal submitted is not a product of collusion with any other Offeror and no effort has been made to fix the proposal price of any Offeror or to fix any overhead, profit, or cost estimate of any proposal or its price. If a mistake in a proposal is suspected or alleged, the proposal may be corrected or withdrawn during any negotiations that are held. If negotiations are not held, or if best and final offers have been received, the Firm may be permitted to correct a mistake in its proposal and the intended correct offer may be considered based on the following:
 - A. The mistake and the intended correct offer are clearly evident on the face of the proposal.
 - B. The Firm submits written evidence which clearly and convincingly demonstrates both the existing offer, and such correction would not be contrary to the fair and equal treatment of other Firms.

Mistakes discovered after award shall not be corrected unless the HHA makes a written determination that it would be disadvantageous to HHA not to allow the mistake to be

corrected. The approval or disapproval of requests of this nature shall be in writing by HHA's Executive Director.

16. The acceptance of the proposed Firm(s)' offer for the Services specified herein will be made by issuance of a duly authorized contract prepared by HHA. Offerors are cautioned to make no assumptions or accept any representations by any employee, member, officer or representative of HHA concerning the award until a contract is executed.
17. The acceptance of the proposed Firm's offer for the Services specified herein will be made by issuance of a duly authorized contract prepared by HHA. Proposers are cautioned to make no assumptions or accept any representations by any employee, member, officer or representative of HHA concerning the award until a contract is executed.
18. In the event any governmental restrictions may be imposed which would necessitate alteration of the performance of the services offered, it shall be the responsibility of the successful Firm to immediately notify the HHA in writing specifying the regulation which requires alteration. The HHA reserves the right to accept any such alteration, including any reasonable price adjustments occasioned thereby, or to cancel the contract at no expense to the HHA.
17. EQUAL OPPORTUNITY AND AFFIRMATIVE ACTION PROGRAM. The successful applicant must covenant and agree to abide by the Federal and State regulations pertaining to Equal Employment as set forth in EXECUTIVE ORDER 11246, 11375, 11625, and 41 CFR Part 60-4, Section III of the Housing and Urban Development Act 1968 (12 USC 170u), as amended and HUD regulations to not discriminate against any employee or applicant for employment because of race, color, religion, sex, age, disability, or national origin and project participants will take appropriate measures to employ minority owned business. Also, the sponsor will make every effort to ensure that all Offerors are treated fairly and equally throughout the entire advertisement, review, and selection process. The procedures established herein are designed to provide all parties reasonable access to the same basic information.
18. The attached form HUD 5369-B (Attachment C) shall be considered inclusive of the instructions. As a recipient of federal HUD funds, this is a required attachment.

STATEMENT OF WORK

HHA has identified a need for housing development legal services to implement its public housing repositioning and redevelopment plans. The Authority seeks to obtain Legal Services from one or more qualified firms to provide RFP's legal services with demonstrated expertise in Public Housing Repositioning, and related redevelopment including major renovations of existing units, and may also include the construction of new units, possibly utilizing Faircloth Authority and project-based vouchers if applicable. HHA will need these legal services throughout the repositioning implementation and redevelopment process. HHA anticipates partnering with one or more development partners to complete this effort, but needs independent legal services to represent its own interests during this process as necessary.

The selected Offeror(s) must be thoroughly knowledgeable about federal and state law relating to the repositioning of public housing; federal, state and local laws and regulations regarding affordable housing development, safe harbor regulations, state and federal low-income housing tax credit ("LIHTC") programs, and multi-family revenue tax-exempt bonds. The selected Offeror(s) must have expertise in any applicable federal or state law particular to public housing authorities and federal housing programs, and other rules that govern the Helena Housing Authority business or any subsidiaries, instrumentalities or any affiliates, representing these entities in all areas related to development and repositioning.

The purpose of this RFP is to allow HHA to solicit firms with meaningful, technical, competitive Qualifications so it may select from among a range of qualifications, the law firm(s) ("Firm") that best meet its needs, with costs considered. Prior to submitting a proposal, Proposers, at their own expense, must secure any personnel required to perform the required Services. The Firm(s) selected to provide the legal services described in this RFP (the "Services") shall provide legal services on behalf of HHA and any of its subsidiaries utilized for conversion of its 366 public housing units, and any other related additional development.

An Offeror who believes that other specific services are necessary and appropriate may offer such services. Any services that exceed the scope of this RFP must be clearly identified. No work beyond what is requested by the Authority, included in the Agreement executed with the Authority, and/or approved by the Authority in writing will obligate the Authority to make payment to the successful Offeror.

The selected Firm(s) will be required to work and coordinate with all persons and parties necessary to successfully complete assigned legal work. This includes providing legal advice & counsel to HHA personnel regarding mixed-finance, RAD, and LIHTC, including, but not limited to, project financing, project development & management and applicable statutory, regulatory, or policy requirements. This also includes providing other legal services as necessary for HHA repositioning and real estate development that may not be contained in this RFP, specifically excluding litigation.

INTRODUCTORY SCOPE OF WORK

HHA currently owns and manages 366 units of public housing in a single AMP: **MT004000001 SAMUEL V STEWART HOMES**, as shown in the tables below:

Community	Number of Units	Occupancy Type
Stewart Homes	132	General
M.E. Anderson	72	Senior
Scattered Sites with 4 or Fewer Units	37	General
Scattered Sites with 5 or More Units	125	General
Totals	366	

Site	Name	Units	Year Built	Occupancy Type
4-1	Stewart Homes	72	1939	General
4-2	Stewart Homes	60	1952	General
4-3	Cutler	15	1972	General
4-3	Edwards	6	1972	General
4-3	Grant-Cannon	13	1972	General
4-3	Glendale	4	1972	General
4-3	State-Highland	4	1972	General
4-3	Livingston	13	1972	General
4-3	Missoula	3	1972	General
4-3	Pine-Rodney	2	1972	General
4-4	ME Anderson	40	1972	Senior
4-8	ME Anderson	36	1981	Senior
4-5	Tara Court	8	1980	General
4-5	Camelot	10	1980	General
4-5	Aspen	10	1980	General
4-5	Chestnut	2	1980	General
4-5	Tracy Drive	10	1980	General
4-5	Southridge	4	1980	General
4-6	Upper Beltview	8	1980	General
4-6	Hideout	4	1980	General
4-6	Humbolt	4	1980	General
4-6	Lower Beltview	8	1980	General
4-6	Broadway	4	1980	General
4-6	Butte Hannaford	3	1980	General
4-6	Teakwood	3	1980	General
4-6	Phoenix/Oakes	6	1980	General
4-10	National	14	2000	General
Totals		366		

HHA is anticipating converting its entire public housing inventory to Section 8, which is intended to better preserve its properties long-term, and allow for financing of major improvements. In recognition of the various “repositioning” tools made available through HUD, HHA’s overall proposed repositioning plans are as follows:

HHA will soon submit a Section 18 Disposition Application to HUD’s Special Application Center (SAC) for its Stewart Homes Campus (132 units) under the criterion of ‘physical obsolescence.’ HHA has already completed the required Physical Needs Assessment (PNA) demonstrating that the project meets the obsolescence cost threshold. As such, HHA fully expects to be approved for Section 18. Following approval, HHA will then begin the process of fully renovating the property. As part of the approval for Section 18, HHA will receive Section 8 Tenant Protection Vouchers (TPVs) for all units (132), which the agency will project-base on-site. HHA will attempt to minimize any off-site relocation of residents; however, in any such case, all affected residents will be guaranteed a right-to-return following completion of the rehab. All 132 units will be preserved as project-based vouchers (PBVs). Working with its development partner, HHA will seek either 4% or 9% low-income housing tax credits, as applicable, along with other gap funding.

HHA will then convert to Section 8 the 37 scattered site units that qualify for Section 18 for Scattered Sites. HHA expects that, upon approval, these units will substantially meet HUD’s Housing Quality Standards (HQS). Therefore, these units will be disposed to a HHA non-profit subsidiary, and will be immediately placed under an Existing Housing Assistance Payments (HAP) contract. As a result, no immediate resident relocation is required. Rehab and Renovations may be included in other redevelopment activity including Stewart Homes.

HHA will then convert the remaining 197 units – which includes M.E. Anderson and those scattered sites with more than 5 units – to Section 8 using the Rental Assistance Demonstration’s (RAD’s) Small PHA Blend, which allows PHAs with 250 or fewer units to remove 90% through Section 18 and 10% with RAD-assisted rents. Depending on further analysis of HHAs physical needs assessments of these units, HHA may either recapitalize these units under a debt-only model or with 4% or 9% low-income housing tax credits to complete major rehab of these units.

In addition to the above repositioning plans for its public housing inventory, HHA is exploring constructing new affordable homes at some of its existing public housing sites once they are no longer considered public housing and free of the Faircloth Amendment development statutory restrictions:

- At its Stewart Homes site, there is the potential to add 50+ units of new construction.
- HHA owns adjacent properties at its M.E. Anderson and Cutler Street sites that could accommodate upwards of 48 units utilizing the City of Helena right of ways associated with Cutler Street and Cruse Avenue.
- Livingston Avenue, HHA public housing site – potential for upwards of 12 units
- Possible miscellaneous additional locations on other public housing sites

The above new construction projects would likely require HHA to secure 9% and 4% tax credits to ensure feasibility. HHA is also considering utilizing its public housing Faircloth Authority to construct these units under HUD's Restore/Rebuild Program (where the units would first be built as public housing and then converted to Section 8 under RAD).

Overall, HHA's goal is to reposition all of its existing public housing to the Section 8 HCV platform, and modernize and renovate all of its public housing, and if possible build new additional affordable homes to meet the pressing need for affordable homes in our area.

Tasks and Deliverables

Services will be requested of the selected Firm by HHA on an as-needed basis, with regularly scheduled reporting and dialogue being held between HHA and the selected Firm. The work assignments will cover one or more areas as outlined in **Additional Scopes of Work** (listed below). The successful Offeror(s) may be required to provide services, advice & counsel from this non-exhaustive list on an ongoing, as-needed basis during the term of an agreement to be negotiated by the parties.

HHA may use information available on hand or, alternatively, request the successful proposer to submit streamlined Qualifications for a given Scope of work requirement. HHA, in consultation with the client department, will determine whether to request streamlined Qualifications.

HHA may request that the successful proposer and HHA agree on a further defined Scope of Work, a schedule, and an estimate of legal fees and expenses anticipated to be incurred in connection with particular assignments. HHA may require the Firm to perform certain work on the basis of such Scope(s) of Work, schedules, and estimates, and seek HHA pre-approval to perform work beyond estimated work based upon adequate justification.

In appropriate circumstances, HHA may request a written strategic proposal. Such Qualifications may include a description of the options and alternatives with an assessment of their worth, the major steps likely to be involved, their timing and sequence, and the projected costs associated with each step. Once Qualifications are agreed upon by HHA and the Firm, any material variance from the estimate or proposal must be approved in advance by HHA.

All services are subject to the terms and conditions of the resultant contract.

Additional Scopes of Work

- a) Legal services involving the negotiation, preparation and/or review of all contracts, agreements, evidentiary submissions, opinions, documents, and other writings necessary to implement development-related work with HUD and other funders as necessary. Examples of such materials include documents such as ground leases, regulatory & operating agreements, declarations of trust & restrictive covenants, management agreements, master and project level development agreements, partnership agreements, financing agreements, program income agreements, loan documents, and documents utilized and required in connection with RAD transactions & financing or other mixed-finance proposals and/or amendments to the ACC.

- b) Draft and/or review organizational documents as required for the reorganization and/or formation of any HHA subsidiary or entity to act as an ownership, development or lending entity, relative to development projects. Services may also include, but are not limited to, legal assistance with tax matters for the entity (e.g. PILOT) and reviewing applications for tax credit, loan and grant funding in support of redevelopment activities.
- c) Tax credit counsel. Provide advice and legal review in connection with the preparation of equity investor solicitation materials and analysis in connection with the evaluation of tax credit financing proposals from equity investors. This includes assistance with negotiation (if required) and preparation of the initial partnership agreements, a predevelopment loan agreement, assignment agreements, a development services agreement and authorizing resolutions; advice and counsel in connection with any special tax advice; evaluations of related partnership documents (including review and modification of the partnership agreement and related documents to reflect PHA requirements); drafting of other documents required to comply with federal securities laws; providing documentation necessary for rendering of enforceability opinion; and rendering of enforceability opinion.
- d) Assist in the preparation of documents related to RAD conversions including the RAD Conversion Commitment, RAD Use Agreement, Housing Assistance Payment Contract, and RAD riders to applicable documents.
- e) Identify and advise HHA on regulatory, statutory, and other legal concerns or issues that must be addressed during all stages of development projects and all real estate related activities.
- f) Verify compliance with applicable funder rules and regulations (such as HUD, IRS, and others) within the financing, organizational structure, and agreements for a subject development.
- g) Prepare and implement any alternative funding Qualifications or agreements, including but not limited to, one or more Low-Income Housing Tax Credit (LIHTC) Qualifications and tax-exempt bond funding.
- h) Negotiate, prepare, and/or review agreements, draft contracts and/or review agreements related to any non-residential development on-site or off-site in the development projects' impact areas.
- i) Assist with real estate acquisition and real estate disposition matters involving public and private real estate opportunities and other property related issues, e.g., title clearance, condemnation, environmental mitigation and cooperation agreements, etc.
- j) Assist with residential real estate mortgage loan closings and in legal matters involving HUD, MHC, and other alternative funding agencies' regulations, rules, and procedures including, but not limited to, LIHTC and all relevant HUD-funded

programs.

- k) Assist with matters related to application for funds, layering of funds, facilitation of mixed-finance closings, including mixed-income housing components as well as non-residential components of the project, and issues related to the administration of funds in a manner that protects the legal and fiscal interests of the HHA.
- l) Represent HHA before federal, state and local administrative agencies and departments regarding funding applications, zoning, obtaining licenses and permits, and other matters related to development and redevelopment.
- m) As needed, participate in project team meetings, Board of Commissioner meetings, resident meetings, and other community meetings.

OFFEROR EVALUATION

For

HHA-FY26-RFP-002:

LEGAL SERVICES, ADVICE & COUNSEL

All proposals received by the specified date and time will be referred to a selection committee for tabulation, review, and subsequent recommendations for action. **A three-year contract will be awarded to the responsible individual/firm whose qualifications are most advantageous to HHA, with cost and other factors considered.**

All proposals will be evaluated individually on their technical merit prior to examining cost. The technical evaluation will consist of a qualitative review of the proposal specifications. Upon completion of the technical evaluations for all proposers, cost will be analyzed.

The highest-ranking proposals which HHA deems competitive may be asked to participate in interviews or negotiations to discuss technical and price factors so as to ensure a mutual understanding of both the HHA's requirements and the Firm's Qualifications.

At the conclusion of interviews/negotiations, proposers may be given an opportunity to submit revised Qualifications (including changes to technical approach and price) before final evaluation (i.e. Best and Final Offer"). The "Best and Final Offer" is an option available to the Helena Housing Authority (HHA) under the RFP process which permits the HHA to request a "Best and Final Offer" from one or more Offerors. A request for a "Best and Final Offer" does not imply selection or contract award.

The Review Committee shall recommend what tradeoff between technical merit and cost promises the greatest value to the HHA, cost and other factors considered. The contract will be awarded to the responsible firm whose proposal is most advantageous to HHA, with cost and other factors considered. Award will not necessarily be made to the lowest Offeror.

HHA also reserves the right to negotiate and award any element of this RFP, make multiple awards, reject any or all Qualifications or waive any minor irregularities or technicalities in proposals received as the best interest of HHA may require. The proposed final contract will be negotiated by HHA's Executive Director.

Although the following criteria will be used in making the selection, no single criterion will be the determining factor in the selection of Offerors with whom the HHA may commence negotiation of the agreements or in the final selection of which proposal best responds to all the needs of the HHA.

EVALUATION RATING FACTORS

Proposals will be evaluated in the manner detailed below, where price and other technical factors are considered. Technical/Qualitative Factors will be determined first, with offerors being ranked. Then, prices are evaluated. HHA will award to Offeror(s) whose technical factors and price are the most advantageous for HHA. The highest-ranking proposals which HHA deems competitive may be asked to participate in interviews or negotiations to discuss technical and price factors.

<u>NO.</u>	<u>ITEM DESCRIPTION</u>	<u>POSSIBLE POINTS</u>
1)	<u>Qualifications</u> : Statement of Qualifications, Offeror Credentials (Attachment III), demonstrated ability to provide requested services identified within, and in addition to, the Scope of Work specifications (i.e. quality of Plan of Action)	30
2)	<u>Experience</u> : Number of years Legal Services, Advice & Counsel related to Public Housing Repositioning and Affordable Housing Development and evidential understanding of and ability to provide the services identified within the overarching Statement of Work & more focused, Introductory & Additional Scope(s) of Work. Offeror should include a narrative portfolio of legal work completed on similar projects for PHAs.	40
3)	<u>References (4)</u> : References showcasing exemplary experience providing Legal Services, Advice & Counsel to other clients	20
4)	Proposal Clarity and Responsiveness	10
	TOTAL	<hr/> 100

SUMMARY OF SUBMISSION REQUIREMENTS

QUALIFIED FIRMS AND INDIVIDUALS MUST SUBMIT THE FOLLOWING FOR THEIR RESPONSE TO BE CONSIDERED:

PROPOSAL PACKAGE

- A **Letter of Intent/Cover Page** briefly describing Offeror's desire to submit a proposal;
- A clearly identified and detailed **Statement of Qualifications** (to include all items and information outlined in Section 2 of page 9 of this RFP);
- A proposal summary highlighting what makes your firm a superior choice for HHA and any value-added services not covered in the Scope of Work which your firm can offer HHA;
- Costs of Service /Fee Schedule for Initial Term
- All Contractor Forms, Authorizations, and Certifications
- Proof of required licenses and insurances**

PLEASE REMEMBER!

Proposals must be:

- Received by 4:30 PM, Monday, November 3, 2025
- Submitted electronically (via secure emailed link, on-line portal, shared PDF, Dropbox, or similar) to moneil@hhamt.org with the subject line: "Response to HHA-FY26-RFP-002: Legal Services, Advice & Counsel".
 - **Please note: Offerors are responsible for confirming receipt of electronic submittals.**

Offeror Conference

An Offeror Conference will be held on Tuesday, October 21, 2025 at 11:00AM Mountain Time to provide a broad overview of the services being requested. Final scheduling details regarding this virtual conference will be posted in advance of the conference time on the 'Procurement & Contract Opportunities' page of HHA's website. If you are planning to attend the conference, please email Michael M. O'Neil, Executive Director, HHA at moneil@hhamt.org no later than 4:30PM Mountain Time of Friday October 17, 2025 with the subject line: "Offeror Conference Registration". In the body of the email, please state who will be attending and your firm's name.

Questions Deadline:

Please submit any questions ahead of the Offeror Conference on 10/21/25 and email them no later than 4:30PM Mountain Time on Friday October 17, 2025 to moneil@hhamt.org, with the subject line: "Helena Housing Authority Legal Services, Advice & Counsel RFP Question".

ATTACHMENT I

COSTS OF SERVICE/FEE SCHEDULE FOR INITIAL TERM

Please note: Hourly rates must be “fully loaded” (i.e. inclusive of all clerical support, reports, materials, supplies that are necessary for performing services under this RFP, and any special reduced rates or discounts). These rates shall include any overhead and/or profit and shall remain consistent for the Initial Term detailed below. If there are reimbursable costs associated with providing the Services under this RFP, they are to be identified. HHA will separately pay for the reimbursement of all reasonable travel expenses for trips authorized by HHA.

Proposer, _____, agrees to perform the Services requested in this RFP in accordance with the Statement of Work and Introductory and Additional Scopes of Work for the following:

INITIAL TERM: Three (3) year(s)

Example:

No.	<u>Cost Elements</u>	<u>Cost</u>
1.	Hourly Rate for Partner	
<u>2.</u>	<u>Hourly Rate for Senior Associate</u>	
<u>3.</u>	<u>Hourly Rate Associate</u>	
<u>4.</u>	<u>Hourly Rate for Paralegal</u>	
<u>5.</u>	<u>Hourly Rate for other(s)</u>	

Expenses - *(State what expenses, if any, will be billed and the billable rate):*

ATTACHMENT II

CONTRACTOR FORMS, AUTHORIZATIONS, AND CERTIFICATIONS

To be signed, notarized as indicated on individual form, and submitted with Proposal Package:

Included with this RFP:

1. Affidavit of Non-Default
2. Form of Non-Collusive Affidavit
3. Contractor Authorization
4. Firm Authority

The following most current version of HUD forms are herein incorporated by reference, which can be found at: [HUD Forms | HUD.gov / U.S. Department of Housing and Urban Development \(HUD\)](#).

To be printed & completed as required and submitted with Proposal package:

5. Form HUD-5369 A, Representations, Certifications, and Other Statements of Bidders
6. Form HUD-5369 B, Instructions to Offerors Non-Construction
7. Form HUD-5370-C (I & II, as applicable), General Contract Conditions Non-Construction
8. Form HUD-50070, Certification of a Drug Free Workplace
9. Form HUD-50071, Certification of Payments to Influence Federal Transactions

AFFIDAVIT OF NON-DEFAULT

State of _____

County of _____

_____ being first duly sworn, deposes and says:

That he/she is _____ ;
(Owner, Partner, Officer, Representative or Agent)

In the firm doing business as _____ ;
(Name of firm)

and makes the following representation:

The firm’s current standing with HUD assures the firm has no legal action pending regarding work process and procedures and no felony conviction records.

Signature: _____

Subscribed and sworn to before me this _____ day of _____, 2025.

(Notary Public)

My commission expires: _____

FORM OF NON-COLLUSIVE AFFIDAVIT

State of _____

County of _____

_____, being first duly sworn, deposes and says:

That he/she is _____
(Owner, Partner, Officer, Representative or Agent)

the party making the foregoing proposal or bid, that such proposal or bid is genuine and not collusive or sham; that said bidder has not colluded, conspired, connived or agreed, directly or indirectly, with any bidder or person, to put in a sham bid or to refrain from bidding, and has not in any manner, directly or indirectly, sought by agreement or collusion, or communication or conference, with any person, to fix the bid price of affiant or of any other bidder, or to fix any overhead, profit or cost element of said bid price, or of that of any other bidder, or to secure any advantage against the Helena Housing Authority or any person interested in the proposed contract; and that all statements in said proposal or bid are true.

Signature of _____

Bidder (if the bidder is an individual)

Partner (if the bidder is a partnership)

Officer (if the bidder is a corporation)

Subscribed and sworn before me this _____ day of _____, 2025.

(Notary Public)

My commission expires: _____

CONTRACTOR AUTHORIZATION

Contractor shall not assign any contract or any monies due therefrom without prior approval of the Helena Housing Authority.

Unsigned Qualifications will not be considered.

CONTRACTOR IS SUBMITTING PROPOSAL UNDER THE NAME OF:

(Print Full Legal Name)

(Contract will be issued and payment will be made only in the name above)

MAILING ADDRESS:

Street Address

City, State

Zip

PAYMENT ADDRESS:

Street Address

City, State

Zip

EIN: _____

FIRM AUTHORITY

I, _____
(Print Name)

on behalf of _____
(Name of Contractor)

DO HEREBY CERTIFY that I am authorized to execute and deliver, in the name and on behalf of the Contractor any agreement or other instrument or document in connection with any matter or transaction, the execution and delivery of any agreement, document or other instrument.

IN WITNESS THEREOF, I have set my hand this _____ day of _____, 2025.

Contractor Signature: _____

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____

by _____ to me to be the person described in and who executed the foregoing instrument and acknowledge that he/she executed the same as his/her free and voluntary act of deed.

Notary Public

My Commission Expires: _____

ATTACHMENT III

OFFEROR CREDENTIALS

Proposers shall provide experienced, qualified, and capable personnel to perform the functions and responsibilities outlined in the Statement of Work and Introductory Scope of Work. The Statement of Qualifications/Experience must clearly demonstrate the Offeror's knowledge and experience in providing the requested Services. All Offerors shall provide the following:

1. A statement of qualifications that clearly demonstrates the Firm's knowledge and experience relative to the requested Services, which should include a minimum of five (5) years of experience in related affordable housing development and repositioning.
2. Resumes summarizing the experience and qualifications of the principal(s) and all members of the Firm that will actually perform the work, including number of years licensed to practice law, type of practice in which engaged, and required professional licenses, and references for each similar task these professionals have performed.
3. A statement indicating sufficient staff capacity to complete assignments in a timely fashion, to engage in multiple projects simultaneously, to respond to emergencies when needed, and to otherwise provide competent, efficient representation to HHA.
4. Significant demonstrated experience with HUD RAD conversion program, particularly RAD/Section 18 Blends and Section 18 Demolition Disposition processes.
5. Familiarity with public housing and affordable development legal issues including governing Federal Public Housing Code, related HUD regulations, Montana law, local law and HUD procurement requirements set forth in 2 CFR Part 200 and HUD's Procurement Handbook for Public Housing Agencies, 7460.8 Rev-1.
6. Extensive experience in dealing with the Montana Housing Coalition (MHC) and/or and other alternative funding agencies' rules, regulations, procedures and transactions, including but not limited to RAD, LIHTC and HUD funded HOME programs.
7. Offeror offices and any approved third-party offices must reside within the United States.
8. The offeror must include in their proposal how long after executing a contract they need to begin this endeavor.
9. The offeror must disclose any conflict of interest that might arise from your firm in connection with this engagement.
10. Demonstrated capacity to prioritize HHA work, respond promptly to inquiries and to competently and efficiently manage needs and redevelopment/development activities.
11. Demonstrated client-centered approach that appropriately staffs every assignment with a knowledgeable team that prioritizes responsiveness and efficiency.
12. Legal team members must be in good standing with the State of Montana.
13. Experience assisting PHAs with closing out their Section 9 Public Housing programs.