

Memorandum



Date: November 4, 2010

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

Agenda Item No. 10(A)(3)

From: George M. Burgess
County Manager

Subject: Resolution Approving Issuance of Industrial Development Revenue Bonds for Goodwill Industries of South Florida, Inc. project

Recommendation

The attached Resolution is being placed on the agenda for Board consideration on behalf of the Miami-Dade County Industrial Development Authority (IDA). The item approves the issuance of industrial development revenue bonds by the IDA for Goodwill Industries of South Florida, Inc. after a public hearing was held by the IDA on September 28, 2010.

Details of the project are included in the accompanying memorandum and exhibits by the Chairman of the IDA.

Scope

The project is located at 2121 NW 21st Street, Miami, FL, which is within Commission District 3.

Fiscal Impact/Funding Source

Neither the IDA nor Miami-Dade County has any liability with respect to the repayment of the bonds.

Track Record/Monitor

Issuance of the bonds will be conducted and monitored by the Executive Director of the IDA.

Background

Section 147(f) of the Internal Revenue Code of 1986 ("TEFRA") requires that the Board of County Commissioners approve the issuance of industrial development revenue bonds after a public hearing has been held either by the IDA or the Board itself. For efficiency, the Board has allowed the IDA to conduct the public hearing subject to review and ratification by the Board.

Attachments

Assistant County Manager

Memorandum



Date: November 4, 2010

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

From: James D. Crum, Chairman
Miami-Dade County
Industrial Development Authority

A handwritten signature in black ink that reads "James D. Crum".

Subject: Application for Industrial Development Revenue Bond financing for Goodwill Industries of South Florida, Inc. project

RECOMMENDATION:

It is recommended the Board approve the issuance of the Authority's Industrial Development Revenue Bonds for the Goodwill Industries of South Florida, Inc. project, as detailed in the attached reports.

BACKGROUND:

Review and analysis of the project has been completed by the Authority, County Attorney's Office, and Bond Counsel. The Authority has conducted the federally required public hearing, as detailed in the attached public hearing transcript.

Goodwill Industries of South Florida, Inc. has applied for Industrial Development Revenue Bond financing assistance in a maximum principal amount not to exceed \$18,500,000. The bond issue proceeds will be used to make a loan or loans to Goodwill Industries of South Florida, Inc., a Florida not for profit corporation, for the purpose of financing or refinancing the costs of the acquisition, construction and equipping of certain social service centers described below which provide persons with disabilities and other special needs with rehabilitation, job training and other employment services: refund the outstanding Miami-Dade County Industrial Development Authority Industrial Development Revenue Bonds (Goodwill Industries of South Florida, Inc. Project), Series 2003, including financing any payments required in connection with the termination of the swap relating to the Refunded Bonds, the proceeds of which Refunded Bonds were loaned to the Borrower to finance and refinance the costs of the expansion of an existing social service center used for a job training and placement center, corporate offices, an apparel and flag manufacturing facility and a pre-print newspaper service facility, located at 2121 NW 21st Street, Miami, Florida (consisting of approximately 272,420 square feet) and owned and operated by the Borrower, the acquisition of related fixtures, furnishings and equipment, and the acquisition of assets to be used for flag manufacturing; and the acquisition of certain social service centers used for a donation center, retail space and related work space located at 461 Palm Avenue, Hialeah, Florida 33010 (consisting of approximately 4,846 square feet) and 24311 South Dixie Highway, Princeton, Florida 33032 (consisting of approximately 12,322 square feet), each owned and operated by the Borrower; refinance existing indebtedness which financed the acquisition of equipment and inventory to be used for apparel manufacturing located at 2121 NW 21st Street, Miami, Florida, and owned and operated by the Borrower; refinance existing indebtedness which financed the acquisition of a social service center used as a rehabilitation and job training center, corporate offices and

a document management services facility, located at 2104 W. Commercial Boulevard, Fort Lauderdale Florida (consisting of approximately 48,928 square feet), and owned and operated by the Borrower; refinance existing indebtedness which financed the acquisition, construction and installation of capital improvements at certain social service centers each used for a donation center, retail space and related work space located at 17631 S. Dixie Highway, Palmetto Bay, Florida (consisting of approximately 17,000 square feet), 13762 SW 152nd Street, Miami, Florida 33177 (consisting of 12,340 square feet), 2057 N. State Road 7, Margate, Florida 33063 (consisting of approximately 18,900 square feet), 6819 Taft Street, Hollywood, Florida 33024 (consisting of approximately 15,200 square feet), 2029 N. University Dr., Sunrise, Florida 33322 (consisting of approximately 11,000 square feet), each leased to and operated by the Borrower; refinance existing indebtedness which financed the acquisition of certain social service centers each used for a donation center, retail space and related work space located at: 2111 NW 22nd Avenue, Miami, Florida (consisting of approximately 40,920 square feet); and 550 E. Oakland Park Boulevard, Fort Lauderdale, Florida (consisting of approximately 21,561 square feet), each of which is owned and operated by the Borrower; and pay costs of issuance on the Bonds. Goodwill Industries of South Florida, Inc. reports currently employing approximately 2,249 persons in its various enterprises.



MEMORANDUM

(Revised)

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

DATE: November 4, 2010

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

SUBJECT: Agenda Item No. 10(A)(3)

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

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 10(A)(3)
11-4-10

RESOLUTION NO. _____

RESOLUTION APPROVING ISSUANCE OF MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY VARIABLE RATE DEMAND REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$18,500,000 AND IN ONE OR MORE SERIES TO FINANCE OR REFINANCE ALL OR A PART OF THE COSTS OF CERTAIN CAPITAL PROJECT BENEFITING GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC., FOR PURPOSES OF AND PURSUANT TO SECTION 147(F) OF INTERNAL REVENUE CODE OF 1986, AS AMENDED; APPROVING THE FORM OF AND THE EXECUTION BY THE MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF AN INTERLOCAL AGREEMENT WITH BROWARD COUNTY, FLORIDA

WHEREAS, Goodwill Industries of South Florida, Inc., a Florida not for profit corporation (the “Borrower”), has requested the Miami-Dade County Industrial Development Authority (the “Authority”) to issue not exceeding \$18,500,000 aggregate principal amount of its Variable Rate Demand Revenue Bonds (Goodwill Industries of South Florida, Inc. Project) (the “Bonds”), in one or more tax-exempt or taxable series, to loan the proceeds thereof to the Borrower for the purposes of (i) financing or refinancing the costs of the acquisition, construction and equipping of certain social service centers described below which provide persons with disabilities and other special needs with rehabilitation, job training and other employment services, including (a) refunding the outstanding Miami-Dade County Industrial Development Authority Industrial Development Revenue Bonds (Goodwill Industries of South Florida, Inc. Project), Series 2003 (the “Refunded Bonds”), including financing any payments required in connection with the termination of the swap relating to the Refunded Bonds, the proceeds of which Refunded Bonds were loaned to the Borrower to finance and refinance the costs of the expansion of an existing social service center

used for a job training and placement center, corporate offices, an apparel and flag manufacturing facility and a pre-print newspaper service facility, located at 2121 NW 21st Street, Miami, Florida (consisting of approximately 272,420 square feet) and owned and operated by the Borrower, the acquisition of related fixtures, furnishings and equipment, and the acquisition of assets to be used for flag manufacturing; and the acquisition of certain social service centers used for a donation center, retail space and related work space located at 461 Palm Avenue, Hialeah, Florida 33010 (consisting of approximately 4,846 square feet) and 24311 South Dixie Highway, Princeton, Florida 33032 (consisting of approximately 12,322 square feet), each owned and operated by the Borrower; (b) refinancing existing indebtedness which financed the acquisition of equipment and inventory to be used for apparel manufacturing located at 2121 NW 21st Street, Miami, Florida, and owned and operated by the Borrower; (c) refinancing existing indebtedness which financed the acquisition of a social service center used as a rehabilitation and job training center, corporate offices and a document management services facility, located at 2104 W. Commercial Boulevard, Fort Lauderdale Florida (consisting of approximately 48,928 square feet), and owned and operated by the Borrower; (d) refinancing existing indebtedness which financed the acquisition, construction and installation of capital improvements at certain social service centers each used for a donation center, retail space and related work space located at 17631 S. Dixie Highway, Palmetto Bay, Florida (consisting of approximately 17,000 square feet), 13762 SW 152nd Street, Miami, Florida 33177 (consisting of 12,340 square feet), 2057 N. State Road 7, Margate, Florida 33063 (consisting of approximately 18,900 square feet), 6819 Taft Street, Hollywood, Florida 33024 (consisting of approximately 15,200 square feet), 2029 N. University Dr., Sunrise, Florida 33322 (consisting of approximately 11,000 square feet), each leased to and operated by the Borrower; (e) refinancing existing indebtedness which financed the acquisition of certain social service centers each used for

a donation center, retail space and related work space located at: 2111 NW 22nd Avenue, Miami, Florida (consisting of approximately 40,920 square feet); and 550 E. Oakland Park Boulevard, Fort Lauderdale, Florida (consisting of approximately 21,561 square feet), each of which is owned and operated by the Borrower; and (ii) paying costs of issuance on the Bonds (collectively, the “Project”); and

WHEREAS, the Authority intends to issue the Bonds subject to approval by the Board of County Commissioners of Miami-Dade County, Florida (the “Board”) and final approval by the Authority of the financing documents for the Project, which is more particularly described in the report prepared by the Executive Director of the Authority (a copy of which is attached hereto as Exhibit A); and

WHEREAS, on Tuesday, September 28, 2010, the Authority held a public hearing, notice of which was published on Monday, September 13, 2010, in The Miami Herald (a copy of the Notice is attached hereto as Exhibit B), for the purpose of giving all interested persons an opportunity to express their views in connection with the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, after reviewing a copy of the transcript of the Authority’s public hearing held on Tuesday, September 28, 2010, with respect to the Bonds (a copy of which transcript is attached hereto as Exhibit C), and finding that the Project will inure to the benefit of the citizens of Miami-Dade County, this Board desires to approve the issuance of the Bonds for the purpose of complying with Section 147(f) of the Code,

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

Section 1. The issuance of revenue bonds of the Miami-Dade County Industrial Development Authority in an aggregate principal amount not to exceed \$18,500,000 for the purpose of financing all or a part of the costs of the Project, as previously described, is approved.

Section 2. The Bonds and the interest on the Bonds shall not constitute a debt, liability or general obligation of the Authority, the County or of the State of Florida or of any political subdivision thereof, but shall be payable solely from the revenues or other moneys specifically provided by the Borrower for the payment of the Bonds and neither the faith and credit nor any taxing power of the Authority, the County or of the State of Florida or of any political subdivision thereof is pledged to the payment of the principal or interest on the Bonds.

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
Dorrian D. Rolle	Natacha Seijas
Katy Sorenson	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 4th day of November, 2010. 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.

A handwritten signature in black ink, appearing to be "GTH", is written over a horizontal line. The signature is enclosed within a hand-drawn oval.

Gerald T. Heffernan

GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

THE COMPANY

Goodwill Industries of South Florida, Inc. (Goodwill Industries) is a 501(c)(3) not for profit organization whose primary facility is located at 2121 NW 21st Street, City of Miami, within the Federally Designated Empowerment Zone. Founded in 1959, Goodwill Industries mission is to help people with disabilities and other special needs receive rehabilitation, training and employment services designed to help them overcome barriers to employment and become competitively employed and self-supporting citizens. The individuals served are those who because of severe disabilities, poverty, and other problems, are unemployable and unable to make the transition to the competitive labor market without Goodwill Industries' help.

Goodwill Industries currently conducts its business activities through four operational divisions that serve the dual purpose of assisting people and also produce revenue to support the organization. The four divisions include: Donated Goods, with annual sales of \$28.8 million, it employs 660 people collecting, processing and selling goods donated by the public in 27 stores; Apparel Manufacturing, with annual sales of \$51.1 million, it employs 770 people producing ABU coats, ACS shirts, ACU trousers trousers, fleece jackets, slacks, and garrison caps, all for the Armed Forces of the United States, as well as 310 United States of America interment flags daily used for military funerals and many other flags for the government and commercial sales; Service Contracts, with annual sales of \$9.8 million, it employs 329 employees providing janitorial services that cover almost cover almost six million square feet in 135 buildings; prepares 320,000 meals for the personnel at two U.S. Coast Guard bases; cleans the entire fleet of Miami-Dade Transit buses and provides grounds keeping services for 760+ acres at multiple locations for U.S. Naval Air Station; and Commercial Services, with annual sales of \$4.0 million, it employs 235 people under a contract with The Miami Herald, to receive and insert pre-printed advertising materials, such as the comics, Parade magazine, T.V. books and other advertisements and also performs document destruction. Rehabilitation Services, with annual revenues of \$4.1 million, it employs 103 professional rehabilitation staff to provide evaluation and placement services, as well as an umbrella of training support services and case management to all persons with disabilities employed by Goodwill's four operational divisions. The agency also receives \$1.5 million in United Way support and public contribution to support programs, services or designated capital expenses.

THE PROJECT

Goodwill Industries is requesting Industrial Development Revenue Bond financing assistance in an amount not to exceed \$18,500,000 to refund outstanding exempt variable rate demand bonds, refinance several existing debts, unwind an existing interest rate swap, and pay for eligible closing costs.

In 2003, Goodwill obtained an industrial revenue bond in the amount of \$9,400,000 to purchase the equipment assets (not the physical buildings) and operating rights of two (2) privately owned companies involved in the flag manufacturing business, one of which was located in Miami-Dade County and the other in Broward County, and the refinancing of existing debt and expansion of the corporation's main facility located at 2121 NW 21st Street, City of Miami. The operations and assets of both companies acquired were relocated to the corporation's primary facility following completion of the expansion in June 2007.

The letter of credit on the existing industrial revenue bond will expire on December 1, 2010 and as such, Goodwill sees this as a great opportunity to consolidate the bond and existing long-term debt into one industrial revenue bond. This will save Goodwill on principal and interest payments and will improve cash flow.

Elements of the proposed project include:

1. Refund outstanding balance of 2003 exempt variable rate demand bonds used to refinance existing debt and expansion of company's primary 272,420 sq. ft. facility located at 2121 NW 21st Street, Miami and purchase of equipment assets (not the physical buildings) and operating rights of two (2) privately owned companies located at 461 Palm Avenue, in the City of Hialeah and 24311 South Dixie Highway, in unincorporated Miami-Dade County: ----- **\$ 6,715,000**

2. Refinance existing debt: ----- **\$10,200,000**
 - City National Bank Loan used to purchase equipment and inventory for apparel manufacturing division: ----- \$1,800,000

 - SunTrust Bank loan used to purchase equipment for apparel manufacturing division:----- \$ 250,000

 - Wachovia Bank loan used to purchase a 48,928 sq. ft. facility located at 2104 W. Commercial Blvd. and a 21,561 sq. ft. store at 550 E. Oakland Park Blvd. in Broward County: ----- \$4,200,000

 - TransAtlantic Bank loan used for leasehold improvements in two (2) stores in Miami-Dade County and three (3) stores in Broward County: ----- \$1,050,000

 - Miami-Dade County**
 17631 S. Dixie Highway, Palmetto Bay, FL ----- 17,000 sq. ft.
 13762 SW 152nd Street, Miami, FL ----- 12,340 sq. ft.

 - Broward County**
 2057 N. State Road 7, Margate, FL ----- 18,900 sq. ft.
 6819 Taft Street, Hollywood, FL ----- 15,200 sq. ft.
 2029 N. University Drive, Sunrise, FL ----- 11,000 sq. ft.

 - Great Florida Bank loan to purchase 40,920 sq. ft. store located at 2111 NW 22nd Avenue in Miami-Dade County and 21,561 sq. ft. store located at 550 E. Oakland Park Blvd in Broward County: ----- \$2,900,000

3. Unwind interest rate swap on bond:----- **\$ 1,000,000**

FINANCIAL SUFFICIENCY

Audited financial statements for Goodwill Industries for the fiscal years ended December 31, 2009, 2008 and 2007 have been provided, as well as interim financial statements for the five (5) month period ended May 31, 2010.

A review of the submitted financial and related information indicates:

<u>SOURCE OF FUNDS</u>		<u>USE OF FUNDS</u>	
Bond Issue Proceeds*	\$18,500,000	Refund 2003 Tax Exempt Bonds	\$6,715,000
		Refinance of Existing Debt	10,200,000
		Unwind Interest Rate Swap	1,000,000
		Bond Issuance Expenses	370,000
		Reserve for Contingencies	215,000
	<hr/>		<hr/>
TOTAL	<u>\$18,500,000</u>	TOTAL	<u>\$18,500,000</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 the corporation.

Information relative to the proposed financial structure includes:

Financial Structure:	Corporate Debt.
Security:	First mortgage on all assets financed with bond proceeds.
Guarantee:	Bonds will be purchased and held by local commercial bank in accordance with Authority guidelines.
Marketing:	Private placement.

LEGAL

Under the 1986 Tax Act, facilities for 501(c)(3) corporations are eligible for financing with tax-exempt industrial development revenue bonds providing 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

Goodwill Industries of South Florida, Inc. currently employs approximately 2,249 persons in its various enterprises. The company reports completion of the project will result in savings of about \$600,000 in interest payments and about \$650,000 in principal payment, greatly improving cash flow by \$1,250,000. The savings will allow Goodwill to continue to grow by opening new stores in Miami-Dade and Broward County and pursuing additional apparel manufacturing contracts to create new jobs for people with disabilities. In the last seven years, Goodwill has increased the number of employees by 824 from 1,425 in 2003 to 2,249 in 2010. In addition, salaries have increased from \$20.8 million in 2003 to \$38 million at the end of 2010. Goodwill's revenue will double by the end of 2010 to over \$100 million from \$48 million in 2003.

**MIAMI-DADE COUNTY
INDUSTRIAL DEVELOPMENT AUTHORITY
TEFRA/PUBLIC HEARING**



The Miami-Dade County Industrial Development Authority (the "Authority") has been requested to issue its Industrial Development Revenue Bonds for the following capital projects:

Goodwill Industries of South Florida, Inc.
 In an aggregate principal amount not exceeding \$18,500,000 (the "Bonds"), in one or more tax-exempt or taxable series, the proceeds of which will be used to make a loan or loans to Goodwill Industries of South Florida, Inc., a Florida not for profit corporation (the "Borrower"), to finance or refinance the costs of the acquisition, construction and equipping of certain social service centers described below which provide persons with disabilities and other special needs with rehabilitation, job training and other employment services:

- (i) refund the outstanding Miami-Dade County Industrial Development Authority Industrial Development Revenue Bonds (Goodwill Industries of South Florida, Inc. Project), Series 2003 (the "Refunded Bonds"), including financing any payments required in connection with the termination of the swap relating to the Refunded Bonds, the proceeds of which Refunded Bonds were loaned to the Borrower to finance and refinance the costs of (a) the expansion of an existing social service center used for a job training and placement center, corporate offices, an apparel and flag manufacturing facility and a pre-press newspaper service facility, located at 2121 NW 21st Street, Miami, Florida (consisting of approximately 272,420 square feet) and owned and operated by the Borrower, the acquisition of related fixtures, furnishings and equipment, and the acquisition of assets to be used for flag manufacturing; and (b) the acquisition of certain social service centers used for a donation center, retail space and related work space located at 461 Palm Avenue, Hialeah, Florida 33010 (consisting of approximately 4,846 square feet) and 24311 South Dixie Highway, Princeton, Florida 33032 (consisting of approximately 12,322 square feet), each owned and operated by the Borrower;
- (ii) refinance existing indebtedness which financed the acquisition of equipment and inventory to be used for apparel manufacturing located at 2121 NW 21st Street, Miami, Florida, and owned and operated by the Borrower;
- (iii) refinance existing indebtedness which financed the acquisition of a social service center used as a rehabilitation and job training center, corporate offices and a document management services facility, located at 2104 W. Commercial Boulevard, Fort Lauderdale Florida (consisting of approximately 48,928 square feet), and owned and operated by the Borrower;
- (iv) refinance existing indebtedness which financed the acquisition, construction and installation of capital improvements at certain social service centers each used for a donation center, retail space and related work space located at 17631 S. Dixie Highway, Palmetto Bay, Florida (consisting of approximately 17,000 square feet), 13762 SW 152nd Street, Miami, Florida 33177 (consisting of 12,340 square feet), 2057 N. State Road 7, Margate, Florida 33063 (consisting of approximately 18,900 square feet), 6819 Tolt Street, Hollywood, Florida 33024 (consisting of approximately 15,200 square feet), 2029 N. University Dr., Sunrise, Florida 33322 (consisting of approximately 11,000 square feet), each leased to and operated by the Borrower;
- (v) refinance existing indebtedness which financed the acquisition of certain social service centers each used for a donation center, retail space and related work space located at: 2111 NW 22nd Avenue, Miami, Florida (consisting of approximately 40,920 square feet); and 650 E. Oakland Park Boulevard, Fort Lauderdale, Florida (consisting of approximately 21,561 square feet), each of which is owned and operated by the Borrower (collectively, together with the assets described in paragraphs (i) through (iv) inclusive, the "Project"); and (vi) pay costs of issuance on the Bonds.

YMCA of Greater Miami
 In an aggregate principal amount not exceeding \$10,000,000 (the "Bonds"), in one or more tax-exempt or taxable series, the proceeds of which will be used to make a loan or loans to The Young Men's Christian Association of Greater Miami, Inc., a Florida not for profit corporation (the "Borrower"), for the purposes of: (i) financing or refinancing all or a part of the costs of the acquisition, construction and installation of a new facility containing approximately 35,328 square feet and the site therefor containing approximately six acres of land, including demolition of an existing facility and related fixtures, furnishings and equipment, to be located at 9355 Southwest 134th Street, Miami, Florida, in an unincorporated area of Miami-Dade County, Florida, to be owned and operated by the Borrower and used to provide health, fitness, child care, youth and family programs (the "Project"), (ii) paying certain capitalized interest on the Bonds and (iii) paying costs of issuance on the Bonds.

The Bonds shall not be a debt, liability or obligation of the Authority or of Miami-Dade County, Florida, or of the State of Florida, or of any political subdivision thereof, but shall be payable solely from payments derived from the operation of these Projects or the security instruments for the Bonds.

Please take note that the Authority will hold a public hearing on these Projects and associated issues regarding the Bonds at the Brickell BayView Centre, 80 SW 8th Street, Suite 2801, Miami, Florida, on Tuesday, September 28, 2010 commencing at 11:00 a.m. or shortly thereafter, at which time any person may be heard regarding the proposed issuance of said Bonds and the projects. The Authority will submit a transcript of the statements made at the hearing to the Board of County Commissioners, Miami-Dade County, Florida, which must approve or disapprove the issuance of the Bonds.

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MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

TRANSCRIPT OF PUBLIC HEARING

TUESDAY, SEPTEMBER 28, 2010

At 11:00 a.m., the Executive Director of the Miami-Dade County Industrial Development Authority announced that the Authority would proceed to hold a public hearing on the issuance of Industrial Development Revenue Bonds. The following is a substantially verbatim account of the proceedings of this hearing.

The following persons were present:

James D. Wagner Jr. <i>Executive Director</i>	Miami-Dade County Industrial Development Authority	80 SW 8 th Street, Ste. 2801 Miami, Florida 33130
Cynthia Castillo <i>Assistant to Executive Director</i>	Miami-Dade County Industrial Development Authority	80 SW 8 th Street, Ste. 2801 Miami, Florida 33130
Amanda Llovet <i>Chief Financial Officer</i>	Miami-Dade County Industrial Development Authority	80 SW 8th Street, Ste. 2801 Miami, Florida 33130

Executive Director

We will now conduct the public hearing on the proposed issuance of Industrial Development Revenue Bonds for the capital projects located in Miami-Dade County and Broward County.

This public hearing is being conducted pursuant to requirements of the Federal Tax Equity and Fiscal Responsibility Act of 1982. The Act requires that in order for the interest on Industrial Development Revenue Bonds to be exempt from Federal Income Tax, such proposed bonds must be approved by either a voter referendum or by an applicable elected legislative body after a public hearing following reasonable public notice.

We have received a copy of a notice advising that the Industrial Development Authority will hold a public hearing on the proposed issuance of Industrial Development Revenue Bonds to finance all or a portion of the capital costs associated with the projects mentioned in that notice. The notice appeared in The Miami Herald on Monday, September 13, 2010, page 8A.

We will now commence the public hearing. The hearing will be conducted in the following format: First, a brief synopsis of the proposed bonds and the project will be provided. Second, testimony from anyone desiring to speak will be heard. Anyone wishing to speak should give their name and address for the record.

The first project for consideration is an Industrial Development Authority Revenue Bond issue for Goodwill Industries of South Florida, Inc. project, in one or more tax-exempt or taxable series in an aggregate principal amount not exceeding \$18,500,000, the proceeds of which will be used to make a loan or loans to Goodwill Industries of South Florida, Inc., a Florida not for profit corporation, to finance or refinance the costs of the acquisition, construction and equipping of certain social service centers described below which provide persons with disabilities and other special needs with rehabilitation, job training and other employment services: refund the outstanding Miami-Dade County Industrial Development Authority Industrial Development Revenue Bonds (Goodwill Industries of South Florida, Inc. Project), Series 2003, including financing any payments required in connection with the termination of the swap relating to the Refunded Bonds, the proceeds of which Refunded Bonds were loaned to the Borrower to finance and refinance the costs of the expansion of an existing social service center used for a job training and placement center, corporate offices, an apparel and flag manufacturing facility and a pre-print newspaper service facility, located at 2121 NW 21st Street, Miami, Florida (consisting of approximately 272,420 square feet) and owned and operated by the Borrower, the acquisition of related fixtures, furnishings and equipment, and the acquisition of assets to be used for flag manufacturing; and the acquisition of certain social service centers used for a donation center, retail space and related work space located at 461 Palm Avenue, Hialeah, Florida 33010 (consisting of approximately 4,846 square feet) and 24311 South Dixie

Highway, Princeton, Florida 33032 (consisting of approximately 12,322 square feet), each owned and operated by the Borrower; refinance existing indebtedness which financed the acquisition of equipment and inventory to be used for apparel manufacturing located at 2121 NW 21st Street, Miami, Florida, and owned and operated by the Borrower; refinance existing indebtedness which financed the acquisition of a social service center used as a rehabilitation and job training center, corporate offices and a document management services facility, located at 2104 W. Commercial Boulevard, Fort Lauderdale Florida (consisting of approximately 48,928 square feet), and owned and operated by the Borrower; refinance existing indebtedness which financed the acquisition, construction and installation of capital improvements at certain social service centers each used for a donation center, retail space and related work space located at 17631 S. Dixie Highway, Palmetto Bay, Florida (consisting of approximately 17,000 square feet), 13762 SW 152nd Street, Miami, Florida 33177 (consisting of 12,340 square feet), 2057 N. State Road 7, Margate, Florida 33063 (consisting of approximately 18,900 square feet), 6819 Taft Street, Hollywood, Florida 33024 (consisting of approximately 15,200 square feet), 2029 N. University Dr., Sunrise, Florida 33322 (consisting of approximately 11,000 square feet), each leased to and operated by the Borrower; refinance existing indebtedness which financed the acquisition of certain social service centers each used for a donation center, retail space and related work space located at: 2111 NW 22nd Avenue, Miami, Florida (consisting of approximately 40,920 square feet); and 550 E. Oakland Park Boulevard, Fort Lauderdale, Florida (consisting of approximately 21,561 square feet), each of which is owned and operated by the Borrower; and pay costs of issuance on the Bonds.

Executive Director

Action taken by the Authority to date includes a review of the project in accordance with Authority Guidelines and Procedures and the adoption of a Memorandum of Agreement which specifies the terms of the proposed bond issue.

Testimony will now be heard by anyone desiring to speak.

Let the record reflect no one appeared desiring to comment on this project.

Executive Director

The second project for consideration is an Industrial Development Authority Revenue Bond issue for The Young Men's Christian Association of Greater Miami, Inc. (YMCA) project, in one or more tax-exempt or taxable series, in an aggregate principal amount not exceeding \$10,000,000, the proceeds of which will be used to make a loan or loans to The Young Men's Christian Association of Greater Miami, Inc., a Florida not for profit corporation, for the purposes of financing or refinancing all or a part of the costs of the acquisition, construction and installation of a new facility containing approximately 35,328 square feet and the site therefor containing approximately six acres of land, including demolition of an existing facility, and related fixtures, furnishings and equipment, to be located at 9355 SW 134th Street, Miami, Florida, in an

unincorporated area of Miami-Dade County, Florida, to be owned and operated by the Borrower and used to provide health, fitness, child care, youth and family programs, paying certain capitalized interest on the Bonds and paying costs of issuance on the Bonds.

Action taken by the Authority to date includes a review of the project in accordance with Authority Guidelines and Procedures and the adoption of a Memorandum of Agreement which specifies the terms of the proposed bond issue.

Executive Director

Testimony will now be heard by anyone desiring to speak.

Let the record reflect no one appeared desiring to comment on this project.

Executive Director

This concludes the public hearing scheduled for today. These projects, together with a transcript of today's public hearing, will be forwarded to the Miami-Dade County Board of County Commissioners at a regular meeting, at which time the Commission will approve or disapprove the proposed issuance of Bonds by the Miami-Dade County Industrial Development Authority.