

HOUSING FINANCE AUTHORITY OF LEE COUNTY, FLORIDA

MINUTES OF REGULAR MEETING

October 19, 2023

4:10 p.m.

On Thursday, October 19, 2023, at 4:10 p.m. in the offices of The Nunez Law Firm, 3610 Broadway, Fort Myers, Florida, E. Walter Barletta, Chairman of the Housing Finance Authority of Lee County, Florida (the "Authority"), called the meeting to order.

Immediately thereafter, the Chairman called for a roll call of the members. Philip Burnett, Esq., counsel for the Authority, called the roll. E. Walter Barletta, Walter Ferguson, Virginia Yates, and Michael Villalobos were present at the meeting and Kirk Frohme appeared by phone. Also appearing by phone were Tim Wranovix and Misty Dalke with Raymond James and Associates, Inc. ("Raymond James"), the Authority's managing underwriter, Mark Mustian, Esquire with Nabors, Giblin & Nickerson, P.A., the Authority's Bond Counsel, Scott Schuhle with U.S. Bank Trust National Association ("U.S. Bank"), the Trustee on the majority of the Authority's bond offerings, Clarie Merritt with Hilltop Securities, Inc. ("Hilltop Securities"), the Authority's Financial Advisor, Sheryl Krocek and Sue Denihan with Housing and Development Services, Inc. d/b/a eHousingPlus ("eHousing"), Helen Fineberg and Cameron Hill with RBC Capital Markets ("RBC"), a co-managing underwriter and Mark Hendrickson with Florida ALHFA.

The Chairman then opened the floor for public comment. No members of the public were present at the meeting. Accordingly, no public comment was made. Thereafter, the Chairman closed the opportunity for public comment.

The Chairman next suggested that the Authority address Item V on its Agenda and hear a presentation by Mark Hendrickson with The Hendrickson Company, to be followed by a general discussion of the possible revision to the FHFC's tax-exempt volume cap allocation system. The Chairman then recognized Mr. Hendrickson. Mr. Hendrickson said that it had come to his and other parties' attention that the Florida Division of Bond Finance ("FDOBF") is shopping for support in the Florida Legislature for a new system for allocating tax-exempt volume cap. He said that, as he understands it, the FDOBF is proposing a new system that will provide for a first come, first served system, that it would eliminate the present method of Regional Pools and that it would not allow for the carryforward of tax-exempt volume cap allocation so that it can be used over a period of years. He said that any entity that is awarded tax-exempt volume cap allocation would have nine months to use it. He said that by eliminating Regional Pools the local housing finance authorities ("HFAs") would not be able to compete. A general discussion then took place as to the effect of the proposed changes and what the local HFAs could or should be doing to protect the present system of allocating tax-exempt volume cap allocation. Mr. Hendrickson said that the local HFAs should be prepared to and get active by contacting the current and the incoming President of the Senate and the current and incoming Speaker of the House of

Representatives and advising them of the adverse impact that the possible proposed change would have on local HFAs and affordable housing in local housing markets. It was noted that the current President of the Senate is Kathleen Passidomo from Collier County. Mr. Burnett said that he had talked to Don Pickworth, Esquire, counsel for the Housing Finance Authority of Collier County, Florida about this issue and his contacting President Passidomo as he knows her personally. Mr. Burnett agreed to follow up on this by contacting Mr. Pickworth to get his assistance. The Chairman thanked Mr. Hendrickson for taking the time to bring this matter to the Authority's attention and asked him to keep the Authority up to speed on this matter and that he provide the Authority with any talking points that the members could use in the event that they are able to discuss this issue with the above mentioned legislators.

The Chairman then suggested that the Authority address the approval of the Authority's Minutes for its prior meeting. Thereafter, on motion duly made by Mr. Ferguson and seconded by Ms. Yates, the members of the Authority unanimously approved the minutes of the Authority's September 21, 2023, regular meeting.

The Chairman then recognized Mr. Mustian, Esquire. Mr. Mustian said that he thought that it might be appropriate at this time to bring certain matters to the attention of the members. He said that he and the other members of the Authority's Professional Staff have had numerous discussions with representatives of Dominion Development and Acquisitions, LLC, ("Dominium") the developer of the Crossings at Cape Coral and Aria Landings concerning both projects. He said that with respect to the Crossings at Cape Coral Project, Dominion wants to reduce the size of the Project to the original Application request of \$24,000,000 and that with respect to the Aria Landings Project, they want to increase the size of the request for volume cap allocation from \$50,000,000 up to \$74,000,000. Mr. Mustian said that Dominion is also requesting certain waivers for both Projects. Mr. Wranovix said that the waivers that Dominion is requesting are: (1) an upfront administrative fee versus an administrative fee over the life of the bonds; (2) personal guarantees; and (3) a corporate guarantee in lieu of a Payment and Performance Bond.

The Chairman then suggested that the Authority determine when it should have its November and December meetings. After a brief discussion it was agreed that the Authority's November meeting shall be held on November 16, 2023, and its December meeting shall be on December 7, 2023, with both meetings to be held at The Nunez Law Firm, 3610 Broadway, Fort Myers, Florida.

The Chairman then suggested that the members consider Item VI on the Authority's Agenda, i.e., consider, discuss and vote on the issuance of Housing Finance Authority of Lee County, Florida, as Issuer of its Multi-Family Mortgage Revenue Bonds, Series 2024, in the aggregate principal amount of not to exceed of \$26,000,000 of its tax-exempt bonds in connection with the proposed bond offering for financing the acquisition, construction and equipping of the 108-unit multifamily project known as Amaryllis Park Place III ("Amaryllis") located at 21st Street, approximately 500 feet southeast of the Intersection of 21st Street and Palmadelia Avenue, Sarasota, FL. The Chairman recognized Mr. Burnett. Mr. Burnett said that it had come to the

attention of the Authority's Professional Staff that Sarasota County had yet to invite the Authority to issue bonds in Sarasota County for this Project and, accordingly, the Professional Staff recommended that this matter be tabled until Sarasota County invites the Authority to issue bonds in Sarasota County for this Project. After a brief discussion, the members unanimously agreed to table this matter until Sarasota County invites the Authority to issue bonds for this Project in Sarasota County and, accordingly, no action was taken.

The Chairman next suggested that the members consider Item VII on the Authority's Agenda, i.e., consider, discuss and vote on the issuance of Housing Finance Authority of Lee County, Florida, as Issuer of its Multi-Family Mortgage Revenue Bonds, Series 2024, in the aggregate principal amount of not to exceed of \$23,000,000 of tax-exempt bonds in connection with the proposed bond offering for financing the acquisition, construction and equipping of the 93-unit multifamily project known as Lofts on Lemon II ("Lofts on Lemon") located at N Lemon Ave., southwest of the intersection of N Lemon Ave. and 9th Street, Sarasota, FL. The Chairman again recognized Mr. Burnett. Mr. Burnett said that, like the Project mentioned above, that it had come to the attention of the Authority's Professional Staff that Sarasota County had yet to invite the Authority to issue bonds in Sarasota County for this Project and, accordingly, the Professional Staff recommended that this matter be tabled until Sarasota County invites the Authority to issue bonds in Sarasota County for this Project. After a brief discussion, the members unanimously agreed to table this matter until Sarasota County invites the Authority to issue bonds for this Project in Sarasota County and, accordingly, no action was taken.

The Chairman next addressed Item VIII on the Authority's Agenda, i.e., consider, discuss and vote on the issuance of Housing Finance Authority of Lee County, Florida, as Issuer of its Single Family Mortgage Revenue Bonds Resolution of the Authority approving a plan of finance involving the issuance by the Authority of its Single Family Mortgage Revenue Bonds in one or more series, in the aggregate principal amount of not to exceed of \$50,000,000 pursuant to the Plan of Finance, the proceeds of which will be used to make available funds to purchase federally insured or guaranteed mortgage loans originated by participating local lending institutions to finance or refinance the purchase of new or existing owner-occupied single-family residences situated within Lee County, Florida, and by persons or families of low, moderate or middle income, to purchase securities from a master servicer evidencing interests in or backed by a pool of such mortgage loans, including, without limitation, securities issued by the federal government or agencies thereof or to be used in conjunction with a Mortgage Credit Certificate program or for multifamily housing, approving use of state-awarded private activity bond allocation for mortgage credit certificate programs or multifamily carry forward; authorizing the proper officers of the Authority to do all things necessary or advisable in connection with the plan of finance and ratifying prior actions regarding same; and providing an effective date for the Resolution. The Chairman recognized Mr. Mustian. Mr. Mustian said that the Authority had previously approved and adopted prior plans of finance and submitted them to the State Division of Bond Finance to allow the Authority to be able to obtain Tax Exempt Volume Cap Allocation ("Allocation") in advance to allow the Authority to better plan and more effectively use its Allocation. Further, due to the tremendous demand for Allocation, he suggested that the Authority adopt another plan of finance by adopting the proposed Resolution No. 23-05, that it conduct the

necessary Tax Equity Fiscal Responsibility Act (“TEFRA”) hearing and that it seek the Lee County Board of County Commissioners’ approval of the Resolution and TEFRA hearing so that the Authority can apply for the above-mentioned Allocation to be used in the future. After a brief discussion, on motion duly made by Ms. Yates and seconded by Mr. Ferguson, the members of the Authority unanimously approved Resolution No. 23-05, authorized the Authority to conduct a TEFRA hearing and to seek the Lee County Board of County Commissioners’ approval of same.

The Chairman next suggested that the Authority address Items IX and X. The Chairman recognized Mr. Burnett. Mr. Burnett said that Items IX and X were put on the Authority’s Agenda to approve the Minutes of the TEFRA hearings that were to have been held immediately following the Authority’s approval of the Amaryllis Project and the Lofts on Lemon Project and the issuance of Inducement Resolutions and Memorandums of Agreement for each Project. However, for the reasons stated above, given that no action was taken on either Project no TEFRA hearing was conducted for either Project. Therefore, no action is required of the Authority for either Item IX or Item X.

The Chairman next suggested that the Authority temporarily adjourn the meeting to conduct a TEFRA Hearing on the Authority’s just adopted Resolution 23-05 and its Plan of Finance. On a motion made by Mr. Ferguson and seconded by Mr. Villalobos, the members of the Authority agreed to temporarily adjourn the Authority’s meeting. The Chairman then recognized Mr. Burnett. Mr. Burnett said that his Office had published a Public Notice with the Fort Myers News-press for a TEFRA Hearing on the Authority’s Plan of Finance to be held on October 19, 2023, at 4:00 p.m. or as soon thereafter as possible on the assumption that the Authority would approve and adopt the above-mentioned Plan of Finance and adopt Resolution No. 23-05. He then said that he would like the members of the Authority to conduct a TEFRA Hearing on the Plan of Finance. The Chairman then opened the TEFRA Hearing. The Chairman noted that no members of the public were present. Thereafter, on motion duly made by Ms. Yates and seconded by Mr. Villalobos, the Chairman closed the TEFRA Hearing. Next, on a motion made by Ms. Yates and seconded by Mr. Ferguson, the members reconvened the Authority meeting. Mr. Burnett then suggested that the members of the Authority approve the Minutes of the TEFRA Hearing reflecting the results of the TEFRA Hearing. Ms. Yates then made a motion for the Authority to approve the Minutes of the just concluded TEFRA Hearing. The motion was seconded by Mr. Ferguson and unanimously approved by the members of the Authority.

The Chairman next suggested that the members consider Item XI on the Authority’s Agenda, i.e., consider and approve the Minutes for the Public Hearing conducted on October 19, 2023, in accordance with the Tax Equity Fiscal Responsibility Act (“TEFRA”) in connection with the Housing Finance Authority of Lee County, Florida, as Issuer of its Single Family Mortgage Revenue Bonds, in the aggregate amount of not to exceed \$50,000,000 in one or more series; approving use of state-awarded private activity bond allocation for mortgage credit certificate programs or multifamily carryforward. On motion duly made by Mr. Ferguson and seconded by Ms. Yates, the members of the Authority unanimously approved the Minutes of the TEFRA hearing held on October 19, 2023.

The Chairman next suggested that the members consider Item XII on the Authority's Agenda, i.e., consider, discuss and vote on the proposed Engagement Letter submitted by Markham Norton Mosteller Wright & Company, P.A. ("Markham Norton") for bookkeeping and accounting services to be rendered by them for the Authority for its fiscal year ended 9/30/23. Immediately thereafter, on a motion duly made by Mr. Frohme and seconded by Ms. Yates, the Authority unanimously approved the Engagement Letter proposed by Markham Norton and authorized the Authority's officers to execute it on behalf of the Authority.

The Chairman next suggested that the members consider Item XIII on the Authority's Agenda, i.e., consider, discuss and vote on the proposed Engagement Letter submitted by CliftonLarsonAllen ("CLA") for the audit and examination services to be rendered by them in connection with their audit of the Authority's financial statements for its fiscal year ending 9/30/23. Immediately thereafter, on a motion duly made by Mr. Frohme and seconded by Mr. Villalobos, the Authority unanimously approved the Engagement Letter proposed by CLA and authorized the Authority's officers to execute it on behalf of the Authority.

The Chairman next suggested that the members consider Item XIV on the Authority's Agenda, i.e., consider, discuss and vote on such agreements, resolutions, authorizations, funding, Interlocal Agreements, documents and related matters as are necessary for the Authority to proceed with or amend its Own a Home Opportunity Program ("OAHOP Program") with Raymond James and such other actions as may be appropriate. The Chairman recognized Mr. Wranovix. Mr. Wranovix said that there was not much going on in the Authority's OAHOP Program, primarily due to a very volatile interest rate environment.

The Chairman next addressed the Authority's consideration of Item XV on the Authority's Agenda, i.e., consider, discuss and possibly vote on obtaining an Errors and Omissions Liability Insurance Policy ("E & O Policy"). Mr. Burnett said that he had been dealing with Dan Keenan with Key Insurance & Financial Services ("Key Insurance"), that he had received a quote from him for an E & O Policy for the Authority for \$1,500, and that he had emailed a copy of the quote to each of the members. Immediately thereafter, on a motion duly made by Mr. Villalobos and seconded by Mr. Frohme, the members of the Authority unanimously agreed to accept the quote for E & O Insurance from Key Insurance and that Mr. Burnett should take whatever steps as are necessary to conclude the Authority's purchase of E & O Insurance from Key Insurance.

The Chairman next suggested that the Authority skip Item XVI due to time constraints and consider Item XVII on the Authority's Agenda, i.e., consider and discuss bills and invoices submitted to the Authority for approval and payment. The Chairman then recognized Ms. Yates. Ms. Yates said that she would like for the members of the Authority to approve and authorize the payment of the bills and invoices that were submitted for payment in September, all as set forth below:

September 2023

Ck # 1798 Florida ALHFA-Membership Dues

\$ 1,000.00

Ck # 1799 Lucas Ellis & Vivian Lastick	
Second Mortgage Overpayment	\$ 7,500.00
Ck # 1800 U.S. Bank- Reimburse for Gulotta	\$ 7,500.00
Ck # 1801 Philip L. Burnett, P.A. - Retainer/Fees/Admin/Other	\$ 10,433.18
Ck # 1802 Sadowski Education Effort-Contribution	\$ 20,000.00

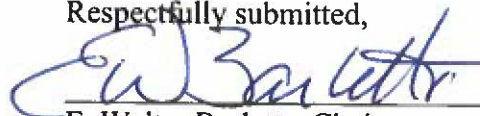
Immediately thereafter, on a motion duly made by Mr. Ferguson and seconded by Mr. Frohme, the members of the Authority approved the payment of the Authority's bills and invoices submitted for payment in September of 2023. Ms. Yates then advised the members that the six (6) month CD that the Authority has with the Edison National Bank will mature on 10/21/23 and that it is an automatic renewal CD that will mature on 4/21/24.

The Chairman then recognized Mr. Burnett. Mr. Burnett requested that the Authority issue a check in the amount of \$1,500 made payable to Key Insurance and Financial Services for the payment of the just approved purchase of E & O Insurance for the Authority. Thereafter, on a motion duly made by Mr. Villalobos and seconded by Mr. Frohme, the members of the Authority approved the issuance of a check made payable to Key Insurance & Financial Services for the Authority's purchase of E & O Insurance for the Authority.


The Chairman then suggested that the Authority address Item XVIII on the Authority's Agenda, i.e., such other matters as may come before the meeting. The Chairman recognized Ms. Yates. Ms. Yates said that although she has spent numerous hours working on it, she still is unable to obtain an EUI Number for the Authority or recertify the Authority with FHA/HUD. Mr. Burnett said that he wanted to confirm Ms. Yates' efforts because he had participated in numerous phone calls with Ms. Yates and Erikka Young with HUD trying to get the Authority recertified with HUD.

The Chairman then asked if anyone had anything further to bring before the Authority. There being no further business to come before the Authority, on motion duly made by Mr. Ferguson and seconded by Mr. Villalobos, the meeting was adjourned at 5:20 p.m.

Respectfully submitted,



 E. Walter Barletta, Chairman



 Kirk Frohme, Secretary

Approved at the 11/16/23
 Meeting of the Housing Finance
 Authority of Lee County, Florida