BEFORE THE FLORIDA HOUSING FINANCE CORPORATION

SP MEWS LLC and SOUTHPORT DEVELOPMENT, INC.,
d/b/a SOUTHPORT DEVELOPMENT SERVICES, INC.,

FHFC Case No. 2020-027BP
RFA 2019-116

vs.

FLORIDA HOUSING FINANCE CORPORATION,

Respondent.

________________________________________

FORMAL WRITTEN PROTEST AND
PETITION FOR FORMAL ADMINISTRATIVE HEARING

Petitioners, SP Mews LLC and Southport Development, Inc. d/b/a Southport Development Services, Inc. (collectively, “Petitioners” or “Southport”), file this Formal Written Protest and Petition for Formal Administrative Hearing (“Petition”) pursuant to section 120.57(3), Florida Statutes, Rules 28-110.004 and 67-60.009, Florida Administrative Code, and Section Six of Request for Applications 2019-116, SAIL Financing of Affordable Multifamily Housing Developments to be Used in Conjunction with Tax-Exempt Bond Financing and Non-Competitive Housing Credits (the “RFA”). This Petition challenges the intended decision of Respondent, the Florida Housing Finance Corporation (“Florida Housing”), to award State Apartment Incentive Loan (“SAIL”) funding in response to the RFA. In support, Petitioners state as follows:

Parties

1. Petitioner SP Mews LLC is a Florida limited liability company. It is named in and submitted the application for the Whispering Oaks Apartments development (Application No. 2020-403BS).
2. Petitioner Southport Development, Inc. is a Washington corporation doing business in Florida as Southport Development Services, Inc. It is also named as the developer in and submitted the application for the Whispering Oaks Apartments development (along with SP Mews LLC).

3. Petitioners have an address at 2430 Estancia Blvd., Suite 101, Clearwater, Florida 33761. For purposes of this proceeding, Petitioners’ address, email address, fax number, and telephone number are those of their undersigned counsel.

4. Florida Housing is the agency affected by this Petition. Florida Housing’s address is 227 N. Bronough Street, Suite 5000, Tallahassee, Florida 32301.

Statement of Ultimate Facts

Background

5. On November 6, 2019, Florida Housing issued the RFA\(^1\) seeking applications proposing the development of affordable, multifamily housing for families and the elderly using SAIL funding as gap funding in conjunction with: (i) Tax-Exempt Bond financing (i.e., Florida Housing-issued Multifamily Mortgage Revenue Bonds or non-Florida-Housing-issued Tax-Exempt Bonds obtained through a public housing authority, a county housing finance authority, or a local government); (ii) Non-Competitive Housing Credits; and, if applicable, (iii) National Housing Trust Fund [RFA § 1, p. 2].

6. The RFA states that Florida Housing expected to offer an estimated $71,362,643, comprised of part of the Family and Elderly Demographic portion of the SAIL funding appropriated by the 2019 Florida Legislature. [RFA § 1.A, p. 2]. Specifically, the RFA provides

\(^1\) Florida Housing modified the RFA four times. None of the modifications affects the issues raised in this Petition.
that $22,720,289 of Elderly funding would be available for proposed developments with the Elderly Demographic Commitment, and $48,642,354 of Family funding would be available for proposed developments with the Family Demographic Commitment. Up to a maximum of $24,321,177 (50 percent) of the Family funding was reserved for applicants that demonstrate self-financed sources and meet additional criteria. The other 50 percent of the available Family funding would be reserved for applicants that select the Family Demographic Commitment but do not qualify as self-sourced applicants. [RFA § 1.A.1, p. 2].

7. Further, the RFA provides that the SAIL funding would be distributed across large, medium, and small geographic categories as follows: large counties—$38,393,102; medium counties—$25,833,277; and small counties—$7,136,264. [RFA § 1.A.2., p. 2].

8. Section Five of the RFA describes the process by which applications will be evaluated and points awarded by a Review Committee. [RFA § 5, pp. 81-91]. Applications were initially eligible for a total of 10 points upon the submission of a Principal Disclosure Form stamped by Florida Housing as “pre-approved” (5 points) and Local Government Contribution Points (up to 5 points). [RFA § 5.A.2, p. 70].

9. The application sorting order process is set forth in Section 5.B.4. of the RFA. Developments eligible for funding are limited to those that meet certain eligibility requirements described throughout the RFA. Those applications eligible for funding are then sorted and ranked in order from highest score to lowest score, with any tie scores separated as follows:

a. First, by the application’s eligibility for the Proximity Funding Preference with applications that qualify for the preference listed above applications that do not qualify for the preference;
b. Next, by the application’s eligibility for the Per Unit Construction Funding Preference, with applications that qualify for the preference listed above applications that do not qualify for the preference;

c. Next, by the application’s Leveraging Level number, with applications that have a lower Leveraging Level number listed above applications that have a higher Leveraging Level number;

d. Next, by the application’s eligibility for the Florida Job Creation Funding Preference, with applications that qualify for the preference listed above applications that do not qualify for the preference; and

e. Finally, by lottery number, with applications that have a lower lottery number receiving preference.

[RFA 5.B.4.a., pp. 87-88].

10. Funding Tests and a County Award Tally are also applied. Under the Funding Tests, applications will be selected for funding only if there is enough funding under both a SAIL Geographic Funding Test and a SAIL Demographic Funding Test. [RFA § 5.B.1.b., p. 86]. Under the County Award Tally, each application selected for funding will count toward the County Award Tally for the county where the proposed development is located. [RFA § 5.B.2., p. 87]. Eligible unfunded applications that meet the Funding Tests and propose developments in counties with a lower County Award Tally are prioritized over those eligible unfunded applications that propose developments in counties with a higher County Award Tally. [Id.]. The RFA recognizes that this might result in the prioritization of applications that received lower rankings in counties with a lower County Award Tally over applications that received higher rankings in counties with a higher County Award Tally. [Id.].
11. The RFA’s Funding Selection Process states that Florida Housing had a goal to fund, in the following order, seven medium and large county, new construction applications, including: (1) one new construction application in Miami-Dade County and one new construction application in Broward County; (2) one elderly, large county, new construction application; (3) three family, large county, new construction applications; (4) one elderly, medium county, new construction application; and (5) two family, medium county, new construction applications. [RFA § 5.B.5, pp. 88-89]. Next, Florida Housing had a goal to fund, in the following order, family or elderly small county applications, family or elderly medium county applications, and family or elderly large county applications, subject to certain caveats as well as the Funding Tests and the County Award Tally. [RFA § 5.B.5., pp. 89-90]. With respect to the last, the RFA states that:

First, the highest ranking eligible unfunded Family Large County Self-Sourced Application will be selected for funding, subject to the Geographic and Demographic Funding Tests and County Award Tally.

If funding remains and none of the eligible unfunded Family Large County Self-Sourced Applications can meet both Funding Tests, all remaining Self-Sourced Applicant Family Funding and Non-Self-Sourced Applicant Family Funding will be merged (“Family Funding Merge”). No further Self-Sourced Applications will be funded. The highest ranking eligible unfunded Non-Self-Sourced Family or Elderly (ALF or non-ALF) Large County Applications, regardless of Development Category, will be selected for funding, subject to the Geographic and Demographic Funding Tests and County Award Tally.

If funding remains and no eligible unfunded Large County Applications can meet the Funding Tests, then no further Applications will be selected for funding and the remaining funding will be distributed as approved by the Board.

[Id.].

12. The deadline for receipt of applications was 3:00 p.m. on December 30, 2019. [RFA § 3.A.1, p. 4].
13. Florida Housing received more than 60 applications in response to the RFA, including Petitioners’ application.

14. Florida Housing’s Review Committee for the RFA met on February 19, 2020, to discuss the applications and to issue their funding recommendations to be presented to the Florida Housing Board of Directors (“Board”).

15. At the Board’s March 6, 2020 meeting, the Review Committee recommendations were presented to the Board. Petitioners’ application was deemed eligible but was not selected for funding.

16. On March 6, 2020, the Board approved the Review Committee recommendations with some changes not relevant to this Petition.

17. At 9:35 a.m. on March 6, 2020, Florida Housing posted on its website its Notice of Intended Decision (“Intended Decision”), consisting of two documents: (1) the RFA 2019-116 Board Approved Preliminary Awards; and (2) the RFA 2019-116 Board Approved Scoring Results. A copy of the Intended Decision (consisting of both documents) is attached as Exhibit A.

18. On March 10, 2020, Petitioners timely filed a notice of protest of the Intended Decision. A copy of Petitioners’ notice of protest is attached as Exhibit B. Petitioners also timely filed this Petition within 10 days of the date on which the notice of protest was filed, excluding weekends.

Metro Grande III Was Incorrectly Selected for Funding

19. Petitioners’ application for the Whispering Oaks Apartments development proposal the development of a 142-unit complex, under the Family Demographic Commitment,
in Orange County, a large county within the meaning of the RFA. The development is not self-sourced.

20. Pursuant to Section 5.B.5. of the RFA, the last step in the funding selection process was to select certain Family Large County Non-Self-Sourced Applications. [See RFA § 5.B.5., p. 90]. Specifically, if funding remained after the highest ranking eligible unfunded Family Large County Self-Sourced Application was selected, Florida Housing was to next fund “[t]he highest ranking eligible unfunded Non-Self-Sourced Family or Elderly (ALF or non-ALF) Large County Applications, regardless of Development Category, . . . subject to the Geographic and Demographic Funding Tests and County Award Tally.” [RFA § 5.B.5, p. 90 (emphasis added)].

21. At this last step in the funding selection process, Florida Housing first selected the Paseo del Rio development application (Application No. 2020-413SN) (“Paseo del Rio”), the highest ranking eligible unfunded Family Large County Self-Sourced Application, proposed for Miami-Dade County. When funding remained, Florida Housing selected the Christian Manor development application (Application No. 2020-405S), the highest ranking eligible unfunded Non-Self-Sourced Family or Elderly Large County application, proposed for Palm Beach County. When funding still remained, Florida Housing selected for funding the Metro Grande III development application (Application No. 2020-380SN) (“Metro Grande III”), a Non-Self-Sourced Family Large County application, proposed for Miami-Dade County. Metro Grande III, however, does not satisfy the County Award Tally requirement of the RFA.

22. Under the County Award Tally, “[a]s each Application is selected for tentative funding, the county where the proposed Development is located will have one Application credited towards the County Award Tally.” [RFA § 5.B.2., p. 87]. Under the Board’s recommended funding awards, Miami-Dade County is already overrepresented, with three applications aside
from Metro Grande III included in Miami-Dade County’s award tally (Culmer Apartments, Application No. 2020-435SN; Ambar Trail, Application No. 2020-436BS; and Paseo del Rio). The Board did not recommend funding any developments for Orange County, where Petitioners’ application’s proposed development will be.

23. In funding the final eligible unfunded Non-Self-Sourced Family or Elderly Large County application under the RFA, Florida Housing was required to observe the County Award Tally. [RFA § 5.B.5., p. 90]. Under the County Award Tally, Florida Housing must “prioritize eligible unfunded Applications that meet the Funding Test and are located within counties that have the lowest County Award Tally above other eligible unfunded Applications with a higher County Award Tally that also meet the Funding Test, even if the Applications with a higher County Award Tally are higher ranked.” [RFA § 5.B.2, p. 87]. This Florida Housing failed to do in awarding funding to Metro Grande III—proposed for Miami-Dade County, which has a County Award Tally of three—instead of Whispering Oaks Apartments—proposed for Orange County, which has a County Award Tally of zero. If the County Award Tally requirement had been observed, Petitioners’ application would have been selected for funding as an eligible unfunded Non-Self-Sourced Family or Elderly Large County application with a lower County Award Tally.

24. For the foregoing reasons, the decision of Florida Housing to award funding to Metro Grande III, and not to Petitioners’ Whispering Oaks Apartment development, is contrary to the RFA’s explicit provisions, clearly erroneous, arbitrary and capricious, and contrary to competition.

**Disputed Issues of Material Fact and Law**

25. The disputed issues of material fact and law of which Petitioners are aware at this
time include but are not limited to:  

(a) Whether Metro Grande III’s application was properly selected for funding by Florida Housing;

(b) Whether Florida Housing correctly applied the funding selection process under the RFA;

(c) Whether Florida Housing correctly applied the County Award Tally;

(d) Whether, provided that Florida Housing had observed the County Award Tally requirement and followed the funding selection process, Petitioners’ Whispering Oaks Apartments development is entitled to funding under the RFA;

(e) Whether Florida Housing’s Intended Decision is contrary to the RFA; and

(f) Whether Florida Housing’s Intended Decision is clearly erroneous, contrary to competition, arbitrary, and/or capricious.

**Notice of Florida Housing’s Proposed Action**

26. The Notice of Intended Decision was posted on Florida Housing’s website at 9:35 a.m. on March 6, 2020.

**Substantial Interests Affected**

27. Petitioners are substantially affected by Florida Housing’s Intended Decision. Petitioners’ Whispering Oaks Apartments development application complies with all the requirements of the RFA and was entitled to funding under the funding selection process of the RFA. If Florida Housing properly applied the funding selection process and County Award Tally,

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2 Petitioners reserve the right to amend or supplement this Petition, including but not limited to, the disputed issues of material fact, to the extent that Petitioners learn of additional issues of material fact in the course of discovery and preparation for final hearing in this matter.
Petitioners’ application would have been selected for funding. As such, Petitioners’ substantial interests are and will be affected by Florida Housing’s Intended Decision.

**Statutes and Rules that Entitle Petitioners to Relief**

28. Petitioners are entitled to relief pursuant to sections 120.569 and 120.57, Florida Statutes, Chapters 28-106, 28-110, 67-48, and 67-60, Florida Administrative Code, and the established decisional law of Florida courts, the Division of Administrative Hearings, and Florida administrative agencies.

**Demand for Relief**

WHEREFORE, Petitioners respectfully request that Florida Housing:

a. Provide an opportunity to resolve this Petition by mutual agreement, as provided in section 120.57(3), Florida Statutes;

b. Transfer this Petition to the Division of Administrative Hearings for a formal hearing conducted before an Administrative Law Judge pursuant to sections 120.569 and 120.57, Florida Statutes, if this Petition cannot be resolved; and

c. Ultimately issue a Final Order withdrawing the Intended Decision to award funding to Metro Grande III and award funding to Petitioners’ Whispering Oaks Apartments development.

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Lawrence E. Sellers, Jr.
Florida Bar No. 300241
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Tallahassee, Florida 32301
(850) 224-7000
(850) 224-8832 (facsimile)
larry.sellers@hklaw.com
tiffany.roddenberry@hklaw.com

Attorneys for Petitioners
CERTIFICATE OF SERVICE

I HEREBY CERTIFY that the foregoing Formal Written Protest and Petition for Formal Administrative Hearing was filed by email with Ana McGlamory, Agency Clerk, at ana.mcglamory@floridahousing.org and CorporationClerk@floridahousing.org, and Hugh Brown, General Counsel, at hugh.brown@floridahousing.org, both of whom work at the Florida Housing Finance Corporation, 227 North Bronough Street, Suite 5000, Tallahassee, Florida 32301, on March 23, 2020.

[Signature]

Tiffany A. Roddenberry
RFA 2019-116 Board Approved Preliminary Awards

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<tr>
<th>Application Number</th>
<th>Name of Development</th>
<th>County</th>
<th>County Size</th>
<th>Name of Authorized Principal</th>
<th>Name of Developers</th>
<th>Dev Category</th>
<th>SAIL Request</th>
<th>ELI Request</th>
<th>Total SAIL Request (SAIL + ELI)</th>
<th>Non-Self-Sourced Family Applicant?</th>
<th>Total Number of Units</th>
<th>Total Points</th>
<th>Proximity Funding Preference</th>
<th>Per Unit Construction Funding Preference</th>
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<th>Florida Job Creation Preference</th>
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Total SAIL Funding available: $71,362,643.00
Total SAIL allocated: $68,096,377.00
Total SAIL balance remaining: $3,266,266.00

NHTF Funding will be 100% allocated in accordance with Exhibit H

EXHIBIT A
**Small County Application(s)**

<table>
<thead>
<tr>
<th>Application Number</th>
<th>Name of Development</th>
<th>County</th>
<th>County Size</th>
<th>Name of Authorized Principal</th>
<th>Name of Developers</th>
<th>Dev Category</th>
<th>SAIL Request</th>
<th>ELI Request</th>
<th>Total SAIL Request</th>
<th>Self-Sourced Applicant?</th>
<th>Non-Self-Sourced Family Applicant?</th>
<th>Total Number of Units</th>
<th>Total Points</th>
<th>Proximity Funding Preference</th>
<th>Per Unit Construction Preference</th>
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<td>Gadsden</td>
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**Medium County Application(s)**

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<th>ELI Request</th>
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<th>Self-Sourced Applicant?</th>
<th>Non-Self-Sourced Family Applicant?</th>
<th>Total Number of Units</th>
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<th>Per Unit Construction Preference</th>
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<td>Indian River</td>
<td>M</td>
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<td>Psalms 127 Development, LLC; ReBuild America of Florida, Inc.; SHAG Orange Blossom, LLC</td>
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**Large County Application(s)**

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*The SAIL request was adjusted during scoring, which affected the Corporation Funding Per Set-Aside Amount.

**The Application Submitted Report did not correctly calculate the number of Set-Aside Units. This was adjusted during scoring, which affected the Corporation Funding Per Set-Aside Amount.

On March 6, 2020, the Board of Directors of Florida Housing Finance Corporation approved the Review Committee’s motion and staff recommendation to select the above Applications for funding and invite the Applicants to enter credit underwriting.

Any unsuccessful Applicant may file a notice of protest and a formal written protest in accordance with Section 120.57(3), Fla. Stat., Rule Chapter 28-110, F.A.C., and Rule 67-60.009, F.A.C. Failure to file a protest within the time prescribed in Section 120.57(3), Fla. Stat., shall constitute a waiver of proceedings under Chapter 120, Fla. Stat.
<table>
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<tr>
<th>Application Number</th>
<th>Name of Development</th>
<th>County</th>
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<th>Demo. Commitment</th>
<th>SAIL Request</th>
<th>ELI Request</th>
<th>Total SAIL Request (SAIL + ELI)</th>
<th>Eligible For Funding?</th>
<th>Self-Sourced Applicant?</th>
<th>Total Number of Units</th>
<th>Total Points</th>
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<th>Per Unit Construction Funding Preference</th>
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<th>Florida Job Creation Preference</th>
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<td>ELI Request</td>
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<td>Self-Sourced Applicant?</td>
<td>Total Number of Units</td>
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### Application Number
- **2020-438S**
  - The Villages
  - Apartments, Phase II
  - Miami-Dade
  - L
  - Oliver L Gross
  - Villages II Developers, LLC
  - NC
  - F
  - 4,500,000
  - 600,000
  - 5,100,000.00
  - N
  - N
  - 120
  - 10
  - Y
  - Y
  - Y
  - 60

- **2020-399SN**
  - Talland Park
  - Seminole
  - M
  - Jonathan L. Wolf
  - Talland Park Developer, LLC
  - SHA Development, LLC
  - Redev
  - F
  - 4,100,000
  - 557,900
  - 4,657,900.00
  - N
  - N
  - 80
  - 10
  - Y
  - Y
  - Y
  - 54

- **2020-389SN**
  - Quiet Meadows
  - Palm Beach
  - L
  - Joseph Glucksman
  - Quett Meadows LLC
  - Managing Member - McCurdy Senior Housing Corporation
  - Member - Palm Beach County Housing Authority
  - NC
  - E, Non-ALF
  - 7,000,000
  - -
  - 7,000,000.00
  - N
  - N
  - 132
  - 10
  - Y
  - Y
  - Y
  - 21

- **2020-409SN**
  - Village of Valor
  - Palm Beach
  - L
  - Kathy Makino-Leipz
  - KMS Holdings Florida, LLC, Village of Valor LLC
  - NC
  - F
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  - -
  - 7,000,000.00
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  - N
  - 161
  - 5
  - Y
  - Y
  - Y
  - 53

- **2020-425BSN**
  - Siesta Lago Place
  - Osceola
  - M
  - Jordan Leffler
  - Siesta Lago Place Developer, LLC
  - Judd Roth Real Estate Development, Inc.
  - NC
  - F
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  - 600,000
  - 6,600,000.00
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  - N
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- **2020-400S**
  - Villas at Academy Place
  - Seminole
  - M
  - Darren Smith
  - SCIA Developer, LLC; Pantheon Development Group, LLC
  - NC
  - F
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  - 452,500
  - 3,992,500.00
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  - N
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  - Y
  - Y
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- **2020-421BS**
  - Hibiscus Apartments Phase Two
  - Lee
  - M
  - Scott Zimmerman
  - BDG Orchid Apartments Developer, LLC
  - NC
  - F
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  - N
  - 96
  - 10
  - Y
  - Y
  - Y
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- **2020-418SN**
  - Cedar Cove
  - Manatee
  - M
  - Shawn Wilson
  - Blue Sky Developer, LLC
  - NC
  - F
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  - 600,000
  - 6,355,649.00
  - N
  - N
  - 84
  - 10
  - N
  - Y
  - Y
  - 34

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*The SAIL request was adjusted during scoring, which affected the Corporation Funding Per Set-Aside Amount.

**The ELI Request Amount was adjusted during scoring.

***The Application Submitted Report did not correctly calculate the number of Set-Aside Units. This was adjusted during scoring, which affected the Corporation Funding Per Set-Aside Amount.

On March 6, 2020, the Board of Directors of Florida Housing Finance Corporation approved the Review Committee's motion to adopt the scoring results above.

Any unsuccessful Applicant may file a notice of protest and a formal written protest in accordance with Section 120.57(3), Fla. Stat., Rule Chapter 28-110, F.A.C., and Rule 67-60.009, F.A.C. Failure to file a protest within the time prescribed in Section 120.57(3), Fla. Stat., shall constitute a waiver of proceedings under Chapter 120, Fla. Stat.
March 10, 2020

Via Electronic Mail:  ana.mcglamory@floridahousing.org  
corporationclerk@floridahousing.org

Ana McGlamory  
Agency Clerk  
Florida Finance Housing Corporation  
227 North Bronough Street, Suite 5000  
Tallahassee, Florida 32301-1329

Re: Notice of Protest - Request for Applications 2019-116, SAIL Financing of Affordable Multifamily Housing Developments to be Used in Conjunction with Tax-Exempt Bonds and Non-Competitive Housing Credits (the “RFA”).

Dear Ms. McGlamory:

On behalf of SP Mews LLC and Southport Development, Inc., a Washington corporation doing business in Florida as Southport Development Services, Inc., application number 2020-403BS (for Whispering Oaks Apartments), this letter constitutes the notice of intent to protest the intended decision of the Florida Housing Finance Corporation relating to the referenced RFA. This notice is filed pursuant to Section 120.57(3), Florida Statutes, Rules 28-110.003 and 67-60.009, Florida Administrative Code, and Section Six of the referenced RFA.

This notice of intent to protest is being filed within 72 hours (not including weekends) of the posting of the intended decision on the Corporation’s website on Friday, March 6, 2020.

Please acknowledge receipt of this filing by stamping the date and time on a copy of this letter and returning it to us. Thank you very much.

EXHIBIT B
Very truly yours,

HOLLAND & KNIGHT LLP

[Signature]

Lawrence E. Sellers, Jr.
Tiffany Roddenberry

cc: Hugh Brown, General Counsel