

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF COMMISSIONERS
of the
HOUSING AUTHORITY OF THE CITY OF FORT LAUDERDALE
5:00 PM Thursday, January 11, 2007
437 SW 4 Avenue • Fort Lauderdale, Florida • 33315 • (954) 525-6444**

Item 1. ROLL CALL

The meeting was called to order and the following answered present: Robert Kelley, Chair; Quinn Fazio Goodchild, Vice Chair; Shirley Carson; Nicholas Tranakas; James Camp III. Also attending were Board Attorney, Jacob Horowitz and Special Counsel for the Dixie Court Re-development Project, Michael Syme of Cohen & Grigsby.

Absent: none

Item 2. REVIEW AND APPROVAL OF THE JANUARY 11, 2007 AGENDA

The Agenda was reviewed and two items were added, one item to old business (Joe Newman litigation legal bills) and one item to new business (Lease between Section 8 department & Affordable Housing) Commissioner Tranakas moved approval; Commissioner Goodchild seconded. All voted in the affirmative.

Item 3. REVIEW AND APPROVAL OF THE DECEMBER 14, 2006 REGULAR MINUTES

The Minutes were reviewed and two corrections were noted (Item 5 old business) Commissioner Tranakas moved approval; Commissioner Camp seconded. All voted in the affirmative to the approval as amended.

Item 3. A REVIEW AND APPROVAL OF THE DECEMBER 28, 2006 SPECIAL MINUTES

The Minutes were reviewed and no corrections or changes noted. Commissioner Camp moved approval; Commissioner Carson seconded. All voted in the affirmative.

Item 4. SECRETARY'S REPORT

Note:

A motion was requested to rescind all board actions on the items from the December 28, 2006 special board meeting. Commissioner Camp moved the motion to approve. Commissioner Tranakas seconded. All voted in the affirmative.

1. Authorizing Appointment of Directors for Dixie Court GP, Inc.

This item was discussed and tabled at the December 28, 2006 special board meeting. Attorney Michael Syme and the E.D. presented this item to the Board for review and approval. The Board was requested to adopt **Resolution 1139** approving same.

Commissioner Tranakas moved to approve **Resolution 1139** authorizing the appointment of the Housing Authority Board members: James Camp III; Shirley Carson; Nicholas Tranakas; Robert Paul Kelley; and Quinn Fazio Goodchild as Directors of Dixie Court GP, Inc., a Florida Corporation which has the Housing Authority of the City of Fort Lauderdale (HACFL) as its sole shareholder. Commissioner Camp seconded. All voted in the affirmative.

The E. D. requested a motion to adjourn this portion of the meeting (until after the Dixie Court GP, Inc. items were completed.)

Commissioner Goodchild moved the motion to adjourn the meeting of the HACFL temporarily; Commissioner Tranakas seconded. All voted in the affirmative.

The meeting was adjourned to discuss Dixie Court GP, Inc.

The annual meeting of Dixie Court GP, Inc. was called to order and the following motions were presented:

Board of Directors

1. Election of Officers

The Directors of Dixie Court GP, Inc. were requested to elect the Officers. Commissioner Robert Kelley was elected President and Tam English was elected Secretary and Treasurer.

2. Changing Registered Agent

This item was discussed and tabled at the December 28, 2006 special board meeting.

The Directors agreed that the registered agent for the Dixie Court GP, Inc. be changed to Tam English.

- 3. Approving participation in revitalizing certain real property located in Fort Lauderdale, Broward County, Florida known as Dixie Court Apartments public housing development**
HACFL organized Dixie Court Associates, Ltd., a Florida partnership, to own Dixie Court I. Dixie Court GP, Inc. is the sole general partner of Dixie Court Associates, Ltd. The Board of Directors of Dixie Court GP, Inc. therefore approved the revitalization, authorizing the Officers to negotiate, execute and deliver the various documents to go forward with the revitalization of Dixie Court. The Board of Directors of Dixie Court GP, Inc. also confirmed and ratified all action taken by the Officers with respect to the transactions contemplated by the revitalization prior to the date hereof and in particular ratified and approved (i) the Dixie Court Associates, Ltd.'s application for and receipt of low-income housing tax credits allocated pursuant to Section 42 of the Internal Revenue Code of 1986, as amended, and (ii) Dixie Court GP, Inc.'s agreement to transfer 51% of its general partner interest in Dixie Court Associates, Ltd. to TCG Dixie Court, LLC.

4. Approving Amendments to Limited Partnership Agreement of Dixie Court Associates, Ltd. (Attachment 1)

Attorney Michael Syme reviewed the changes/amendments to the Limited Partnership Agreement of Dixie Court Associates, Ltd. with the Board:

Summary of amendments:

- a) the First Amendment effects the transfer of 51% of Dixie Court GP, Inc.'s general partner interest in Dixie Court Associates, Ltd. to TCG Dixie Court, LLC and (ii) changes the limited partner of Dixie Court Associates, Ltd. from Philip Goombs to Lloyd J. Boggio.
 - b) in order to effect the revitalization and utilize the award of Low Income Housing Tax Credits awarded to Dixie Court Associates, Ltd., the Second Amendment admits Columbia Housing/PNC Institutional Fund XX Limited Partnership, a Massachusetts limited partnership, as the investment limited partner of Dixie Court Associates, Ltd. and admits Columbia Housing SLP Corporation, an Oregon corporation, as the special limited partner of Dixie Court Associates, Ltd.
- 5. Approving Change in Registered Agent and Address of Dixie Court Associates, Ltd.**
With the change in the ownership structure, the Directors agreed that the registered agent of Dixie Court Associates, Ltd. be changed to Brian J. McDonough, Esq. The address of Dixie Court Associates, Ltd. was changed to 2950 S.W. 27TH Avenue, Suite 200, Miami, FL 33133.

6. Approving Pledge to Columbia Housing/PNC Institutional Fund XX Limited Partnership and Columbia Housing SLP Corporation. (Attachment 2)

Dixie Court Associates, Ltd. has negotiated a predevelopment advance from Columbia Housing/PNC Institutional Fund XX Limited Partnership. In order for Dixie Court Associates, Ltd. to obtain the advance, Dixie Court GP, Inc. must pledge the following to Columbia Housing/PNC Institutional Fund XX Limited Partnership and Columbia Housing SLP Corporation:

All of the general partner interests of Dixie Court GP, Inc. in Dixie Court Associates, Ltd., and the proceeds and products thereof, including, without limitation, all distributions and other property, rights and interests that the undersigned is at any time entitled to receive on account of such interests, and all payments due or paid to the undersigned or any of its affiliates by Dixie Court Associates, Ltd. as fees, returns of capital, distributions, repayments of loans or advances or for any other purpose.

7. Ratifying Execution of Ground Lease. (Attachment 3)

Attorney Michael Syme reviewed this item with the Board. On August 1, 2006, HACFL entered into a Ground Lease with the owner entity for the Dixie Court property, Dixie Court Associates, Ltd., to be able to obtain tax credits from Florida Housing Finance Corp. TCG Dixie Court, LLC, in anticipation of its role as managing general partner of Dixie Court Associates, Ltd. executed the Ground Lease. The execution of the Ground Lease by TCG Dixie Court, LLC was ratified and approved.

8. Ratifying Execution of 2006 Carryover Allocation Agreement. (Attachment 4)

Attorney Michael Syme reviewed this item with the Board. TCG Dixie Court, LLC, in anticipation of its role as managing general partner of Dixie Court Associates, Ltd. executed a 2006 Carryover Allocation Agreement with the Florida Housing Finance Corporation on September 28, 2006. The execution of the 2006 Carryover Allocation Agreement by TCG Dixie Court, LLC was ratified and approved.

9. Approving Prior Lawful Actions and Appropriate Actions in the Best Interest of the Dixie Court GP, Inc.

Director Camp moved the motion to approve items 1 through 9 on the Dixie Court GP, Inc. Agenda. Director Goodchild seconded. Commissioner Tranakas moved to ratify and approve all lawful actions heretofore taken on behalf of Dixie Court GP, Inc. by the officers of Dixie Court GP, Inc. that are in the best interest of Dixie Court GP, Inc.; Director Camp seconded. All voted in the affirmative.

Attorney Michael Syme provided additional information, with the aid of a flowchart, on the entities and how they work.

The foregoing items 1 through 9 were moved to be approved by the Board, duly seconded and unanimously adopted.

The Secretary requested adjournment of Dixie Court GP, Inc. meeting. Director Tranakas moved the motion to adjourn the Dixie Court GP, Inc. meeting. Director Carson seconded. All voted in the affirmative.

Commissioner Tranakas moved to reconvene the HACFL meeting. Commissioner Carson seconded. All voted in the affirmative.

SECRETARY'S REPORT CONTINUED

1. Selection of Developer for Dixie Court Perimeter

HACFL received three proposals in response to the RFQ for the development of the Dixie Court Perimeter: The E.D. reviewed the selection criteria and scoring with the Board and presented the recommendation of the selection committee, which was the Carlisle Development Group, LLC.

Commissioner Camp moved the motion to accept the Carlisle Development Group, LLC as the developer for the Dixie Court Perimeter; Commissioner Goodchild seconded. All voted in the affirmative.

2. Selection of Developer for Dr. Kennedy Homes

HACFL received two proposals in response to the RFQ for the development of Dr. Kennedy Homes. The E.D. reviewed the selection criteria and scoring with the Board and presented the recommendation of the selection committee, which was the Carlisle Development Group, LLC .

Commissioner Goodchild moved the motion to accept the Carlisle Development Group, LLC as the developer for the Dr. Kennedy Homes redevelopment; Commissioner Camp seconded. All voted in the affirmative.

3. Executive Director Employment Contract

Commissioner Kelley informed the Board that he received the verification letter from HUD authorizing clearance for Tam English.

This item was presented to the Board for review. The Board discussed this item and there were some minor issues to be adjusted. The Board requested that this item be deferred to the February Board meeting. The Commissioners will convey their respective thoughts/input to Attorney Frank Henry and Tam English will also identify his concerns. Attorney Frank Henry will revise and forward the contract to the Commissioners prior to the next Board meeting.

Commissioner Kelley requested that the Financial Advisor, Packard Consulting, and the Developer, Carlisle Development Group, be invited to attend a board meeting for introduction to the new Commissioners and that a workshop and site visits be arranged for the benefit of the new Commissioners.

Per the Board's request, the Board Attorney will present a brief overview on the issues of the Sunshine Law as it pertains to the Commissioners at the next Board meeting.

Item 5. OLD BUSINESS

1. Joe Newman Litigation Bills

This item was deferred to the February board meeting; further explanation required from Attorney Henry regarding the grand total for legal fees.

Item 6. NEW BUSINESS

1. Lease between the Section 8 Department & Affordable Housing

This item was deferred to the February Board Meeting. The Lease between the Section 8 Department & Affordable Housing Department will be sent to the Board Attorney for review and discussion at the next Board meeting.

There being no further discussion, the meeting was adjourned.

Commissioner

ATTEST:

Secretary