

SELTZER MANAGEMENT GROUP, INC.

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February 28, 2008

VIA EMAIL AND U.S. MAIL

Mr. Wayne Conner
 Mr. Todd Fowler
 Florida Housing Finance Corporation
 City Centre Building
 227 North Bronough Street, Suite 5000
 Tallahassee, Florida 32301-1329

RE: Madison Commons SAIL 2000-085S
 HC 2000-551C
 Whistlers Cove MR1998 T1&2
 HC 1999-507C
 Dunwoodie Place HC 1999-512C
 Saddlebrook SAIL 2000-086S
 HC 2000-550C

Dear Mr. Conner and Mr. Fowler;

Seltzer Management Group, Inc. ("SMG" or "Seltzer") is in receipt of correspondence from the Borrower, Wendover Housing Partners, Inc., of the above referenced transactions requesting that the Florida Housing Finance Corporation ("FHFC" or "Florida Housing") approve the purchase and transfer of the general partner ("GP") interests in the above referenced developments. SMG has been requested to review and to determine whether the proposed purchaser of said general partnership interests has the prerequisite financial strength and experience to successfully own and operate the subject properties. A listing of the properties and their proposed GP's are attached as Exhibit A.

The proposed purchasers of the GP interests of the four properties are affiliates/principals of Banyan Realty Advisors, LLC, Mr. Louis Vogt and Mr. Scott Zimmerman. They will each hold a 17.5% interest in Bull Dolphin Properties Investments, LLC ("BDPI"), with Dolphin Properties & Investments #12, LLC owning the remaining 65% of BDPI. Dolphin Properties & Investments #12, LLC is owned by Gillis Investments #2, Ltd. owning a 40% interest (manager M. Austin Forman), Blackfin Properties & Investments, LLC owning a 40% interest (manager William Murphy) and Lamplighter Investments, LLC owning the remaining 20% interest (manager Benjamin Gettler). Jonathan and Nancy Wolf, as tenants by the entirety, will own the remaining percentages of the new GP's, further described below:

<u>Development Name</u>	<u>New GP</u>
Madison Commons Member Interests	Bull Dolphin Breckenridge Commons, LLC BDPI 50% Jonathan and Nancy Wolf 50%
Whistler's Cove Member Interests	Bull Dolphin Whistlers Cove, LLC BDPI 50% Jonathan and Nancy Wolf 50%
Dunwoodie Place Member Interests	Bull Dolphin Dunwoodie of Orlando, LLC BDPI 50% Jonathan and Nancy Wolf 50%

Wayne Conner
 Todd Fowler
 GP Transfers Wendover to Banyan
 February 28, 2008

Saddlebrook	Bull Dolphin Saddlebrook, LLC
Member Interests	BDPI 62.5%
	Jonathan and Nancy Wolf 37.5%

As part of the transaction, BDPI, Louis Vogt, Scott Zimmerman, William Murphy, M. Austin Forman, Benjamin Gettler, Jonathan Wolf and Nancy Wolf will be assuming all existing and continuing guarantees and/or indemnity obligations associated with the current GP related entities, or will execute replacement guarantees, arising from and after the transfer. The GP(s), entities and individuals currently providing guaranties and/or indemnifications will be fully released from all obligations arising from and after the transfer.

On behalf of FHFC, SMG has reviewed the request, performed certain due diligence, and formulated a recommendation. For purposes of this analysis, SMG has reviewed the following:

- Borrower Correspondence
- Purchase and Sale agreement for GP interests in Madison Commons, Whistler's Cove, Dunwoodie Place and Saddlebrook
- New GP members/managers financials, tax returns, credit reports and verifications of deposit
- FHFC past due report, dated February 7, 2008
- FHFC non-compliance report, dated January 11, 2008
- FHFC occupancy report through November 2007

In addition, SMG has had various conversations with FHFC staff and the Borrower's representative regarding the proposed transfer of general partnership interests.

Background

Madison Commons, also known as Breckenridge, located in Middleburg, Clay County, Florida, was financed with tax exempt Multifamily Mortgage Revenue Bonds ("MMRB") provided by the Housing Finance Authority of Clay County in the amount of \$7,000,000, a FHFC SAIL Program loan in the amount of \$1,925,625 and Housing Credits ("HC") of \$3,410,552. The current GP is Breckenridge Commons, Inc. The subject is owned and operated by Breckenridge Commons, Ltd., a Florida limited partnership.

Whistler's Cove, located in Naples, Collier County, Florida, was financed with tax exempt MMRB by FHFC in the amount of \$14,500,000, taxable MMRB of \$500,000 and HC of \$6,675,879. The current GP is Whistler's Cove Inc. The subject is owned and operated by Affordable/Whistler's Cove Ltd., a Florida limited partnership.

Dunwoodie Place, located in Orlando, Orange County, Florida was financed with tax exempt MMRB provided by the Orange County Housing Finance Authority in the amount of \$6,020,000, taxable MMRB of \$830,000 and HC of \$3,825,857. The current GP is Dunwoodie of Orlando, Inc. The subject is owned and operated by Dunwoodie of Orlando, Ltd., a Florida limited partnership.

Saddlebrook, also known as Madison Chase, located in West Palm Beach, Palm Beach County, Florida, was financed with tax exempt MMRB provided by the Housing Finance Authority of Palm Beach County in the amount of \$13,100,000, a FHFC SAIL Program loan in the amount of \$2,369,000 and HC of \$5,476,439. The current GP is Saddle Brook at Palm Beach, Inc. The subject development is currently owned and operated by Saddlebrook at Palm Beach, Ltd., a Florida limited partnership.

Wayne Conner
 Todd Fowler
 GP Transfers Wendover to Banyan
 February 28, 2008

The subject developments were not reported on Florida Housing's January 11, 2008 Asset Management Non-Compliance Report. The February 7, 2008 Past Due Reports reflected no past due items. The developments are currently maintaining occupancy as of the November 2007 FHFC occupancy report, with the exception of Dunwoodie Place, that is reported as of September 2007, as follows:

Madison Commons	95%
Whistler's Cove	77%
Dunwoodie Place	89%
Saddlebrook	97%

New General Partner Experience and Financial Review

Messrs. Vogt and Zimmerman are principals in Banyan Realty Advisors, LLC ("BRA"). BRA is the managing GP in 20 properties containing approximately 4,000 units located in Florida and Texas. BRA is an approved FHFC multifamily residential management company.

Messrs. Murphy and Forman both have extensive real estate holdings and interests in various real estate management firms, land and developments as evidenced by their personal financial statements.

SMG has reviewed the most current financial statements, credit reports and verifications of deposit for the new GP individuals, Messrs. Zimmerman, Vogt, Murphy and Forman and found them to be satisfactory. Current financial information was not required of Jonathan & Nancy Wolf, as they are members of the existing general partnerships and will be joining the New GPs holding the same ownership percentages. Summaries of the BDPI principals financial information is as follows:

Scott Zimmerman

Mr. Zimmerman provided a personally prepared financial statement dated December 31, 2007 and personal tax returns for the years 2005 and 2006.

Current assets and liabilities were listed as follows:

Cash	\$	██████████
401K and Individual Retirement	\$	██████████
Other Receivables	\$	██████████
Real Property	\$	██████████
Closely held companies	\$	██████████
Total Assets	\$	██████████
Mortgage Payables	\$	██████████
Total Liabilities	\$	██████████
Net Worth	\$	██████████

A February 13, 2008 tri-merged credit report for Mr. Zimmerman indicates Fair Isaac, Beacon and FICO scores of █████, █████ and █████, respectively. Credit reports indicated █████ trade lines of open and/or closed accounts for Mr. Zimmerman. High credit is reported in the █████ figures. No adverse credit comments were noted.

Louis Vogt

Mr. Vogt provided a personally prepared financial statement dated February 14, 2008 and

Wayne Conner
 Todd Fowler
 GP Transfers Wendover to Banyan
 February 28, 2008

personal tax returns for the years 2005 & 2006.

Current assets and liabilities were listed as follows:

Cash	\$	[REDACTED]
Investments	\$	[REDACTED]
Vested Interest in Individual Retirement	\$	[REDACTED]
Other Business Interests	\$	[REDACTED]
Other Receivables	\$	[REDACTED]
Real Property	\$	[REDACTED]
Personal Property	\$	[REDACTED]
Total Assets	\$	[REDACTED]
Notes Payable	\$	[REDACTED]
Mortgage Payables	\$	[REDACTED]
Total Liabilities	\$	[REDACTED]
Net Worth	\$	[REDACTED]

A tri-merged credit report dated February 13, 2008 for Mr. Vogt indicates Fair Isaac, Beacon and FICO scores of [REDACTED], [REDACTED] and [REDACTED], respectively. Credit reports indicate [REDACTED] line items of open and/or closed accounts for Mr. Vogt. High credit reported is in the [REDACTED] figures. No adverse credit comments were noted.

William M. Murphy

Mr. Murphy provided a personally prepared financial statement dated December, 31, 2006, along with a signed statement indicating there have been no adverse or material changes to the information as of February 13, 2008. Mr. Murphy stated that his 2007 personal financial statements would be available on 3/1/08.

Current assets and liabilities were listed as follows:

Cash	\$	[REDACTED]
Marketable Securities	\$	[REDACTED]
Receivables: Notes	\$	[REDACTED]
Investment in Real Estate	\$	[REDACTED]
Closely held companies	\$	[REDACTED]
Personal Property	\$	[REDACTED]
Total Assets	\$	[REDACTED]
Misc. Accounts Payables	\$	[REDACTED]
Line of Credit Payable/Commerce Bank	\$	[REDACTED]
Total Liabilities	\$	[REDACTED]
Net Worth	\$	[REDACTED]

A February 13, 2008 tri-merged credit report for Mr. Murphy indicates Fair Isaac, Beacon and FICO scores of [REDACTED], [REDACTED] and [REDACTED], respectively. Credit reports indicated [REDACTED] trade lines of open and/or closed accounts for Mr. Murphy. High credit is reported in the [REDACTED] figures. No adverse credit comments were noted.

M. Austin Forman

Mr. Forman provided a compiled personal financial statement dated December, 31, 2006, prepared by Ronald A. Patella, C.P.A., along with a signed statement indicating there have been no adverse or material changes to the information as of February 13, 2008. Mr. Forman

Wayne Conner
 Todd Fowler
 GP Transfers Wendover to Banyan
 February 28, 2008

stated that his 2007 personal financial statements would be available on 3/1/08.

Current assets and liabilities were listed as follows:

Cash	\$	
Receivables: Notes	\$	
Stocks and Bonds	\$	
Investment in Real Estate	\$	
Closely held companies	\$	
Personal Property	\$	
Other assets	\$	
Total Assets	\$	
Misc. Accounts Payables	\$	
Notes Payable to Banks unsecured	\$	
Estimated Income Tax	\$	
Total Liabilities	\$	
Net Worth	\$	

A February 19, 2008 tri-merged credit report for Mr. Forman indicates Fair Isaac, Beacon and FICO scores of [REDACTED], [REDACTED] and [REDACTED], respectively. Credit reports indicated [REDACTED] trade lines of open and/or closed accounts for Mr. Forman. High credit is reported in the [REDACTED] figures. [REDACTED]

Benjamin R. Gettler

Mr. Gettler provided a personally prepared financial statement signed and dated January 28, 2008 and personal tax returns for the years 2005 and 2006.

Current assets and liabilities were listed as follows:

Cash	\$	
Marketable Securities	\$	
Investments in closely held companies	\$	
Investment in Real Estate	\$	
Personal Property	\$	
Total Assets	\$	
Mortgages	\$	
Misc Accounts Payable	\$	
Total Liabilities	\$	
Net Worth	\$	

A February 28, 2008 tri-merged credit report for Mr. Gettler indicates Fair Isaac, Beacon and FICO scores of [REDACTED], [REDACTED] and [REDACTED], respectively. Credit reports indicated [REDACTED] trade lines of open and/or closed accounts for Mr. Gettler. High credit is reported in the [REDACTED] figures. No adverse credit comments were noted.

Conclusion

Based on the information provided by the individuals in this transaction, it appears that they have the financial strength and experience to successfully own and operate these developments.

Wayne Conner
Todd Fowler
GP Transfers Wendover to Banyan
February 28, 2008

Summary and Recommendation

SMG recommends that FHFC approve the transfer of the general partnership interests in the four developments subject to the following:

1. Assumption of all liabilities and obligations of the existing general partner to Florida Housing, as outlined in the transfer loan documents, arising from and after the effective date of the transfer.
2. The BDPI GP's, Messrs. Zimmerman, Vogt, Murphy, Forman and Gettler and the selling entities to execute any assignment and assumption documents FHFC deems necessary to effectuate the transfer including, but not limited to, Environmental Indemnity, Guaranty of Recourse Obligations, and other existing guarantees.
3. Review and approval of all loan documents consistent with the terms outlined above by Florida Housing's legal counsel.
4. Payment of all outstanding costs and fees to FHFC, its counsel and servicer.
5. Consent of the Orange County Housing Finance Authority to allow the GP transfer on Dunwoodie Place.
6. Consent of the Housing Finance Authority of Clay County to allow the GP transfer on Madison Commons.
7. Consent of the Housing Finance Authority of Palm Beach County to allow the GP transfer on Saddlebrook.
8. Consent of all HC equity providers, 30 days prior to closing.
9. Year end 2007 personal financial statements for Messrs. Murphy and Forman.
10. 2005 & 2006 personal tax returns for Messrs. Murphy and Forman
11. Satisfactory resolution of any outstanding past due and non-compliance items.
12. All other due diligence required by FHFC or its counsel.

I hope this correspondence has been helpful and please do not hesitate to call if I can be of further assistance.

Sincerely,

SELTZER MANAGEMENT GROUP, INC.



Paula J. McCutcheon
Credit Underwriter

Wayne Conner
 Todd Fowler
 GP Transfers Wendover to Banyan
 February 28, 2008

Exhibit A

Development Name	FHFC #	New GP
Madison Commons (Breckenridge Commons)	2000-085S 2000-551C	Bull Dolphin Breckenridge Commons LLC
Whistlers Cove	MR1998T1&2 1999-507C	Bull Dolphin Whistlers Cove, LLC
Dunwoodie Place	1999-512C	Bull Dolphin Dunwoodie of Orlando, LLC
Saddlebrook Apartments (Madison Chase)	2000-086S 2000-550C	Bull Dolphin Saddlebrook, LLC