

Massachusetts Housing Partnership  
**Homeownership Subsidy**  
**Management System Modernization**

**Request for Proposals**

May 21, 2024

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# Project Overview

## Introduction

The Massachusetts Housing Partnership (“Organization,” or “MHP”) in Boston, MA is seeking a software development provider to assist with a refurbishment, modernization, and enhancement of its current loan origination, servicing, and subsidy management system. MHP seeks a partner that aligns with its needs from a strategic, economic, operational, functional, and technical perspective.

This Request for Proposals (RFP) represents the needs and desires explicitly expressed by MHP’s Steering Committee and Homeownership Team and must be used as the basis for the bidder’s preparation of its proposal. It is the bidder’s responsibility to coordinate all responses and ensure a complete solution is presented to MHP. Responses must be submitted no later than **5:00 p.m. EDT on June 17, 2024**, through COMMBUYS or to [smostafa@mhp.net](mailto:smostafa@mhp.net) and [sgarcia@mhp.net](mailto:sgarcia@mhp.net) If sending submissions through email, electronic copies must be sent securely. If secure email is not available, MHP can provide you with instructions for submission.

Response instructions are outlined below in the “Response Inclusions,” “Vendor Responses” and “Instructions for Responses to the RFP” sections. Please direct any questions related to this request, or completion of your response to the contacts listed below. We look forward to reviewing your proposal. Thank you for your time and consideration.

MHP’s Designated Contacts: **Sarah Mostafa**, Senior Risk and Compliance Manager [smostafa@mhp.net](mailto:smostafa@mhp.net) and **Samantha Garcia**, Senior Program Coordinator [sgarcia@mhp.net](mailto:sgarcia@mhp.net).

## Purpose

The purpose of this RFP is to define MHP’s current and anticipated requirements and needs as they pertain to its loan origination, servicing, and subsidy management system. This information has been developed in a format to facilitate the submission of proposals and the subsequent evaluation of potential vendors to provide a refurbishment, modernization, and enhancement to MHP’s existing system. Specific methods and systems submitted by bidders will be evaluated, including benefits to MHP and related costs.

## History & Background

MHP was founded in 1985 and is a statewide, non-profit quasi-public affordable housing organization that works to increase the supply of affordable housing in Massachusetts. MHP finances affordable housing through a state law that requires companies who acquire Massachusetts banks to make loan funds available to MHP for the creation and conservation of affordable multifamily housing.

Through MHP’s flagship homeownership product, ONE Mortgage, MHP works with over forty (40) participating mortgage lenders (banks and credit unions) to help low- and moderate-income households purchase their first home by providing a subsidy and lower mortgage interest rates to qualifying first- time homebuyers.

In 2020, MHP and the City of Boston launched an expansion of the ONE Mortgage Program called ONE+Boston that combines city funds with ONE Mortgage’s affordable features to increase buying power for income-eligible, first-time Boston homebuyers.

MHP has also recently offered the MassDREAMS program which provides down payment and closing cost grants to first-time homebuyers who meet eligibility requirements and currently reside in one of twenty-nine (29)

communities that were severely impacted by the COVID-19 pandemic.

## Objective

The objective of this RFP is to evaluate vendors and their proposed solutions to identify a partner that can provide an overall solution aligned with the comprehensive needs of MHP to meet its objectives. A few of the objectives that are motivating MHP to search for a new partner who can provide these services are, but are not limited to, the following:

- Increased operational efficiency through integration, process automation, streamlined workflows, and improved functionality
- Innovative and customizable system that is easy to navigate and allows for both the expansion of current programs and the addition of new programs
- Increased productivity and enhanced decision-making with access to key metrics in real time
- Economically feasible pricing representative of the overall relationship, future growth, and cost containment
- Proactive, knowledgeable, responsive service and support which consistently promotes system utilization and encourages development of staff system knowledge

## Due Date of Proposal

The deadline for receipt of proposals is **5:00 p.m. EDT on June 17, 2024**. Late submissions will not be accepted. If your company decides not to respond to this RFP, please inform MHP of your decision, indicating the reason for your decision not to participate.

## Organization Overview

An overview of MHP is provided below.

Organization Information	
# of Employees	66
# of Locations	1
# of Customers	60 Banks and Organizations
Current Software Name	eS2
# of Employee Users of eS2	14
# of Customer Users of eS2	500
# of Years on Current Software	20+
Software In-House or Outsourced	Outsourced
Expiration Date of Current Software Contract	N/A
Regulatory Agency	Executive Office of Housing and Livable Communities
Projected Organic Growth Rate per Year (%)	10%

## Location Overview

An overview of locations is provided below.

Location Addresses	City, State, Zip
160 Federal Street	Boston, MA 02110

## Account Overview

An overview of account information is included below.

Account Overview	Total Number
# of Total Loans	24k
# of Total Active Loans	12k
# of Total Inactive Loans	12k
Average # of Loans Opened Monthly	65
Average # of Loans Closed Monthly	40

## Network System Overview

The current network environment is summarized below.

Network Overview	Make/Model	OS/Version
Physical Server(s)	Dell/PER340 & PER540	Windows Server 2019
Physical Workstations	Dell XPS 15	Windows 10
Physical Workstations	Dell XPS 15	Windows 10
MS Office Version	Office 365	
MS Server Licensing	OEM_SLP	
Total Image Storage (e.g., GB, Terabytes)	>100 GB	

## Key Business Initiatives

### System

MHP’s current application is a customized, internet-based system that helps MHP to administer the ONE Mortgage Program, including the management of a portfolio of over 10,000 associated and active subsidies. The system is used for loan origination, underwriting, closing, funding, and ongoing subsidy management. Additionally, the system contains a significant amount of data used for tracking and reporting purposes. Participating lenders log-in on a regular basis and submit loan subsidy applications on behalf of borrowers. The system has approximately five hundred (500) active external users from partner lending (loan officers, underwriters, loan closers, etc.) and nonprofit organizations (homeowner counselors) and fourteen (14) internal users from MHP.

The system was introduced twenty (20) years ago and is built on an aging platform that is not easy to update or configure. MHP seeks a development partner offering the ability to create a new interface, customize functionality, enhance capability, and make system-related workflow changes which will allow it to achieve and support its initiatives to accommodate a growing suite of programs and products. Additionally, process automation, robust administrative controls, and expanded functionality will increase operational efficiency and allow staff to focus on other tasks.

A third-party vendor is currently utilized for the collection and handling of loan closing packages and associated documents with wet signatures. Loan closing packages are sent to MHP, picked up by our third-party vendor twice a week, and scanned into a document repository for access by MHP. This process delays the availability of documentation and creates risk. MHP is seeking to eliminate this process and instead utilize a system that allows

for secure electronic document signing and offers document capture and storage.

MHP's system needs to be able to accommodate its new programs and program variants.

### Short-Term MHP Initiatives

- Continue to operate the ONE Mortgage, ONE+Boston, and MassDREAMS programs utilizing a system/application that easily allows for new product creation and configuration

### Long-Term MHP Initiatives

- Reduce manual processes and enhance workflows
- Allow for secure document storage and electronic signatures
- Accommodate a growing suite of programs and products
- Attain robust reporting and financial reconciliation capabilities
- Integrate with a CRM and current financial accounting systems

### Integration

Full integration between the loan origination and servicing system and ancillary systems, and/or the ability to utilize file extracts to import and export data is critical. Ancillary systems that will need to integrate include Sage Intacct accounting and financial management system, Adaptive Insights financial planning and budgeting system, Salesforce CRM system - if CRM is not available within the replacement loan origination & servicing system, and Adobe Sign or DocuSign for electronic document signing.

### Reporting & Analysis

Ease of access to data and reporting including extensive and effective standard reports, the ability to easily view, export, and analyze data, and create custom reports without needing assistance is essential. Additionally, MHP is seeking the inclusion of dashboards specific to each user with the ability to utilize data from multiple data sources for analysis, identification of trends, and decision-making.

## SWOT Analysis

A SWOT analysis of the strengths, weaknesses, opportunities, and threats was conducted on the current system. Details are included below and in the proposal worksheets.

### Strengths

- The system is specifically tailored to meet the loan origination and closing processes of MHP's first-time homebuyer mortgage programs including as they relate to its lending partners' needs
- Basic functionality of the system works well with a reasonable degree of sophistication
- Internal users understand the business rules that govern the system, making it easy to troubleshoot

### Weaknesses

- Integration between the current system and ancillary systems, and the ability to import or export data, is limited or non-existent
- The system is proprietary and requires ongoing support for basic changes
- System enhancements and fixes take a significant amount of time and are limited by the dated system architecture

- Common bugs impacting the quality of the user experience have gone unfixed because system changes are labor-intensive
- Additional processes are needed to complete daily tasks due to a lack of process automation
- Lack of document imaging/management within the system requires use of a third-party
- System limitations prevent the use of electronic document signing
- All reports are customized and require assistance from the system developer to configure and maintain
- Lack of trust in the data available within the system and available data is limited and not easy to extract
- Lack of dashboards for access to frequently used data and reports
- Lender partners find the user interface to be inefficient
- Inability to reconcile fund sources with financial accounting systems

## Opportunities

- Full integration between the system and ancillary systems, and/or the ability to utilize file extracts to import and export data
- Newer and more robust system that creates efficiency, is easier to use, and offers customization
- Inclusion of extensive and effective standard reports and the ability to easily create custom reports without needing assistance
- Ability to easily view, export, and analyze data
- Inclusion of dashboards specific to each user with the ability to utilize data from multiple data sources
- Ability to expand current programs and add new programs without being limited by the system
- User friendly system that meets lender partners' needs
- Ability to create multiple loan scenarios for a borrower

## Threats

- Concerns regarding the future viability of the system due to outdated technology, and the limited ability to make changes internally
- Lack of integration, and the need to utilize multiple systems to complete daily tasks, increases operational expenses and the risk of errors
- Increased risk to data integrity, accuracy, and security due to manual processes and the need for dual entry

## Existing Environment

### Processing Overview

Below is a summary of the current processing environment. Cells that do not contain data did not have data available to validate. N/A = Not Applicable.

Loan Processing and Servicing	
# of 1 <sup>st</sup> Mortgage Loans Originated Per Month	50-100
# of 1 <sup>st</sup> Mortgage Loans Currently Serviced Per Month	12k
# of 2 <sup>nd</sup> Mortgage Loans	9.6k
# of Credit Bureaus Loan Information Is Reported To	N/A
# of Loans Reported Monthly	N/A
# of Mortgage Escrows Serviced	N/A
# of Mortgages Serviced In-House	9.6k
% of Mortgages Sold	0

# of Soft Credit Pulls Performed Monthly	0
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# Proposal Expectations

## Anticipated Project Timeline and Instructions

Planned completion dates for important project activities are listed below:

Activity	Anticipated Timeline
1. RFP Posting <sup>1</sup>	May 21, 2024
2. MHP System Demo	May 30, 2024, 3:00 pm – 4:00 pm EDT
3. Deadline for Submission of RFP Questions	June 10, 2024, 5:00 pm EDT
4. Vendor Proposals Due <sup>3</sup>	June 17, 2024, 5:00 pm EDT
5. Proposal Review <sup>4</sup>	June 2024
6. Vendor Interviews/Demos <sup>5</sup>	July 2024
7. Due Diligence & Negotiations	August 2024
8. Final Agreement(s) Signed	August 2024
9. Implementation Consideration	June/July 2025
10. Current Contract Expiration	N/A

### Project Timeline Instructions

1. Confirmation of your intention to participate in the RFP process must be provided to Sarah Mostafa and Samantha Garcia via email or COMMBUYS.
2. A demonstration of MHP’s current system will be held on **May 30<sup>th</sup> from 3:00 pm - 4:00 pm EDT** for all prospective vendors who confirm their intention to participate. The demonstration will be limited to one (1) hour and will provide vendors with the opportunity to see how the current system functions and operates at a high level. Time will be made available for questions during the demonstration.
3. A response to this RFP, in its entirety, is due no later than 5:00 pm EDT on June 17, 2024. Responses may be submitted through COMMBUYS or to [smostafa@mhp.net](mailto:smostafa@mhp.net) and [sgarcia@mhp.net](mailto:sgarcia@mhp.net). If sending submissions through email, electronic copies must be sent securely. If secure email is not available, MHP can provide you with instructions for submission.
4. Following receipt of responses to the RFP, MHP’s Selection Committee will review submissions to evaluate a bidder’s responsiveness. Responses will be evaluated based upon the criteria outlined within this RFP.
5. Selected vendors will be invited to an interview/demonstration. Interviews/demonstrations will be limited to two (2) hours each, unless otherwise agreed upon. **Note: MHP will make the final determination on dates for interviews/demos, and notification will be provided.**
6. MHP requests an implementation date no later than **June/July 2025**. If a bidder is unable to accommodate this timing, a suggested alternative must be provided with the bidder’s submission to the RFP.



## Vendor Evaluation Criteria

The criteria included below will be used to evaluate vendors.

MHP is seeking a vendor that:

- Provides recognized experience and success in implementation and ongoing support
- Demonstrates a strong history of providing timely enhancements and changes
- Demonstrates financial stability, experience, and approach
- Provides vendor personnel with strong industry knowledge
- Has the ability to meet MHP's defined timeline
- Proactively shares communication regarding system upgrades that do not require additional costs
- Demonstrates proactive financial investment to ensure timely delivery of services consistent with industry trends
- Offers a comprehensive solution that meets MHP's initiatives including integration to key ancillary systems and the ability to maximize operating efficiencies through the automation of manual processes

MHP is seeking a long-term partnership that:

- Offers the same level of service, commitment, and dedication that MHP offers to its borrowers
- Helps MHP centralize and analyze data to make strategic business decisions
- Provides MHP with opportunities for training, education, and system utilization without restrictive costs
- Provides Service Level Agreements (SLAs) including uptime, response time, and service and escalation procedures
- Offers access to vendor support staff to report issues and obtain assistance with acknowledgement of requests for support, and cases opened for requests that cannot be immediately resolved
- Remains proactive in working with MHP to understand, challenge, and participate in their strategic planning
- Provides industry knowledge, trends, and market data including information on best practices and trends within the industry
- Provides account management experienced in working with organizations of comparable size, portfolio, and strategies, and is accountable for the overall relationship
- Provides system, technical, and user documentation that is current, comprehensive, well-written, procedure-oriented, and easy to understand

Before awarding a contract, MHP shall review the proposed vendor's ability to perform the contract successfully, considering factors such as the vendor's integrity (including a review of the List of Parties Excluded from Federal Procurement and Non-Procurement Programs published by the U.S. General Services Administration), compliance with public policy, record of past performance (including contacting previous clients of the vendor), and financial, administrative, and technical capability to perform contract work of the size and type involved and within the time provided under the contract. Contracts shall not be awarded to debarred, suspended, or ineligible vendors.

MHP reserves the right to determine, at its sole discretion, whether non-compliance with any of the bid requirements is deemed insubstantial. In such instances, MHP may opt to seek clarification, permit the bidder to make minor corrections, impose penalties in evaluating the response, or utilize a combination of these remedies.

MHP, at its sole discretion, may consider in its review process evaluations of a bidder's performance in any current engagements on programs or contracts and any other information available to MHP.

Responses may be reviewed and evaluated by any person(s) at the discretion of MHP, including independent consultants retained by MHP now or in the future, for the sole purpose of obtaining an analysis of responses.

At any time during its review, MHP may determine some element of a bidder's response requires clarification to verify its responsiveness to the RFP or facilitate a fair comparison with competing proposals. In such cases, MHP may seek written clarification from the bidder. All bidders shall be accorded fair and equal treatment with respect to any opportunity for clarification.

## Response Evaluation Criteria

The following criteria will be used to evaluate the responses:

1. Responsiveness to the RFP, including the amount of detailed information, overall completeness, and timeliness of the response per the instructions
2. Inclusion of attachments per the instructions (see section below)
3. Inclusion of completed proposal worksheets per the instructions (see section below)
4. Company business plan as it relates to technology client retention, service level agreements, performance reporting, and financial stability
5. Fees that are economically feasible and aligned with current market trends, organization growth expectations, and solution inclusions
6. Ability to demonstrate recognizable, knowledgeable, and responsive service and support that helps promote utilization, addresses service issues, and increases staff knowledge and awareness
7. Service and performance commitments that provide MHP with confidence in the products and services they have invested in, with tangible restitution when critical circumstances arise

## Response Inclusions

MHP expects all responses to be completed per this RFP and to include the following:

### Attachments:

**1. Technical Proposal:** The Technical Proposal shall include:

- The bidder's understanding of the overall project, its goals, and objectives
- Evidence of the bidder's qualifications for performing the work specified in this RFP
- A summary of the proposal that includes an overview of the approach the bidder will take to undertake the project work, including system integration, hosting, data migration and testing, as applicable
- The bidder's understanding of the project's potential risks and the bidder's approach to overcoming and managing them
- An affirmative declaration that the bidder can meet and satisfy the terms of this RFP including the technical requirements
- Relevant certifications/classifications related to compliance of bidder's own operations and data privacy practices
- Documentation of the location of offices, resources, and operations

Please include a detailed timeline for completion and description of the project management tools that are utilized to

deploy and manage projects.

**2. Cost Proposal:** The Cost Proposal shall include a fixed price for implementation of the proposed solution. Cost Proposals should correspond to the implementation plan and extend through the proposed contract duration. Cost Proposals must be submitted separately from the Technical Proposal and include: a cost narrative that describes the bidder's pricing approach, including any optional services, new or innovative technologies, or implementation or operational approaches that may provide cost savings.

- Cost Proposal - The bidder shall include details regarding any assumptions that were made to reach the costs provided in the Cost Proposal. Cost proposals should clearly cover the following attributes but not limited to:
  - Product cost / license cost (s) including basis for cost (number of users, etc.)
  - Implementation costs
  - Configuration or customization costs related to technical components identified in the technical response
  - Maintenance costs
  - Third-party tools (if any)
  - Instrument integration costs (if any)
  - Training costs
  - Add-on features
  - Data storage limits and fees (if applicable)

MHP shall assess each compliant and technically acceptable bidder's Cost Proposal in terms of cost realism, clear description of costs, proposed labor rates and hours allocated, and a total ownership cost approach with implementation, maintenance, and support costs over the contract term. Cost Proposals will be evaluated for their reasonableness and competitiveness and value. Cost shall be one factor, but not the sole factor, that MHP considers in its overall evaluation.

MHP reserves the right to review all aspects of each Cost Proposal for reasonableness and to request clarification of any Cost Proposal where detailed cost information is required but appears to be incomplete or missing. MHP additionally reserves the right to request that the bidder break out the prices for the proposed solution into individual functionality modules.

**3. Implementation:** Include the anticipated implementation timeline if MHP decides to implement the proposed system, information on implementation training and support, and a sample implementation plan.

**4. Due Diligence Package:** Include a Due Diligence package containing the following:

- a. Business Continuity/Disaster Recovery/Incident Response Programs and Test Results
- b. Annual Report, Balance Sheet, or other Financial Information for the past three years
- c. SSAE18 or other Report of Systems or Controls
- d. Proof of Insurance
- e. Latest Technical/Security Test Results for External Network, Internal Network, and Social Engineering Testing
- f. Bidders are required to provide detailed information regarding their legal and regulatory compliance with applicable laws, regulations, standards, and compliance requirements. Please include the following:
  - i. Describe how your organization ensures compliance with all applicable laws for the products or services being offered. Include any certifications, licenses, and permits obtained.
  - ii. Describe how your organization stays up to date on regulatory changes and your process for

ensuring ongoing compliance with applicable regulations and standards.

- iii. Describe your organization's best practices. Include any certifications and accreditations obtained.
  - iv. Describe your organization's procedures for safeguarding sensitive information, including data protection measures, privacy policies and compliance with applicable data protection regulations. Provide examples of how you protect confidential information.
  - g. Contract, Service, and Performance Fulfillment score cards, if available
  - h. Bidders must provide at least three (3) references from previous clients. While we understand that not all projects may involve government agencies, at least one reference should be from a government agency, if possible. Please provide the following details for each reference:
    - i. Name of the client and address
    - ii. Contact name, telephone number, and email address for a relevant point of contact
    - iii. Nature of the project or engagement
    - iv. Duration of the project or engagement
    - v. Installed and supported software
    - vi. Any notable achievements or outcomes
- 5. Sample Contract:** Include a sample contract with standard terms and conditions. Submission of a sample contract does not imply acceptance or a commitment by MHP to utilize said contract. MHP intends to assess the proposed terms and negotiate as needed to ensure that the terms and conditions of the contract are aligned with MHP's requirements and objectives. Any contract MHP enters will be subject to negotiation and mutual agreement of the parties. The entire content of the bidder's response to the RFP shall be binding on the bidder. The specifications and contents of a response, including any supplemental documents, may, at MHP's discretion, be incorporated into any contract resulting from this RFP.
- 6. Sample Service Level Agreement:** Include a sample service level agreement based on the proposed solution that may include elements of the following but not limited to: the application availability, planned maintenance, application response time, archive retrieval, help desk support, problem resolution, security breach, data backup, data location, data privacy, secure disposal of data, service-level bonus/penalties, excess usage, subcontracted services, SLR renewals, change control/release management, business continuity planning, training/knowledge database, and services that are covered/not covered.
- 7. Technical Specifications:** Include any necessary technical specifications, hardware and software requirements, and supported devices for the proposed system.
- 8. Product Roadmaps:** Include a product roadmap for the next twelve (12) months for the proposed system.
- 9. Technology and Strategic Plan:** Include a summary of the company's technology plan and overall strategic plan for the next 1-2 years including an overview of the company's strategic and growth initiatives, and plans related to R&D.
- 10. Knowledge Transfer and Transition Support:** The selected bidder shall maintain all documentation and relevant technical material in a suitable form for knowledge transfer and transition support.
- 11. Offshore Resources:** The bidder is required to provide information regarding the use of offshore resources. Bidders will not be allowed to send any customer data offshore. Please address the following in your submission:
- a. Does your organization plan to use offshore resources (e.g., personnel, subcontractors) for your software solution/application? If yes, please provide the location and roles of offshore personnel or

- subcontractors involved in the project.
- b. Risk mitigation strategies
- c. Data Protection and Security Measures

**12. Confidentiality Agreement:** All potential bidders will be required to sign a confidentiality agreement prior to participating in the es2 system demonstration. The confidentiality agreement is intended to protect data and proprietary information owned by MHP. The confidentiality agreement is available on COMMBUYS.

## Vendor Responses

The Proposal Worksheets must be completed based upon the proposed solution and included in their original Excel format as a part of your response to this RFP.

1. **Vendor Profile:** Include relevant information about your company such as history and organizational structure.
2. **Support Services:** Provide information on your service and support structure including staff and positions, service request process, business hours, reporting and monitoring, and information on training.

## Instructions for Responses to the RFP

A response is requested, including all necessary items addressed in the current systems overview above, to perform functions as outlined in the instructions.

1. Pricing proposals must include a five-year (5) term option.
2. The Proposal Worksheets must be submitted, along with your response to the RFP. The Proposal Worksheets will be available on COMMBUYS or MHP's website at: <https://www.mhp.net/about-us/public-records-policies>.
3. Provide resumes of key personnel and describe their specific role in the project. Please include the following information:
  - Name
  - Position
  - Experience
  - Skills
  - Educational background
  - Certifications

4. All questions related to this RFP must be directed to MHP via COMMBUYS or to the following:

Sarah Mostafa, Senior Risk and Compliance Manager [smostafa@mhp.net](mailto:smostafa@mhp.net) and Samantha Garcia, Senior Program Coordinator [sgarcia@mhp.net](mailto:sgarcia@mhp.net).

Please note: Proposals must be submitted electronically via COMMBUYS or to [smostafa@mhp.net](mailto:smostafa@mhp.net) and [sgarcia@mhp.net](mailto:sgarcia@mhp.net). If sending submissions through email, electronic copies must be sent securely. If secure email is not available, MHP can provide you with instructions for submission.

## Acceptance/Rejection

Issuance of this RFP does not obligate MHP to contract, in whole or in part, for services specified herein. MHP reserves the right to cancel this solicitation, in whole or in part, or to reject in whole or in part, any and all proposals. No minimum purchase will be committed to under this RFP. The proposed solutions should be submitted on the most favorable terms. Subsequent to the receipt of the proposed solution, MHP may schedule discussions with a bidder if it becomes necessary to clarify elements of the proposed solution. Proposed solutions will be reviewed for support of the objectives defined in the RFP. Continued participation by submitting vendors in this project will be based upon the proposed solution that best satisfies MHP's requirements as outlined within the RFP. MHP reserves the right to reject any and/or all proposed solutions received.

## MHP Confidentiality Agreement

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This Confidentiality Agreement (“Agreement”) is made as of this [\_\_\_\_\_] day of May 2024 by and between the **MASSACHUSETTS HOUSING PARTNERSHIP FUND BOARD**, a body politic and corporate having its principal place of business at 160 Federal Street, Boston, Massachusetts 02110 (“MHP”), and [\_\_\_\_\_] (“Vendor”), with a principal place of business at [\_\_\_\_\_].

The purpose of this Agreement is to protect the confidential and proprietary information disclosed by MHP to Vendor in connection with the Homeownership Subsidy Management System Modernization Request for Proposals, which involves a demonstration of MHP’s system. Vendor agrees that Vendor will not disclose any “Confidential Information” as defined below in Paragraph A and will take reasonable steps to prevent the disclosure of Confidential Information.

A. **CONFIDENTIAL INFORMATION.** Confidential Information shall mean any information that (i) is disclosed in writing or other tangible form by MHP to Vendor that is designated as confidential by MHP or is of a nature that the Vendor knew or reasonably should have known, under the circumstances, would be regarded by MHP as confidential; (ii) is not generally known in the relevant industry or industry segment; (iii) affords possessors of the information a commercial or business advantage over others who do not have the information; and (iv) to the extent not included in (i)-(iii) hereof, is information deemed confidential, as described in Paragraph B below.

Further, without granting by implication any rights with respect to any particular item of Confidential Information, the following also shall be deemed conclusively to be Confidential Information: (i) any data, information, documents, flow charts, logic diagrams, relating to the Confidential Information; and (ii) data or information, sales and marketing information, customer lists, customer data or the like, not generally known to the public.

B. **INFORMATION DEEMED CONFIDENTIAL.** Without limiting the provisions of the preceding paragraphs and whether or not otherwise meeting the criteria described therein, any and all documents, data, or other information containing the identity of and/or pertaining to MHP borrowers or customers (“MHP Customers”) shall be deemed conclusively to be Confidential Information.

C. **SECURITY OF CONFIDENTIAL INFORMATION.** Vendor shall maintain all such Confidential Information under secure conditions, using reasonable security procedures, practices and measures appropriate to the nature of the Confidential Information, and in any event not less than the same security procedures used by Vendor for the protection of its own Confidential Information of a similar kind, to protect Confidential Information from unauthorized access, destruction, use, modification, or disclosure.

D. NON-DISCLOSURE OBLIGATION. Vendor shall not disclose any Confidential Information to any third party without the express prior written consent of MHP.

E. COPYING OF CONFIDENTIAL INFORMATION. Vendor shall not use, copy, duplicate, compile, disassemble, record, or otherwise reproduce any part of any Confidential Information, nor attempt to do any of the foregoing, without the prior written consent of MHP. Any tangible embodiments of Confidential Information that may be generated, either pursuant to or in violation of this Agreement, shall be deemed to be the sole property of MHP and fully subject to the obligations of confidence set forth herein.

Vendor agrees that a breach of this Agreement may lead to disciplinary action including legal action.

**Miscellaneous.**

This Agreement contains the entire agreement of the parties and may not be modified except in writing signed by the parties. The individuals signing this Agreement represent and warrant that they are authorized to and by their signature intend to bind the parties for which they purport to act. If any portion of this Agreement is found to be unenforceable, the remaining portions of this Agreement shall continue to be enforced to the fullest extent permitted by law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts. The parties hereby submit to the exclusive jurisdiction of the courts of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the parties have entered into this Agreement under seal as of the date set forth above.

MASSACHUSETTS HOUSING  
PARTNERSHIP FUND BOARD

[VENDOR COMPANY NAME]

By: \_\_\_\_\_  
Name:  
Title:  
Date:

By: \_\_\_\_\_  
Name:  
Title:  
Date: