Memorandum

MIAMI-DADE COUNTY

Date: November 4, 2010

Agenda Item No. 10(A)(4)

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

From: George M. Burgess
County Manager

Subject: Resolution Approving Issuance of Industrial Development Revenue Bonds for Young Men's Christian Association of Greater Miami (YMCA) Project

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Recommendation

The attached Resolution is being placed on the agenda for the consideration of the Board 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 the Young Men's Christian Association of Greater Miami (YMCA) after a public hearing was held by the IDA on September 28, 2010.

Details of the project are included in the accompanying information submitted by the Chairman of the IDA.

Scope

The project is located at 9355 SW 134th Street, Miami, FL, which is within Commission District 8.

Fiscal Impact/Funding Source

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

Track Record

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 BCC 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 BCC.

Attachments

Assistant County Manager

Memorandum

MIAMI-DADE COUNTY

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

Subject: Application for Industrial Development Revenue Bond financing for The Young Men's Christian Association of Greater Miami, Inc. (YMCA) project

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RECOMMENDATION:
It is recommended the Board approve the issuance of the Authority's Industrial Development Revenue Bonds for The Young Men's Christian Association of Greater Miami, Inc. (YMCA) 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.

The Young Men's Christian Association of Greater Miami, Inc. (YMCA), a 501(c)(3) not-for-profit, has applied for Industrial Development Revenue Bond financing assistance in a maximum principal amount not to exceed $10,000,000. The bond issue proceeds, which will be used to finance or refinance 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, in unincorporated 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. The YMCA reports they currently employ approximately 750 persons and will provide approximately 125 new job opportunities within the year following completion of the proposed project.

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)(4)

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)(4)
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 $10,000,000 AND IN ONE OR MORE SERIES TO FINANCE OR REFINANCE ALL OR A PART OF THE COSTS OF A CAPITAL PROJECT BENEFITING THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI, INC., FOR PURPOSES OF AND PURSUANT TO SECTION 147(F) OF INTERNAL REVENUE CODE OF 1986, AS AMENDED

WHEREAS, The Young Men's Christian Association of Greater Miami, Inc., a Florida not for profit corporation (the "Borrower"), has requested the Miami-Dade County Industrial Development Authority (the "Authority") to issue not exceeding $10,000,000 aggregate principal amount of its Variable Rate Demand Revenue Bonds (YMCA of Greater Miami Project) (the "Bonds"), in one or more series, to loan the proceeds thereof to 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 therefore 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, and to be owned and operated by the Borrower and used to provide health, fitness, child care, youth and family programs; (ii) paying certain capitalized interest on the Bonds, and (iii) paying costs of issuance of 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 $10,000,000 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
Dorrin 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.

Gerald T. Heffernan

YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI ("YMCA")

THE COMPANY

The Young Men's Christian Association of Greater Miami ("YMCA") is a 501(c) (3) not-for-profit organization headquartered at 1200 NW 78 Avenue, unincorporated Miami-Dade County. Founded in 1916, the YMCA of Greater Miami is part of the YMCA of the United States, one of the largest not-for-profit community service organizations in the United States. The local YMCA serves the residents of Miami-Dade and upper Monroe Counties.

The YMCA reports it currently serves approximately 35,000 people through three (3) family branches, three (3) early child care centers/preschools, 56 afterschool sites, 24 summer/day camps, and 50 park and recreation centers. The YMCA scope of service includes youth sports, aquatics, afterschool programs, preschool and child care, summer and day camp, teen clubs, health and fitness programs. The YMCA notes it's the largest non-profit provider of afterschool programs outside of the school system and its quality programs serve all people of all ages, every race and religion, every income level, male and female alike.

THE PROJECT

The YMCA's long term goal is to increase their annual client service level to approximately 250,000 people by the year 2025. Accomplishing this goal will require the YMCA to build additional facilities. The YMCA is requesting Industrial Development Revenue Bond financing assistance in an amount not to exceed $10,000,000 to be combined with an equity contribution approximating $2,450,000 to facilitate the demolition of an existing facility and the construction of a new replacement facility on land that is owned by the YMCA. An existing mortgage of approximately $1,300,000 is owed on the property which will be paid off by the YMCA. The completion of this project will be one step in assisting the YMCA in reaching its long term goal.

Elements of the proposed project include:

1. **South Dade YMCA** – 9355 SW 134th Street, unincorporated Miami-Dade County

   Demolition of existing facility and construction of new replacement facility on approximate 5.78 acre land site owned by YMCA to include Wellness Center, staff offices, Family Locker Room, Child Watch area, exercise rooms and two pools ---------- **$10,000,000**

   - *Demolition and New Building Construction – approximating 35,328 sq. ft. on existing land site* ..... *$ 7,700,000*
   - *Land Site Improvements* ..... *$ 1,600,000*
   - *Furniture, Fixtures and Equipment* ..... *$ 700,000*

FINANCIAL SUFFICIENCY

The YMCA has provided audited financial statements for the fiscal years ended December 31, 2009, 2008 and 2007, as well as in-house prepared revenue and expense statement of activities for the five month period ended May 31, 2010.

A review of the submitted financial and related information indicates:

SOURCE OF FUNDS		USE OF FUNDS	
Bond Issue Proceeds*	$10,000,000	Building Construction	$7,700,000
Equity Contribution	2,450,000	Land Site Improvements	1,600,000
		Furniture, Fixtures & Equipment	700,000
		Refinance Existing Mortgage	1,300,000
		Capitalized Interest	750,000
		Bond Issuance Costs*	400,000
TOTAL	**$12,450,000**	**TOTAL**	**$12,450,000**

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

Information relative to the proposed financial structure includes:

Financial Structure:	Corporate Debt.
Security:	Pledge of net revenues of the YMCA, including a Capital Campaign.
Guarantee:	Bonds will be purchased and held by Branch Banking and Trust Company ("BB&T") in accordance with Authority guidelines.

LEGAL

Under the 1986 Tax Act, facilities for 501(c) (3) corporations are 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 YMCA currently employs approximately 750 persons and will provide approximately 125 new job opportunities within the year following completion of the proposed project with an estimated payroll increase of $1,500,000.

The YMCA also expects to use local contractors and labor to construct the project and, in general, expects the project will have a positive impact on the general welfare of the citizens of Miami-Dade County.

Exhibit B

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-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 (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 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;

(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 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 (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.

Exhibit C

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. *Executive Director*	Miami-Dade County Industrial Development Authority	80 SW 8th Street, Ste. 2801 Miami, Florida 33130
Cynthia Castillo *Assistant to Executive Director*	Miami-Dade County Industrial Development Authority	80 SW 8th Street, Ste. 2801 Miami, Florida 33130
Amanda Llovet *Chief Financial Officer*	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.