

**Florida Housing Finance Corporation
Board of Directors' Meeting Minutes
April 30, 2010**

TIME: 8:30 a.m.

LOCATION: Orlando Airport Hyatt Regency
9300 Airport Blvd.
Orlando, Florida

BOARD MEMBERS PRESENT:

Stuart Scharaga, Vice Chairman
Cliff Hardy
Ken Fairman
Lynn Hanfman
Marilyn Carl
Len Tylka

CORPORATION STAFF PRESENT:

Stephen P. Auger, Executive Director
Hugh Brown
Wayne Conner
Laura Cox
Sheila Freaney
Barbara Goltz
Nancy Muller
Stephanie Sgouros
Kevin Tatreau
David Westcott

ADVISORS AND OTHERS PRESENT:

Junious Brown, Nabors, Giblin & Nickerson
Jan Carpenter, Shuffield Lowman
Bill Johnston, WLJ Partners/Tibor Capital
Ben Johnson, Seltzer Management
Lenny Wolf

Vice Chairman Scharaga called the meeting to order at 8:30 a.m.

MINUTES

Item A, Approval of Minutes of January 22, 2010, Board Meeting. Vice Chairman Scharaga asked for a motion to approve the Minutes of the January 22, 2010, Board Meeting.

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

Item B, Approval of Minutes of February 26, 2010, Board Meeting. Vice Chairman Scharaga asked for a motion to approve the Minutes of the February 26, 2010, Board Meeting.

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

Item C, Approval of Minutes of March 17, 2010, Telephonic Board Meeting. Vice Chairman Scharaga asked for a motion to approve the Minutes of the March 17, 2010, Telephonic Board Meeting.

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

MISCELLANEOUS

Item A, Ratification of Board Action at March 17, 2010, Telephonic Board Meeting. Hugh Brown asked the Board to ratify all Board actions taken during the March 17, 2010, Telephonic Board Meeting.

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

AMERICAN RECOVERY AND REINVESTMENT ACT (ARRA)

Item A, Request Approval of Credit Underwriting Update Letter for Palafox Landing. Kevin Tatreau asked the Board to approve staff's recommendation to approve the updated credit underwriting letter for Palafox Landing.

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

Item B, Request Approval of Credit Underwriting Update Letter for Villages at Delray. Mr. Tatreau asked the Board to approve staff's recommendation to approve the updated credit underwriting letter for Villages at Delray.

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

COMMUNITY WORKFORCE HOUSING INNOVATION PILOT PROGRAM (CWHIP)

Item A, Reinstatement of the CWHIP Loan for The Preserve of Boynton Beach. David Westcott asked the Board to approve staff's recommendation to reinstate and extend the CWHIP loan for The Preserve at Boynton Beach. He also asked the Board to approve staff's recommendation to expend no further CWHIP funds until all 12 complete units have been sold and further approval is received from the credit underwriter, counsel and the appropriate corporations.

Lenny Wolf spoke in support of staff's recommendation. Ben Johnson, of Seltzer Management, answered questions from the Board.

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

FISCAL

Item A, Designation of Net Assets. Barb Goltz asked the Board to approve staff's recommendation to approve the designation of the unrestricted net assets as shown in the Board Package, and though no changes are expected, should adjustments to the total amount of unrestricted net assets be required, direct staff to reflect those adjustments in the designation for Demonstration and Other Initiatives.

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

HFA HARDEST HIT FUND

Item A, Request Approval to Issue Requests for Proposals (RFP), Requests for Qualifications (RFQ) or Invitations to Negotiate (ITN) for Services Needed in Conjunction with the HFA Hardest Hit Fund Initiative. Mr. Westcott asked the Board to authorize staff to go out with any requests for proposals, requests for qualifications or invitations to negotiate to begin work on acquiring professionals to help implement strategies for the distribution of HFA Hardest Hit Funding.

Motion to approve staff's recommendation was made by Ms. Hanfman with a second by Ms. Carl. Motion passed unanimously.

Motion to ratify staff's actions in submitting the proposal for HFA Hardest Hit Funding to U.S. Treasury was made by Mr. Hardy with a second by Ms. Hanfman. Motion passed unanimously.

LEGAL

Item B, Pasco CWHIP Partners, LLC, et al. Hugh Brown asked the Board to approve staff's recommendation to find that the judge's conclusions of law in the Pasco CWHIP Partners matter were based on competent, substantial evidence and therefore, to reject the exceptions filed thereto and adopt them as the Board's final order, and also to approve the recommendation of the judge to dismiss the case and adopt the dismissal as the Board's final order.

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

Item A, In Re: DeSoto County Homeless Coalition vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to enter a final order dismissing the DeSoto County Homeless Coalition vs. Florida Housing case due to lack of jurisdiction.

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

Item C, Villa Capri Associates Ltd. vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the conclusions of law in the recommended order in the Villa Capri Associates matter as its conclusions of law and to issue a final order.

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

Item D, Bonita Cove, LLC vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the consent agreement in the Bonita Cove matter as its final order.

Motion to approve staff's recommendation was made by Ms. Hanfman with a second by Ms. Carl. Motion passed unanimously.

Item E, Brownsville Village III, Ltd. vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the consent agreement in the Brownsville Village III matter as its final order.

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

Item F, Ehlinger Apartments, Ltd. vs Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the consent agreement in the Ehlinger Apartments, Ltd. matter as its final order.

Motion to approve staff's recommendation was made by Ms. Carl with a second by Ms. Hanfman. Motion passed unanimously.

Item G, Northwest Properties III, Ltd. vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the consent agreement in the Northwest Properties III, Ltd. matter as its final order.

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

Item H, NVC-Spring Hill, Ltd. vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the consent agreement in the NVC-Spring Hill, Ltd. matter as its final order.

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

Item I, Oak Ridge Estates, LLC, and Avery Glen, LLC vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the consent agreement in the Oak Ridge Estates, LLC, and Avery Glen, LLC matter as its final order.

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

Item J, Pinnacle at Hammock Square, LLC vs. Florida Housing. Mr. Brown asked the Board to approve staff's recommendation to adopt the consent agreement in the Pinnacle at Hammock Square, LLC matter as its final order.

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

Item K, Gardenia Gardens, Inc., vs. Florida Housing. Mr. Brown asked the Board to grant the motion to dismiss the Gardenia Gardens, Inc., matter and issue a final order dismissing the petition.

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

Item L, Town Park Crossing, LP, vs. Florida Housing. Mr. Brown asked the Board to adopt the consent agreement in the Town Park Crossing, LP, matter as its final order.

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

MULTIFAMILY BONDS

Item A, Request Approval of Ranking for Requests for Proposals (RFP) for the Use of HOME Funds in Conjunction with Multifamily Revenue Bonds for the Purpose of Financing Multifamily Housing Properties. Wayne Conner asked the Board to approve the review committee's recommendation for RFP 2009-06 funding awards, as well as the waiting list of unfunded responses, and authorize staff to issue invitations to enter credit underwriting.

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

PROFESSIONAL SERVICES SELECTION (PSS)

Item A, Request for Proposals (RFP) for Hearing Officer Services. Hugh Brown asked the Board to authorize staff to issue an RFP for hearing officer services.

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

Item B, Request for Qualifications (RFQ) for Special Promotional Printing Services. Cecka Green asked the Board to authorize staff to enter into one-year extensions with the promotional companies currently under contract with Florida Housing.

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

Item C, Request for Qualifications (RFQ) for Approved Energy Consumption Providers. Laura Cox asked the Board to approve the review committee's recommendation to enter into contract negotiations with Matern Professional Engineering, Inc., University of Central Florida/Florida Solar Energy Center and RA Consultants to perform energy consumption analysis for housing credit property owners.

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

Item D, Affordable Housing Catalyst Program Services. Nancy Muller asked the Board to approve the review committee's recommendation to enter into contract negotiations with Florida Housing Coalition to determine the scope of services and fees based on funding available through the legislative appropriation or other Florida Housing sources.

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

SINGLE FAMILY HOMEOWNERSHIP PROGRAM

Item A, Federal Home Loan Bank Advances and Securities Agreement. Barb Goltz asked the Board to approve the Federal Home Loan Bank Advances and Security Agreement and authorize staff to use it for the additional purpose of warehousing mortgage-backed securities.

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

TAX CREDIT EXCHANGE PROGRAM

Item A, Request Approval to Award Remaining 2009 Tax Credit Exchange Program

Funds. Steve Auger asked the Board to authorize staff to offer an award of remaining Exchange funding to the highest scoring applications for the 2009 Universal Application Cycle, to be used in conjunction with Florida Housing's Multifamily Revenue Bonds and Noncompetitive Tax Credits, sized to ensure financially viable transactions as determined by Florida Housing and its underwriters. He added that any remaining Exchange funding would be offered to any RFP 2010-04 awardee that needs additional funds to ensure financial viability as determined by Florida Housing and its underwriters. He stated that the process would continue as 2009 Exchange funding becomes available until there is insufficient time to meet the deadlines imposed by Florida Housing and the Treasury unless Florida Housing's legal authority is changed, in which case, if at some point in the process there is money left over.

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

UNIVERSAL CYCLE

Item A, 2009 Qualified Allocation Plan. Kevin Tatreau asked the Board to approve staff's recommendation to adjust the 2009 Qualified Allocation Plan and to authorize staff to proceed with forward allocation of a sufficient amount of 2012 Low Income Housing Tax Credits in the 2009 cycle to allow those developments to be placed in service by the close of the second quarter in the second calendar year following the calendar year the allocation is made.

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

CONSENT AGENDA

Steve Auger pulled ARRA Consent Item E, Labre Place, and ARRA Consent Item J, Village Carver II, for discussion. He amended the recommendations for both items to add a caveat that the partnership issues must be resolved and Florida Housing and its underwriters must receive evidence of the resolution before the loans are closed.

Motion to approve staff's recommendation was made by Ms. Hanfman with a second by Ms. Carl. Motion passed unanimously with Mr. Hardy recusing himself from the vote.

Kevin Tatreau pulled ARRA Consent Item H, Magnolia Landing, for discussion. He stated that the term of the Miami-Dade surtax loan will be greater than 11 years.

Motion to approve staff's recommendation was made by Mr. Fairman with a second by Ms. Hanfman. Motion passed unanimously with Mr. Hardy recusing himself from the vote.

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

Motion to approve the items on the Consent Agenda, excluding ARRA Consent Items E, H and J, was made by Ms. Hanfman with a second by Mr. Tylka. Motion passed unanimously with Mr. Hardy recusing himself from the vote on ARRA Consent Items B and I.

UPDATE ON GENERAL PARTNERSHIP TRANSFERS TO NONPROFITS

Mr. Auger stated that a law was passed in the last Legislative Session allowing affordable transactions where the general partnership interest is owned by a nonprofit to get a tax break on ad valorem real estate taxes, and consequently, many developers have requested to transfer a number of properties in their portfolio from the for-profit general partners that are running them now to not-for-profit general partners. He indicated that allowing that would result in local governments having developments not paying taxes. He advised the Board that he hoped to come back at the June meeting with proposed parameters for these requests.

Hearing no further business, the April 30, 2010, Board of Directors' Meeting was adjourned at 11:38 a.m.