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CLERK OF THE BOARD
OF COUNTY COMMISSIONERS
MIAMI-DADE COUNTY, FLORIDA

Memorandum

MIAMI-DADE COUNTY

Agenda Item No. 10(A)(1)

Date: May 7, 2013

To: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

From: Carlos A. Gimenez
Mayor

Subject: Resolution Amending and Restating Resolution R-1043-12 and Approving the Issuance by the Housing Finance Authority of Miami-Dade of its Multifamily Mortgage Revenue Bonds for Malibu Gardens Apartments for the purpose of Section 147(f) of the Internal Revenue Code of 1986

Resolution No. R-362-13

As outlined in the enclosed memorandum from the Housing Finance Authority of Miami-Dade County (HFA), the attached resolution amends and restates Resolution R-1043-12, which approved the issuance by the HFA of its Multifamily Revenue Bonds (Bonds) in one or more series in an aggregate principal amount not to exceed $11,000,000 for the construction of the Malibu Gardens Apartments (Project), for the purpose of increasing the not to exceed principal amount of such Bonds from $11,000,000 to $12,500,000.

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, as the highest governing body, must approve the issuance of the Bonds by the HFA as required by the Code 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 Series 2012 Bonds are expected to be issued before the end of 2013.

Edward Marquez
Deputy Mayor

Memorandum

MIAMI-DADE COUNTY

Date: March 12, 2013

To: Honorable Carlos Gimenez
Mayor

From: Don Horn, Chairman
Housing Finance Authority of Miami-Dade County

Subject: Resolution Amending and Restating in its entirety Resolution No. R-1043-12, approving the Issuance of Multifamily Mortgage Revenue Bonds for Malibu Gardens 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 amends and restates Resolution No. 1043-12, which approved the issuance by the Authority of its Multifamily Mortgage Revenue Bonds ("Bonds") in an aggregate principal amount not to exceed $11,000,000 to finance the rehabilitation of the Malibu Gardens Apartments and presently known as Villages of Naranja (the "Project"), for the purpose of increasing the not to exceed principal amount of such Multifamily Mortgage Revenue Bonds from $11,000,000 to $12,500,000.

Scope

The Project is located in Commission District 9 at 13800 SW 268th Street in unincorporated Miami-Dade County, Florida (the "County").

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

Malibu Gardens Apartments will be owned by Malibu Gardens Apartments, Ltd., a Florida limited partnership, or such successors in interest in which Malibu Gardens Apartments GP, LLC, a Florida limited liability company, is a managing member or general partner and/or controlling stockholder.

Background

The Code requires that a public hearing be held which the Authority conducted on March 5, 2013 and that the BCC approve the issuance of the Bonds by the Authority after considering the results of the public hearing. A written report regarding the public hearing will be provided to the appropriate BCC committee and the BCC at the time the Resolution is considered. The approval by the BCC is necessary in order to close the bond financing. The Bonds are expected to be issued before the end of 2013.

The Project serves a public purpose in that it will provide 259 apartment units to be occupied in part by persons or families of low, moderate and middle income.

Attachment

MEMORANDUM
(Revised)

TO: Honorable Chairwoman Rebeca Sosa
and Members, Board of County Commissioners

DATE: May 7, 2013

FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Agenda Item No. 10(A)(1)

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**

_____ **Ordinance creating a new board requires detailed County Mayor's report for public hearing**

_____ **No committee review**

_____ **Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous _____) to approve**

_____ **Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required**

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 10(A)(1)
5-7-13

RESOLUTION NO. R-362-13

RESOLUTION AMENDING AND RESTATING IN ITS ENTIRETY RESOLUTION NO. R-1043-12 OF THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, ENTITLED "A RESOLUTION, APPROVING ISSUANCE OF MULTIFAMILY MORTGAGE REVENUE BONDS BY HOUSING FINANCE AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA) IN ONE OR MORE SERIES TO FINANCE OR REFINANCE ALL OR PORTION OF COSTS OF ACQUIRING AND REHABILITATING MULTIFAMILY HOUSING PROJECT TO BE KNOWN AS MALIBU GARDENS APARTMENTS FOR PURPOSES OF SECTION 147(F) OF INTERNAL REVENUE CODE OF 1986, AS AMENDED;" FOR THE PURPOSE OF INCREASING THE NOT TO EXCEED PRINCIPAL AMOUNT OF SUCH MULTIFAMILY MORTGAGE REVENUE BONDS FROM $11,000,000.00 TO $12,500,000.00; AND ESTABLISHING AN EFFECTIVE DATE

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

WHEREAS, Malibu Apartments, Ltd. (the "Borrower") previously requested that the Housing Finance Authority of Miami-Dade County (Florida) (the "Authority") issue its multifamily mortgage revenue bonds in a principal amount not to exceed $11,000,000.00 (the "Bonds"), in one or more series, so it could loan the proceeds to the Borrower for the purposes of financing or refinancing the costs of the acquisition and rehabilitation of a multifamily rental housing project to consist of approximately 259 units, to be occupied in part by persons of low, moderate and middle income and elderly and disabled persons, located at 13800 SW 268th Street in unincorporated Miami-Dade County, Florida to be known as Malibu Gardens Apartments, and presently known as Villages of Naranja (the "Project"), to be owned by the Borrower or such

successors in interest in which Malibu Gardens Apartments GP, LLC, a Florida limited liability company, is a managing member or general partner and/or controlling stockholder; and

WHEREAS, on June 21, 2012, the Authority held a public hearing, notice of which was published on June, 6, 2012, in The Miami Herald for the purpose of giving all interested persons an opportunity to express their views in connection with the proposed issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and no citizens appeared to oppose such issuance or the funding of the Project; and

WHEREAS, the Authority adopted Resolution No. HFA 2012-10 on June 26, 2012 which was ratified and amended by Resolution No. HFA 2012-13, adopted on September 24, 2012, initially approving the financing of the Project through the issuance of the Bonds, subject to approval by the Board and final approval by the Authority of the financing documents; and

WHEREAS, on December 4, 2012, the Board adopted Resolution No. R-1043-12 approving the issuance of the Bonds in one or more series for the purpose of financing or refinancing all or a portion of the costs of the Project in an amount not to exceed $11,000,000.00 for the purposes set forth in Section 147(f) of the Code; and

WHEREAS, the Borrower subsequently requested the Authority to further increase the not-to-exceed principal amount of the Bonds from $11,000,000.00 to $12,500,000.00; and

WHEREAS, on February 25, 2013, the Authority amended and restated Resolution No. 2012-10, as amended by Resolution No. 2012-13, reaffirming its official intent to issue the Bonds, subject to the conditions stated therein, in an increased amount not exceeding $12,500,000.00; and

WHEREAS, the Authority held a hearing on March 5, 2013, notice of which was published on February 13, 2013 of a Notice of Public Hearing for the Project in *The Miami*

Herald (a copy of which is attached hereto as Exhibit A) in accordance with the requirements of Section 147(f) of the Code authorizing the Bonds in an amount not to exceed $12,500,000.00, and no citizens appeared to contest such issuance of the funding of the Project; and

WHEREAS, the Authority requests that the Board amend and restate Resolution No. R-1043-12 of the Board in its entirety to approve the issuance of the Bonds in an amount not to exceed $12,500,000.00 for purposes of complying with Section 147(f) of the Code; and

WHEREAS, this Board concurs with the findings of the Authority that the Project will inure to the benefit of the citizens of Miami-Dade County, and 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 the Bonds in an aggregate principal amount not to exceed $12,500,000.00 for the purpose of financing all or a portion of the costs of the Project, as previously described, is approved.

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 Borrower 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 **Lynda Bell**, who moved its adoption. The motion was seconded by Commissioner **Sally A. Heyman** and upon being put to a vote, the vote was as follows:

Rebeca Sosa, Chairwoman	**aye**		
Lynda Bell, Vice Chair	**aye**		
Bruno A. Barreiro	**aye**	Esteban L. Bovo, Jr.	**aye**
Jose "Pepe" Diaz	**absent**	Audrey M. Edmonson	**aye**
Sally A. Heyman	**aye**	Barbara J. Jordan	**aye**
Jean Monestime	**absent**	Dennis C. Moss	**aye**
Sen. Javier D. Souto	**absent**	Xavier L. Suarez	**aye**
Juan C. Zapata	**absent**		

The Chairperson thereupon declared the resolution duly passed and adopted this 7th day of May, 2013. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: ***Christopher Agrippa***
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

Gerald T. Heffernan

RESOLUTION NO. HFA 2013-2

A RESOLUTION AMENDING AND RESTATING RESOLUTION NO. HFA 2012-10, AS AMENDED BY RESOLUTION NO. HFA 2012-13; EXPRESSING THE INTENT OF THE HOUSING FINANCE AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA) TO PROCEED WITH THE ACQUISITION AND REHABILITATION OF A MULTIFAMILY RENTAL HOUSING PROJECT AND THE FINANCING THEREOF, THROUGH THE ISSUANCE OF ITS NOT TO EXCEED $12,500,000 MULTIFAMILY MORTGAGE REVENUE BONDS FOR THE BENEFIT OF MALIBU GARDENS APARTMENTS, LTD., RATIFYING PUBLICATION OF A TEFRA NOTICE, AUTHORIZING HOLDING OF 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 a private owner of a multifamily rental housing project to consist of approximately 259 units, to be occupied in part by persons of low, moderate and middle income and elderly and disabled persons, located at 13800 SW 268th Street in unincorporated Miami-Dade County, Florida to be known as Malibu Gardens Apartments, and presently known as Villages of Naranja (the "Project"); to be owned by Malibu Gardens Apartments, Ltd., a Florida limited partnership, or such successors in interest in which Malibu Gardens Apartments GP, LLC, a Florida limited liability company, is a managing member or general partner and/or controlling stockholder (the "Owner"); and

WHEREAS, in order to provide financing for the acquisition and rehabilitation of the Project, the Authority on June 25, 2012 expressed its intent to issue its tax-exempt multifamily mortgage revenue bonds for the benefit of the Owner in one or more series or issues in the amount then estimated not to exceed $10,000,000, by the adoption of Resolution No. HFA 2012-10, amended on September 24, 2012 to an amount not to exceed $11,000,000; and

WHEREAS, the Owner has requested the Authority to further increase the not-to-exceed principal amount of such bonds from $11,000,000 to $12,500,000 (the "Bonds"); and

WHEREAS, the Authority intends to enter into a Loan or Financing Agreement, a Trust Indenture, 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 caused the publication on February 13, 2013 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") authorizing the Bonds in an amount not to exceed $12,500,000, 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 reaffirms its intention expressed on June 25, 2012 to approve at a later date, by appropriate resolution, and upon compliance by the Owner 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 Owner by the Authority's staff, the financing of the acquisition and rehabilitation of

the Project through the issuance of its Bonds in the increased amount of not to exceed $12,500,000 and the execution of the necessary documents, including a Trust Indenture, Loan or Financing Agreement and Regulatory Agreement as to Tax-Exemption or Land Use Restriction Agreement; provided, however, such Bonds shall not be issued unless the Bonds, if publicly offered, are rated at least A or better by either Standard & Poor's Corporation or Moody's Investors Service or both, if both rate the Bonds, or, alternatively, the Bonds, if not rated, are sold by private placement to institutional investors.

SECTION 2. This Resolution shall reaffirm the declaration of the official intent of the Authority made June 25, 2002, within the contemplation of Section 1.150-2 of the Income Tax Regulations promulgated by the Department of the Treasury, to permit the Owner to use proceeds of the Bonds to reimburse itself for certain construction, planning, design, legal or other costs and expenses originally paid by the Owner in connection with the Project with funds other than proceeds of the Bonds prior to the issuance of the Bonds (the "Advanced Funds").

The Owner has represented to the Authority that all of the expenditures initially to be made with the Advanced Funds and then to be reimbursed from proceeds of the Bonds 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 Bonds. Other than any preliminary expenditures for architectural, engineering, surveying, soil testing, costs of issuing the Bonds or similar purposes that may have been paid more than sixty days prior to June 25, 2012, no expenditures to be reimbursed from proceeds of the Bonds have been paid more than sixty days earlier than June 25, 2012.

SECTION 3. The extended intent period for the Project shall have a term of six (6) months from the date of adoption of this Resolution (the "Intent Period"). The Intent Period is subject to additional extension by the Authority upon compliance by the Owner 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 regarding the issuance of the Bonds in an amount not to exceed $12,500,000 as required by Section 147(f) of the Code is hereby ratified and approved, the conducting on behalf of the Authority of the TEFRA hearing as provided for in said notice is hereby authorized, and staff of the Authority is authorized 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 Bonds by the Authority in the increased amount of not-to-exceed $12,500,000 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 the Bonds 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 Owner 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 Bonds 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 Bonds 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 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.

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

AYES: 8

NAYS: 0

ABSTENTIONS: 0

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

Adopted this 25th day of February, 2013.

(Seal)

HOUSING FINANCING AUTHORITY OF MIAMI-DADE COUNTY (FLORIDA)

Chairman

Attest:

Secretary/Treasurer

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

By:

Assistant County Attorney
for Miami-Dade County, Florida

Miami Herald
MiamiHerald.com

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 was published in said newspaper in the issues of:

February 13, 2013

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 Miami-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).

Jeannette Martinez

Sworn to and subscribed before me this
13th day of February 2013

My Commission
Expires: April 20, 2013
Orfinda E. Arieta

Notary

ORFINDA E ARRIETA
MY COMMISSION # DD941057
EXPIRES April 20, 2013
(407)398-0153 NotaryOfAmerica.com

NOTICE OF PUBLIC HEARING

Notice is hereby given that the Housing Finance Authority of Miami-Dade County (Florida) (the "Authority") will conduct a TEFRA Hearing to which all interested persons are invited:

DATE AND TIME: Tuesday, March 5, 2013 at 10:00 a.m.
PLACE: 7855 NW 12th Street, Suite 102, Doral, Florida 33126.

PURPOSE: To conduct a public hearing concerning the proposed issuance of bonds in the aggregate face amount of not to exceed $12,500,000 by the Authority to finance the acquisition of land and rehabilitation of the following multi-family rental property:

Malibu Garden Apartments, 259 units located at 13800 SW 268 Street, Miami, FL 33032. The owner will be Malibu Gardens Apartments, Ltd., a Florida limited partnership, or such successors in interest in which Malibu Gardens Apartments GP, LLC, a Florida limited liability company, is a managing member or general partner and/or controlling stockholder.

All interested parties are invited to present oral comments at the public hearing regarding the issuance of bonds to finance the listed property.

Any person who decides to appeal any decision made by the Authority with respect to any matter considered at this public hearing will need a record of the proceedings, and for such purpose may need to ensure that a verbatim record of the proceedings be made, which record includes the testimony and evidence upon which the appeal is to be based.