



Massachusetts Housing Finance Agency

**One Beacon Street
Boston, MA 02108
www.masshousing.com**

March 11, 2024

REQUEST FOR PROPOSALS

Multi-Family Recycling Credit Facility

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I. STATEMENT OF PURPOSE

The Massachusetts Housing Finance Agency (“MassHousing” or the “Agency”) is requesting proposals pursuant to this Request for Proposals (“RFP”) for a revolving credit facility (the “Facility”) that will enable preservation of private activity volume cap initially utilized to facilitate short-term Multi-family lending to be recycled for re-use for additional Multi-family financings.

Borrowings under the Facility will occur at the time of repayment of certain loans made under MassHousing’s tax-exempt lending programs. The cash repayments will be deposited in a segregated pledged account that will secure a related borrowing under the Facility. The Facility is under the MassHousing’s Housing Bond Resolution. Please see Exhibit A for a chart further describing the purpose and use of the Facility.

Resolution	Moody’s	S&P	Fitch
Housing Bonds	[Aa2]	[AA+]	NR

II. BACKGROUND

MassHousing provides mortgage financing and related services targeting the affordable housing market in Massachusetts. Created in 1966 by an act of the Massachusetts Legislature, MassHousing operates as a self-supporting, independent authority of state government. MassHousing raises mortgage capital through the issuance of taxable and tax-exempt revenue bonds and is comprised of seven primary business lines – Rental Business Development, Rental Underwriting, Rental Management, Home Ownership Lending Operations, Home Ownership Production, the MassHousing Mortgage Insurance Fund (MIF), and Home Ownership Servicing and Operations – as well as a corporate office led by the Chief Executive Officer, which includes the offices of the Chief Finance and Administrative Officer and Financial Director and the General Counsel.

MassHousing’s Rental Management business line oversees a portfolio comprised of mortgage loans originated by MassHousing’s Rental Business Development and Rental Underwriting business lines, and this entire portfolio is serviced in-house. MassHousing’s servicing of this portfolio includes regulatory oversight and compliance with requirements stemming from various housing subsidy contracts. Rental Management also provides regulatory and subsidy contract administration services to other entities, principally the United States Department of Housing and Urban Development (“HUD”).

MassHousing’s Home Ownership Servicing and Operations business line oversees a portfolio of single-family mortgage loans to first time homebuyers and other qualified borrowers. These loans were originated by MassHousing-approved lenders across the state under MassHousing’s auspices and then subsequently purchased and serviced by MassHousing.

The Mortgage Insurance Fund (“MIF”) was established to provide an additional source of primary mortgage insurance for certain borrowers. MIF is the primary insurer for single-family loans made by MassHousing and is also an insurer approved by the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae) and Massachusetts community banks and credit unions.

For additional information about MassHousing, please visit our web site at www.MassHousing.com. For a detailed overview of MassHousing, including its financials, please review the most recent MassHousing Information Statement and Annual Report. Both documents as well as others can be found on the MassHousing website at <https://www.masshousing.com/en/about/investors>.

III. KEY TERMS

- A. Available Commitment: \$100,000,000
- B. Effective Date: no later than July 31, 2024
- C. Commitment Expiration Date: 2-year anniversary of Effective Date
- D. Minimum draws of \$500,000 with integral \$100,000 multiples thereof.
- E. Amounts borrowed under the Facility may be repaid and re-borrowed between the Effective Date and the Commitment Expiration Date.
- F. Commitment Reduction / Termination: the unused portion of the Available Commitment may be permanently reduced or terminated by MassHousing without penalty with five business days’ written notice.
- G. Offer Expiry Date: no earlier than April 30, 2024

IV. METHOD OF EVALUATION

Proposals submitted in accordance with this RFP will be evaluated by a selection committee composed of MassHousing staff. MassHousing will use a variety of criteria to evaluate the proposals. Such criteria may include proposed fees, flexibility of terms to MassHousing, Provider ratings, relative trading valuations in the market, proposed length of the Facility, MassHousing’s Facility diversification, demonstrated experience of the Provider, impact on rating agency stress runs, extent of credit approval at the time of submission, and remaining steps and time for final credit approval. MassHousing may award the Facility based on proposal(s) MassHousing deems best in its sole discretion, which may not be the lowest bid.

Diversity, Equity & Inclusion Plan

Please provide the following information about your organization's commitment to the principles of diversity, equity and inclusion and related activities.

A. Organizational and Workforce Diversity

1. Describe your organization's activities that reflect your commitment to diversity, equity and inclusion and the impact, if any, it has on your organization's competitive position.
2. Describe the diversity makeup of your Board of Directors and executive leadership team. Please provide the breakdown by gender and ethnicity.
3. Please provide documentation if your company is certified as a diverse business (M/WBE, veteran-owned VBE, LGBT-owned, and/or disability-owned business).

B. Vendor/Consultant/Supplier Diversity

1. For all vendor/consultant/supplier goods and services purchased in the last three years, what is the dollar volume/percentage paid to M/WBE, veteran-owned VBE, LGBT-owned, and/or disability-owned businesses?
2. What are your proposed partnerships, spending goals and commitments regarding increasing purchases of goods and services from diverse businesses?

V. SCHEDULE AND INSTRUCTIONS

A. Submission and Due Date

Please submit a completed Bid Form (attached to the RFP as Exhibit B) via email to RFP@cfx.com and copy Paul Scola, Senior Director of Finance and Bond Compliance at PScola@masshousing.com by 3:00 pm Eastern Standard Time on **March 29, 2024**. Please type "[Name of your Firm] – "Credit Facility" in the subject line of the email.

Proposals may not be submitted by hard copy or facsimile. Proposals delivered after the date and time due may not be considered.

B. Point of Contact

Any questions regarding this RFP or the selection process may only be made via email to RFP@cfx.com and Paul Scola, Senior Director of Finance and Bond Compliance at PScola@masshousing.com. No firm submitting a proposal may make any inquiries with respect to this RFP to any other MassHousing employee, Board member or any other state agency official until final selections have been determined and publicly announced by MassHousing.

In order to maintain a fair and impartial competitive process, MassHousing will only answer questions or comments regarding the RFP that are submitted in accordance with the terms of this section. MassHousing will determine, in its sole discretion, whether any inquiry requires a formal response which, if required, may take the form of an addendum to this RFP. Respondents

who initiate private communications with other MassHousing personnel regarding material issues involving this RFP may be disqualified.

C. Bidder's Conference

No formal bidder's conference is scheduled.

VI. ADDITIONAL PROVISIONS

A. Confidentiality

By accepting to respond to this RFP, respondent expressly acknowledges that MassHousing's business procedures, ideas, inventions, plans, financial data, contents of this RFP, and other MassHousing information are the sole and exclusive property of MassHousing. The Respondent also agrees that it will safeguard such information to the same extent it safeguards its own confidential material or data relating to its own business information that is of a confidential or proprietary nature. Federal and state laws require that MassHousing maintain an information security program to protect certain personal information related to individuals who are customers, business partners, vendors, or employees of MassHousing. This information includes the following: (1) nonpublic personal information protected by the Safeguards Rule of the Gramm-Leach-Bliley Act (15 U.S.C. § 6801 et. seq.) and implementing regulations (16 C.F.R. Part 314); consumer reports protected under the federal Fair Credit Reporting Act, as amended by the 2004 FACT Act (15 U.S.C. § 1681 et. seq.); and any other information pertaining to individuals subject to data security, data security breach notification, and identity theft prevention laws. If MassHousing grants respondent access to its networks or otherwise allows respondent to view personal information related to individuals who are customers, business partners, vendors, or employees of MassHousing, respondent shall comply with all federal and state laws protecting such information while working at MassHousing's facility, while using MassHousing's protected information, and while connected to MassHousing's network. It is MassHousing's policy to employ the services of outside investigative agencies to conduct background checks on individuals with access to its networks. In submitting its proposal, respondent acknowledges that it will be required to submit to such background checks of its impacted employees at MassHousing's request. If awarded the contract, respondent shall comply with MassHousing's information security program by (1) implementing and maintaining measures designed to meet the information security objectives of federal and state laws; (2) using and disclosing customer information solely for the purposes of performing the contract; and (3) providing MassHousing with copies of the results of any internal and external audits or tests of the effectiveness of MassHousing's information security measures.

B. Non-Discrimination

In connection with the performance of work under this contract, the respondent agrees not to discriminate against any employee or applicant for employment because of age, race, religion, color, disability, sex, marital status, familial status, sexual orientation, gender identity or expression, pregnancy, genetic information, veteran status, alienage or citizenship status, ancestry,

national origin, or any other characteristic protected by applicable federal, state, or local laws. This provision shall include, but not be limited to the following: employment, upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination, rates of pay or other forms of compensation, and selection for training, including apprenticeship. The respondent further agrees to take affirmative action to ensure equal employment opportunities for those applicants of protected groups referred to above. The respondent agrees to post in conspicuous places, available for employees and applicants for employment, notices setting forth the provisions of the nondiscrimination clause.

C. Rights of MassHousing

MassHousing is soliciting competitive proposals pursuant to a determination that such a process best serves the interests of MassHousing and not because of any legal requirement to do so. MassHousing accordingly reserves the right to: accept any proposal; withdraw or cancel this RFP; modify or amend, with the consent of the proponent, any proposal prior to acceptance; reject any or all proposals or waive any informality; and, otherwise to affect any agreement that MassHousing, in its sole judgment, deems to be in its best interest.

D. Use of Respondent Proposal

All material submitted becomes the property of MassHousing and will not be returned. If the respondent intends to submit confidential or proprietary information as part of the proposal, any limits on the use or distribution of that material should be clearly delineated in writing. Respondent should be aware that MassHousing is a quasi-public governmental agency subject to Massachusetts General Laws, Chapter 66, sections 1-18, therefore, any information submitted to MassHousing (even if marked as confidential or proprietary) may be subject to disclosure under the Massachusetts Public Records Law.

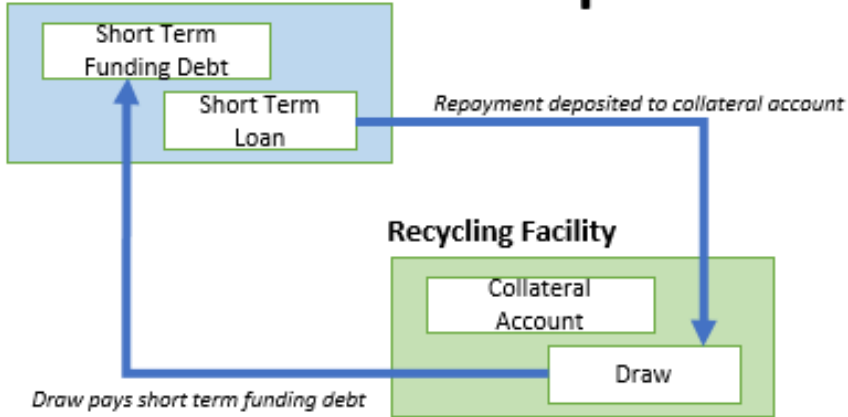
MassHousing reserves the unrestricted right to copy and disseminate the respondent materials for internal review.

E. Respondent Proposal Costs

All respondent proposal related costs, including but not limited to, proposal preparation and presentation, system demonstrations, documentation, site visits, in-depth briefing for MassHousing, and negotiation meetings are entirely the responsibility of the respondent and shall not be chargeable in any manner to MassHousing. MassHousing will bear the costs of sending its own staff to respondent headquarters and respondent client sites if such meetings are required.

EXHIBIT A

Step 1



Step 2

(within 6 months of Step 1)

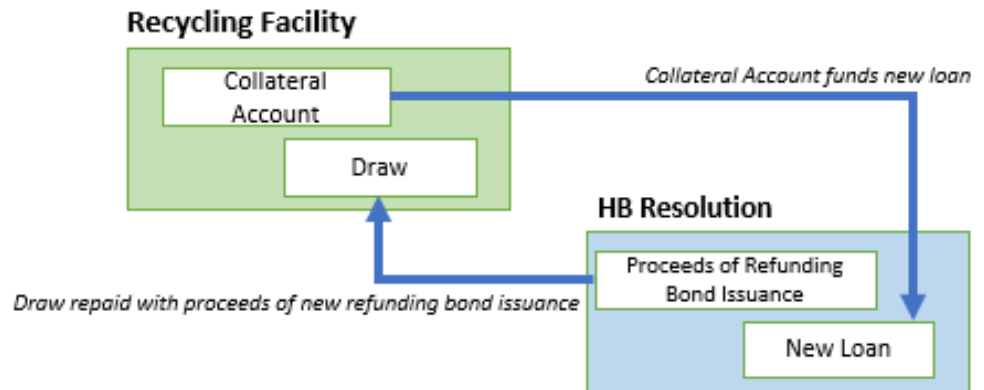


EXHIBIT B - Bid Form

Provider Contact Information:	Bank Name: Primary Contact: Address: Telephone: Fax: Email:						
Provider Ratings:	<table style="width: 100%; border: none;"> <tr> <td style="text-align: center; width: 33%;"><u>Moody's</u></td> <td style="text-align: center; width: 33%;"><u>S&P</u></td> <td style="text-align: center; width: 33%;"><u>Outlook/Watch</u></td> </tr> <tr> <td style="text-align: center;">LT / ST</td> <td style="text-align: center;">LT / ST</td> <td></td> </tr> </table> Current: Prior: (Include any rating changes since January 1, 2020)	<u>Moody's</u>	<u>S&P</u>	<u>Outlook/Watch</u>	LT / ST	LT / ST	
<u>Moody's</u>	<u>S&P</u>	<u>Outlook/Watch</u>					
LT / ST	LT / ST						
Are the above ratings based upon a guaranty, insurance, or other form of support from a different entity? If yes, please identify that entity and its relationship to the Provider.							
Maximum Commitment Amount:	\$						
Pricing (spread & index): Please also indicate any changes to fees upon an upgrade or downgrade to the Housing Bond Resolution. Also note any unutilized commitment fee, upfront fees, draw fees, amendment fees, bank counsel legal fees or any other fees that would apply.							
Other Terms and Conditions: Please state any other conditions to your commitment to fund and any other terms or provisions under the proposed facility. The Agency reserves the right to negotiate any proposed conditions and covenants. If any conditions							

are not negotiable, the bank should indicate such provisions in its proposal.	
Procedure for Renewals or Extensions: Please indicate if you are willing to permit renewals/extensions, for an additional year, on an annual basis and describe such procedures.	
Credit Approval: Please indicate if you have credit approval, and if not, if you will be able to the meet financing timetable.	
Bank Counsel:	
Diversity, Equity & Inclusion Plan: Please include the information requested in section IV.	