Memorandum



Date:

November 21, 2017

To:

Honorable Chairman Esteban L. Bovo, Jr.

and Members, Board of County Commissioners

Agenda Item No. 10(A)(1)

From:

Carlos A. Gimenez

Mayor

Subject:

Resolution Approving the Issuance by the Housing Finance Authority of Miami-Dade County of its Multifamily Mortgage Revenue Bonds for Cedar Grove Apartments, Emerald Dunes

Apartments and Running Brook Apartments for the Purpose of Section 147(f) of the Internal

Revenue Code of 1986

As outlined in the enclosed memorandum from the Housing Finance Authority of Miami-Dade County (HFA), the attached resolution authorizes the HFA to issue Revenue Bonds (Bonds) in one or more series in an aggregate principal amount not to exceed \$56,000,000 for the acquisition and rehabilitation of Cedar Grove Apartments, Emerald Dunes Apartments and Running Brook Apartments (Projects).

The principal and interest on the Bonds shall not constitute a debt, liability or a general obligation of the HFA, County, the State of Florida or any political subdivision of each, but shall be the responsibility of the owner of the Project.

As stipulated in Section 147(f) of the Internal Revenue Code of 1986, as amended (Code), the Board of County Commissioners (Board), as the highest governing body, must approve the issuance of the Bonds by the HFA after a public hearing. The public hearing was held by the HFA and such public hearing disclosed no reason why the Bonds should not be issued.

The Bonds are expected to be issued by December 2017.

Deputy Mayor



Date:

October 17, 2017

To:

Honorable Carlos Gimenez

Mayor

From:

Don Horn, Chairman Don Hon / CH-Housing Finance Authority of Miami-Dade County

Subject:

Resolution Approving the Issuance of Multifamily Mortgage Revenue Bonds for Cedar

Grove Apartments, Emerald Dunes Apartments and Running Brook Apartments for the

purpose of Section 147(f) of the Internal Revenue Code of 1986

The Housing Finance Authority of Miami-Dade County (the "Authority") requests that the attached Resolution be placed on the appropriate agenda for consideration by the Board of County Commissioners ("BCC") for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"). The Resolution approves the issuance by the Authority of its Multifamily Mortgage Revenue Bonds ("Bonds") in an aggregate principal amount not to exceed \$56,000,000 to finance the acquisition and rehabilitation of the Cedar Grove Apartments, Running Brook Apartments and Emerald Dunes Apartments (the "Project").

Scope

The Projects will be located in:

Commission District 1: Cedar Grove Apartments 20601 NW 17 Avenue, in Miami Gardens, Miami-Dade County, Florida.

Commission District 1: Emerald Dunes Apartments 1931 NW 207 Street, in Miami Gardens, Miami-Dade County, Florida &

Commission District 9: Running Brook Apartments 20505 SW 122 Ave, in Miami, Miami-Dade County, Florida.

Funding Impact/Funding Source

Neither the County nor the Authority has any liability with respect to the repayment of the Bonds. The developer/owner of the Project is solely responsible for repayment of principal and interest on the Bonds.

Track Record/Monitoring

The owner is AOF Miami Dade Affordable Housing Corp., , a Florida not-for-profit corporation.

Background

The Code requires that a public hearing be held which the Authority conducted on September 27, 2017 and that the BCC approve the issuance of the Bonds by the Authority. The approval by the BCC is necessary since bonds are expected to be issued by the end of 2017.

The Project serves a public purpose in that it will provide 615 apartment units to be occupied by persons or families of low, moderate and middle income.

Attachments



| TO: | Honorable Chairman Esteban L. Bovo, Jr. and Members, Board of County Commissioners | DATE: | November 21, 2017 | | |
|------|--|------------------|--------------------------|--|--|
| FROM | Abigail Price-Williams County Attorney | SUBJECT: | Agenda Item No. 10(A)(1) | | |
| | Please note any items checked. | | | | |
| | "3-Day Rule" for committees applicable it | f raised | | | |
| | 6 weeks required between first reading and public hearing | | | | |
| | _ 4 weeks notification to municipal officials hearing | required prior | to public | | |
| | _ Decreases revenues or increases expenditu | ıres without bal | ancing budget | | |
| | Budget required | | | | |
| | Statement of fiscal impact required | | | | |
| | Statement of social equity required | | | | |
| | Ordinance creating a new board requires report for public hearing | detailed County | Mayor's | | |
| | No committee review | | • | | |
| | Applicable legislation requires more than 3/5's, unanimous) to approve | a majority vote | (i.e., 2/3's, | | |
| | Current information regarding funding so | | • | | |

| Approved _ | Mayor | Agenda Item No. | 10(A)(1) |
|------------|-----------|-----------------|----------|
| Veto | | 11-21-17 | |
| Override _ | | | |
| | | | |

RESOLUTION NO.

RESOLUTION APPROVING, FOR PURPOSES OF SECTION 147(F) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, THE ISSUANCE OF MULTIFAMILY HOUSING REVENUE DEBT OBLIGATIONS BY THE HOUSING AUTHORITY MIAMI-DADE COUNTY FINANCE OF (FLORIDA), IN ONE OR MORE SERIES, IN AN AMOUNT NOT TO EXCEED \$56,000,000.00, THE PROCEEDS OF WHICH WILL BE LOANED TO AOF CEDAR GROVE LLC, AOF RUNNING BROOK LLC AND AOF EMERALD DUNES LLC, TO FINANCE THE ACQUISITION AND REHABILITATION OF MULTIFAMILY HOUSING RENTAL PROJECTS KNOWN AS CEDAR GROVE APARTMENTS, RUNNING BROOK APARTMENTS AND EMERALD DUNES APARTMENTS

WHEREAS, this Board desires to accomplish the purposes outlined in the accompanying memorandum, a copy of which is incorporated herein by reference; and

WHEREAS, AOF Cedar Grove LLC ("AOF Cedar Grove"), AOF Running Brook LLC ("AOF Running Brook") and AOF Emerald Dunes LLC ("AOF Emerald Dunes), each a Delaware limited liability company (collectively, the "Borrower") the sole member of each of which is AOF Miami Dade Affordable Housing Corp., a Florida not-for-profit corporation, has applied to the Housing Finance Authority of Miami-Dade County (Florida) (the "Authority") for multifamily mortgage revenue debt financing assistance in an aggregate principal amount not to exceed \$56,000,000.00, in one or more series (the "Debt"), to finance the acquisition and rehabilitation of: (i) Cedar Grove Apartments, approximately 288 units located on an approximately 31.02 acre site located at 20601 Northwest 17th Avenue, Miami Gardens, Miami-Dade County, Florida ("Cedar Grove"), and to be owned by AOF Cedar Grove; (ii) Running Brook Apartments, approximately 186 units located on an approximately 16.63 acre site located at 20505 Southwest

122nd Avenue, in unincorporated Miami-Dade County, Florida, ("Running Brook"), to be owned by AOF Running Brook; and (iii) Emerald Dunes Apartments, approximately 141 units located on an approximately 14.36 acre site located at 1931 Northwest 207th Street, Miami Gardens, Miami-Dade County, Florida ("Emerald Dunes"), to be owned by AOF Emerald Dunes; and

WHEREAS, Cedar Grove, Running Brook, and Emerald Dunes will collectively be known as the "Projects"; and

WHEREAS, the Projects will provide approximately 615 units of rental housing to be occupied, in part, by persons or families of extremely low, low and moderate income and will be owned by the Borrower; and

WHEREAS, the Authority passed Resolution No. HFA 2017-14 on August 28, 2017, attached hereto as Exhibit A, providing its initial approval of the issuance of the Debt in order to provide a loan to the Borrower for the financing of the Project and took further action recommending approval, subject to a favorable public hearing, for the purposes of TEFRA (as hereinafter defined), by this Board of the issuance of the Debt; and

WHEREAS, the Authority conducted a public hearing on September 27, 2017, notice of which hearing was published on September 08, 2017, in *The Miami Herald* (a copy of said notice is attached hereto as Exhibit B and incorporated herein), for the purpose of considering the issuance of the Debt 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 Debt should not be issued; and

WHEREAS, this Board concurs in the findings of the Authority, that the Projects 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:

Section 1. The issuance of the Debt in an aggregate principal amount not to exceed \$56,000,000.00, in one or more series, for the purpose of financing a loan to the Borrower in order to finance the acquisition and rehabilitation of the Projects, as previously described, is approved.

Section 2. The Debt and the interest on the Debt 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 Debt and neither the faith and credit nor any taxing power of 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 Debt. The Authority has no taxing power.

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:

Esteban L. Bovo, Jr., Chairman Audrey M. Edmonson, Vice Chairwoman

Bruno A. Barreiro
Jose "Pepe" Diaz
Barbara J. Jordan
Jean Monestime
Rebeca Sosa

Xavier L. Suarez

Daniella Levine Cava Sally A. Heyman Joe A. Martinez Dennis C. Moss Sen. Javier D. Souto

Agenda Item No. 10(A)(1) Page No. 4

The Chairperson thereupon declared the resolution duly passed and adopted this 21st day of November, 2017. 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

| Ву: | |
|--------------|--|
| Deputy Clerk | |

Approved by County Attorney as to form and legal sufficiency.

dsh

David Stephen Hope

EXHIBIT A

RESOLUTION NO. HFA 2017-14

A RESOLUTION EXPRESSING THE INTENT OF THE HOUSING FINANCE AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA) TO PROCEED WITH THE ISSUANCE OF ITS NOT TO EXCEED \$56,000,000 MULTIFAMILY FAMILY HOUSING REVENUE DEBT OBLIGATIONS, THE PROCEEDS OF WHICH WILL BE LOANED TO AOF CEDAR GROVE LLC, AOF RUNNING BROOK LLC AND AQF EMERALD DUNES LLC, TO FINANCE THE ACQUISITION AND REHABILITATION OF MULTIFAMILY RENTAL HOUSING PROJECTS, AUTHORIZING 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 rehabilitation by private owners of multifamily rental housing projects, to be occupied, in part, by persons or families of extremely low, low and moderate income, to consist of (i) approximately 288 units, located on an approximately 31.02 acre site located at 20601 Northwest 17th Avenue, Miami Gardens, Miami-Dade County, Florida, known as Cedar Grove Apartments (the "Cedar Grove Project") to be owned by AOF Cedar Grove LLC, a Delaware limited liability company ("Cedar Grove") the sole member of which is AOF Miami Dade Affordable Housing Corp., a Florida not-for-profit ("AOF Miami Dade"), (ii) approximately 186 units, located on an approximately 16.63 acre site located at 20505 Southwest 122nd Avenue, in unincorporated Miami-Dade County, Florida, known as Running Brook Apartments (the "Running Brook Project"); to be owned by AOF Running Brook LLC, a Delaware limited liability company ("Running Brook")

the sole member of which is AOF Miami Dade and (iii) approximately 141 units, located on an approximately 14.36 acre site located at 1931 Northwest 207th Street, Miami Gardens, Miami-Dade County, Florida, known as Emerald Dunes Apartments ("Emerald Dunes Project" and, collectively with the Cedar Grove Project and the Running Brook Project, the "Project"); to be owned by AOF Emerald Dune LLC, a Delaware limited liability company, the sole member of which is AOF Miami Dade ("Emerald Dunes" and, collectively with Cedar Grove and Running Brook the "Owners"); and

WHEREAS, in order to provide financing for the acquisition and rehabilitation of the Project, the Authority intends to issue its tax-exempt multifamily housing revenue debt obligations for the benefit of the Owners, in one or more series or issues, at the same times or at different times in a total aggregate principal amount currently estimated not to exceed \$56,000,000 (herein the "Debt Obligations"), and to enter into a Borrower Loan or Financing Agreement, a Trust Indenture or Funding Loan Agreement, a Regulatory Agreement as to Tax-Exemption or Land Use Restriction Agreement and other necessary documents with respect to the Project; and

WHEREAS, the Authority deems it necessary to cause the publication 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 Owners 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 Owners by the Authority's staff, the financing of a loan to Owners in order to finance the acquisition and rehabilitation of the Project through the issuance of its Debt Obligations and the execution of the necessary documents, including a Trust Indenture or Funding Loan Agreement, Borrower Loan or Financing Agreement and Regulatory Agreement as to Tax-Exemption or Land Use Restriction Agreement and/or such other documents as they deem necessary to effect the tax exempt issuance of the Debt Obligations; provided, however, such Debt Obligations shall not be issued unless the Debt Obligations, if publicly offered, are rated at least A or better by either S&P Global Ratings or Moody's Investors Service, Inc. or both, if both rate the Debt Obligations, or, alternatively, the Debt Obligations, if not rated in such category, 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 Owners to use proceeds of the Debt Obligations to reimburse themselves for certain acquisition, construction, planning, design, legal or other costs and expenses originally paid by the Owners in connection with the Project with funds other than proceeds of the Debt Obligations prior to the issuance of the Debt Obligations (the "Advanced Funds").

The Owners have represented to the Authority that all of the expenditures initially to be made with the Advanced Funds and then to be reimbursed by the Owners from proceeds of the Debt Obligations 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 Debt Obligations. Other than any preliminary expenditures for architectural, engineering, surveying, soil testing, costs of issuing the Debt Obligations 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 one (1) year 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 Owners 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 a Notice of Public Hearing for purposes of TEFRA is hereby authorized to be published and the staff of the Authority is hereby authorized to conduct on behalf of the Authority the TEFRA hearing regarding the issuance of the Debt Obligations 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 Debt Obligations 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 its Debt Obligations 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 Owners 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 Debt Obligations 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 Debt Obligations 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 1461/00/01247477 DOCXv3

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.

[Remainder of page intentionally left blank]

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

AYES:

NAYS:

ABSTENTIONS:

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

Adopted this 28th day of August, 2017.

(Seal)

MANICE MIAMI-DADE COUNTY COUNTY FLORIDA

Attest:

Assistant Secretary
NFig GONZO102

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

Assistant County Attorney for Miami-Dade County, Florida

DAVID S. HOPE.

HOUSING FINANCE AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA)

Chairmar

Miami Herald Media Company 3511 NW 91 Aveluje Miami, EL 33172



Order Confirmation

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HOUSING FINANCE AUTHORITY HOUSING FINANCE AUTHOR

Customer Account

<u>Customer Address</u>

7855 NW 12 ST STÉ 102

MIAMI FL 33126 USA

177212

Payor Address

7855 NW 12 ST STE 102

MIAMI FL 33126 USA

Customer Phone

305-594-2518 Customer Fax: Pavor Phone 305-594-2518:

Customer EMail

taranha@hfamlami.com

Sales Rep

shemandez@mlamiherald.com

Order Taker

Jahernandez@mlamlherald.com

<u>Affidavits</u> Tear Sheets Proofs. Blind Box Payment Method PO Number Ö 0 Check Payment Amount Amount Dug Tax Amount Total Amount Net Amount \$774.72 \$0.00 \$774.72 \$774.72 \$0,00 Special Pricing Ordered By Ad Order Number Order Source

0003271486

Invoice Text

Р.гото Туре.

Package Buy.

<u>Materials</u>

Page 1 of 3

Ad Order Information

<u>Ad Number</u> 0003271486-01

Ad Type

Production Method AdBooker

Production Notes

MIA-CL Liner

External Ad Number

Ad Attributes

Ad Réleased Νo

Pick Up

<u>Ad Size</u> 1 X 98 II Color

<u>Product</u>

Placement.

Times Run

Schedule Cost

MIA-Miaml Herald

0300 - Legals Classified

\$774.72

Run Schedule Invoice Text
NOTICE OF PUBLIC HEARING NOTICE IS HERE 0301 - Legals & Public Notices

<u>Rùn Dates</u> 09/08/2017

Page 2 of 3

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NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that the Housing Finance Authority of Miami-Dade County (Florida) the "Authority"), will conduct a public hearing to which all in-terested persons are invited:

DATE AND TIME: September 27, 2017 at 10:00 a.m.

PLACE: 7855 NW 12th Street, Suite 102, Miami, Florida 33126.

PLACE: ASS AW LANGE STREET TO CONCLUCT A PUBLIC PURPOSE: To conduct a public rigaring concerning the proposed issuance of debt by the Authority. In the aggregate face amount of not to exceed \$56,000,000, in one or more series, at the same time or at different times, the proceeds of which will be loaned to AOP Cedar Grove LLC ("AOP Cedar Grove LLC ("AOP Cedar Grove LLC ("AOP Cedar Grove LLC ("AOP Running Brook) and AOF Emeraid Dunes"), each a Delaware limited Ilability company (collectively; the "Borrower"). AND Minister of each of which is AOP Miami Dade Affordable Housing Corp., aff

iow, low and moderate income:

Cedar Grove Apartments, approximately 288 units, located on an approximately 31,02 acresite located at 20501 Northwest 7th Avenue, Miami Gardens, Miami-Dade County, Florida and to be owned by AOF Cedarments, approximately 188 units, located on an approximately 16,63 acresite located at 20505 Southwest 122nd Avenue, in unincorporated, Miami-Dade County, Florida and to be owned by AOF Running Brook; and Emerald Dunes, Apartments, approximately 141 units, located on an approximately 141,111, located on an approximately 161,111, located on an approximately 161,111, located on an approximately 161,111, located to be owned by AOF Emerald Dunes.

All Interested persons are invit-

All Interested persons are invit-ed to attend said hearing and either personally or through their representatives, present oral or written comments and discussion concerning the pro-posed issuance of the debt to finance the listed properties. Cedar Grove Apartments, Run-ning Brook Apartments and Emerald Dunes Apartments.

Emeraid Dunes Apartments.

Any person who decides to appeal any decision made by the Authority at this hearing, or by the Board of County Commissioners of Miami-Dade County. Florida with respect to the approval of the issuance of the bonds, he or she will need a record of the proceedings, and he or she may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

HOUSING FINANCE AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA)

Miami Herald

MEDIA COMPANY

PUBLISHED DAILY MIAMI-DADE-FLORIDA

STATE OF FLORIDA COUNTY OF MIAMI-DADE

Before the undersigned authority personally appeared:

Jeannette Martinez

who on oath says that he/she is

CUSTODIAN OF RECORDS

of The Miami Herald, a daily newspaper published at Miami in Miami-Dade County, Florida; that the attached copy of advertisement that was published was published in said newspaper in the issue of:

September 8th, 2017

Affiant further says that the said The Miami Herald is a newspaper published at Miami, in the said Miami-Dade County, Florida and that the said newspaper has heretofore been continuously published in said Dade County, Florida each day 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 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 newspapers(s).

worn to and subscribed before me this

16th day of October, 2017

My Commission

Expires: _

August 1, 2018

Silvia Sendra

Notary

SILVIA SENDRA

SILVIA SENDRA

ALY COLLUSSION & FF 102693
EXPIRES: August 1, 2018
BOSTO THIS MODIFICATION OF THE PROPERTY OF T