Memorandum

MIAMI-DADE COUNTY

Date: December 15, 2009

To: Honorable Chairman Dennis C. Moss and Members, Board of County Commissioners

Substitute
Agenda Item No. 10(A)(2)

From: George M. Burgess
County Manager

Subject: County Concurrence in Designation of Bond Underwriters by Miami-Dade Expressway Authority (MDX)

This substitute differs from the original in that it deletes Goldman, Sachs & Co. from the recommended pool of underwriters. The original item included a total of nine (9) firms in the pool as recommended by MDX's Technical Evaluation Committee (TEC). However, at its meeting of December 9, 2009, the full MDX Board voted to follow the selection process as it had been originally advertised with a pool of eight (8) firms. The adopted MDX Board Resolution is attached.

RECOMMENDATION

The attached item has been placed on the agenda at the request of the Chair of the Miami-Dade County Expressway Authority (MDX). MDX has recommended that the Board of County Commissioners adopt the attached resolution concurring in the designation by MDX of a team of municipal bond underwriters to underwrite bonds and other legally authorized evidences of indebtedness that may be issued by MDX over a period not to exceed two years beyond MDX's next planned issuance of its Toll System Revenue Bonds, which presently is anticipated on or about May, 2010.

Scope

MDX operates a system of Expressways throughout Miami-Dade County.

Fiscal Impact/Funding Source

This item has no fiscal impact on Miami-Dade County

Track Record/Monitor

Not applicable

BACKGROUND

Section 348.0005(2)(c) Florida Statutes requires Board concurrence in the designation of municipal bond underwriters by MDX before MDX can engage in the negotiated sale of bonds or other legally authorized evidences of indebtedness. MDX advises that it foresees a need to incur indebtedness on a negotiated basis over the next few years in order to finance key elements of its Master Transportation Plan. For that reason, it has undertaken and completed a competitive process to select an underwriting

team. The evaluation committee that analyzed and scored all proposals received included the MDX Executive Director, Chief Financial Officer, Budget & Financial Control Manager, Senior Accountant and the Chief Financial Officer for the Tampa-Hillsborough Expressway Authority. The following underwriting team has been selected:

SENIOR MANAGER:

Citigroup Global Markets, Inc.

CO-SENIOR MANAGERS:

Bank of America/Merrill Lynch
J.P. Morgan Securities, Inc.

CO-MANAGERS:

Morgan Stanley
Raymond James & Assoc./Sterne Agee & Leach
Morgan Keegan
Siebert Brandford Shank*
Rice Financial Products*

*Denotes Small Business

The MDX Board is scheduled to consider the recommendations of its evaluation committee on December 9, 2009.

Assistant County Manager

MEMORANDUM
(Revised)

TO: Honorable Chairman Dennis C. Moss and Members, Board of County Commissioners

DATE: December 15, 2009

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

SUBJECT: Substitute Agenda Item No. 10(A)(2)

Please note any items checked.

_____ **"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**

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

✓ **No committee review**

_____ **Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous _____) to approve**

_____ **Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required**

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Approved _____ Mayor
Veto _____
Override _____

Substitute
Agenda Item No. 10(A)(2)
12-15-09

RESOLUTION NO. _____

RESOLUTION CONCURRING IN MIAMI-DADE COUNTY EXPRESSWAY AUTHORITY'S DESIGNATION OF UNDERWRITERS FOR PROPOSED NEGOTIATED SALE OF TOLL SYSTEM REVENUE BONDS AND THE ISSUANCE OF OTHER LEGALLY AUTHORIZED INDEBTEDNESS TO FINANCE OR REFINANCE ACQUISITION, CONSTRUCTION AND INSTALLATION OF IMPROVEMENTS TO AND EXPANSION OF EXPRESSWAY SYSTEM AND OTHER TRANSPORTATION FACILITIES

WHEREAS, Miami-Dade County Expressway Authority ("MDX") is a body politic and corporate, a public instrumentality and an agency of the State established under and pursuant to the Florida Expressway Authority Act, Part I of Chapter 348, Florida Statutes, as amended, and the Miami-Dade County Code, Section 2-128, et seq. (the "Act"); and

WHEREAS, the Act confers upon MDX the power to issue bonds to finance and refinance the costs of acquisition, construction and installation of improvements to and expansion of an expressway system within the geographic boundaries of Miami-Dade County and certain other transportation facilities permitted under the Act; and

WHEREAS, MDX has determined that it may be desirable for MDX to issue one or more series of toll system revenue bonds or other legally authorized evidences of indebtedness from time to time (collectively, "Bonds") for the purposes recited above and as may otherwise be permitted under the Act; and

WHEREAS, MDX has advised that, upon complying with the necessary pre-conditions to the issuance of Bonds on a negotiated basis set forth in the Act, MDX anticipates that it may approve the sale of Bonds on a negotiated basis from time to time for a period not to exceed two

years beyond the date of issuance of its next series of Toll System Revenue Bonds to the underwriting team set forth on Exhibit A hereto, which includes two municipal bond underwriting firms that qualify as Small Businesses pursuant to criteria established by MDX, and which was selected through a competitive procurement process; and

WHEREAS, the Act requires that Miami-Dade County concur in the designation of the underwriters for Bonds,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

Section 1. The recitals contained in the preamble to this Resolution are incorporated by reference herein.

Section 2. The Board hereby concurs in the designation by MDX of the firms set forth on Exhibit "A" hereto to comprise the underwriting team for any negotiated sale of Bonds for a term of not to exceed two years beyond MDX's next planned issuance of its Toll System Revenue Bonds, which presently is anticipated on or about May, 2010, and the contract effective date to commence upon the adoption of this Resolution with each such firm to occupy the position within the team identified on such Exhibit "A" for the first bond issuance. Such concurrence is conditioned upon the compliance by MDX with the requirements under the Act that must be satisfied prior to the negotiated sale of Bonds by MDX.

Section 3. If any section, paragraph, clause of provision of this Resolution shall be held to be invalid or ineffective for any reason, the remainder of this Resolution shall continue in full force and effect, it being expressly hereby found and declared that the remainder of this Resolution would have been adopted despite the invalidity or ineffectiveness of such section, paragraph, clause or provision.

Section 4. 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.

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:

Dennis C. Moss, Chairman
Jose "Pepe" Diaz, Vice-Chairman

Bruno A. Barreiro	Audrey M. Edmonson
Carlos A. Gimenez	Sally A. Heyman
Barbara J. Jordan	Joe A. Martinez
Dorrin D. Rolle	Natacha Seijas
Katy Sorenson	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 15th day of December, 2009. 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

Cynthia Johnson-Stacks
Gerald T. Heffernan

EXHIBIT "A"

Miami-Dade County Expressway Authority
Underwriting Team for Proposed Negotiated Sale of Bonds

SENIOR MANAGER:

Citigroup Global Markets, Inc.

CO-SENIOR MANAGERS:

Bank of America/Merrill Lynch
J.P. Morgan Securities, Inc.

CO-MANAGERS*:

Morgan Stanley
Raymond James & Assoc./Sterne Agee & Leach
Morgan Keegan
~~Goldman, Sachs & Co~~.
Siebert Brandford Shank*
Rice Financial Products*

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*Small Business

MIAMI-DADE COUNTY EXPRESSWAY AUTHORITY (MDX)
RESOLUTION NO. 09-09

RESOLUTION DESIGNATING A TEAM OF UNDERWRITERS FOR PROPOSED NEGOTIATED SALE BY MIAMI-DADE COUNTY EXPRESSWAY AUTHORITY OF TOLL SYSTEM REVENUE BONDS AND OTHER LEGALLY AUTHORIZED EVIDENCES OF INDEBTEDNESS TO BE ISSUED TO FINANCE AND REFINANCE ACQUISITION, CONSTRUCTION AND INSTALLATION OF IMPROVEMENTS TO AND EXPANSION OF EXPRESSWAY SYSTEM AND OTHER TRANSPORTATION FACILITIES OF MIAMI-DADE COUNTY EXPRESSWAY AUTHORITY; PROVIDING FOR SEVERABILITY AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, Miami-Dade County Expressway Authority ("MDX") is a body politic and corporate, a public instrumentality and an agency of the State established under and pursuant to the Florida Expressway Authority Act, Part I of Chapter 348, Florida Statutes, as amended, and the Miami-Dade County Code, Section 2-128, et seq. (the "Act"); and

WHEREAS, the Act confers upon MDX the power to issue bonds to finance and refinance the costs of acquisition, construction and installation of improvements to and expansion of an expressway system within the geographic boundaries of Miami-Dade County and certain other transportation facilities permitted under the Act; and

WHEREAS, it may be desirable for MDX to issue one or more series of toll system revenue bonds or other legally authorized evidences of indebtedness from time to time (collectively, "Bonds") for the purposes recited above and as may otherwise be permitted under the Act; and

WHEREAS, upon complying with the necessary pre-conditions set forth in the Act to the issuance of Bonds on a negotiated basis, MDX anticipates that it will approve the sale of Bonds on a negotiated basis from time to time over a period not to exceed two years beyond MDX's next planned issuance of its Toll System Revenue Bonds, which presently is anticipated on or about May, 2010, to the underwriting team set forth on Exhibit A hereto, which includes two municipal bond underwriting firms that qualify as Small Businesses pursuant to criteria established in the RFP and was selected through competitive procurement processes; and

WHEREAS, pursuant to MDX Procurement/Contract No.: RFP-10-01, MDX has previously requested proposals from firms interested in providing underwriting services to MDX in connection with the proposed negotiated sale of Bonds; and

WHEREAS, on October 6, 2009, firms submitted responses to RFP-10-01, which responses were evaluated and scored according to the MDX Procurement Policy and criteria previously approved by the MDX Budget and Finance Committee; and

WHEREAS, the evaluation committee that analyzed and scored all proposals received recommended to the MDX Budget and Finance Committee the underwriting team identified on Exhibit A to this Resolution and the MDX Budget and Finance Committee has accepted such recommendation and has further recommended approval of such recommendation by the MDX Board; and

WHEREAS, the Act requires that Miami-Dade County concur in this designation of underwriters;

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

Section 1. MDX hereby designates the firms set forth on Exhibit A hereto to comprise the underwriting team for the proposed negotiated sale of the Bonds, with each such firm to occupy the position within the team identified on such Exhibit A for the first issuance of bonds.

Section 2. MDX hereby requests that Miami-Dade County approve the designation of the underwriting team as set forth on Exhibit A hereto and hereby authorizes the Chair and Executive Director to take such actions as may be necessary to secure such approval.

Section 3. If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or ineffective for any reason, the remainder of this Resolution shall continue in full force and effect, it being expressly hereby found and declared that the remainder of this Resolution would have been adopted despite the invalidity or ineffectiveness of such section, paragraph, clause or provision.

Section 4. This Resolution shall take effect immediately upon its adoption, and any provisions of any previous resolutions in conflict with the provisions herein are hereby superseded.

The foregoing resolution was offered by Board Member Smith Fano, who moved its adoption. The motion was seconded by Board Member Holland, and upon being put to vote, the votes were as follows:

Member Maurice Ferré	-aye
Member Robert Holland, Esq.	-aye
Member Nick A. Inamdar	-aye
Member Carlos A. Lacasa, Esq.	-aye
Member Felix M. Lasarte, Esq.	-absent
Member Al Maloof, Ph.D.	-aye
Member Gus Pego	-aye
Member Shelly Smith Fano	-aye
Member Yvonne Soler McKinley	-absent
Member Jorge M. Vigil, Esq.	-aye
Member Norman Wartman	-absent
Vice Chair Louis V. Martinez, Esq.	-nay
Chair Maritza Gutierrez	-aye

The Chairperson thereupon declared the resolution duly passed and adopted this 8th day of December, 2009.

Miami-Dade Expressway Authority
(MDX)

By: _____
Maria Luisa Navia Lobo
MDX Secretary

MIAMI-DADE COUNTY EXPRESSWAY AUTHORITY
MIAMI-DADE COUNTY FLORIDA
MDCEA

Exhibit A to Resolution No. 09-09 of Miami-Dade County Expressway Authority

Miami-Dade Expressway Authority
Underwriting Team for Proposed Negotiated Sale of Bonds
As approved by the MDX Board at its meeting of December 8, 2009

SENIOR MANAGER:

Citigroup Global Markets, Inc.

CO-SENIOR MANAGERS:

Bank of America/Merrill Lynch
J.P. Morgan Securities, Inc.
~~Goldman Sachs & Co.~~

CO-MANAGERS:

Morgan Stanley
Raymond James & Assoc./Sterne Agee & Leach
Morgan Keegan
Siebert Brandford Shank*
Rice Financial Products*

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*Small Business