

**Florida Housing Finance Corporation
Board of Directors' Meeting Minutes
October 23, 2009**

TIME: 8:30 a.m.

LOCATION: Tallahassee City Hall
Commission Chambers
300 South Adams Street
Tallahassee, Florida

BOARD MEMBERS PRESENT:

Stuart Scharaga, Vice Chairman
Cliff Hardy
Ken Fairman
Lynn Stultz
Marilyn Seroyer
Len Tylka

CORPORATION STAFF PRESENT:

Stephen P. Auger, Executive Director
Wayne Conner
Laura Cox
Rebecca DeLaRosa
Sheila Freaney
Barbara Goltz
Wellington Meffert
Nancy Muller
Stephanie Sgouros
Kevin Tatreau
David Westcott

ADVISORS AND OTHERS PRESENT:

Mark Mustian, Nabors, Giblin & Nickerson
Jan Carpenter, Shuffield Lowman
Bill Johnston, WLJ Partners/Tibor Capital
Ben Johnson, Seltzer Management
Doug McCree, First Housing
Mark Fredricks, Amerinational
Linda DeGrande, St. Johns County Housing Finance Authority
Tom Crawford, St. Johns County Housing Finance Authority

Vice Chairman Scharaga called the meeting to order at 8:34 a.m.

MINUTES

Item A, Approval of Minutes of September 18, 2009, Board Meeting. Vice Chairman Scharaga asked for a motion to approve the Minutes of the September 18, 2009, Board Meeting.

Motion to approve the Minutes was made by Mr. Hardy with a second by Mr. Tylka.
Motion passed unanimously.

Item B, Approval of Minutes of October 9, 2009, Telephonic Board Meeting. Vice Chairman Scharaga asked for a motion to approve the Minutes of the October 9, 2009, Telephonic Board Meeting.

Motion to approve the Minutes was made by Mr. Hardy with a second by Ms. Stultz.
Motion passed unanimously.

MISCELLANEOUS

Item A, Ratification of Board Action at October 9, 2009, Telephonic Board Meeting. Wellington Meffert asked the Board to ratify all Board actions taken during the October 9, 2009, Telephonic Board Meeting.

Motion to ratify Board actions was made by Ms. Stultz with a second by Mr. Tylka.
Motion passed unanimously.

Item B, Supplement – Request by Atlantic Housing for Commitment of State Apartment Incentive Loan (SAIL) Funding. Steve Auger asked the Board to preliminarily commit up to \$9.5 million in SAIL funding to Spring Lake Cove Phase I and Marabella Cove, and direct staff to issue invitations into credit underwriting for the two SAIL loans. He also asked the Board to approve staff's recommendation that no further action be taken by the Board regarding future commitments to the other two transactions included in Atlantic Housing's original request prior to the resolution of legal issues regarding Florida Housing's action to deobligate the funding to pay back the \$190 million to the State.

Motion to approve staff's recommendation was made by Mr. Fairman with a second by Ms. Stultz. Motion passed unanimously.

CREDIT UNDERWRITING PRESENTATION

Steve Auger introduced Ben Johnson of Seltzer Management, Doug McCree of First Housing, and Mark Fredricks of Amerinational, who presented an educational overview of the credit underwriting process.

FISCAL

Item A, 2010 Draft Operating Budget. Barb Goltz presented the 2010 draft Operating Budget to the Board for their review before the December 4, 2009, Board Meeting, when it will be presented for their approval.

GUARANTEE

Item A, Delegation of Authority for Liquidity Support or Replacement on the 1993A, 1999A Bonds and/or 2000A Capitalizing Bonds.

Laura Cox asked the Board to approve staff's recommendation to purchase a portion of the 1993 Series A bonds and 1999 Series A bonds. She asked the Board to grant specific authority to the Chair, and in the Chair's absence, to the Vice Chair, to act on behalf of the Board in this matter, and if, in the judgment of the Chair or Vice Chair and upon recommendation of the staff, executive director and the Guarantee Fund's counsel and financial advisors, it would be in the best interest of the fund to provide any necessary approvals for any of the actions contemplated as necessary to maintain or improve the financial integrity of the funds, specifically including the purchase of additional bonds, including all bonds held by Depfa and the incurrence of debt to refund all or part of those funds.

Motion to approve staff's recommendation was made by Mr. Hardy with a second by Ms. Stultz. Motion passed unanimously.

Item B, Approval for Removal of \$10 Million Surety from the Debt Service Reserve Fund.

Laura Cox asked the Board to approve staff's recommendation to terminate the \$10 million Ambac surety from the debt service reserve fund.

Motion to approve staff's recommendation was made by Mr. Hardy with a second by Mr. Tylka. Motion passed unanimously.

Item C, Discussion on the Sale of Riverfront Apartments. Laura Cox briefed the Board on the pending sale of Riverfront Apartments.

HOMEOWNERSHIP POOL ("HOP") PROGRAM

Item A, Request Authorization to Commence Rule Amendment Process. David Westcott asked the Board to authorize staff to commence the rule amendment process for the Homeownership Pool Program.

Motion to approve staff's recommendation was made by Mr. Tylka with a second by Ms. Stultz. Motion passed unanimously.

LOW INCOME HOUSING TAX CREDITS

Item A, Supplement - Market Study for Plata Lago. Kevin Tatreau asked the Board to approve staff's recommendation to rescind and return to Florida Housing the Exchange funding, housing credit allocation and TCAP award that was preliminarily awarded to the Plata Lago project.

Motion to approve staff's recommendation was made by Ms. Stultz with a second by Mr. Tylka. Motion passed unanimously.

PROFESSIONAL SERVICES SELECTION (PSS)

Item A, Real Estate Brokerage Services Request for Proposals (RFP). Laura Cox asked the Board to approve the Review Committee's recommendation to accept Marcus and Millichap, CB Richard Ellis and Colliers Arnold to provide real estate brokerage services to Florida Housing and authorize staff to enter into negotiations with the offerors.

Motion to approve the Review Committee's recommendation was made by Mr. Hardy with a second by Ms. Stultz. Motion passed unanimously.

SINGLE FAMILY BONDS

Item A, Single Family Homebuyer Program. Barb Goltz asked the Board to approve the necessary funding to provide program funding between bond issues, staff actions and the resolution to permit the issuance of the proposed 2009 Phase Two Homeowner Mortgage Revenue Bonds.

Motion to approve staff's recommendation was made by Mr. Hardy with a second by Mr. Tylka. Motion passed unanimously.

SUBORDINATE MORTGAGE INITIATIVE

Item A, Request Approval of Subordinate Financing in an Amount Not to Exceed \$425,000 for The Villages at Lake Smart. Wayne Conner asked the Board to approve staff's recommendation to approve the subordinated financing for The Villas at Lake Smart in an amount not to exceed \$425,000, subject to further approvals and verification of bond counsel, special counsel and Florida Housing staff.

Motion to approve staff's recommendation was made by Mr. Tylka with a second by Ms. Seroyer.

Lloyd Boggio of the Carlisle Group answered the Board's questions.

Motion passed unanimously.

Item B, Request Approval of Subordinate Financing in an Amount Not to Exceed \$990,000 for Heritage Apartments. Wayne Conner asked the Board to approve staff's recommendation to approve the subordinated financing for Heritage Apartments in an amount not to exceed \$990,000, subject to further approvals and verification of bond counsel, special counsel and Florida Housing staff.

Motion to approve staff's recommendation was made by Mr. Fairman with a second by Ms. Seroyer.

Mr. Fairman withdrew his motion and Ms. Seroyer withdrew her second.

Motion to table the item until the next Board Meeting was made by Mr. Hardy with a second by Mr. Tylka. Motion passed unanimously.

CONSENT AGENDA

Steve Auger stated HOME Rental Consent Item A, North Central Heights, was being pulled from consideration.

Vice Chairman Scharaga asked for a motion to approve the remaining items on the Consent Agenda.

Motion to approve the remaining items on the Consent Agenda was made by Mr. Fairman with a second by Mr. Hardy. Motion passed unanimously.

PUBLIC COMMENT

Linda DeGrande and Tom Crawford of the St. Johns County Housing Finance Authority spoke about Homes of West Augustine, a CWHIP project, and thanked Florida Housing for its support.

Hearing no further business, the October 23, 2009, Board of Directors' Meeting was adjourned at 12:31 p.m.