Question 1:

In C. 3, I do not believe that "Institutional Investor" ranks housing bond issuance. Security Data Corporation is generally considered the objective source of rankings for municipal underwritings. In the same question, are the dates 12/31/07 through 2/28/08 correct or did you mean 2/28/09? Finally, in the same question, do you mean market capitalization or regulatory capital?

Answer:

Security Data Corporation and Bond Buyer Rankings may be used in lieu of Institutional Investor rankings.
The correct date is 02/28/09.
Provide both market capitalization and regulatory capital information.

Question 2:

D. 7. Regarding the PAC bond on the transaction provided, You provide a yield on the PAC bond. I presume that you would want us to provide what the required yield would be as of 3/31/09.

Answer:

Yes.

Question 3:

F. 3. Are you asking for the same information as in D.1.a) and b)?

Answer:

Although F.3. and D.1.a) and b) are similar. F3 is a more global question while D.1.a) and b) asks specific questions. The Offeror should respond to both questions.
Questions and Answers for Request for Qualifications (RFQ) 2009-02  
Investment Banking Services

**Question 4:**

Section C Question 3

"...discuss your firm's market capitalization percentage and changes as of 12/31/07 through 02/28/08."

First, are you only looking for a two month window or should that be 2009? Second, what is meant by "market capitalization percentage" - are you referring to RJ's change in net capital or just more information about our overall change in capital position?

**Answer:**
Discuss your firm’s market capitalization percentage changes as of 12/31/07 through 02/28/09. Provide both the change in net capital as well as your firm’s overall change in capital position in regards to “market capitalization percentage.

**Question 5:**

Section D Question 2

"What fee would your firm charge for remarketing services?" and then later, "Is your firm willing to serve as remarketing agent for SF, MF and Guarantee Program bonds? If so supply the approximate fee that your firm would charge."

Is there a distinction between the two occurrences of this remarketing fee question or is one response adequate?

**Answer:**
Respond to both occurrences.

**Question 6:**

Section F Question 4

"Suggest ways Florida Housing could make use of SF acquisition funds with mortgage rates that are currently uncompetitive."

Is this question about how we can assist in reducing the mortgage rate for an existing deal or our ideas on incentives to encourage homeowners to borrow at higher than market rates (such as down payment assistance, etc.)?

**Answer:**
Florida Housing is looking for as many ways as possible to make SF mortgage rates attractive. Our intent is not to limit your response.
**Questions and Answers for Request for Qualifications (RFQ) 2009-02**  
**Investment Banking Services**

**Question 7:**

Will there be separate metrics applied to proposals from firms that are proposing to serve only as co-manager for the fixed rate bonds? While our substantial retail distribution capability can offer a real benefit to FHFC, we are not looking to provide liquidity facilities, cash flow management, etc.

**Answer:**

There will be no separate metric for firms who propose to serve only as a co-manager for fixed rate bond deals.

**Question 8:**

In reference to question 5, Provide evidence of certification that the Offeror is qualified to do business in the State of Florida, what type certification would be acceptable? We have locations in all states and each branch is licensed to do business in the state they are located. Please advise what we may include that would be accepted. We do have a copy of our Florida Good Standing Certificate signed by the Florida Secretary of State.

**Answer:**

Florida Housing prefers that an actual copy of certification from the Department of State be provided. Florida Housing will also accept a letter from Bond Counsel regarding the qualification to do business in the State of Florida.

**Question 9:**

1) What are FHFC’s current volume cap resources?

**Answer:**

- **Multi-Family:**
  - 2008 Remaining Carryforward $74,563,914
  - 2008 HERA Housing Act Allocation $388,012,650
  - 2009 Allocation $143,186,086
  - **TOTAL** $605,762,650

- **Single-Family**
  - 2007 Carry Remaining Carryforward $535,643,407
  - 2008 HERA Housing Act Allocation $159,892,419
  - **Total** $695,535,826
Question 10:
FHFC’s 2007 Financial Statement audit letter was dated June of 2008, so we assume
audited financial statements for 2008 will not be available soon. Would it be possible to
obtain unaudited 12/31/08 statements or 6/30/08 statements?

Answer:
See attached as Exhibit A the 06/30/08 unaudited combining statement

Question 11:
FHFC’s website discloses “Emergency Rule Implementing Provisions of Chapter 2009-1,
Laws of Florida” due to the impact of SB 002A. What is the status of SB 002A?

Answer:
The special session budget bill—SB 002A—was signed by the Governor on January 27,
2009.

Question 12:
Section 6, Question C.3.– The RFQ requests that the Offeror provide its “ranking as
senior manager of housing bonds as identified in Institutional Investor’s most current
rankings.” To our knowledge, Institutional Investor no longer publishes rankings for
senior managers of housing bonds. These rankings are, however, available from
Securities Data Corporation (“SDC”) and The Bond Buyer. May we respond to this
question using the available market data from SDC or The Bond Buyer?

Answer:
See question 1

Question 13:
Section 6, Question C.3. – The RFQ requests our firm’s “market capitalization
percentage and changes as of 12/31/07 through 02/28/08.” Was it intended that we
discuss the firm’s market capitalization changes through 02/28/09, rather than 02/28/08?

Answer:
See question 1
**Question 14:**

Section 6, Question D.7. – Please clarify what information you would like us to provide regarding the 2039 PAC Bond. The price of 100% and yield of 5.00% provided in the RFQ seem contradictory.

**Answer:**

See question 2.

**Question 15:**

A-3. Provide information about availability of staff and other resources that will be needed to complete the services requested in Section Four of this RFQ. Include a description of the Offeror’s computer capabilities for structuring and analyzing program alternatives including a description of computer hardware and software. If an external resource is used for cash flow analyses, indicate the provider.

Historically, we have been asked questions about our structuring software technologies, however, questions about our hardware and infrastructure have not been previously addressed. Does the Corporation intend to ask about the hardware we use?

**Answer:**

Include a description of computer hardware and software.

**Question 16:**

B-3. For services detailed in Section Four (Scope of Services) provide a detail of state-level HFA’s in which you provide each of these services in a table.

Does the Corporation desire this detailed information only on senior managed accounts? Can multiple tables be used?

**Answer:**

The Offeror may provide detailed information as a senior manager, co-manager or selling group member. Multiple tables may be used.
**Question 17:**

C-1. Provide a listing of all SF housing finance agency bond issues in which your firm or your current senior personnel at your firm to be assigned to this account have participated, noting your role as either senior manager, co manager or selling group member, in the past two years. In all senior manager situations, provide the number of additional senior managers existing on the account. Transactional details requested in your responses include par amounts, fixed and variable rate amounts, detailed breakdown of underwriter spread components and your role in the transaction. Summary information should be included in the proposal, but the detailed information may be presented in an exhibit. Summary information should clearly delineate between total firm housing activity and senior manager activity.

Please elaborate on: "Summary information should clearly delineate between total firm housing activity and senior manager activity." Is the Corporation looking for the breakdown between senior- and co-managed business?

**Answer:**

The Offeror should note their firm’s role as senior manager, co manager or selling group member.

**Question 18:**

F-4. Suggest ways Florida Housing could make use of SF acquisition funds with mortgage rates that are currently uncompetitive.

Could the Corporation elaborate on what is being asked here? (We assume that the Corporation is enquiring about the current difficulty of achieving a competitive, spread-bearing mortgage loan from bond proceeds, and asking about alternatives?)

**Answer:**

See answer to question 6.
**Question 19:**

According to Section One, Joint Responses are prohibited. Does this prohibition include “Distribution Agreements” between two firms as disclosed in prior Florida Housing offerings where underwriting fees are shared?

**Answer:**

No, the joint response prohibition does not include “Distribution Agreements” between two firms. The Offeror is required to bear all underwriting risks. The Offeror will provide payment of underwriting fees from its share of the take down as a result of entering into a distribution agreement. Disclosure of any distribution agreement will be done in all Preliminary Official Statements and Official Statements.

Submitted by:

Sherry M. Green, Contracts Administrator
Florida Housing Finance Corporation
227 North Bronough Street, Suite 5000
Tallahassee, Florida 32301
(850) 488-4197
E-mail: sherry.green@floridahousing.org
### FLORIDA HOUSING FINANCE CORPORATION

#### UNAUDITED

#### SCHEDULE OF PROGRAM BALANCE SHEETS

**AS OF JUNE 30, 2008**

#### Restricted Programs

<table>
<thead>
<tr>
<th>Single Family</th>
<th>Single Family</th>
<th>Multifamily</th>
<th>State and</th>
<th>Operating</th>
</tr>
</thead>
<tbody>
<tr>
<td>Home</td>
<td>Homeowner</td>
<td>Housing</td>
<td>Federal</td>
<td></td>
</tr>
<tr>
<td>Ownership</td>
<td>Mortgage</td>
<td>Guarantee</td>
<td>Revenue</td>
<td></td>
</tr>
</tbody>
</table>

#### ASSETS

**CURRENT ASSETS:**
- Cash and cash equivalents: $1,401,717
- Investments - net, current portion: $1,477,140,082
- Other assets: $787,934
- Total current assets: $13,122,486

**NONCURRENT ASSETS:**
- Loans receivable - net: $157,377,314
- Deferred finance charges - net: $16,990,872
- Capital assets - net: $207,307
- Total noncurrent assets: $25,684

**TOTAL ASSETS:** $13,148,170

#### LIABILITIES AND NET ASSETS

**CURRENT LIABILITIES:**
- Accounts payable and other liabilities: $4,044,221
- Accrued arbitrage rebate: $420,062
- Collateralized bank loans: $185,000
- Due to developers: $166,243,686
- Due to state of Florida: $24,824,125
- Total current liabilities: $11,552,343

**NONCURRENT LIABILITIES:**
- Bonds payable - net of discounts: $254,420,871
- Deferred fee income - net: $5,016,718
- Due to developers: $166,243,686
- Due to state of Florida: $24,824,125
- Total noncurrent liabilities: $1,622,392,550

**TOTAL LIABILITIES AND NET ASSETS:** $13,148,170

**NET ASSETS:**
- Invested in capital assets: $1,340,605
- Restricted: $1,340,605
- Unrestricted: $1,340,605
- TOTAL NET ASSETS: $1,340,605

**TOTAL LIABILITIES AND NET ASSETS:** $13,148,170
<table>
<thead>
<tr>
<th>Restricted Programs</th>
<th>Single Family</th>
<th>Single Family</th>
<th>Multifamily</th>
<th>State and Federal</th>
<th>Operating</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Home Ownership</td>
<td>Homeowner Mortgage</td>
<td>Guarantee</td>
<td>Housing</td>
<td>Revenue</td>
<td>Operating</td>
</tr>
<tr>
<td>OPERATING REVENUES</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest on Loans</td>
<td>$5,056,870</td>
<td>-</td>
<td>$55,152,378</td>
<td>$1,779,090</td>
<td>$99,912</td>
<td>$62,088,250</td>
</tr>
<tr>
<td>Investment Income</td>
<td>443,550</td>
<td>33,680,441</td>
<td>6,142,500</td>
<td>3,307,417</td>
<td>12,749,887</td>
<td>1,830,970</td>
</tr>
<tr>
<td>Other income</td>
<td>-</td>
<td>-</td>
<td>3,648,025</td>
<td>85,480</td>
<td>-</td>
<td>5,115,625</td>
</tr>
<tr>
<td>HUD Administrative Fees</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>1,006,945</td>
<td>1,006,945</td>
</tr>
<tr>
<td>Total Operating Revenues</td>
<td>443,550</td>
<td>33,680,441</td>
<td>6,142,500</td>
<td>3,307,417</td>
<td>12,749,887</td>
<td>1,830,970</td>
</tr>
<tr>
<td>OPERATING EXPENSES</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest Expense</td>
<td>452,826</td>
<td>40,117,874</td>
<td>6,330,084</td>
<td>54,494,938</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Payments to Other Governments</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>51,807,227</td>
<td>-</td>
</tr>
<tr>
<td>General and administrative</td>
<td>1,113</td>
<td>5,835,444</td>
<td>836,079</td>
<td>6,794,304</td>
<td>2,404,780</td>
<td>8,499,100</td>
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<tr>
<td>Housing Assistance Payments</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>2,276,503</td>
<td>-</td>
</tr>
<tr>
<td>Total Operating Expenses</td>
<td>453,939</td>
<td>45,953,318</td>
<td>7,166,163</td>
<td>61,289,242</td>
<td>56,488,510</td>
<td>8,526,442</td>
</tr>
<tr>
<td>Operating Income (Loss)</td>
<td>(10,389)</td>
<td>(7,395,781)</td>
<td>2,624,362</td>
<td>(2,743,967)</td>
<td>(41,959,533)</td>
<td>(472,990)</td>
</tr>
<tr>
<td>NONOPERATING REVENUES:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>HUD program receipts</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>24,846,127</td>
<td>196,023</td>
</tr>
<tr>
<td>State documentary stamp tax receipts</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>81,611,185</td>
<td>-</td>
</tr>
<tr>
<td>Transfers to state agencies</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>(1,652,049)</td>
<td>-</td>
</tr>
<tr>
<td>Total nonoperating revenues</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>104,805,263</td>
<td>196,023</td>
</tr>
<tr>
<td>Income (Loss) before transfers</td>
<td>(10,389)</td>
<td>(7,395,781)</td>
<td>2,624,362</td>
<td>(2,743,967)</td>
<td>62,845,730</td>
<td>(276,967)</td>
</tr>
<tr>
<td>Transfers (To) From Other Programs</td>
<td>-</td>
<td>2,563,709</td>
<td>3,200,000</td>
<td>-</td>
<td>(3,201,764)</td>
<td>(2,561,945)</td>
</tr>
<tr>
<td>Change in Net Assets</td>
<td>(10,389)</td>
<td>(4,832,072)</td>
<td>5,824,362</td>
<td>(2,743,967)</td>
<td>59,643,966</td>
<td>(2,838,912)</td>
</tr>
</tbody>
</table>

Net assets:
- Beginning of year: $1,350,994 $108,832,551 $112,830,439 $7,155,663 $1,666,302,654 $96,792,597 $1,993,264,898
- End of Period: $1,340,605 $104,000,479 $118,654,801 $4,411,696 $1,725,946,620 $93,953,685 $2,048,307,886