

DELAWARE STATE HOUSING AUTHORITY

REQUEST FOR PROPOSALS (“RFP”)

Issued by: Delaware State Housing Authority (“DSHA”)

RFP Proposed Release Date: June 5, 2026

Proposal Due Date: June 19, 2026, by 5:00 p.m. (ET)

Anticipated Contract Award(s): July 24, 2026

Anticipated Contract Start Date: August 1, 2026

I. RFP OVERVIEW

Introduction

The Delaware State Housing Authority (“DSHA”) is soliciting proposals from qualified law firms with extensive experience in affordable housing, public finance, real estate transactions, and federal and state housing programs to provide legal services in the following Contract Categories:

1. **Housing Development/Production Counsel;**
2. **Public Housing Authority/Housing Management Counsel; and/or**
3. **Outside General Counsel.**

This Request for Proposals (“RFP”) is intended to result in the award of one or more professional services contracts to law firms demonstrating superior expertise, capacity, and value to support DSHA’s mission. This RFP will be publicly released on June 5, 2026.

Firms may submit a proposal for one or more of the Contract Categories. DSHA reserves the right to award multiple contracts within any category if determined to be in DSHA’s best interest.

Note: This RFP does not solicit proposals for Finance/Bond Counsel services.

II. AGENCY OVERVIEW

Delaware State Housing Authority is a public corporation of the state within the executive branch of the State of Delaware. DSHA serves as:

- The State’s Housing Finance Agency (HFA);
- A Public Housing Authority (PHA);
- A Community Development and Planning Agency;
- The States of Delaware’s De Facto Department of Housing.

DSHA has statutory authority to:

- Make loans and grants to for-profit and nonprofit housing sponsors;
- Provide financing to mortgage lenders for the purpose of originating residential mortgage loans;
- Apply for and administer federal and other public funding;
- Issue bonds, notes, and other debt instruments.

As a Public Housing Authority, DSHA receives funding from the U.S. Department of Housing and Urban Development (“HUD”) to own and operate public housing in Kent and Sussex Counties. DSHA also administers federal entitlement funds and state housing initiatives that support affordable housing development, preservation, and homeownership statewide.

DSHA also receives State of Delaware funding through the General Assembly through the state budget appropriation and bond bill process.

III. CONTRACT CATEGORIES

Offerors responding to this RFP must clearly identify the Contract Category or Categories for which they are applying by including the following statement on the cover page of the proposal:

Offeror wishes to be considered for award of a contract in the following Contract Categories:

- _____Housing Development/Production Counsel
- _____Housing Management Counsel
- _____Outside General Counsel

Please note an Offeror shall submit only one consolidated proposal, clearly identifying all categories sought.

IV. RFP TIMELINE (2026)

- **Release of RFP:** June 5, 2026
- **Deadline for Written Questions:** June 12, 2026, by 5:00 p.m. (ET)
- **Deadline for DSHA response to Written Questions:** June 17, 2026, by 5:00 p.m. (ET)
- **Proposal Submission Deadline:** June 19, 2026, by 5:00 p.m. (ET)
- **Anticipated Interviews (if required):** late June/early July 2026
- **Anticipated Contract Award(s):** end of July 2026

- **Anticipated Contract Execution:** end of July 2026

Please note, DSHA reserves the right to amend this schedule at its sole discretion.

V. SCOPE OF WORK & DELIVERABLES

A. HOUSING DEVELOPMENT/PRODUCTION COUNSEL

Section Overview

The Production Department oversees the production and preservation of affordable rental and for-sale housing through acquisition, new construction, rehabilitation, adaptive reuse, and permanent financing.

Production administers a wide range of federal and state programs, including but not limited to:

Federally Funded Programs

- **Low-Income Housing Tax Credit (LIHTC) Program** – The primary source of affordable rental housing development capital in Delaware.
- **4% LIHTC Multi-Family Mortgage Revenue Bond Program** – Combines tax-exempt bond financing with 4% LIHTCs.
- **Community Development Block Grant (CDBG)** – Federal entitlement funding administered in Kent and Sussex Counties.
- **HOME Investment Partnerships Program (HOME)** – Gap financing for affordable housing development.
- Programs funded under the American Rescue Plan Act (ARPA), including State and Local Fiscal Recovery Fund (SLFRF) initiatives such as the Catalyst Fund, Accelerator Fund, and Preservation Fund.

State-Funded Programs

- Housing Development Fund (HDF)
- Downtown Development Districts (DDD) Rebate Program
- Neighborhood Assistance Act (NAA)
- Strong Neighborhoods Housing Fund (SNHF)
- Affordable Rental Housing Program (ARHP)
- Homeownership Assistance Program

These programs involve complex capital stacks, multi-layered regulatory requirements, public-

private partnerships, and coordination with investors, lenders, syndicators, and governmental agencies.

Scope of Services – Housing Development/Production Counsel

The selected firm(s) will:

- Conduct and manage real estate closings, demonstrating capacity to complete a **minimum of fifteen (15) multifamily closings annually**, including:
 - LIHTC new construction and preservation transactions
 - 4% bond transactions
 - Resyndications
 - Loan-only closings
 - Transfers of borrower interests
- Draft, review, and negotiate loan agreements, mortgages, regulatory agreements, security instruments, and related documents.
- Provide legal guidance regarding compliance with federal housing statutes, IRS regulations related to LIHTC, HUD requirements, and state program rules.
- Advise on structuring complex financing arrangements, including layered subsidies.
- Support underwriting and closing processes, including due diligence review.
- Provide legal memoranda and risk analyses as requested.
- Represent DSHA in negotiations with developers, investors, and public entities.
- Perform additional related tasks as assigned.

B. PUBLIC HOUSING AUTHORITY/HOUSING MANAGEMENT COUNSEL

Section Overview

DSHA's Public Housing Authority oversees our public housing portfolio in Kent and Sussex Counties and administers rental assistance programs, including:

- Housing Choice Voucher (HCV) Program
- Public Housing

- Rental Assistance Demonstration (RAD) conversions
- Moving to Work (MTW) initiatives
- State Rental Assistance Program (SRAP)

These programs require strict compliance with HUD regulations, federal statutes, fair housing laws, and state landlord-tenant laws.

Scope of Services – Public Housing Authority/Housing Management Counsel

The selected firm will:

- Represent DSHA in landlord/tenant litigation and administrative proceedings.
- Advise on compliance with HUD regulations and Public Housing Authority requirements.
- Provide legal support related to RAD repositioning transactions.
- Counsel DSHA on fair housing matters, including compliance with the Fair Housing Act and related civil rights laws.
- Draft and review housing assistance payment contracts and regulatory agreements.
- Provide legal opinions, risk assessments, and litigation strategy.
- Perform other related tasks as assigned.

C. Outside General Counsel

Section Overview

The Outside General Counsel Contract Category is intended to support the legal needs of DSHA's remaining sections: Administration, Public Relations, and Policy & Planning.

Scope of Services – Outside General Counsel

Administration

The Administration Section oversees DSHA's core operations, including human resources, IT and data processing, procurement, finance, and accounting. It also serves as the primary point of contact for investor relations related to existing bond issues. The selected Offeror should be familiar with DSHA's financial statements, audits, and operational procedures, and demonstrate the ability to provide services within this framework.

Public Relations

The Public Relations Section acts as the liaison to media, constituents, and the broader community. It is responsible for marketing and communications campaigns, as well as coordinating and participating in events. Legal matters in this area most commonly involve Freedom of Information Act (FOIA) requests and constituent-related issues.

Policy & Planning

The Policy & Planning Section tracks federal, state, and local legislation affecting the housing industry. It also compiles housing data, conducts strategic planning and housing needs assessments, research relevant housing issues, and assists with preparing reports required by HUD and other government entities.

General Counsel Scope of Work

The Contractor will serve as Outside General Counsel for legal matters not covered under other contract categories. Responsibilities may include:

- Advising on accounting and financial management matters
- Advising on employment and human resources issues
- Advising on IT and data security concerns
- Advising on procurement matters
- Advising on intergovernmental and intragovernmental relations
- Handling FOIA-related matters
- Addressing constituent-related legal issues
- Advising on business organization and entity management
- Providing litigation services
- Drafting agreements necessary for DSHA operations
- Preparing legal memoranda and opinions
- Performing other related tasks as assigned

VI. MINIMUM QUALIFICATIONS

Offerors must:

1. Have at least one attorney admitted to practice law in Delaware.
2. Maintain an office in the State of Delaware.

3. Maintain professional liability insurance of not less than \$5,000,000 aggregate.
4. Comply with all applicable Public Ethics laws.
5. Demonstrate at least five (5) years of relevant experience in the Contract Category(ies) for which the firm is applying.

VII. PROPOSAL REQUIREMENTS

Proposals must include:

- Firm overview and legal team qualifications
- Identification of Contract Category(ies) sought
- Demonstration of compliance with minimum qualifications
- Description of relevant Delaware experience
- Up to four representative transactions from the past five years
- Three professional references
- Conflict of interest disclosure
- Proof of Delaware business license
- Signed Statement of Commitment and Non-Collusion

VIII. CONTRACT PRICE & PAYMENT

Proposals must include:

- Hourly rates by staff classification
- Estimated total hours by task
- Maximum all-inclusive fee
- Flat fee proposals where applicable

Housing Development/Production proposals must include per-transaction pricing for:

- LIHTC Closing
- 4% Bond / LIHTC Closing
- Loan-only Closing

Housing Finance proposals must include:

- Per-transaction bond issuance fees
- Sliding scale fee schedules
- Disclosure document preparation fees
- Hourly rates for non-transactional services

Prices must remain firm for ninety (90) days from proposal opening.

IX. SUBMISSION OF PROPOSALS

Submit one (1) electronic copy and one (1) paper copy labeled:

“[Firm Name] - LEGAL RFP PROPOSAL - 2026”

Due: June 19, 2026, by 5:00 p.m. (ET)

Paper submissions to:
 Bryce A. Gates, Esq.
 General Counsel
 Delaware State Housing Authority
 18 The Green
 Dover, DE 19901

Electronic submissions to:
 bryce.gates@delaware.gov
 imani.cox@delaware.gov

Please note, late proposals will not be accepted.

X. EVALUATION CRITERIA

Each Contract Category will be scored as follows:

Evaluation Criteria	Weight
Capacity to Perform Work	35
Experience & Reputation	25
Approach & Understanding	20
V/M/WBE Participation	10

Evaluation Criteria	Weight
Cost	10
Maximum Points	100

Please note, DSHA may award additional points for value-added services.

XI. SELECTION PROCEDURE

A selection committee comprised of DSHA leadership will evaluate proposals. Interviews may be conducted at DSHA's discretion.

DSHA reserves the right to:

- Select one or multiple Offerors per category;
- Negotiate pricing and scope;
- Reject any or all proposals;
- Waive minor irregularities;
- Terminate negotiations at any time.

Contracts will require approval by the Director and General Counsel of the Delaware State Housing Authority.

XII. GENERAL TERMS & CONDITIONS

- Equal Opportunity: All qualified firms will receive consideration without regard to protected status.
- Debarment Certification required.
- Anti-Collusion certification required.
- DSHA may incorporate standard State of Delaware contract provisions.

END OF REQUEST FOR PROPOSALS – LEGAL SERVICES (2026)