STATE OF FLORIDA
FLORIDA HOUSING FINANCE CORPORATION

In re: Gadsden Arms Apartments, L.P. FHFC Case No.: 2025-058VW

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ORDER GRANTING WAIVER OF RULE 67-21.003(1)(b), F.A.C. (2022) AND THE NON-COMPETITIVE APPLICATION INSTRUCTIONS (REV. 04-2022)

THIS CAUSE came for consideration and final action before the Board of Directors of the Florida Housing Finance Corporation (the "Board") on December 12, 2025. On November 18, 2025, Florida Housing Finance Corporation ("Florida Housing") received a Petition for Waiver of Rule 67-21.003(1)(b), F.A.C. (2022) and the Non-Competitive Application Instructions (Rev. 04-2022), (the "Petition") from Gadsden Arms Apartments, L.P. (the "Petitioner"). The Petition seeks a waiver of the referenced rule and the Non-Competitive Application Instructions to allow Petitioner to change its Applicant Entity organizational structure prior to the Multifamily Mortgage Revenue Bond ("MMRB") loan closing. The organizational structure changes relate to removing two entities no longer affiliated with the Development and replacing them with new single-member LLCs, consistent with management changes. Notice of the Petition was published on November 19, 2025, in Volume 51, Number 225, of the Florida Administrative Register.

FILED WITH THE CLERK OF THE FLORIDA HOUSING FINANCE CORPORATION
12/15/2025

Florida Housing received no comments regarding the Petition. After careful review of the record, the Board hereby finds:

1. The Board has jurisdiction over the subject matter of this case and the parties hereto.

2. Petitioner successfully applied for funding to assist in the acquisition and rehabilitation of Gadsden Arms Apartments, a 100-unit development located in Gadsden County, Florida (the "Development").

3. Rule 67-21.003(1)(b), F.A.C. (2022), states in relevant part:

> (1) Unless otherwise set forth in a competitive solicitation pursuant to rule Chapter 67-60, F.A.C., Applicants shall apply for Non-Competitive HC or a combination of MMRB and Non-Competitive HC as set forth below. For purposes of this subsection only, the term NC Award shall refer to Non-Competitive HC or a combination of MMRB and Non-Competitive HC, and funding from the Predevelopment Loan Program (PLP) will not be considered to be other Corporation funding.
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> (b) If the NC Award will not be made available through the competitive solicitation funding process outlined in rule Chapter 67-60, F.A.C., the Applicant shall utilize the Non-Competitive Application Package in effect at the time the Applicant submits the Application. The Non-Competitive Application Package or NCA (Rev. 04-2022) is adopted and incorporated herein by reference and consists of the forms and instructions available, without charge, on the Corporation's website under the Multifamily Programs link labeled Non-Competitive Programs or from http://www.flrules.org/Gateway/reference.asp?No=Ref-4387, which shall be completed and submitted to the Corporation in accordance with this rule chapter.

This Rule incorporates by reference the NCA Package (Rev. 04-2022). The NCA Package includes the following requirement at Part A.6.b.(2):

(2) For Applicants requesting MMRB, with or without Non-Competitive Housing Credits:

The Applicant entity shall be the recipient of the Non-Competitive Housing Credits and the borrowing entity for the MMRB Loan and the ownership structure of the Applicant entity as set forth in the Principal Disclosure Form cannot be changed in any way (materially or non-materially) until after the MMRB Loan closing. After loan closing, (a) any material change in the ownership structure of the named Applicant will require review and approval of the Credit Underwriter, as well as Board approval prior to the change, and (b) any non-material change in the ownership structure of the named Applicant will require review and approval of the Corporation prior to the change. The Applicant must comply with Principal disclosure requirements outlined in Rule Chapter 67-21, F.A.C. for the duration of the Compliance Period. Changes to the ownership structure of the Applicant entity (material or non-material) prior to the loan closing or without Board approval after the loan closing shall result in disqualification from receiving funding and shall be deemed a material misrepresentation. Changes prior to loan closing to the officers or directors of a Public Housing Authority, officers or directors of a Non-Profit entity, or the limited partner of an investor limited partnership or an investor member of a limited liability company owning the syndicating interest therein will not result in disqualification, however, the Corporation must be notified of the change. Changes to the officers or directors of a Non-Profit entity shall require Corporation approval. Any allowable replacement to the natural person Principals of a Public Housing Authority or officers and/or directors of a non-profit entity will apply to all preliminarily awarded Applications and Applications pending final Board action that include the Public Housing Authority or non-profit entity.

4. Petitioner states that its 0.01% general partner is Gadsden Arms Developers, LLC. Gadsden Arms Developers, LLC has three members, two of which are no longer affiliated with the Development. Petitioner requests a waiver of the above rule and NCA allowing those two members' interests to be transferred and replaced by two new members. The change must occur prior to the MMRB loan closing because 2025 tax returns must reflect the ownership entity structure that will in fact operate the Development. The credit underwriter reviewed and recommended approval of the proposed changes to the Applicant Entity organization structure in the credit underwriting report dated September 8, 2025, which was approved at the September 19, 2025, Florida Housing Board meeting.

5. The Board finds that granting the requested waiver will not adversely impact other participants in funding programs administered by Florida Housing, nor will it detrimentally affect Florida Housing.

6. The Board also finds that Petitioner has demonstrated that strict application of the rule would impose a substantial hardship if the waiver is not granted.

7. The Board further finds that Petitioner has also demonstrated that the purpose of the underlying statute, which is to "encourage development of

low-income housing in the state," would still be achieved if the waiver is granted. §420.5099, F.S.

IT IS THEREFORE ORDERED that Petitioner's request for waiver of Rule 67-21.003(1)(b), F.A.C. (2022) and the Non-Competitive Application Instructions (Rev. 04-2022), is hereby **GRANTED** allowing Petitioner to change its Applicant Entity organizational structure prior to loan closing.

DONE and ORDERED this 12th day of December 2025.

Florida Housing Finance Corporation

By: _____
Chairperson

Copies furnished to:

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Joint Administrative Procedures Committee
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NOTICE OF RIGHT TO ADMINISTRATIVE REVIEW

A PARTY WHO IS ADVERSELY AFFECTED BY THIS ORDER IS ENTITLED TO ADMINISTRATIVE REVIEW PURSUANT TO SECTIONS 120.542(8), 120.569, AND 120.57, FLORIDA STATUTES. SUCH PROCEEDINGS ARE COMMENCED PURSUANT TO CHAPTER 67-52, FLORIDA ADMINISTRATIVE CODE, BY FILING AN ORIGINAL AND ONE (1) COPY OF A PETITION WITH THE AGENCY CLERK OF THE FLORIDA HOUSING FINANCE CORPORATION, 227 NORTH BRONOUGH STREET, SUITE 5000, TALLAHASSEE, FLORIDA 32301-1329. THE PETITION MUST BE FILED WITHIN TWENTY-ONE (21) DAYS OF RECEIPT OF THIS ORDER, CONSISTENT WITH SECTION 120.569(1), FLORIDA STATUTES, AND RULE 28-106.111(2), FLORIDA ADMINISTRATIVE CODE.