

**BEFORE THE STATE OF FLORIDA
FLORIDA HOUSING FINANCE CORPORATION**

FRENCHTOWN SQUARE, LLC

Petitioner,
vs.

FHFC No. 2013-043BP
Application No. 2014-083C

FLORIDA HOUSING FINANCE
CORPORATION,

Respondent.

**FORMAL WRITTEN PROTEST AND
PETITION FOR ADMINISTRATIVE HEARING**

Petitioner, FRENCHTOWN SQUARE, LLC (“Frenchtown”), pursuant to sections 120.57(3), Florida Statutes (“F.S.”), and Rule 28-110 and 67-60, Florida Administrative Code (“FAC”) hereby files this Formal Written Protest and Petition for Administrative Hearing regarding the decision of Respondent, FLORIDA HOUSING FINANCE CORPORATION (“Florida Housing”) to award funding to responsive bidders pursuant to RFA 2013-001 for Affordable Housing Developments located in Medium and Small Counties. In support Frenchtown provides as follows:

1. Frenchtown is a Florida limited liability company in the business of providing affordable housing. Frenchtown is located at 315 South Biscayne Boulevard. Miami, FL 33131. For the purposes of this proceeding, Frenchtown's phone number is that of its undersigned attorneys.

2. Florida Housing is the allocating agency for the State of Florida that was granted the authority to issue RFA 2013-001 for the purpose of providing much needed affordable

housing. Florida Housing's address is 227 North Bronough Street, Suite 500, Tallahassee, Florida 32301.

3. On September 17, 2013, Florida Housing issued the RFA to award an estimated amount of \$11,166,425 of competitive Low Income Housing Tax Credits ("Tax Credit") for proposed developments in medium counties and \$1,308,328 for proposed developments in small counties.

4. Through the issuance of the RFA Florida Housing sought to solicit proposals from qualified Applicants that would commit to construct and/or rehabilitate housing in accordance with the terms and conditions of the RFA, applicable laws, rules, and regulations.

5. On October 17, 2013 Frenchtown submitted its Application in response to the RFA which included information concerning a 72-unit apartment complex in Leon County named Frenchtown Square. Through the Application, Frenchtown requested \$1,510,000 in Tax Credit funding assistance for the project which has an overall development cost of \$16,498,431. Frenchtown believed that it had satisfied all requirements of the RFA.

6. Consistent with the primary mission and goal of the RFA, the Frenchtown Development will provide much needed affordable housing and services. The proposed Frenchtown Development will provide one, two and three bedroom apartments for lease at subsidized, reduced and affordable rents. Without the funds provided or to be provided by the RFA Frenchtown will be unable to proceed with the Development. Accordingly Frenchtown's interests are affected by the decisions made by Florida Housing.

7. At Section Four the RFA lists those items which must be included in a response to the RFA as found in Exhibit A. Included in these items at Section Four Exhibit A (A)(1) and (2) is the requirement that information be provided concerning the Applicant and the Developer.

8. The RFA at Section Five describes the evaluation process as follows:

**SECTION FIVE
EVALUATION PROCESS**

Committee members shall independently evaluate and score their assigned portions of the submitted Applications, consulting with non-committee Corporation staff and legal counsel as necessary and appropriate.

The Corporation will reject any competitive Application submittal and no action will be taken to score the Application if any of the following submission requirements are not met; the Application is not submitted online by the Application Deadline, the required number of hard copies are not submitted by the Application Deadline, the Applicant's hard copy submission is not contained in a sealed package, or the required Application fee is not submitted as the Application Deadline.

An Application will be deemed ineligible to be considered for funding if, as of close of business the day before the Committee meets to make a recommendation to the Board, there are any financial obligations for which an Applicant or Developer or Principal, Affiliate or Financial Beneficiary of the Applicant or Developer is an arrears to the Corporation or any agent or assignee of the Corporation as reflected on the most recently published Past Due Report posted to the Corporation's Website <http://www.floridahousing.org/PropertyOwnersAndManagers/PastDueReports/>, but not more recently than five (5) business days prior to the date the Committee meets to make a recommendation to the Board.

Threshold Items	Point Items	Maximum Points
Demographic Commitment	Proximity to Transit and Community Services	22
Name of Applicant	Local Government County	5
Evidence Applicant is a legally formed entity	Optional Construction Features and Amenities	
Principals for Applicant and for each Developer	Optional Resident Services	
Name of Each Developer	Leveraging with non-FHFC Resources	
Evidence that each Developer entity is a legally formed entity	How Proposed Development Aligns with Local, State and/or Federal Government Initiatives	
Prior General Development Experience Chart for experience Principal of Developer		
Name of Proposed Development		
County identified		
Address of Development Site		
Verification of QCT status (if applicable)		
Multi-Phase Information (if applicable)		
Estimated qualified basis in Rehabilitation Expense per set-aside unit (if applicable)		

Development Category		
Development Type		
Total Number of Units		
New construction units and/or rehabilitation units		
Certification that all units are on site with DOT		
Status of proposed work (commenced/completed)		
Any units currently occupied if Elderly Rehabilitation (if applicable)		
Minimum Set-Aside election		
Development Location Point (if applicable)		
Total Set-Aside Breakdown Chart		
Evidence of Site Control		
Housing Credit Request Amount		
Development Cost Pro Forma (listing expenses or uses) and Construction/Rehab. analysis and Permanent analysis (listing sources) – Sources must equal or exceed uses		
Executed Applicant Certification and Acknowledgment (original signature in "Original Hard Copy")		
	Total Possible Points	27

The Committee shall conduct at least one public meeting during which the Committee members may discuss their evaluations, select Applicants to be considered for award, and make any adjustments deemed necessary to best serve the interests of the Corporation's mission. The Committee will list the Applications deemed eligible for funding in order from highest total score to lowest total score, applying the funding selection criteria outlined in Section Four B above, and develop a recommendation or series of recommendations to the Board.

The Board may use the Applications, the Committee's scoring, and any other information or recommendation provided by the Committee or staff, and any other information the Board deems relevant in its selection of Applicants to whom to award funding. Notwithstanding an award by the Board pursuant to this RFA, funding will be subject to a positive recommendation from the Credit Underwriter based on criteria outlined in the credit underwriting provisions in Rule Chapter 67-48, F.A.C.

9. On November 5th and 21st, 2013, the designated Review Committee met and considered the Applications submitted in response to the RFA. The first meeting was an organizational meeting where the Review Committee discussed the scoring process. While the RFA includes a definition of minor irregularities there was no apparent detailed discussion or explanation given at the Review Committee meetings to further explain how this definition could or should be used in this RFA review process. At the second meeting the Review Committee

orally listed and manually input the scores for each section of each RFA Application and ultimately made recommendations to the Board of Directors for their consideration. The Review Committee consisted of Florida Housing staff.

10. In its consideration, the Review Committee determined that the Frenchtown's Application should be awarded a perfect score of 27 points. However, the Review Committee also determined that the Frenchtown Application should be considered ineligible for funding because of a threshold failure.

11. The threshold failure was related to Attachment 4 to Exhibit A of the RFA was described by the Review Committee member responsible for scoring this section as an alleged failure to identify the Principals of the "Co-Developer". In this challenge Frenchtown challenges the threshold determination of its own Application and scoring and ranking of Applications #2014-046C and 2014-089C.

12. On December 13, 2013, Florida Housing's Board of Directors accepted the Review Committee's scoring ranking and funding recommendation. (Exhibit A) Also during the December 13, 2013, meeting the Board of Directors accepted the Review Committee's recommendation to find Frenchtown's Application ineligible.

13. On December 18, 2013, Frenchtown timely filed its Notice of Intent to Protest. This Formal Written Protest is being timely filed and Florida Housing has waived by rule the bid protest bond requirement for the RFA. As a Developer of affordable housing in need of supplemental funding, Frenchtown's substantial interests are affected by Florida Housing's decision not to award the necessary funding pursuant to the RFA. Had Frenchtown's Application been scored correctly it would be eligible which would allow it the opportunity to be awarded funding should funding become available at a later time. Moreover had Frenchtown's

Application been correctly found eligible and Applications #2014-046C and #2014-089C been correctly scored, Frenchtown's Application would be in the funding range.

14. As disclosed in the notes of the Review Committee and as disclosed orally during the Review Committee meeting held November 21, 2013, the Frenchtown Application was specifically found ineligible for the following reason:

"Did not provide principals required for co-developer RUDG, LLC"

Apparently Florida Housing incorrectly concluded that the Frenchtown Development team is comprised of Co-Developers.

15. Florida Housing's decision to find Frenchtown's Application ineligible for this specific reason is contrary to the RFA requirements to such an extent as to be clearly erroneous, arbitrary and capricious, and contrary to competition. Florida Housing's scoring decision must be reversed.

16. Initially, as a matter of fact Frenchtown in its Response has satisfied all listed RFA threshold requirements including identifying all Developers and to find otherwise is erroneous. Specifically, the RFA at Section Four (Information To Be Provided in Application) requires all Applicants to provide information for the Applicant and each Developer including all Co-Developers. The RFA Application at Paragraph 3 asks each Applicant to provide a list at Attachment 4 to Exhibit A which identifies each Developer and Co-Developer. Specifically the language provides:

3.(a) The Applicant must state the name of each Developer, including all co-Developers.

(b) Each Developer entity identified as questions 3.a of Exhibit A of the RFA (that is not a natural person) must be a legally formed entity qualified to do business in the state of Florida as of the Application Deadline. For each stated Developer entity that is

not a natural person, provide, as Attachment 4 to Exhibit A, evidence from the Florida Department of State, Division of Corporations, that the Applicant satisfies the foregoing requirements; such evidence may be in the form of a certificate of status or other reasonably reliable information or documentation issues, published or made available by the Florida Department of State, Division of Corporations.

17. The RFA also requires that an Applicant provide a list at Attachment 3 to Exhibit A, identifying the Principals for the Applicant and each Developer.

18. In its Application at Section 3A Frenchtown listed its Developer as Frenchtown Square Developer, LLC., and included the Principals of Frenchtown Square Development, LLC. as Big Bend Community Development Corporation and RUDG, LLC.

19. In further response to this requirement Frenchtown at Attachment 3 provided the Developer and its Principals. Specifically as Developer, Frenchtown at Attachment 3 listed Frenchtown Square Developer LLC. Frenchtown also at Attachment 3 provided the Principals of the Developer including RUDG, LLC. Contrary to Florida Housing's conclusion otherwise RUDG LLC. is not a Co-Developer but is a Principal of the Developer. Accordingly Frenchtown pursuant to the RFA instructions listed the Developer as well as its Principals and Florida Housing conclusion that a Co-Developer relationship existed which required additional information is erroneous. (See Attachment B)

20. This fact is further confirmed at Attachment 4 where Frenchtown completed the Prior General Development Experience Chart. In that Chart the name of the Developer entity is specifically identified as Frenchtown Square Developer, LLC. In the same chart RUDG, LLC. is identified as a Principal of the Developer (See Attachment C)

21. Florida Housing's ineligibility decision is also erroneous as a matter of policy. Indeed one of the reasons given publicly for moving from the Universal Application Cycle

process to an RFA process was to provide Florida Housing with more flexibility in scoring which would allow Responses to be scored and reviewed on the merits of the Response and not a technicality having no bearing on whether the proposed development was a good Development that addressed the substantive needs and goals of the RFA.

22. Indeed to further this intent Florida Housing included in the RFP the ability to waive minor irregularities. In the instant case while Florida Housing may conclude that Frenchtown should not have listed the Developer **and** Principals at Section 3A, the inclusion of the same should have been considered a minor irregularity especially given that clarifying information found at Attachment 3 and 4. To find a minor irregularity in the instant case is consistent with the actions taken regarding Applications 2014-028C and 2014-031C, 2014-032C, 2014-033C and 2014-088C. (See Attachment D)

23. Florida Housing's scoring of Applications 2014-046C and 2014-089C is also clearly erroneous and not consistent with the requirements of the RFA.

24. Specifically the RFA at pg. 36 requires at Paragraph (2)(b) information concerning what an equity proposal must include as follows:

(b) If syndicating/selling the Housing Credits:

(i) A Housing Credit equity proposal must also meet the following criteria:

- Be executed by all parties, including the Applicant;
- Include specific reference to the Applicant as the beneficiary of the equity proceeds;
- State the proposed amount of equity to be paid prior to construction completion;
- State the anticipated Eligible Housing Credit Request Amount;
- State the anticipated dollar amount of Housing Credit allocation to be purchased; and
- State the anticipated total amount of equity to be provided.

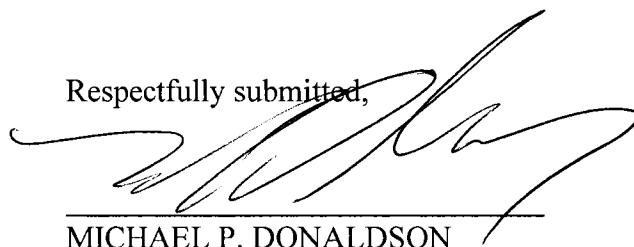
25. In response to this requirement Applications 2014-046C and 2014-089C provided equity commitment letters from Raymond James. (See Attachment E) Each of these letters fails to include the "anticipated dollar amount of Housing Credit Allocation to be purchased." Based on this omission these Applications should have been considered ineligible for funding.

26. Material issues to be resolved:

- a. Whether Frenchtown's RFA Application has satisfied all RFP threshold requirements.
- b. Whether Florida Housing's decision to find Frenchtown's Response to be ineligible for funding under the RFP is arbitrary or capricious, clearly erroneous, and contrary to competition.
- c. Whether any alleged confusion caused by the Frenchtown Application should have been considered a minor irregularity.
- d. Whether Florida Housing decision to score and find Applications 2014-046C and 2014-089C eligible was clearly erroneous arbitrary and capricious and contrary to competition

WHEREFORE, Frenchtown requests a formal hearing involving any disputed issues of material fact and entry of an order determining that Florida Housing's determination that Frenchtown's Application is ineligible to receive funding under the RFA is contrary to the RFA specifications and to Florida Housing's governing statutes, rules and policies to such an extent as to be arbitrary, capricious, contrary to competition, and clearly erroneous. Additionally Florida Housing's scoring of Applications 2014-046C and 2014-089C was clearly erroneous. Frenchtown's Application should be deemed to have passed threshold and awarded funding accordingly.

Respectfully submitted,



MICHAEL P. DONALDSON
Florida Bar No. 0802761

CARLTON, FIELDS, P.A.
Post Office Drawer 190
215 S. Monroe St., Suite 500
Tallahassee, Florida 32302
Telephone: 850/224-1585
Facsimile: 850/222-0398
Attorney for Petitioner

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that the original and two copies of the foregoing has been filed by Hand Delivery to the Agency Clerk, Florida Housing Finance Corporation, 227 N. Bronough Street, Suite 5000, Tallahassee, FL 32301, this 30th day of December, 2013



MICHAEL P. DONALDSON

**RFA 2013-001 Medium-Small County Geographic RFA
Recommendations**

Total HC Available for Small and Medium Geographic RFA	12,474,753
Total HC Allocated	12,359,923
Total HC Remaining	114,830

Application Number	Name of Development	County	County Size	Name of Contact Person	Name of Developers	Demo. Commitment	Total Set Aside Units	HC Funding Amount	Eligible For Funding?	Eligible for Florida Keys Goal?	Eligible for SunRail TOD Goal?	Did TOD achieve 6 Transit Points?	Total Points	Development Category Funding Preference	Per Unit Construction Funding Preference	Total Corp Funding Per Set-Aside	Leveraging Classification	Florida Job Creation Preference	Lottery Number
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Application selected to meet the Florida Keys Area Goal

2014-080C	Paradise Point Senior Housing	Monroe	S	Hana K. Eskra	Gorman & Company, Inc.	E	47	\$1,175,000.00	Y	Y	N	N	27	Y	Y	\$119,769.23	B	Y	41
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Application selected to meet goal to fund a second small county Application in a county other than Monroe

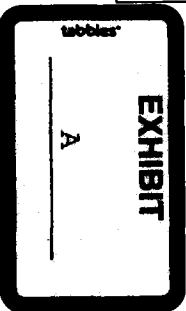
2014-066C	Palm Breeze Apartments	Flagler	S	Jay P.. Brock	Atlantic Housing Partners, L.L.P.	E	51	\$133,328.00	Y	N	N	N	27	Y	Y	\$112,406.92	A	Y	3
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Application selected to meet the SunRail Station TOD Goal

2014-098C	Heritage Village Commons	Seminole	M	Jonathan L. Wolf	Heritage Village Commons Developer, Inc.	E	120	\$1,510,000.00	Y	N	Y	Y	27	Y	Y	\$75,354.81	A	Y	25
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Other Medium County Applications selected

2014-046C	Arbours at Tumblin Creek	Alachua	M	Samuel T. Johnston	Arbour Valley Development, LLC	E	64	\$1,042,127.00	Y	N	N	N	27	Y	Y	\$88,493.12	A	Y	2
2014-093C	Tupelo Vue	Polk	M	David O. Deutch	Pinnacle Housing Group, LLC	F	70	\$1,271,000.00	Y	N	N	N	27	Y	Y	\$108,733.35	A	Y	4
2014-010C	Madison Crossing	Osceola	M	Katie A. Breslow	ARD Madison Crossing, LLC	E	86	\$1,510,000.00	Y	N	N	N	27	Y	Y	\$79,011.63	A	Y	5
2014-038C	Forest Ridge	Citrus	M	Oscar Sol	Forest Ridge SD GM Dev, LLC	E	119	\$1,510,000.00	Y	N	N	N	27	Y	Y	\$87,847.45	A	Y	6



**RFA 2013-001 Medium-Small County Geographic RFA
Recommendations**

Application Number	Name of Development	County	County Size	Name of Contact Person	Name of Developers	Demo. Commitment	Total Set Aside Units	HC Funding Amount	Eligible For Funding?	Eligible for Florida Keys Goal?	Eligible for SunRail TOD Goal?	Did TOD achieve 6 Transit Points?	Total Points	Development Category Funding Preference	Per Unit Construction Funding Preference	Total Corp Funding Per Set-Aside	Leveraging Classification	Florida Job Creation Preference	Lottery Number
2014-092C	Pinnacle at Hammock Crossings	Bay	M	David O.. Deutch	Pinnacle Housing Group, LLC	F	92	\$1,075,000.00	Y	N	N	N	27	Y	Y	\$105,163.04	A	Y	8
2014-009C	Katie Manor	Okaloosa	M	Stephen A. Frick	TVC Development, Inc.	E	100	\$856,802.00	Y	N	N	N	27	Y	Y	\$77,112.18	A	Y	9
2014-056C	Vista Park Apartments	Hernando	M	Jay P.. Brock	Atlantic Housing Partners, L.L.L.P.	E	93	\$1,510,000.00	Y	N	N	N	27	Y	Y	\$112,406.95	A	Y	11
2014-089C	Arbours at Central Parkway	Martin	M	Samuel T. Johnston	Arbour Valley Development, LLC	E	48	\$766,666.00	Y	N	N	N	27	Y	Y	\$95,648.96	A	Y	54

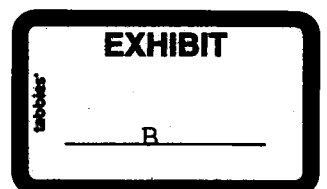
2014-066C will receive a Binding Commitment in the amount of \$678,102.

On December 13, 2013, the Board of Directors of Florida Housing Finance Corporation approved the Review Committee's motion to select the above Applications for funding and invite the Applicants to enter credit underwriting.

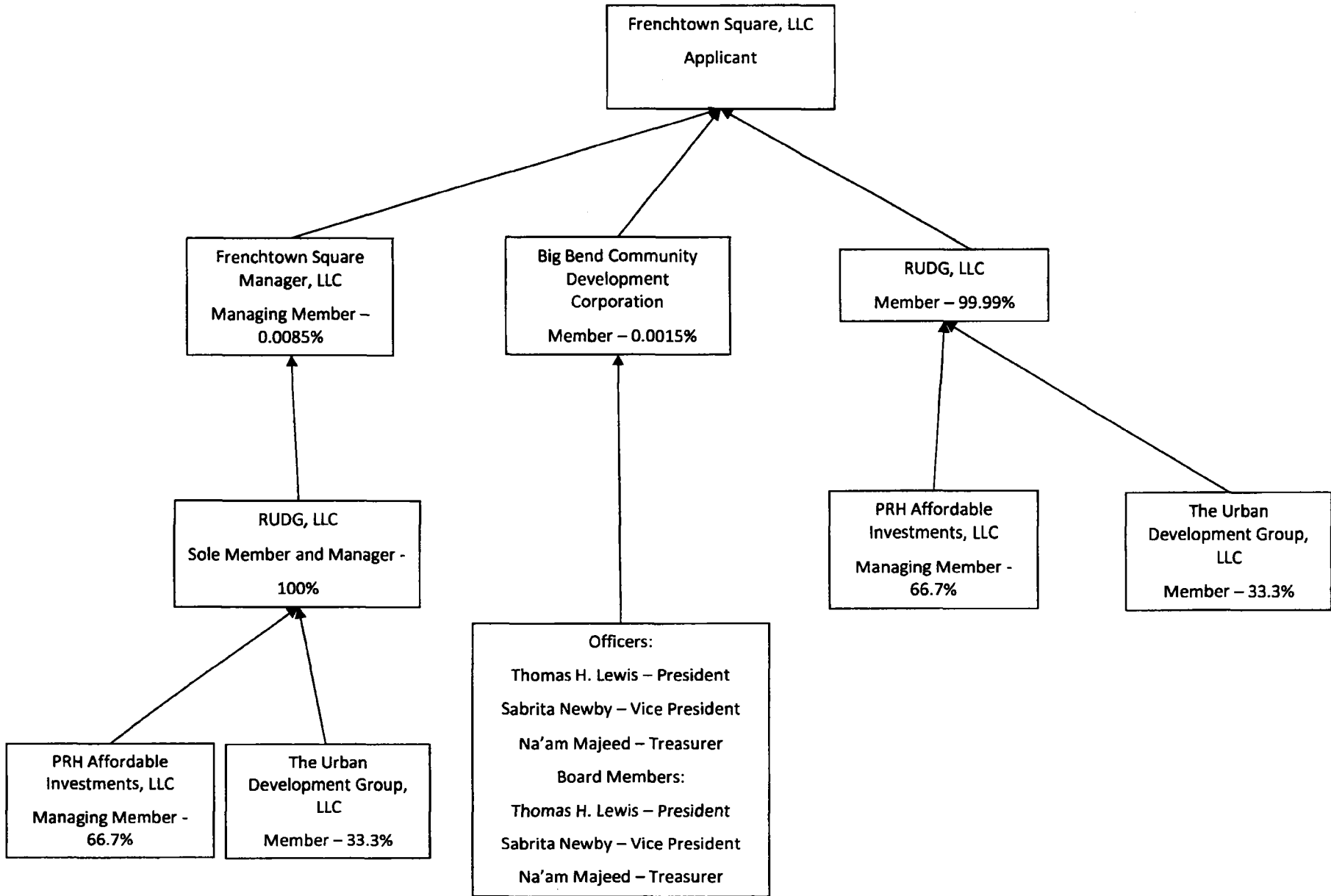
Any unsuccessful Applicant may file a notice of protest and a formal written protest in accordance with Section 120.57(3), Fla. Stat., Rule Chapter 28-110, F.A.C., and Rule 67-60.009, F.A.C. Failure to file a protest within the time prescribed in Section 120.57(3), Fla. Stat., shall constitute a waiver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

Attachment

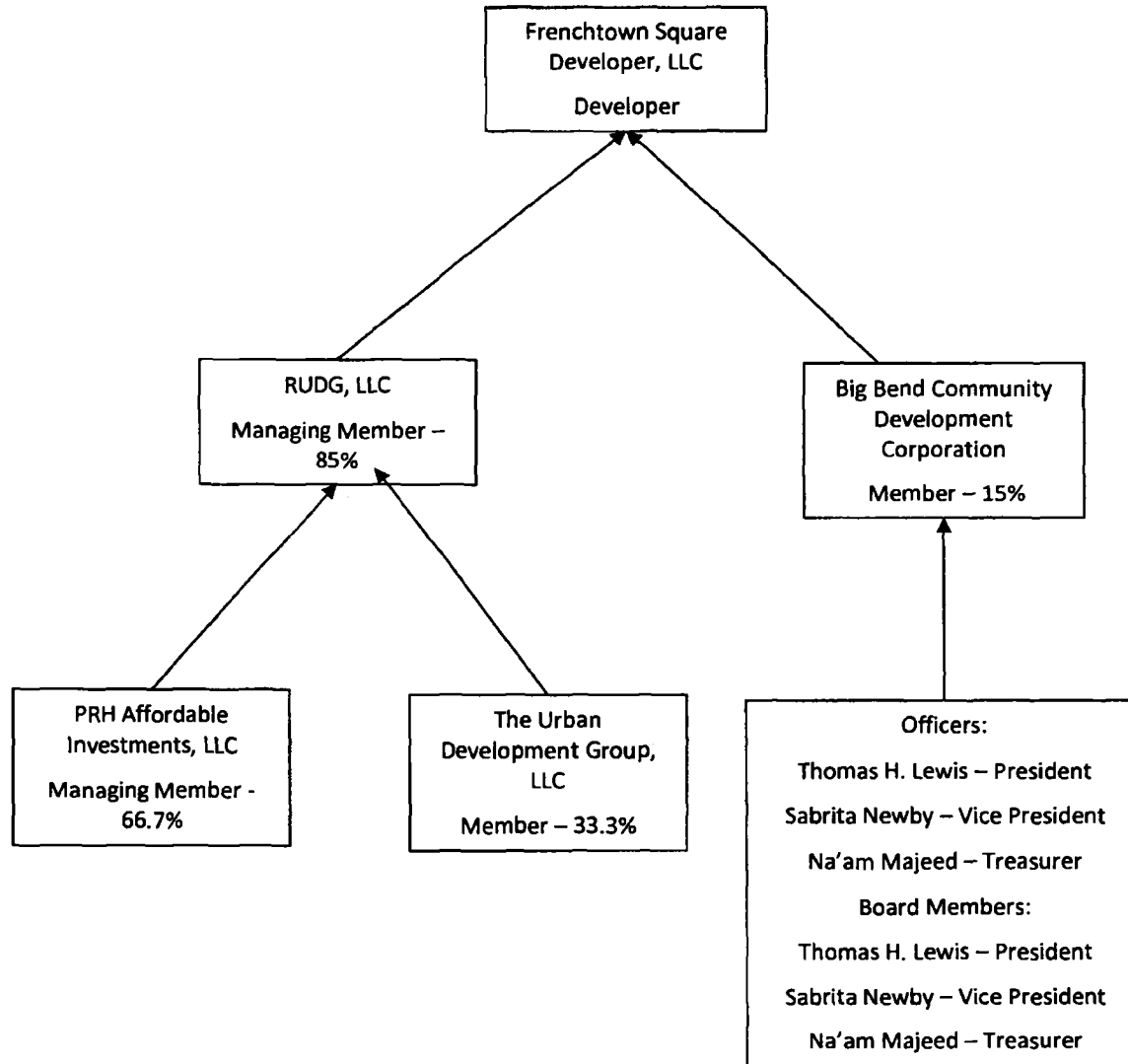
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Frenchtown Square, LLC

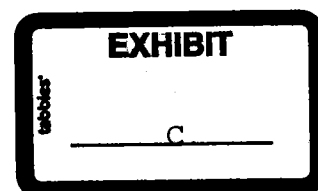


Frenchtown Square Developer, LLC



Attachment

4



State of Florida

Department of State

I certify from the records of this office that FRENCHTOWN SQUARE DEVELOPER, LLC, is a limited liability company organized under the laws of the State of Florida, filed on October 4, 2013.

The document number of this company is L13000140645.

I further certify that said limited liability company has paid all fees due this office through December 31, 2013, and its status is active.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Seventh day of October, 2013*



Ken Detjmer
Secretary of State

Authentication ID: CU7879501083

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

State of Florida

Department of State

I certify from the records of this office that RUDG, LLC, is a limited liability company organized under the laws of the State of Florida, filed on April 23, 2009, effective April 23, 2009.

The document number of this company is L09000039350.

I further certify that said company has paid all fees due this office through December 31, 2013, that its most recent annual report was filed on March 4, 2013, and its status is active.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twenty-third day of May, 2013*



Ken Peterson
Secretary of State

Authentication ID: CU6334941554

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

State of Florida

Department of State

I certify from the records of this office that BIG BEND COMMUNITY DEVELOPMENT CORPORATION is a corporation organized under the laws of the State of Florida, filed on November 30, 2000.

The document number of this corporation is N00000007932.

I further certify that said corporation has paid all fees due this office through December 31, 2013, that its most recent annual report/uniform business report was filed on April 30, 2013, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Fourteenth day of October,
2013*



Ken Detmer
Secretary of State

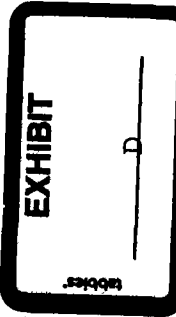
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To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

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Attachment 4

Prior General Development Experience Chart				
Name of Principal with Required Experience: RUDG, LLC				
Name of Developer Entity (for the proposed Development) for which the above Party is a Principal: Frenchtown Square Developer, LLC				
Name of Development	Location (City & State)	Affordable Housing Program that Provided Financing	Total Number of Units	Year Completed
Porto Allegre	Miami, Florida	Neighborhood Stabilization Program	24	2011
Bel House	North Miami, Florida	Neighborhood Stabilization Program	65	2012
Emerald Villas	Orlando, Florida	Housing Credit Development MMRB - 4% Tax Credits	264	2013



App #	Development Name	Minor Irregularity
2014-028C	Lake Butler Garden Apartments	Name of developer entity not listed on developer experience chart. However, name of principal provided on chart can be matched to the developer at Exhibit 3.
2014-031C	The Preserve at Osceola Apartments	Name of developer entity not listed on developer experience chart. However, name of principal provided on chart can be matched to the developer at Exhibit 3.
2014-032C	Arbor Bend Apartments	Name of developer entity not listed on developer experience chart. However, name of principal provided on chart can be matched to the developer at Exhibit 3.
2014-033C	Sterling Gate Apartments	Name of developer entity not listed on developer experience chart. However, name of principal provided on chart can be matched to the developer at Exhibit 3.
2014-088C	Pine Ridge Manor Senior Apartments	Name of developer entity not listed on developer experience chart. However, name of principal provided on chart can be matched to the developer at Exhibit 3.

Elizabeth Sharp

RAYMOND JAMES

October 7, 2013

Mr. Sam Johnston
Arbour Valley Development, LLC
33 Inverness Center Parkway
Suite LL130
Birmingham, AL 35242

Re: Project: Arbours at Central Parkway
Partnership: Arbours at Central Parkway, LLC
Fund: To be determined
Property Location: 751 Southeast Central Parkway
Stuart, FL 34994
Number of Units: 48 Multi-Family Rental Units, targeting elderly tenants (55+)

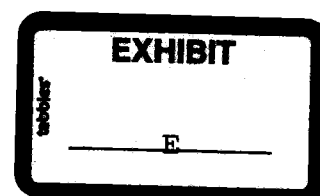
Dear Mr. Johnston,

This letter of intent will confirm our agreement ("Agreement") whereby Raymond James Tax Credit Funds, Inc. ("RJTCF") shall attempt to effect a closing ("Closing") of an investment by a Fund sponsored by RJTCF (the "RJTCF Fund") in the above named partnership ("Partnership") on the assumptions, terms, and conditions contained in this letter of intent, or such other assumptions, terms and conditions as are acceptable to you, RJTCF and the RJTCF Fund.

Based upon the Partnership receiving \$766,666 in annual low income housing tax credits, and further based on terms and conditions as set forth below, the investment of the RJTCF Fund in the Project is \$7,205,939 or \$0.94 per low income housing tax credit allocated to the RJTCF Fund, subject to market conditions. The RJTCF Fund's net investment is anticipated to be funded based upon the following schedule:

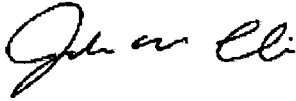
- 89% (\$6,413,286) paid prior to or simultaneous with the closing of construction financing
- 11% (\$792,653) paid at project stabilization and receipt of 8609s

This letter of intent does not expire before January 1, 2014, and is subject to RJTCF's satisfactory completion of its normal due diligence, and is also subject to the approval by the Investment Committee of RJTCF of the terms and conditions of the investment in its sole discretion based on then current market conditions, including availability of investment funds and pricing for tax credits.



For more than 25 years Raymond James Tax Credit Funds and our affiliates have been involved with the development of affordable housing. We have provided equity for nearly 1,300 tax credit properties nationwide. We look forward to working with you.


Sincerely,



John W. Colvin
Director of Acquisitions
Raymond James Tax Credit Funds, Inc.

Acknowledged and Accepted By:

ARBOURS AT CENTRAL PARKWAY, LLC



Sam Johnston, Managing Member of
Central Parkway GP, LLC, Managing Member

10/7/2013
Date

Attachment

13

RAYMOND JAMES

October 7, 2013

Mr. Sam Johnston
Arbour Valley Development, LLC
33 Inverness Center Parkway
Suite LL130
Birmingham, AL 35242

Re: Project: Arbours at Tumblin Creek
Partnership: Arbours at Tumblin Creek, LLC
Fund: To be determined
Property Location: 1309 SW 13th Street
Gainesville, FL 32608
Number of Units: 64 Multi-Family Rental Units, targeting elderly tenants (55+)

Dear Mr. Johnston,

This letter of intent will confirm our agreement ("Agreement") whereby Raymond James Tax Credit Funds, Inc. ("RJTCF") shall attempt to effect a closing ("Closing") of an investment by a Fund sponsored by RJTCF (the "RJTCF Fund") in the above named partnership ("Partnership") on the assumptions, terms, and conditions contained in this letter of intent, or such other assumptions, terms and conditions as are acceptable to you, RJTCF and the RJTCF Fund.

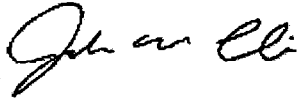
Based upon the Partnership receiving \$1,042,127 in annual low income housing tax credits, and further based on terms and conditions as set forth below, the investment of the RJTCF Fund in the Project is \$9,586,614 or \$0.92 per low income housing tax credit allocated to the RJTCF Fund, subject to market conditions. The RJTCF Fund's net investment is anticipated to be funded based upon the following schedule:

- 90% (\$8,627,953) paid prior to or simultaneous with the closing of construction financing
- 10% (\$958,661) paid at project stabilization and receipt of 8609s

This letter of intent does not expire before January 1, 2014, and is subject to RJTCF's satisfactory completion of its normal due diligence, and is also subject to the approval by the Investment Committee of RJTCF of the terms and conditions of the investment in its sole discretion based on then current market conditions, including availability of investment funds and pricing for tax credits.

For more than 25 years Raymond James Tax Credit Funds and our affiliates have been involved with the development of affordable housing. We have provided equity for nearly 1,300 tax credit properties nationwide. We look forward to working with you.

Sincerely,



John W. Colvin
Director of Acquisitions
Raymond James Tax Credit Funds, Inc.

Acknowledged and Accepted By:

ARBOURS AT TUMBLIN CREEK, LLC



Sam Johnston, Managing Member of
Tumblin Creek GP, LLC, Managing Member

10/7/2013
Date