

***Miami-Dade County
Industrial Development Authority***

Tentative Meeting Agenda

June 24, 2020

- I. CALL TO ORDER**
- II. ROLL CALL**
- III. APPROVAL OF MINUTES FOR THE MEETING OF February 26, 2020**
- IV. INDUSTRIAL DEVELOPMENT REVENUE BONDS**
 - A. REPORT/INDUCEMENT***
 - 1. Miami Community Charter Schools, Inc.*
- V. EXECUTIVE DIRECTOR'S REPORT**
 - 1. Authority's FY 2018-2019 Audited Financial Statements*
- VI. ADJOURNMENT**

Industrial Development Authority Minutes
(February 26, 2020)



**MIAMI-DADE COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY MEETING**

Official Summarized Minutes

February 26, 2020

I. CALL TO ORDER

The Industrial Development Authority convened in regular session at 1:30pm in Suite 1730, Brickell City Tower, 80 SW 8th Street, Miami, Florida on Wednesday, February 26, 2020.

II. ROLL CALL

Authority Members Present:

Roberto Pelaez, Chairman
Anthony Okonmah, Vice Chairman
Mario Arus, Assistant Secretary
Ian Martinez, Assistant Secretary

Authority Member Excused:

Jack Delaster, Assistant Secretary
Alberto Milo, Jr., Assistant Secretary

Also Present:

James D. Wagner Jr., Executive Director
Cynthia Castillo, Assistant to Executive Director
Amanda Llovet, Chief Financial Officer
Dale P. Clarke, Miami-Dade County Attorney's Office
Kareem J. Spratling, Bryant Miller & Olive P.A.
Richard Miller, Locke Lord LLP
W. Jay Frazier, NextEra Energy Resources, LLC, Florida Power & Light Company
Luis Reiter, Squire Patton Boggs (US) LLP, Florida Power & Light Company
Baldwyn Rodriguez English, Jr., Esq., Florida Power & Light Company
Irene R. White, Florida Power & Light Company
Chris Clements, CPA, South Florida Stadium, LLC (Dolphins Stadium)

III. AUTHORITY MEMBERS

Chairman Pelaez called the meeting to order and requested Mr. Wagner note the roll. Mr. Wagner reported Authority members Jack Delaster and Alberto Milo, Jr. requested to be excused from today's meeting. Mr. Delaster is sick and Mr. Milo has a business conflict. A motion to approve Jack Delaster and Alberto Milo, Jr.'s absence was made by Mario Arus and seconded by Ian Martinez. The vote was as follows: Ayes: Mario Arus, Ian Martinez, Anthony Okonmah, and Roberto Pelaez. Nays: None.

IV. APPROVAL OF MINUTES

Chairman Pelaez requested the members present to review the minutes of the meeting of October 16, 2019. He stated that if there were no corrections or additions, a motion to approve the minutes would be in order. After reviewing the minutes, a motion to approve the minutes was made by Ian Martinez and seconded by Mario Arus. The vote was as follows: Ayes: Mario Arus, Ian Martinez, Anthony Okonmah, and Roberto Pelaez. Nays: None.

V. INDUSTRIAL DEVELOPMENT REVENUE BONDS

A. REPORT/INDUCMENT/AMENDMENT

1. FLORIDA POWER & LIGHT COMPANY

Mr. Wagner noted Florida Power & Light is requesting the Authority consider two actions, the first one is to approve the refinancing of two previously issued pollution control bonds that were issued in 1993 and 1995 and secondly to approve an extension of the maturity of the 1995 bonds, which matures on April 1, 2020, to allow for the refinancing process to be completed. Mr. Wagner noted company representatives are in attendance and available to answer any questions the Authority may have. Following a detailed presentation by Luis Reiter, with Squire Patton Boggs, and Baldwyn Rodriguez English, Jr., with Florida Power & Light Company, regarding the project and discussions between the Authority members and Mr. Reiter and Mr.

English, Chairman Pelaez requested Mr. Wagner read the resolution. Mr. Wagner introduced a resolution entitled:

A RESOLUTION OF THE MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE OF INDUSTRIAL DEVELOPMENT REVENUE BONDS OF THE AUTHORITY IN ONE OR MORE SERIES IN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$54,385,000 TO REFINANCE PROJECTS FOR FLORIDA POWER & LIGHT COMPANY ("FPL"); APPROVING A MEMORANDUM OF AGREEMENT BETWEEN THE AUTHORITY AND FPL; SETTING FORTH THE TERMS AND CONDITIONS UNDER WHICH SUCH REVENUE BONDS WILL BE SOLD AND ISSUED AND AUTHORIZING THE EXECUTION THEREOF; AND PROVIDING AN EFFECTIVE DATE.

A motion to approve the Resolution was made by Mario Arus and seconded by Ian Martinez. The vote was as follows: Ayes: Mario Arus, Ian Martinez, Anthony Okonmah, and Roberto Pelaez. Nays: None.

A RESOLUTION BY THE MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE BY AND BETWEEN THE AUTHORITY AND THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. RELATIVE TO THE AUTHORITY'S POLLUTION CONTROL REVENUE REFUNDING BONDS (FLORIDA POWER & LIGHT COMPANY PROJECT), SERIES 1995; EXTENDING THE MATURITY OF SUCH BONDS AND PROVIDING AN EFFECTIVE DATE.

A motion to approve the Resolution was made by Ian Martinez and seconded by Anthony Okonmah. The vote was as follows: Ayes: Mario Arus, Ian Martinez, Anthony Okonmah, and Roberto Pelaez. Nays: None.

B. AMENDMENT

1. SOUTH FLORIDA STADIUM LLP (DOLPHINS STADIUM)

Mr. Wagner noted South Florida Stadium LLP is requesting the Authority approve an amendment of the Trust Indenture and Installment Purchase Contract for the Authority's previously issued Stadium bonds, issued in 1985A-D, 2006, 2007A and 2007B, and 2015 in order to permit a change in the interest rate mode and extend the mandatory tender date. Mr. Wagner introduced Chris Clements, Chief Financial Officer, who was in attendance and available to answer any questions the Authority may have. Following a detailed presentation by Mr. Clements regarding the project

and discussion between the Authority members and Mr. Clements, Chairman Pelaez requested Mr. Wagner read the resolution. Mr. Wagner introduced a resolution entitled:

RESOLUTION OF THE MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE EIGHTH AMENDMENT AND SUPPLEMENT TO TRUST INDENTURE AND THE NINTH AMENDMENT TO INSTALLMENT PURCHASE CONTRACT, EACH RELATING TO THE AUTHORITY'S OUTSTANDING INDUSTRIAL DEVELOPMENT REVENUE BONDS (DOLPHINS STADIUM PROJECT), SERIES 1985A, 1985B, 1985C AND 1985D (THE "TAX-EXEMPT BONDS") AND TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS (DOLPHINS STADIUM PROJECT), SERIES 2006, SERIES 2007A, SERIES 2007B AND SERIES 2015 (THE "TAXABLE BONDS," AND TOGETHER WITH THE TAX-EXEMPT BONDS, THE "BONDS"), FOR THE PURPOSE OF MAKING CERTAIN AMENDMENTS TO THE TRUST INDENTURE AS HERETOFORE AMENDED AND SUPPLEMENTED, AND THE INSTALLMENT PURCHASE CONTRACT, AS HERETOFORE AMENDED AND SUPPLEMENTED, RESPECTIVELY, TO PROVIDE FOR (I) THE CONVERSION OF THE SERIES 2007A BONDS TO THE FLOATING RATE NOTES MODE AND THE RELATED PRIVATE PLACEMENT THEREOF WITH TD BANK, N.A., (II) THE MANDATORY TENDER OF THE TAX-EXEMPT BONDS AND THE TAXABLE SERIES 2006 BONDS, SERIES 2007B BONDS AND SERIES 2015 BONDS AND THE RELATED PRIVATE PLACEMENT THEREOF WITH INSTITUTIONAL PURCHASERS, (III) THE EXTENSION OF THE NEXT MANDATORY TENDER DATE TO APRIL 1, 2025, AND (IV) RELATED AMENDMENTS IN CONNECTION WITH THE FOREGOING; AND PROVIDING AN EFFECTIVE DATE.

A motion to approve the Resolution was made by Anthony Okonmah and seconded by Ian Martinez. The vote was as follows: Ayes: Mario Arus, Ian Martinez, Anthony Okonmah, and Roberto Pelaez. Nays: None.

VI. EXECUTIVE DIRECTOR'S REPORT

Mr. Wagner noted at the last meeting the Authority induced an application for Mater Academy Foundation, Inc. in the amount of \$200,000,000 to finance eight charter schools in Miami-Dade County and two charter schools in Osceola County. He advised the application was withdrawn because there was a recent supreme court ruling which Bond Counsel advised included entities such as the IDA and ruled they were not specifically organized to do transactions in other counties, although, entities like the Authority and cities have done transactions across county lines over the years. Mr. Wagner noted it appears our enabling legislation needs to be amended to accommodate

financings in other counties. He furthered noted the only organization similar to the Authority that can currently provide financing for this project is the Florida Development Finance Corporation because they were originally organized specifically to do composite bond issues which involved financing projects in multiple counties.

VII. ADJOURNMENT

There being no further business to come before the Authority, Chairman Pelaez adjourn the meeting at 1:51pm. A motion to adjourn the meeting was made by Ian Martinez and seconded by Mario Arus. The vote was as follows: Ayes: Mario Arus, Ian Martinez, Anthony Okonmah, and Roberto Pelaez. Nays: None.

PREPARED BY: _____

APPROVED BY: _____

DATE: _____

Miami Community Charter Schools, Inc.



Report/Inducement

MIAMI COMMUNITY CHARTER SCHOOLS, INC.

THE CORPORATIONS

Miami Community Charter School, Inc. (the “Elementary School”), Miami Community Charter Middle School, Inc. (the “Middle School”) and Miami Community Charter High School, Inc. (the “High School”) (and together, “the Schools”) are Florida not-for-profit corporations governed by a six member Board of Directors. The Schools operate under charters sponsored by the School Board of Miami-Dade County (the “District”). The Elementary School which opened in Fall 2004 currently serves grades Kindergarten through the 5th grade. In its first year of operation, the Elementary School served 125 students and has expanded over the years to its current enrollment of 532 students. The Middle School opened in Fall 2007 and serves grades 6th through 8th. The Middle School student population has grown from 51 students in its first year of operations to its current enrollment of 308 students. The High School opened in Fall 2009 to serve grade 9 with a class size of 28 students and added a grade per year to serve grades 9th through 12th and currently serves 230 students. Together, the Schools served a student population of 1,070 students during the 2019-2020 school year.

Charter Contracts Operated by the Corporations:

Year Open	School Name	County	Address	Grades Served	Enrollment 2019-2020
2004	Miami Community Elementary School	Dade	101 SW Redland Road, Florida City, FL 33034	K-5	532
2007	Miami Community Middle School	Dade	18720 SW 352 nd Street, Florida City, FL 33034	6-8	308
2009	Miami Community High School	Dade	18720 SW 352 nd Street, Florida City, FL 33034	9-12	230

The Schools were chartered to provide a cross-cultural learning environment which develops adaptive and active learners who embrace the exploration of other cultures as well as their own ancestral heritage through art, music, and literature. The curriculum uses the multiple intelligence test to identify individual strengths and learning styles. The Schools also use positive behavior support, a system developed by the Florida Department of Education as an approach to behavioral intervention that integrates features of applied behavioral analysis with student-centered values.

The Schools are intended to ensure mastery of both the current state standard and the Miami-Dade Public School’s Competency-Based Curriculum. The Schools’ Vision Statement is for its students to take ownership to transform obstacles into opportunities for a better community. The student population at the Elementary, Middle and High Schools were 100% minority in the most recent 2019-2020 school year (compared to a 93% District average) and have a 98% average of students who qualify for free and reduced lunch (compared to a 67% District average). The Elementary, Middle, and High Schools were each most recently assigned a “B” grade from the State of Florida.

THE PROJECT

Miami Community Charter Schools, Inc. is requesting tax-exempt and taxable Industrial Development Revenue Bond financing assistance in an amount not to exceed \$20,000,000 to facilitate the refinancing of the Schools’ Series 2010 bonds which were used to refinance the land and an approximate 35,000 square foot existing facility which currently serves the Middle and High Schools and to finance an approximate 38,000 square foot expansion of the current Middle and High School facility in order to accommodate the relocation of the Elementary School and a Voluntary Prekindergarten (VPK) program to the premises. The project cost covers the modification and expansion of the existing facility including general classrooms, support facilities, as well as the necessary site improvements. The expansion will occur on the School’s existing 7.5-acres land site. As noted, the expansion will enable the relocation of the Elementary School from its leased facility located at 101 SW Redland Road, Florida City to the expanded Middle and High Schools facility located at 18720 SW 352nd Street, Florida City. Following completion of the project, the entire K through 12 grades will be housed within the expanded facility by the start of the 2021-2022 school year.

Elements of the proposed project include:

- 1. Refinance Existing Series 2010 Bonds: ----- \$7,230,000
- 2. Modification and Expansion of existing facility on existing land: ----- \$9,400,000
 - Building Expansion – approximately 38,000 sq. ft.: -- \$6,270,000
 - Site Improvements:----- \$1,800,000
 - Modifications Existing Building:----- \$ 600,000
 - Permit Phase:----- \$ 730,000

FINANCIAL SUFFICIENCY

The Schools have provided audited financial statements for the fiscal years ended June 30, 2019, 2018 and 2017.

A review of the submitted financial and related information indicates:

<u>SOURCE OF FUNDS</u>		<u>USE OF FUNDS</u>	
Tax-Exempt Bond Proceeds*	\$19,820,000	Refinance Existing Series 2010 Bonds	\$7,230,000
Taxable Bonds	180,000	Expansion and Site Improvements	9,400,000
		Debt Service Reserve Fund	1,250,000
		Capitalized Interest	1,055,000
		Contingency Reserve	535,000
		Bond Issuance Expenses	530,000
	<hr/>		<hr/>
TOTAL	<u>\$20,000,000</u>	TOTAL	<u>\$20,000,000</u>

* *Any costs related to the bond issue and development of the project which cannot be paid out of bond proceeds will be borne by Schools.*

Information relative to the proposed financial structure includes:

Financial Structure:	Tax-Exempt Debt (with small taxable tail)
Security:	First mortgage on property financed with bond proceeds. Pledge of revenues from the schools operated on this property.
Marketing:	Limited public offering to qualified institutional/accredited investors.

LEGAL

Under the 1986 Tax Act, facilities for 501(c)(3) corporations remain eligible for financing with tax-exempt Industrial Development Revenue Bonds provided that the project is part of the corporation's normal course of business. Bonds issued for the benefit of a 501(c)(3) corporation are also exempt from the requirement of being included under the state bond volume cap.

ECONOMIC IMPACT

The Schools report that it currently employs a total of 116 persons and as a result of the expansion the level of employment will increase by approximately 10 employees and the schools' enrollment will increase from its current 1,070 students to approximately 1,200 students by 2022. Additional economic benefits include added support to the local construction industry.

A RESOLUTION OF THE MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY AUTHORIZING THE ISSUANCE OF INDUSTRIAL DEVELOPMENT REVENUE BONDS OF THE AUTHORITY IN AN AMOUNT NOT TO EXCEED \$20,000,000 TO REFUND EXISTING BONDS AND TO FINANCE AND REFINANCE PROJECTS FOR MIAMI COMMUNITY CHARTER SCHOOLS, INC., MIAMI COMMUNITY CHARTER MIDDLE SCHOOL, INC. AND MIAMI COMMUNITY CHARTER HIGH SCHOOL, INC.; APPROVING A MEMORANDUM OF AGREEMENT BETWEEN THE AUTHORITY AND THE SCHOOLS; SETTING FORTH THE TERMS AND CONDITIONS UNDER WHICH SUCH REVENUE BONDS WILL BE SOLD AND ISSUED TO FINANCE SUCH PROJECT; AUTHORIZING THE EXECUTION THEREOF; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Miami-Dade County Industrial Development Authority (the "Authority") has been requested by Miami Community Charter School, Inc., Miami Community Charter Middle School, Inc., and Miami Community Charter High School, Inc. (collectively, the "Schools"), which are 501(c)(3) Florida not-for-profit corporations, to issue Bonds in an aggregate principal amount not to exceed \$20,000,000 to provide proceeds to (i) refund the Capital Trust Agency Tax-Exempt Revenue Bonds (Miami Community Charter School Project), Series 2010A (the "Refunded Bonds") (ii) finance the modification, expansion, renovation, reconstruction and equipping of an existing educational facility, which is located at 18720 SW 352nd Street, in Florida City, located in Miami-Dade County, Florida, (iii) fund a debt service reserve, if necessary; (iv) fund capitalized interest and (v) pay certain bond issuance costs (the "Project"), all as more particularly described in "Appendix 1" hereto;

WHEREAS, the modification and expansion of the Project within Miami-Dade County and the refunding of the Refunded Bonds meets the requirements of Part III, Chapter 159, Florida Statutes, for the issuance of Bonds of the Authority; and

WHEREAS, it is appropriate to execute a Memorandum of Agreement between the Authority and the Schools to evidence the agreement between them as to the terms and conditions under which said Bonds are to be issued;

NOW THEREFORE, BE IT RESOLVED BY THE MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY:

SECTION 1. The Authority is hereby authorized, pursuant to the provisions of Chapter 159, Parts II and III, Florida Statutes, to issue its Miami-Dade County Industrial Development Authority Industrial Development Revenue and Revenue Refunding Bonds (Miami Community Charter Schools, Inc. Project) in an aggregate principal amount not to exceed \$20,000,000, in one or more series either taxable or tax-exempt (the "Bonds"), having a final maturity of not to exceed forty (40) years, bearing interest at such rate or rates as shall not exceed the maximum rate of interest allowed by law and having such other terms as shall be established by subsequent resolution of the Authority, which may be the resolution providing for the sale of the Bonds to the original purchaser thereof. Said Bonds shall be issued under a trust indenture or financing agreement to be established by the Authority under which a bond trustee shall certify as to the proper expenditure of the proceeds of the Bonds, and if the Bonds are validated, the trustee shall be acceptable to the court as required by Section 75.04(2), Florida Statutes. The Bonds are to be sold and issued only upon compliance with the terms and conditions set forth in the Memorandum of Agreement between the Authority and the Schools substantially in the form which is attached hereto as "Appendix 1." The Memorandum of Agreement is hereby approved, and the Chairman or Vice Chairman and the Secretary Ex-Officio or Assistant Secretary of the Authority are hereby authorized to execute said Memorandum of Agreement in

substantially the form attached hereto, with such changes, omissions and insertions as they shall approve, not inconsistent with the provisions thereof, after approval as to legal sufficiency by the County Attorney and Staff Counsel.

SECTION 2. This resolution relating to the issuance of the Bonds on behalf of the Schools shall take effect immediately upon adoption.

PASSED AND ADOPTED this 24th day of June, 2020.

MIAMI-DADE COUNTY INDUSTRIAL
DEVELOPMENT AUTHORITY

(SEAL)

By: _____
Name: Roberto Pelaez
Title: Chairman

ATTEST:

By: _____
Name: James D. Wagner, Jr.
Title: Secretary Ex-Officio

Approved as to Form and Legal Sufficiency:

By: _____
Name: _____
Title: Assistant County Attorney for
Miami-Dade County