

THE HOUSING AUTHORITY OF THE CITY OF FORT MYERS, FLORIDA

October 12, 2021

Melissa Levy Assistant Director of Multifamily Programs – Housing Credits Florida Housing Finance Corporation 227 North Bronough Street Tallahassee, Fl. 32301

Re: Bonair Towers, LLLP - RFA 2020-204 (2021-044C)

Dear Ms. Levy:

Bonair Towers, LLLP (the "Applicant") is the applicant of Application No. 2021-044C pertaining to:

- · Development Name: Bonair Towers
- Development Address: 1915 Halgrim Avenue, Fort Myers
- · County: Lee
- Developers: Southwest Florida Affordable Housing Choice Foundation, Inc. (an instrumentality of the Housing Authority of Fort Myers) and Bonair Towers Developer, LLC were named in the Application – By this letter, Applicant seeks to substitute Bonair Towers MBS Member, LLC for Bonair Towers Developer, LLC
- · Number of Units: 101 Acquisition and Rehab
- · Type: High-Rise
- Set Asides: 20% at or below 33% AMI and 79% at or below 60% AMI
- Demographics: Elderly, Non-ALF
- Funding: 9% HC of \$ 1,484,000 annually; CHIRP funds¹

224 Renaissance Preserve Way Fort Myers, FL 33916 - Phone: (239) 344-3220 - Fax: 239-344-3268 - Website: www.hacfm.org







Petitioner has not formally determined to accept the CHIRP funds.

Applicant seeks approval pursuant to Rule 67-48.004(3)(a)-(b), F.A.C. (6/23/20)2 and the RFA ("Once the Carryover Allocation Agreement has been executed by all parties, (a) replacement of the Applicant or a material change in the ownership structure of the named Applicant will require Board approval prior to the change The Principals of each Developer identified in the Application, including all coDevelopers, may be changed only by written request of an Applicant to Corporation staff and approval of the Board") to change one of the co-developers (i.e., Bonair Towers Developer) and two principals of the Applicant. See Developer's Current Organizational Structure, attached as Exhibit A; and Developer's Proposed Organizational Structure, attached as Exhibit B. The Housing Authority of the City of Fort Myers recently had to terminate co-developer Bonair Towers Developer and proceed with Bonair Towers MBS Member, LLC. Because the principal of the developer entity was also incorporated into the Applicant's organizational structure, Applicant needs approval to make this change. Additionally, the Housing Authority of the City of Fort Myers seeks to insert a new general partner at the first level, which will push the current general partner to the second level.

Please allow this letter to serve as a formal request for approval to make the following changes:

> Developer Change: Replace Bonair Towers Developer, LLC with Bonair Towers MBS Member, LLC. The sole member and manager of Bonair Towers MBS Member, LLC is MBS Fort Myers Redevelopment Corporation, whose principals comprise: Richard D. Baron (Director, 50% owner), Vincent R. Bennett (Director, President, 50% owner), Hilary B. Zimmerman (VP, Secretary), Kim Hartmann (VP, Treasurer, Assistant Secretary), Brock Armstrong (VP) and Jerry Stone (VP), No change is being made to the organizational structure of co-developer Southwest Florida Affordable Housing Choice Foundation, Inc.





² Rule 67-48.004(3)(a)-(b), F.A.C. (6/23/20) states: "For the SAIL, HOME and Housing Credit Programs, notwithstanding any other provision of these rules, the following items as identified by the Applicant in the Application must be maintained and cannot be changed by the Applicant after the applicable submission, unless provided otherwise below: (a) Name of Applicant or Developer entity(s); notwithstanding the foregoing, the name of the Applicant or Developer entity(s) may be changed only by written request of an Applicant to Corporation staff and approval of the Corporation after the Applicant has been invited to enter credit underwriting. With regard to said approval, the Corporation shall consider the facts and circumstances of each Applicant's request, inclusive of validity and consistency of Application documentation; (b) Principals of each Developer, including all co-Developers; notwithstanding the foregoing, the Principals of the Developer(s) may be changed only by written request of an Applicant to Corporation staff and approval of the Board after the Applicant has been invited to enter credit underwriting. With regard to said approval, the Board shall consider the facts and circumstances of each Applicant's request, inclusive of validity and consistency of Application documentation."

Applicant's Principal Changes: One of the principals of the terminated co-developer was incorporated into Applicant's organizational structure. Accordingly, Applicant also seeks Board approval to remove Archway Bonair, LLC from the Applicant's structure at the first level. Currently, Archway Bonair, LLC is the special limited partner of applicant Bonair Towers, LLLP. If this request is granted, Archway Bonair, LLC will be replaced by Bonair Towers MBS Member, LLC. See Applicant's Current Organizational Structure, attached as Exhibit C; and Applicant's Proposed Organizational Structure, attached as Exhibit D. The sole member and manager of Bonair Towers MBS Member, LLC is MBS Fort Myers Redevelopment Corporation. The principals of MBS Fort Myers Redevelopment Corporation are Richard D. Baron (Director, 50% owner), Vincent R. Bennett (Director, President, 50% owner), Hilary B. Zimmerman (VP, Secretary), Kim Hartmann (VP, Treasurer, Assistant Secretary), Brock Armstrong (VP) and Jerry Stone (VP).

Separately, the Housing Authority of the City of Fort Myers requested a material change to the General Partnership; specifically, to replace the Southwest Florida Affordable Housing Choice Foundation, Inc. with Bonair Towers Nonprofit GP, Inc. at the first level. Southwest Florida Affordable Housing Choice Foundation, Inc. would then move to the second level and its principals (natural person officers)3 would move to the third level. As the new general partner, Bonair Towers Nonprofit GP, Inc. will substantially and materially participate in the management and operation of the Development by being responsible for the Development's operations and management.

Please advise if you have any comments or questions.

Respectfully,

Executive Director

³ Specifically, the officers of Southwest Florida Affordable Housing Choice Foundation, Inc. are: Mattie Young (Vice Chairwoman); Bruce Strayhorn (Chairman); Israel Suarez (Director); Meg Geltner (Director); Richard Fain (Director); Marcia Davis (President/Executive Director); and Sieglinde Chambliss (Secretary, Treasurer).

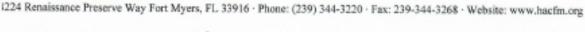
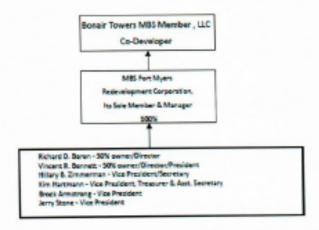




Exhibit A - Co-Developer's Current Organizational Structure



Exhibit B - Co-Developer's Proposed Organizational Structure



⁴ No change is being requested to the structure of co-developer Southwest Florida Affordable Housing Choice Foundation, Inc. per this letter or the letter of July 25, 2022.







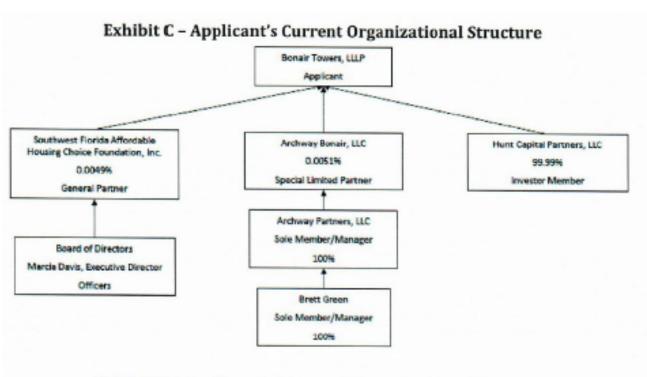
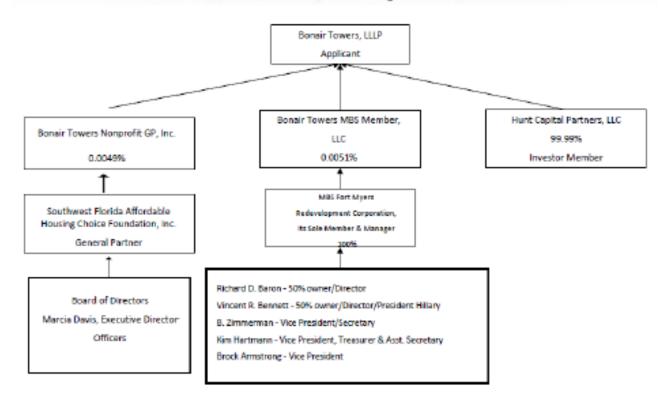


Exhibit D - Applicant's Proposed Organizational Structure





Current Applicant Organizational Structure

Exhibit D Page 6 of 11

Principal Disclosures for the Applicant

APPROVED for HOUSING CREDITS FHFC Advance Review Received 9.25.20; Approved 9.30.20

Select the organizational structure for the Applicant entity:

The Applicant is a: Limited Partnership

Provide the name of the Applicant Limited Partnership:

First Principal Disclosure Level:			
Click here for Assist	tance with Completin	ng the Entries for the First Lev	vel Principal Disclosure for the Applicant
	First Level Selec	ct Type of Principal of	
	Entity #	<u>Applicant</u>	Enter Name of First Level Princip

st Level	Select Type of Principal of		Select organizational structure	
Entity #	<u>Applicant</u>	Enter Name of First Level Principal	of First Level Principal identified	% Ownership of Applicant
1.	General Partner	Southwest Florida Affordable Housing Choice Foundation, Inc.	Non-Profit Corporation	0.0051%
2.	Non-Investor LP	Archway Bonair, LLC	Limited Liability Company	0.0049%
3.	Investor LP	Archway Partners, LLC	Limited Liability Company	99.9900%

Second Principal Disclosure Level:

Bonair Towers, LLLP

Click here for Assista	Click here for Assistance with Completing the Entries for the Second Level Principal Disclosure for the Applicant					
Select the corresponding First						
Level Principal Entity # from		Select the type of Principal				
above for which the Second	Second	being associated with the		Select organizational structure		
Level Principal is being	Level	corresponding First Level		of Second Level Principal	Second Level Principal %	
identified	Entity #	Principal Entity	Enter Name of Second Level Principal	<u>identified</u>	Ownership of First Level Principal	
1. (Southwest Florida Affordable H	1.A.	Executive Director	Davis, Marcia	Natural Person		
1. (Southwest Florida Affordable H	1.B.	Officer/Director	Davis, Marcia	Natural Person		
1. (Southwest Florida Affordable H	1.C.	Officer/Director	Suarez, Israel	Natural Person		
1. (Southwest Florida Affordable H	1.D.	Officer/Director	Hogg, Douglas A.	Natural Person		
1. (Southwest Florida Affordable H	1.E.	Officer/Director	Geltner, Margaret M.	Natural Person		
1. (Southwest Florida Affordable H	1.F.	Officer/Director	Fain, Richard	Natural Person		
1. (Southwest Florida Affordable H	1.G.	Officer/Director	D'Alesandro, Joseph P.	Natural Person		
1. (Southwest Florida Affordable H	1.H.	Officer/Director	Young, Mattie	Natural Person		
1. (Southwest Florida Affordable H	1.I.	Officer/Director	Strayhorn, Bruce	Natural Person		
2. (Archway Bonair, LLC)	2.A.	Sole Member	Archway Partners, LLC	Limited Liability Company	100.0000%	

Third Principal Disclosure Level:

Bonair Towers, LLLP

Click here for Ass	Click here for Assistance with Completing the Entries for the Third Level Principal Disclosure for the Applicant						
Select the corresponding							
Second Level Principal Entity #		Select the type of Principal		The organizational structure of			
from above for which the Third		being associated with the		Third Level Principal identified			
Level Principal is being	Third Level	corresponding Second Level	Enter Name of Third Level Principal	Must be either a Natural Person	3rd Level Principal % Ownership		
<u>identified</u>	Entity #	Principal Entity	who must be either a Natural Person or a Trust	or a Trust	of 2nd Level Principal		
	2 4 (4)		0		400.00000/		
2.A. (Archway Partners, LLC)	2.A.(1)	Sole Member	Green, Brett	Natural Person	100.0000%		
2.A. (Archway Partners, LLC)	2.A.(1)	Sole Member	Green, Brett	Natural Person	100.0000%		

Proposed Applicant Organizational Structure Page 7 of 11

Principal Disclosures for the Applicant

Select the organizational structure for the Applicant entity:

The Applicant is a: Limited Partnership

Provide the name of the Applicant Limited Partnership:

Bonair Towers, LLLP % Ownership input features will not be made available until invitation to credit underwriting

First Principal Disclosure Level:

2.00.000.0 20.00.				
Click here for Assistance with Co	mpleting the Entries for the Fi	rst Level Principal Disclosure for the Applicant	•	
First Level	Select Type of Principal of		Select organizational structure	
Entity #	<u>Applicant</u>	Enter Name of First Level Principal	of First Level Principal identified	% Ownership of Applicant
1.	General Partner	Bonair Towers Nonprofit GP, Inc.	Non-Profit Corporation	0.0049%
2.	Non-Investor LP	Bonair Towers MBS Member, LLC	Limited Liability Company	0.0051%
3.	Investor LP	Hunt Capital Partners, LLC	Limited Liability Company	99.9900%

Second Principal Disclosure Level:

Bonair Towers, LLLP

Click here for Assistar	nce with Com	onleting the Entries for the Sec	cond Level Principal Disclosure for the Applicant		
Select the corresponding First	ice with con	iproting the Entires for the Sec	sona zever rimopar bisalosare for the ripphoane		
Level Principal Entity # from		Select the type of Principal			
above for which the Second	Second	being associated with the		Select organizational structure	
Level Principal is being	<u>Level</u>	corresponding First Level		of Second Level Principal	Second Level Principal %
<u>identified</u>	Entity #	Principal Entity	Enter Name of Second Level Principal	<u>identified</u>	Ownership of First Level Principal
Bonair Towers Nonprofit GP, Inc.	Bo.A.	Executive Director	Marcia Davis	Natural Person	100.0000%
2. (Bonair Towers MBS Member, LI	2.A.	Sole Member	MBS Fort Myers Redevelopment Corporation	For-Profit Corporation	100.0000%
2. (Bonair Towers MBS Member, LI	2.B.	Manager	MBS Fort Myers Redevelopment Corporation	For-Profit Corporation	0.0000%
Bonair Towers Nonprofit GP, Inc.	Bo.B.	Officer/Director	D'ALESSANDRO, JOSEPH	Natural Person	0.0000%
Bonair Towers Nonprofit GP, Inc.	Bo.C.	Officer/Director	YOUNG, MATTIE	Natural Person	0.0000%
Bonair Towers Nonprofit GP, Inc.	Bo.D.	Officer/Director	SUAREZ, ISRAEL	Natural Person	0.0000%
Bonair Towers Nonprofit GP, Inc.	Bo.E.	Officer/Director	HOGG, DOUGLAS	Natural Person	0.0000%
Bonair Towers Nonprofit GP, Inc.	Bo.F.	Officer/Director	STRAYHORN, BRUCE	Natural Person	0.0000%
Bonair Towers Nonprofit GP, Inc.	Bo.G.	Officer/Director	GELTNER, MEG	Natural Person	0.0000%
Bonair Towers Nonprofit GP, Inc.	Во.Н.	Officer/Director	DAVIS, MARICA	Natural Person	0.0000%
Bonair Towers Nonprofit GP, Inc.	Bo.I.	Officer/Director	FAIN, RICHARD	Natural Person	0.0000%

Third Principal Disclosure Level:

Bonair Towers, LLLP

Select the corresponding	stance with co	ompleting the Entries for the fi	nird Level Principal Disclosure for the Applicant		
Second Level Principal Entity #		Select the type of Principal		The organizational structure of	
from above for which the Third		being associated with the		Third Level Principal identified	
Level Principal is being	Third Level	corresponding Second Level	Enter Name of Third Level Principal	Must be either a Natural Person	3rd Level Principal % Ownership
<u>identified</u>	Entity #	<u>Principal Entity</u>	who must be either a Natural Person or a Trust	<u>or a Trust</u>	of 2nd Level Principal
2.A. (MBS Fort Myers Redevelopment	2.A.(1)	Shareholder	Bennett, Vincent R.	Natural Person	50.0000%
2.A. (MBS Fort Myers Redevelopment	2.A.(2)	Shareholder	Baron, Richard D.	Natural Person	50.0000%
2.B. (MBS Fort Myers Redevelopment	2.B.(1)	Shareholder	Bennett, Vincent R.	Natural Person	50.0000%
2.B. (MBS Fort Myers Redevelopment	2.B.(2)	Shareholder	Baron, Richard D.	Natural Person	50.0000%
2.A. (MBS Fort Myers Redevelopment	2.A.(3)	Officer/Director	Bennett, Vincent R.	Natural Person	
2.A. (MBS Fort Myers Redevelopment	2.A.(4)	Officer/Director	Baron, Richard D.	Natural Person	
2.A. (MBS Fort Myers Redevelopment	2.A.(5)	Officer/Director	Hillary Zimmerman	Natural Person	
2.A. (MBS Fort Myers Redevelopment	2.A.(6)	Officer/Director	Kim Hartmann	Natural Person	
2.A. (MBS Fort Myers Redevelopment	2.A.(7)	Officer/Director	Brock Armstrong	Natural Person	
2.A. (MBS Fort Myers Redevelopment	2.A.(8)	Officer/Director	Jerry Stone	Natural Person	
2.B. (MBS Fort Myers Redevelopment	2.B.(3)	Officer/Director	Bennett, Vincent R.	Natural Person	
2.B. (MBS Fort Myers Redevelopment	2.B.(4)	Officer/Director	Baron, Richard D.	Natural Person	
2.B. (MBS Fort Myers Redevelopment	2.B.(5)	Officer/Director	Hillary Zimmerman	Natural Person	
2.B. (MBS Fort Myers Redevelopment	2.B.(6)	Officer/Director	Kim Hartmann	Natural Person	
2.B. (MBS Fort Myers Redevelopment	2.B.(7)	Officer/Director	Brock Armstrong	Natural Person	
2.B. (MBS Fort Myers Redevelopment	2.B.(8)	Officer/Director	Jerry Stone	Natural Person	
2.B. (MBS Fort Myers Redevelopment	2.B.(9)	Executive Director	Bennett, Vincent R.	Natural Person	
2.A. (MBS Fort Myers Redevelopment	2.A.(9)	Executive Director	Baron, Richard D.	Natural Person	

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identified

Natural Person

Principal Disclosures for the two Developers

APPROVED for HOUSING CREDITS FHFC Advance Review Received 9.25.20; Approved9.30.20

How many Developers are part of this Application structure? (Please complete the Principal Disclosures for each of the two Co-Developers below.)

Principal Entity

Sole Member

2

Select the organizational structure for the first Co-Developer entity:

The first Co-Developer is a: Limited Liability Company

Entity #

1.A.

			=		
Provide the name of the Developer Limited Liability Company:					
		Bonair Towers Developer, LLC			
First Principal Disclosure Level:				Bonair Towers Developer, LLC	
Click here for Assis	tance with C	ompleting the Entries for the F	irst Level Principal Disclosure for a Developer		
	First Level	Select Type of Principal of		Select organizational structure	
	Entity #	<u>Developer</u>	Enter Name of First Level Principal	of First Level Principal identified	
	1.	Sole Member	Archway Partners, LLC	Limited Liability Company	
Second Principal Disclosure Leve	el:			Bonair Towers Developer, LLC	
Click here for Assista	nce with Co	mpleting the Entries for the Se	cond Level Principal Disclosure for a Developer		
Select the corresponding First					
Level Principal Entity # from		Select the type of Principal			
above for which the Second	Second	being associated with the		Select organizational structure	
Level Principal is being	Level	corresponding First Level		of Second Level Principal	

Green, Brett

Enter Name of Second Level Principal

<u>identified</u>

1. (Archway Partners, LLC)

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Principal Disclosures for the two Developers

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Select the organizational structure for the second Co-Developer entity:

The second Co-Developer is a: Non-Profit Corporation

Provide the name of the Developer Non-Profit Corporation:

Click here for Assist

Southwest Florida Affordable Housing Choice Foundation, Inc.

First Principal Disclosure Level:

Southwest Florida Affordable Housing Choice Foundation, Inc.

stance with Co	mpleting the Entries for the F	irst Level Principal Disclosure for a Developer	
First Level	Select Type of Principal of		Select organizational structure
Entity #	<u>Developer</u>	Enter Name of First Level Principal	of First Level Principal identified
1.	Executive Director	Davis, Marcia	Natural Person
2.	Officer/Director	Davis, Marcia	Natural Person
3.	Officer/Director	Suarez, Israel	Natural Person
4.	Officer/Director	Hogg, Douglas A.	Natural Person
5.	Officer/Director	Geltner, Margaret M.	Natural Person
6.	Officer/Director	Fain, Richard	Natural Person
7.	Officer/Director	D'Alesandro, Joseph P.	Natural Person
8.	Officer/Director	Young, Mattie	Natural Person
9.	Officer/Director	Strayhorn, Bruce	Natural Person

Principal Disclosures for the two Developers

How many Developers are part of this Application structure? (Please complete the Principal Disclosures for each of the two Co-Developers below.)

Select the organizational structure for the first Co-Developer entity:

The first Co-Developer is a: Limited Liability Company

Provide the name of the Developer Limited Liability Company:

Bonair Towers MBS Member, LLC

First Principal Disclosure Level:			Bonair Towers MBS Member, LLC
Click here for Assistance with Co	ompleting the Entries for the F	First Level Principal Disclosure for a Developer	
First Level	Select Type of Principal of		Select organizational structure
Entity #	<u>Developer</u>	Enter Name of First Level Principal	of First Level Principal identified
1.	Sole Member	MBS Fort Myers Redevelopment Corporation	For-Profit Corporation

Manager MBS Fort Myers Redevelopment Corporation

Second Principal Disclosure Level:

Bonair Towers MBS Member, LLC

For-Profit Corporation

Click here for Assistance with Completing the Entries for the Second Level Principal Disclosure for a Developer				
Select the corresponding First				
Level Principal Entity # from		Select the type of Principal		
above for which the Second	<u>Second</u>	being associated with the		Select organizational structure
Level Principal is being	<u>Level</u>	corresponding First Level	5	of Second Level Principal
<u>identified</u>	Entity #	<u>Principal Entity</u>	Enter Name of Second Level Principal	<u>identified</u>
1. (MBS Fort Myers Redevelopmer	1.A.	Shareholder	Bennett, Vincent R.	Natural Person
1. (MBS Fort Myers Redevelopmer	1.B.	Shareholder	Baron, Richard D.	Natural Person
2. (MBS Fort Myers Redevelopmer	2.A.	Shareholder	Bennett, Vincent R.	Natural Person
2. (MBS Fort Myers Redevelopmer	2.B.	Shareholder	Baron, Richard D.	Natural Person
1. (MBS Fort Myers Redevelopmer	1.C.	Officer/Director	Bennett, Vincent R.	Natural Person
1. (MBS Fort Myers Redevelopmer	1.D.	Officer/Director	Baron, Richard D.	Natural Person
1. (MBS Fort Myers Redevelopmer	1.E.	Officer/Director	Hillary Zimmerman	Natural Person
1. (MBS Fort Myers Redevelopmer	1.F.	Officer/Director	Kim Hartmann	Natural Person
1. (MBS Fort Myers Redevelopmer	1.G.	Officer/Director	Brock Armstrong	Natural Person
1. (MBS Fort Myers Redevelopmer	1.H.	Officer/Director	Jerry Stone	Natural Person
1. (MBS Fort Myers Redevelopmer	1.l.	Officer/Director	Bennett, Vincent R.	Natural Person
2. (MBS Fort Myers Redevelopmer	2.C.	Officer/Director	Baron, Richard D.	Natural Person
2. (MBS Fort Myers Redevelopmer	2.D.	Officer/Director	Hillary Zimmerman	Natural Person
2. (MBS Fort Myers Redevelopmer	2.E.	Officer/Director	Kim Hartmann	Natural Person
2. (MBS Fort Myers Redevelopmer	2.F.	Officer/Director	Brock Armstrong	Natural Person
2. (MBS Fort Myers Redevelopmer	2.G.	Officer/Director	Jerry Stone	Natural Person
1. (MBS Fort Myers Redevelopmer	1.J.	Executive Director	Bennett, Vincent R.	Natural Person
2. (MBS Fort Myers Redevelopmer	2.H.	Executive Director	Bennett, Vincent R.	Natural Person
1. (MBS Fort Myers Redevelopmer	1.K.	Executive Director	Baron, Richard D.	Natural Person
2. (MBS Fort Myers Redevelopmer	2.1.	Executive Director	Baron, Richard D.	Natural Person

Proposed Co-Developer Organizational Structure

Principal Disclosures for the two Developers

Select the organizational structure for the second Co-Developer entity:

The second Co-Developer is a: Non-Profit Corporation

Provide the name of the Developer Non-Profit Corporation:

Click here for Assista

Southwest Florida Affordable Housing Choice Foundation, Inc.

First Principal Disclosure Level:

Southwest Florida Affordable Housing Choice Foundation, Inc.

ance with Co First Level	ompleting the Entries for the F Select Type of Principal of	irst Level Principal Disclosure for a Developer	Select organizational structure
Entity #	<u>Developer</u>	Enter Name of First Level Principal	of First Level Principal identified
1.	Executive Director	Davis, Marcia	Natural Person
2.	Officer/Director	Davis, Marcia	Natural Person
3.	Officer/Director	Surarez, Israel	Natural Person
4.	Officer/Director	Hogg, Douglas A.	Natural Person
5.	Officer/Director	Geltner, Margaret M.	Natural Person
6.	Officer/Director	Fain, Richard	Natural Person
7.	Officer/Director	D'Alesandro, Joseph P.	Natural Person
8.	Officer/Director	Young, Mattie	Natural Person
9.	Officer/Director	Strayhorn, Bruce	Natural Person

Second Principal Disclosure Level:

Southwest Florida Affordable Housing Choice Foundation, Inc.

Click here for As	sistance with Co	ompleting the Entries for the Second I	Level Principal Disclosure for a Developer	
Select the corresponding First		Select the type of Principal		
Level Principal Entity # from	Second	being associated with the		Select organizational structure
above for which the Second	Level	corresponding First Level		of Second Level Principal
Level Principal is being	Entity #	Principal Entity	Enter Name of Second Level Principal	<u>identified</u>
<select #="" a=""></select>		<select an="" option=""></select>		<select an="" option=""></select>
<select #="" a=""></select>		<select an="" option=""></select>		<select an="" option=""></select>
<select #="" a=""></select>		<select an="" option=""></select>		<select an="" option=""></select>
<select #="" a=""></select>		<select an="" option=""></select>		<select an="" option=""></select>
<select #="" a=""></select>		<select an="" option=""></select>		<select an="" option=""></select>