

**BCC Meeting:
October 20, 2020
Research Notes**

**Item No. 8H1
File No. 201818**

Researcher: TA Reviewer: PGE

RESOLUTION APPROVING PURSUANT TO SECTION 125.045, FLORIDA STATUTES, DEVELOPMENT LEASE AGREEMENT (“AGREEMENT”) BETWEEN COUNTY AND MIAMI WILDS, LLC (“MIAMI WILDS”) FOR LEASE OF APPROXIMATELY 27.5 ACRES OF COUNTY LAND LOCATED ADJACENT TO ZOO MIAMI AT 12400 SW 152 STREET FOR AN INITIAL TERM OF 40 YEARS, WITH TWO 20-YEAR RENEWAL TERMS, FOR THE DEVELOPMENT AND OPERATION OF THE ZOO MIAMI ENTERTAINMENT AREA TO INCLUDE A WATER PARK, RETAIL AREA, AND HOTEL, AND TO ALLOW THE DEVELOPMENT AND OPERATION OF PARKING FOR JOINT USE BY ZOO MIAMI AND MIAMI WILDS, SUBJECT TO CONDITIONS PRECEDENT, IN EXCHANGE FOR ESTIMATED RENTS AND PARKING REVENUES TO THE COUNTY OVER THE INITIAL 40-YEAR TERM IN THE AMOUNT OF \$120,700,000.00; AUTHORIZING DESIGNATED PURCHASE PURSUANT TO SECTION 2-8.1(B)(3) OF THE COUNTY CODE BY A TWO-THIRDS VOTE OF THE BOARD MEMBERS PRESENT TO SELECT MIAMI WILDS AS THE DEVELOPER AND OPERATOR OF PARKING DEVELOPMENT; WAIVING SECTION 2-10.4.2 OF THE COUNTY CODE REQUIRING TWO M.A.I. APPRAISALS AND RESOLUTION NO. R-407-19 REQUIRING FOUR WEEKS ADVANCE WRITTEN NOTICE PRIOR TO BOARD CONSIDERATION; APPROVING A COVENANT OF USE AND A RELEASE OF COVENANT OF PURPOSE, USE, AND OWNERSHIP WITH THE UNITED STATES DEPARTMENT ECONOMIC DEVELOPMENT ADMINISTRATION AND AMENDMENT NO. 1 TO THE RELEASE AND TRANSFER OF TERMS, CONDITIONS, COVENANTS AND RESTRICTIONS WITH THE UNITED STATES DEPARTMENT OF THE INTERIOR, NATIONAL PARK SERVICE; AUTHORIZING COUNTY MAYOR OR COUNTY MAYOR’S DESIGNEE TO EXECUTE AGREEMENT, COVENANT, RELEASE, AND AMENDMENT AND TO EXERCISE ALL PROVISIONS CONTAINED THEREIN AND TO TAKE ALL ACTIONS TO EFFECTUATE SAME

ISSUE/REQUESTED ACTION

Whether the Board should approve a development lease agreement with Miami Wilds, LLC (Miami Wilds) for the lease of approximately 27.5 acres of County land adjacent to Zoo Miami, known as the Zoo Miami Entertainment Area, for an initial term of 40 years, with two, 20-year renewal terms, for the development and operation of a water park, retail area and hotel in exchange for estimated rents and parking revenues to the County over the initial term in the amount of \$120,700,000.

PROCEDURAL HISTORY

Prime Sponsor: Commissioner Dennis C. Moss, District 9

Department/Requester: Parks, Recreation and Open Spaces (PROS)

This is a substitute item to Legistar No. 201441. The substitute differs from the original as follows:

- The number of automobiles that Miami Wilds shall develop parking for is reduced from 3,761 to 2,099.
- The area to be developed and used for parking is modified and reflected in the mayoral memo, the lease agreement and its exhibits, and the included map (Attachment E in the agenda item)
- The identity and the roles of the company managers and investor groups were clarified in the mayoral memo.

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The substitute item was heard at the Parks, Recreation and Cultural Affairs (PRCA) Committee meeting of September 11, 2020 and forwarded to the Board with a favorable recommendation.

ANALYSIS

The purpose of this item is to approve a development lease agreement with Miami Wilds for the lease of approximately 27.5 acres of vacant, undeveloped County land adjacent to Zoo Miami located at 12400 SW 152nd Street, known as the Zoo Miami Entertainment Area (ZMEA), for an initial term of 40 years, with two, 20-year renewal terms, for the development and operation of a water park, retail area and hotel within the existing parking lot and outside of any natural areas. The lease also grants Miami Wilds exclusive rights within a one-year period to negotiate a lease for an additional 39 acres of land adjacent to Zoo Miami to develop a four-star resort hotel, which would be subject to future Board approval. The agreement further requires Miami Wilds to make improvements to the parking facilities and manage, operate, and maintain the parking for Zoo Miami and the ZMEA. The same 40-acre parking lot will be for both patrons, and the new parking fee is expected to be the same for both amenities.

A waiver of the County Code requirements for two Member Appraisal Institute (M.A.I.) real estate appraisals for leases valued over \$5 million is being recommended because two appraisals were obtained previously, and the Property Appraisers appraised value for 2019 has been used to confirm that the rental rates are consistent with its valuation. The requirement for four weeks advance notice to the public prior to consideration by the Board or a committee of the Board for a lease of land without competitive bidding is also being recommended to be waived. As the project has been under public consideration since 2006, the public notice was not considered necessary by the Administration.

Approval of this item applies to the development lease agreement only; any regulatory approvals of the site plan will still be required, including undergoing the County's environmental reviews by the County's Regulatory and Economic Resources Department and working with the U.S. Fish and Wildlife Service (USFWS) to conduct any other reviews that are deemed necessary. To address environmental concerns with the original project proposal, the scope was significantly reduced from 136 to 27.5 acres and will only be built on an existing parking lot (it will not be built on green space or Pine Rocklands, comprising about 600 acres that is preserved and protected around the Zoo). The substitute item further revised the site plan by removing sections in the northeast and southeast areas to address remaining environmental concerns, in consultation with USFWS. At the PRCA Committee on September 11, 2020, PROS Director Maria Nardi addressed concerns related to endangered species:

- Florida Bonneted Bat – They will set nighttime lighting and sound limits to limit disturbance to bats foraging. The parking lot will be maintained to support bat foraging. PROS will also help guide selection of native plants and landscaping in the project and choose species that attract what bats prey on to increase their feeding success.
- Miami Tiger Beetle – A 50-foot buffer will separate the parking area from any natural areas. In coordination with USFW, they will continue to survey for beetles.
- Florida Leaf Wing Butterfly – There will be no development anywhere near where their habitat has been identified.

In addition, the project will be LEED Silver plus certified and aim to surpass minimum environmental standards.

The selection of Miami Wilds as the developer and operator of Zoo Miami and ZMEA parking is in the form of a designated purchase, pursuant to Section 2-8.1(b)(3) of the County Code, as the mayoral item states that competition is not practicable due to the associated development lease agreement and it is in the best interest of the County to do so. The waivers above and the designated purchase will require a 2/3 vote of members present for this item to be adopted.

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In addition, this item approves and authorizes a covenant and release of a property interest by the U.S. Department of Commerce Economic Development Administration (EDA) in relation to a previously awarded EDA grant, and Amendment No. 1 to the release and transfer terms of 67 acres of deed restricted lands with the U.S. Department of Interior's National Park Service to release the restrictions from the ZMEA and re-impose such restrictions on other land surrounding Zoo Miami.

The economic impact of this agreement is summarized as follows in Table 1 below:

Table 1

Economic Impact	Value or Quantity	Term
Rent revenue – Water Park (16 to 20 acres)	\$37,300,000	Initial 40-year term
Rent revenue – Retail Development Area (RDA) (3 to 4.5 acres)	\$8,400,000	Initial 40-year term
Rent revenue – Phase 1 Family Hotel (4 to 5 acres)	\$13,800,000	Initial 40-year term
Zoo Miami Parking revenue	\$61,200,000	Initial 40-year term
Capital investment by Developer – Water Park	\$43,000,000	Initial 40-year term
Capital investment by Developer – Retail Development Area	\$4,000,000	Initial 40-year term
Capital investment by Developer – Family Hotel	\$52,000,000	Initial 40-year term
Jobs – By substantial completion of the Water Park, RDA, and Phase 1 Family Hotel	304 new, full-time or full-time equivalent jobs making an average of \$35,620 or the then-current County Living Wage.	Within eight years of the commencement date of the Lease and maintain jobs for five years
Jobs – By substantial completion of the Phase 2 Family Hotel	99 new, full-time or full-time equivalent jobs making an average of \$35,620 or the then-current County Living Wage.	Within eleven years of the commencement date of the Lease and maintain jobs for five years

Revenue to the County of \$120 million is projected over the initial 40-year term (or \$3 million annually); 50% will go towards capital improvements for the Zoo and 10% towards environmental restoration initiatives in the area (\$60 million and \$6 million, respectively). The project will also enhance and benefit Miami-Dade County as a whole, such as spur economic development and attract new businesses, expand tourism, and create new jobs in the area. The developer has further committed to creating a skilled jobs' training program and to make good faith efforts to hire the

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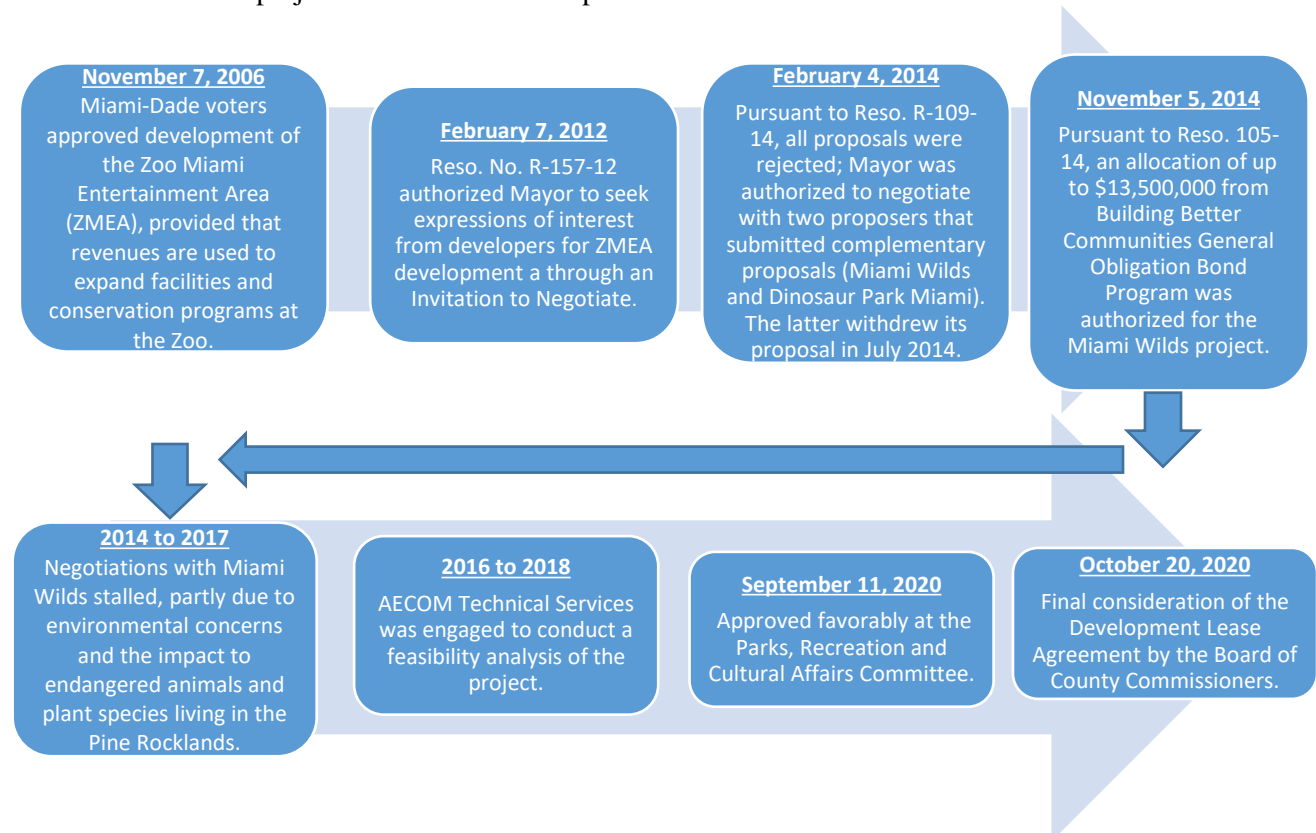
Researcher: TA Reviewer: PGE

program's graduates and to recruit Miami-Dade County residents for ZMEA jobs. The County's Employ Miami-Dade Program and Residents First Training and Employment Program apply to this project.

Pursuant to Resolution No. R-1015-14, this project has been allocated a Building Better Communities General Obligation Bond allocation of up to \$13,500,000 for public infrastructure costs for the ZMEA. It is anticipated that this would cover a portion of the cost to construct the parking areas, which will be the responsibility of the developer. The grant agreement will be brought to the Board for approval at a later date.

All professional services and construction work are subject to the County's Small Business Enterprise (SBE) Program requirements. In addition, any applicable Living Wage provisions may apply to parking lot operations. Small Business Development (SBD) will assign any small business goals, wage and workforce requirements as project details are submitted by Miami Wilds. Per SBD, based on the current parking lot of the Zoo being located in the South Enterprise Zone Designated Target Area (DTA), the Community Workforce Program would also apply.

The timeline for this project is summarized as depicted below:



On September 8, 2020, OCA initiated a due diligence review of Miami Wilds LLC, its managers, the project's investor/developer groups (*italicized*), and ProParks Attractions Group, LLC (manager of the water park and retail); the findings are shown below in Table 2.

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Table 2

Firm	Corporate Registration	Tax Office	Collector's	Westlaw
Miami Wilds, LLC (Managers: Paul M. Lambert, Bernard Zyscovich, and Michael Diaz, Jr.)	Florida Limited Liability Company (FEIN 46-3087150) Active Principal address: 100 Biscayne Blvd Suite 2510 Miami, FL 33132 Date Filed: July 1, 2013	No account on file.		<i>Meyer v. Zyscovich, Inc.</i> (Case No. 1:18-CV-21063). Filed March 20, 2018 in the 11 th Judicial Court, Miami-Dade County. <u>Allegation:</u> Defendant discriminatorily terminated plaintiff's employment on the account of her age. <u>Case status:</u> Closed - Voluntarily dismissed by the Plaintiff on July 9, 2018.
<i>BBC 100, LLC</i>	Foreign Limited Liability Company (No FEIN) Active Principal address: 100 SE 2 nd Street Suite 3400 Miami, FL 33131 Date Filed: April 2, 2018	No account on file.		No litigation found
<i>Wildz, LLC</i>	Florida Limited Liability Company (FEIN 47-2932750) Active Principal address: 100 N. Biscayne Blvd. 27th Floor Miami, FL 33132 Date Filed: December 16, 2014	No account on file.		No litigation found

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<i>Lifestyle Accelerator Fund, LLC</i>	<p>Florida Limited Liability Company (FEIN 47-3790239)</p> <p>Active</p> <p>Principal address: 100 Biscayne Blvd Suite 2510 Miami, FL 33132</p> <p>Date Filed: December 9, 2014</p>	No account on file.	No litigation found
<i>Family Playground Limited Liability Company</i>	<p>Florida Limited Liability Company (FEIN – None)</p> <p>Active</p> <p>Principal address: 11200 S.W. 136 Street Miami, FL 33176</p> <p>Date Filed: April 2, 2020</p>	No account on file.	No litigation found
ProParks Attractions Group, LLC	<p>Florida Limited Liability Company (FEIN – None)</p> <p>Active</p> <p>Principal address: 420 S. Orange Avenue, Suite 270 Orlando, FL 32801</p> <p>Date Filed: March 6, 2020</p>	No account on file.	No litigation found

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DEPARTMENTAL INPUT

OCA asked PROS the below questions on September 24, 2020; the department's responses are *italicized*.

1. What solutions have been proposed to alleviate traffic concerns, which exist currently in the area?

PROS Response: *Miami Wilds is projected to generate less than 1/3 of the traffic approved through the 2010 CDMP. The project will be designed to not create congestion since the majority of the guests will arrive after morning rush hour and leave in the afternoon and evening. Peak visitor days will be on holidays and weekends when other traffic is at its lowest. The project will be required to invest in off-site traffic improvements as dictated by the County to mitigate any impact and enhance traffic flow along SW 152nd street.*

2. The parking spaces were reduced from 4,206 in the original item to 2,099 in the substitute. Will that impact the ability for patrons to park in the future, or was excess capacity accounted for in the original number of spaces?

PROS Response: *Excess capacity was contemplated in the original number of parking spaces; however, the department is currently working to expand the parking to provide for additional spaces to the north of the primary parking area for the development.*

3. For the required jobs that will pay \$35K on average, will the Living Wage apply to all jobs, or only those that the Living Wage currently applies to? What is the then-current Living Wage expected to be in the fifth year following substantial completion of the park for Phase 1 and for Phase 2?

PROS Response: *The Miami Wilds project is not subject to the living wage with the exception of the parking area employees where it does apply. However, the lease is structured in a way so that the average wage for the required jobs and the associated penalty are never below the living wage. Following the countywide historical trend for the increase in the living wage over the last five years, the then current living wage would be somewhere between \$27,534 to \$38,333, and dependent upon health insurance being paid or not.*

4. What is the \$1.53 million in annual Zoo parking revenue based on (# of visitors, parking rate, CPI adjustment, operating expenses, etc.)?

PROS Response: *The estimated annual parking revenue was based on approximately 1 million visitors with approximately 70% arriving by vehicle $700,000/3 \text{ per car} = 233,333 \times \$9 = \$2.1 \text{ million} \times 50\% \text{ net revenue after projected cost of operations} = \1.05 million . After adjusting for inflation, over the 40 year base term of the contract yielded an average of \$1.53 million annually.*

5. At the PRCA Committee meeting, Director Nardi stated that 10% of revenues would be dedicated towards environmental initiatives, which equated to about \$6 million. How was that calculated? (10% of \$120 million would be \$12 million, so is it 10% of only the Zoo parking revenues of \$61.2 million?)

PROS Response: *As noted in the item, the development lease agreement states that 50% of the revenues will be utilized for capital improvements at the Zoo. The \$6 million was calculated based on 10% of the remaining*

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50% of the projected \$120 million revenue (50% of \$120 million = \$60 million; 10% of \$60 million = \$6 million)

6. What is the projected admission fee for Miami Wilds? Will parking rates be the same for Zoo Miami and Miami Wilds patrons?

PROS Response: The Zoo and Miami Wilds will collaborate on establishing all joint special admission packages such as annual passes. The lease agreement provides Miami Wilds with the right to establish the admission fees, and while they have not yet been set, they will be comparable to similar attractions with discounts provided to children, seniors, groups, and annual pass guests, as is typical in the attractions industry. Parking rates will be the same for Miami Wilds and the Zoo.

7. What sustainable building and operating practices are planned or required, besides the reuse of water, lighting, and LEED Certification for buildings?

PROS Response: Interpretive educational features will provide local residents and visitors with a unique opportunity to learn about surrounding ecosystem while enjoying leisure activities. The 27.5 acre Miami Wilds project is being developed outside protected natural areas. Other eco-sensitive aspects of Miami Wilds include the following:

- Miami Wilds will be designed to LEED Silver plus standards*
- The waterpark will have advanced water recapture systems including rainwater filtering with net loss of water through evaporation*
- Project and parking areas to be designed with dark sky and wildlife friendly lighting consistent with Miami-Dade code and Association of Zoos and Aquariums (AZA) guidelines*
- Miami Wilds will use bird friendly window design and glass in building construction*
- Native plants and plant material will be used in landscaping*
- The interpretive pedestrian spine connecting the zoo, waterpark, railroad museum, and military museum will be built around elements which highlight the natural South Dade environment and Everglades*
- Theming of the facilities are being developed to celebrate the surrounding natural areas and Everglades*
- All construction staff will be required to go through training to avoid natural areas and disturbance of the surrounding natural environment*

8. What other County-owned properties are within a five mile radius of ZMEA that has the capacity to serve a minimum of 2000 people at the same time and could be used for a water theme park, water attraction, theme park, or amusement park? Does this restriction include the Zoo from providing any of these amenities?

PROS Response: After researching all county owned properties within a 5 mile radius, no properties were found to have met the criteria above with equivalent developable area, and that were free of any restrictions, to include natural or historical designations prohibiting this type of development. The same is applicable to the Zoo as it's equivalent developable areas are designated as natural protected areas.

9. In the past, there were plans for a water park near the Hard Rock Stadium. Is that project still being considered?

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PROS Response: *The Parks department has not been involved or engaged in any plans for a water park development near Hard Rock Stadium. If the inquiry is in reference to plans for a waterpark originating from the Dolphins ownership, it is our understanding that the plans are not moving forward and that the project is no longer being considered.*

10. The mayoral memo references a feasibility analysis done by AECOM Technical Services, Inc. in 2016 and updated in 2018. How much was this consultant paid and who paid for their services? In light of the current economic conditions, has the analysis been more recently updated?

PROS Response: *For the period between 2014 and 2019, AECOM was paid approximately \$200,000 for the services related to the Zoo Miami Entertainment Area, and such services were paid from the PROS budgeted funds for professional services. The negotiated terms and conditions of the lease agreement were finalized several months prior to the occurrence of the pandemic and the ensuing economic challenges, therefore the analysis has not been recently updated. It is noted that the agenda item contains a contingent financing commitment obtained and secured from the Miami Wilds lender post pandemic. Prior to issuing contingent letters of commitment, lenders analyze a variety of risk factors including changing economic conditions.*

ADDITIONAL INFORMATION:

On October 9, 2020, Bat Conservation International (BCI) released a 2019 report regarding the significance of land alongside Zoo Miami for survival of the Florida bonneted bat. Based on recordings of bat calls using acoustic detectors across ten sites in Miami-Dade County, it was found that the large open area used as parking at Zoo Miami showed the greatest activity of all ten sites. BCI concluded that the Zoo Miami grounds, including the parking area, should be considered as critical habitat for this species.

<https://www.batcon.org/press/new-report-shows-miami-wilds-development-on-environmentally-sensitive-lands/>

In November 2019, Pro Parks Management Company and Innovative Attraction Management announced their merger as ProParks Attractions Group, an owner and operator of entertainment assets with a focus on water parks and family entertainment centers. The company also offers development and management consulting services both domestically and internationally. It currently owns and operates Camelot Park, Funtastics Family Fun Park, Hawaiian Falls Waterparks, and MountAsia Family Fun Center. Their clients include Atlantis Paradise Island, Bahamas; Four Seasons; Legoland; Royal Caribbean International; Carnival; Cowabunga Bay Water Park; and the YMCA.

<http://amusementtoday.com/2019/11/pro-parks-management-company-and-innovative-attraction-management-join-teams-to-form-the-proparks-attractions-group/>

<https://www.proparksmanagement.com/portfolio-and-clients.php>

According to a white paper by Gabelli Funds, the COVID-19 pandemic has posed a lot of challenges to the theme park industry and, in the current operating environment of reduced capacity levels and social distancing, parks are not operating profitably; however, the long term outlook is optimistic.

<https://www.gabelli.com/funds/insights/d1b88971-ee39-4e9d-ab84-a6126e97fac4>

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APPLICABLE LEGISLATION/POLICY

Florida Statutes 125.045, governs County economic development powers

http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0100-0199/0125/Sections/0125.045.html

Section 2-8.1 of the Miami-Dade County Code (Contracts and Purchases Generally) applies to all contracts for public improvements and purchases of all supplies, materials and services other than professional services and (1) requires formal sealed bids for purchases over \$250,000.00; (2) describes the circumstances under which non-competitive purchases may be approved; (3) establishes requirements for legacy purchases, designated purchases, and single vehicle leases; and (4) provides that procurement procedures shall be established by Implementing Order (I.O.) and approved by the Board.

https://library.municode.com/fl/miami-dade-county/codes/code_of_ordinances?nodeId=PTIICOOR_CH2AD_ARTIINGE_S2-8.1COPUGE

Section 2-10.4.2 of the Miami-Dade County Code, Appraisers required for purchases, sale and leases

https://library.municode.com/fl/miami-dade-county/codes/code_of_ordinances?nodeId=PTIICOOR_CH2AD_ARTIINGE_S2-10.4.2APREPUSALE

Section 2-1701 of the Miami-Dade County Code, establishes the provisions of the Community Workforce Program for the County.

https://library.municode.com/fl/miami-dade-county/codes/code_of_ordinances?nodeId=PTIICOOR_CH2AD_ARTCXIICOWOPR_S2-1701COWOPR

Resolution No. R-820-06, adopted on July 6, 2006, called for a special election in conjunction with the countywide election in Miami-Dade County on Tuesday, November 7, 2006, of whether the County shall be able to contract to develop an entertainment district, to include a water park, a family entertainment center, related retail concessions, and a hotel on Metro Zoo property outside of the animal attractions in order to support expanding facilities and education and conservation programs at Metro Zoo.

<http://www.miamidade.gov/govaction/legistarfiles/Matters/Y2006/061795.pdf>

Resolution No. R-157-12, adopted on February 7, 2012, authorizing Mayor or Mayor's designee to seek expressions of interest from developers for development of Zoo Miami Entertainment Area through an Invitation to Negotiate; authorizing the Mayor or Mayor's Designee to negotiate with those offering the greatest financial return and economic benefit to the County; and present such agreements to the Board for approval.

<http://www.miamidade.gov/govaction/legistarfiles/MinMatters/Y2011/112630min.pdf>

Resolution No. R-187-12, adopted on February 21, 2012, directs the Mayor to include due diligence information in memoranda recommending certain contract awards.

<http://www.miamidade.gov/govaction/legistarfiles/MinMatters/Y2012/120287min.pdf>

Resolution R-109-14, adopted on February 4, 2014, rejecting all bids received for the Invitation to Negotiate – Zoo Miami Entertainment Area project; waiving bid protest procedures; directing the Mayor or Mayor's designee to enter into negotiations with the two proposers that submitted complementary proposals.

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<http://www.miamidade.gov/govaction/legistarfiles/MinMatters/Y2014/141000min.pdf>

Resolution No. R-105-14, adopted on November 5, 2014, approving allocation of up to \$13,500,000 from Building Better Communities General Obligation Bond Program Project No. 124 Economic Development Fund to Miami Wilds, LLC to fund Miami Wilds project.

<http://www.miamidade.gov/govaction/legistarfiles/MinMatters/Y2014/142316min.pdf>

Resolution R-407-19, adopted on April 9, 2019, directed the Mayor or Mayor's designee to provide written notification to the public prior to the non-competitive sale or lease of County-owned property for certain purposes

<http://www.miamidade.gov/govaction/legistarfiles/MinMatters/Y2019/190474min.pdf>

Resolution No. R-828-19, adopted on July 23, 2019, established a policy of Miami-Dade County for disclosure of past and present discrimination lawsuits in solicitation submissions.

<http://www.miamidade.gov/govaction/matter.asp?matter=190936&file=true&fileAnalysis=false&yearFolder=Y2019>

Implementing Order 3-22, establishes procedures related to the Small Business Enterprise Construction Program.

<https://www.miamidade.gov/aopdfdoc/aopdf/pdffiles/IO3-22.pdf>

Implementing Order 3-32, establishes procedures related to the Small Business Enterprise Architecture and Engineering Program.

<http://www.miamidade.gov/aopdfdoc/aopdf/pdffiles/IO3-32.pdf>

Implementing Order 3-61, establishes procedures related to the Residents First Training and Employment Program.

<http://www.miamidade.gov/aopdfdoc/aopdf/pdffiles/IO3-61.pdf>

Implementing Order 3-63, establishes procedures related to the Employ Miami-Dade Program.

<http://www.miamidade.gov/aopdfdoc/aopdf/pdffiles/IO3-63.pdf>

Implementing Order 3-24 establishes procedures for Responsible Wages and Benefits for County Construction Projects

<http://www.miamidade.gov/aopdfdoc/aopdf/pdffiles/IO3-24.pdf>