

MEMORANDUM

Agenda Item No. 11(A)(42)


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

DATE: May 5, 2020

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Resolution approving a six month extension of time on certain deadlines set forth in the Contract for Sale and Purchase ("Contract") Between Miami-Dade County, as seller, and Miami-Dade Steel, LLC, a Delaware limited liability company, as buyer, for 123.03 acres of vacant County-owned land identified by Folio No. 30-7901-000-0095 and a portion of Folio No. 30-7901-000-0120 and located directly North of the Homestead Air Reserve Base in County; directing County Mayor to prepare and execute an amendment to the Contract to effectuate the time extensions, following approval by County Attorney's Office for legal sufficiency; authorizing County Mayor to Exercise all Provisions contained therein

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Dennis C. Moss.



Abigail Price-Williams
County Attorney

APW/lmp



MEMORANDUM
(Revised)

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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

Agenda Item No. 11(A)(42)

Veto _____

5-5-20

Override _____

RESOLUTION NO. _____

RESOLUTION APPROVING A SIX MONTH EXTENSION OF TIME ON CERTAIN DEADLINES SET FORTH IN THE CONTRACT FOR SALE AND PURCHASE (“CONTRACT”) BETWEEN MIAMI-DADE COUNTY, AS SELLER, AND MIAMI-DADE STEEL, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AS BUYER, FOR 123.03 ACRES OF VACANT COUNTY-OWNED LAND IDENTIFIED BY FOLIO NO. 30-7901-000-0095 AND A PORTION OF FOLIO NO. 30-7901-000-0120 AND LOCATED DIRECTLY NORTH OF THE HOMESTEAD AIR RESERVE BASE IN UNINCORPORATED MIAMI-DADE COUNTY; DIRECTING COUNTY MAYOR OR MAYOR’S DESIGNEE TO PREPARE AND EXECUTE AN AMENDMENT TO THE CONTRACT TO EFFECTUATE THE TIME EXTENSIONS, FOLLOWING APPROVAL BY COUNTY ATTORNEY’S OFFICE FOR LEGAL SUFFICIENCY; AUTHORIZING COUNTY MAYOR OR COUNTY MAYOR’S DESIGNEE TO EXERCISE ALL PROVISIONS CONTAINED THEREIN

WHEREAS, on May 22, 2019, the Board of County Commissioners approved Resolution No. R-526-19, approving a Purchase and Sale Contract (“Contract”) with Miami-Dade Steel, LLC, (the “Buyer”) a Delaware limited liability company, for the sale of 123.03 acres of vacant, County-owned land identified by Folio. No. 30-7901-000-0095 and a portion of Folio No. 30-7901-000-0120 and located directly north of the Homestead Air Reserve Base in unincorporated Miami-Dade County (the “Property”); and

WHEREAS, the Contract set forth numerous conditions precedent that would need to take place prior to the closing of the sale of the Property and set forth an 18-month period during which time the Buyer was to undertake certain due diligence activities and obtain all financing commitments, among other things; and

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WHEREAS, Novel Coronavirus Disease 2019 (“COVID-19”) is a severe acute respiratory illness that can spread among humans through respiratory transmission and presents with symptoms similar to those of influenza; and

WHEREAS, on March 1, 2020, Governor Ron DeSantis issued an executive order directing the State Health Officer and Surgeon General to declare a Public Health Emergency due to the discovery of COVID-19 in Florida; and

WHEREAS, on March 9, 2020, Governor DeSantis issued Executive Order 20-52 declaring a state of emergency for the entire State of Florida as a result of COVID-19; and

WHEREAS, on March 12, 2020, the County Mayor declared a State of Emergency for all of Miami-Dade County; and

WHEREAS, on March 16, 2020, the Buyer sent a written request to the County stating that “due to the interruption of business activities and the current turmoil of financial markets caused by the Covid-19 pandemic,” the Buyer was seeking a six month extension of time to the 18-month due diligence period in the Contract and to certain conditions precedent deadlines in Section 4 of the Contract; and

WHEREAS, an extension of six months to the due diligence period and to satisfy all of the conditions precedent not yet satisfied in the Contract would likewise benefit the County as the County is currently in the process of applying for a land use amendment and zoning change for the Property required in as a condition precedent in the Contract that has likewise been delayed; and

WHEREAS, the Board desires to approve a six-month extension of time to the 18-month due diligence period in the Contract and to the currently unfulfilled conditions precedents in section 4 of the Contract,

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

Section 1. The foregoing recitals and exhibits to this resolution are incorporated in this resolution and are approved.

Section 2. This Board hereby approves a six-month extension of time to the 18-month due diligence period in the Contract and to the currently unfulfilled conditions precedents in section 4 of the Contract.

Section 3. This Board directs the County Mayor or Mayor's designee to prepare and execute an amendment to the Contract to effectuate the time extensions set forth herein, following approval by the County Attorney's Office for legal sufficiency, and authorizes the County Mayor or Mayor's designee to exercise all provisions contained in said amendment.

The Prime Sponsor of the foregoing resolution is Commissioner Dennis C. Moss. 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:

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 5th day of May, 2020. 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.

MRP

Monica Rizo Perez