BEFORE THE STATE OF FLORIDA FLORIDA HOUSING FINANCE CORPORATION

ROBERT KING HIGH PRESERVATION PHASE ONE, LLC

Petitioner,

VS.

FHFC No. 2014-062BP Application No. 2014-309C

FLORIDA HOUSING FINANCE CORPORATION,

Respondent.

FORMAL WRITTEN PROTEST AND PETITION FOR ADMINISTRATIVE HEARING

Petitioner, ROBERT KING HIGH PRESERVATION PHASE ONE, LLC ("Robert King"), 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 2014-103 Financing of Affordable Multifamily Housing Development With SAIL Funding To Be Used In Conjunction With Tax Exempt Bond Financing And Non-Competitive Housing Credits. In support Robert King provides as follows:

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

- 2. Florida Housing is the agency for the State of Florida that was granted the authority to issue RFA 2014-103 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 January 10, 2014, Florida Housing issued the RFA to award an estimated \$32.5 million of SAIL funding to be distributed as follows: \$22.5 million for Elderly Demographic Developments and \$10 million for family demographic Developments (with 10 percent of the total units set aside for persons with a Developmental Disability)
- 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 February 6, 2014, Robert King submitted its Application in response to the RFA which included information concerning a 185-unit elderly demographic apartment complex in Miami-Dade County named Robert King Preservation Phase One. Through the Application, Robert King requested \$1,618,750 in funding assistance for the project which has an overall development cost of \$33,588,889. Robert King believed that it had satisfied all requirements of the RFA.
- 6. Consistent with the primary mission and goal of the RFA, the Robert King High Preservation Phase One Development will provide much needed affordable housing and services. The proposed Development will provide apartments for lease at affordable rents. Without the funds provided or to be provided by the RFA Robert King will be unable to proceed with the Development. Accordingly Robert King's substantial interests are affected by the decisions made by Florida Housing.

2

- 7. 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.7 is the requirement that information be provided demonstrating Site Control.
 - 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 postedtotheCorporation'sWebsitehttp/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.

Applications will be scored based on the following Mandatory and Point items:

Mandatory Items	Point Item	Maximum Points
Demographic Commitment	Proximity	18
Name of Applicant	Local Government	5
Evidence Applicant is a legally formed entity		
Applicant applying as Non-Profit or for-profit entity		
Principals for Applicant and for each Developer		
Contact Person		
Name of Each Developer		
Evidence each Developer entity is a legally formed entity		
Prior Developer Experience		
Name of Proposed Development		:
County identified		
Address of Development Site		
Total Number of Units		
Number of new construction units and rehabilitation units	2 2	
Number of Buildings		
Development Category		
Any units currently occupied, if applicable		
Development Type		
Total Set-Aside Breakdown Chart	4.1	
Evidence of Site Control		
Applicant's SAIL Funding Request Amount		
Financing Information, including the 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 Acknowledgement (original signature in "Original Hard Copy"		
	Total Possible Points	23

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 March 13, 2014, the designated Review Committee met and considered the Applications submitted in response to the RFA. At the 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 Robert King's Application should be awarded a perfect score of 23 points. However, the Review Committee determined that the Robert King Application should be considered ineligible for funding because of a threshold failure.
- 11. The threshold failure was related to a Site Control issue described by the Review Committee member responsible for scoring this section as an alleged failure to include adequate Site Control documentation. Specifically the review committee's scoring write-up indicates the issue as follows:

The 1/27/14 ground lease includes a stipulation for automatic termination if approval by the Miami Dade County BOCC is not received. There was no evidence of an approval by the Miami

Dade BOCC provided in this lease, therefore it cannot be determined if the lease is in effect.

(Exhibit A)

- 12. On March 14, 2014, Florida Housing's Board of Directors accepted the Review Committee's scoring ranking and funding recommendation. (Exhibit B) Also during the meeting the Board of Directors accepted the Review Committee's recommendation to find Robert King's Application ineligible.
- 13. On March 18, 2014, Robert King timely filed its Notice of Intent to Protest (Exhibit B). 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, Robert King's substantial interests are affected by Florida Housing's decision not to award the necessary funding pursuant to the RFA. Had Robert King's Application been scored correctly it would be eligible which would allow it the opportunity to be awarded funding. In this challenge Robert King challenges the threshold determination of its own Application.
- 14. As disclosed in the scoring write-up of the Review Committee and as disclosed orally during the Review Committee meeting held March 13, 2014, the Robert King's Application was specifically found ineligible for allegedly failing to demonstrate Site Control.
- 15. Florida Housing's decision to find Robert King'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.

6

16. Initially, as a matter of fact Robert King in its Application has satisfied all listed RFA threshold requirements including providing documentation to establishing Site Control. Specifically, the RFA at Section Four, Paragraph 7 is as follows:

The Applicant must demonstrate Site Control by providing, as Attachment 8 to Exhibit A, the documentation required in Items a., b., and/or c., as directed below. If the proposed Development consists of Scattered Sites, site control must be demonstrated for all of the Scattered Sites.

Lease – The lease must have an unexpired term of at least 50 years from the Application Deadline and the lessee must be the Applicant. If the owner of the subject property is not a party to the lease, all documents evidencing intermediate leases, subleases, assignments, or agreements of any kind between or among the owner, the lessor, or any sublease, assignor, assignee, and the Applicant, or other parties, must be provided, and if a lease, must have an unexpired term of at least 50 years from the Application Deadline.

- 17. In response to these requirements Robert King provided the following documents to demonstrate Site Control:
 - 1) Ground Lease Robert King High Preservation Phase One, LLC
 - 2) Ground Lease Haley Sofge Preservation Phase One, LLC
 - 3) Sublease Robert King High Preservation Phase One; Eastern Portion
 - Robert King High Preservation Phase One, LLC (Sublessee)
 - Haley Sofge Preservation Phase One, LLC (Sublessor)

Exhibit "A" to Sublease – Entire Leased Premises – Legal Description of Haley Sofge Preservation Phase One, LLC Ground Lease

Exhibit "B" to Sublease – Master Lease – Haley Sofge Preservation Phase One, LLC

Exhibit "C" to Sublease – Subleased Property – Legal Description

18. In addition Robert King provided additional explanation at the Addendum Section of the Application as follows:

This Development is a Redevelopment project that will be built on Miami-Dade County land. The Applicant and Miami-Dade County have entered into two separate Ground Leases. One Ground Lease with "Robert King High Preservation Phase One, LLC" and one Ground Lease with "Haley Sofge Preservation Phase One, LLC", both of which are existing public housing developments.

Haley Sofge Preservation Phase One, LLC has subleased a portion of its site to Robert King High Preservation Phase One, LLC as allowed under Section 5.7(b) of the Haley Sofge Preservation Phase One, LLC Ground Lease.

19. Apparently Florida Housing is focusing on the Ground Lease of Haley Sofge Preservation Phase One, LLC. At Paragraph 8.4 the Ground Lease lists in general terms the grounds for Automatic Termination of the Lease. Specifically Section 8.4(b) provides for Automatic Termination if:

Landlord and Tenant fail to obtain the final approval of this Lease by the Miami-Dade Board of County Commissioners which shall be within the Board's sold discretion.

- 20. Florida Housing opines that another document should have been included with the Site Control documents to show approval of this Lease by the Miami-Dade County Board of County Commissioners. Because this documentation was not provided Florida Housing asserts that it could not tell if the lease is effective.
- 21. Florida Housing's conclusion is erroneous for several reasons. Initially, Florida Housing's conclusion that it could not tell if the Haley Sofge Lease was effective ignores the fact that the land encumbered by the Lease is an already existing and operating affordable housing development.

8

- 22. Florida Housing's conclusion also concludes that an additional document was necessary to demonstrate Board of County Commissioners' approval, however, Section 8.4(b) does not call for the creation, attachment or submittal of additional document. Had the Section included a phrase such as "which approval shall be evidenced by a copy of the relevant resolution to be attached hereto as Exhibit "X", then certainly another document showing approval may be required. That is not the case here.
- 23. Florida Housing's conclusion also ignores the fact that the Lease in question has been approved by the Miami-Dade Board of County Commissioners. This approval is indicated by the fact that Miami-Dade County as the Landlord has executed the Lease. The signatures of the Deputy Mayor Russell Benford and of the Assistant County Attorney Terrence A. Smith are included in the Lease as representatives authorized to sign the Lease. These signatures signify the approval of the Board of County Commissioners. The approval of the Board of County Commissioners is further confirmed by the stamp of the Miami-Dade County Board of Commissioners affixed to the Lease by the Clerk of the Board. The Lease in question is effective and Florida Housing's conclusion otherwise is erroneous. Robert King has provided documentation to demonstrate Site Control.

24. Materials issues to be resolved:

- a. Whether Robert King's RFA demonstration of Site Control has satisfied all RFA threshold requirements.
- b. Whether Florida Housing's decision to find Robert King's Response to be ineligible for funding under the RFA is arbitrary, capricious, clearly erroneous, or contrary to competition.

9

WHEREFORE, Robert King requests a hearing to contest the issues raised and entry of an order determining that Florida Housing's determination that Robert King'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, or clearly erroneous. Robert King'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 of the foregoing has been filed by Hand Delivery to Ashley Black, Agency Clerk; and a copy to Hugh R. Brown, Deputy General Counsel, Florida Housing Finance Corporation, 227 N. Bronough Street, Suite 5000, Tallahassee, FL 32301, this 28th day of March, 2014.

MICHAEL P. DONALDSON



RFA 2014-103 SAIL w/ Bonds 4% Credits

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App. Number

Development Name

Scoring Issue

2014-309S	Robert King High Preservation Phase I	The 1/27/14 ground lease includes a stipulation for automatic termination if approval by the Miami Dade County BOCC is not received. There was no evidence of an approval by the Miami Dade BOCC provided in this lease, therefore it cannot be determined if the lease is in effect.
2014-315S	Towers of Jacksonville	The contract provided as evidence of site control references a total of 8 exhibits (Ex. B through I) as "attached hereto". However these exhibits were not provided; therefore the contract is considered incomplete and the site control requirement has not been met.

2014-103 SAIL RFA – Review Committee and Staff Recommendations

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2014-103 SAIL RFA - Review Committee and Staff Recommendations

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Name of Development	Large County Application(s) Recommended		Caroline Oaks	Northwest Gardens V	Paul Laurence Dunbar Senior Complex	Peterborough	Haley Park	Tuscany Cove I	Coquina Place
Application าอdmuM	Large County	2014-3065	2014-3055	2014-3225	2014-3005	2014-3215	2014-3165	2014-3255	2014-3185

*The SAIL Request Amount was adjusted during scoring.

On March 14, 2014, 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.

2014-103 SAIL RFA - Sorting Order

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Name of Developers		HVPG Developers, LLC; Royal American Development, Inc.	E & N Development, Inc.; Toledo Development Group, LLC	Atlantic Housing Partners, L.L.L.P.	Atlantic Housing Partners, L.L.P.	Southport Development, Inc., a Washington corporation doing business in Florida as Southport Development Services, Inc.	Southport Development, Inc., a Washington corporation doing business in Florida as Southport Development Services, Inc.	Preservation of Affordable Housing, LLC	Atlantic Housing Partners, L.L.P.	Southport Development, Inc., a Washington corporation doing business in Florida as Southport Development Services, Inc.	Southport Development, Inc., a Washington corporation doing business in Florida as Southport Development Services, Inc.	Rosedale Holdings, LLC; H&H Residential Development, LLC
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Name of Development	Eligible Applications (in sorted order)	Marianna Gardens	Azalea Gardens Apts.	Palm Breeze Apartments - Phase II	Reserve at Brookhaven	400 Apartments	Georgia Arms	Trinity Towers West	Grove Park Apartments	Harbour Court	Brookside Village	Brookestone I
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Name of Contact Person	Paula M. Rhodes	Jay P. Brock	Alberto Milo, Jr.	Stephen A. Frick	L Douglas R. Mayer			L Francisco A. Rojo	Shawn Wilson	L Mara S. Mades	L Jonathan L. Wolf	L Liz Wong
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^{*}The ELI Request Amount was adjusted during scoring.

^{**}The SAIL Request Amount was adjusted during scoring

On March 14, 2014, 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 prescribed in Section 120.57(3), Fla. Stat., shall constitute a waiver of proceedings under Chapter 120, Fla. Stat.