

PENNSYLVANIA HOUSING FINANCE AGENCY

**REQUEST FOR PROPOSALS FOR ADVICE
AND RECOMMENDATIONS (SEPTEMBER 1, 2016)**

PHFA (the "Agency") is aware of the "Municipal Advisor Rule" (the "Rule") of the Securities and Exchange Commission (effective July 1, 2014) and the exemption from the definition of "municipal advisor" for a person providing "advice" in response to a Request for Proposal ("RFP").

The Agency intends this RFP to assist you in documenting your compliance with the exemption to the Rule in order to allow your entity to provide advice and recommendations to us. This RFP is being posted on the Agency website, constituting a public dissemination of this RFP. The Agency hereby notifies all interested and qualified investment banking firms, brokers, dealers, and financial services entities that it wishes them to provide advice and recommendations on ideas about the issuance of municipal securities and/or municipal financial products (as such terms are defined in the Rule).

Specifically, the Agency invites advice and recommendation on one or more of the following particular objectives and all related matters:

1.) how to structure single family mortgage revenue bonds under the Agency's existing Single Family Mortgage Revenue Bond Program Indenture of 1982 as amended, using tax exempt or taxable bonds or notes, using refunding opportunities, using remarketing opportunities, using "pass-through" securities, and using new money or transferred proceeds from this or other various portfolios of loans or program obligations; this includes advice on executions to utilize and hedge variable rate debt, to convert variable rate debt to fixed securities and to develop strategies to create subsidies for pools of loans;

2.) how to achieve effective executions in the "TBA" market for PHFA mortgages and maximize long and short term benefits in the Agency's securitization platform utilizing tax exempt or taxable bonds or notes in new indentures, in existing indentures, through "pass-through" structures, or through direct loan or placement arrangements with creditors or financial institutions seeking specific investing objectives, including Community Reinvestment Act ("CRA") investors; this includes advice on risk sharing and credit enhancement alternatives;

3.) how to achieve effective financing executions for tax exempt and taxable funding of rental housing properties participating in federal low income housing tax credit programs especially using HUD financing programs such as "MAP Lending" or 221d or 223f including securitized transactions. Effective financing executions taking advantage of these tools in relation other state or local financing programs or market opportunities (such as CRA investments and historic tax credits); this includes direct loan, bond or note placements, as well as public sales of bonds or securities; and

4.) how to structure and achieve funding for its general capital needs and funding programs on an ongoing basis; this includes new program initiatives to provide capital, manage risk, maximize investment opportunities and fund affordable housing or social impact investment programs and developments, operations and physical plant.

No particular format is required for respondents to use in providing advice or recommendations and there is no limit on submissions from any one respondent. However, all information should be submitted to the Director of Finance, 211 North Front Street, Harrisburg, PA 17101.

The Agency reserves the right to accept or reject any proposals submitted to it and to conduct a formal procurement process, in each case if deemed by the Agency in its sole discretion, to be in its best interests and to comply with applicable laws and processing requirements. All proposals will become the property of the Agency. The Agency may discontinue this invitation at any time and may modify any aspect of this RFP in its sole discretion.

This RFP replaces a prior RFP, which closed on August 31, 2016. Proposals received under the prior RFP need not be resubmitted. This RFP is open from September 1, 2016 through and including December 31, 2016.

The Agency understands and confirms that by responding to this RFP, respondents are not acting as municipal advisors to the Agency.