



SPECIAL MEETING

BOARD OF COUNTY COMMISSIONERS

Jean Monestime

Chairman

Esteban L. Bovo, Jr.

Vice Chairman

July 6, 2016

9:30 A.M.

Barbara J. Jordan

District 1

Jean Monestime

District 2

Audrey M. Edmonson

District 3

Sally A. Heyman

District 4

Bruno A. Barreiro

District 5

Rebeca Sosa

District 6

Xavier L. Suarez

District 7

Daniella Levine Cava

District 8

Dennis C. Moss

District 9

Senator Javier D. Souto

District 10

Juan C. Zapata

District 11

Jose "Pepe" Diaz

District 12

Esteban L. Bovo, Jr.

District 13

**111 NW 1st Street
Miami, FL 33128**

**Commission Chambers
2nd Floor**

Carlos A. Gimenez

Mayor

County Commission Rules**Rule 6.05 DECORUM**

Any person making impertinent or slanderous remarks or who becomes boisterous while addressing the commission, shall be barred from further audience before the commission by the presiding officer, unless permission to continue or again address the commission be granted by the majority vote of the commission members present. No clapping, applauding, heckling or verbal outbursts in support or opposition to a speaker or his or her remarks shall be permitted. No signs or placards shall be allowed in the commission chambers. Persons exiting the commission chamber shall do so quietly.

The use of cell phones in the commission chambers is not permitted. Ringers must be set to silent mode to avoid disruption of proceedings. Individuals, including those on the dais, must exit the chambers to answer incoming cell phone calls. County employees may not use cell phone cameras or take digital pictures from their positions on the dais.

Miami-Dade County provides equal access and equal opportunity and does not discriminate on the basis of disability in its programs or services. If you need a sign language interpreter or materials in accessible format for this event, please contact the Miami-Dade County Agenda Coordinator's Office at 305-375-2035 or agendco@miamidade.gov at least five days in advance.

Rule 5.06(h) PRIME SPONSORSHIP AND CO-SPONSORSHIP

When a resolution or ordinance is placed on the agenda at the request of a commissioner, the commissioner who requested the preparation of the item shall be designated as the prime sponsor. Any other commissioner who wishes to sponsor the resolution or ordinance shall be designated as a co-sponsor.

Pursuant to Rule 5.06(h), where a commissioner is listed as a sponsor, the first named commissioner is the prime sponsor and all other named commissioners are co-sponsors.

1A INVOCATION AS PROVIDED IN RULE 5.05(H)

1B ROLL CALL

1C PLEDGE OF ALLEGIANCE

1D REASONABLE OPPORTUNITY FOR THE PUBLIC TO BE HEARD AS PROVIDED IN RULE 6.06**SPECIAL ITEMS****Special Item No.1****161413****Resolution****Jose "Pepe" Diaz Prime Sponsor**

RESOLUTION APPROVING AND AUTHORIZING THE COUNTY MAYOR OR THE COUNTY MAYOR'S DESIGNEE TO EXECUTE AMENDMENT NO. 1 TO THE TERMINAL OPERATING AGREEMENT BETWEEN MIAMI-DADE COUNTY AND TERMINAL LINK (MIAMI) LLC ("TLM"); MODIFYING TERMINAL AREA SIZE AND CONFIGURATION; AUTHORIZING RELOCATION OF PORTION OF CURRENT TERMINAL ACCESS ROAD AND RELATED CANOPIES AND INFRASTRUCTURE AT COUNTY'S EXPENSE; EXPANDING ELIGIBILITY FOR DISCOUNT PROVISIONS; DELEGATING LIMITED SUBLEASE APPROVAL AUTHORITY TO PORT DIRECTOR, INCLUDING ASSOCIATED RIGHT TO GRANT TEMPORARY GROUND RENT CREDITS ESTIMATED NOT TO EXCEED \$530,000.00; DELEGATING LIMITED AUTHORITY TO PORT DIRECTOR TO ADJUST TLM TERMINAL AREA AS NEEDED TO IMPROVE PORT OPERATIONS, NOT TO EXCEED FIVE ACRES IN AGGREGATE, UPON MUTUAL WRITTEN AGREEMENT BETWEEN THE PORT DIRECTOR AND TLM; AND AUTHORIZING THE COUNTY MAYOR OR THE COUNTY MAYOR'S DESIGNEE TO EXERCISE ALL RIGHTS CONFERRED IN AMENDMENT NO. 1 (Port of Miami)

SPECIAL MEETING

Special Item No. 2

161414

Resolution

Jose "Pepe" Diaz Prime Sponsor

RESOLUTION APPROVING AND AUTHORIZING THE COUNTY MAYOR OR THE COUNTY MAYOR'S DESIGNEE TO EXECUTE AMENDMENT NO. 1 TO THE AMENDED AND RESTATED TERMINAL OPERATING AGREEMENT BETWEEN MIAMI-DADE COUNTY AND PORT OF MIAMI TERMINAL OPERATING COMPANY, L.C., PROVIDING FOR, AMONG OTHER THINGS, A REALIGNMENT TO THE TERMINAL OPERATING FOOTPRINT, RELOCATION OF THE EXISTING ACCESS ROAD, RELOCATION OF CHUTE ROAD, CONSTRUCTION OF DRAINAGE FACILITIES, BRINGING PARITY OF ELECTRICAL SURCHARGES AND GANTRY CRANE ESCALATORS, AND CLEANING UP PRIOR CONTRACTUAL ITEMS FOR AN ESTIMATED INCREASED COSTS TO THE COUNTY OF APPROXIMATELY \$1,700,000.00; AND DELEGATING AUTHORITY TO THE PORT DIRECTOR TO APPROVE IN WRITING FUTURE SUBLEASES OF PORTIONS OF THE TERMINAL AREA BY OPERATOR TO OTHER ON-PORT TERMINAL OPERATORS OR TENANTS, AND SUBLEASES OF PORTIONS OF OTHER PORT PROPERTY BY OPERATOR, PROVIDED, HOWEVER, SUCH SUBLEASES (I) DO NOT EXCEED TWO YEARS IN DURATION, (II) DO NOT INVOLVE MORE THAN FIVE ACRES OF PORT LAND PER SUBLEASE NOR MORE THAN TEN ACRES, IN AGGREGATE, AND (III) ARE DEEMED NECESSARY BY THE PORT DIRECTOR (IN WRITING) TO ACCOMMODATE THE CONSTRUCTION AND/OR OPERATING REQUIREMENTS OF PROPOSED NEW CRUISE TERMINAL "A" (Port of Miami)

SPECIAL MEETING

Special Item No. 3

161584

Resolution

Jose "Pepe" Diaz Prime Sponsor,

Rebeca Sosa Co-Sponsor

RESOLUTION APPROVING GROUND LEASE WITH MIAMI CRUISE TERMINAL A LLC ("MCTA") OBLIGATING LESSEE TO DESIGN, CONSTRUCT, OPERATE, AND MAINTAIN CRUISE TERMINAL A AND SUPPORTING INFRASTRUCTURE ON COUNTY OWNED LAND AT PORTMIAMI WITH LESSEE'S COSTS ESTIMATED TO BE IN EXCESS OF \$100,000,000.00 ("GROUND LEASE"); APPROVING ASSIGNMENT AND ASSUMPTION OF GROUND LEASE BETWEEN MCTA AS ASSIGNOR AND SMBC LEASING AND FINANCE, INC. ("SMBC-LF"), AS ASSIGNEE, AND AUTHORIZING ITS EXECUTION; AUTHORIZING MCTA, SMBC-LF, AND THEIR SUCCESSORS AND ASSIGNS TO DESIGN, CONSTRUCT AND OPERATE PORT FACILITIES AS PROVIDED IN SECTION 2-11.6 OF THE CODE OF MIAMI-DADE COUNTY; WAIVING PROPERTY APPRAISAL AND MARKET VALUE DISCLOSURE REQUIREMENTS OF SECTION 2-10.4.2 OF THE CODE OF MIAMI-DADE COUNTY AND COUNTY RESOLUTION NO. R-333-15; APPROVING LEASEHOLD MORTGAGE BETWEEN MCTA AND SMBC-LF AS MORTGAGORS AND SUMITOMO MITSUI BANKING CORPORATION ("SMBC") AS MORTGAGEE AND AUTHORIZING ITS EXECUTION; APPROVING DEPOSITARY AGREEMENT BETWEEN COUNTY, SMBC-LF, MCTA, AND SMBC SETTING ASIDE CERTAIN MONIES FOR CONSTRUCTION AND AS ALTERNATE FORM OF SECURITY; APPROVING PRE-DEVELOPMENT AGREEMENT BETWEEN COUNTY AND ROYAL CARIBBEAN CRUISES LTD. ("RCL") TO UNDERTAKE AT COUNTY'S COST APPROXIMATELY \$15,500,000.00 IN PORT UTILITY, ROADWAY, DRAINAGE AND OTHER INFRASTRUCTURE WORK IN CONNECTION WITH CRUISE TERMINAL A; APPROVING ASSIGNMENT AND ASSUMPTION OF PRE-DEVELOPMENT AGREEMENT BETWEEN RCL AS ASSIGNOR AND MOSS AND ASSOCIATES AS ASSIGNEE, AND AUTHORIZING ITS EXECUTION; WAIVING FORMAL BID PROCEDURES AS NECESSARY TO GIVE EFFECT TO THE TRANSACTIONS CONTEMPLATED HEREIN; DELEGATING AUTHORITY TO THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO DETERMINE THE FORM AND SUFFICIENCY OF ALTERNATE FORM OF SECURITY OFFERED IN SATISFACTION OF THE REQUIREMENTS OF SECTION 255.05, FLORIDA STATUTES AND TO TAKE OTHER ACTIONS AS SET FORTH IN SECTION 48 OF THE GROUND LEASE; AUTHORIZING COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO EXECUTE GROUND LEASE, PRE-DEVELOPMENT AGREEMENT, AND DEPOSITARY AGREEMENT, TO EXERCISE TERMINATION PROVISIONS THEREIN, AND TO PERFORM ALL ACTS AND EXERCISE ALL RIGHTS THEREIN NOT RESERVED TO THIS BOARD (Port of Miami)

SPECIAL MEETING

Special Item No. 4

161583

Resolution

**Jose "Pepe" Diaz Prime Sponsor,
Rebeca Sosa Co-Sponsor**

RESOLUTION APPROVING AND AUTHORIZING THE COUNTY MAYOR OR THE COUNTY MAYOR'S DESIGNEE TO EXECUTE THE THIRD AMENDMENT TO THE AMENDED AND RESTATED TERMINAL USAGE AGREEMENT BETWEEN MIAMI-DADE COUNTY AND ROYAL CARIBBEAN CRUISES LTD., WHICH EXTENDS THE TERM OF THE TERMINAL USAGE AGREEMENT, AMENDS THE PROCEDURES FOR APPROVAL OF BERTHING SCHEDULE REQUESTS, REVISES THE VOLUME INCENTIVE REDUCTION TO, AND THE AMOUNT OF, THE UNITARY FEE TO BE PAID TO THE COUNTY PER PASSENGER EMBARKATION AND DEBARKATION DURING SUCH EXTENSION, INCREASES THE ANNUAL PASSENGER GUARANTEE, PROVIDES FOR A MARKETING INCENTIVE TO BE PAID BASED ON PASSENGER THRESHOLDS, AMENDS THE PARKING INCENTIVE PROVISION, AND AMENDS THE TERMINATION PROVISIONS; AND AUTHORIZING THE COUNTY MAYOR OR THE COUNTY MAYOR'S DESIGNEE TO EXERCISE ANY AND ALL CANCELLATION, TERMINATION, RENEWAL AND OTHER RIGHTS AND PROVISIONS CONTAINED IN THE ORIGINAL TERMINAL BERTHING AGREEMENT AS AMENDED BY THE THIRD AMENDMENT (Port of Miami)

2 ADJOURNMENT