



REQUEST FOR QUALIFICATIONS

For: Pre-Qualified Bond Counsel Firms for RIHEBC'S Bond Issues

Date Issued: January 12, 2026

To All Interested Firms:

The Rhode Island Health and Educational Building Corporation (hereinafter "RIHEBC" or the Corporation") is soliciting statements of qualifications ("SOQs") from firms that wish to be part of its list of pre-qualified firms to serve as Bond Counsel ("BC") for the Corporation's bond issues.

In keeping with the Corporation's policies and procedures, it is currently anticipated that RIHEBC will issue a request for proposals (RFP) to BC firms that have been pre-qualified through this RFQ process for each bond transaction approved by the Board. After receipt and review of the proposals in response to the RFPs, BC will then be selected by RIHEBC in consultation with the borrower.

RIHEBC is a quasi-public corporation created by the General Assembly of Rhode Island to assist eligible institutions in the financing of healthcare facilities, schools, and other mission-critical projects through the issuance of tax-exempt and taxable debt. Borrowers include municipalities; colleges, universities and other educational institutions; hospitals, nursing homes, and other health care providers; cultural organizations, and community service providers.

Typically, a quarter of these transactions are privately placed, primarily with banks, and three quarters are publicly sold.

In its selection of pre-qualified BCs, RIHEBC will comply, to the extent applicable, with Chapter 2 of Title 37 of the Rhode Island General Laws (State Purchases) and RIHEBC's Rules for the Procurement of Supplies, Services, Bond Counsel and Legal Counsel.

Accompanying this letter are the Questions to be Addressed in your firm's SOQ. SOQs should not exceed fifteen (15) pages, excluding a reasonable number of exhibits/appendices.

All SOQs will be reviewed by the Executive Director to determine responsiveness to the questions in this Solicitation. The Corporation will consider many factors in its selection process, including but not limited to, the firm's relevant experience, demonstrated competence, quality of personnel assigned, and the proposed fees and overall value provided. The Corporation reserves the right to

request additional information after SOQs are submitted. The Corporation also reserves the right to waive any minor informality in the SOQs and to enter into any agreement deemed by the Corporation to be in its best interest. Furthermore, the Corporation reserves the right to reject any proposals that do not conform with the specifications of this RFP or are unresponsive to the questions herein. Please note, the Corporation will only accept SOQs from recognized bond counsel firms, listed in the most recent edition of the Bond Buyer's Municipal Marketplace Directory (also known as the "Red Book"). Please further note, if your firm is on RIHEBC's current Approved BC list, you must still respond to this RFQ for consideration to remain on the list.

Each interested firm must submit an electronic copy of its SOQ by email to rfp@rihebc.com with a copy to dzelazo@rihebc.com. Responses are due February 3, 2025 by noon. If needed, firms will be interviewed the week of February 9, 2026.

After reviewing SOQs submitted in response to this RFQ, the Corporation will determine whether each firm is qualified to serve as BC for the Corporation's bond issues. The inclusion of all firms on the pre-qualified list of BC is subject to the RIHEBC Board of Directors' review and approval. It is expected that the RIHEBC Board will approve the pre-qualified firm(s) at the February 25, 2026 board meeting. The qualified firms will be placed on the Corporation's approved list and will receive each of the RFPs that the Corporation sends for future proposed bond issues.

Any questions regarding this request for proposals should be submitted by email to Dylan Zelazo, Executive Director of RIHEBC at dzelazo@rihebc.com.

We look forward to reviewing your SOQ.

Sincerely,

Dylan Zelazo
Executive Director

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Dated January [], 2026

QUESTIONS TO BE ADDRESSED

PLEASE NOTE that all materials submitted to the Corporation may be “Public Records” and therefore may be subject to public disclosure under the Rhode Island Access to Public Records Act, R.I. Gen. Laws § 38-2-1, et seq. (APRA). In accordance with § 38-2- 2(4)(B) of APRA, “trade secrets and commercial or financial information obtained from a person, firm, or corporation which is of a privileged or confidential nature” are not deemed to be “public records.” Accordingly, the interested party responding to this Request for SOQ should clearly mark as “CONFIDENTIAL” any and all materials, including without limitation financial information, that the interested party considers to be subject to the “privileged or confidential” exception in the R.I. Gen. Laws § 38-2-2(4)(B).

1. Please provide a brief description of the proposing law firm including the number and location of offices and number of employees by location. Please describe the firm’s public finance practice, including applicable tax expertise. For each public finance attorney, please indicate any sub-practice areas (e.g. bond structure, industry type, or geographical location).
2. Please state the name and full contact information of the principal contact or contacts for RIHEBC bond issues. Please note whether you have a Rhode Island office. Please also identify the key members of your firm who would be assigned. Please include brief biographies of each individual who would be assigned to RIHEBC’s bond issues.
3. Please provide a case study of three relevant bond issues that have been completed in the past three years for which your firm served as Bond Counsel. Please also include the name and contact information of a representative from each of the three issues who could provide a reference.
4. Please summarize your firm’s experience in serving as Bond Counsel in connection with the issuance of tax-exempt bonds for municipal entities or public authorities for the following years, specifically highlighting revenue bonds for 501(c)(3) healthcare and educational borrowers or public/charter school financing:

<u>Year</u>	<u>No. of Issues</u>	<u>Total Par Amount</u>
2023		
2024		
2025		

5. List any conduit authorities that have appointed you as Bond Counsel for their issues since 2023. Please indicate whether these appointments were/are for a term, or ongoing. List any

authorities that have terminated your Bond Counsel relationship during this timeframe and explain why.

6. List any other Rhode Island public authorities, not listed above in question #6, that have appointed you as Bond Counsel for their issues since 2023. Please indicate whether your firm continues to serve as Bond Counsel to such authorities, and state whether any such authorities have terminated your Bond Counsel relationship, and why.
7. Does your firm have a Rhode Island office? List the number of employees, associates and partners whose primary office location is Rhode Island. If your firm does not currently have a significant Rhode Island practice, what obstacles does this present to your success as bond counsel? What advantages or benefits might this present?
8. Please discuss any other factors which you believe should be considered by the Corporation regarding either your qualifications or the selection process contemplated in this SOQ.
9. Is the proposing firm listed as **qualified bond counsel** in the most recent edition of the Bond Buyer's Municipal Marketplace Directory (commonly known as the "Red Book")?
10. Please identify any litigation (including any formal administrative proceedings) in which your firm is, as a party, is currently involved, or has been involved, since 2023 regarding allegations of securities law violations, tax law violations, or other issues resulting from the firm's role as bond counsel to any municipality, agency or authority. Please indicate the current status or disposition of such litigation or administrative proceedings.
11. Please specify the current insurance carrier with which your firm maintains its professional liability insurance and the maximum coverage amount for such policy of insurance.
12. Describe any Affirmative Action Program undertaken by your firm and the number and percentage of minorities and women who are either partners or associates in your firm. The Rhode Island Health and Educational Building Corporation supports the principles set forth in R.I.G.L. Chapter 37-14.1 *et. seq.* regarding the employment of qualified firms owned by women and minorities ("MBE"). The Corporation believes these principles are met not only by the engagement of qualified law firms that are MBEs but also by the engagement of law firms that have a history and record of hiring women and minorities. Therefore, the Corporation will deem law firms that have demonstrated a commitment to women and minority partners and/or associates to have acted within the spirit and intent of Chapter 37-14.1 and more particularly § 37-14.1-4 and § 37-14.1-5. Law firms that are not certified as minority or women owned must disclose the number and percentage of minority and women attorneys, identifying partners and associates, and length of service of each.