

BOARD MEETING MINUTES
Wednesday, October 13, 2010

A regular Board meeting of the Housing Finance Authority of Broward County, Florida, was held on Wednesday, October 13, 2010 at 110 NE 3rd Street, Suite 201, Fort Lauderdale, Florida. Chair, Brad Orvieto called the meeting to order at 5:30 p.m.

Present: Brad Orvieto, Chair
Jon Dorsey, Vice Chair
Kirk L. Frohme, Secretary
Robert McKinzie, Jr., Assistant Secretary
Bertha Smith, Member
Daniel D. Reynolds, Member
Donna Jarrett, Member
Jose "Pepe" Lopez, Member
Kenneth Thurston, Member

Staff: Noel Pfeffer, Deputy County Attorney
Purvi Bhogaita, Assistant County Attorney
Mary O'Donnell, Broward County Accounting Division
Norman Howard, Assistant to the Director
Elizabeth Kersting, Interim Administrative Assistant

Also Present: Deborah Zomermaand, Zomermaand Financial Advisory Services
Jeff DeCarlo, Adorno & Yoss
Philip Harloff, Raymond James & Associates
Andy Lafear, Regions Financial Corp
Barbara Buck, Regions Financial Corp
Vladimir Munoz, Regions Financial Corp
Kevin Dobrava, Regions Financial Corp
Susan Thorpe, Wells Fargo
Susan Tinsley, Wells Fargo
Liz Feezor, Bank of New York Mellon Trust
Tamara Ellis, Bank of New York Mellon Trust
Tom Radicioni, Bank of New York Mellon Trust
John Sabatier, RBC Capital Markets
Kyle Clayton, ZOM

CALLING OF THE ROLL

A Roll Call was taken and a quorum declared.

Chair, Brad Orvieto commended staff for the extensive work done in the preparation of the Matrix and other documents pertaining to the meeting and the HFA Trustee Servicers presentation. He stated that the format of documents helped in providing clarity of understanding to everyone.

Chair, Brad Orvieto made an announcement to the HFA Board members that Mary O'Donnell has been promoted as the new Director for the Broward County Accounting Division. Members and staff applauded Ms. Odonnell and extended congratulations.

CONSENT AGENDA (1 through 6)

1. Approval of August 11, 2010 Regular Meeting Minutes
2. Executive Report
3. Financial Reports
4. Florida Association of Local Housing Finance Authorities (\$1,000 Contribution)

MOTION TO AUTHORIZE Staff to pledge \$1,000 to the Florida Housing Coalition for the Sadowski Education Effort (2011 Legislative Session).

5. 2010 Single Family Bond Allocation

MOTION TO APPROVE Resolution of the Housing Finance Authority of Broward County, Florida, authorizing the issuance of not to exceed \$100,000,000 Single Family Mortgage Revenue Bonds (the "Bonds"), and providing for certain details thereof; approving the form of and authorizing the execution and delivery of a Trust Indenture with the Bank of New York Mellon Trust Company, N.A., as Trustee; appointing the Trustee, and designating the Trustee as Registrar, paying agent and rebate analyst for the bonds; authorizing the proper officers to do all things necessary or advisable; authorizing the validation of the bonds; and providing an effective date for this resolution.

6. 2011 Single Family Bond Allocation Request

MOTION TO APPROVE Resolution of the Housing Finance Authority of Broward County, Florida, authorizing the execution of a request for bond allocation in connection with the issuance of Single Family Mortgage Revenue Bonds and/or Single Family Mortgage Revenue Refunding Bonds; and providing an effective date.

Motion was made by Mr. Pepe Lopez, seconded by Mr. Robert McKinzie, Jr. to approve the Consent Agenda Items 1 through 6 for October 13, 2010. This motion was unanimously approved.

7. Presentations - Trustee Services RLI Number: 20101231-TS-1

Bank of New York Mellon Corporate Trust	5:45pm
Region Financial Corporation	6:05pm
Wells Fargo Corporate Trust	6:25pm

There was a presentation process for the HFA Trustee Services. Each firm was given instructions regarding timeline of 15 minutes (10 minutes for their presentations and 5 minutes for the questions and answers period). Attorney Noel Pfeffer explained the scoring sheets that were provided to each board member together with the ranking process stating that the top ranked applicant would receive 1 point, second ranked – 2 points; and third ranked – 3 points. Each presenter provided a history and background of their company, years of experience, their professional staff, financial standing and the type of service they provided as trustees. At the conclusion of the presentations provided by the firms, including the question and answer period, there was a tallying process by each board member, the three firms were ranked as follows:

Regions Financial Corporation	16 points	Ranked #1
Bank of New York Mellon Corporation	18 points	Ranked #2
Wells Fargo Corporate Trust	20 points	Ranked #3

Regions Financial Corporation was chosen as Trustee for the HFA.

Motion was made by Bertha Smith seconded by Mr. Kirk Frohme to accept the ranking of the board members whereby Regions Financial Corporation was chosen as Trustee for the HFA. This motion was unanimously approved.

ACTION ITEM

8. Monterra Apartments

Mr. Howard requested Board authorization to enter into an Interlocal Agreement with Florida Housing Finance Corporation pertaining to the tax-exempt bond portion of the financing for Monterra Apartments.

Financial Advisor, Debbie Zomermaand provided a background on Monterra Apartments which was awarded HFA allocation in 2009 for the development of a 300 unit multifamily community located within Cooper City. She made reference to the HFA's Board action at its June 9, 2010 meeting approving in concept: The transfer to Florida Housing Finance Corporation ("FHFC") HFA private activity bond allocation in an amount up to \$5,000,000 per development for Monterra Apartments and Sorrento at Miramar; subject to a final bond structure substantially as outlined within the June 9, 2010 agenda item; subject to

an Interlocal Agreement approved by the HFA Board and subject to any other matters required by the HFA Board. Ms. Zomermaand continued by stating that subsequent to the June 9, 2010 meeting the proposal has moved forward and the Developer has requested Board approval for two changes to the initial concept: 1) Request approval of HFA tax-exempt bond availability in an amount up to \$6,000,000 versus \$5,000,000. (She noted that the transaction is being structured as if HFA bonds were being issued but due to complications that exist with multiple Issuers within one bond transaction; only FHFC allocation will be utilized. All fees will be paid to the HFA as if the bonds were issued utilizing HFA allocation.); 2) the original concept contemplated the use of HFA allocation. Due to the factors listed within item (1) previously stated above, the Developer is requesting authorization allowing for the use of FHFC Private Activity Bond (“PAB”) allocation versus HFA PAB allocation. Ms. Zomermaand acknowledged Mr. Kyle Clayton’s presence at the meeting stating that he was the developer for Monterra Apartments, ZOM Inc. She mentioned that should the HFA Board approve this structure, the HFA revenues are anticipated to be \$30,000 payable at closing and a \$10,800 initial annual fee subject to reduction as the outstanding principal is repaid. She noted that the benefits of the allocation will still remain the same. The above modifications and all other conditions of the original concept were included within the Interlocal Agreement which was prepared by the County Attorney’s office.

There was discussion among the board members, professional team and HFA Counsel Attorney Noel Pfeffer with reference to the designated Trustee on this bond action. After discussion it was clarified that Bank of New York Trust will be the Trustee for this transaction. Members commented favorably on the Development and land location. Mr. Clayton confirmed that the development was in Cooper City at the northwest corner of Sheridan Street and University Drive. Ms. Zomermaand concluded that the closing of Monterra Apartments transaction is scheduled for December 15, 2010.

MOTION was made by Mr. Daniel Reynolds, seconded by Ms. Donna Jarrett to approve a Resolution of the Housing Finance Authority of Broward County, Florida (the “HFA”) approving the form and authorizing the execution and delivery of an Interlocal Agreement among the HFA, Broward County and the Florida Housing Finance Corporation (“Florida Housing”) relating to the issuance of bonds by Florida Housing for the purpose of financing the acquisition and construction of a multi-family residential development in Broward County, Florida to provide housing for persons and families of low and moderate income and known as Monterra Apartments; authorizing certain officials of the HFA to take all actions necessary in connection therewith; providing certain other findings and details with respect thereto; and providing an effective date. This motion was unanimously approved.

Mr. Kenneth Thurston left the meeting at 7:10pm

Information Item

9. Florida Housing Finance Corporation - 2011 Universal Cycle

Mr. Howard made reference to a letter sent by staff on August 11, 2010 to Mr. Steven Auger, Executive Director of Florida Housing Finance Corporation. He stated that the letter was sent to address public comments on issues/solutions pertaining to 2011 Universal Cycle and was presented to the board as an informational item.

10. Venice Home Apartments Project, Series 2001 A&B – Notice of Defaults

Mr. Howard made reference to correspondence received on September 20, 2010 from The Bank of New York Mellon Trust, N.A. providing various notices sent to Venice Homes Apartment Project noting their Default Status. Mr. Howard deferred the matter to Bank of New York who was present at the meeting for comments. Mr. Tom Radiocini of Bank of New York stated he received payments and the Developer's account is paid to date.

11. **MATTERS OF HFA MEMBERS**

Ms. Donna Jarrett announced that she was reappointed for another term to the HFA Board. Congratulations were extended to her by the HFA Board Members.

12. **MATTERS FROM THE FLOOR**

13. **NEXT BOARD MEETING**

November 10, 2010

14. **ADJOURNMENT**

Meeting was adjourned at 7:20pm.

Disclosure: The above captioned Minutes are transcribed in a summary format. To hear the full meeting, a compact disk of the meeting (#HFA 10-13-2010) can be provided after 24 hour notice to the administrative office at 954-357-4928