Memorandum

MIAMI-DADE COUNTY

Date: December 2, 2008

Agenda Item No. 10(A)(7)

To: Honorable Chairman Bruno A. Barreiro
and Members, Board of County Commissioners

From: George M. Burgess
County Manager

Subject: Approving the Issuance of Multifamily Mortgage Revenue Bonds for Mildred and Claude Pepper Tower Apartments for the purposes of the Tax Equity and Fiscal Responsibility Act of 1982

The attached Resolution is being placed on the agenda for consideration by the Board of County Commissioners ("BCC") at the request of the Housing Finance Authority of Miami-Dade County (the "Authority"). The item approves the authorization relative to the proposed issuance by the Authority of Multifamily Mortgage Revenue Bonds ("Bonds") for Mildred and Claude Pepper Tower Apartments in an aggregate principal amount not to exceed $10,500,000 for the purposes of the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA").

Scope

Mildred and Claude Pepper Tower Apartments will be located 2350 NW 54 Street, Miami, FL in Commission District 3.

Funding Impact/Funding Source

Neither Miami-Dade County nor the Authority has any liability with respect to the repayment of the Bonds. The developer of the project is responsible for repayment of principal and interest on the Bonds.

Track Record/Monitoring

Mildred and Claude Pepper Towers will be owned by EHDOC Pepper Towers, or such successors in interest in which Elderly Housing Development & Operations Corporation (EHDOC) are managing members, general partners, and/or controlling stockholders.

Background

Section 147 (f) of the Internal Revenue Code of 1982 ("TEFRA") requires that the BCC ratify the TEFRA hearing. The Authority has the ability to conduct the public hearing subject to review and ratification by the BCC. Such ratification and approval of the issuance of multifamily revenue bonds after a public hearing has been held by either the Authority or BCC is necessary for the Authority to apply for a State of Florida private activity bond allocation.

On October 1, 2008, the Authority held a public hearing, with no complaints filed, and adopted Resolution No. HFA 2008-12 on September 22, 2008 (the "Authority Resolution"), which authorizes the Authority to issue the Bonds to rehabilitate the 150-unit Mildred and Claude Pepper Towers project. This project will be occupied by low-income families earning 60 percent or less of the area median income.

Attachments

Cynthia W. Curry
Senior Advisor to the County Manager

MEMORANDUM

(Revised)

TO: Honorable Chairman Bruno A. Barreiro and Members, Board of County Commissioners

DATE: December 2, 2008

FROM: R. A. Cuevas, Jr. County Attorney

SUBJECT: Agenda Item No. 10(A)(7)

Please note any items checked.

_____ **"4-Day Rule" ("3-Day Rule" for committees) applicable if raised**

_____ **6 weeks required between first reading and public hearing**

_____ **4 weeks notification to municipal officials required prior to public hearing**

_____ **Decreases revenues or increases expenditures without balancing budget**

_____ **Budget required**

_____ **Statement of fiscal impact required**

_____ **Bid waiver requiring County Manager's written recommendation**

_____ **Ordinance creating a new board requires detailed County Manager's report for public hearing**

_____ **Housekeeping item (no policy decision required)**

_____ **No committee review**

Approved _____ Mayor

Veto _____

Override _____

Agenda Item No. 10(A)(7)

12-2-08

RESOLUTION NO. _____

RESOLUTION PROVIDING THE INITIAL APPROVAL OF ISSUANCE OF MULTIFAMILY MORTGAGE REVENUE BONDS OF THE HOUSING FINANCE AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA) TO FINANCE THE ACQUISITION, CONSTRUCTION OR REHABILITATION OF A MULTIFAMILY HOUSING PROJECT TO BE KNOWN AS MILDRED AND CLAUDE PEPPER TOWERS

WHEREAS, EHDOC Pepper Towers, Limited Partnership, has applied to the Housing Finance Authority of Miami-Dade County (Florida) (the "Authority") for multifamily mortgage revenue bond financing assistance in an aggregate principal amount not to exceed $10,500,000 in one or more series (the "Bonds") to finance the acquisition, construction or rehabilitation of Mildred and Claude Pepper Towers located at 2350 Northwest 54th Street, Miami, Miami-Dade County, Florida, a rental housing project to be occupied by persons or families of low, moderate or middle income (the "Project") to be owned by EHDOC Pepper Towers, Limited Partnership, a Florida limited partnership, or such successors in interest in which Elderly Housing Development & Operations Corporation ("EHDOC") is a managing member or general partner and/or controlling stockholder, and the payment of certain bond issuance costs; and

WHEREAS, the Authority passed Resolution No. HFA 2008-12 on September 22, 2008, attached hereto as Exhibit A approving financing of the Project and took further action recommending approval, subject to a favorable Public Hearing, for the purposes of TEFRA (as hereinafter defined) and otherwise, by the Board of County Commissioners of Miami-Dade County, Florida of the Project and the proposed multifamily mortgage revenue bond financing; and

WHEREAS, the Authority conducted a Public Hearing on October 1, 2008, notice of which hearing was published on September 15, 2008 in the Miami Daily Business Review (a copy of said notice is attached and incorporated herein), for the purpose of considering the issuance of the Bonds by the Authority, in conformance with the requirements of the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA") and Section 147(f) of the Internal Revenue Code of 1986, as amended, and such public hearing disclosed no reason why the Bonds should not be issued; and

WHEREAS, the Board of County Commissioners concurs in the findings of the Housing Finance Authority of Miami-Dade County (Florida), that the Project will inure to the benefit of the citizens of Miami-Dade County, Florida,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that the issuance of multifamily mortgage revenue bonds by the Housing Finance Authority of Miami-Dade County (Florida) in the amount set forth above for the Project is hereby approved by the Board of County Commissioners for the purposes of TEFRA and otherwise.

The foregoing resolution was offered by Commissioner , who moved its adoption. The motion was seconded by Commissioner and upon being put to a vote, the vote was as follows:

Bruno A. Barreiro, Chairman
Barbara J. Jordan, Vice-Chairwoman

Jose "Pepe" Diaz	Audrey M. Edmonson
Carlos A. Gimenez	Sally A. Heyman
Joe A. Martinez	Dennis C. Moss
Dorrin D. Rolle	Natacha Seijas
Katy Sorenson	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 2nd day of December, 2008. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By:_____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

Gerald T. Heffernan

MEMORANDUM

TO:	Honorable Chairperson and Members Board of County Commissioners	**DATE:**	October 14, 2008
FROM:	Don L. Horn Chairman of the Board, HFA	**SUBJECT:**	Resolution Approving the Issuance of Multifamily Mortgage Revenue Bonds for Mildred and Claude Pepper Towers Apartments, By the Miami-Dade County Housing Finance Authority for the Purposes of TEFRA

RECOMMENDATION

It is respectfully recommended that the Board of County Commissioners ratify and approve the authorization relative to the proposed issuance by the Housing Finance Authority of Miami-Dade County (the "Authority") of Multifamily Mortgage Revenue Bonds (Mildred and Claude Pepper Towers Apartments) in an aggregate principal amount not to exceed $10,500.000 for the purposes of TEFRA.

BACKGROUND

The Authority on September 22, 2008 acknowledged that the financing will inure to the benefit of the citizens of Miami-Dade County, Florida, ratified the publication of a TEFRA notice on September 15, 2008 and authorized to hold a TEFRA Hearing on October 1, 2008 and determined its intent to finance the acquisition and construction of Villa Capri Apartments subject to a ratification by the Board of County Commission.

The Authority on October 1, 2008, held a public hearing to consider the requested approval of bonds as required under the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA"). With no complaints filed.

The issue will provide permanent financing for the cost of acquisition and construction of Mildred and Claude Pepper Towers Apartments. The construction of this project will partially alleviate the shortage of safe and sanitary housing for low to moderate income families and persons in the area.

- Mildred and Claude Pepper Towers Apartments will be financed with bonds in one or more series, tax-exempt or taxable in an aggregate principal amount not to exceed $10,500,000, to construct an apartment complex located on 2350 NW 54 Street, Miami, Florida in County Commission District 3.

- Mildred and Claude Pepper Towers Apartments (the Project) to be owned by EHDOC Pepper Towers, Limited Partnership, a Florida limited partnership, or such successors in interest in which Elderly Housing Development and Operations Corporation (EHDOC) is a managing member or general partner and/or controlling stockholder (the Owner).

This Resolution is being presented to this Board at this time so the Authority will be able to apply for a state private activity bond allocation. A TEFRA hearing and Board approval are prerequisites.

The principal and interest on the Bonds do not constitute an indebtedness, obligation or pledge of faith, or line of credit of Miami-Dade County, the State of Florida or any political subdivision including the Authority. The developer of the project is responsible for repayment of principal of and interest on the Bonds. The Authority's final authorizing resolution and Bond documents will be presented to the Board at a future date.

RESOLUTION NO. HFA 2008-12

RESOLUTION EXPRESSING THE INTENT OF THE HOUSING FINANCE AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA) TO PROCEED WITH THE DEVELOPMENT OF A MULTIFAMILY RENTAL HOUSING PROJECT AND THE FINANCING THEREOF THROUGH THE ISSUANCE OF ITS NOT TO EXCEED $10,500,000 MULTIFAMILY MORTGAGE REVENUE BONDS FOR THE BENEFIT OF EHDOC PEPPER TOWERS, LIMITED PARTNERSHIP, RATIFYING PUBLICATION OF A TEFRA NOTICE, AUTHORIZING A TEFRA HEARING AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the Housing Finance Authority of Miami-Dade County (Florida) (the Authority) has determined that there exists a shortage of safe and sanitary housing for persons and families of low, moderate and middle income, within Miami-Dade County, State of Florida; and

WHEREAS, such housing shortage will be partially alleviated by the acquisition and construction by a private owner of a multifamily rental housing project to consist of approximately 150 units, to be occupied by persons of low, moderate and middle income located at 2350 Northwest 54th Street, Miami, Miami-Dade County, Florida to be known as Mildred and Claude Pepper Towers (the Project); to be owned by EHDOC Pepper Towers, Limited Partnership, a Florida limited partnership, or such successors in interest in which Elderly Housing Development & Operations Corporation ("EHDOC") is a managing member or general partner and/or controlling stockholder (the Owner); and

WHEREAS, in order to provide financing for the acquisition and construction of the Project, the Authority intends to issue its tax-exempt multifamily mortgage revenue bonds for the benefit of the Owner in one or more series or issues in the amount currently estimated not to exceed $10,500,000 (the Bonds), and to enter into a Loan or Financing Agreement, a Trust Indenture, a

Regulatory Agreement as to Tax-Exemption or Land Use Restriction Agreement and other necessary documents with respect to the Project; and

WHEREAS, the Executive Director of the Authority deemed it necessary to cause the publication on September 15, 2008 of a Notice of Public Hearing for the Project in accordance with the requirements of the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA") and Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), which publication the Authority hereby determines to be in the public interest;

NOW, THEREFORE, BE IT RESOLVED by the members of the Housing Finance Authority of Miami-Dade County (Florida), a lawful quorum of which duly assembled, as follows:

SECTION 1. The Authority hereby expresses its intention to approve at a later date, by appropriate resolution, and upon compliance by the Owner with the Authority's "Guidelines for Tax-Exempt Multifamily Housing Financing" with final approval of the Architectural Design and Review Advisory Committee and with certain other conditions to be described to the Owner by the Authority's staff, the financing of the development of the Project through the issuance of its Bonds and the execution of the necessary documents, including a Trust Indenture, Loan or Financing Agreement and Regulatory Agreement as to Tax-Exemption or Land Use Restriction Agreement; provided, however, such Bonds shall not be issued unless the Bonds, if publicly offered, are rated at least A or better by either Standard & Poor's Corporation or Moody's Investors Service or both, if both rate the Bonds, or, alternatively, the Bonds, if not rated, are sold by private placement to institutional investors.

SECTION 2. This Resolution shall constitute a declaration of the official intent of the Authority, within the contemplation of Section 1.150-2 of the Income Tax Regulations promulgated

by the Department of the Treasury, to permit the Owner to use proceeds of the Bonds to reimburse itself for certain acquisition, construction, planning, design, legal or other costs and expenses originally paid by the Owner in connection with the Project with funds other than proceeds of the Bonds prior to the issuance of the Bonds (the "Advanced Funds").

The Owner has represented to the Authority that all of the expenditures initially to be made with the Advanced Funds and then to be reimbursed by the Owner from proceeds of the Bonds will be for costs of a type properly chargeable to the capital account of the Project under general income tax principles, non-recurring working capital expenditures (of a type not customarily payable from current revenues), or costs of issuing the Bonds. Other than any preliminary expenditures for architectural, engineering, surveying, soil testing, costs of issuing the Bonds or similar purposes that may have been paid more than sixty days prior to the date of this Resolution, no expenditures to be reimbursed have been paid more than sixty days earlier than the date of this Resolution.

SECTION 3. The intent period for the Project shall have a term of six (6) months from the date of adoption of this Resolution (the "Intent Period"). The Intent Period is subject to extension by the Authority upon compliance by the Owner or certain requirements established by the Authority, including, the payment of an additional fee to the Authority and bond counsel at the termination of the Intent Period.

SECTION 4. The publication of the Notice of Public Hearing for purposes of TEFRA is hereby ratified and the staff of the Authority is hereby authorized to conduct on behalf of the Authority the TEFRA hearing regarding the issuance of the Bonds as required by Section 147(f) of the Code, and to make a report to the Board of County Commissioners of Miami-Dade County of the public hearing. The Board of County Commissioners of Miami-Dade County is hereby

respectfully requested to approve the issuance of the Bonds by the Authority to finance the Project for purposes of Section 147(f) of the Code.

SECTION 5. It is expressly stated and agreed that the adoption of this Resolution is not a guaranty, express or implied, that the Authority shall approve the closing and issue the Bonds for the Project. This Resolution is qualified in its entirety by the provisions of Chapter 159, Part VI, Florida Statutes, or any subsequently enacted or effective Executive Order or legislation concerning a State volume ceiling on multifamily housing bonds. In regard to the State volume ceiling for multifamily housing bonds, the Authority can make no guarantees as to the method by which funds will be allocated to any particular project, including the Project, and to which projects, including the Project, funds will be allocated. The Owner shall hold the Authority and its past, present and future members, officers, staff, attorneys, financial advisors, and employees harmless from any liability or claim based upon the failure of the Authority to close the transaction and issue the Bonds or any other cause of action arising from the adoption of this Resolution, the processing of the financing for the Project, the issuance of the Bonds except for the gross negligence and willful and wanton misconduct of the Authority.

SECTION 6. The Authority has no jurisdiction regarding zoning and land use matters and the adoption of the Resolution is not intended to express any position or opinion regarding same.

SECTION 7. All resolutions and orders or parts thereof, of the Authority, in conflict herewith are, to the extent of such conflict, hereby modified to the extent of such conflict, and this Resolution shall take effect from and after its passage, the public welfare requiring it.

SECTION 8. It is found and determined that all formal actions of this Authority concerning and relating to the adoption of this Resolution were taken in an open meeting of the

members of this Authority and that all deliberations of the members of this Authority and of its committees, if any which resulted in such formal action were taken in meetings open to the public, in full compliance with all legal requirements.

The roll being called on the question of adoption of the Resolution, the vote thereon resulted as follows:

AYES: 10

NAYS: 0

ABSTENTIONS: 0

This Resolution shall become effective immediately upon its adoption. The presiding officer declared said Resolution adopted and approved in open meeting.

Adopted this 22nd day of September, 2008.

(Seal)

HOUSING FINANCE AUTHORITY MIAMI-DADE COUNTY FLORIDA 1978

HOUSING FINANCING AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA)

Chairman

Attest:

Secretary/Treasurer

Approved as to form and legal sufficiency by the Miami-Dade County Attorney

By:

Assistant County Attorney for Miami-Dade County, Florida

MIAMI DAILY BUSINESS REVIEW

Published Daily except Saturday, Sunday and
Legal Holidays
Miami, Miami-Dade County, Florida

STATE OF FLORIDA
COUNTY OF MIAMI-DADE:

Before the undersigned authority personally appeared VERONICA PEREZ, who on oath says that he or she is the LEGAL CLERK, Legal Notices of the Miami Daily Business Review f/k/a Miami Review, a daily (except Saturday, Sunday and Legal Holidays) newspaper, published at Miami in Miami-Dade County, Florida; that the attached copy of advertisement, being a Legal Advertisement of Notice in the matter of

HOUSING FINANCE AUTHORITY - PUBLIC HEARING - 10/1/2008
MILDRED AND CLAUDE PEPPER TOWERS, 150 UNITS, ETC.

in the XXXX Court,
was published in said newspaper in the issues of

09/15/2008

Affiant further says that the said Miami Daily Business Review is a newspaper published at Miami in said Miami-Dade County, Florida and that the said newspaper has heretofore been continuously published in said Miami-Dade County, Florida, each day (except Saturday, Sunday and Legal Holidays) and has been entered as second class mail matter at the post office in Miami in said Miami-Dade County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he or she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

Veronica Perez

Sworn to and subscribed before me this

15 day of SEPTEMBER, A.D. 2008

(SEAL)

VERONICA PEREZ personally known to me

MARIA I. MESA
MY COMMISSION # DD 750170
EXPIRES: March 4, 2012
Bonded Thru Notary Public Underwriters

NOTICE OF PUBLIC HEARING

Notice is hereby given that the Housing Finance Authority of Miami-Dade County (Florida) (the "Authority") will conduct a TEFRA Hearing to which all interested persons are invited:

DATE AND TIME: Wednesday, October 01, 2008 at 10:00 a.m.

PLACE: 7300 NW 19th Street, Suite 501, Miami, Florida 33126

PURPOSE: To conduct a public hearing concerning the proposed issuance of bonds by the Authority to finance the acquisition of land and new construction, acquisition and rehabilitation, or refinancing of the following multi-family rental property in the aggregate face amount not to exceed $10,500,000.00:

Mildred and Claude Pepper Towers, 150 units located at 2350 NW 54th Street, in the City of Miami, Miami-Dade County, Florida. The owner is EHDOC Pepper Towers, Limited Partnership, 1101 30th Street NW, 4th Floor, Washington, DC 20007, or such successor in interest in which Elderly Housing Development & Operations Corporation (EHDOC), is a managing member or general partner and/or controlling stockholder.

All interested parties are invited to present oral comments at the public hearing regarding the issuance of bonds to finance the listed property.

Any person who decides to appeal any decision made by the Authority with respect to any matter considered at this public hearing will need a record of the proceedings, and for such purpose may need to ensure that a verbatim record of the proceedings be made, which record includes the testimony and evidence upon which the appeal is to be based.

9/15 08-3-241/1083878M