

MEMORANDUM

EPC
Agenda Item No. 2(A)

TO: Honorable Chairman Jean Monestime
and Members, Board of County Commissioners

DATE: December 10, 2015

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Resolution approving terms of
and authorizing execution by the
County Mayor of an Amendment
to the Lease between Miami-
Dade County and NKMIA, LLC,
a Delaware Limited Liability
Company, for the construction,
operation and maintenance of a
facility to house the headquarters
of Naeem Khan Limited or a
successor entity to design, create,
and market products under the
Naeem Khan brand and related
creative industries and providing
for an eight month extension of
certain deadlines set forth therein
for property located at 1175 NW
South River Drive located in
Miami, Florida

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Bruno A. Barreiro.



Abigail Price-Williams
County Attorney



APW/smm

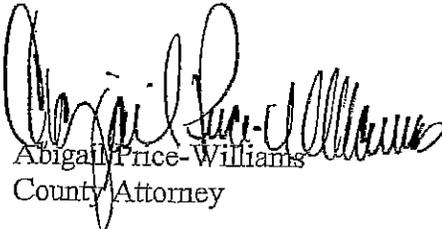


MEMORANDUM

(Revised)

TO: Honorable Chairman Jean Monestime
and Members, Board of County Commissioners

DATE: January 20, 2016

FROM: 
Abigail Price-Williams
County Attorney

SUBJECT: Agenda Item No.

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
- Statement of social equity required
- Ordinance creating a new board requires detailed County Mayor'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.
1-20-16

RESOLUTION NO. _____

RESOLUTION APPROVING TERMS OF AND AUTHORIZING EXECUTION BY THE COUNTY MAYOR OR MAYOR'S DESIGNEE OF AN AMENDMENT TO THE LEASE BETWEEN MIAMI-DADE COUNTY AND NKMIA, LLC, A DELAWARE LIMITED LIABILITY COMPANY, FOR THE CONSTRUCTION, OPERATION AND MAINTENANCE OF A FACILITY TO HOUSE THE HEADQUARTERS OF NAEEM KHAN LIMITED OR A SUCCESSOR ENTITY TO DESIGN, CREATE, AND MARKET PRODUCTS UNDER THE NAEEM KHAN BRAND AND RELATED CREATIVE INDUSTRIES AND PROVIDING FOR AN EIGHT MONTH EXTENSION OF CERTAIN DEADLINES SET FORTH THEREIN FOR PROPERTY LOCATED AT 1175 NW SOUTH RIVER DRIVE LOCATED IN MIAMI, FLORIDA; AUTHORIZING COUNTY MAYOR OR MAYOR'S DESIGNEE EXERCISE ANY AND ALL OTHER RIGHTS CONFERRED THEREIN AND TO PERFORM ALL ACTS NECESSARY TO EFFECTUATE SAME

WHEREAS, pursuant to Resolution No. R-1071-14, on December 2, 2014, the Board approved the lease between the County and NKMIA, LLC, a Delaware Limited Liability Company ("NKMIA"), of a County-owned property located at 1175 N.W. South River Drive, located in Miami, Florida, (the "Lease") for the construction, operation, and maintenance of a facility to house the headquarters of Naeem Khan Ltd. or a successor entity, to design, create, and market products under the Naeem Khan brand and for related creative industries thereon, (the "Project"); and

WHEREAS, pursuant to the terms of the Lease, NKMIA is required to issue a Notice to Proceed for the construction of the Project no later than June 12, 2016, 18 months from the effective date of the lease, and to provide the County with the plans, specifications, and permits for the Project by April 12, 2016, no later than 16 months from the effective date of the lease; and

WHEREAS, NKMIA has expressed concern about the ability to comply with such current deadlines due to unanticipated delays, and has requested an eight month extension to provide the County with its plans, specifications, and necessary permits, and to issue its Notice to Proceed; and

WHEREAS, the Project is intended to serve the community by promoting economic development in South Florida, as well as by attracting new businesses to the community such as other members of the fashion industry; and

WHEREAS, the requested extension and amendment to the Lease would provide the additional time necessary for NKMIA to complete the permitting and construction of the Project; and

WHEREAS, all other unrelated timeframes set forth in the Lease, including completion of construction, will not be impacted by this extension,

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

Section 1. This Board incorporates and adopts the foregoing recitals as if fully set forth herein.

Section 2. This Board approves the terms of and authorizes an Amendment to the Lease providing an eight month extension of the date that NKMIA is required to issue a Notice to Proceed for the construction of the Project from June 12, 2016 to February 12, 2017, and an eight month extension for NKMIA to provide the County with the plans, specifications, and permits for the Project from April 12, 2016 to December 12, 2016, in substantially the form attached hereto and made a part hereof as Exhibit "A."

Section 3. This Board authorizes the County Mayor or Mayor's designee to execute the Amendment to Lease, for and on behalf of Miami-Dade County, and authorizes the County Mayor or Mayor's designee to exercise any and all other rights conferred therein and to perform all acts necessary to effectuate same.

The Prime Sponsor of the foregoing resolution is Commissioner Bruno A. Barreiro. It 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:

- | | |
|-------------------------------------|----------------------|
| Jean Monestime, Chairman | |
| Esteban L. Bovo, Jr., Vice Chairman | |
| Bruno A. Barreiro | Daniella Levine Cava |
| Jose "Pepe" Diaz | Audrey M. Edmonson |
| Sally A. Heyman | Barbara J. Jordan |
| Dennis C. Moss | Rebeca Sosa |
| Sen. Javier D. Souto | Xavier L. Suarez |
| Juan C. Zapata | |

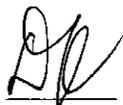
The Chairperson thereupon declared the resolution duly passed and adopted this 20th day of January, 2016. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this Resolution and the filing of this approval with the Clerk of the 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.



Debra Herman

AMENDMENT TO LEASE

THIS AMENDMENT TO LEASE (hereinafter "Amended Lease") is entered into and made effective on this _____ day of _____, 2016 by and between Miami-Dade County, a political subdivision of the State of Florida (hereinafter "Landlord" and/or "County"), and NKMIA, LLC, a Delaware limited liability company (hereinafter "Tenant").

RECITALS

WHEREAS, by Resolution No. R-1071-14, adopted by the Miami-Dade Board of County Commissioners on December 2, 2014, the Board Authorized a Lease Agreement ("Lease") between the above named parties for Premises located at 1175 N.W. South River Drive, Miami, Florida; and

WHEREAS, Landlord and Tenant are desirous of amending the Lease in order to provide an eight month extension for Tenant to provide the County with the plans, specifications, and permits for construction of the Project (as defined in the Lease) and an eight month extension for Tenant to issue a Notice to Proceed for the construction of the Project; and

WHEREAS, the Lease currently provides that the Notice to Proceed shall be issued no later than eighteen months from the Effective Date of this Agreement, and that the Tenant shall provide the County with the plans and specifications for the Project, and shall have obtained all permits required to commence construction no later than sixty days prior to the issuance of the Notice to Proceed; and

WHEREAS, by Resolution No. _____, adopted _____, 2016, the Board of County Commissioners has authorized this amendment of said Lease,

NOW, THEREFORE, in consideration of the mutual promises and covenants contained in this Amended Lease, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do agree as follows:

WITNESSETH:

1. The foregoing recitals and provisions are hereby adopted and

incorporated herein to the Amended Lease.

2. The following paragraph shall supersede and replace the referenced paragraph in the Lease:

Paragraph 1.5A is hereby amended and restated to read as follows:

A. Deadline for Initial Notice to Proceed. Tenant shall be obligated to do all things necessary to allow issuance of Notice to Proceed (and shall so issue the Notice to Proceed) as to all Initial Minimum Development elements described in Section 4.3, no later than twenty-six (26) months from the Effective Date of this Agreement.

3. In all other respects, including but not limited to all time deadlines and requirements and all default, termination, and reverter provisions, said Lease shall remain in full force and effect in accordance with the terms and conditions specified therein. In the event of any conflict between this Amended Lease and the Lease, this Amended Lease shall supercede same.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]
[ONLY THE SIGNATURE PAGE REMAINS]

IN WITNESS WHEREOF, Landlord and Tenant have duly executed this Lease, with the intent for it to be legally binding, as of the day and year first above written.

Landlord:

MIAMI-DADE COUNTY

a political subdivision of the State of Florida

By: _____

Name: _____

Title: _____

Date signed: _____

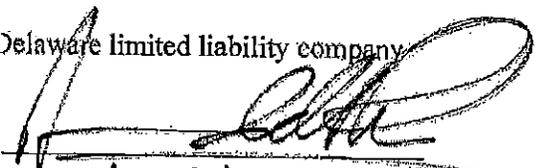
Witness/Attest:

Witness/Attest:

Tenant:

NKMIA, LLC,

a Delaware limited liability company

By:  _____

Name: Mr Naeem Khan

Title: President

Date signed: 10 Nov 2015

Witness/Attest:

Witness/Attest:

8