

**STATE OF FLORIDA
FLORIDA HOUSING FINANCE CORPORATION**

DIXIE COURT ASSOCIATES, LTD.

Petitioner,

vs.

CASE NO.: _____

FLORIDA HOUSING FINANCE CORPORATION

Respondent.

_____/

**PETITION FOR WAIVER OF RULE 67-48.004(14) AND RULE 67-48.004(1)(a) AND
PART II.A.2.a.(1) AND PART II.B.1. OF THE UNIVERSAL APPLICATION
INSTRUCTIONS FOR A CHANGE IN THE IDENTITY OF THE PETITIONER'S
DEVELOPER AND THE PETITIONER'S OWNERSHIP STRUCTURE**

Dixie Court Associates, Ltd. (the "Petitioner") hereby petitions the Florida Housing Finance Corporation (the "Corporation") for a waiver of the Corporation's prohibition on changes in the identity of an applicant's developer and an applicant's ownership structure. See Rule 67-48.004(14), F.A.C. (the "Developer Rule") and Rule 67-48.004(1)(a), F.A.C. (together with the Developer Rule, the "Rules"); Part II.A.2.a.(1), Universal Application Instructions – Housing Credit (HC) Program (the "Application Instructions"); and Part II.B.1., Application Instructions.

In support of its petition, the Petitioner states:

1. The address, telephone number, facsimile number and e-mail address of the Petitioner are:

Dixie Court Associates, Ltd.
437 SW 4 Avenue
Ft. Lauderdale, Florida 33315
(954) 525-6444
(954) 764-4604
philipg@hacfl.com

2. The contact person, along with contact information and relationship, for the Petitioner's Application – Housing Credit (HC) Program (the "Application") is:

Philip O. Goombs
437 SW 4 Avenue
Ft. Lauderdale, Florida 33315
(954) 525-6444
(954) 764-4604
philipg@hacfl.com

3. For purposes of this Petition, the address, telephone number and facsimile number of the Petitioner's attorneys are:

Michael H. Syme, Esq.
Cohen & Grigsby, P.C.
11 Stanwix Street, 15th Floor
Pittsburgh, PA 15222
(412) 297-4965
(412) 209-1990

Thad Kirkpatrick, Esq.
Cohen & Grigsby, P.C.
27200 Riverview Center Blvd., Suite 309
Bonita Springs, Florida 34134
(239) 390-1912
(239) 390-1901

4. The Petitioner timely submitted its Application in the 2005 cycle (Application #2005-037C) for the development named "Dixie Court Apartments" (the "Development").

5. At the time of the Petitioner's submittal of its Application, the Petitioner's Developer was HEF-Dixie Court Development, LLC (the "Authority Development Entity") as identified in its Application, which had the required experience to serve as the sole Developer of the Development; the Petitioner did not have any co-Developers (as the term is used in the Developer Rule and the Application Instructions). To verify the required experience of the Authority Developer Entity, the Petitioner has attached hereto an executed Developer Certification Form and the Developer's Prior Experience Chart for the Authority Developer Entity behind a tab labeled "Exhibit 11."

6. Further, at the time of the Petitioner's submittal of its Application, the Petitioner's General Partner was Dixie Court GP, Inc. (the "Authority GP Entity"), as identified in its Application.

7. The Authority Developer Entity and the Authority GP Entity are instrumentalities of the Housing Authority of the City of Fort Lauderdale (the "Authority").

8. Subsequent to the Petitioner filing its Application, the Authority decided it would be more efficient and in the best interests of the Development to engage Dixie Court Development, LLC (the "New Developer Entity") as a co-Developer, whereby the New Developer Entity would provide certain development services in connection with the Development.

9. As part of the negotiations to add the New Developer Entity as co-Developer, the Authority GP Entity has agreed to transfer 51% of its general partner interest in the Petitioner to TCG Dixie Court, LLC (the "New GP Entity"). The New GP Entity is affiliated with the New Developer Entity. The Authority GP Entity has agreed to execute all documents necessary in

connection therewith. As a benefit to the development, this transfer will enable the Petitioner to conduct procurement in the most cost effective manner possible, whereas without the transfer the Petitioner would be limited to the requirements of 24 C.F.R. Part 85.

10. Accordingly, the Petitioner seeks to: (i) have the Authority Developer Entity and the New Developer Entity be identified for purposes of the Application and all other purposes as the Petitioner's co-Developers; and (ii) have the Authority GP Entity and the New GP Entity be identified for purposes of the Application and all other purposes as the Petitioner's co-General Partners. The New Developer Entity has the required experience to serve as a co-Developer of the Development. To verify the required experience of the New Developer Entity, Petitioner has attached hereto an executed Developer Certification Form and the Developer's Prior Experience Chart for the New Developer Entity behind the tab labeled "Exhibit 11." As a result of the admission of the New Developer Entity as a general partner in the Petitioner, the New Developer Entity will own a 0.0051% general partner interest and the Authority GP will own a 0.0049% general partner interest.

11. Consequently, a waiver of the applicable Rules and Application Instructions is necessary to change the identification of the Petitioner's Developer and to change the Petitioner's ownership structure.

12. Section 420.501 through 420.516 of the Florida Statutes sets forth the Florida Housing Corporation Act (the "Act") which designates the Corporation as the State of Florida administrator for the State Housing Tax Credit Program to establish procedures necessary for the proper allocation of tax credits and to ensure the maximum use of available credits in order to encourage development of low-income housing and associated mixed-use projects in urban areas (the "Procedures"). See §§ 420.501, 420.5093, Fla. Stat. (2004). These Procedures are established in Rule Chapter 67, Florida Administrative Code. Accordingly, as set forth below, the Rules and the Application Instructions subject to Petitioner's waiver request are implementing, among other sections of the Act, the statutory authorization for the Corporation's establishment of Procedures for the State Housing Tax Credit Program. *Id.*

13. The prohibition on changing the identity of an Applicant's (as the term is used in the Developer Rule and the Application Instructions) Developer is found in the Developer Rule, which provides that:

"(14) Notwithstanding any other provision of these rules, there are certain items that must be included in the Application and cannot be revised, corrected or supplemented after the Application Deadline. Failure to submit these items in the Application at the time of the Application Deadline shall result in rejection of the Application without opportunity to submit additional information. Any attempted changes to these items will not be accepted. Those items are as follows:

(b) Identity of each Developer, including all co-Developers; . . . "

14. Further, the prohibition on changing the identity of an Applicant's Developer is found in Part II.B.1. of the Application Instructions, which provides that:

"1. Developer or principal of Developer (Threshold)

The identity of the Developer(s) listed in this Application may not change until construction or Rehabilitation/Substantial Rehabilitation of the Development is complete."

15. Rule 67-48.004(1)(a) defines the "Universal Application Package" and adopts its contents (including the Universal Application Instructions discussed more fully below) and incorporates them by reference into the foregoing Rule. Page 4 of the 2005 Universal Application Instructions (Part II.A.2.a(1)) provides as follows:

"If applying for HC, the Applicant must be a limited partnership (including a limited liability limited partnership) or a limited liability company. The Applicant entity shall be the recipient of the Housing Credits and cannot be changed until after a Final Housing Credit Allocation has been issued. Replacement of the Applicant or a material change (33.3% or more of the Applicant, a General Partner of the Applicant, or a member of the Applicant) in the ownership structure of the named Applicant prior to this time shall result in disqualification from receiving an allocation and shall be deemed a material misrepresentation. Changes to the limited partner of a limited partnership will not result in disqualification."

16. The facts stated in Paragraphs 4 through 11 above demonstrate the circumstances that justify the waivers to change the identification of the Petitioner's Developer and the Petitioner's change of ownership.

17. The requested waiver to change the identification of the Petitioner's Developer will not adversely impact the Development or the Corporation or be prejudicial to the Development or to the market to be served by the Development because the Authority Developer Entity and the New Developer Entity have the required experience to serve as co-Developers of the Development. However, the denial of the requested waiver will create a substantial hardship for the Petitioner, which the Petitioner believes will result in unnecessary delay and expense and make it impossible to complete the Development on time and within budget.

18. The requested waiver to change the Petitioner's ownership structure will not adversely impact the Development or the Corporation. However, the denial of the requested waiver will create a substantial hardship for the Petitioner, which the Petitioner believes will result in unnecessary delay and expense and make it impossible to complete the Development on time and within budget.

19. Further, the requested Rule and Application Instruction waivers to change the identification of the Petitioner's Developer and the Petitioner's ownership structure will further the Authority's public purpose of providing low-income housing for the residents of the City of Fort Lauderdale, Florida and the Corporation's and the Act's purpose of ensuring the maximum use of available credits in order to encourage development of low-income housing and associated mixed-use projects in urban areas.

20. The waivers being sought are permanent in nature.

21. Should the Corporation require additional information, the Petitioner is available to answer any questions and to provide any additional information necessary for consideration of this Petition.

WHEREFORE, the Petitioner respectfully requests that the Corporation:

A. Consider this Petition in conjunction with the Petitioner's Application;

B. Grant this Petition and all the relief requested herein;

C. Waive the prohibition on changing the identity of the Petitioner's Developer and the Petitioner's ownership structure by: (i) allowing the Authority Developer Entity and the New Developer Entity to be identified for purposes of the Application and all other purposes as the Petitioner's co-Developers; and (ii) allowing the admission of the New GP Entity as a co-General Partner and allowing the Authority GP Entity and the New GP Entity to be identified for purposes of the Application and all other purposes as the Petitioner's co-General Partners; and

D. Grant such further relief as may be deemed appropriate.

Respectfully submitted,

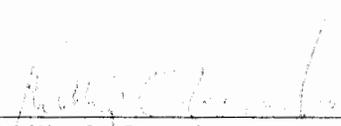
DIXIE COURT ASSOCIATES, LTD., a
Florida limited partnership

By: Dixie Court G.P., Inc., a Florida
corporation, its General Partner

By: 
Philip O. Goombs, President

CERTIFICATE OF SERVICE

The Petition is being served by facsimile and overnight delivery for filing with the Corporation Clerk for the Florida Housing Finance Corporation, 227 North Bronough Street, Suite 5000, Tallahassee, Florida 32301, with copies served by overnight delivery on the Joint Administrative Procedures Committee, Room 120, 600 Calhoun Street, The Holland Building, Tallahassee, Florida 32399-1300, April 5, 2006.



Philip O. Goombs

1050853_1

EXHIBIT 11

Please see attached documents.

**DEVELOPER OR PRINCIPAL OF DEVELOPER
CERTIFICATION**

Name of Development: Dixie Court Apartments

Name of Developer: HEF - Dixie Court Development, LLC

Name of principal of Developer, if applicable: Housing Authority of the City of Fort Lauderdale

Address of Developer: 901 Northwest 10th Avenue
Fort Lauderdale, FL 33311

Telephone No. of Developer: (954) 522-2485

Fax No. of Developer: (954) 524-8268

E-Mail Address (if available): philipg@hacfl.com

Relationship to Applicant: Applicant and Developer share common Principal

As the Developer or principal of the Developer of the referenced Development, I certify that I have the requisite skills, experience and credit worthiness to successfully produce the units proposed by this Application. I further certify that the design, plans, and specifications for the proposed Development will comply with all federal, state and local requirements and the requirements of the Federal Fair Housing Act as implemented by 24 CFR 100, Section 504 of the Rehabilitation Act of 1973, and Titles II and III of the Americans with Disabilities Act of 1990 as implemented by 28 CFR 35, incorporating the most recent amendments and other legislation, regulations, rules, and other related requirements which apply or could apply to the proposed Development. I have developed and completed; i.e., the certificate of occupancy has been issued for at least one building, at least two affordable rental housing developments, at least one of which consists of a total number of units no less than 50 percent of the total number of units in the Development proposed by this Application, as evidenced by the accompanying prior experience chart. I understand I am the Developer or principal of the Developer of record for this Development and that, if funded by the Corporation, I will remain in this capacity until the Development has been completed. I certify that neither the Developer, Applicant, any Principal or Financial Beneficiary has any existing Developments participating in Corporation programs that remain in non-compliance with the Code, applicable rule chapter, or applicable loan documents and for which any applicable cure period granted for correcting such non-compliance has ended. I further certify that the information provided within this Application is true and correct.

<u><i>Phillip O. Goombs</i></u>	<u>02/10/2005</u>	<u>Phillip O. Goombs</u>
Signature of Developer or principal of Developer	Date (mm/dd/yyyy)	Print or Type Name of Signatory
<u><i>Shawn Dewar</i></u>	<u>02/10/2005</u>	<u>Shawn Dewar</u>
Witness to Developer's or principal of Developer's Signature	Date (mm/dd/yyyy)	Print or Type Name of Signatory

APPLICANT'S CERTIFICATION

I certify that the Developer identified above will serve as the Developer of the proposed Development.

<u><i>Phillip O. Goombs</i></u>	<u>02/10/2005</u>	<u>Phillip O. Goombs</u>
Applicant's Signature	Date (mm/dd/yyyy)	Print or Type Name of Signatory
<u><i>Shawn Dewar</i></u>	<u>02/10/2005</u>	<u>Shawn Dewar</u>
Witness to Applicant's Signature	Date (mm/dd/yyyy)	Print or Type Name of Signatory

If this certification contains corrections or 'white-out', or if it is scanned, imaged, altered, or retyped, the Application will fail to meet threshold and will be rejected. The certification may be photocopied.

Developer Experience Chart

Name of Development	Location (City & State)	Affordable Housing Program	Total Number OF Units
William H. Lindsay Apartments	Fort Lauderdale, Florida	Section 8	68
Alan Apartments	Fort Lauderdale, Florida	Section 8 / Project Based Elderly	72

**DEVELOPER OR PRINCIPAL OF DEVELOPER
CERTIFICATION**

Name of Development: Dixie Court Apartments

Name of Developer: Dixie Court Development, LLC

Name of principal of Developer, if applicable: Lloyd J. Boggio

Address of Developer: 2950 SW 27th Avenue, Suite 200
Miami, FL 33133

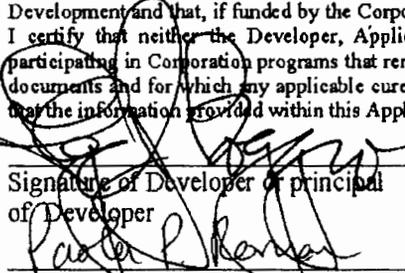
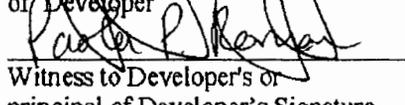
Telephone No. of Developer: 305-476-8118

Fax No. of Developer: 305-476-9674

E-Mail Address (if available): lboggio@carlisledevelopmentgroup.com

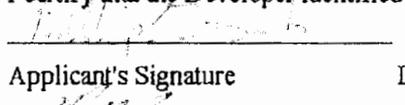
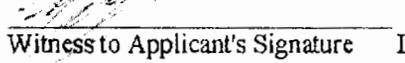
Relationship to Applicant: Boggio is a principal of Carlisle Development Group, LLC, sole member of the developer entity & principal of the GP entity, TCG Dixie Court, LLC

As the Developer or principal of the Developer of the referenced Development, I certify that I have the requisite skills, experience and credit worthiness to successfully produce the units proposed by this Application. I further certify that the design, plans, and specifications for the proposed Development will comply with all federal, state and local requirements and the requirements of the Federal Fair Housing Act as implemented by 24 CFR 100, Section 504 of the Rehabilitation Act of 1973, and Titles II and III of the Americans with Disabilities Act of 1990 as implemented by 28 CFR 35, incorporating the most recent amendments and other legislation, regulations, rules, and other related requirements which apply or could apply to the proposed Development. I have developed and completed; i.e., the certificate of occupancy has been issued for at least one building, at least two affordable rental housing developments, at least one of which consists of a total number of units no less than 50 percent of the total number of units in the Development proposed by this Application, as evidenced by the prior experience chart provided in this Application. I understand I am the Developer or principal of the Developer of record for this Development and that, if funded by the Corporation, I will remain in this capacity until the Development has been completed. I certify that neither the Developer, Applicant, any Principal or Financial Beneficiary has any existing Developments participating in Corporation programs that remain in non-compliance with the IRC, applicable rule chapter, or applicable loan documents and for which any applicable cure period granted for correcting such non-compliance has ended. I further certify that the information provided within this Application is true and correct.

	<u>03/20/2006</u>	<u>Lloyd J. Boggio</u>
Signature of Developer or principal of Developer	Date (mm/dd/yyyy)	Print or Type Name of Signatory
	<u>03/20/2006</u>	<u>Paola Palma Roman</u>
Witness to Developer's or principal of Developer's Signature	Date (mm/dd/yyyy)	Print or Type Name of Signatory

APPLICANT'S CERTIFICATION

I certify that the Developer identified above will serve as the Developer of the proposed Development.

	<u>03.31.2006</u>	<u>Michael H. Syme</u>
Applicant's Signature	Date (mm/dd/yyyy)	Print or Type Name of Signatory
	<u>03.31.2006</u>	<u>Michael H. Syme</u>
Witness to Applicant's Signature	Date (mm/dd/yyyy)	Print or Type Name of Signatory

If this certification contains corrections or 'white-out', or if it is scanned, imaged, altered, or retyped, the Application will fail to meet threshold and will be rejected. The certification may be photocopied.

PROJECT SPECIFIC EXPERIENCE

	Alapattah Gardens	Cameron Creek	Carifield Lakes	College Park	Country Manor	Douglas Pointe	Golf View Gardens	Heron Pond I	Jacaranda Trail	Jubilee Courtyards	Lake Mirror Tower	Lenox Court	Meridian West	Oaks at Omni	Oaks at Riverview	Oaks Trail
Real Estate																
Development Feasibility Studies	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Sale of Real Estate																
Real Estate Redevelopment	X		X	X	X	X	X	X	X	X	X	X	X	X	X	X
Zoning Approval																
Subdivision Approval	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Site Preparation	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Environmental Work	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Dedicated Infrastructure	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Master Planning																
Financing																
Financial Feasibility Studies	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
LHIC	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
HOPE VI	X															
County Financing Programs	X															
Historic Tax Credits																
FHA Multi-Family	X															
Fannie Mae DUS																
Federal Home Loan Bank																
Other Insurance Programs	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Affordable Housing Program	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
SAIL	X															
Bank Financing	X															
Bond Financing	X															
Bond Underwriting	X															
Tax Credit Syndicator	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Personal Guarantees	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Corporate Guarantees	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
STHP	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Construction																
Construction Contractor																
Construction Manager																
Infrastructure Construction																
Design Services																
Davis/Bacon Wage Reporting																
Property Management																
Marketing Plans/Lease Up	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Property Manager	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Site Maintenance	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Site Security	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Section 318(B)(7)(B)(E)																
Dollars Ftd as % of Total Development Cost																
Number of Persons Employed																
Miscellaneous																
Mixed Finance Proposal	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Regulatory Compliance	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Supportive Services	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Contact Information																
Agency	Miami-Dade County HFA	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Miami-Dade County HFA	Broward County HFA	Lee County HFA	Florida Housing Finance Corp.	Miami-Dade County HFA	Miami-Dade County HFA	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Florida Housing Finance Corp.	HOPE VI, Hillsborough County HFA	Florida Housing Finance Corp.
Telephone Number	305-372-7990	850-488-4197	850-488-4197	850-488-4197	850-488-4197	305-372-7990	954-765-6311	239-334-1922	850-488-4197	305-372-7990		850-488-4197	850-488-4198	850-488-4197	813-274-6673	850-488-4197
Contact Name	Pat Brayton	Jane Dixon	Jane Dixon	Wayne Corrier	Jane Dixon	Pat Brayton	Norman Howard	Phil Burnett	Jane Dixon	Pat Brayton		Jane Dixon	Jane Dixon	Jane Dixon	Maggie Taglianni	Jane Dixon

PROJECT SPECIFIC EXPERIENCE

	Orchard Park	Prospect Park	Santa Clara I	Santa Clara II	Sherwood Lake	Sonrise Villas	Summer-lake	Tuscany Lakes	Village Centre	Villas at Lake Smart	Westview Gardens	Willow Creek I	Willow Creek II
Real Estate													
Development Feasibility Studies	X	X		X	X	X	X	X	X	X	X	X	X
Sale of Real Estate													
Real Estate Redevelopment													
Zoning Approval	X	X	X	X	X	X	X	X	X	X	X	X	X
Subdivision Approval	X	X	X	X	X	X	X	X	X	X	X	X	X
Site Preparation	X	X	X	X	X	X	X	X	X	X	X	X	X
Environmental Work	X	X	X	X	X	X	X	X	X	X	X	X	X
Dedicated Infrastructure	X	X	X	X	X	X	X	X	X	X	X	X	X
Master Planning													
Financing													
Financial Feasibility Studies	X	X	X	X	X	X	X	X	X	X	X	X	X
LIHTC	X	X	X	X	X	X	X	X	X	X	X	X	X
HOPE VI													
County Financing Programs													
Historic Tax Credits													
FHA Multi-Family													
Fannie Mae DUS													
Federal Home Loan Bank													
Other Insurance Programs													
Affordable Housing Program	X	X	X	X	X	X	X	X	X	X	X	X	X
SAIF	X	X	X	X	X	X	X	X	X	X	X	X	X
Bank Financing	X	X	X	X	X	X	X	X	X	X	X	X	X
Bond Financing	X	X	X	X	X	X	X	X	X	X	X	X	X
Bond Underwriting	X	X	X	X	X	X	X	X	X	X	X	X	X
Tax Credit Synolicator	X	X	X	X	X	X	X	X	X	X	X	X	X
Personal Guarantees	X	X	X	X	X	X	X	X	X	X	X	X	X
Corporate Guarantees	X	X	X	X	X	X	X	X	X	X	X	X	X
SHIP	X	X	X	X	X	X	X	X	X	X	X	X	X
Construction													
Construction Contractor					X								
Construction Manager					X								
Infrastructure Construction					X								
Design Services					X								
Davis/Bacon Wage Reporting					X								
Property Management													
Marketing Plans/Lease Up	X	X	X	X	X	X	X	X	X	X	X	X	X
Property Manager	X	X	X	X	X	X	X	X	X	X	X	X	X
Site Maintenance	X	X	X	X	X	X	X	X	X	X	X	X	X
Site Security	X	X	X	X	X	X	X	X	X	X	X	X	X
Section 311B/E/W/B/E													
Dollars Paid as % of Total Dispmnt Cost			\$ 75,000	Under									
Number of Persons Employed			10%	Construction									
Miscellaneous													
Mixed Finance Proposal	X	X	X	X	X	X	X	X	X	X	X	X	X
Regulatory Compliance	X	X	X	X	X	X	X	X	X	X	X	X	X
Supportive Services	X	X	X	X	X	X	X	X	X	X	X	X	X
Contact Information													
Agency	Florida Housing Finance Corp.	Broward County HFA	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Hillsborough County HFA	Florida Housing Finance Corp.	Broward County HFA	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Florida Housing Finance Corp.	Sarasota County HFA
Telephone Number	850-488-4197	954-765-5311	850-488-4197	850-488-4197	813-274-6673	850-488-4197	954-765-5311	850-488-4197	850-488-4197	850-488-4197	850-488-4197	850-488-4197	239-334-1922
Contact Name	Jane Dixon	Norman Howard	Jane Dixon	Jane Dixon	Maggie Taglianni	Jane Dixon	Norman Howard	Jane Dixon	Jane Dixon	Wayne Conner	Jane Dixon	Jane Dixon	Phil Burnett