

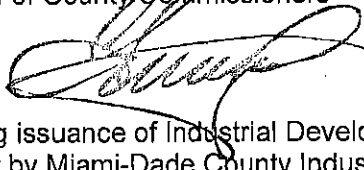
Memorandum

MIAMI-DADE
COUNTY

Date: June 18, 2019

To: Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners

From: Carlos A. Gimenez
Mayor



Subject: Resolution approving issuance of Industrial Development Revenue Bonds for Gulliver Schools, Inc. Project by Miami-Dade County Industrial Development Authority

Agenda Item No. 10(A)(2)

Recommendation

The accompanying resolution is being placed before the Board of County Commissioners (Board) at the request of the Miami-Dade County Industrial Development Authority (IDA). This item approves the issuance of industrial development revenue bonds (Bonds) by the IDA for Gulliver Schools, Inc. (Company) in a principal amount not to exceed \$66,000,000.00.

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

Scope

The projects are located at 12595 Red Road, in the City of Coral Gables, FL, 6575 North Kendall Drive, in the Village of Pinecrest, FL, 7500 SW 120th Street, in the Village of Pinecrest, FL, which are all within Commission District 7 and represented by Commissioner Xavier L. Suarez, and 8000 SW 56th Street, unincorporated Miami-Dade County, FL, which is within Commission District 10 and represented by Commissioner Javier D. Souto.

Fiscal Impact/Funding Source

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

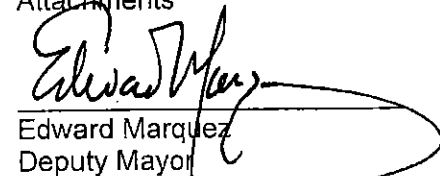
Track Record

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

Background

The Tax Equity and Fiscal Responsibility Act (TEFRA) requires that the Board approve the issuance of Bonds by the IDA after a public hearing has been held either by the IDA or by the Board. For efficiency, the Board has allowed the IDA to conduct the public hearing subject to review and ratification by the Board.

Attachments



Edward Marquez
Deputy Mayor

Memorandum



Date: June 18, 2019

To: Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners

From: Roberto Pelaez, Chairman
Miami-Dade County
Industrial Development Authority

Subject: Resolution approving issuance of Industrial Development Revenue Bonds for
Gulliver Schools, Inc. project

RECOMMENDATION:

It is recommended the Board approve the issuance of the Authority's Industrial Development Revenue Bonds for the Gulliver Schools, 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.

Gulliver Schools, Inc., a Florida 501(c)(3) not-for-profit corporation, has applied for Industrial Development Revenue Bond financing assistance in a maximum principal amount not to exceed \$66,000,000. The bond issue proceeds will be loaned by the Authority to the Borrower, together with other funds of the Borrower, in order to finance or refinance the following components of the Project. Not exceeding \$12,900,000 in aggregate principal amount of the Bonds will be issued to refinance the Authority's outstanding Industrial Development Revenue Refunding Bonds (Gulliver Schools Project), Series 2014 previously issued to refinance the acquisition of educational facilities, including classrooms and related facilities, furnishings and equipment located at 6575 North Kendall Drive in the Village of Pinecrest, Florida (the "Gulliver Prep Campus") and 12595 Red Road in the City of Coral Gables, Florida (the "Gulliver Academy Campus"), as well as furnishings and equipment at leased facilities previously located at 8530 SW 57th Avenue in the City of South Miami, Florida and 7500 SW 120th Street in the Village of Pinecrest, Florida and related costs of issuance. Not exceeding \$14,600,000 aggregate principal amount of the Bonds will be issued for the purpose of financing the acquisition of approximately 3.2 acres of land, including an existing building thereon comprising Crossbridge Church of Miami located at 6605 SW 88th Street in the Village of Pinecrest, Florida and related demolition of the existing building to be combined with the Gulliver Prep Campus and related costs of issuance. Not exceeding \$38,500,000 in aggregate principal amount of the Bonds will be issued for the purpose of expansion, construction, improvement, equipping and installation of an approximate 38,000 square foot multifunction gymnasium/auditorium and an approximate 23,000 square foot classroom/collaboration, an approximate 30,000 square foot performing arts center building, renovation of existing classrooms, site infrastructure and roadway improvements, facilities, fixtures, furnishings and equipment, and functionally related and subordinate facilities located at the Gulliver Prep Campus and the Gulliver Academy Campus and related costs of issuance. Bond proceeds

Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners
Page No. 2

may be applied to any component of the Project at the discretion of the Borrower. The initial owner and principal user of the Project is the Borrower.

Gulliver Schools, Inc. reports they serve approximately 2,200 students, and employ 490 individuals, which consists of 294 faculty (289 full-time and five part-time) and 196 staff members (in administrative, clerical, support service, security and maintenance roles). Completion of the proposed facilities will allow Gulliver to continue to meet the academic needs of its students, deliver its high-quality academic program, attract a diverse student body, adapt to changing educational delivery methods and pedagogies, and provide for continued success that has led to Gulliver's position as a leading educational institution in Miami-Dade County.

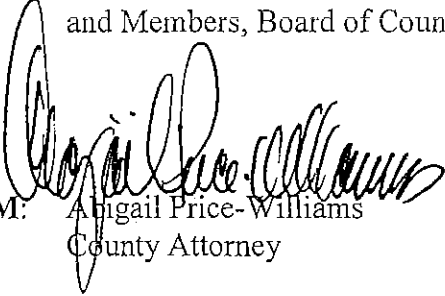


MEMORANDUM

(Revised)

TO: Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners

DATE: June 18, 2019

FROM: 
Abigail Price-Williams
County Attorney

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

Please note any items checked.

- ☐ "3-Day Rule" for committees applicable if raised
- ☐ 6 weeks required between first reading and public hearing
- ☐ 4 weeks notification to municipal officials required prior to public hearing
- ☐ Decreases revenues or increases expenditures without balancing budget
- ☐ Budget required
- ☐ Statement of fiscal impact required
- ☐ 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 present ____, 2/3 membership ____, 3/5's ____, unanimous ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3)(h) or (4)(c) ____, or CDMP 9 vote requirement per 2-116.1(4)(c)(2) ____) 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)(2)

6-18-19

RESOLUTION NO. _____

RESOLUTION APPROVING ISSUANCE OF MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$66,000,000.00 AND IN ONE OR MORE SERIES TO (I) FINANCE OR REFINANCE ALL OR A PART OF THE COSTS OF CERTAIN EDUCATIONAL FACILITIES AND RELATED LAND ACQUISITION AND (II) PAY CERTAIN COSTS OF ISSUANCE RELATING TO THE BONDS, ALL BENEFITTING GULLIVER SCHOOLS, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION, FOR PURPOSES OF AND PURSUANT TO SECTION 147(F) OF INTERNAL REVENUE CODE OF 1986, AS AMENDED

WHEREAS, Gulliver Schools, Inc., a Florida not-for-profit corporation (the “Company”), has requested the Miami-Dade County Industrial Development Authority (the “Authority”) to issue, in one or more series, not exceeding \$66,000,000.00 in revenue bonds (the “Bonds”), the proceeds of which will be loaned by the Authority to the Company, together with other funds of the Company, in order to finance or refinance the following components of the Project (as defined below); and

WHEREAS, not exceeding \$12,900,000.00 in aggregate principal amount of the Bonds will be issued to refinance the Authority’s outstanding Industrial Development Revenue Refunding Bonds (Gulliver Schools Project), Series 2014 previously issued to refinance the acquisition of educational facilities, including classrooms and related facilities, furnishings and equipment located at 6575 North Kendall Drive in the Village of Pinecrest, Florida (the “Gulliver Prep Campus”) and 12595 Red Road in the City of Coral Gables, Florida (the “Gulliver Academy Campus”), as well as furnishings and equipment at leased facilities previously located at 8530 SW 57th Avenue in the City of South Miami, Florida and 7500 SW 120th Street in the Village of Pinecrest, Florida and related costs of issuance (collectively, the “Refinanced Project”); and

WHEREAS, not exceeding \$14,600,000.00 aggregate principal amount of the Bonds will be issued for the purpose of financing the acquisition of approximately 3.2 acres of land, including an existing building thereon comprising Crossbridge Church of Miami located at 6605 SW 88th Street in the Village of Pinecrest, Florida and related demolition of the existing building to be combined with the Gulliver Prep Campus and related costs of issuance (collectively, the “Land Acquisition Project”); and

WHEREAS, not exceeding \$38,500,000.00 in aggregate principal amount of the Bonds will be issued for the purpose of expansion, construction, improvement, equipping and installation of an approximately 38,000 square foot multifunction gymnasium/auditorium and an approximately 23,000 square foot classroom/collaboration, approximately 30,000 square foot performing arts center building, renovation of existing classrooms, site infrastructure and roadway improvements, facilities, fixtures, furnishings and equipment, and functionally related and subordinate facilities located at the Gulliver Prep Campus and the Gulliver Academy Campus and related costs of issuance (collectively, the “Construction Project” and, together with the Refinanced Project and the Land Acquisition Project, 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 May 21, 2019, the Authority held a public hearing, notice of which was published on May 13, 2019, 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, Bond proceeds may be applied to any component of the Project at the discretion of the Company; and

WHEREAS, after reviewing a copy of the transcript of the Authority's public hearing held on May 21, 2019, 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 one or more series in an aggregate principal amount not to exceed \$66,000,000.00 for the purpose of financing and refinancing all or a part of the costs of the Project, as previously described, is approved pursuant to Section 147(f) of the Code.

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 Company 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:

Audrey M. Edmonson, Chairwoman	
Rebeca Sosa, Vice Chairwoman	
Esteban L. Bovo, Jr.	Daniella Levine Cava
Jose "Pepe" Diaz	Sally A. Heyman
Eileen Higgins	Barbara J. Jordan
Joe A. Martinez	Jean Monestime
Dennis C. Moss	Sen. Javier D. Souto
Xavier L. Suarez	

The Chairperson thereupon declared this resolution duly passed and adopted this 18th day of June, 2019. 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.



Juliette R. Antoine

GULLIVER SCHOOLS, INC.

THE APPLICANT

Gulliver Schools, Inc., a Florida 501(c)(3) not-for-profit corporation located at 9350 South Dixie Highway, unincorporated Miami-Dade County, is a group of private, independent, co-educational day schools serving students in pre-kindergarten through grade 12. Gulliver Schools, Inc. operates four campuses in southern Miami-Dade County, all located within a three-mile radius. Originally founded in 1926, Gulliver enrolls approximately 2,200 students across its four campuses, which include:

1. **Gulliver Academy – Marian C. Krutulis Campus** is located at 12595 Red Road, in the City of Coral Gables which serves grades PK-8.
2. **Gulliver Preparatory School** is located at 6575 North Kendall Drive, in the Village of Pinecrest which serves grades 9-12.
3. **Gulliver Academy – Montgomery Drive Campus** is located at 7500 SW 120th Street, in the Village of Pinecrest which serves grades 6-8.
4. **Gulliver Preparatory School – Miller Drive Campus** is located at 8000 SW 56th Street, unincorporated Miami-Dade County which serves grades 9-12.

Gulliver offers a full spectrum of academic and extracurricular programs. Students are enrolled in a sequence of classes designed to challenge them and develop their talents. From the Primary School to the Preparatory School's International Baccalaureate Program, Gulliver's classes are student-focused, academically rigorous, and tailored to meet individual needs. Gulliver features a breadth and depth of athletic teams, student activities, and clubs designed to facilitate and foster student interest and engagement at all levels.

THE PROJECT

In accordance with its strategic and campus master plan, Gulliver is preparing to undertake significant improvements and expansion to its current Gulliver Academy - Marian C. Krutulis Campus and Gulliver Preparatory School Campus. This plan features the consolidation of Gulliver from four campuses to two – maintaining and expanding the School's current Marian C. Krutulis Academy Campus and Gulliver Preparatory School Campus by combining them with students at the current Montgomery Drive Campus and Miller Drive Campus. This consolidation will allow Gulliver to realize significant operational efficiencies, improve curricular offerings, reduce transportation costs, and ultimately sell the Miller Drive Campus property.

To facilitate improvements at the Gulliver Preparatory School Campus, the School will first complete a land swap and acquisition with neighboring Crossbridge Church (the "Church"). After nearly 15 years of planning and collaboration, the School and Church have reached an agreement that will allow Gulliver to acquire the Church's current site while offering the Church a new site (not to be financed with bond proceeds) on the western edge of the current Gulliver Preparatory School Campus. This transaction will

pave the way for significant improvements and efficiencies to Gulliver's academic program and cost structure, primarily due to the consolidation of the Miller Drive Campus with the Gulliver Preparatory School Campus and the expansion and modernization of facilities. Currently, Miller Drive Campus students are bussed to the Gulliver Preparatory School Campus for a portion of the day. Eliminating transportation costs and eventually the sale of the Miller Drive Campus will provide a significant economic benefit which Gulliver will use to cover the upfront cost of the Crossbridge Church land swap.

Additionally, Gulliver plans to construct a gymnasium, and add performing arts space at both the Gulliver Academy - Marian C. Krutulis and Gulliver Preparatory School Campuses. Preliminary sitework and smaller planned projects will take place during the summer of 2019. Major construction of new facilities is expected to begin in the spring/summer of 2020, with a goal of completion by the opening of the 2022-23 academic year. Site work and construction of the Preparatory Campus buildings is expected to commence during the 2021-22 academic year. The School is currently in the process of obtaining approval for its campus master plan with the Village of Pinecrest (Gulliver Preparatory School Campus) and has approval of its master plan from the City of Coral Gables (Gulliver Academy - Marian C. Krutulis Campus). The School has applied for approval from the City of Coral Gables to allow for further enrollment increases on its Gulliver Academy - Marian C. Krutulis Campus. Approval is expected in spring 2019. The School has selected an architect for two initial building projects at the Gulliver Academy - Marian C. Krutulis Campus and will conduct future selection processes for architects on its other anticipated building and renovation projects.

Lastly, Gulliver is contemplating the refinancing of its existing Miami-Dade Industrial Development Authority Revenue Bonds, Series 2014, currently outstanding in an amount approximating \$12.9 million. The refinancing would be completed to streamline the School's financing documents and structure while amending certain terms and provisions of the Series 2014 Bond to the School's current financing. This includes the release of real estate collateral, a reduction in the interest rate, and improvement to the School's ongoing financial covenants. Note that the furnishings and equipment refinanced with proceeds of the 2014 Bonds previously located at leased facilities at 8530 SW 57th Avenue, in the City of South Miami, Florida have been relocated to the existing school campuses described above.

Gulliver is requesting Industrial Development Revenue bond financing assistance in an amount not to exceed \$66,000,000, the proceeds of which will be use to finance the Crossbridge Church real estate acquisition and demolition at the School's Preparatory Campus, finance a portion of the construction costs of Phase I of the School's campus master plan, including funding projects at both the Gulliver Academy - Marian C. Krutulis Campus and Gulliver Preparatory School Campus, refinance the School's existing Series 2014 Bond, and fund associated costs of issuance.

The School expects to move forward with its various capital projects upon successful completion of the financing, approval from the Village of Pinecrest, completion of architect drawings, hiring of a general contractor, and obtaining all other necessary permits and approvals.

Elements of the proposed project include:

1. Refinance Existing Debt: ----- \$ 12,900,000
 - *Refinance existing debt to improve collateral, interest rate and financial covenants*

2. Acquisition of Crossbridge Church Land and Existing Building: ----- \$ 14,600,000
 - Land - 3.44 acres
 - Existing Building - 20,000 sq. ft. (building to be demolished and replaced with new classrooms)
3. Gulliver Academy - Marian C. Krutulis Campus, including: ----- \$ 24,400,000
 - Construct a multipurpose gymnasium/auditorium facility up to 38,000 sq. ft.
 - Construct new classroom/collaboratorium building up to 23,000 sq. ft.
4. Gulliver Preparatory School Campus, including: ----- \$ 13,600,000
 - Construct a new performing arts center approximating 30,000 sq. ft.

FINANCIAL SUFFICIENCY

Audited financial statements for Gulliver Schools, Inc. for the fiscal years ended June 30, 2018, 2017 and 2016 have been provided, as well as interim statements for the six months period ended December 31, 2018.

In addition to the \$66,000,000 of revenue bonds, Gulliver has numerous additional sources of financial support. This includes the School's capital fundraising campaign, with a potential to raise \$35 million in support of the School's capital projects, programmatic initiatives, and long-term financial sustainability. Further, Gulliver maintained unrestricted cash and investment assets of \$68.8 million as of June 30, 2018. Given the unrestricted nature of the assets, the Gulliver Board of Trustees can appropriate them as needed for project construction costs that cannot be financed with bond proceeds or other uses that the Board deems are in the best interest of the School. However, to support the long-term sustainability of the School, Gulliver endeavors to keep these assets on the School's balance sheet to support long-term balance sheet growth and the overall financial capacity of the School. In addition to the tax-exempt financing, Gulliver will also obtain a \$15,000,000 conventional revolving line of credit that can be used as a short-term financing source for project costs.

A review of the submitted financial and related information indicates:

<u>SOURCE OF FUNDS</u>		<u>USE OF FUNDS</u>	
Bond Issue Proceeds*	\$66,000,000	Refinance Existing 2014 Bonds	\$12,900,000
		Crossbridge Church Land and Building	14,600,000
		Acquisition/Demolition	
		Construction Costs for Gulliver Academy -	24,400,000
		Marian C. Krutulis Campus	
		Construction Costs for Gulliver Preparatory	13,600,000
		School Campus	
		Bond Issuance Expenses	500,000
TOTAL	<u>\$66,000,000</u>	TOTAL	<u>\$66,000,000</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 School.*

Information relative to the proposed financial structure includes:

Financial Structure:	Corporate Debt.
Marketing:	Direct purchase of Bonds by TD Bank, N.A.

LEGAL

Under the 1986 Tax Act, facilities for 501(c)(3) corporations remain 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

Gulliver Schools, Inc. reports they serve approximately 2,200 students, and employ 490 individuals, which consists of 294 faculty (289 full-time and five part-time) and 196 staff members (in administrative, clerical, support service, security and maintenance roles). Completion of the proposed facilities will allow Gulliver to continue to meet the academic needs of its students, deliver its high-quality academic program, attract a diverse student body, adapt to changing educational delivery methods and pedagogies, and provide for continued success that has led to Gulliver's position as a leading educational institution in Miami-Dade County.

Additionally, Gulliver and its students try to be positive, active, and engaged members of the School's local community. Gulliver students regularly coordinate volunteer efforts, donation drives, and community service events. In recent years, Gulliver's students have supported over 50 local, national, and international charities and non-profit organizations. The School's graduating class of 2018 committed a total of 63,339 hours of community service.



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:

Excelsior Academics, Inc. d/b/a Excelsior Charter Academy, a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), to issue its revenue bonds in an aggregate principal amount not to exceed \$9,170,000 (the "Bonds"), the proceeds of which will be loaned by the Authority to the Company in order to (i) finance or refinance all or a portion of the cost of the acquisition of an approximately 30,000 square foot educational facility, which includes classrooms, a computer laboratory, and library and administrative office space, and the site therefor, which includes two separate outdoor recreational areas and parking, and related improvements, furnishings, fixtures and equipment, all located on approximately 2.08 acres at 18200 NW 29th Avenue, in the City of Miami Gardens, located in Miami-Dade County, Florida, which is currently being leased by the Company and operated by the Company as a charter school for grades K through 8 (the "Facility"), (ii) fund necessary reserves and (iii) pay certain costs of issuance relating to the Bonds. The Facility will be owned by the Company and continue to be operated as a charter school, with related uses.

Gulliver Schools, Inc., a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") to issue its revenue bonds, in one or more tax-exempt or taxable series, in an aggregate principal amount not to exceed \$60,000,000 (the "Bonds"), the proceeds of which will be loaned by the Authority to the Borrower, together with other funds of the Borrower, in order to finance or refinance the following components of the Project (as defined below). Not exceeding \$12,800,000 in aggregate principal amount of the Bonds will be issued to refinance the Authority's outstanding Industrial Development Revenue Refunding Bonds (Gulliver Schools Project), Series 2014 previously issued to refinance the acquisition of educational facilities, including classrooms and related facilities, furnishings and equipment located at 6576 North Kendall Drive in the Village of Pinecrest, Florida (the "Gulliver Prep Campus") and 12595 Red Road in the City of Coral Gables, Florida (the "Gulliver Academy Campus"), as well as furnishings and equipment at leased facilities previously located at 8600 SW 57th Avenue in the City of South Miami, Florida and 7500 SW 120th Street in the Village of Pinecrest, Florida and related costs of issuance (collectively, the "Refinanced Project"). Not exceeding \$14,800,000 aggregate principal amount of the Bonds will be issued for the purpose of financing the acquisition of approximately 3.2 acres of land, including an existing building thereon comprising Gracebridge Church of Miami located at 6605 SW 88th Street in the Village of Pinecrest, Florida until related demolition of the existing building to be combined with the Gulliver Prep Campus and related costs of issuance (collectively, the "Land Acquisition Project"). Not exceeding \$36,500,000 in aggregate principal amount of the Bonds will be issued for the purpose of expansion, construction, improvement, equipping and installation of an approximately 28,000 square foot multifunction gymnasium/auditorium and an approximately 23,000 square foot classroom/collaboration, renovation of existing classrooms, site infrastructure and roadway improvements, facilities, fixtures, furnishings and equipment, and functionally related and subordinate facilities located at the Gulliver Prep Campus and the Gulliver Academy Campus and related costs of issuance (collectively, the "Construction Project") and, together with the Refinanced Project and the Land Acquisition Project, the "Project". Bond proceeds may be applied to any component of the Project at the discretion of the Borrower. The initial owner and principal user of the Project is the Borrower.

The Bonds shall not be a debt, liability or obligation of the Authority, Miami-Dade County, Florida, the State of Florida, or of any political subdivision of the State of Florida, but shall be payable solely from the proceeds derived from the repayment of the related loan or loans, or from the other security pledged therefor.

Please take note that the Executive Director of the Authority (as the hearing officer) will hold a public hearing concerning the nature and locations of the Projects and the proposed issuance of the Bonds, at the Brickell City Tower, 90 SW 8th Street, Suite 2801, Miami, Florida 33130, on Tuesday, May 21, 2019, commencing at 11:00 a.m. or shortly thereafter, at which time any person may be heard regarding the proposed issuance of the Bonds and the nature and locations of the Projects. The Authority will submit a transcript of the statements at the hearing to the Board of County Commissioners, Miami-Dade County, Florida, which must approve or disapprove the issuance of the Bonds for the purposes of and pursuant to Section 147(f) of the Code.

In accordance with the American Disabilities Act, persons needing a special accommodation to participate in this proceeding should contact the Executive Director of the Authority no later than three days prior to the proceeding at the address given above.

MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

TRANSCRIPT OF PUBLIC HEARING

TUESDAY, MAY 21, 2019

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

Amanda Llovet
Chief Financial Officer

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

Jere Croke
Property Owner (Seller)

F.P. Dino, Inc.
*(Excelsior Academies, Inc.
d/b/a Excelsior Charter Academy)*

2234 North Federal Highway, Ste. 470
Boca Raton, Florida 33431

Michell M. Feanny
Borrower's Counsel

Edwards & Feanny, P.A.
*(representing Excelsior Academies,
Inc. d/b/a Excelsior Charter Academy)*

9580 SW 107th Avenue, Ste 204B
Miami, Florida 33176

Dania Duarte
*Director of Financial
Planning & Analysis*

Gulliver Schools, Inc.

9350 S. Dixie Highway, 11th Floor
Miami, Florida 33156

Kearey O. Wan
Borrower's Counsel

Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
(representing Gulliver Schools, Inc.)

150 West Flagler Street, Ste. 2200
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.

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.

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, May 13, 2019, page 6A.

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 Revenue Bond issue for Excelsior Academies, Inc. d/b/a Excelsior Charter Academy, in an aggregate principal amount not to exceed \$9,170,000. The bond issue proceeds will be loaned by the Authority to the Company in order to finance or refinance all or a portion of the cost of the acquisition of an approximately 30,000 square foot educational facility, which includes classrooms, a computer laboratory, and library and administrative office space, and the site therefor, which includes two separate outdoor recreational areas and parking, and related improvements, furnishings, fixtures and equipment, all located on approximately 2.08 acres at 18200 NW 22nd Avenue, in the City of Miami Gardens, located in Miami-Dade County, Florida, which is currently being leased by the Company and operated by the Company as a charter school for grades K through 8, fund necessary reserves and pay certain costs of issuance relating to the Bonds. The Facility will be owned by the Company and continue to be operated as a charter school, with related uses.

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.

Testimony will now be heard by anyone desiring to speak.

Executive Director

Let the record reflect that Jere Croke and Michell Feanny, are in attendance for the Excelsior Academies, Inc. d/b/a Excelsior Charter Academy project. Is there anything either of you would like to add?

Representatives

No.

The second project for consideration is an Industrial Development Revenue Bond issue for Gulliver Schools, Inc., in an aggregate principal amount not to exceed \$66,000,000. The bond issue proceeds will be loaned by the Authority to the Borrower, together with other funds of the Borrower, in order to finance or refinance the following components of the Project. Not exceeding \$12,900,000 in aggregate principal amount of the Bonds will be issued to refinance the Authority's outstanding Industrial Development Revenue Refunding Bonds (Gulliver Schools Project), Series 2014 previously issued to refinance the acquisition of educational facilities, including classrooms and related facilities, furnishings and equipment located at 6575 North Kendall Drive in the Village of Pinecrest, Florida (the "Gulliver Prep Campus") and 12595 Red Road in the City of Coral Gables, Florida (the "Gulliver Academy Campus"), as well as furnishings and equipment at leased facilities previously located at 8530 SW 57th Avenue in the City of South Miami, Florida and 7500 SW 120th Street in the Village of Pinecrest, Florida and related costs of issuance. Not exceeding \$14,600,000 aggregate principal amount of the Bonds will be issued for the purpose of financing the acquisition of approximately 3.2 acres of land, including an existing building thereon comprising Crossbridge Church of Miami located at 6605 SW 88th Street in the Village of Pinecrest, Florida and related demolition of the existing building to be combined with the Gulliver Prep Campus and related costs of issuance. Not exceeding \$38,500,000 in aggregate principal amount of the Bonds will be issued for the purpose of expansion, construction, improvement, equipping and installation of an approximate 38,000 square foot multifunction gymnasium/auditorium and an approximate 23,000 square foot classroom/collaboration, an approximate 30,000 square foot performing arts center building, renovation of existing classrooms, site infrastructure and roadway improvements, facilities, fixtures, furnishings and equipment, and functionally related and subordinate facilities located at the Gulliver Prep Campus and the Gulliver Academy Campus and related costs of issuance. Bond proceeds may be applied to any component of the Project at the discretion of the Borrower. The initial owner and principal user of the Project is the Borrower.

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 that Dania Duarte and Kearey Wan, are in attendance for the Gulliver Schools, Inc. project. Is there anything either of you would like to add?

Representatives

No.

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.