NEW ISSUE - BOOK-ENTRY ONLY **RATINGS: See "Ratings" herein**

In the opinion of Bond Counsel, under existing statutes, regulations, rulings and court decisions and assuming continuing compliance with certain covenants and the accuracy of certain representations, (a) interest on the Series 2010A Bonds will be excludable from gross income for federal income tax purposes, (b) interest on the Series 2010A Bonds will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations and such interest on the Series 2010A Bonds will not be taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations, and (c) the Series 2010A Bonds and the income thereon will not be subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, as amended, on interest, income or profits on debt obligations owned by corporations as defined therein. In the opinion of Bond Counsel: (a) interest on the Series 2010B Bonds will not be excludable from gross income for federal income tax purposes, and (b) the Series 2010B Bonds and the income thereon will not be subject to taxation under the laws of the State of Florida, except estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined therein. For a more complete discussion of the tax aspects, see "TAX MATTERS."

$217,260,000
MIAMI-DADE COUNTY, FLORIDA

$29,670,000
Transit System Sales Surtax Revenue Bonds
Series 2010A

$187,590,000
Transit System Sales Surtax Revenue Bonds
Series 2010B
(Federally Taxable - Build America Bonds - Direct Payment)

Dated: Date of Delivery **Due: July 1, as shown on the inside cover**

The Transit System Sales Surtax Revenue Bonds, Series 2010A (the "Series 2010A Bonds") and the Transit System Sales Surtax Revenue Bonds, Series 2010B (Federally Taxable - Build America Bonds – Direct Payment) (the "Series 2010B Bonds," together with the Series 2010A Bonds are collectively referred to as the "Series 2010 Bonds"), will be issued by Miami-Dade County, Florida (the "County") as fully registered bonds in the name of Cede & Co., as registered owner and nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Series 2010 Bonds. Since purchases of beneficial interests in the Series 2010 Bonds will be made in book-entry only form in denominations of $5,000 or any integral multiple of $5,000, beneficial owners will not receive physical delivery of bond certificates. Interest on the Series 2010 Bonds will be payable semi-annually on January 1 and July 1 of each year, commencing January 1, 2011. Principal of the Series 2010 Bonds will be payable at the designated office of Deutsche Bank National Trust Company, Jacksonville, Florida, as Paying Agent and Registrar for the Series 2010 Bonds. As long as DTC or its nominee is the registered owner of the Series 2010 Bonds, payments of the principal of and interest on the Series 2010 Bonds will be made directly to DTC or its nominee. See "DESCRIPTION OF THE SERIES 2010 BONDS - Book-Entry Only System" in this Official Statement.

The Series 2010A Bonds are not subject to redemption prior to maturity. The Series 2010B Bonds are subject to redemption prior to maturity under the terms and conditions as more fully described in this Official Statement.

The Series 2010 Bonds are being issued to (i) pay a portion of the cost of certain transportation and transit projects as described in this Official Statement; (ii) make a deposit to the Reserve Account; (iii) pay the cost of issuance of the Series 2010 Bonds; and (iv) pay capitalized interest on the Series 2010 Bonds through July 1, 2012.

THE SERIES 2010 BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE COUNTY, PAYABLE SOLELY FROM AND SECURED BY A PRIOR LIEN UPON AND A PLEDGE OF THE PLEDGED REVENUES AS PROVIDED IN THE MASTER ORDINANCE (AS DESCRIBED HEREIN) ON A PARITY WITH ALL OTHER BONDS OUTSTANDING UNDER THE BOND ORDINANCE. THE SERIES 2010 BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE COUNTY, THE STATE OF FLORIDA (THE "STATE") OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE OR A PLEDGE OF THE FAITH AND CREDIT OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE BUT SHALL BE PAYABLE SOLELY FROM THE PLEDGED REVENUES. THE ENACTMENT OF THE BOND ORDINANCE, THE ENACTMENT OF THE 2009 ORDINANCE (AS DESCRIBED HEREIN), THE ADOPTION OF THE SERIES 2010 RESOLUTION (AS DESCRIBED HEREIN) AND THE ISSUANCE OF THE SERIES 2010 BONDS SHALL NOT DIRECTLY OR INDIRECTLY OR CONTINGENTLY OBLIGATE THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE TO LEVY OR TO PLEDGE ANY FORM OF AD VALOREM TAXATION WHATSOEVER, NOR SHALL THE SERIES 2010 BONDS CONSTITUTE A CHARGE, LIEN OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE. NO HOLDER OF THE SERIES 2010 BONDS WILL HAVE THE RIGHT TO REQUIRE OR COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE FOR PAYMENT OF THE SERIES 2010 BONDS, OR BE ENTITLED TO PAYMENT OF SUCH AMOUNT FROM ANY OTHER FUNDS OF THE COUNTY, EXCEPT FROM THE PLEDGED REVENUES IN THE MANNER PROVIDED IN THE MASTER ORDINANCE.

This cover page contains information for quick reference only. It is *not* a complete summary of the information in this Official Statement. Investors must read this entire Official Statement, including the Appendices, to obtain information essential in making an informed investment decision with respect to the purchase of the Series 2010 Bonds.

The Series 2010 Bonds are offered when, as and if issued by the County and accepted by the Underwriters, subject to the delivery of legal opinions by Greenberg Traurig, P.A., Miami, Florida, and Edwards & Associates, P.A., Miami, Florida, Bond Counsel. Certain legal matters will be passed upon for the County by the Office of the Miami-Dade County Attorney. Certain legal matters relating to disclosure will be passed upon for the County by Nabors, Giblin & Nickerson, P.A., Tampa, Florida, and Liebler, Gonzalez & Portuondo, P.A., Miami, Florida, Disclosure Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Marchena and Graham, P.A., Orlando, Florida. Public Resources Advisory Group, St. Petersburg, Florida, has served as Financial Advisor to the County in connection with the issuance of the Series 2010 Bonds. It is expected that the Series 2010 Bonds will be available for delivery through DTC in New York, New York, on or about September 14, 2010.

Loop Capital Markets LLC

Barclays Capital **M.R. Beal & Company**

Rice Financial Products **Wells Fargo Securities**

Estrada Hinojosa & Company **Jackson Securities** **Morgan Stanley & Co., Incorporated** **RBC Capital Markets**

Siebert Brandford Shank & Co., LLC **Stifel Nicolaus & Company, Inc.** **Ramirez & Co., Inc.**

Dated: August 25, 2010

MATURITY DATES, PRINCIPAL AMOUNTS, INITIAL CUSIP NUMBERS[1]
INTEREST RATES, AND PRICES OR YIELDS

$29,670,000
MIAMI-DADE COUNTY, FLORIDA TRANSIT SYSTEM
SALES SURTAX REVENUE BONDS SERIES 2010A

$29,670,000 Series 2010A Serial Bonds

Maturity Date (July 1)	Principal Amount	Initial CUSIP No.[1]	Interest Rate	Yield
2013	$3,225,000	59334PCR6	3.000%	0.930%
2014	3,325,000	59334PCS4	4.000	1.250
2015	3,455,000	59334PCT2	5.000	1.720
2016	3,630,000	59334PCU9	4.000	2.050
2017	3,775,000	59334PCV7	3.000	2.330
2018	3,890,000	59334PCW5	5.000	2.490
2019	4,085,000	59334PCX3	5.000	2.700
2020	4,285,000	59334PCY1	3.000	2.900

$187,590,000
MIAMI-DADE COUNTY, FLORIDA TRANSIT SYSTEM
SALES SURTAX REVENUE BONDS SERIES 2010B
(FEDERALLY TAXABLE - BUILD AMERICA BONDS - DIRECT PAYMENT)

$18,485,000 Series 2010B Serial Bonds

Maturity Date (July 1)	Principal Amount	Initial CUSIP No.[1]	Interest Rate	Price
2021	$4,415,000	59334PDB0	4.593%	100.000%
2022	4,545,000	59334PDC8	4.743	100.000
2023	4,685,000	59334PDD6	4.893	100.000
2024	4,840,000	59334PDE4	5.043	100.000

$45,370,000 5.534% Term Bonds due July 1, 2032, Price 100.000%, Initial CUSIP No. 59334PCZ8[1]
$123,735,000 5.624% Term Bonds due July 1, 2040, Price 100.000%, Initial CUSIP No. 59334PDA2[1]

(1) The County takes no responsibility for the CUSIP numbers, which are included solely for the convenience of the readers of this Official Statement.

MIAMI-DADE COUNTY, FLORIDA
Carlos Alvarez, Mayor

MEMBERS OF THE BOARD OF COUNTY COMMISSIONERS
Dennis C. Moss, Chairman
José "Pepe" Diaz, Vice Chairman

Name	District	Name	District
Barbara J. Jordan	1	Katy Sorenson	8
Dorrin D. Rolle	2	Dennis C. Moss	9
Audrey M. Edmonson	3	Senator Javier D. Souto	10
Sally A. Heyman	4	Joe A. Martinez	11
Bruno A. Barreiro	5	Jose "Pepe" Diaz	12
Rebeca Sosa	6	Natacha Seijas	13
Carlos A. Gimenez	7		

COUNTY CLERK
Harvey Ruvin

COUNTY MANAGER
George M. Burgess

COUNTY ATTORNEY
R.A. Cuevas, Jr., Esq.

FINANCE DIRECTOR
Carter Hammer

MIAMI-DADE TRANSIT
Harpal S. Kapoor, Director

MIAMI-DADE PUBLIC WORKS
Esther Calas, P.E., Director

BOND COUNSEL
Greenberg Traurig, P.A.
Miami, Florida

Edwards & Associates, P.A.
Miami, Florida

DISCLOSURE COUNSEL
Nabors, Giblin & Nickerson, P.A.
Tampa, Florida

Liebler, Gonzalez & Portuondo, P.A.
Miami, Florida

FINANCIAL ADVISOR
Public Resources Advisory Group
St. Petersburg, Florida

INDEPENDENT PUBLIC ACCOUNTANTS
KPMG LLP
Miami, Florida

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NO DEALER, BROKER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED BY THE COUNTY OR THE UNDERWRITERS TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN AS SET FORTH IN THIS OFFICIAL STATEMENT AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COUNTY OR THE UNDERWRITERS. THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE SERIES 2010 BONDS BY A PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH AN OFFER, SOLICITATION OR SALE. THIS OFFICIAL STATEMENT IS NOT TO BE CONSTRUED AS A CONTRACT WITH THE PURCHASERS OF THE SERIES 2010 BONDS.

THE SERIES 2010 BONDS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAW, NOR HAS THE BOND ORDINANCE (AS DEFINED HEREIN) BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACTS.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE UNDERWRITERS HAVE PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT. *THE UNDERWRITERS HAVE REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH AND AS PART OF THEIR RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THE TRANSACTION, BUT THE UNDERWRITERS DO NOT GUARANTY THE ACCURACY OR THE COMPLETENESS OF SUCH INFORMATION.*

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2010 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITERS MAY OFFER AND SELL THE SERIES 2010 BONDS TO CERTAIN DEALERS AND OTHERS AT PRICES LOWER OR YIELDS HIGHER THAN THE PUBLIC OFFERING PRICES OR YIELDS SET FORTH ON THE INSIDE COVER PAGE OF THIS OFFICIAL STATEMENT, AND SUCH PUBLIC OFFERING

PRICES OR YIELDS MAY BE CHANGED FROM TIME TO TIME, AFTER THE INITIAL OFFERING TO THE PUBLIC, BY THE UNDERWRITERS.

THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS EITHER IN BOUND PRINTED FORM ("ORIGINAL BOUND FORMAT") OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITE: www.MuniOS.com. THIS OFFICIAL STATEMENT MAY BE RELIED UPON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT OR AS PRINTED IN ITS ENTIRETY DIRECTLY FROM SUCH WEBSITE.

CERTAIN STATEMENTS INCLUDED OR INCORPORATED BY REFERENCE IN THIS OFFICIAL STATEMENT CONSTITUTE "FORWARD-LOOKING STATEMENTS." SUCH STATEMENTS GENERALLY ARE IDENTIFIABLE BY THE TERMINOLOGY USED, SUCH AS "PLAN," "EXPECT," "ESTIMATE," "BUDGET" OR OTHER SIMILAR WORDS. SUCH FORWARD-LOOKING STATEMENTS INCLUDE BUT ARE NOT LIMITED TO CERTAIN STATEMENTS CONTAINED IN THE INFORMATION UNDER THE CAPTIONS "ESTIMATED SOURCES AND USES OF FUNDS" AND "CERTAIN INVESTMENT CONSIDERATIONS." THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS.

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OFFICIAL STATEMENT

relating to

$217,260,000
MIAMI-DADE COUNTY, FLORIDA

$29,670,000 **Transit System Sales Surtax Revenue Bonds** **Series 2010A**	**$187,590,000** **Transit System Sales Surtax Revenue Bonds** **Series 2010B** **(Federally Taxable - Build America Bonds - Direct Payment)**

INTRODUCTION

The purpose of this Official Statement of Miami-Dade County, Florida (the "County"), which includes the cover page, the inside cover page and Appendices, is to furnish information in connection with the issuance and sale by the County of $29,670,000 aggregate principal amount of Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010A (the "Series 2010A Bonds") and $187,590,000 aggregate principal amount of Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010B (Federally Taxable - Build America Bonds - Direct Payment) (the "Series 2010B Bonds," together with the Series 2010A Bonds, the "Series 2010 Bonds"). The Series 2010 Bonds are being issued pursuant to the authority of, and in compliance with, the Constitution and Laws of the State of Florida (the "State"), including, without limitation, (i) Chapter 125 and Chapter 166, Florida Statutes, each as amended, (ii) Section 212.054 and Section 212.055(1), Florida Statutes, each as amended (the "Transit System Sales Surtax Act"), (iii) the Metropolitan Dade County Home Rule Amendment and Charter of the County, as amended, (iv) the Code of Miami-Dade County, as amended (the "County Code"), including Ordinance No. 02-116 enacted by the Board of County Commissioners of the County (the "Board") on July 9, 2002 (the "Transit System Sales Surtax Ordinance"), and (v) Ordinance No. 05-48 enacted by the Board on March 1, 2005 (the "Original Ordinance" and, as amended by the 2009 Ordinance (defined below), the "Master Ordinance"), Ordinance No. 09-65 enacted by the Board on July 21, 2009 (the "2009 Ordinance") and Resolution No. R-803-10, adopted by the Board on July 20, 2010 (the "Series 2010 Resolution," and together with the Master Ordinance, the "Bond Ordinance"). The full text of the Bond Ordinance is appended to this Official Statement as "APPENDIX B – ORIGINAL ORDINANCE, 2009 ORDINANCE AND SERIES 2010 RESOLUTION."

Pursuant to the Transit System Sales Surtax Act, the Transit System Sales Surtax Ordinance and the approval of the voters at an election held on November 5, 2002, the County levies and imposes a one half of one percent discretionary sales surtax on all transactions occurring in the County that are subject to the State of Florida tax imposed on sales, use, services, rentals, admissions and other transactions under Chapter 212, Florida Statutes. Subject to certain limitations, proceeds of the discretionary sales surtax are to be used to fund the cost of certain transportation and transit projects in the County. Under the Master Ordinance, the Board has authorized the issuance from time to time of County special and limited obligation bonds for the purpose of paying all or a portion of costs for certain transportation and transit projects to be funded pursuant to the Transit System Sales Surtax Ordinance. The Original Ordinance initially authorized the issuance from time to time of such bonds in the initial aggregate principal amounts of not to exceed $500,000,000. The 2009 Ordinance further authorized the issuance from time to time of Additional Bonds (as described herein) in an aggregate principal amount of not to exceed $500,000,000, bringing the total authorization to $1,000,000,000. To date, the County has issued (i) $186,435,000 Transit System Sales Surtax Revenue Bonds, Series 2006, of which $174,220,000 is outstanding (the "Series 2006 Bonds"), (ii) $274,565,000 Transit System Sales Surtax Revenue Bonds, Series 2008, of which $267,070,000 is outstanding (the "Series 2008 Bonds"), and (iii) $69,765,000 Transit System Sales Surtax Revenue Bonds, Series 2009A (the "Series 2009A Bonds") and $251,975,000 Transit System Sales Surtax Revenue Bonds, Series 2009B (Federally Taxable - Build America Bonds - Direct Payment) (the "Series 2009B Bonds," together with the Series 2009A Bonds, the "Series 2009 Bonds"), all of which are presently outstanding. After issuance of the Series 2010 Bonds, the County will have issued all of the current authorization of Bonds under the Master Ordinance (which may be supplemented to provide for additional authorization in the future). The Series 2006 Bonds, the Series 2008 Bonds and the Series 2009 Bonds are herein referred to as the "Outstanding Bonds."

The proceeds of the Series 2010 Bonds will be used to (i) pay a portion of the cost of certain transportation and transit projects as more particularly described under the caption "THE TRANSIT SYSTEM SALES SURTAX PROGRAM – Series 2010 Transit System Sales Surtax Projects," (ii) make a deposit to the Reserve Account, (iii) pay the cost of issuance of the Series 2010 Bonds, and (iv) pay capitalized interest on the Series 2010 Bonds through July 1, 2012.

The Series 2010 Bonds are special and limited obligations of the County and are payable solely from and secured equally and ratably by a prior lien upon and pledge of the Pledged Revenues pursuant to the Bond Ordinance on a parity with the Outstanding Bonds. *See* "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010 BONDS" in this Official Statement.

This Official Statement contains descriptions of, among other things, the Series 2010 Bonds, the Bond Ordinance and the County. Such descriptions and information do not purport to be comprehensive or definitive. Certain information in this Official Statement has been provided by The Depository Trust Company, New York, New York ("DTC"). The County has not provided information in this Official Statement with respect to DTC and does not certify as to the accuracy or sufficiency of the disclosure policies of or content provided by DTC and is not responsible for the information provided by DTC. All references in this Official Statement to the Bond Ordinance and related documents are qualified by reference to such documents, and references to the Series 2010 Bonds are qualified in their entirety by reference to the form of such bonds included in the Bond Ordinance. *All capitalized terms in this Official Statement shall have the meanings assigned to such terms in the Bond Ordinance unless another meaning is ascribed to any of such terms in this Official Statement*.

DESCRIPTION OF THE SERIES 2010 BONDS

General

The Series 2010 Bonds shall bear interest at such rates and will mature on the dates and in the principal amounts set forth on the inside cover page of this Official Statement. Interest on the Series 2010 Bonds will be payable semi-annually on January 1 and July 1 of each year, commencing January 1, 2011. Deutsche Bank National Trust Company, Jacksonville, Florida will act as Registrar and Paying Agent for the Series 2010 Bonds (the "Registrar" or "Paying Agent").

The Series 2010 Bonds will be issued initially as fully registered bonds in the name of Cede & Co., as nominee of DTC, which will act as securities depository for the Series 2010 Bonds. Purchases of the Series 2010 Bonds will be made through a book-entry only system maintained by DTC, in denominations of $5,000 or any integral multiple of $5,000, and purchasers of the Series 2010 Bonds (the "Beneficial Owners") will not receive physical delivery of bond certificates. As long as DTC or its nominee is the registered owner of the Series 2010 Bonds, the principal and interest payments will be made to DTC or its nominee, which will in turn remit such principal and interest payments to DTC's Participants (as defined below under "Book-Entry Only System") for subsequent disbursement to the Beneficial Owners. *See* "Book-Entry Only System" below.

The County currently intends to elect to treat the Series 2010B Bonds as "Build America Bonds (Direct Payment)" for purposes of the American Recovery and Reinvestment Act of 2009 and to receive Federal Direct Payments (hereinafter defined) from the United States Treasury in connection therewith. *See* "BUILD AMERICA BONDS" in this Official Statement.

Designation of "Build America Bonds"

The County will designate the Series 2010B Bonds as "Build America Bonds" for purposes of the Internal Revenue Code of 1986, as amended (the "Code"), and elect to receive a cash subsidy from the United States Treasury in connection therewith. Under the Code, the County expects to receive such cash subsidy payments from the United States Treasury equal to 35% of the interest payable on the Series 2010B Bonds. *See* "BUILD AMERICA BONDS" in this Official Statement.

See "TAX MATTERS" for a description of certain tax consequences relating to the Series 2010B Bonds.

No Redemption of the Series 2010A Bonds

The Series 2010A Bonds are not subject to redemption prior to maturity.

Redemption of the Series 2010B Bonds

Optional Redemption. Except as described under the caption *Extraordinary Optional Redemption of the Series 2010B Bonds*, the Series 2010B Bonds shall not be subject to optional redemption prior to maturity.

Mandatory Redemption. The Series 2010B Bonds maturing on July 1, 2032 are subject to mandatory sinking fund redemption in part prior to maturity as described below and in accordance with the procedures described below under the caption "*Redemption of Portions of the Series 2010B Bonds*," at a redemption price equal to 100% of the principal amount of the Series 2010B Bonds to be redeemed, commencing July 1, 2025 and on each July 1 thereafter, in the years and principal amounts set forth below.

Year	Principal Amount
2025	$4,995,000
2026	5,175,000
2027	5,360,000
2028	5,555,000
2029	5,755,000
2030	5,960,000
2031	6,175,000
2032*	6,395,000

*Final Maturity

The Series 2010B Bonds maturing on July 1, 2040 are subject to mandatory sinking fund redemption in part prior to maturity as described below and in accordance with the procedures described below under the caption "Redemption of Portions of the Series 2010B Bonds," at a redemption price equal to 100% of the principal amount of the Series 2010B Bonds to be redeemed, commencing July 1, 2033 and on each July 1 thereafter, in the years and principal amounts set forth below.

Year	Principal Amount
2033	$6,625,000
2034	6,870,000
2035	7,120,000
2036	7,380,000
2037	7,650,000
2038	7,930,000
2039	21,590,000
2040*	58,570,000

*Final Maturity

Extraordinary Optional Redemption of the Series 2010B Bonds. The Series 2010B Bonds are subject to redemption prior to maturity at the election or direction of the County, in whole or in part, on any Business Day, and if in part, in accordance with the procedures described below under the caption "Redemption of Portions of the Series 2010B Bonds," upon the occurrence of an Extraordinary Event (as defined below), at a redemption price equal to the greater of:

(1) 100% of the principal amount of the Series 2010B Bonds to be redeemed; or

(2) the sum of the present value of the remaining scheduled payments of principal and interest to the maturity date of the Series 2010B Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which the Series 2010B Bonds are to be redeemed, discounted to the date on which the Series 2010B Bonds are to be redeemed on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Treasury Rate, plus 100 basis points;

plus, in each case, accrued interest on the Series 2010B Bonds to be redeemed to the redemption date.

An "Extraordinary Event" will have occurred if a material adverse change has occurred to Sections 54AA or 6431 of the Code (as such Sections were added by Section 1531 of the American Recovery and Reinvestment Act of 2009, pertaining to Build

America Bonds) or other applicable provisions of the Code pursuant to which the County's 35% Federal Direct Payments from the United States Treasury are reduced or eliminated.

"Treasury Rate" means, with respect to any redemption date for a particular Series 2010B Bond, the yield to maturity as of such redemption date of United States Treasury securities with a constant maturity excluding inflation indexed securities (as compiled and published in the most recent Federal Reserve Statistical Release H.15 (519), that has become publicly available at least two business days prior to the redemption date or, if such Statistical Release is no longer published, any publicly available source of similar market data) most nearly equal to the period from the redemption date to the maturity date of the Series 2010B Bond to be redeemed; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

Redemption of Portions of the Series 2010B Bonds. If less than all of the Series 2010B Bonds of any maturity are to be redeemed prior to maturity, (a) if the Series 2010B Bonds are in book–entry only form and registered in the name of "Cede & Co." (DTC's partnership nominee) at the time of such redemption, such Series 2010B Bonds shall be selected in accordance with the procedures established by DTC, and (b) if the Series 2010B Bonds are not then in book–entry form at the time of such redemption, on each redemption date, the Registrar shall select the specific Series 2010B Bonds for redemption on a pro rata basis. In this regard, it is the County's intent that such redemption allocations made by DTC, its Participants or such other intermediaries that may exist between the County and the Beneficial Owners be made pro rata. However, the County can provide no assurance that DTC, its Participants or any other intermediaries will allocate redemptions of Series 2010B Bonds on a pro rata basis.

The portion of any registered Series 2010B Bond of a denomination of more than $5,000 to be redeemed will be in the principal amount of $5,000 or any integral multiple thereof, and in selecting portions of such Series 2010B Bonds for redemption, the Registrar will treat each such Series 2010B Bond as representing that number of Series 2010B Bonds of $5,000 denomination that is obtained by dividing the principal amount of such Series 2010B Bonds by $5,000.

Notice of Redemption

In the event that any Series 2010 Bonds are called for redemption, the Paying Agent shall give notice in the name of the County, of the redemption of such Series 2010 Bonds, which notice shall (i) specify the Series 2010 Bonds to be redeemed, the CUSIP numbers, certificate numbers, the date of issue, interest rate, maturity date of the Series 2010 Bonds to be redeemed, the redemption date, the date of notice, the redemption price and the place or places where amounts due upon such redemption will be payable (which shall be the designated principal corporate trust office of the Paying Agent or of its agent) and, if less than all of the Series 2010 Bonds are to be redeemed, the numbers of the Series 2010 Bonds so to be redeemed and (ii) state that on the redemption date, the Series 2010 Bonds to be redeemed will cease to bear interest.

Notice of redemption will be given by the Paying Agent in the name of the County by mailing a copy of the redemption notice to Cede & Co., as nominee of DTC, as registered owner of the Series 2010 Bonds, or, if DTC is no longer the registered owner of the Series 2010 Bonds, then to the then registered owners of the Series 2010 Bonds not less than thirty (30) days prior to the date fixed for redemption, by first class mail at their addresses appearing on the bond registration books of the County maintained by the Registrar, and if applicable, to the securities depository.

Failure to mail any such notice (or any defect in the notice) to one or more registered owners of the Series 2010 Bonds will not affect the validity of any proceedings for such redemption with respect to the registered owners of the Series 2010 Bonds to which notice was duly given.

Effect of Calling for Redemption

On the date designated for redemption of any Series 2010 Bonds, notice having been mailed as provided in the Master Ordinance and moneys for payment of the redemption price being held by the Paying Agent in trust for the registered owners of the Series 2010 Bonds to be redeemed, the Series 2010 Bonds so called for redemption will become and be due and payable at the redemption price provided for redemption of such Series 2010 Bonds on such date, interest on the Series 2010 Bonds so called for redemption will cease to accrue, such Series 2010 Bonds will not be deemed Outstanding for purposes of the Bond Ordinance and will cease to be entitled to any lien, benefit or security under the Bond Ordinance, and the registered owners of such Series 2010 Bonds will have no rights in respect of the Series 2010 Bonds except to receive payment of the redemption price of the Series 2010 Bonds.

Conditional Notice of Extraordinary Optional Redemption of the Series 2010B Bonds

In the case of an extraordinary optional redemption of the Series 2010B Bonds, the notice of redemption may state that (1) it is conditioned upon the deposit of moneys with the Paying Agent or with an escrow agent under an escrow deposit agreement, in amounts necessary to effect the redemption, no later than the redemption date or (2) the County retains the right to rescind such notice on or prior to the scheduled redemption date (in either case, a "Conditional Redemption"), and such notice and extraordinary optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded. Any such notice of Conditional Redemption shall be captioned "Conditional Notice of Redemption." Any Conditional Redemption may be rescinded at any time prior to the redemption date if the County delivers a written direction to the Paying Agent directing the Paying Agent to rescind the redemption notice. The Paying Agent shall give prompt notice of such rescission to the affected Bondholders. Any Series 2010B Bonds subject to Conditional Redemption where redemption has been rescinded shall remain Outstanding, and neither the rescission nor the failure by the County to make such funds available shall constitute an Event of Default under the Bond Ordinance. The County shall give immediate notice to DTC and the affected Bondholders that the redemption did not occur and that the Series 2010B Bonds called for redemption and not so paid remain Outstanding under the Bond Ordinance.

Book-Entry Only System

The following description of the procedures and record keeping with respect to beneficial ownership interests in the Series 2010 Bonds, payment of interest and principal on the Series 2010 Bonds to Participants or Beneficial Owners of the Series 2010 Bonds, confirmation and transfer of beneficial ownership interest in the Series 2010 Bonds and other related transactions by and between DTC, the Participants and the Beneficial Owners of the Series 2010 Bonds is based solely on information furnished by DTC on its website for inclusion in this Official Statement. Accordingly, the County cannot make any representations concerning these matters.

DTC will act as securities depository for the Series 2010 Bonds. The Series 2010 Bonds will be issued as fully-registered securities registered in the name of Cede & Co., (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 2010 Bond certificate will be issued for each maturity of each Series of the Series 2010 Bonds, each in the aggregate principal amount of such maturity, as set forth on the inside cover page of this Official Statement, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfer and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation

("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Series 2010 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2010 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2010 Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2010 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive bond certificates representing their ownership interests in the Series 2010 Bonds, except in the event that use of the book-entry system for the Series 2010 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2010 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Series 2010 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2010 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2010 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2010 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2010 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond Ordinance. For example, Beneficial Owners of Series 2010 Bonds may wish to ascertain that the nominee holding the Series 2010 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent by the Paying Agent to DTC. If less than all of the Series 2010 Bonds within a particular maturity are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2010 Bonds unless authorized by a Direct Participant in accordance with DTC's Money Market Instrument (MMI) Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the County as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2010 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, redemption proceeds, if any, and interest payments on the Series 2010 Bonds will be made to Cede & Co., or to such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the County or the Paying Agent on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not DTC nor its nominee, the Paying Agent, the Registrar or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, redemption proceeds and interest, as applicable, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County and/or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2010 Bonds at any time by giving reasonable notice to the County and the Registrar. Under such circumstances, in the event that a successor securities depository is not obtained, definitive bond certificates representing the Series 2010 Bonds are required to be printed and delivered to DTC for further delivery to Beneficial Owners.

The County may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates representing the Series 2010 Bonds will be printed and delivered.

NEITHER THE COUNTY, THE REGISTRAR NOR THE PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DTC PARTICIPANT OR THE PERSONS FOR WHOM THEY ACT AS NOMINEES WITH RESPECT TO THE SERIES 2010 BONDS IN RESPECT OF THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT, THE PAYMENT BY DTC OR ANY DTC PARTICIPANT OF ANY AMOUNT IN RESPECT OF THE PRINCIPAL OR INTEREST ON THE SERIES 2010 BONDS, ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO BONDHOLDERS UNDER THE BOND ORDINANCE OR ANY CONSENT GIVEN OR ACTION TAKEN BY DTC AS BONDHOLDER. SO LONG AS CEDE &CO. IS THE REGISTERED OWNER OF SUCH BONDS, AS NOMINEE OF DTC, THE BENEFICIAL OWNERS WILL NOT RECEIVE PHYSICAL CERTIFICATES REPRESENTING THEIR INTERESTS IN THE BONDS, AND REFERENCES HEREIN TO BONDHOLDERS OR REGISTERED HOLDERS OF SUCH BONDS SHALL MEAN CEDE & CO. AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF SUCH BONDS.

Discontinuance of Book-Entry Only System

In the event the County decides to obtain Series 2010 Bond certificates, the County may notify DTC and the Registrar, whereupon DTC will notify the DTC Participants, of the availability through DTC of Series 2010 Bond certificates. In such event, the County shall prepare and execute, and the Registrar shall authenticate, transfer and exchange, Series 2010 Bond certificates as requested by DTC in appropriate amounts and within the guidelines set forth in the Series 2010 Resolution. DTC may also determine to discontinue providing its services with respect to the Series 2010 Bonds at any time by giving written notice to the County and the Registrar and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the County and the Registrar shall be obligated to deliver Series 2010 Bond certificates as described herein. In the event Series 2010 Bond certificates are issued, the provisions of the Bond Ordinance shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal of and interest on such certificates. Whenever DTC requests the County and the Registrar to do so, the County will direct the Registrar to cooperate with DTC in taking appropriate action after reasonable notice (i) to make available one or more separate certificates evidencing the Series 2010 Bonds to any DTC Participant having Series 2010 Bonds credited to its DTC account; or (ii) to arrange for another securities depository to maintain custody of certificates evidencing the Series 2010 Bonds.

Registration, Transfer and Exchange

If the book-entry only system is discontinued, the Beneficial Owners shall receive certificated Bonds which will be subject to registration of transfer or exchange as set forth below. Transfer of any Series 2010 Bond may be registered upon the registration books maintained by the Registrar upon surrender of such Series 2010 Bond to the Registrar together with a proper written instrument of transfer in form and with guarantee of signature satisfactory to the Registrar. Upon surrender to the Registrar, a new fully registered Series 2010 Bond of the same Series and maturity, in the same aggregate principal amount and bearing the same rate of interest will be issued to and in the name of the transferee. The County and the Registrar may charge the registered owners of the Series 2010 Bonds an amount sufficient to pay any tax, fee or other governmental charge required with respect to the registration of such transfer before any such certificated Series 2010 Bonds are delivered. The Registrar shall not be required (i) to transfer or exchange any Series 2010 Bond for a period from a Regular Record Date to the next succeeding interest payment date or, in the case of a redemption of Series 2010 Bonds, 15 days next preceding any selection of Series 2010 Bonds to be redeemed or until after the mailing of a notice of redemption for the Series 2010 Bonds or (ii) to transfer or exchange any Series 2010 Bonds called for redemption.

The County, the Registrar and the Paying Agent shall deem and treat the registered owner of any Series 2010 Bond as the absolute owner of such Series 2010 Bond for all purposes, including for the purpose of receiving payment of the principal, redemption price, and interest on the Series 2010 Bonds.

SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010 BONDS

Pledged Revenues

The Series 2010 Bonds are special and limited obligations of the County, payable solely from and secured by a prior lien upon and a pledge of (i) the funds collected and received from the transit system sales surtax, less certain administrative expenses and distributions required to be made to the Cities (as defined in the Original Ordinance) (the "Pledged Transit System Sales Surtax Revenues"), (ii) Hedge Receipts, (iii) Federal Direct Payments (as described below) received by the County, and (iv) all moneys and investments (and interest earnings) on deposit to the credit of the funds and accounts established under, or pursuant to, the Master Ordinance, except for moneys and investments on deposit to the credit of any rebate fund or rebate account (collectively, the "Pledged Revenues"). *See* "THE TRANSIT SYSTEM SALES SURTAX."

The Pledged Revenues, pursuant to an irrevocable lien pledged and granted under the Master Ordinance, equally and ratably secure the Outstanding Bonds, the Series 2010 Bonds, and any (i) future Additional Bonds, (ii) Refunding Bonds, (iii) net payments required to be made by the County as a result of fluctuation in hedged interest rates or fluctuation in the value of any index of payment pursuant to certain interest rate exchange agreements, interest rate swap agreements, forward purchase contracts, put option contracts, call option contracts or other financial products used by the County as a hedging device for purposes of the Master Ordinance (the "Hedge Obligations"), and (iv) other obligations specified by ordinance or resolution of the Board as first lien obligations in accordance with the Master Ordinance (the "Other First Lien Obligations"). At this time, there are no Hedge Obligations or Other First Lien Obligations outstanding, and the County currently has no plans to enter into any Hedge Obligations or Other First Lien Obligations.

Special and Limited Obligations of the County

THE SERIES 2010 BONDS ARE SPECIAL AND LIMITED OBLIGATIONS OF THE COUNTY, PAYABLE SOLELY FROM AND SECURED BY A PRIOR LIEN UPON AND A PLEDGE OF THE PLEDGED REVENUES AS PROVIDED IN THE MASTER ORDINANCE ON A PARITY WITH ALL OTHER BONDS OUTSTANDING UNDER THE BOND ORDINANCE. THE SERIES 2010 BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE OR A PLEDGE OF THE FAITH AND CREDIT OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE BUT SHALL BE PAYABLE SOLELY FROM THE PLEDGED REVENUES. THE ENACTMENT OF THE MASTER ORDINANCE, THE ENACTMENT OF THE 2009 ORDINANCE, THE ADOPTION OF THE SERIES 2010 RESOLUTION AND THE ISSUANCE OF THE SERIES 2010 BONDS SHALL NOT DIRECTLY OR INDIRECTLY OR CONTINGENTLY OBLIGATE THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE TO LEVY OR TO PLEDGE ANY FORM OF AD VALOREM TAXATION WHATSOEVER, NOR SHALL THE SERIES 2010 BONDS CONSTITUTE A CHARGE, LIEN OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE. NO HOLDER OF THE SERIES 2010 BONDS WILL HAVE THE RIGHT TO REQUIRE OR COMPEL THE EXERCISE OF THE AD VALOREM TAXING POWER OF THE COUNTY, THE STATE OR ANY OTHER POLITICAL SUBDIVISION OF THE STATE FOR PAYMENT OF THE SERIES 2010 BONDS, OR BE ENTITLED TO PAYMENT OF SUCH AMOUNT FROM ANY OTHER FUNDS OF THE COUNTY, EXCEPT FROM THE PLEDGED REVENUES IN THE MANNER PROVIDED IN THE MASTER ORDINANCE.

Creation of Funds and Accounts

The Master Ordinance creates and establishes the "Miami-Dade County Transit System Sales Surtax Revenue Fund" (the "Revenue Fund") and the "Miami-Dade County Transit System Sales Surtax Revenue Bonds Debt Service Fund" (the "Debt Service Fund") together with three separate accounts in the Debt Service Fund, designated "Bond Service Account," "Redemption Account" and "Reserve Account," respectively.

The Master Ordinance also authorizes the County to create, by Series Resolution, subaccounts within the Bond Service Account and the Redemption Account with respect to one or more Series of Bonds. Amounts held in any such subaccount may be required to be held solely for the applicable Series of Bonds and applied to their payment. No separate subaccounts were created with respect to the Outstanding Bonds, and no subaccounts are being created with respect to the Series 2010 Bonds.

Flow of Funds

Pursuant to the Master Ordinance, upon the deposit by the County of the Net Transit System Sales Surtax Proceeds (as defined under the heading "THE TRANSIT SYSTEM SALES SURTAX" below) into the Transit System Sales Surtax Trust Fund (as defined under the heading "THE TRANSIT SYSTEM SALES SURTAX" below) the County shall immediately transfer the Pledged Transit System Sales Surtax Revenues to the Revenue Fund. In addition, pursuant to the Master Ordinance, the County shall deposit in the Revenue Fund all direct payments from the United States Treasury made with respect to BABs ("Federal Direct Payments"). "BABs" are defined in the Master Ordinance as Bonds issued as Build America Bonds (Direct Payment) authorized under Section 54AA of the Internal Revenue Code of 1986, as amended (the "Code"), as further described in Internal Revenue Service Notice 2009-26 (the "Notice"), Recovery Zone Economic Development Bonds (Direct Payment) authorized under Section 1400U-2(b) of the Code, as further described in the Notice or such other bonds with respect to which Federal Direct Payments are payable.

Moneys in the Revenue Fund shall be applied, on or before the 25th day of each month, commencing the month immediately following the first delivery of any Bonds, to the credit of the following funds and accounts or for the payment of the following obligations, in the following order:

(i) to the credit of the Bond Service Account an amount equal to one-sixth of the amount of interest payable on all Bonds on the Interest Payment Date next succeeding (less any amount received as capitalized or accrued interest from the proceeds of any Bonds which is available for such interest payment) and an amount equal to one-twelfth of the next maturing installment of principal (or Accreted Value, as applicable) on all Serial Bonds then Outstanding; provided, however, that:

(a) in each month intervening between the date of delivery of a Series of Bonds, and the next succeeding Interest Payment Date and the next succeeding principal payment date, respectively, the amount specified in this subparagraph (i) shall be that amount which when multiplied by the number of deposits to the credit of the Bond Service Account required to be made during such respective periods will equal the amounts required (taking into account any amounts received as accrued interest or capitalized interest from the proceeds of such Bonds) for such next succeeding interest payment and next maturing installment of principal, respectively;

(b) the amount specified in this subparagraph (i) shall be reduced to take into account Hedge Receipts to be received on or before the succeeding Interest Payment Date and shall be increased to provide for the payment of any Hedge Obligations to be paid on or before the succeeding Interest Payment Date; and

(c) with respect to any Variable Rate Bonds (or any Hedge Agreement bearing interest at a variable rate of interest) and/or payable other than semiannually, the amount specified in this subparagraph (i) for the payment of interest (or Hedge Obligations) shall be that amount necessary to provide substantially equal monthly payments for the payment of such interest (or Hedge Obligations) on the payment dates;

(ii) to the credit of the Redemption Account an amount equal to one-twelfth of the principal amount (or Accreted Value, as applicable) of all Term Bonds then Outstanding required to be retired in satisfaction of the Amortization Requirements for such Fiscal Year plus the redemption premiums, if any, that would be payable in such Fiscal Year for such Term Bonds if such Term Bonds were to be redeemed prior to their respective maturities from moneys held for the credit of the Debt Service Fund;

(iii) to the credit of the Reserve Account, the amount required under the Master Ordinance for such month; provided, however, no deposit shall be required in any month in which the amount on deposit in the Reserve Account is at least equal to the Reserve Account Requirement. If a Reserve Account Credit Facility is utilized and its Provider is required to advance any sums to pay principal and/or interest on the Bonds or other sums required to be funded from the Reserve Account, the County will pay the related Payment Obligations and other amounts due to the Provider in connection with such advance in accordance with the requirements of the Credit Agreement entered into between the County and such Provider with respect to such Reserve Account Credit Facility;

(iv) to the payment of Administrative Expenses due and payable;

(v) to the payment of principal (including amortization installments, if any) of, and premiums and interest on, and other required payments with respect to any Subordinate Obligations; and

(vi) to the payment of Hedge Charges due and payable.

If the amount deposited in any month to the credit of any of the Funds and Accounts shall be less than the amount required to be deposited under the provisions of the Master Ordinance, the requirement shall nevertheless be cumulative and the amount of any deficiency in any month shall be added to the amount otherwise required to be deposited in each subsequent month until such time as all such deficiencies have been made up.

Notwithstanding the foregoing application of the Pledged Transit System Sales Surtax Revenues and Federal Direct Payments, the County may by ordinance or resolution provide for the payment from Pledged Transit System Sales Surtax Revenues and Federal Direct Payments, as applicable, of First Lien Obligations not constituting Bonds and for the funding of any reserve accounts established with respect to such First Lien Obligations on a parity with the payment of Bonds issued under the Master Ordinance and the funding of the Reserve Account, respectively, as set forth above.

Moneys from time to time on deposit in the Revenue Fund after the above applications may, at the election of the County, be applied to one or more of the following purposes:

(i) to make up deficiencies in any of the Funds and Accounts created by or pursuant to the Master Ordinance including, but not limited to, any deficiencies in the Revenue Fund required for the payment of Administrative Expenses and Subordinate Obligations;

(ii) to purchase or redeem Bonds, including the Series 2010 Bonds; and

(iii) to any other purpose for which such moneys may lawfully be used under the laws of the State;

provided, however, that in the event of any deficiencies in any Funds or Accounts created by the Master Ordinance, the moneys in the Revenue Fund will be applied to make up all such deficiencies prior to applying any moneys in the Reserve Account for such purpose.

Reserve Account

All Bonds issued under the Master Ordinance shall be secured by the Reserve Account. Pursuant to the Master Ordinance, the County shall fund the Reserve Account with cash, investments or a Reserve Account Credit Facility, or any combination thereof, in an amount equal to the Reserve Account Requirement. The "Reserve Account Requirement" is defined as the Maximum Principal and Interest Requirements in the then current or any subsequent Fiscal Year on all Outstanding Bonds or such lesser amount which is the greatest amount allowable under the Code. In connection with the issuance of the Series 2006 Bonds, the County funded the Reserve Account with proceeds of the Series 2006 Bonds in an amount equal to the then applicable Reserve Account

Requirement ($12,045,887.50). In connection with the Series 2008 Bonds, the County funded the Reserve Account with the deposit of a municipal bond debt service reserve insurance policy issued by Financial Security Assurance Inc. in an amount sufficient to meet the increase in the Reserve Account Requirement ($17,447,500.00) resulting from the issuance of the Series 2008 Bonds. In connection with the Series 2009 Bonds, the County deposited $24,144,743.52 of the proceeds of the Series 2009 Bonds to the Reserve Account, representing the increase in the Reserve Account Requirement resulting from the issuance of the Series 2009 Bonds. The County will fund the Reserve Account with a deposit of Series 2010 Bond proceeds in the amount of $7,075,885.26, representing the increase in the Reserve Account Requirement resulting from the issuance of the Series 2010 Bonds. In determining the increase in the Reserve Account Requirement resulting from the issuance of the Series 2010B Bonds as BABs, the Principal and Interest Requirements shall be computed net of Federal Direct Payments scheduled to be received by the County in each Fiscal Year as permitted by amendments included in the 2009 Ordinance and described under the heading "AMENDMENT TO ORIGINAL ORDINANCE" below. The Reserve Account Requirement, after the issuance of the Series 2010 Bonds, is $60,714,016.28.

If, in connection with the issuance of any Series of Bonds, the Finance Director delivers a certificate stating that the Pledged Transit System Sales Surtax Revenues for the Computation Period (as such term is defined below) equaled at least 200% of the Maximum Principal and Interest Requirements on all Bonds Outstanding, including the Series of Bonds being issued, the County may fund not less than 50% of the increase in the Reserve Account Requirement attributable to such Series of Bonds on the date of issuance of such Series of Bonds and the remaining increase in the Reserve Account Requirement may be funded in substantially equal monthly deposits into the Reserve Account over a period not to exceed sixty months. *See* "Additional Bonds and First Lien Obligations" and "Refunding Bonds" under this caption.

Moneys held for the credit of the Reserve Account shall first be used for the purpose of paying the interest on and the principal of the Bonds whenever and to the extent that the available moneys held for such purpose for the Bond Service Account and the Revenue Fund shall be insufficient for such purpose, and thereafter for the purpose of making deposits to the credit of the Redemption Account pursuant to the requirements of the Master Ordinance whenever and to the extent that withdrawals from the Revenue Fund are insufficient for such purposes. Amounts withdrawn from the Reserve Account for the purpose of payment of debt service on any Bonds shall be replenished and any other shortfalls in the amounts required to be on deposit in the Reserve Account shall be funded in substantially equal monthly deposits into the Reserve Account over a period not to exceed 60 months. If at any time the moneys held for the credit of the Reserve Account shall exceed the required amount, such excess shall be withdrawn by the Finance Director and deposited to the credit of the Revenue Fund.

Additional Bonds and First Lien Obligations

Additional Bonds or any other obligations that are First Lien Obligations, which for purposes of this paragraph are deemed Additional Bonds (other than Refunding Bonds), may be issued by the County and secured by the Master Ordinance for the purpose of (i) paying all or any part of the cost of any transportation and transit projects, including operation and maintenance thereof, authorized to be funded under Section 212.055(1), Florida Statutes, and the Transit System Sales Surtax Ordinance or (ii) paying or refunding any obligations of the County incurred with respect to any such transportation and transit projects.

Before any Series of Additional Bonds can be issued, the Board must adopt a Series Resolution authorizing the issuance of such Additional Bonds, providing for the amount and the details of such Additional Bonds, and describing the purpose of such Additional Bonds. Prior to the delivery of each Series of Additional Bonds, there shall be filed with the Finance Director the following:

(a) a copy, certified by the Clerk, of the Series Resolution;

(b) a certificate, signed by the Finance Director:

(i) setting forth the amount of the Pledged Transit System Sales Surtax Revenues for any twelve consecutive months (the "Computation Period") in the preceding eighteen consecutive months. For purposes of this clause (i), in the event a change in law increases the permissible rate or scope of the Transit System Sales Surtax (as defined below) and if pursuant to such change of law, the County increases the rate or scope of the Transit System Sales Surtax and the County elects by supplemental ordinance to subject such increase to the pledge and lien granted under the Master Ordinance, and such increase has gone into effect prior to the delivery of the Additional Bonds and is scheduled to be in effect through the final maturity of the Additional Bonds, then the Pledged Transit System Sales Surtax Revenues shall be adjusted to include the additional amounts which would have been received during the Computation Period had such increase been in effect during the Computation Period;

(ii) setting the Maximum Principal and Interest Requirements in any Fiscal Year thereafter on account of all Bonds to be Outstanding as of the date of such delivery (which for purposes of this clause (ii) and clause (iii) below shall include other outstanding obligations that are First Lien Obligations), including the Additional Bonds then requested to be delivered; provided, however, that in computing Maximum Principal and Interest Requirements, there shall be deducted therefrom Qualified Earnings received by the County during the Computation Period; and

(iii) stating that the Pledged Transit System Sales Surtax Revenues for the Computation Period (adjusted, if applicable, as provided in clause (i) above) shall have equaled at least 150% of the Maximum Principal and Interest Requirements (computed as provided in clause (ii) above) on all Bonds to be Outstanding as of the date of delivery, including the Additional Bonds then requested to be delivered; and

(c) an opinion of the County Attorney stating that the issuance of such Additional Bonds has been duly authorized.

The Series 2010 Bonds are being issued as Additional Bonds.

Refunding Bonds

Refunding Bonds and any other obligations that are First Lien Obligations, which for purposes of this paragraph are deemed Refunding Bonds, may be issued by the County and secured by the Master Ordinance for the purpose of providing funds for paying at maturity and redeeming all or any part of the outstanding Bonds of any one or more Series or other First Lien Obligations, including the payment of any redemption premium and any interest that will accrue on such Bonds or other First Lien Obligations and any expenses in connection with such payment at maturity and redemption.

Before any Series of Refunding Bonds can be issued, the Board must adopt a Series Resolution authorizing the issuance of such Refunding Bonds, fixing or providing for the fixing of the amount and details, and describing the Bonds or other First Lien Obligations to be paid and redeemed. Prior to or simultaneously with the delivery of such Refunding Bonds by the Finance Director, there shall be filed with the Finance Director the following:

(a) a copy, certified by the Clerk, of the Series Resolution;

(b) a certificate, signed by the Finance Director, either:

(i) stating that (A) the Maximum Principal and Interest Requirements in any Fiscal Year thereafter on account of all Bonds to be Outstanding after the issuance of such Refunding Bonds will not exceed the Maximum Principal and Interest Requirements in any Fiscal Year on account of all Bonds Outstanding immediately prior to the issuance of such Refunding Bonds, or (B) the aggregate Principal and Interest Requirements in all Fiscal Years thereafter on account of all Bonds to be Outstanding after the issuance of such Refunding Bonds will not exceed the aggregate Principal and Interest Requirements in all Fiscal Years on account of all Bonds Outstanding immediately prior to the issuance of such Refunding

Bonds; provided that for purposes of this clause (i) Bonds shall include other outstanding obligations that are First Lien Obligations; or

(ii) a certificate that complies with the requirements of the certificate to be delivered by the Finance Director in connection with the issuance of Additional Bonds, with the Refunding Bonds being deemed Additional Bonds for purposes of said certificate (*see* " – Additional Bonds and First Lien Obligations" under this caption);

(c) an opinion of the County Attorney stating that the issuance of such Refunding Bonds has been duly authorized; and

(d) such documents as shall be required by the Finance Director to show that provision has been duly made in accordance with the provisions of the Master Ordinance or other documents, as applicable, for the payment or redemption of all Bonds or other First Lien Obligations to be paid or redeemed.

Other Indebtedness; Subordinate Obligations

Nothing contained in the Master Ordinance limits the right of the County to incur indebtedness or obligations that are not secured by the Pledged Revenues.

Prior to the delivery of any Subordinate Obligations secured by the Pledged Revenues, there will be filed with the Finance Director a certificate, signed by the Finance Director:

(i) setting forth the amount of the Pledged Transit System Sales Surtax Revenues for the Computation Period in the preceding eighteen consecutive months. For purposes of this clause (i), if a change in law increases the permissible rate or scope of the Transit System Sales Surtax and if, pursuant to such change in law, the County increases the rate or scope of the Transit System Sales Surtax and the County elects by supplemental ordinance to subject such increase to the pledge and lien granted under the Master Ordinance, and such increase has gone into effect prior to the delivery of the Subordinate Obligations and is scheduled to be in effect through the final maturity of such Subordinate Obligations, then the Pledged Transit System Sales Surtax Revenues will be adjusted to include the additional amounts that would have been received during the Computation Period had such increase been in effect during the Computation Period;

(ii) setting forth the Maximum Principal and Interest Requirements in any Fiscal Year thereafter on account of all Bonds (which for purposes of this clause (ii) and clause (iii) below will include other obligations that are First Lien Obligations) and Subordinate Obligations to be Outstanding as of the date of such delivery, including the Subordinate Obligations then being delivered; provided, however, that in computing Maximum Principal and Interest Requirements, there shall be deducted therefrom (A) Combined Qualified Earnings (as defined below) received by the County during the Computation Period and (B) Other Revenues (as defined below); and

(iii) stating that the Pledged Transit System Sales Surtax Revenues for the Computation Period (adjusted, if applicable, as provided in clause (i) above) has equaled at least 125% of the Maximum Principal and Interest Requirements (computed as provided in clause (ii) above) on all Bonds and Subordinate Obligations to be Outstanding as of the date of such delivery, including the Subordinate Obligations then being delivered.

For purposes of clauses (ii) and (iii) above:

(a) Subordinate Obligations will be deemed "Outstanding" in accordance with the terms of the documents pursuant to which such Subordinate Obligations were incurred;

(b) Subordinate Obligations will be included in "Principal and Interest Requirements" and "Maximum Principal and Interest Requirements" based on the same rules as are applicable to Bonds under the Master Ordinance;

(c) "Combined Qualified Earnings" means the investment earnings on moneys on deposit in the Revenue Fund and the Debt Service Fund and the Accounts therein and in any similar funds and accounts established with respect to First Lien Obligations, not constituting Bonds, and Subordinate Obligations; provided, however, that investment earnings on moneys on deposit in the Reserve Account or in any similar account established with respect to First Lien Obligations, not constituting Bonds, or Subordinate Obligations will only be deemed "Combined Qualified Earnings" if such investment earnings are not required to be retained therein.

(d) "Other Revenues" means, to the extent the payment of Subordinate Obligations is also secured by a pledge of revenues other than the Pledged Revenues (or portions thereof), the lesser of (i) the amount of such revenues received by the County during the Computation Period or (ii) the portion of the Maximum Principal and Interest Requirements allocable to the Subordinate Obligations for the payment of which such revenues are pledged.

At this time, there are no Subordinate Obligations outstanding.

Defeasance of the Series 2010 Bonds

The Master Ordinance provides that if the Series 2010 Bonds are defeased in the manner described in the Master Ordinance, such Series 2010 Bonds will no longer be deemed to be Outstanding and the right, title and interest of the registered owners of such Series 2010 Bonds in the Bond Ordinance will cease and become void. *See* APPENDIX B – "ORIGINAL ORDINANCE, 2009 ORDINANCE AND SERIES 2010 RESOLUTION."

Modifications or Supplements to Master Ordinance

The Master Ordinance can be supplemented and amended as set forth in Section 801 of the Original Ordinance, which relates to supplemental ordinances without consent of the Bondholders, and Section 802 of the Original Ordinance, which relates to supplemental ordinances with the consent of the Bondholders. *See* APPENDIX B – "ORIGINAL ORDINANCE, 2009 ORDINANCE AND SERIES 2010 RESOLUTION."

AMENDMENT TO ORIGINAL ORDINANCE

As set forth in Section 5 of the 2009 Ordinance, and in accordance with Section 802 of the Original Ordinance, upon obtaining the consent and approval of the Holders of not less than fifty-one percent (51%) in aggregate principal amount of Bonds then Outstanding, the definition of "Principal and Interest Requirements" in Section 102 of the Original Ordinance will be amended to provide that in computing Principal and Interest Requirements, including for purposes of determining the Reserve Account Requirement, in the case of BABs, interest shall be computed net of Federal Direct Payments scheduled to be received by the County in connection with such BABs in each Fiscal Year (the "Amendment").

The Holders of the Series 2009 Bonds, by virtue of their purchase of the Series 2009 Bonds, consented to and approved the Amendment. The Holders of the Series 2010 Bonds will have consented to and approved the Amendment upon the execution and delivery by Loop Capital Markets LLC, on behalf of itself and the other underwriters identified on the cover page of this Official Statement, as the initial purchasers of the Series 2010 Bonds, of a written instrument on the date of delivery of the Series 2010 Bonds consenting to and approving the Amendment. All subsequent Holders of the Series 2010 Bonds will, by acceptance of the Series 2010 Bonds, be bound by such consent and approval and by the terms of Section 5 of the 2009 Ordinance. Upon and effective as of the date of issuance of the Series 2010 Bonds, 54.98% of the Holders of the Bonds then Outstanding will have consented to and approved the Amendment and the Amendment will be effective.

Reference is hereby made to the 2009 Ordinance included in – APPENDIX B - "ORIGINAL ORDINANCE, 2009 ORDINANCE AND SERIES 2010 RESOLUTION" for the content of the Amendment.

The 2009 Ordinance (in accordance with the provisions of Section 801 of the Original Ordinance) also amended the definition of "Pledged Revenues" contained in Section 102 of the Original Ordinance to include Federal Direct Payments received by the County in connection with BABs. *See* "SECURITY AND SOURCE OF PAYMENT FOR THE SERIES 2010 BONDS - Pledged Revenues" above and "BUILD AMERICA BONDS" below. This amendment did not require Bondholder consent and became effective upon enactment of the 2009 Ordinance.

BUILD AMERICA BONDS

General Description

In February 2009, as part of the American Recovery and Reinvestment Act of 2009 (the "Recovery Act"), Congress added Sections 54AA and 6431 to the Code which permit state or local governments to obtain certain tax advantages when issuing taxable obligations that meet certain requirements of the Code and the related Treasury Regulations. Such bonds are referred to as Build America Bonds. A Build America Bond is a qualified bond under Section 54AA(g) of the Code if it meets certain requirements of the Code and the related Treasury Regulations and the issuer has made an irrevocable election to have the special rule for qualified bonds apply. Interest on Build America Bonds is not excluded from gross income for purposes of the federal income tax, and beneficial owners of Build America Bonds will not receive any tax credits as a result of ownership of such Build America Bonds of the County, since the County will elect to receive the Federal Direct Payments (as defined below), if the Series 2010B Bonds are issued.

Federal Direct Payments

Under Section 6431 of the Code, an issuer of a Build America Bond may apply to receive interest subsidy payments (defined in the Master Ordinance as a "Federal Direct Payment" or "Federal Direct Payments"), directly from the United States Treasury. The amount of a Federal Direct Payment is set in Section 6431 of the Code at thirty-five percent (35%) of the corresponding interest payable on the related Series 2010B Bonds on any Interest Payment Date. To receive a Federal Direct Payment, under currently existing procedures, the County will have to file a tax return (now designated as Form 8038-CP) between 90 and 45 days prior to the corresponding bond interest payment date. Assuming compliance with the requirements of the Code, including timely filing of the tax return, the County should expect to receive the Federal Direct Payment contemporaneously with the Interest Payment Date with respect to the Build America

Bond. Depending on the timing of the filing and other factors, the Federal Direct Payment may be received before or after the corresponding Interest Payment Date. As previously noted, the definition of "Pledged Revenues" was amended by the 2009 Ordinance to include Federal Direct Payments received by the County in connection with the issuance of BABs under the Master Ordinance.

The Series 2010B Bonds as Build America Bonds

The County will make an irrevocable election to treat the Series 2010B Bonds as Build America Bonds. As a result of this election, interest on the Series 2010B Bonds will be includable in gross income of the beneficial owners thereof for federal income tax purposes and the beneficial owners of the Series 2010B Bonds will not be entitled to any tax credits as a result of either ownership of the Series 2010B Bonds or receipt of any interest payments on the Series 2010B Bonds. Beneficial owners of the Series 2010B Bonds should consult their tax advisers with respect to the inclusion of interest on the Series 2010B Bonds in gross income for federal income tax purposes.

The County intends to apply for Federal Direct Payments from the United States Treasury under the "Build America Program" pursuant to Section 6431 of the Code. Such Federal Direct Payments, if received by the County, will constitute Pledged Revenues under the Master Ordinance. However, payment of debt service on the Series 2010B Bonds is not contingent upon receipt by the County of Federal Direct Payments.

No assurances are provided that the County will receive the Federal Direct Payment. The amount of any Federal Direct Payment is subject to legislative changes by Congress. In certain circumstances the Federal Direct Payments may be offset by the federal government for amounts determined to be owed by the County to it (or agencies of the federal government). Amounts owing and offset by the federal government may be unrelated to the Series 2010B Bonds. The amount of any such offset is not predictable and the County does not currently expect that any such offsets will apply to the payment of the Federal Direct Payments the County expects to receive. To date, the County has not been subject to any offsets with respect to its outstanding Build America Bonds. Any such offset does not alter the County's obligation to pay principal, premium, if any, and interest due on the Series 2010B Bonds.

Federal Direct Payments will only be paid if the Series 2010B Bonds are Build America Bonds. For the Series 2010B Bonds to be and remain Build America Bonds, the County must comply with certain covenants and the County must establish certain facts and expectations with respect to the Series 2010B Bonds, the use and investment of proceeds thereof and the use of property financed thereby.

The Federal Direct Payments do not constitute a full faith and credit guarantee of the United States of America but are required to be paid by the Department of Treasury under the Recovery Act. No assurances are provided that the County will receive the

Federal Direct Payments. No assurance can be given that any future legislation, clarification, amendments to the Code, if enacted into law, or judicial decisions will not potentially reduce or eliminate Federal Direct Payments expected to be received by the County with respect to the Series 2010B Bonds. If the Federal Direct Payments from the Department of Treasury are reduced or eliminated, or significant new conditions are imposed upon the County in connection with the receipt thereof, the County has retained the right to redeem the Series 2010B Bonds. *See* "DESCRIPTION OF THE SERIES 2010 BONDS - Redemption of Series 2010B Bonds- *Extraordinary Optional Redemption of the Series 2010B Bonds*" herein.

The County has previously issued Build America Bonds (such as the Series 2009B Bonds), has procedures in effect for submitting documentation to receive Federal Direct Payments and has received Federal Direct Payments on certain of its outstanding Build America Bonds.

THE TRANSIT SYSTEM SALES SURTAX

General

Subject to the limitations and exemptions set forth in Chapter 212 of the Florida Statutes, the State imposes a tax on certain sales, use, services, rentals, admissions and other transactions occurring in the State, including, but not limited to, the rental of living quarters or sleeping or housekeeping accommodations for a period of six months or less, items or articles of tangible personal property sold at retail, the rental or lease of real property for purposes other than, among other things, agricultural uses or dwelling units, and the lease or rental of tangible personal property. The sales amount above $5,000 on any item of tangible personal property is not subject to the tax. Pursuant to Section 212.055(1) of the Florida Statutes, the County is authorized to impose the Transit System Sales Surtax on all transactions occurring in the County that are subject to the State tax imposed on the above-referenced sales, use, services, rentals, admissions and other transactions.

Levy of Transit System Sales Surtax

Pursuant to Section 212.055(1), Florida Statutes, the State authorized the County to levy a discretionary sales surtax of up to 1% to be used for the purposes of, among other things, planning, developing, constructing, operating and maintaining roads, bridges, bus systems and fixed guideway systems. The County elected to levy a one half of one percent discretionary sales tax (the "Transit System Sales Surtax"), subject to the approval of the County's electorate at the time that the Transit System Sales Surtax Ordinance was enacted. The Transit System Sales Surtax was approved by a majority of the County's electorate during the general election held on November 5, 2002. The County has imposed the Transit System Sales Surtax on all transactions occurring in the

County that are subject to the State tax imposed on sales, use, services, rentals, admissions, and other transactions pursuant to Chapter 212, Florida Statutes.

Collection and Funds

The Florida Department of Revenue (the "Department") administers, collects and enforces the Transit System Sales Surtax. The proceeds of the Transit System Sales Surtax are transferred by the Department into a separate account established for the County in the Discretionary Sales Surtax Clearing Trust Fund. The Department distributes the proceeds of the Transit System Sales Surtax less the cost of administration (the "Net Transit System Sales Surtax Proceeds") to the County each month.

Pursuant to the Transit System Sales Surtax Ordinance, the Net Transit System Sales Surtax Proceeds are deposited into a special fund set aside from other County funds in the custody of the Finance Director (the "Transit System Sales Surtax Trust Fund"). Twenty percent of the Net Transit System Sales Surtax Proceeds (the "Cities' Distribution") is distributed annually by the County to each city existing within the County as of November 5, 2002, so long as each such city (i) continues to provide the same level of general fund support for transportation in subsequent fiscal years that is in each such city's fiscal year 2001-2002 budget; (ii) uses the Net Transit System Sales Surtax Proceeds to supplement rather than replace each such city's general fund support for transportation; and (iii) applies 20% of any Net Transit System Sales Surtax Proceeds received from the County to transit uses in the nature of circulator buses, bus shelters, bus pullout bays or other transit-related infrastructure (or, alternatively, contracts with the County for the County to apply such Net Transit System Sales Surtax Proceeds to a County project that enhances traffic mobility within the city and immediately adjacent areas). The balance of the Net Transit System Sales Surtax Proceeds (80%) on deposit in the Transit System Sales Surtax Trust Fund is available to the County to pay debt service on the Bonds and for any other lawful transit purpose.

On June 10, 2009, Governor Charlie Crist signed into law Chapter 2009-146 (the "Amending Statute"), effective July 1, 2009, which amended Section 212.055(1) of the Florida Statutes requiring any charter county that has entered into interlocal agreements for the distribution of Net Transit System Sales Surtax Proceeds to one or more of its municipalities to revise such interlocal agreements no less frequently than every 5 years for the purpose of including any municipalities created since the execution of the previous interlocal agreements. Pursuant to the Amending Statute, the County is required to revise its existing interlocal agreements every 5 years to include cities that were not incorporated at the time such interlocal agreements were executed.

The County has entered into 31 interlocal agreements (the "Existing Interlocal Agreements") relative to the Cities' Distribution, which are scheduled to expire in 2012. There are three New Cities that have been incorporated within the County since November 5, 2002: the City of Miami Gardens, the City of Doral and the Town of Cutler

Bay. A decision has not been made as to whether the New Cities' allocation will come from the County's 80% or from the existing Cities' Distribution. Although the County is not required to include the New Cities in the distribution until 2012, it is currently negotiating in good faith with the cities to formulate a methodology for redistribution to be presented to the Board for approval.

If the Board elects to pay the New Cities out of the County's share of the Net Transit System Sales Surtax Proceeds, pursuant to the Master Ordinance, such payments would be on a subordinate basis to all Bonds issued pursuant to the Master Ordinance, including the Outstanding Bonds and the Series 2010 Bonds.

The Net Transit System Sales Surtax Proceeds less the Cities' Distribution (the "Pledged Transit System Sales Surtax Revenues"), along with Hedge Receipts and all other moneys and investments (and interest earnings) on deposit to the funds and accounts established under, or pursuant to, the Master Ordinance, are used, among other things, to pay debt service on the Bonds. *See* "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010 BONDS – Flow of Funds."

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Historical Collections

The following table sets forth historical collections of Pledged Transit System Sales Surtax Revenues from Fiscal Years 2005 through 2009 and through the second quarter of Fiscal Year 2010.

HISTORICAL COLLECTIONS OF PLEDGED TRANSIT SYSTEM SALES SURTAX REVENUES[1,2]

Month	Fiscal Year 2004-2005	Fiscal Year 2005-2006	Fiscal Year 2006-2007	Fiscal Year 2007-2008	Fiscal Year 2008-2009	Fiscal Year 2009-10
October	$ 9,184,583.30	$ 9,674,240.47	$ 11,295,443.39	$11,197,437.91	$10,753,656.88	$10,232,657.81
November	10,860,963.50	12,132,028.34	12,827,281.67	12,412,689.37	11,532,892.06	11,085,240.48
December	12,166,403.15	13,542,270.16	14,477,172.81	13,461,020.45	12,240,559.16	12,419,524.78
Quarter Adjustment[3]	2,503,173.56	2,523,659.10	2,840,538.01	2,810,899.76	2,665,192.61	2,401,553.76
1st QUARTER	**$34,715,123.51**	**$37,872,198.08**	**$41,440,435.88**	**$39,882,047.49**	**$37,192,300.70**	**$36,138,976.83**
January	10,231,684.42	11,442,962.69	11,276,134.70	11,362,158.23	10,526,979.20	10,568,434.86
February	9,784,973.18	12,021,301.85	12,446,777.65	11,703,891.78	10,755,340.02	11,098,732.78
March	10,581,568.42	13,019,699.28	12,916,558.72	12,338,236.29	10,854,867.20	12,152,572.60
Quarter Adjustment[3]	2,804,097.95	2,796,586.84	2,896,482.17	2,749,378.66	2,530,213.30	2,467,670.17
2nd QUARTER	**$33,402,323.97**	**$39,280,550.66**	**$39,535,953.24**	**$38,153,664.96**	**$34,667,399.72**	**$36,287,410.41**
April	10,375,941.85	11,775,233.42	11,888,620.88	11,398,399.54	10,774,186.59	10,791,498.76
May	10,775,239.72	12,457,814.09	11,803,106.02	11,460,783.25	10,252,090.05	10,410,974.06
June	10,650,333.25	11,659,316.55	10,687,238.18	10,917,453.31	10,203,703.99	-
Quarter Adjustment[3]	781,714.30	2,829,091.73	2,951,362.14	2,803,426.45	2,356,569.47	-
3rd QUARTER	**$32,583,229.12**	**$38,721,455.79**	**$37,330,327.22**	**$36,580,062.55**	**$33,586,550.10**	-
July	11,079,751.77	11,098,229.53	10,670,384.13	10,934,644.58	10,357,233.15	-
August	9,807,808.70	11,051,712.04	10,555,642.29	10,623,512.22	10,010,117.58	-
September	10,464,675.02	10,656,922.92	10,762,331.25	10,393,040.60	9,998,988.20	-
Quarter Adjustment[3]	3,893,263.44	2,933,025.02	2,769,453.34	2,633,643.34	2,352,436.87	-
4th QUARTER	**$35,245,498.93**	**$35,739,889.51**	**$34,757,811.00**	**$34,584,840.74**	**$ 32,718,775.80**	-
Annual Totals:	**$135,946,175.53**	**$151,614,094.04**	**$153,064,527.34**	**$149,200,615.74**	**$138,165,026.35**	-

Source: Citizens Independent Transportation Trust

(1) Collections are net of the Department's 3% administrative fee and 20% Cities' Distribution.

(2) Reflects accrual method of accounting.

(3) Reflects subsequent adjustments made by the Department, including delayed collections and collections from purchases occurring outside of the County that are allocated to the Transit System Sales Surtax.

THE TRANSIT SYSTEM SALES SURTAX PROGRAM

The Transportation Plan

Pursuant to the Transit System Sales Surtax Ordinance, and subject to the limitations contained therein, including the Cities' Distribution, the County is authorized to use Net Transit System Sales Surtax Proceeds for: (i) bus service improvements (including, an increase in the bus fleet, an increase in the service miles, an increase in the operating hours, the utilization of minibuses on all new bus routes and in neighborhood/municipal circulator shuttle service, construction of bus pull-out bays on major streets to expedite traffic flow and expansion of the bus shelter program throughout the County), (ii) rapid transit improvements through the construction of up to 88.9 miles of Countywide rapid transit lines, (iii) major highway and road improvements including, upgrade of the County's traffic signalization system, and (iv) neighborhood improvements (including modification of intersections, resurfacing of local and arterial roads, installation or repair of guardrails, installation of school flashing signals and enhancement of greenways and bikeways).

Miami-Dade Transit (the "Transit Department"), a department of the County, has developed a transportation plan based on the projects generally described in clauses (i) through (iv) of the preceding paragraph, which will take approximately thirty years to complete at a cost of over $5 billion (the "People's Transportation Plan"). The individual projects may be financed from the Pledged Transit System Sales Surtax Revenues not needed to pay debt service on any Bonds, Hedge Obligations, First Lien Obligations and subordinate obligations ("Available Transit System Sales Surtax Revenues") and/or from proceeds of Bonds (such as the Series 2010 Bonds) secured by the Pledged Transit System Sales Surtax Revenues. In addition to other revenues of the Transit Department, the cost of operating and maintaining each project may be funded from Available Transit System Sales Surtax Revenues.

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Series 2010 Transit System Sales Surtax Projects

The County expects to use proceeds of the Series 2010 Bonds to fund the following projects that are included in the People's Transportation Plan (the "Series 2010 Transit System Sales Surtax Projects"):

Series 2010 Transit System Sales Surtax Projects	Estimated Allocation[1]
TRANSIT PROJECTS	
Orange Line Phase 1 - Miami Intermodal Center/Earlington Heights Project	$ 92,088,968
Central Control	2,580,484
Rail Vehicle Replacement	4,563,080
Lehman Center Test Track	1,705,276
Mover Vehicle Phase 2 (17 Cars)	15,319,095
Fare Collection	10,433,930
Track & Guideway Rehabilitation Subset	3,225,856
Miscellaneous Capital Projects	20,083,311
Subtotal - Transit Projects	$ 150,000,000
Public Works Projects	
Road Widening 2 to 5 Lanes	$ 2,000,000
New 4 Lane Road	8,235,000
Street Improvements	124,000
Road Widening 2 to 3 Lanes	7,000,000
Road Widening 2 to 4 Lanes	6,450,000
5 to 2 Lanes	2,457,000
Curbs and Gutters, Traffic Operational Improvements	3,500,000
Widen to 4 Lanes with Median, Swales and Frontage Road	4,500,000
Traffic Signals and Signs - Operational Needs	1,000,000
Street Light Retrofit	750,000
Neighborhood Improvements	8,234,000
Automated Traffic Management System	5,000,000
School Flashing Signals	750,000
Subtotal - Public Works Projects	$50,000,000
Total	$200,000,000

(1) Represents deposit to the Series 2010A/2010B Construction Accounts, including capitalized interest.

The allocation of the Series 2010 Bonds to the foregoing Series 2010 Transit System Sales Surtax Projects may be changed subject to approval of the County Manager, provided that any new or substitute projects are Transit System Sales Surtax Projects the costs of which are eligible to be paid from proceeds of the Series 2010 Bonds.

Citizens' Independent Transportation Trust

Pursuant to Ordinance No. 02-117, enacted by the Board on July 9, 2002, the Board created the Citizens' Independent Transportation Trust (the "Transportation Trust"), which has 15 members consisting of 13 members appointed from the 13 respective County Commission Districts, 1 member appointed by the County Mayor and 1 member appointed by the Miami-Dade League of Cities. The Transportation Trust has, among other things, two principal functions. First, the Transportation Trust is responsible for approving individual projects that are part of the People's Transportation Plan ("Qualified Projects") for funding either from Available Transit System Sales Surtax Revenues or from the proceeds of Bonds such as the Series 2010 Bonds. Second, under the Transit System Sales Surtax Ordinance, the Transportation Trust is required to review (i) any proposed deletions or material changes to any of the transportation and transit projects included in the People's Transportation Plan and (ii) any proposed additions to the People's Transportation Plan. The Transportation Trust must submit a recommendation to the Board with respect to such deletions, material changes or additions. If the Board rejects the initial recommendation of the Transportation Trust, the matter must be referred back to the Transportation Trust for reconsideration and the issuance of a reconsidered recommendation. A two-thirds vote of the Board is required to change or reject the Transportation Trust's reconsidered recommendation. Notwithstanding the foregoing, the transportation and transit projects included in the People's Transportation Plan may be changed as a result of the Metropolitan Planning Organization process as mandated by federal and state law.

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SERIES 2010 BONDS ESTIMATED SOURCES AND USES OF FUNDS

The following table sets forth the estimated sources and uses of funds:

	Series 2010A Bonds	Series 2010B Bonds	Total
Sources of Funds			
Principal Amount of the Series 2010 Bonds	$29,670,000.00	$187,590,000.00	$217,260,000.00
Plus: Original Issue Premium	3,039,713.20	--	3,039,713.20
Total Sources	$32,709,713.20	$187,590,000.00	$220,299,713.20
Uses of Funds			
Series 2010A/2010B Transit Subaccounts	$22,004,438.60	$125,579,444.18	$147,583,882.78
Series 2010A/2010B Public Works Subaccounts	7,334,812.86	41,859,814.73	49,194,627.59
Series 2010A/2010B Cost of Issuance Accounts[1]	120,692.20	763,082.30	883,774.50
Capitalized Interest Fund[2]	2,135,549.31	12,104,013.99	14,239,563.30
Deposit to the Reserve Account	966,314.63	6,109,570.63	7,075,885.26
Underwriters' Discount	147,905.60	1,174,074.17	1,321,979.77
Total Uses	$32,709,713.20	$187,590,000.00	$220,299,713.20

(1) Includes fees of Bond Counsel, Disclosure Counsel, Financial Advisor and other costs of issuing the Series 2010 Bonds.
(2) Interest capitalized through July 1, 2012.

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DEBT SERVICE REQUIREMENTS

The following table indicates the annual debt service requirements on the Outstanding Bonds and the Series 2010 Bonds.

Fiscal Year Ending Sept. 30	Outstanding Bonds Debt Service[(1)(2)]	Series 2010A Bonds		Series 2010B Bonds		Total Debt Service[(1)(2)(3)]
		Principal	Interest[(3)]	Principal	Interest[(1)(3)]	
2011	$49,891,150	-	$947,299	-	$8,260,259	$59,098,709
2012	55,595,650	-	1,188,250	-	10,361,301	67,145,201
2013	55,597,950	$3,225,000	1,188,250	-	10,361,301	70,372,501
2014	55,596,050	3,325,000	1,091,500	-	10,361,301	70,373,851
2015	55,598,750	3,455,000	958,500	-	10,361,301	70,373,551
2016	55,595,250	3,630,000	785,750	-	10,361,301	70,372,301
2017	55,597,750	3,775,000	640,550	-	10,361,301	70,374,601
2018	55,595,900	3,890,000	527,300	-	10,361,301	70,374,501
2019	55,594,900	4,085,000	332,800	-	10,361,301	70,374,001
2020	55,598,900	4,285,000	128,550	-	10,361,301	70,373,751
2021	55,595,400	-	-	$4,415,000	10,361,301	70,371,701
2022	55,597,600	-	-	4,545,000	10,158,520	70,301,120
2023	55,390,094	-	-	4,685,000	9,942,950	70,018,044
2024	55,169,169	-	-	4,840,000	9,713,713	69,722,882
2025	54,947,490	-	-	4,995,000	9,469,632	69,412,122
2026	54,706,457	-	-	5,175,000	9,193,209	69,074,666
2027	54,463,736	-	-	5,360,000	8,906,824	68,730,560
2028	54,205,612	-	-	5,555,000	8,610,202	68,370,814
2029	53,935,879	-	-	5,755,000	8,302,788	67,993,667
2030	53,656,820	-	-	5,960,000	7,984,307	67,601,126
2031	53,353,643	-	-	6,175,000	7,654,480	67,183,123
2032	53,039,270	-	-	6,395,000	7,312,756	66,747,025
2033	52,709,473	-	-	6,625,000	6,958,856	66,293,329
2034	52,365,026	-	-	6,870,000	6,586,266	65,821,292
2035	52,006,354	-	-	7,120,000	6,199,898	65,326,252
2036	51,628,731	-	-	7,380,000	5,799,469	64,808,200
2037	51,236,071	-	-	7,650,000	5,384,418	64,270,489
2038	50,826,981	-	-	7,930,000	4,954,182	63,711,162
2039	37,028,279	-	-	21,590,000	4,508,198	63,126,477
2040	-	-	-	58,570,000	3,293,977	61,863,977
Total [(4)]	$1,552,124,331	$29,670,000	$7,788,749	$187,590,000	$252,807,912	$2,029,980,993

(1) Does not take into consideration the expected Federal Direct Payments with respect to BABs.

(2) Fiscal Year 2011 numbers do not take into consideration the use of the proceeds of the Series 2009 Bonds to pay a portion of the interest on the Series 2009 Bonds through July 1, 2011.

(3) Fiscal Year 2011 and 2012 numbers do not take into consideration the use of a portion of the proceeds of the Series 2010 Bonds to pay a portion of the interest on the Series 2010 Bonds through July 1, 2012.

(4) Figures may not add due to rounding.

Historical and Projected
Debt Service Coverage

('000s omitted)
For Fiscal Year Ended September 30,

	2008	2009	2010
Pledged Transit System Sales Surtax Revenues[1]	\$149,201	\$138,165	\$131,687[4]
Maximum Principal and Interest Requirements[2]	\$29,493	\$55,599	\$68,371
Less: Expected Federal Direct Payments[2]	n/a	n/a	(\$7,657)
Net Maximum Principal and Interest Requirements[2]	\$29,493	\$55,599	\$60,714
Coverage of Maximum Bond Debt Service Requirement[3]	5.06x	2.49x	2.17x

(1) Represents Revenues net of the Department's 3% administrative fee and net of Cities' 20% Distribution.

(2) Shows Maximum Principal and Interest Requirements on the Series 2006 Bonds and the Series 2008 Bonds for Fiscal Year 2008, Maximum Principal and Interest Requirements on all of the Outstanding Bonds for Fiscal Year 2009 and, in Fiscal Year 2010, projected Maximum Principal and Interest Requirements for all of the Outstanding Bonds and the Series 2010 Bonds. The figures for Fiscal Year 2009 do not take into consideration the expected Federal Direct Payments with respect to the Series 2009B Bonds. Per the amendment to the Original Ordinance described under the heading "AMENDMENT TO ORIGINAL ORDINANCE," the expected Federal Direct Payments with respect to the Series 2009B Bonds and the Series 2010B Bonds are taken into consideration for Fiscal Year 2010.

(3) Shows historic coverage of Maximum Principal and Interest Requirements on the Series 2006 Bonds and the Series 2008 Bonds for Fiscal Year 2008, Maximum Principal and Interest Requirements on all of the Outstanding Bonds for Fiscal Year 2009 and, in Fiscal Year 2010, projected coverage of Maximum Principal and Interest Requirements for all of the Outstanding Bonds and the Series 2010 Bonds.

(4) Fiscal Year 2010 Budget.

INVESTMENT POLICY

Pursuant to Florida Statutes, Section 218.45, which requires a written investment policy by the Board, the County adopted an investment policy (the "Investment Policy") which applies to all funds held by or for the benefit of the County in excess of those required to meet short-term expenses, except for proceeds of bond issues (including the Series 2010 Bonds) which are specifically exempted by Board ordinance or resolution.

The overall investment objectives of the Investment Policy, listed in order of importance, are:

1. the safety of principal;
2. the liquidity of funds; and
3. the maximization of investment income.

The Investment Policy limits the securities eligible for inclusion in the County's portfolio to a maximum maturity of five (5) years. The Investment Policy allows investments in repurchase agreements with a maximum length to maturity of 14 days from the date of purchase; the collateral shall be "marked to market" daily.

To enhance safety, the Investment Policy requires the diversification of the portfolio to control the risk of loss resulting from over concentration of assets in a specific maturity, issuer, instrument, dealer, or bank through which the instruments are bought and sold. The Investment Policy also requires monthly portfolio reports to be presented to the Clerk of the Circuit and County Courts and to the County's Finance Director, quarterly portfolio performance reports to be submitted to the Investment Advisory Committee established by the Board and an annual portfolio performance report to be presented to the Board within 180 days of the end of the Fiscal Year.

The Investment Policy may be modified by the Board as it deems appropriate to meet the needs of the County.

LITIGATION

There is no litigation pending or, to the knowledge of the County, threatened, seeking to restrain or enjoin the issuance or delivery of the Series 2010 Bonds, the collection of the Transit System Sales Surtax, or questioning or affecting the validity of the Series 2010 Bonds or the proceedings and authority under which they are to be issued. Neither the creation, organization or existence of the Board, nor the title of the present members or other officers of the Board to their respective offices is being contested.

ENFORCEABILITY OF REMEDIES

The remedies available to the owners of the Series 2010 Bonds upon an Event of Default under the Bond Ordinance are in many respects dependent upon regulatory and judicial actions that are often subject to discretion and delay. Under existing laws and judicial decisions, the remedies provided for under the Bond Ordinance may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the delivery of the Series 2010 Bonds will be qualified to the extent that the enforceability of certain legal rights related to the Series 2010 Bonds is subject to various limitations including those imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the enforcement of creditors' rights generally and by equitable remedies and proceedings generally.

TAX MATTERS

Opinions

In the opinion of Greenberg Traurig, P.A. and Edwards & Associates, P.A., Bond Counsel, under existing statutes, regulations, rulings and court decisions and assuming continuing compliance with certain covenants and the accuracy of certain representations, (1) interest on the Series 2010A Bonds will be excludable from gross income for federal income tax purposes, (2) interest on the Series 2010A Bonds will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations and such interest on the Series 2010A Bonds will not be taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations, and (3) the Series 2010A Bonds and the income thereon will not be subject to taxation under the laws of the State, except estate taxes and taxes under Chapter 220, Florida Statutes, as amended, on interest, income or profits on debt obligations owned by corporations as defined therein.

In the opinion of Bond Counsel, (1) interest on the Series 2010B Bonds will not be excludable from gross income for federal income tax purposes, and (2) the Series 2010B Bonds and the income thereon will not be subject to taxation under the laws of the State of Florida, except as to estate taxes and taxes under Chapter 220, Florida Statutes, on interest, income or profits on debt obligations owned by corporations as defined therein.

Series 2010A Bonds ─ Tax-Exempt Bonds

Generally. The above opinion on federal tax matters will be based on and will assume the accuracy of certain representations and certifications, and compliance with certain covenants, of the County to be contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the Series 2010A Bonds will be and will remain obligations, the interest on which is excludable from gross income for federal income tax purposes. Bond Counsel will not independently verify the accuracy of those certifications and representations. Bond Counsel will express no opinion as to any other tax consequences regarding the Series 2010A Bonds.

The Code prescribes a number of qualifications and conditions for the interest on state and local government obligations to be and to remain excludable from gross income for federal income tax purposes, some of which require future or continued compliance after issuance of the obligations in order for the interest to be and to continue to be so excludable from the date of issuance. Noncompliance with these requirements by the County may cause the interest on the Series 2010A Bonds to be included in gross income for federal income tax purposes and thus to be subject to federal income tax retroactively to the date of issuance of the Series 2010A Bonds. The County has covenanted to take the actions required of it for the interest on the Series 2010A Bonds to be and to remain excludable from gross income for federal income tax purposes, and not to take any actions that would adversely affect that excludability.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the ownership of, receipt of interest on, or disposition of the Series 2010A Bonds. Prospective purchasers of the Series 2010A Bonds should be aware that the ownership of Series 2010A Bonds may have certain collateral federal income tax consequences on items of income, deduction or credit for certain taxpayers, including financial institutions, certain insurance companies, recipients of Social Security and Railroad Retirement benefits, those that are deemed to incur or continue indebtedness to acquire or carry tax-exempt obligations, foreign corporations doing business in the United States, S corporations and individuals otherwise eligible for the earned income tax credit. The applicability and extent of these or other tax consequences will depend upon the particular tax status or other tax items of the owner of the Series 2010A Bonds. Prospective purchasers of the Series 2010A Bonds should consult their own tax advisors as to the impact of these other tax consequences. Bond Counsel will express no opinion regarding those consequences.

Purchasers of the Series 2010A Bonds at other than their original issuance at the respective prices or yields indicated on the inside cover of this Official Statement should consult their own tax advisors regarding other tax considerations such as the consequences of market discount.

From time to time, there are legislative proposals pending in Congress that, if enacted into law, could alter or amend one or more of the federal tax matters described above including, without limitation, the excludability from gross income of interest on the Series 2010A Bonds, adversely affect the market price or marketability of the Series 2010A Bonds, or otherwise prevent the holders from realizing the full current benefit of the status of the interest thereon. It cannot be predicted whether or in what form any such proposal may be enacted, or whether, if enacted, any such proposal would apply to the Series 2010A Bonds.

Original Issue Premium

Certain of the Series 2010A Bonds as indicated on the inside cover of this Official Statement ("Premium Bonds") were offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually (or over a shorter permitted compounding interval selected by the owner). No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond. A purchaser of a Premium Bond in the initial public offering at the price for that Premium Bond stated on the inside cover of this Official Statement who holds that Premium Bond to maturity (or, in the case of a callable Premium Bond, to its earlier call date that results in the lowest yield on that Premium Bond) will realize no gain or loss upon the retirement of that Premium Bond.

Owners of Premium Bonds should consult their own tax advisers as to the determination for federal income tax purposes of the amount of bond premium properly accruable in any period with respect to the Premium Bonds and as to other federal tax consequences and the treatment of bond premium for purposes of state and local taxes on, or based on, income. Reference is made to the proposed form of the opinion of Bond Counsel attached hereto as "APPENDIX D — Proposed Form of Opinion of Bond Counsel" for the complete text thereof. *See also* "LEGAL MATTERS" herein.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds such as the Series 2010A Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the Series 2010A Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of Series 2010A Bonds, under certain circumstances, to "backup withholding" at (i) the fourth lowest rate of tax applicable under Section 1(c) of the Code (i.e., a rate applicable to unmarried individuals) for taxable years beginning on or before December 31, 2010; and (ii) the rate of 31% for taxable years beginning after December 31, 2010, with respect to payments on the Series 2010A Bonds and proceeds from the sale of Series 2010A Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of Series 2010A Bonds. This withholding generally applies if the owner of Series 2010A Bonds (i) fails to furnish the payor such owner's social security number or other taxpayer identification number

("TIN"), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the Series 2010A Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

Series 2010B Bonds ─ Build America Bonds

Generally. The County has designated the Series 2010B Bonds as Build America Bonds and has elected to receive the Federal Direct Payment. Under the Code, the County must use 100% of the excess of the available project proceeds (as defined in the Code) over amounts in a reasonably required reserve fund for capital expenditures.

The availability of such Federal Direct Payment is subject to the condition that the County complies with the requirements discussed in the preceding paragraph and all other requirements of the Code that must be satisfied subsequent to the issuance of the Series 2010B Bonds. The County has covenanted to comply with such requirements. If the County does not meet the requirements, it is possible that the County may not receive such Federal Direct Payment.

Bond Counsel will express no opinion as to any other tax consequences regarding the Series 2010B Bonds. Reference is made to the proposed form of the opinion of Bond Counsel attached hereto as "APPENDIX D ─ Proposed Form of Opinion of Bond Counsel" for the complete text thereof. *See also* "LEGAL MATTERS."

The following is a summary of certain anticipated United States federal income tax consequences of the purchase, ownership and disposition of the Series 2010B Bonds. The summary is based upon provisions of the Code, the regulations promulgated thereunder and rulings and court decisions now in effect, all of which are subject to change. This summary is intended as a general explanatory discussion of the consequences of holding the Series 2010B Bonds. This summary generally addresses Series 2010B Bonds held as capital assets and does not purport to address all aspects of federal income taxation that may affect particular investors in light of their individual circumstances or certain types of investors subject to special treatment under the federal income tax laws, including but not limited to financial institutions, insurance companies, dealers in securities or currencies, persons holding such Series 2010B Bonds as a hedge against currency risks or as a position in a straddle for tax purposes, foreign investors or persons whose functional currency is not the U.S. dollar. Potential purchasers of the Series 2010B Bonds should consult their own tax advisors in determining the federal, state or local tax consequences to them of the purchase, holding and disposition of the Series 2010B Bonds.

Interest on the Series 2010B Bonds will not be excludable from gross income for federal income tax purposes. Purchasers other than those who purchase the Series 2010B Bonds in the initial offering at their principal amounts will be subject to federal income tax accounting rules affecting the timing and/or characterization of payments received with respect to such Series 2010B Bonds. Generally, interest paid on the Series 2010B Bonds and recovery of accrued original issue and market discount, if any, will be treated as ordinary income to the bondholder, and, after adjustment for the foregoing, principal payments will be treated as a return of capital.

Market Discount. If a bondholder purchases a Series 2010B Bond for an amount that is less than the adjusted issue price of the Series 2010B Bond, and such difference is not considered to be de minimis, then such discount will represent market discount. Absent an election to accrue market discount currently, upon a sale, exchange or other disposition of a Series 2010B Bond, a portion of any gain will be ordinary income to the extent it represents the amount of any such market discount that was accrued through the date of sale. In addition, absent an election to accrue market discount currently, the portion of any interest expense incurred to carry a market discount bond is limited. Such bondholders should consult their own tax advisors with respect to whether or not they should elect to accrue market discount currently, the determination and treatment of market discount for federal income tax purposes and the state and local tax consequences of owning such Series 2010B Bonds.

Bond Premium. If a bondholder purchases a Series 2010B Bond at a cost greater than its then principal amount, generally the excess is amortizable bond premium. The tax accounting treatment of bond premium is complex. Such bondholders should consult their own tax advisors with respect to whether or not they should elect to amortize such premium under Section 171 of the Code, the determination and treatment of such premium for federal income tax purposes and the state and local tax consequences of owning such Series 2010B Bonds.

Sale or Redemption of Series 2010B Bonds. A bondholder's tax basis for a Series 2010B Bond is the price such owner pays for the Series 2010B Bond plus the amount of any original issue discount and market discount previously included in income, reduced on account of any payments received (other than "qualified periodic interest" payments) and any amortized bond premium. Gain or loss recognized on a sale, exchange or redemption of a Series 2010B Bond, measured by the difference between the amount realized and the Series 2010B Bond basis as so adjusted, will generally give rise to capital gain or loss if the Series 2010B Bond is held as a capital asset (except as discussed above under "Market Discount"). The legal defeasance of Series 2010B Bonds may result in a deemed sale or exchange of such Series 2010B Bonds under certain circumstances; owners of such Series 2010B Bonds should consult their tax advisors as to the federal income tax consequences of such an event.

Information Reporting and Backup Withholding. Interest paid on bonds such as the Series 2010B Bonds is subject to information reporting to the Internal Revenue Service. In conjunction with the information reporting requirement, the Code subjects certain non-corporate owners of Series 2010B Bonds, under certain circumstances, to "backup withholding" at (i) the fourth lowest rate of tax applicable under Section 1(c) of the Code (i.e., a rate applicable to unmarried individuals) for taxable years beginning on or before December 21, 2010; and (ii) the rate of 31% for taxable years beginning after December 31, 2010, with respect to payments on the Series 2010B Bonds and proceeds from the sale of Series 2010B Bonds. This withholding generally applies if the owner of Series 2010B Bonds (i) fails to furnish the payor such owner's TIN, (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other "reportable payments" as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner's securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Backup withholding will not apply, however, with respect to certain payments made to bondholders, including payments to certain exempt recipients and to certain Nonresidents (defined below). Prospective purchasers of the Series 2010B Bonds may also wish to consult with their tax advisors as to their qualification for an exemption from backup withholding and the procedure for obtaining the exemption.

Nonresidents. Under the Code, interest and original issue discount income with respect to Series 2010B Bonds held by nonresident alien individuals, foreign corporations and other non-United States persons ("Nonresidents") may not be subject to withholding. Generally, payments on the Series 2010B Bonds to a Nonresident that has no connection with the United States other than holding the Series 2010B Bond will be made free of withholding tax, as long as such holder has complied with certain tax identification and certification requirements. Nonresidents should consult their own tax advisors in determining the federal, state or local tax consequences to them of the purchase, holding and disposition of the Series 2010B Bonds.

***Circular 230 Disclosure*. The above discussion was written to support the promotion and marketing of the Series 2010B Bonds and was not intended or written to be used, and cannot be used, by a taxpayer for purposes of avoiding United States federal income tax penalties that may be imposed. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.**

FINANCIAL ADVISOR

Public Resources Advisory Group, St. Petersburg, Florida, is serving as financial advisor to the County (the "Financial Advisor"). The Financial Advisor assisted in the preparation of this Official Statement and in other matters relating to the planning, structuring, and issuance of the Series 2010 Bonds and provided other advice to the County. The Financial Advisor will not engage in any underwriting activities with regard to the issuance and sale of the Series 2010 Bonds. The Financial Advisor is not obligated to undertake and has not undertaken an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement and is not obligated to review or ensure compliance with the undertaking by the County to provide secondary market disclosure.

UNDERWRITING

Loop Capital Markets LLC, for itself and the other Underwriters listed on the cover page of this Official Statement and identified in the Bond Purchase Agreement between such Underwriters and the County with respect to the Series 2010 Bonds (the "Underwriters") have agreed, subject to certain conditions, to purchase from the County: (i) the Series 2010A Bonds at an aggregate purchase price of $32,561,807.60 (representing the original principal amount of $29,670,000.00, plus original issue premium of $3,039,713.20 and less an Underwriters' discount of $147,905.60); and (ii) the Series 2010B Bonds at an aggregate purchase price of $186,415,925.83 (representing the original principal amount of $187,590,000.00, less an Underwriters' discount of $1,174,074.17). The Underwriters' obligations are subject to certain conditions precedent and the Underwriters will be obligated to purchase all of the Series 2010 Bonds if any Series 2010 Bonds are purchased. The Series 2010 Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2010 Bonds into investment trusts) at prices lower than the initial public offering prices, which may be changed, from time to time, by the Underwriters.

Loop Capital Markets LLC, one of the Underwriters of the Series 2010 Bonds, has entered into an agreement (the "Distribution Agreement") with UBS Financial Services Inc. for the retail distribution of certain municipal securities offerings at the original issue prices. Pursuant to the Distribution Agreement, Loop Capital Markets LLC will share a portion of its underwriting compensation with respect to the Series 2010 Bonds with UBS Financial Services Inc.

The following sentence was provided by Wells Fargo Securities, one of the Underwriters of the Series 2010 Bonds, for inclusion in this Official Statement. Wells Fargo Securities is the trade name for certain capital markets and investment banking services of Wells Fargo & Company and its subsidiaries, including Wells Fargo Bank, National Association.

FINANCIAL INFORMATION

The County's Audited Annual Financial Report for the Fiscal Year ended September 30, 2009 included in this Official Statement as APPENDIX C, has been audited by KPMG LLP, independent auditors. Such audited financial statements, including the notes thereto, should be read in their entirety. The Pledged Transit System Sales Surtax Revenues are identified in the County's Audited Annual Financial Report under Special Revenue Funds as "People's Transportation Fund." KPMG has not been engaged to perform and has not performed, since the date of their report, any procedures on the audited financial statements in that report. KPMG LLP also has not performed any procedures relating to this Official Statement. Copies of the Comprehensive Annual Financial Report may be obtained from the following website: www.miamidade.gov/finance.

RATINGS

Standard & Poor's Ratings Services ("S&P"), Moody's Investors Service, Inc. ("Moody's") and Fitch Ratings ("Fitch") have assigned ratings to all of the Series 2010 Bonds of "AA" with a "stable outlook," "Aa3" with a "stable outlook" and "AA-" with a "stable outlook," respectively. The ratings reflect only the views of such organizations and any desired explanation of the significance of such ratings should be obtained from the rating agency furnishing the same. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of their own. There is no assurance such ratings will continue for any given period of time or that such ratings will not be revised downward or withdrawn entirely by the rating agencies, if in the judgment of such rating agencies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Series 2010 Bonds.

As a condition to the issuance and delivery of the Series 2010 Bonds to the Underwriters, all Series 2010 Bonds must have a rating of at least "AA," "Aa3" and "AA-" by S&P, Moody's and Fitch, respectively.

CONTINUING DISCLOSURE

The County has agreed, in accordance with the provisions of, and to the degree necessary to comply with, the secondary disclosure requirements of Rule 15c2-12 of the Securities and Exchange Commission, to provide or cause to be provided for the benefit of the Beneficial Owners of the Series 2010 Bonds to the centralized information repository or such other municipalities securities information repository as may be required by law, from time to time, the information set forth in the Series 2010 Resolution, commencing with the Fiscal Year ending September 30, 2010.

The County has reserved the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the County; provided that the County has agreed that any modification will be done in a manner consistent with the Rule. *See* APPENDIX B – "ORIGINAL ORDINANCE, 2009 ORDINANCE AND SERIES 2010 RESOLUTION." The County has not failed to comply with any prior agreements to provide continuing disclosure information pursuant to Rule 15c2-12.

LEGAL MATTERS

Certain legal matters incident to the authorization, issuance and sale of the Series 2010 Bonds, including their legality and enforceability and the exclusion of interest on the Series 2010A Bonds from gross income for federal income tax purposes, are subject to the approval of Greenberg Traurig, P.A., Miami, Florida and Edwards & Associates, P.A., Miami, Florida, Bond Counsel, copies of whose legal opinions will be delivered with the Series 2010 Bonds. Certain other legal matters will be passed upon for the County by the Office of the Miami-Dade County Attorney. Certain legal matters relating to disclosure will be passed upon for the County by Nabors, Giblin & Nickerson, P.A., Tampa, Florida, and Liebler, Gonzalez & Portuondo, P.A., Miami, Florida, Disclosure Counsel. Marchena and Graham, P.A., Orlando, Florida is acting as counsel to the Underwriters. The fees payable to Bond Counsel, Disclosure Counsel and Underwriters' counsel are contingent upon the issuance and delivery of the Series 2010 Bonds.

The proposed text of the legal opinion of Bond Counsel is set forth as APPENDIX D to this Official Statement. The proposed text of the legal opinion to be delivered by Disclosure Counsel is set forth as APPENDIX E to this Official Statement. The actual legal opinions to be delivered may vary from the text of APPENDIX D or APPENDIX E, as the case may be, if necessary, to reflect facts and law on the date of delivery of the Series 2010 Bonds.

The legal opinions of Bond Counsel, Disclosure Counsel and the Office of the Miami-Dade County Attorney are based on existing law, which is subject to change. Such legal opinions are further based on factual representations made to Bond Counsel, Disclosure Counsel and the Office of the Miami-Dade County Attorney as of the date thereof. Bond Counsel, Disclosure Counsel and the Office of the Miami-Dade County Attorney assume no duty to update or supplement their respective opinions to reflect any facts or circumstances, including changes in law, that may thereafter occur or become effective.

The legal opinions to be delivered concurrently with the delivery of the Series 2010 Bonds express the professional judgment of the attorneys rendering the opinions regarding the legal issues expressly addressed therein. By rendering a legal opinion, the opinion giver does not become an insurer or guarantor of the result indicated by that expression of professional judgment, of the transaction on which the opinion is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS

Florida law requires the County to make a full and fair disclosure of any bonds or other debt obligations which it has issued or guaranteed and which are or have been in default as to principal or interest at any time after December 31, 1975 (including bonds or other debt obligations for which it has served as a conduit issuer). Florida law further provides, however, that if the County in good faith believes that such disclosures would not be considered material by a reasonable investor, such disclosures may be omitted. The County is not and has not been in default as to principal and interest on bonds or other debt obligations which it has issued as the principal obligor or guarantor.

There are several special purpose governmental authorities of the County that serve as conduit issuers of private activity bonds for purposes such as housing, industrial development and health care. Defaults have occurred in connection with some of those private activity bonds; however, such defaults affect only the defaulted issues and have no effect on the payment of the Series 2010 Bonds. The County has no obligation to pay such bonds and the conduit issuers had only a limited obligation to pay such bonds from the payments made by the underlying obligors with respect to such issues. Therefore, the County in good faith believes that defaults relating to conduit issuers are not material with regard to the Series 2010 Bonds and any disclosure concerning any defaults of conduit financings is not necessary.

CERTIFICATE CONCERNING THE OFFICIAL STATEMENT

Concurrently with the delivery of the Series 2010 Bonds, the County will furnish its certificate, executed by the County's Finance Director to the effect that, to the best of his knowledge, this Official Statement, as of its date and as of the date of delivery of the Series 2010 Bonds, does not contain any untrue statement of material fact and does not omit any material fact that should be included herein for the purpose for which the Official Statement is to be used, or which is necessary to make the statements contained herein, in light of the circumstances under which they were made, not misleading.

MISCELLANEOUS

References to the Bond Ordinance and certain other contracts, agreements and other materials not purporting to be quoted in full are brief outlines of certain provisions and do not purport to summarize or describe all the provisions of such documents.

Reference is hereby made to such documents and other materials for the complete provisions, copies of which will be furnished by the County upon written request.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. Statements in this Official Statement, while not guaranteed, are based upon information which the County believes to be reliable.

The delivery of this Official Statement by the County has been duly authorized by the Board.

APPENDIX A

GENERAL INFORMATION RELATIVE TO MIAMI-DADE COUNTY, FLORIDA

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APPENDIX A

GENERAL INFORMATION RELATIVE TO MIAMI-DADE COUNTY, FLORIDA

Set forth below is certain general information concerning the County, the County's government and certain governmental services provided by the County.

History

The County is the largest county in the southeastern United States in terms of population. The County currently covers 2,209 square miles, located in the southeastern corner of the State, and includes, among other municipalities, the cities of Miami, Miami Beach, Coral Gables and Hialeah. In 2009, the population of the County was estimated at 2,532,000.

The County was created on January 18, 1836 under the Territorial Act of the United States. It included the land area now forming Palm Beach County and Broward County, together with the land area of the present County. In 1909, Palm Beach County was established from the northern portion of what was then Dade County. In 1915, Palm Beach County and the County contributed nearly equal portions of land to create what is now Broward County. There have been no significant boundary changes to the County since 1915.

County Government and Services

The State Legislature in 1955 approved and submitted to a general election a constitutional amendment designed to give a new form of government to the County. The amendment was approved in a statewide general election in November 1956. A Dade County Charter Board was constituted and, in April 1957, completed a draft of a charter for the County. The proposed charter (the "Home Rule Charter") was adopted in a countywide election in May 1957 and became effective on July 20, 1957. The electors of the County were granted power to revise and amend the Home Rule Charter from time to time by countywide vote. The most recent amendment was in November 2008.

Three amendments to the Home Rule Charter were of particular importance:

- January 23, 2007 – Established a "strong mayor" form of government. This amendment expands the Mayor's power over administrative matters. The County Manager, who previously was chief administrator, now reports directly to the Mayor, who has the authority to hire, fire and set the salary of the County Manager. Under this new system, the Mayor also appoints all department heads.

- January 29, 2008 – Provided that (i) the two week qualifying period for candidates shall commence three weeks earlier in order to be in line with the State and (ii) the Property Appraiser shall be elected rather than appointed.

- November 4, 2008 – Transferred the County Manager's powers, duties and responsibilities to the Mayor and provided that the County Manager assists the Mayor in the County government administration.

The County has home rule powers, subject only to the limitations of the Constitution and general laws of the State. The County, in effect, is both (1) a county government with certain powers effective throughout the entire County, including 35 municipalities, and (2) a municipal government for the unincorporated area of the County. The County has not displaced or replaced the cities, but supplements them. The County can take over particular activities of a city's operations if the services fall below minimum standards set by the Board, or with the consent of the governing body of a particular city.

The County has assumed responsibility on a countywide basis for an increasing number of functions and services, including the following:

(a) Countywide police services, complementing the municipal police services within the cities and providing full-service police protection for the unincorporated areas of the County, with direct access to the National Crime Information Center in Washington, D.C. and the Florida Crime Information Center.

(b) Uniform system of fire protection, complementing the municipal fire protection services within five municipalities and providing full-service fire protection for the Miami-Dade Fire and Rescue Service District, which includes the unincorporated area of the County and the 30 municipalities which have consolidated their fire departments within the Miami-Dade Fire and Rescue Department. The Miami-Dade Fire and Rescue Department also provides emergency medical services by responding to and providing on-site treatment to the seriously sick and injured.

(c) Certain expenses of the State's consolidated two-tier court system (pursuant to Florida Statutes, Section 29.008) are the responsibility of the County. The two-tier court system consists of the higher Circuit Court and the lower County Court. The Circuit Court handles domestic relations, felonies, probate, civil cases where the amount in dispute is $15,000 or more, juvenile cases, and appeals from the County Court. The County Court handles violations of municipal ordinances, misdemeanors and civil cases where the amount in dispute is less than $15,000.

(d) Countywide water and sewer system operated by the Water and Sewer Department.

(e) Jackson Memorial Hospital ("JMH") is operated, maintained and governed by an independent governing body called the Public Health Trust (the "Trust"). Based on the number of admissions to a single facility, JMH is one of the nation's busiest medical centers. The Board appoints members of the Board of Trustees for the Trust and also approves the budget of the Trust. The County continues to subsidize treatment of indigent patients on a contractual basis with the Trust.

(f) Unified transit system, consisting of various surface public transportation systems, a 22.4 mile long rapid transit system, the Metromover component of the rapid rail transit system with 4.4 miles of an elevated double-loop system, and Metrobus operating over 30.5 million miles annually.

(g) Combined public library system consisting of the Main Library, 47 branches and 4 mobile libraries offering educational, informational and recreational programs and materials. It is anticipated that the construction of another new library facility will be completed by December 2010. On an annual basis, approximately 8 million people visit the libraries and check out more than 8.9 million items such as books, DVDs, books on tape, CDs and other library materials, while reference librarians answer over 8 million questions. The library system is the largest free internet provider in South Florida, registering more than 2 million internet sessions. Its web page offers an extensive digital library of more than 1,500 downloadable e-books, videos and music that are available 24/7.

(h) Property appraisal services are performed by the County's Property Appraiser's office. Tax collection services are performed by the Miami-Dade Tax Collector. All collected taxes are distributed directly to each governmental entity, according to its respective tax levy. The municipalities, the Board of Public Instruction and several State agencies use data furnished to them by the Miami-Dade Tax Collector for the purpose of budget preparations and for their governmental operations.

(i) Establish minimum standards, enforceable throughout the County, in areas such as environmental resources management, building and zoning, consumer protection, health, housing and welfare.

(j) Garbage and trash collection services to an average of approximately 323,500 households during Fiscal Year 2009 within the unincorporated area and certain municipalities of the County, and disposal services to public and private haulers countywide.

(k) The Dante B. Fascell Port of Miami (the "Port") is owned and operated by the County through the Seaport Department. The Port is the world's largest multi-day cruise port in terms of cruise passengers, handling over 4,110,100 passengers in Fiscal Year 2009. As of September 2009, the Port had the largest container cargo port in the State and is within the top ten in the United States in total number of containers held.

(l) The following airport facilities: (i) the Miami International Airport, the principal commercial airport serving South Florida; (ii) the Opa-locka Airport, a 1,810 acre facility, (iii) the Opa-locka West Airport, a 420 acre facility that has been decommissioned, (iv) the Kendall-Tamiami Executive Airport, a 1,380-acre facility, (iv) the Homestead General Aviation Airport, a 960-acre facility, and (vi) the Dade-Collier Training and Transition Airport, a facility of approximately 24,300 acres located in Collier and Miami-Dade Counties. All of these facilities are County-owned and operated by the Miami-Dade Aviation Department.

(m) Several miscellaneous services, including mosquito and animal control.

Economy

The County's economy has transitioned from mixed service and industrial in the 1970s to a knowledge-based economy. The shift to knowledge-based sectors, such as life sciences, aviation, financial services and IT/Telecom has diversified the local economy. Other important sectors include international trade, health services and the tourism industry, which remains one of the largest sectors in the local economy. Wholesale and retail trades are strong economic forces in the local economy, as well and are projected to continue, which is reflective of the County's position as a wholesale center in Southeast Florida, serving a large international market. The diversification of the economy creates a more stable economic base.

In an effort to further strengthen and diversify the County's economic base, the County commissioned a private consulting firm in 1984 to identify goals and objectives for various public and private entities. The Beacon Council was established as a public-private partnership to promote these goals and objectives.

International Commerce

The Greater Miami Area is the center for international commerce for the southeastern United States as well as Latin America and the Caribbean. Its proximity to the Caribbean, Mexico, Central America and South America makes it a natural center of commerce in the Americas. Approximately 1,200 multinational corporations are established in South Florida. In addition, the international background of many of its residents is an important labor force characteristic for multinational companies which operate across language and cultural differences.

Trade with Latin America, Europe and Caribbean countries has generated substantial growth in the number of financial institutions conducting business in the County. The large Spanish-speaking labor force and the County's proximity to Latin America have also contributed to the growth of the banking industry in the County. According to the Federal Reserve Bank of Atlanta, as of September 30, 2009 there were 14 Edge Act Banks throughout the United States; five of those institutions were located in the County with over $11.6 billion on deposit. Edge Act Banks are federally chartered organizations offering a wide range of banking services, but limited to international transactions only. These banking institutions are: Bancafe International, Banco Itau Europa International, Banco Santander International, HSBC Private Bank International and Standard Chartered Bank International America.

The County had the highest concentration of international bank agencies on the east coast south of New York City, with a total of 23 foreign chartered banks and over $8 billion on deposit as of September 30, 2009, according to the Florida Department of Financial Services, Office of Financial Regulations.

Corporate Expansion

The favorable geographic location of the County, a well-trained labor force and the favorable transportation infrastructure have allowed the economic base of the County to expand by attracting and retaining many national and international firms doing business in Latin America, the Caribbean, the United States and the rest of the world. Among these corporations with world or national headquarters in the County are: Burger King, Carnival Cruise Lines, Royal Caribbean Cruises, and Lennar. Those corporations with Latin American regional headquarters include: Federal Express Corporation, Kraft Foods International, Porsche Latin America, Telefonica, and Caterpillar.

Industrial Development Authority

The role of the Miami-Dade County Industrial Development Authority (the "IDA") is the development and management of the tax-exempt industrial development revenue bond program, which serves as a financial incentive to support private sector business and industry expansion and location. Programs developed are consistent with the IDA's legal status and compatible with the economic development goals established by the Board and other economic development organizations operating in the County.

Between 1979 and the creation of the Beacon Council in 1986, the IDA provided expansion and location assistance to 195 private sector businesses, accounting for a capital investment of $695 million and the creation of over 11,286 new jobs.

The IDA's principal program, the Tax-Exempt Industrial Development Revenue Bond Program, has generated 439 applications through October 2009. From 1986 to November 2009, bonds for 216 company projects have been issued in an aggregate principal amount in excess of $1.5 billion. Approximately 9,409 new jobs have been generated by these projects. The IDA continues to manage approximately 54 outstanding Industrial Development Revenue Bond Issues, approximating $802 million in capital investment.

Other Authority Activities

In October 1979, the Miami-Dade County Health Facilities Authority (the "Health Authority") was formed to assist local not-for-profit health care corporations to acquire, construct, improve or refinance health care projects located in the County through the issuance of tax-exempt bonds or notes. As of November 2009, the Health Authority has issued 24 series of bonds totaling over $1.9 billion.

In October 1969, the Board created the Miami-Dade County Educational Facilities Authority (the "EFA") to assist institutions of higher learning within the County to have an additional means to finance facilities and structures needed to maintain and expand learning opportunities and intellectual development. As of November 2009, the EFA has issued 52 series of bonds totaling over $1.7 billion.

In December 1978, the Housing Finance Authority of Miami-Dade County (Florida) (the "HFA") was formed to issue bonds to provide the HFA with moneys to purchase mortgage loans secured by mortgages on single family residential real property owned by low and moderate income persons residing in the County. Since its inception, the HFA has generated $1.18 billion in mortgage funds through the issuance of revenue bonds under the Single Family Mortgage Revenue Bond Program. As of November 2009, under the HFA's Multi-Family Mortgage Revenue Bond Program, revenue bonds aggregating approximately $917 million have been issued for new construction or rehabilitation of 16,752 units.

The bonds issued by the foregoing authorities and the IDA are not debts or obligations of the County or the State or any political subdivision thereof, but are payable solely from the revenues provided by the respective private activity borrower as security therefor.

Film Industry

Miami-Dade County's film and entertainment industry was challenged in 2009 with both a declining economy and a lack of production incentive funding from the State contributing to a downturn in the sector. Major motion pictures were almost entirely non-existent during the year, due to the lack of incentive funding. Television was the bright spot in Miami-Dade County's production economy at $55 million through the first 10 months of 2009, with USA Networks' "Burn Notice" filming its 13 episode third season entirely in South Florida, numerous reality series and the very active Spanish language television business contributing about $20 million to the bottom line during such period. This represents a decrease of approximately 38% in estimated spending from the previous year. In all, more than 800 productions were filmed or shot on location in Miami-Dade County in 2009, spending an estimated $90-$100 million.

Surface Transportation

The County owns and operates through its Transit Department, a unified multi-modal public transportation system. Operating in a fully integrated configuration, the County's Transit Department provides public transportation services through: (i) Metrorail - a 22.6-mile, 22-station elevated electric rail line connecting South Miami-Dade and the City of Hialeah with the Downtown and Civic Center areas, providing 18.5 million passenger trips annually; (ii) Metromover - a fully automated, driverless 4.4-mile elevated electric double-loop people-mover system interfaced with Metrorail and completing approximately 8.8 million passenger trips annually throughout 21 stations in the central business district and south to the Brickell international banking area and north to the Omni area; and (iii) Metrobus, including both directly operated and contracted conventional urban bus service, operating over 29.2 million miles per year, interconnecting with all Metrorail stations and key Metromover stations, and providing over 115 million passenger trips annually.

The County also provides para-transit service to qualified elderly and handicapped riders through its Special Transportation Service, which supplies over 1.56 million passenger trips per year in a demand-response environment.

Additionally, the County's Transit Department is operating the Bus Rapid Transit ("BRT") on the South Miami-Dade Busway, a dedicated-use BRT corridor that runs parallel to US1/South Dixie Highway. Service commenced in 1997 and was extended from North Kendall Drive/SW 88th Street to SW 264th Street. A final segment was completed in December 2007. The South Miami-Dade Busway traverses over twenty miles, connecting Florida City (SW 344th Street) with the Metrorail system, with connection to downtown Miami.

Airport

The County owns and operates the Miami International Airport (the "Airport"), the principal commercial airport serving Southeast Florida. The Airport also has the third highest international passenger traffic in the U.S. During Fiscal Year 2009, the Airport handled 33,875,470 passengers and 1,699,219 tons of air freight. The Airport is classified by the Federal Aviation Administration as a large hub airport, the highest classification given by that organization. The Airport is also one of the principal maintenance and overhaul bases, as well as a principal training center, for the airline industry in the United States, Central and South America, and the Caribbean.

A five year summary of the passengers served and cargo handled by the Airport is shown below:

Passengers and Cargo Handled by
Miami International Airport
2005-2009

Fiscal Year	Passengers (in thousands)	Cargo (in millions)	Total Landed Weight (million lbs.)
2005	30,912	1.96	31,148
2006	32,094	1.97	30,735
2007	33,278	2.10	31,420
2008	34,066	2.08	31,590
2009	33,875	1.70	30,172

SOURCE: Miami-Dade County Aviation Department

Seaport

The Port is an island port, which covers 640 acres of land, operated by the Seaport Department. It is the world's largest multi-day cruise port. Embarkations and debarkations on cruise ships totaled over 4.1 million passengers for Fiscal Year 2009. With the increase in activity from the Far-East markets and South and Central America, cargo tonnage transiting the Port amounted to over 6.8 million tons for Fiscal Year 2009.

The following table sets forth a five-year summary of both cruise passengers served and cargo handled:

Passengers and Cargo Handled by Port
2005-2009

Fiscal Year	Cruise Passengers (in thousands)	Cargo Tonnage (in millions)
2005	3,605	9.47
2006	3,731	8.65
2007	3,787	7.83
2008	4,137	7.42
2009	4,110	6.83

SOURCE: Miami-Dade County Seaport Department

Tourism

The Greater Miami Area is a leading center for tourism in the State. Miami was a primary destination for domestic air travelers after Orlando according to the Florida Division of Tourism. It is also the principal port of entry in the State for international air travelers. During 2008, approximately 81% of international air travelers (excluding travelers from Canada) entering the State arrived through the Airport. The Airport has the third highest international passenger traffic behind New York's John F. Kennedy International Airport and the Los Angeles International Airport.

An estimated 11.9 million visitors spent at least one night in Greater Miami and the Beaches in 2009. Due to the economy's impact on travel, Miami visitors were down -1.6% in 2009 compared to 2008. Domestic visitors accounted for 52% of all overnight visitors and were down -1.4 compared to the previous year. International visitors were down -1.8% in 2009 compared to 2008 and made up 48% of all overnight visitors

While the majority of international visitors to Greater Miami Beach and the Beaches continue to originate from Latin America, visitors originating from Europe accounted for 1.2 million in 2009 a decline from 1.4 in 2008. Visitors from Canada and Japan were also accounted for in 2009, with 537,000 visitors in total.

The following is a five-year summary of domestic and international visitors, including a further breakdown of international visitors by region of origin, and the estimated economic impact produced by those visitors:

Tourism Statistics
2005-2009

	Visitors (in thousands)			Estimated Economic Impact (in millions)		
	Domestic	**Int'l**	**Total**	**Domestic**	**Int'l**	**Total**
2005	6,029	5,273	11,302	$6,883	$6,875	$12,457
2006	6,263	5,322	11,585	7,688	9,108	16,796
2007	6,473	5,493	11,966	7,146	10,759	17,905
2008	6,341	5,787	12,128	6,557	10,745	17,302
2009	6,251	5,684	11,936	5,954	11,156	17,111

SOURCE: Greater Miami Convention and Visitors Bureau

International Visitors by Region
2005-2009
(in thousands)

	European	**Caribbean**	**Latin American**	**Canada Japan/Other**	**Total**
2005	1,213	686	2,673	701	5,273
2006	1,224	665	2,778	655	5,322
2007	1,294	683	2,835	680	5,492
2008	1,361	702	3,020	704	5,787
2009	1,279	682	3,067	656	5,684

SOURCE: Greater Miami Convention and Visitors Bureau

Employment

The following table illustrates the economic diversity of the County's employment base. No single industry clearly dominates the County's employment market, and there have not been any significant decreases within the industry classifications displayed for the latest years for which information is available.

Estimated Employment
In Non-Agricultural Establishments
2007-2009

	September 2007	Percent	September 2008	Percent	September 2009	Percent
Goods Producing Sector						
Construction	56,200	5.3	45,800	4.4	39,100	3.9
Manufacturing	47,300	4.4	44,400	4.3	41,400	4.1
Mining & Natural Resources	600	0.1	500	0.0	400	0.0
Total Goods Producing Sector	104,100	9.8	90,700	8.7	80,900	8.0
Service Providing Sector						
Transportation, Warehousing and Utilities	61,400	5.8	60,300	5.8	59,000	5.8
Wholesale Trade	75,600	7.1	73,800	7.2	74,100	7.3
Retail Trade	128,500	12.1	125,700	12.1	120,300	11.9
Information	20,800	2.0	19,600	1.9	18,600	1.9
Financial Activities	74,800	7.0	72,600	7.0	70,800	7.0
Professional and Business Services	145,500	13.6	139,500	13.4	134,900	13.4
Education and Health Services	150,900	14.2	155,400	15.0	156,000	15.4
Leisure and Hospitality	103,700	9.7	102,000	9.8	101,100	10.0
Other Services	41,800	3.9	43,700	4.2	42,700	4.3
Government	157,500	14.8	155,000	14.9	151,800	15.0
Total Service Providing Sector	960,500	90.2	947,600	91.3	929,300	92.0
Total Non-Agricultural Employment	1,064,600	100%	1,038,300	100%	1,010,200	100%

SOURCES: Florida Agency for Workplace Innovation, Labor Market Statistics, Current Employment Statistics Program (in cooperation with U.S. Department of Labor, Bureau of Labor Statistics).
Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

County Demographics

Estimates of Population by Age
Miami-Dade County
2000 to 2030

Age Group	2000	2005	2010	2015	2020	2025	2030
Under 16	495,375	522,784	537,561	572,850	593,548	630,244	654,791
16-64	1,457,435	1,558,892	1,683,790	1,776,675	1,877,694	1,947,052	2,023,662
65 & Over	300,552	321,796	342,534	375,098	414,197	468,786	527,834
Total	2,253,362	2,403,472	2,563,885	2,724,623	2,885,439	3,046,082	3,206,287

SOURCES: U.S. Census Bureau, Decennial Census Report for 2000. Projections provided by Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

Trends and Forecasts, Population in
Incorporated and Unincorporated Areas
1960 – 2015

Year	Population in Incorporated Areas	Population in Unincorporated Areas	Total	Percentage Growth in Population
Trends:				
1960	582,713	352,334	935,047	N/A
1970	730,425	537,367	1,267,792	36.5%
1980	829,881	795,900	1,625,781	28.2
1990	909,371	1,027,723	1,937,094	19.1
1995	973,912	1,110,293	2,084,205	7.6
2000	1,049,074	1,204,288	2,253,362	8.1
2001	1,087,033	1,202,189	2,289,222	1.6
2002	1,095,529	1,221,147	2,316,676	1.2
2003	1,127,234	1,216,799	2,344,033	1.2
2004	1,271,676	1,099,261	2,370,937	1.1
2005	1,298,454	1,105,018	2,403,472	1.4
2006	1,350,926	1,084,591	2,435,517	1.3
2007	1,372,281	1,095,302	2,467,583	1.3
2008	1,398,177	1,101,490	2,499,667	1.3
2009	1,418,558	1,113,211	2,531,769	1.2
Forecasts:				
2010	1,417,608	1,146,277	2,563,885	2.6
2015	1,506,519	1,218,104	2,724,623	6.3

SOURCES: U.S. Census Bureau, Decennial Census Reports for 1960-2000. Projections provided by Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

Population By Race and Ethnic Group[1]
Miami-Dade County
1970 - 2020
(in thousands)

Year	Total[2]	Hispanic[1]	Blacks[1]	Non-Hispanic Whites and Others
1970	1,268	299	190	782
1975	1,462	467	237	765
1980	1,626	581	284	773
1985	1,771	768	367	656
1990	1,967	968	409	618
1995	2,084	1,155	446	519
2000	2,253	1,292	457	534
2005	2,402	1,455	461	497
2010[3]	2,551	1,621	526	442
2015[3]	2,703	1,794	554	395
2020[3]	2,858	1,972	583	347
		(In Percentages)		
1970[2]	100%	24%	15%	62%
1975[2]	100	32	16	52
1980[2]	100	36	17	48
1985[2]	100	43	21	37
1990[2]	100	49	21	31
1995[2]	100	55	21	25
2000[2]	100	57	20	24
2005[2]	100	61	21	20
2010[3]	100	64	21	17
2015[3]	100	66	21	15
2020[3]	100	69	20	12

SOURCES: U.S. Census Bureau, Census of Population Reports for 1970-2000. Projections provided by Miami-Dade County, Department of Planning and Zoning, Research Section, November 2009.

Notes:
(1) Persons of Hispanic origin may be of any race. Hispanic Blacks are counted as both Hispanic and Black. Other Non-Hispanics are grouped with Non-Hispanic White category. Sum of components exceeds total.
(2) Numbers may not add due to rounding.
(3) Projections.

The following tables set forth the leading public and private County employers:

Fifteen Largest Public Employers

Employers' Name	**Number of Employees**
Miami-Dade County Public Schools	38,819
Miami-Dade County	29,000
U.S. Federal Government	19,900
Florida State Government	16,100
Jackson Health System	12,468
Florida International University	8,000
Miami-Dade Community College	5,798
City of Miami	4,400
VA Healthcare System	2,385
Homestead Air Reserve Base	2,056
City of Hialeah	2,000
City of Miami Beach	1,900
U.S. Southern Command	1,600
City of Coral Gables	828
City of North Miami Beach	689

Fifteen Largest Private Employers

Employers' Name	**Number of Employees**
University of Miami	12,000
Baptist Health Systems of South Florida	12,000
Publix Super Markets	11,625
American Airlines	9,000
University of Miami Health	7,025
United Parcel Service	4,982
BellSouth/AT&T.	4,100
Florida Power & Light Company	3,840
Winn Dixie Stores	3,500
Carnival Cruise Lines	3,500
Mount Sinai Medical Center	3,391
Royal Caribbean International/Celebrity Cruises	3,330
University of Miami Hospital	2,975
Miami Children's Hospital	2,900
Sedano's Supermarkets.	2,500

SOURCE: The Beacon Council/Miami-Dade County, Florida,
Miami Business Profile & Relocation Guide, January 2010

The following table sets forth the unemployment rates within the County and comparative rates for the United States and the State:

Unemployment Rates
2005-2009

Area	2005	2006	2007	2008	2009*
USA	5.1%	4.6%	4.6%	5.8%	9.7%
Florida	3.8	3.4	4.1	6.2	11.6
Miami-Dade County	4.6	4.1	4.4	5.8	11.3

SOURCES: Florida Agency for Workplace Innovation, Office of Workforce Information Services, Labor Market Statistics and Miami-Dade County, Department of Planning and Zoning, Research Section, December 2009.
*12 month average thru December.

The following table sets forth the per capita personal income within the County and comparative per capita personal income for the Unites States, the Southeastern region and the State:

Per Capita Personal Income
2004 - 2008

Year	USA	Southeastern	Florida	Miami-Dade
2004	$33,881	$30,804	$33,540	$30,201
2005	35,424	32,442	35,605	32,058
2006	37,698	34,426	38,161	34,934
2007	39,392	35,695	39,036	35,368
2008	40,166	36,196	39,064	35,887

*Note that this table contains the most current information available as of the date of this Official Statement.

SOURCES: U.S. Department of Commerce, Economic and Statistic Administration Bureau of Economic. Analysis/Regional Economic Information System.

APPENDIX B

ORIGINAL ORDINANCE, 2009 ORDINANCE AND SERIES 2010 RESOLUTION

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Approved ____________ Mayor
Veto ____________
Override ____________

Agenda Item No. 4(O)
3-1-05

ORDINANCE NO. 05-48

ORDINANCE PROVIDING FOR ISSUANCE OF MIAMI-DADE COUNTY, FLORIDA TRANSIT SYSTEM SALES SURTAX REVENUE BONDS; PROVIDING THAT SUCH BONDS SHALL BE PAYABLE SOLELY FROM PLEDGED REVENUES; PROVIDING COVENANTS WITH RESPECT TO SUCH BONDS; INITIALLY AUTHORIZING ISSUANCE OF TRANSIT SYSTEM SALES SURTAX REVENUE BONDS, FROM TIME TO TIME, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $500,000,000 TO FINANCE TRANSPORTATION AND TRANSIT PROJECTS; PROVIDING FOR ESTABLISHMENT OF TERMS, MATURITIES, INTEREST RATES AND OTHER DETAILS OF INITIAL SERIES OF BONDS BY SUBSEQUENT RESOLUTION; PROVIDING FOR ISSUANCE OF ADDITIONAL BONDS AND REFUNDING BONDS; PROVIDING FOR CREDIT FACILITIES, RESERVE ACCOUNT CREDIT FACILITIES AND HEDGE AGREEMENTS WITH RESPECT TO BONDS AS DETERMINED BY COUNTY; PROVIDING FOR SEVERABILITY AND EFFECTIVE DATE

WHEREAS, pursuant to Sections 212.054 and 212.055(1), Florida Statutes, as amended (collectively, the "Transit System Sales Surtax Act"), Ordinance No. 02-116 enacted on July 9, 2002 (the "Transit System Sales Surtax Ordinance") by the Board of County Commissioners (the "Board") of Miami-Dade County, Florida (the "County") and the approval by a majority vote of the electorate of Miami-Dade County at a duly called election held on November 5, 2002, the County levies and imposes a one half of one percent (0.5%) discretionary sales surtax on all transactions occurring in Miami-Dade County which are subject to the State of Florida tax imposed on sales, use, rentals, admissions and other transactions by Chapter 212, Florida Statutes, as amended (the "Transit System Sales Surtax"); and

WHEREAS, pursuant to the Transit System Sales Surtax Act and the Transit System Sales Surtax Ordinance, the State of Florida Department of Revenue (the "Department") administers, collects and enforces the Transit System Sales Surtax and distributes the funds collected and received by the Department from the imposition of the Transit System Sales Surtax

less the Department's cost of administration (the "Net Transit System Sales Surtax Proceeds") to the County for deposit in a separate special fund (the "Transit System Sales Surtax Trust Fund") held by the Finance Director of the County to be applied to transportation and transit projects, including operation and maintenance thereof, as more particularly described in the Transit System Sales Surtax Ordinance (the "Transit System Sales Surtax Projects"), and may be pledged and applied to the payment of principal of and interest on bonds issued to finance or refinance Transit System Sales Surtax Projects; and

WHEREAS, pursuant to the Transit System Sales Surtax Ordinance, twenty percent (20%) of the Net Transit System Sales Surtax Proceeds received by the County are required to be distributed annually to certain cities located in Miami-Dade County; and

WHEREAS, the Board desires to make provision for the issuance of bonds, from time to time, to finance or refinance Transit System Sales Surtax Projects and to initially authorize the issuance of bonds under the provisions of this Ordinance, from time to time, in an aggregate principal amount not to exceed $500,000,000 to finance Transit System Sales Surtax Projects, all as more specifically set forth in this Ordinance; and

WHEREAS, the Board desires to accomplish the purposes outlined in the accompanying memorandum (the "County Manager's Memorandum"), a copy of which is incorporated in this Ordinance by reference,

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

ARTICLE I

INCORPORATION OF RECITALS AND DEFINITIONS

SECTION 101. Incorporation of Recitals. The Board finds and determines and incorporates as part of this Ordinance the matters set forth in the recitals.

SECTION 102. Meaning of Words and Terms. In addition to words and terms elsewhere defined in this Ordinance, the following words and terms shall have the following meanings, unless some other meaning is plainly intended:

"Accounts" means the accounts established under, or pursuant to, the provisions of this Ordinance.

"Accreted Value" means, with respect to any Compounding Interest Bond, (a) the amount representing the Accreted Value of such Bond as of any Compounding Date, as established by the schedule of Accreted Values relating to such Bond, which amount represents the initial principal amount of such Bond plus the amount of interest that has accrued to such Compounding Date calculated on the basis of a three hundred sixty (360) day year of twelve (12) thirty (30) day months, and (b) as of any date other than a Compounding Date, the sum of (i) the Accreted Value on the preceding Compounding Date plus (ii) the product of (x) a fraction, the numerator of which is the number of days having elapsed from the preceding Compounding Date and the denominator of which is the number of days from such preceding Compounding Date to the next succeeding Compounding Date, multiplied by (y) the difference between the Accreted Values on such Compounding Dates, which amount represents the principal plus the amount of interest that has accrued to such date of determination. The Board may provide by Series Resolution that, with respect to any Series of Bonds, the Accreted Value as of any date other

than a Compounding Date shall be determined using a constant interest rate method rather than as provided in (b).

"Additional Bonds" means any Bonds issued at any time under the provisions of Section 208 of this Ordinance.

"Administrative Expenses" shall mean any administrative expenses required to be paid under the provisions of this Ordinance, including, without limitation, fees and expenses due the Registrar, the Paying Agent and any other fiduciaries, Credit Facility Charges and Rebate Amounts.

"Amortization Requirements" means such moneys required to be deposited in the Redemption Account for the purpose of paying when due or redeeming prior to maturity any Term Bonds issued pursuant to this Ordinance, the specific amounts and times of such deposits to be determined in accordance with or under the authority of a Series Resolution authorizing the issuance of such Term Bonds.

"Annual Budget" means the annual budget adopted by the Board for each Fiscal Year.

"Board" means the Board of County Commissioners of Miami-Dade County, Florida, or any successor of the board or body in which the general legislative powers of the County shall be vested.

"Bonds" means, collectively, any bonds issued under the provisions of this Ordinance.

"Bondholders" or "Holders" means the registered owners of Bonds.

"Bond Service Account" means the Bond Service Account in the Debt Service Fund created and designated by Section 502 of this Ordinance, together with any Bond Service Account subaccount designated by any applicable Series Resolution.

"Book Entry Bonds" and "Bonds in Book Entry Form" means Bonds which are subject to a Book Entry System.

"Book Entry System" or "Book Entry Only System" means a system under which either (a) bond certificates are not issued and the ownership of bonds is reflected solely by the register, or (b) physical certificates in fully registered form are issued to a securities depository or to its nominee as registered owner, with the certificated bonds held by and "immobilized" in the custody of such securities depository, and under which records maintained by persons, other than the Registrar, constitute the written record that identifies the ownership and transfer of the beneficial interests in those bonds.

"Capital Appreciation Bonds" means Bonds which are Compounding Interest Bonds throughout their entire term.

"Cities" means those cities located in Miami-Dade County and existing as of November 5, 2002.

"Cities' Distribution" means twenty percent (20%) of the Net Transit System Sales Surtax Proceeds received by the County which pursuant to the Transit System Sales Surtax Ordinance is required to be distributed to the Cities.

"Clerk" means the ex-officio Clerk or any Deputy Clerk of the Board or the officer or officers succeeding to the principal functions of the Clerk.

"Code" means the Internal Revenue Code of 1986, as amended from time to time. Each reference to a section of the Code shall be deemed to include the related United States Treasury Regulations proposed or in effect and applied to the Bonds or the use of their proceeds, and also includes all amendments and successor provisions unless the context clearly requires otherwise.

"Compounding Date" means, with respect to any Compounding Interest Bond, the date on which interest is compounded for purposes of determining its Accreted Value.

"Compounding Interest Bonds" means Bonds, the interest on which (a) shall be compounded periodically, (b) shall be payable at maturity or redemption prior to maturity, and (c) shall be determined by reference to the Accreted Value and include, but not limited to, Capital Appreciation Bonds and Convertible Capital Appreciation Bonds.

"Construction Fund" means the Miami-Dade County Transit System Sales Surtax Construction Fund, a special fund created and designated by Section 401 of this Ordinance.

"Convertible Capital Appreciation Bonds" means Bonds, the interest on which from their issuance date or dated date until a specified conversion date is compounded periodically, and from and after such conversion date is payable not less often than annually, calculated on the basis of the Accreted Value on such conversion date, and the Accreted Value of which as of said conversion date is treated as the principal amount for purposes of payment or redemption after such conversion date.

"Cost" or "Costs" as applied to any Projects, means and shall embrace the cost of acquisition and construction and all obligations for expenses and all items of cost which are set forth in Section 403 of this Ordinance.

"Counterparty" means a party, other than the County, to a Hedge Agreement.

"County" means Miami-Dade County, Florida, a political subdivision of the State of Florida.

"County Attorney" means the County Attorney of the County, any Assistant County Attorney, a designee of the County Attorney or any successor to the County Attorney.

"County Manager" means the County Manager of the County, any Assistant County Manager, a designee of the County Manager or any successor to the County Manager.

"Credit Agreement" means any contract, agreement, or other instrument executed by the County in connection with obtaining or administering any Credit Facility or Reserve Account Credit Facility for any Bonds, including, but not limited to, any reimbursement agreement, financial guaranty agreement, or standby bond purchase agreement.

"Credit Facility" means a policy of insurance, surety bond, letter of credit or other financial product which guarantees the prompt payment of all or any portion of the principal of, premium, if any, or interest on any of the Bonds, and/or provides funds for the payment or purchase of any Bonds.

"Credit Facility Charges" means (a) Initial Credit Facility Charges, and (b) Recurring Credit Facility Charges.

"Credit Facility Provider" means an insurance company, bank or other organization which has provided a Credit Facility in connection with any Series of Bonds.

"Current Interest Bonds" means Bonds, the interest on which are payable periodically from their date of issuance.

"Debt Service Fund" means the Miami-Dade County Transit System Sales Surtax Revenue Bonds Debt Service Fund, a fund created and designated by Section 502 of this Ordinance.

"Department" means the State of Florida Department of Revenue.

"Depositary" means any bank or trust company duly authorized by law to engage in the banking business and designated by the County as a depositary of moneys under the provisions of this Ordinance.

"Finance Director" means the Finance Director of the County, her designee or the officer or officers succeeding to her principal functions.

"First Lien Obligations" means Bonds issued pursuant to this Ordinance, and shall also include, where applicable, other obligations, in each case satisfying the provisions of Section 208(b) or Section 209(c), as applicable, and specified by separate ordinance or resolution, as applicable, of the Board to be First Lien Obligations, which ordinance or resolution may contain covenants, among others, similar to the covenants contained in this Ordinance.

"Fiscal Year" means the fiscal year of the County.

"Fitch" means Fitch Ratings, Inc., its successors and assigns, and if such entity no longer performs the functions of a securities rating agency, "Fitch" shall refer to any other nationally recognized securities rating agency designated by the County.

"Fixed Rate Bonds" means Bonds, the interest rate on which (a) is not, under any circumstances, subject to change during their remaining term, or (b) is subject to change at specified times and in specified amounts so that the yield and annual debt service for each period during their remaining term is fixed (such as a stepped coupon bond); any bonds which were not Fixed Rate Bonds as of their date of issuance shall become Fixed Rate Bonds as of any date after their issuance on which the requirements of (a) or (b) above are met.

"Funds" means the funds established under, or pursuant to, the provisions of this Ordinance.

"Government Obligations" means: (a) direct obligations of, or obligations the full and timely payment of the principal of and interest on which are unconditionally guaranteed by, the United States of America; (b) other evidences of indebtedness issued or guaranteed by any agency or corporation which has been or may be created pursuant to an Act of Congress as an agency or instrumentality of the United States of America to the extent unconditionally guaranteed as to full and timely payment by the United States of America; (c) any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state: (i) which are not callable for redemption prior to maturity, or which have been duly called for redemption by the obligor on a date or dates specified and as to which irrevocable instructions have been given to a trustee or escrow agent in respect of such bonds or other obligations by the obligor to give due notice of such redemption on such date or dates, which date or dates shall be also specified in such instructions, (ii) which are secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash and/or obligations of the character described in clauses (a) or (b) above which fund may be applied only to the payment of such principal of and interest and redemption premium, if any, on such bonds or other obligations on their maturity date or dates or the redemption date or dates specified in the irrevocable instructions referred to in subclause (i) of this clause (c), as appropriate, and (iii) as to which the principal of and interest on the obligations of the character described in clauses (a) or (b) above on deposit in such fund along with any cash on deposit in such fund are sufficient to pay principal of and interest and redemption premium, if any, on the bonds or other obligations described in this clause (c) on their maturity date or dates or on the redemption date or dates specified in the irrevocable instructions referred to in subclause (i) of this clause (c), as appropriate; and (d) certificates that evidence ownership of the right to payments of principal and/or interest on obligations described in any of clauses (a), (b) or (c) of this definition, provided that such obligations shall be held in trust by a bank or trust company or a national banking association authorized to exercise corporate trust powers and subject to supervision or examination by federal, state, territorial or District of Columbia authority and

having a combined capital, surplus and undivided profits of not less than $100,000,000. The definition of Government Obligations does not include, nor does it permit, investment in mutual funds or unit investment trusts.

"Hedge Agreement" means and includes an interest rate exchange agreement, an interest swap agreement, forward purchase contract, put option contract, call option contract or other financial product which is used by the County as a hedging device with respect to its obligation to pay debt service on any of the Bonds, entered into between the County and a Counterparty; provided that such arrangement shall be specifically designated in a certificate of the Finance Director as a "Hedge Agreement" for purposes of this Ordinance; and provided further that at the time of entering into such Hedge Agreement the County shall have obtained written evidence that entering into such Hedge Agreement will not, in and of itself, result in a withdrawal or reduction of any rating assigned to the Bonds by a Rating Agency.

"Hedge Charges" means charges payable by the County to a Counterparty upon the execution, renewal or termination of any Hedge Agreement and any periodic fee payable by the County to keep such Hedge Agreement in effect and any other required payments, exclusive of Hedge Obligations.

"Hedge Obligations" means net payments required to be made by the County under a Hedge Agreement from time to time as a result of fluctuation in hedged interest rates, or fluctuation in the value of any index of payment.

"Hedge Receipts" means net payments received by the County from a Counterparty under a Hedge Agreement.

"Initial Credit Facility Charges" means and includes any premium, commitment fee or other issuance charges payable by the County to any Provider for the issuance of any Credit

Facility or Reserve Account Credit Facility relating to any Bonds, at the time of the initial issuance of such Bonds, together with any related fees and expenses, including, but not limited to, the legal fees and expenses of legal counsel to the Provider of any Credit Facility or Reserve Account Credit Facility, which the County is required to pay or for which it is required to make reimbursement, but shall not include any Payment Obligations or Recurring Credit Facility Charges.

"Interest" or "interest" means the interest on the specified obligations; in the case of Compounding Interest Bonds, the interest component included in the Maturity Amount (and in the Accreted Value thereof payable at redemption) shall be deemed to constitute principal; provided, however, that for purposes of any limitation contained in this Ordinance or in any Series Resolution on the issuance of an aggregate principal amount of Bonds of any Series, the principal amount of Compounding Interest Bonds shall be the initial principal amount of such Compounding Interest Bonds on the issuance date.

"Interest Payment Date" means, when used with reference to any Bonds, the dates on which interest is stated to be due, and any date on which interest becomes due on account of the early redemption or on account of the happening of an event which, under the terms of such Bonds, requires a payment of interest to be made.

"Investment Obligations" means (a) Government Obligations, (b) bonds, debentures or notes issued by any of the following Federal agencies: Banks for Cooperatives, Federal Intermediate Credit Banks, Federal Home Loan Banks, Export-Import Bank of the United States, Government National Mortgage Association, Federal Land Banks, or the Federal National Mortgage Association (including participation certificates issued by such Association), (c) all other obligations issued or unconditionally guaranteed as to principal and interest by an agency

or person controlled or supervised by and acting as an instrumentality of the United States Government pursuant to authority granted by the Congress, (d) general obligations of any state of the United States (other than obligations rated lower than the three highest grades by the Rating Agencies, to the extent a Rating Agency rates such general obligations), (e) repurchase agreements with any bank or trust company organized under the laws of any state of the United States of America or any national banking association or government bond dealer reporting to, trading with, and recognized as a primary dealer by the Federal Reserve Bank of New York, which agreement is fully secured in an amount at least equal to one hundred three percent (103%) of its fair market value by Government Obligations delivered to another bank or trust company organized under the laws of any state of the United States of America or any national banking association, as custodian, (f) certificates of deposit or similar arrangements which are rated in one of the two highest rating categories by each Rating Agency (to the extent a Rating Agency rates such instruments) with any Federal or State of Florida bank, trust company or savings and loan association which is a member of the Federal Deposit Insurance Corporation, (g) investment agreements or contracts which are rated, or are issued or guaranteed by an entity whose long-term unsecured obligations are rated, in one of the two highest rating categories by the Rating Agencies (to the extent a Rating Agency rates such instruments), and which are not required to be registered under the Securities Act of 1933 but may be so registered, whereby under each such investment agreement or contract the party is absolutely and unconditionally obligated to repay the moneys invested by the County and interest at a guaranteed rate, without any right of recoupment, counterclaim or set-off; provided, however, that such party may have the right to assign its obligations under any such agreements or contracts to any other entity if the investment agreements or contracts shall continue to be rated in one of the two highest rating categories by the Rating Agencies (to the extent a Rating Agency rates such agreements or contracts) and if such agreements or contracts shall not be registered, the agreements or contracts shall not be required to be registered under the Securities Act of 1933 by reason of such assignment; and (b) any other investment which is a permitted investment for public funds under County ordinance or rule.

"Maturity Amount" means, with respect to any Compounding Interest Bond, the value of such Compounding Interest Bond which is due at its stated maturity.

"Maximum Principal and Interest Requirements" means, as of any particular date of calculation, the greatest amount of Principal and Interest Requirements for the then current or any future Fiscal Year.

"Mayor" means the Mayor of the County or in the absence of the Mayor, his designee or the officer or officers succeeding to that function.

"Moody's" means Moody's Investors Service, Inc., its successors and assigns, and if such entity no longer performs the functions of a securities rating agency, "Moody's" shall refer to any other nationally recognized securities rating agency designated by the County.

"Multimodal Bonds" means Bonds which contain provisions allowing for the payment of interest at different rates during different interest periods and for the establishment of different interest periods and interest rates; the interest rate during any particular interest period may be a variable rate or a fixed rate.

"Net Transit System Sales Surtax Proceeds" means the funds collected and received by the Department from the imposition of the Transit System Sales Surtax less the Department's cost of administration.

"Optional Tender Bonds" means Bonds, a feature of which is an option on the part of the Holders of such Bonds to tender such Bonds to the County or a fiduciary for such Holders for payment or purchase prior to stated maturity.

"Ordinance" means this Ordinance as the same may be amended or supplemented from time to time in accordance with Article VIII.

"Outstanding" means, when used with respect to the Bonds, all Bonds previously delivered except:

(a) Bonds paid or redeemed or delivered to or acquired by the County for cancellation;

(b) Bonds which under Section 901 of this Ordinance or under the terms of the Series Resolution relating to such Bonds are no longer deemed to be Outstanding (such as Bonds that have been defeased); and

(c) for purposes of voting, giving directions and granting consents, Bonds held by the County or by an agent of the County, except that when Bonds are held by any tender agent or remarketing agent, such tender agent or remarketing agent rather than the County shall be deemed the Holder for purposes of voting the same for purposes of amending this Ordinance or the Series Resolution under which the same were issued or for the purpose of giving directions or granting consents under this Ordinance or such Series Resolution.

"Payment Obligation" means an obligation of the County arising under a Credit Agreement: (a) to reimburse any Provider for amounts advanced by such Provider under a Credit Facility or Reserve Account Credit Facility which are used (i) to pay any principal, Maturity Amount or Accreted Value of, premium on, or interest on any Bond or Bonds, or (ii) to purchase any Bond or Bonds for cancellation, or (iii) to purchase any Bond or Bonds for remarketing, or

(b) to pay interest on any such advances, or (c) to pay any other amounts payable on a parity with (a) and/or (b) above under the provisions of the Credit Agreement.

"Pledged Revenues" means (a) the Pledged Transit System Sales Surtax Revenues, (b) Hedge Receipts and (c) all moneys and investments (and interest earnings) on deposit to the credit of the Funds and Accounts, except for moneys and investments on deposit to the credit of any rebate fund or rebate account established pursuant to this Ordinance.

"Pledged Transit System Sales Surtax Revenues" means the Net Transit System Sales Surtax Proceeds received by the County less the Cities' Distribution.

"Principal" or "principal" means the principal of the specified obligations; in the case of Compounding Interest Bonds, the interest component of the Maturity Value (or Accreted Value payable upon redemption) shall be deemed to constitute principal; provided, however, that for purposes of any limitation contained in this Ordinance or in any Series Resolution on the issuance of an aggregate principal amount of Bonds of any Series, the principal amount of Compounding Interest Bonds shall be the initial principal amount of such Compounding Interest Bonds on the issuance date.

"Principal and Interest Requirements" means the respective amounts which are required in each Fiscal Year to pay (a) principal and interest on all Bonds then Outstanding for such Fiscal Year; and (b) the Amortization Requirements, if any, for all Term Bonds then Outstanding for such Fiscal Year. In computing "Principal and Interest Requirements" for any Fiscal Year, the following rules shall apply:

(i) in the case of Variable Rate Bonds, interest shall be computed at the fixed rate of interest(s) through maturity which such Variable Rate Bonds would have borne had such Variable Rate Bonds been issued as Fixed Rate Bonds on their date of issuance, as set forth in a

certificate of the County's financial advisor or senior managing underwriter with respect to such Variable Rate Bonds delivered to the Finance Director on their date of issuance;

(ii) in the case of Optional Tender Bonds, the date or dates on which the Holders of such Optional Tender Bonds may elect or be required to tender such Optional Tender Bonds for payment or purchase shall be ignored and the stated dates for Amortization Requirements and principal payments thereof shall be used for purposes of this calculation so long as the source for said payment or purchase is a Credit Facility which provides funds for the payment or purchase of such Optional Tender Bonds upon tender; provided, however, that notwithstanding the foregoing or the provisions of clause (i) above, during any period of time after the Provider of a Credit Facility has advanced funds under a Credit Facility and before such amount is repaid, Principal and Interest Requirements shall include the principal amount so advanced and interest thereon, in accordance with the principal repayment schedule and interest rate or rates specified in the Credit Agreement relating to such Credit Facility;

(iii) in the case of Capital Appreciation Bonds, the Accreted Value or Maturity Amount shall be included when due and payable;

(iv) in the case of Convertible Capital Appreciation Bonds, the Accreted Value or Maturity Amount shall be included when due and payable;

(v) if all or a portion of the principal or Amortization Requirements of or interest on Bonds is payable from funds set aside or deposited for such purpose (other than funds on deposit in the Reserve Account), including funds deposited to the credit of the Construction Fund, together with projected earnings thereon, such principal, Amortization Requirements or interest shall not be included in computing Principal and Interest Requirements if such funds, together with the investment earnings thereon, will provide sufficient moneys to pay when due such principal, Amortization Requirements or interest, as applicable; and

(vi) to the extent that the County has entered into a Hedge Agreement with respect to any Bonds and notwithstanding the provisions of clauses (i) through (v) above, while the Hedge Agreement is in effect and so long as the Counterparty has not defaulted thereunder, for the purpose of determining the Principal and Interest Requirements the interest rate with respect to the principal amount of such Bonds equal to the "notional" amount specified in the Hedge Agreement shall be assumed to be (A) if the Hedge Obligations under the Hedge Agreement are computed based upon a fixed rate of interest, the actual rate of interest upon which the Hedge Obligations under such Hedge Agreement are computed, and (B) if the Hedge Obligations under the Hedge Agreement are computed based upon a variable rate of interest, the fixed rate of interest upon which the Hedge Obligations under the Hedge Agreement would have been computed had the interest rate upon which the Hedge Obligations under the Hedge Agreement are computed been a fixed rate of interest on the date the Hedge Agreement was entered into, as set forth in a certificate of the County's financial advisor with respect to such Hedge Agreement delivered to the Finance Director on the date the Hedge Agreement was entered into;

(vii) principal and interest on Bonds due on the first day of a Fiscal Year shall be deemed to be due in the prior Fiscal Year; and

(viii) except as provided in Section 608 of this Ordinance, Principal and Interest Requirements shall not include the principal of, redemption premium, if any, and interest on Subordinate Obligations.

"Project" means Transit System Sales Surtax Projects which shall be financed with proceeds of Bonds issued under this Ordinance, identified as a Project by a Series Resolution providing for the issuance of any obligation to finance or refinance its cost, in whole or in part.

"Provider" means a Credit Facility Provider or Reserve Account Credit Facility Provider, as indicated by the context in which such term is used.

"Qualified Earnings" means the investment earnings on moneys on deposit in the Revenue Fund and the Debt Service Fund and the Accounts therein and in any similar funds and accounts established with respect to First Lien Obligations not constituting Bonds; provided, however, that investment earnings on moneys on deposit in the Reserve Account or in any similar account established with respect to First Lien Obligations not constituting Bonds shall only be deemed "Qualified Earnings" if such investment earnings are not required to be retained therein.

"Rating Agency" or "Rating Agencies" means Fitch, Moody's and Standard & Poor's, but only to the extent that each such entity has assigned a rating which is then in effect as to any Series of Bonds Outstanding; provided, however, that as used in the definitions of "Investment Obligations" in this Ordinance, "Rating Agency" or "Rating Agencies" means Fitch, Moody's and/or Standard & Poor's, as applicable, without regard to whether such entity has assigned a rating to any Series of Bonds.

"Rebate Amount" means the amount of any rebate or penalty in lieu of rebate which is payable under Section 148(f) of the Code in connection with Bonds.

"Recurring Credit Facility Charges" means and includes (a) all charges payable by the County to any Provider of a Credit Facility or Reserve Account Credit Facility under any Credit Agreement to renew or extend the term of any Credit Facility or Reserve Account Credit Facility,

(b) all charges of the type described in the definition of "Initial Credit Facility Charges" relating to the replacement of any Credit Facility or Reserve Account Credit Facility for any Outstanding Bonds with a new Credit Facility or Reserve Account Credit Facility, and (c) any other fees, charges or amounts the County is required to pay to any Provider of a Credit Facility or Reserve Account Credit Facility (other than Initial Credit Facility Charges and Payment Obligations) under any Credit Agreement, including, but not limited to, draw fees, transaction fees, "gross up charges" termination fees, annual fees, expenses of such Provider which the County is required to pay or for which it is required to reimburse such Provider, and any payments the County is required to make to indemnify any such Provider for any costs or expenses incurred by it or any loss suffered by it in connection with a Credit Facility or Reserve Account Credit Facility, but shall not include any Payment Obligations.

"Redemption Account" means the Redemption Account in the Debt Service Fund created and designated by Section 502 of this Ordinance, together with any Redemption Account subaccount designated by any applicable Series Resolution.

"Refunding Bonds" means the Bonds issued at any time under the provisions of Section 209 of this Ordinance.

"Registrar or Paying Agent" means as to any Series of Bonds, a bank or trust company within or without the State, which has been designated by the County as the Registrar or Paying Agent, or any one or combination of these functions, for such Series; provided, however, that any bank or trust company designated as Registrar or Paying Agent for any Series of Bonds must have an aggregate unimpaired reported capital, surplus and retained earnings of not less than $100,000,000.

"Regular Record Date" means that day preceding any scheduled Interest Payment Date as is established as the Regular Record Date by the Series Resolution applicable to such Series of Bonds.

"Reserve Account" means the Reserve Account in the Debt Service Fund created and designated by Section 502 of this Ordinance.

"Reserve Account Credit Facility" means a surety bond, a policy of insurance, a letter of credit or other financial product obtained by the County with respect to any Bonds, from an entity that is rated, on the date of the delivery of such facility, in one of the two highest rating categories by at least one of the Rating Agencies and which financial product provides for payment of principal and interest on such Bonds in amounts not greater than the Reserve Account Requirement for such Bonds in the event of an insufficiency of available moneys herein to pay when due principal of, premium, if any, and interest on such Bonds.

"Reserve Account Credit Facility Provider" means an insurance company, bank, or other organization which has provided a Reserve Account Credit Facility.

"Reserve Account Requirement" means the Maximum Principal and Interest Requirements in the then current or any subsequent Fiscal Year on all Outstanding Bonds or such lesser amount which is the greatest allowable under the Code.

"Revenue Fund" means the Miami-Dade County Transit System Sales Surtax Revenue Fund created and designated by Section 502 of this Ordinance.

"Serial Bonds" means the Bonds of a Series which shall be stated to mature in annual installments.

"Series" means the Bonds delivered at any one or more times under the provisions of this Ordinance which are designated by or pursuant to this Ordinance or any supplemental ordinance of the Board or applicable Series Resolution as constituting a single Series.

"Series Resolution" or "Resolution" means, as to any one or more Series of Bonds, the ordinance and/or resolution, as applicable, of the Board providing for the authorization, sale and issuance of a Series of Bonds and includes any certificate of award, any trust indenture, the bond purchase agreement or other document or instrument that is approved by or required to be executed by any such Resolution.

"Standard & Poor's" means Standard & Poor's Ratings Services, a Division of The McGraw-Hill Companies, Inc., its successors and assigns, and if such entity no longer performs the functions of a securities rating agency, "Standard & Poor's" shall refer to any other nationally recognized securities rating agency designated by the County.

"State" means the State of Florida.

"Subordinate Obligations" means indebtedness the payment of which is secured by a pledge of all or portions of the Pledged Revenues on a basis subordinate to the pledge of the Pledged Revenues to the payment of Bonds pursuant to this Ordinance; provided, however, that Subordinate Obligations shall not include Payment Obligations or Hedge Charges.

"Term Bonds" means that portion of the Bonds of any Series which are stated to mature on one date and which shall be subject to mandatory redemption by operation of Amortization Requirements.

"Transit System Sales Surtax" means the one half of one percent (0.5%) discretionary sales surtax on all transactions occurring in Miami-Dade County which are subject to the State tax imposed on sales, use, rentals, admissions and other transactions by Chapter 212, Florida

Statutes, as amended, levied and imposed by the County pursuant to the Transit System Sales Surtax Act, the Transit System Sales Surtax Ordinance and the approval by a majority vote of the electorate of Miami-Dade County at a duly called election held on November 5, 2002.

"Transit System Sales Surtax Act" means, collectively, Sections 212.054 and 212.055(1), Florida Statutes, as amended.

"Transit System Sales Surtax Ordinance" means Ordinance No. 02-116 enacted by the Board on July 9, 2002.

"Transit System Sales Surtax Projects" means the transportation and transit projects, including operation and maintenance thereof, authorized to be funded under the provisions of the Transit System Sales Surtax Act and the Transit System Sales Surtax Ordinance.

"Transit System Sales Surtax Trust Fund" means the separate special fund held by the Finance Director into which the Net Transit System Sales Surtax Proceeds received by the County are deposited.

"Variable Rate Bonds" means Bonds which bear interest at an interest rate which is subject to future change so that at the date any calculation of interest is required to be made under this Ordinance or any Series Resolution, the interest payable thereon at any future time or for any future interest period (which is relevant to such calculation) is not known.

SECTION 103. Interpretations. Unless the context shall otherwise indicate, the words "Bond", "Bondholder", "Holder", "owner" and "person" shall include the plural as well as the singular number; words of the masculine gender shall include correlative words of the feminine and neuter genders; and the word "person" means any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organization or government or any agency or political subdivision.

ARTICLE II

ISSUANCE OF BONDS; FORM, EXECUTION, DELIVERY AND REGISTRATION OF BONDS

SECTION 201. Authority for Issuance of Bonds. The Bonds authorized to be issued under this Ordinance are issued, and the Hedge Agreements authorized to be secured under the provisions of this Ordinance are entered into pursuant to the authority of the Constitution and laws of the State of Florida, including, but not limited to the Miami-Dade County Home Rule Amendment and Charter, as amended, Chapters 125 and 166, Florida Statutes, as amended, the Transit System Sales Surtax Act, the Code of Miami-Dade County, Florida, as amended, including the Transit System Sales Surtax Ordinance, and all other applicable laws.

(a) Initial Authorization. There is initially authorized to be issued, from time to time, pursuant to the provisions of this Ordinance, Bonds in an aggregate principal amount not exceeding $500,000,000, for the purpose of paying all or any part of the cost of Projects, all as may be specified or provided for in the Series Resolution relating to the issuance of each such Series of Bonds; provided, however, that each Series of Bonds issued after the issuance of the initial Series of Bonds shall be issued as Additional Bonds, subject to the terms and provisions of Section 208.

(b) Additional Bonds and Refunding Bonds. In addition to the Bonds authorized under (a) above, there may be issued, from time to time, pursuant to the provisions of this Ordinance, Additional Bonds and Refunding Bonds, subject to the terms and provisions of Sections 208 and 209.

SECTION 202. Details of Bonds. The Series Resolution relating to any Series of Bonds shall provide for establishing the terms and provisions of the Bonds of each such Series,

including, but not limited to the denomination of each Bond, the numbering sequence of the Bonds, interest rates, maturities, payment dates and redemption and/or tender for purchase provisions. The Bonds of each Series shall bear an appropriate title, which shall include an identifying Series designation.

The County may issue all manner and forms of Bonds, including, but not limited to Fixed Rate Bonds, Variable Rate Bonds (including index, auction, inverse floater or other types of Variable Rate Bonds), Current Interest Bonds, Capital Appreciation Bonds, Convertible Capital Appreciation Bonds, Compounding Interest Bonds, Multimodal Bonds, Optional Tender Bonds, Serial Bonds, Term Bonds, taxable or tax-exempt Bonds, and any one or combination of these.

The County may enter into Hedge Agreements, Credit Facilities, Reserve Account Credit Facilities, Credit Agreements and all other forms of contracts relating to the issuance of Bonds, whether or not related to a specific Series of Bonds.

Principal, interest or the Accreted Value on the Bonds and premium, if any, shall be paid in any coin or currency of the United States of America which, at the respective dates of payment, is legal tender for the payment of public and private debts. The Bonds shall be payable at such places and in such other manner as shall be provided for in the Series Resolution under which such Bonds are issued.

SECTION 203. Execution and Form of Bonds.

(a) Bonds shall be signed by, or bear the manual or facsimile signature of the Mayor and shall be signed by or bear the manual or facsimile signature of the Clerk, and the official seal of the County or a facsimile of such seal shall be imprinted on the Bonds. When applicable, the Bonds shall be authenticated by manual signature of an authorized signer on behalf of the

Registrar for such Bonds. The County may provide by Series Resolution any other uniform method for execution and authentication of Bonds.

(b) The form of any Bonds shall be specified in or provided for in the Series Resolution under which such Bonds are issued.

(c) Bonds issued pursuant to any Series Resolution may be issued as Book Entry Bonds or may be issued in fully certificated form.

SECTION 204. No Necessity for Validation. The Bonds issued under and pursuant to this Ordinance are not required to be validated; however, Bonds of any Series may be validated at the option of the County.

SECTION 205. Negotiability, Registration and Transfer of Bonds. At the option of the Holder and upon its surrender at the designated corporate trust office of the Registrar with a written instrument of transfer satisfactory to the Registrar, duly executed by the Holder or his duly authorized attorney, and upon payment by such Holder of any charge which the Registrar may make as provided in this Section, a Bond may be exchanged for another Bond of the same Series, interest rate, maturity date and tenor of any other authorized denominations.

The Registrar shall keep books for the registration of Bonds and for the registration of transfers of Bonds. A Bond shall be transferable by its Holder in person or by his attorney duly authorized in writing only upon the registration books of the County kept by the Registrar and only upon its surrender together with a written instrument of transfer satisfactory to the Registrar duly executed by the Holder or his duly authorized attorney. Upon the transfer of any such Bond, the County shall cause to be issued in the name of the transferee a new Bond or Bonds.

The County, the Paying Agent and the Registrar shall deem and treat the person in whose name any Bond shall be registered upon the registration books kept by the Registrar as the

absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of the principal of and interest on such Bond as the same become due and for all other purposes. All such payments so made to any such Holder or upon his order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and neither the County, the Paying Agent nor the Registrar shall be affected by any notice to the contrary.

In all cases in which the privilege of exchanging Bonds or transferring Bonds is exercised, the County shall execute and the Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Ordinance or any applicable Series Resolution. All Bonds surrendered in any such exchanges or transfers shall be delivered to the Registrar and canceled by the Registrar in the manner provided in Section 211 of this Ordinance. There shall be no charge for any such exchange or transfer of Bonds, but the County or the Registrar may require the payment of a sum sufficient to pay any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. Neither the County nor the Registrar shall be required (a) to transfer or exchange Bonds for a period from a Regular Record Date to the next succeeding Interest Payment Date on such Bonds or fifteen (15) days next preceding any selection of Bonds to be redeemed or until after the mailing of any notice of redemption; or (b) to transfer or exchange any Bonds called for redemption. However, if less than all of a Term Bond is redeemed or defeased, the County shall execute and the Registrar shall authenticate and deliver, upon the surrender of such Term Bond, without charge to the Bondholder, for the unpaid balance of the principal amount of such Term Bond so surrendered, a registered Term Bond in the appropriate denomination and interest rate.

The County, by Series Resolution, may provide for the registration of the Bonds of any Series by adopting the Book Entry System for such Series. Beneficial ownership of such Bonds shall be transferred in accordance with the procedures of the securities depository and its participants.

SECTION 206. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Bond shall become mutilated, or be destroyed, stolen or lost, the County may in its discretion cause to be executed, and the Registrar shall authenticate and deliver, a new Bond of like date and tenor as the Bond so mutilated, destroyed, stolen or lost in exchange and substitution for such mutilated Bond upon surrender and cancellation of such mutilated Bond or in lieu of and substitution for the Bond destroyed, stolen or lost, and upon the Holder furnishing the County and the Registrar proof of his ownership and satisfactory indemnity and complying with such other reasonable regulations and conditions as the County and the Registrar may prescribe and paying such expenses as the County and the Registrar may incur. All Bonds so surrendered shall be canceled by the Registrar on behalf of the County. If any of the Bonds shall have matured or be about to mature, instead of issuing a substitute Bond, the County may pay the same, upon being indemnified as aforesaid, and if such Bond be lost, stolen or destroyed, without surrender.

Any such duplicate Bonds issued pursuant to this Section 206 shall constitute original, additional contractual obligations on the part of the County whether or not the lost, stolen or destroyed Bonds be at any time found by anyone, and such duplicate Bonds shall be entitled to equal and proportionate benefits and rights as to lien on and source and security for payment from the Pledged Revenues, to the same extent as all other Bonds.

SECTION 207. Preparation of Definitive Bonds; Temporary Bonds. Until definitive Bonds are prepared, the Mayor and the Clerk may execute and the Registrar may authenticate, in

the same manner as is provided in Section 203 of this Article II, and deliver, in lieu of definitive Bonds, but subject to the same provisions, limitations and conditions as the definitive Bonds, one or more printed, lithographed or typewritten temporary fully registered Bonds, substantially of the tenor of the definitive Bonds in lieu of which such temporary Bond or Bonds are issued, in authorized denominations or any whole multiples, and with such omissions, insertions and variations as may be appropriate to such temporary Bonds. Upon the surrender at the corporate trust office of the Registrar of such temporary Bonds for which no payment or only partial payment has been provided, the Registrar shall authenticate and, without charge to the Holder, deliver in exchange, definitive Bonds of the same aggregate principal amount and maturity as the temporary Bond surrendered. Until so exchanged, the temporary Bonds shall in all respects be entitled to the same benefits and security as definitive Bonds issued pursuant to this Ordinance.

SECTION 208. Additional Bonds. Additional Bonds of the County and any other obligations that are First Lien Obligations, which for the purposes of this Section are deemed Additional Bonds (other than Refunding Bonds), may be issued and secured by this Ordinance, subject to the conditions provided in this Section, from time to time, for the purpose of (i) paying all or any part of the cost of a Project or (ii) paying or refunding any obligations of the County incurred with respect to any Project.

Before any Series of Additional Bonds shall be issued under the provisions of this Section 208, the Board shall adopt a Series Resolution authorizing the issuance of such Additional Bonds, providing for the amount and the details of such Additional Bonds, and describing the purpose of such Additional Bonds. The Additional Bonds of each Series issued under the provisions of this Section shall be dated, shall mature (subject to the right of prior redemption) on such dates in such year or years not more than the number of years allowed by law after the date of such Additional Bonds, any Term Bonds of such Series shall have such Amortization Requirements, may be made redeemable at such times and prices (subject to the provisions of Article III of this Ordinance), and shall have such Paying Agent and Registrar, all as may be specified in or provided for by or pursuant to the Series Resolution authorizing the issuance of such Additional Bonds. Such Additional Bonds, if issued in certificated form, shall be executed substantially in the manner set forth in this Ordinance, with such changes as may be necessary or appropriate to conform to the provisions of the Series Resolution authorizing the issuance of such Additional Bonds. Prior to the delivery of each Series of Additional Bonds, there shall be filed with the Finance Director the following:

(a) a copy, certified by the Clerk, of the Series Resolution mentioned above;

(b) a certificate, signed by the Finance Director:

(i) setting forth the amount of the Pledged Transit System Sales Surtax Revenues for any twelve (12) consecutive months (the "Computation Period") in the preceding eighteen (18) consecutive months. For purposes of this clause (i), in the event a change in law increases the permissible rate or scope of the Transit System Sales Surtax and if pursuant to such change in law, the County increases the rate or scope of the Transit System Sales Surtax and the County elects by supplemental ordinance to subject such increase to the pledge and lien granted under this Ordinance, and such increase has gone into effect prior to the delivery of the Additional Bonds and is scheduled to be in effect through the final maturity of the Additional Bonds, then the Pledged Transit System Sales Surtax Revenues shall be adjusted to include the additional amounts which would have been received during the Computation Period had such increase been in effect during the Computation Period;

(ii) setting forth the Maximum Principal and Interest Requirements in any Fiscal Year thereafter on account of all Bonds to be Outstanding as of the date of such delivery (which for purposes of this clause (ii) and clause (iii) below shall include other outstanding obligations that are First Lien Obligations), including the Additional Bonds then requested to be delivered; provided, however, that in computing Maximum Principal and Interest Requirements, there shall be deducted therefrom Qualified Earnings received by the County during the Computation Period; and

(iii) stating that the Pledged Transit System Sales Surtax Revenues for the Computation Period (adjusted, if applicable, as provided in (i) above) shall have equaled at least one hundred fifty percent (150%) of the Maximum Principal and Interest Requirements (computed as provided in (ii) above) on all Bonds to be Outstanding as of the date of such delivery, including the Additional Bonds then requested to be delivered; and

(c) an opinion of the County Attorney stating that the issuance of such Additional Bonds has been duly authorized.

When the documents mentioned above in this Section shall have been filed with the Finance Director and when the Additional Bonds described in the Series Resolution mentioned in clause (a) of this Section shall have been executed as required by this Ordinance, the County shall deliver such Additional Bonds at one time to or upon the order of the purchasers, but only upon payment to the County of the purchase price of such Additional Bonds.

The proceeds of such Additional Bonds, excluding accrued interest, any premium on such Series of Additional Bonds and any proceeds to be deposited in the Reserve Account, shall be deposited by the Finance Director with one or more Depositaries to the credit of a separate

account or accounts, including, if applicable, an account in the Construction Fund, which shall be created and appropriately designated in the Series Resolution, and shall be applied to the purpose for which such Additional Bonds were issued and to pay the cost of issuance of the Additional Bonds. The amount received as accrued interest and any premium on such Additional Bonds shall be deposited to the credit of the Bond Service Account for application to the interest due on such Additional Bonds. Any proceeds of such Additional Bonds which are required by the applicable Series Resolution to fund the Reserve Account or to purchase a Reserve Account Credit Facility shall be used for said purpose.

SECTION 209. Refunding Bonds. Refunding Bonds and any other obligations that are First Lien Obligations, which for purposes of this Section are deemed Refunding Bonds, may be issued and secured by this Ordinance, subject to the conditions provided in this Section, from time to time for the purpose of providing funds for paying at maturity and redeeming all or any part of the outstanding Bonds of any one or more Series or other First Lien Obligations, including the payment of any redemption premium and any interest which will accrue on such Bonds or other First Lien Obligations and any expenses in connection with such paying at maturity and redemption.

Before any Series of Refunding Bonds shall be issued under the provisions of this Section, the Board shall adopt a Series Resolution authorizing the issuance of such Refunding Bonds, fixing or providing for the fixing of the amount and details, and describing the Bonds or other First Lien Obligations to be paid and redeemed. Such Refunding Bonds shall be dated, shall be stated to mature (subject to the right of prior redemption) on such dates in such year or years not more than the number of years allowed by law after the date of such Refunding Bonds, any Term Bonds of such Series shall have such Amortization Requirements, may be made redeemable at

such times and prices (subject to the provisions of Article III of this Ordinance), and shall have such Paying Agent and Registrar, all as may be specified in or provided for by the Series Resolution authorizing the issuance of such Refunding Bonds. Such Refunding Bonds, if issued in certificated form, shall be executed substantially in the manner set forth in this Ordinance, with such changes as may be necessary or appropriate to conform to the provisions of the Series Resolution authorizing the issuance of such Refunding Bonds. Prior to or simultaneously with the delivery of such Refunding Bonds by the Finance Director, there shall be filed with the Finance Director the following:

(a) a copy, certified by the Clerk, of the Series Resolution mentioned above;

(b) a certificate, signed by the Finance Director, either:

(i) stating that (A) the Maximum Principal and Interest Requirements in any Fiscal Year thereafter on account of all Bonds to be Outstanding after the issuance of such Refunding Bonds shall not exceed the Maximum Principal and Interest Requirements in any Fiscal Year on account of all Bonds Outstanding immediately prior to the issuance of such Refunding Bonds, or (B) the aggregate Principal and Interest Requirements in all Fiscal Years thereafter on account of all Bonds to be Outstanding after the issuance of such Refunding Bonds shall not exceed the aggregate Principal and Interest Requirements in all Fiscal Years on account of all Bonds Outstanding immediately prior to the issuance of such Refunding Bonds; provided that for purposes of this clause (i) Bonds shall include other outstanding obligations that are First Lien Obligations; or

(ii) complying with clause (b) of Section 208 (the Refunding Bonds being deemed Additional Bonds for purposes of said clause (b) of Section 208);

(c) an opinion of the County Attorney stating that the issuance of such Refunding Bonds has been duly authorized; and

(d) such documents as shall be required by the Finance Director to show that provision has been duly made in accordance with the provisions of this Ordinance or other documents, as applicable, for the payment or redemption of all of the Bonds or other First Lien Obligations to be paid or redeemed.

When the documents mentioned above in this Section shall have been filed with the Finance Director and when the Refunding Bonds described in the Series Resolution mentioned in clause (a) of this Section shall have been executed as required by this Ordinance, the County shall deliver such Refunding Bonds at one time to or upon the order of the purchasers, but only upon payment to the County of the purchase price of such Refunding Bonds.

The proceeds of such Refunding Bonds, excluding accrued interest, any premium on such Series of Refunding Bonds and any proceeds to be deposited in the Reserve Account, shall be applied for the purpose of paying at maturity or redeeming all of the Bonds or other First Lien Obligations to be paid or redeemed as provided in the Series Resolution and to pay the cost of issuance of the Refunding Bonds. The amount received as accrued interest and any premium on such Refunding Bonds shall be deposited to the credit of the Bond Service Account for application to the interest due on such Refunding Bonds. Any proceeds of such Refunding Bonds which are required by the applicable Series Resolution to fund the Reserve Account or to purchase a Reserve Account Credit Facility shall be used for said purpose.

SECTION 210. Moneys Held in Trust. All moneys which the County shall have withdrawn from the Debt Service Fund or shall have received from any other source and deposited with the Paying Agents, for the purpose of paying any of the Bonds, either at the

maturity or upon call for redemption, or for the purpose of paying any interest on, the Bonds, shall be held in trust for the respective Holders of such Bonds. But any moneys which shall be so set aside or deposited and which shall remain unclaimed by the Holders of such Bonds for the period of six (6) years after the date on which amount shall have become due and payable, upon the County's request in writing, shall be paid to the County or to such officer, board or body as may then be entitled by law to receive the same, and subsequently the Holders of such Bonds shall look only to the County or to such officer, board or body, as the case may be, for the payment and then only to the extent of the amounts so received without any interest, and the Paying Agents shall have no responsibility with respect to such moneys.

SECTION 211. Cancellation of Bonds. All Bonds paid, redeemed or purchased, either at or before maturity, shall be canceled by the Registrar upon the payment, redemption or purchase of such Bonds. All Bonds canceled under any of the provisions of this Ordinance shall be destroyed by the Registrar and the person so destroying such Bonds shall execute a certificate in triplicate describing the Bonds, and one executed certificate shall be filed with the Clerk, one executed certificate shall be filed with the Finance Director and the other executed certificate shall be retained by the Registrar.

ARTICLE III

REDEMPTION

SECTION 301. Provisions for Redemption. Bonds may be subject to redemption prior to their maturity upon the terms and conditions and at such times, in such manner and at such redemption price or premium as shall be provided for by the Series Resolution adopted with respect to such Series of Bonds.

SECTION 302. Notice of Redemption. In the event any Bonds are called for redemption, the Paying Agent shall give notice in the name of the County, of the redemption of such Bonds, which notice shall (i) specify the Bonds, including Series designations, to be redeemed, the CUSIP numbers, certificate numbers, the date of issue, interest rate, maturity date of the Bonds to be redeemed, the redemption date, the date of notice, the redemption price and the place or places where amounts due upon such redemption will be payable (which shall be the designated principal corporate trust office of the Paying Agent or of its agent) and, if less than all of the Bonds of any Series are to be redeemed, the numbers of the Bonds and the portion of Bonds so to be redeemed and (ii) state that on the redemption date, the Bonds to be redeemed shall cease to bear interest.

Notice of redemption shall be given by the Paying Agent in the name of the County by mailing a copy of the redemption notice to the registered owners of the Bonds not less than thirty (30) days (or, with respect to any Series of Bonds, such shorter period as may be provided in the applicable Series Resolution) prior to the date fixed for redemption, by first class mail at their addresses appearing on the bond registration books of the County maintained by the Registrar, and, if applicable, to the securities depository. Provision may be made in any applicable Series Resolution for notice by certified mail, or other type of special mailing, to the Holders of Bonds having an aggregate principal amount, or Accreted Value in the case of Capital Appreciation Bonds, of $1,000,000 or more.

Anything contained in this Ordinance to the contrary notwithstanding, failure to mail any such notice (or any defect in the notice) to one or more Holders of Bonds shall not affect the validity of any proceedings for such redemption with respect to the Holders of Bonds to which notice was duly given.

The redemption of any Bonds, other than mandatory sinking fund redemptions, may be conditioned upon the receipt by the County of the moneys necessary to pay the redemption price of the Bonds to be redeemed. Any notice of redemption which is conditioned on the receipt of such necessary moneys shall state that the redemption is so conditioned.

Any Bonds which have been duly selected for redemption in accordance with this Article III shall cease to bear interest on the specified redemption date.

ARTICLE IV

CONSTRUCTION FUND

SECTION 401. Construction Fund. There is created and established a special fund to be called the "Miami-Dade County Transit System Sales Surtax Construction Fund" (the "Construction Fund"), which shall be held by the County. A separate account shall be established in the Construction Fund for each Series of Bonds from time to time relating to a Project, which shall be provided for in the applicable Series Resolution.

The moneys in the Construction Fund shall be held in trust and applied to the payment of the Cost of Projects and, pending such application, shall be subject to a lien and charge in favor of the Holders of the Bonds issued and Outstanding under this Ordinance and for the further security of such Holders until paid out, as provided in this Ordinance.

SECTION 402. Payments from Construction Fund. Payment of the Cost of any Project shall be made from the applicable account of the Construction Fund as provided for in the Series Resolution relating to such Project. Moneys in the respective accounts shall be disbursed subject to such customary controls and procedures as the County may from time to time institute in connection with the disbursement of funds, and in accordance with, or as provided for by the applicable Series Resolution.

SECTION 403. Cost of Projects. The Cost of any Project to be constructed or acquired shall include, without limitation, the following:

(a) obligations incurred (i) for labor and materials and to contractors, builders and materialmen in connection with the construction of facilities, enlargements, improvements and extensions, including the restoration of property damaged or destroyed in connection with such construction and the relocation, demolition and disposal of structures necessary or desirable in connection with such construction or the operation of the Project, and (ii) for machinery and equipment;

(b) interest accruing upon any Bonds prior to the commencement of and during construction or for any additional period as may be determined by the County, subject to any limitation in the applicable Series Resolution;

(c) the cost of acquiring by purchase, and the amount of any award or final judgment in any proceeding to acquire by condemnation, such land, structures, facilities and improvements as necessary or convenient in connection with such construction or with the operation of the Project, and the amount of any related damages;

(d) expenses of administration properly chargeable to such construction or acquisition, legal, architectural and engineering expenses and fees, cost of audits and of preparing and issuing the Bonds, fees and expenses of consultants, financing charges, taxes or other governmental charges lawfully assessed during construction, premiums on insurance in connection with construction, the cost of funding the Reserve Account, costs of Credit Facilities, Hedge Charges, costs of issuance and all other items of expense not elsewhere specified herein, incident to the financing, construction or acquisition of the Project and the placing of the same in operation; and

(e) any obligation or expense advanced by the County for any of the foregoing purposes, which is legally reimbursable.

SECTION 404. Disposition of Construction Fund Balance. When the construction of any Project shall have been completed, which fact shall be determined by the County Manager or Finance Director in a manner approved by him, the balance in the Construction Fund not reserved by the County for the payment of any remaining part of the Cost of such Project shall, at the option of the County, (i) be deposited to the credit of the Debt Service Fund; (ii) be applied to purchase or redeem Outstanding Bonds, or (iii) to the extent legally permissible, be applied to the cost of other Transit System Sales Surtax Projects.

ARTICLE V

REVENUES AND FUNDS

SECTION 501. Security for Bonds, Hedge Obligations and other First Lien Obligations. The Bonds shall be a special and limited obligation of the County, payable solely from and secured by a prior lien upon and a pledge of the Pledged Revenues as provided in this Ordinance. Until payment has been provided for as permitted in this Ordinance, the payment of the principal of and interest on the Bonds, all Hedge Obligations and other First Lien Obligations shall be secured equally and ratably by an irrevocable lien on the Pledged Revenues. The County irrevocably pledges and grants a lien upon such Pledged Revenues to the payment of the principal of and interest on the Bonds, the reserves for the Bonds, Hedge Obligations, other First Lien Obligations and for all other required payments under this Ordinance, including Hedge Charges, to the extent, in the manner and with the priority of application as provided in this Ordinance. No Holder nor any Counterparty shall have the right to require or compel the exercise of the ad valorem taxing power of the County for payment of the Bonds, Hedge

Obligations, other First Lien Obligations or Hedge Charges, or be entitled to payment of such amount from any other funds of the County, except from the Pledged Revenues in the manner provided in this Ordinance.

SECTION 502. Creation of Funds and Accounts. The following special Funds and Accounts are created and established: the "Miami-Dade County Transit System Sales Surtax Revenue Fund" (the "Revenue Fund"); and the "Miami-Dade County Transit System Sales Surtax Revenue Bonds Debt Service Fund" (the "Debt Service Fund") together with three separate accounts in said Debt Service Fund, designated "Bond Service Account", "Redemption Account", and "Reserve Account", respectively.

(a) Trust Funds. The moneys in each of said Funds and Accounts shall be held in trust by the County and applied as provided in this Article V with regard to each such Fund and Account and, pending such application, shall be subject to a lien and charge in favor of the Holders of the Bonds and Counterparties until paid out or transferred as provided in this Ordinance.

(b) Government Accounting Effect. The cash required to be accounted for in each of the Funds and Accounts may be deposited in a single bank account, provided that adequate accounting records are maintained to reflect and control the allocation of the cash on deposit for the various purposes of such Funds and Accounts. The designation and establishment of the various Funds and Accounts in and by this Ordinance shall not be construed to require the establishment of any completely independent, self balancing funds, as such term is commonly defined and used in governmental accounting, but rather is intended solely to constitute an earmarking of the Pledged Revenues for certain purposes and to establish certain priorities for application of the Pledged Revenues as provided in this Ordinance.

(c) Subaccounts. In each Series Resolution, the County may create subaccounts within the Bond Service Account and the Redemption Account with respect to one or more Series of Bonds and may provide that deposits to such Funds and Accounts shall be appropriately credited to such subaccounts, together with amounts received pursuant to any Credit Facility or Hedge Agreement. Amounts held in any such subaccount may be required to be held solely for the applicable Series of Bonds and applied to their payment or to the payment of Payment Obligations and Hedge Obligations relating to such Series.

SECTION 503. Flow of Funds. For as long as any of the principal of and interest on any of the Bonds or any First Lien Obligations, Hedge Obligations or Hedge Charges shall be outstanding and unpaid, or until payment has been provided for as permitted by this Ordinance, or until there shall have been set apart in the Debt Service Fund, including the Reserve Account, and/or in an irrevocable escrow account with a Depositary, a sum sufficient to pay when due the entire principal of the Bonds remaining unpaid, together with interest accrued or to accrue, and all First Lien Obligations, Hedge Obligations and Hedge Charges, the County covenants with the Holders of any and all Bonds as follows:

The County shall deposit the Net Transit System Sales Surtax Proceeds received from the Department in the Transit System Sales Surtax Trust Fund and shall immediately transfer the Pledged Transit System Sales Surtax Revenues from the Transit System Sales Surtax Trust Fund to the Revenue Fund. Moneys in the Revenue Fund shall be applied, on or before the 25th day of each month, commencing in the month immediately following the first delivery of any Bonds, to the credit of the following Funds and Accounts or for the payment of the following obligations, in the following order:

(i) to the credit of the Bond Service Account in the Debt Service Fund, an amount equal to one sixth (1/6th) of the amount of interest payable on the Bonds of each Series on the Interest Payment Date next succeeding (less any amount received as capitalized or accrued interest from the proceeds of any Bonds which is available for such interest payment) and an amount equal to one twelfth (1/12th) of the next maturing installment of principal (or Accreted Value, as applicable) on all Serial Bonds then outstanding; provided, however, that:

(1) in each month intervening between the date of delivery of a Series of Bonds, and the next succeeding Interest Payment Date and the next succeeding principal payment date, respectively, the amount specified in this subparagraph (i) shall be that amount which when multiplied by the number of deposits to the credit of the Bond Service Account required to be made during such respective periods will equal the amounts required (taking into account any amounts received as accrued interest or capitalized interest from the proceeds of such Bonds) for such next succeeding interest payment and next maturing installment of principal, respectively;

(2) the amount specified in this subparagraph (i) shall be reduced to take into account Hedge Receipts to be received on or before the succeeding Interest Payment Date and shall be increased to provide for the payment of any Hedge Obligations to be paid on or before the succeeding Interest Payment Date; and

(3) with respect to any Variable Rate Bonds (or any Hedge Agreement bearing interest at a variable rate of interest) and/or payable other than semiannually, the amount specified in this subparagraph (i) for the payment of interest (or Hedge Obligations) shall be that amount necessary to provide substantially equal monthly

payments for the payment of such interest (or Hedge Obligations) on the payment dates; and

(ii) to the credit of the Redemption Account in the Debt Service Fund, an amount equal to one twelfth (1/12th) of the principal amount (or Accreted Value, as applicable) of Term Bonds of each Series then Outstanding required to be retired in satisfaction of the Amortization Requirements for such Fiscal Year plus the redemption premiums, if any, which would be payable in such Fiscal Year for such Term Bonds if such Term Bonds were to be redeemed prior to their respective maturities from moneys held for the credit of the Debt Service Fund; and

(iii) to the credit of the Reserve Account in the Debt Service Fund, the amount required under Section 506 for such month; provided, however, no deposit shall be required in any month in which the amount on deposit in the Reserve Account is at least equal to the Reserve Account Requirement. If a Reserve Account Credit Facility is utilized and its Provider is required to advance any sums to pay principal and/or interest on the Bonds or other sums required to be funded from the Reserve Account, the County shall pay the related Payment Obligations and other amounts due the Provider in connection with such advance in accordance with the requirements of the Credit Agreement entered into between the County and such Provider with respect to such Reserve Account Credit Facility; and

(iv) to the payment of Administrative Expenses due and payable;

(v) to the payment of principal (including amortization installments, if any) of, and premiums and interest on, and other required payments with respect to Subordinate Obligations; and

(vi) to the payment of Hedge Charges due and payable.

If the amount deposited in any month to the credit of any of the Funds or Accounts shall be less than the amount required to be deposited under the provisions of this Section, the requirement shall nevertheless be cumulative and the amount of any deficiency in any month shall be added to the amount otherwise required to be deposited in each subsequent month until such time as all such deficiencies have been made up.

Notwithstanding the foregoing application of Pledged Transit System Sales Surtax Revenues, the County may by ordinance or resolution provide for the payment from Pledged Transit System Sales Surtax Revenues of First Lien Obligations not constituting Bonds and for the funding of any reserve accounts established with respect to such First Lien Obligations on a parity with the payment of Bonds issued under this Ordinance and the funding of the Reserve Account, respectively, as set forth above, and shall take such actions (including amending or supplementing the Ordinance) and execute and deliver such documents as may be necessary to secure such First Lien Obligations on a parity with the Bonds.

SECTION 504. Application of Monies in Bond Service Account. (a) The Finance Director, on or before each interest or principal payment date, shall withdraw from the Bond Service Account, and deposit in trust with the Paying Agents the amounts required for paying the interest on the Bonds as such interest becomes due and payable and the principal of all Serial Bonds as such principal becomes due and payable. Except as provided in subsection (b), all Hedge Receipts shall be deposited by the County directly into the Bond Service Account and applied as provided in this Section. In addition, on or before each payment date for any Hedge Obligation, the Finance Director shall withdraw from the Bond Service Account the amount payable with respect to such Hedge Obligation and pay such amount to the applicable

Counterparty. Such payments may be made by wire transfer or other electronic means or as may be provided with respect to any Book Entry System.

(b) Hedge Receipts constituting termination payments may, at the option of the County, be applied to acquire a replacement Hedge Agreement on terms similar to the expired or terminated Hedge Agreement and, in such event, only the Hedge Receipts in excess of the cost of entering into such replacement Hedge Agreement shall be deposited into the Bond Service Account as required by subsection (a).

SECTION 505. Application of Moneys in Redemption Account. Moneys held for the credit of the Redemption Account shall be applied to the retirement of the Bonds as follows:

(a) Subject to the provisions of paragraph (c) of this Section, the Finance Director may purchase any Term Bonds then outstanding, whether or not such Term Bonds shall then be subject to redemption, on the most advantageous terms obtainable with reasonable diligence, such price not to exceed the principal of such Term Bonds plus the amount of the redemption premium, if any, which might on the next redemption date be paid to the Holders of such Term Bonds if such Term Bonds should be called for redemption on such date from moneys in the Debt Service Fund. The Finance Director shall pay the interest accrued on such Term Bonds to date of settlement from the Bond Service Account and the purchase price from the Redemption Account, but no such purchase shall be made by the Finance Director within the period of forty-five (45) days next preceding any Interest Payment Date on which such Term Bonds are subject to call for redemption under the provisions of this Ordinance, except from moneys other than moneys set aside or deposited for the redemption of Term Bonds.

(b) Subject to the provisions of Article III of this Ordinance and paragraph (c) of this Section, the Finance Director may call for redemption on each Interest Payment Date on which

Term Bonds are subject to redemption that amount of such Term Bonds as, with the redemption premium, if any, will exhaust the moneys which will be held for the credit of the Redemption Account on said Interest Payment Date as nearly as may be practicable; provided, however, that not less than Fifty Thousand Dollars ($50,000) principal amount of Term Bonds shall be called for redemption at any one time unless a lesser amount shall be required to satisfy the Amortization Requirement for any Fiscal Year. Such redemption shall be made pursuant to the provisions of Article III of this Ordinance and the applicable Series Resolution. The Finance Director, on or before the redemption date, shall withdraw from the Bond Service Account and the Redemption Account and set aside in separate accounts or deposit with the Paying Agent the respective amounts required for paying the interest on, and the principal and redemption premium of, the Term Bonds so called for redemption.

(c) Moneys held by the Finance Director in the Redemption Account shall be applied by the Finance Director each Fiscal Year to the retirement of Bonds then outstanding in the following order:

First: to the retirement of Term Bonds to the extent of the Amortization Requirement, if any, for such Fiscal Year for such Term Bonds, plus the applicable premium, if any, and any deficiency in any preceding Fiscal Years in the purchase or redemption of such Term Bonds under the provisions of this subdivision and, if the amount available in such Fiscal Year shall not be sufficient, then in proportion to the Amortization Requirement, if any, for such Fiscal Year for the Term Bonds of each such Series then Outstanding, plus the applicable premium, if any, and any such deficiency.

Second: Term and Serial Bonds may be retired by optional redemption or by purchase as provided in or by this Ordinance and the Series Resolution under which such Bonds are issued.

Upon the retirement of any Bonds by purchase or redemption the Finance Director shall file with the Clerk a statement briefly describing such Bonds and setting forth the date of their purchase or redemption, the amount of the purchase price or the redemption price of such Bonds and the amount paid as interest on the Bonds. The expenses in connection with the purchase or redemption of any Bonds shall be paid by the County from the Revenue Fund.

SECTION 506. Application of Moneys in Reserve Account. Each Series of Bonds shall be secured by the Reserve Account. The Reserve Account shall be funded with cash, investments or a Reserve Account Credit Facility or any combination of them. Upon the initial issuance of each Series of Bonds, the County shall deposit into the Reserve Account the amount necessary, if any, to make the balance in the Reserve Account equal to the Reserve Account Requirement; provided, however, that if the certificate filed pursuant to Section 208(b) of this Ordinance in connection with the issuance of any such Series of Bonds states that the Pledged Transit System Sales Surtax Revenues for the Computation Period (adjusted, if applicable, as provided in clause (i) of said Section 208(b)) shall have equaled at least two hundred percent (200%) of the Maximum Principal and Interest Requirements (computed as provided in clause (ii) of said Section 208(b)) on all Bonds to be Outstanding as of the date of such issuance, including the Series of Bonds then being issued, the County may fund not less than fifty percent (50%) of the increase in the Reserve Account Requirement attributable to such Series of Bonds on the date of issuance of such Series of Bonds, and the remaining increase in the Reserve Account Requirement may be funded in substantially equal monthly deposits into the Reserve Account over a period not to exceed sixty (60) months, all as may be provided for in the applicable Series Resolution.

Moneys held for the credit of the Reserve Account shall first be used for the purpose of paying the interest on and the principal of the Bonds whenever and to the extent that the available moneys held for such purpose for the credit of the Bond Service Account and the Revenue Fund shall be insufficient for such purpose, and thereafter for the purpose of making deposits to the credit of the Redemption Account pursuant to the requirements of Section 503 of this Ordinance whenever and to the extent that withdrawals from the Revenue Fund are insufficient for such purposes. Amounts withdrawn from the Reserve Account for the purpose of payment of debt service on any Bonds shall be replenished and, except as provided in the first paragraph of this Section 506, any other shortfalls in the amounts required to be on deposit in the Reserve Account shall be funded in substantially equal monthly deposits into the Reserve Account over a period not to exceed sixty (60) months. If at any time the moneys held for the credit of the Reserve Account shall exceed the Reserve Account Requirement, such excess shall be withdrawn by the Finance Director and deposited to the credit of the Revenue Fund.

SECTION 507. Payment of Administrative Expenses. The Administrative Expenses shall be paid from moneys in the Revenue Fund available for such purpose in accordance with Section 503 of this Ordinance as the same become due and payable.

SECTION 508. Payment of Subordinate Obligations. Principal (including amortization installments, if any) of, premium and interest on, and other required payments with respect to Subordinate Obligations shall be paid from moneys in the Revenue Fund available for such purpose in accordance with Section 503 of this Ordinance as the same become due and payable.

SECTION 509. Application of Moneys Remaining in the Revenue Fund. Moneys from time to time on deposit in the Revenue Fund after the applications under Section 503 of this

Ordinance may, at the election of the County, be applied to one or more of the following purposes:

(a) to make up deficiencies in any of the Funds and Accounts created by or pursuant to this Ordinance including, but not limited to, any deficiencies in the Revenue Fund required for the payment of Administrative Expenses and Subordinate Obligations;

(b) to purchase or redeem Bonds; and

(c) to any other purpose for which such moneys may lawfully be used under the laws of the State.

Provided, however, that in the event of any deficiencies in any Funds or Account created by this Ordinance, the moneys in the Revenue Fund shall be applied to make up all such deficiencies prior to applying any moneys in the Reserve Account for such purpose.

SECTION 510. Investment of Moneys in Funds and Accounts. All moneys in the Funds and Accounts shall be invested and reinvested in Investment Obligations. Investment Obligations allocated to any Fund or Account shall mature not later than the respective dates, as estimated by the Finance Director, that moneys held for the credit of such Fund or Account will be needed. In the case of the Reserve Account, Investment Obligations shall mature (or be subject to mandatory purchase at the option of the Holder) not later than seven (7) years, unless the Investment Obligation is of such a nature that it can be drawn upon or redeemed at par, in which event such Investment Obligation may mature not later than the final maturity on Bonds secured by the Reserve Account.

Except as otherwise provided in this Ordinance or in any Series Resolution with respect to any particular moneys, all income received on Investment Obligations shall upon receipt be deposited into the Revenue Fund; provided, however, that (i) income received on Investment

Obligations allocated to the Reserve Account shall be retained in the Reserve Account to the extent necessary to maintain the Reserve Account Requirement; and (ii) all income received on Investment Obligations allocated to the Construction Fund shall be retained in the applicable Accounts in such Fund and used for the Cost of the applicable Projects; and provided further, however, that investment income in any of the Funds and Accounts necessary to pay Rebate Amounts shall be applied for such purpose.

SECTION 511. Security for Deposits. Any and all moneys deposited in any Fund or Account under the provisions of this Ordinance shall, to the extent provided in this Ordinance, be trust funds under the terms of this Ordinance and shall not be subject to any lien or attachment by any creditor of the County other than as provided in this Ordinance. Such moneys shall be held in trust and applied in accordance with the provisions of this Ordinance.

All money deposited in the Funds and Accounts in excess of the amount guaranteed by the Federal Deposit Insurance Corporation or other federal agency shall be continuously secured in such manner as may then be required or permitted by applicable State or federal laws and regulations regarding the security for, or granting a preference in the case of, the deposit of trust or public funds; provided, however, that it shall not be necessary to give security for any money that shall be represented by obligations purchased under the provisions of this Ordinance as an investment of such money unless otherwise required by applicable law.

ARTICLE VI

COVENANTS

SECTION 601. Power to Issue Bonds and Pledge Revenues. The County is duly authorized under all applicable laws to create and issue the Bonds and to pledge the Pledged Revenues in the manner and to the extent provided in this Ordinance. Except to the extent

otherwise provided in this Ordinance, the Pledged Revenues are and will be free and clear of any pledge, lien, charge or encumbrance prior to, or of equal rank with, the security interest, pledge and assignment created by this Ordinance, and all action on the part of the County to that end has been and will be duly and validly taken. The County covenants that it will not issue, undertake or incur any indebtedness of any nature secured by a lien on the Pledged Revenues prior or superior to the lien on the Pledged Revenues created under this Ordinance. The Bonds and the provisions of this Ordinance are and will be the valid and legally enforceable obligations of the County in accordance with their terms and the terms of this Ordinance.

SECTION 602. Payment of Principal, Interest and Premiums. The County covenants that it will promptly pay the principal of and the interest on each and every Bond issued under the provisions of this Ordinance at the places, on the dates and in the manner specified in this Ordinance and in said Bonds and any premium required for the retirement of said Bonds by purchase or redemption according to their true intent and meaning. Bonds issued under the provisions of this Ordinance and Hedge Agreements shall not be deemed to constitute a debt of the County or a pledge of the faith and credit of the County but such Bonds shall be payable solely from the Pledged Revenues. The issuance of the Bonds shall not directly or indirectly or contingently obligate the County to levy or to pledge any form of ad valorem taxation whatsoever, nor shall any such Bonds constitute a charge, lien or encumbrance, legal or equitable, upon any property of the County.

SECTION 603. Levy of Transit System Sales Surtax. The County represents and warrants that it is presently levying and imposing the Transit System Sales Surtax. The County covenants and agrees that as long as any of the Bonds are Outstanding, the County (i) shall not amend or modify the Transit System Sales Surtax Ordinance in any manner so as to adversely

affect the County's obligations with respect to the Bonds, (ii) shall levy and impose the Transit System Sales Surtax in accordance with the provisions of the Transit System Sales Surtax Act and the Transit System Sales Surtax Ordinance, (iii) shall take all actions necessary to collect the Net Transit System Sales Surtax Proceeds from the Department and (iv) shall, upon receipt, deposit the Net Transit System Sales Surtax Proceeds in the Transit System Sales Surtax Trust Fund.

SECTION 604. Annual Budget. The County shall in its Annual Budget prepared and adopted each Fiscal Year include the Net Transit System Sales Surtax Proceeds expected to be received from the Department during such Fiscal Year and shall appropriate the Pledged Transit System Sales Surtax Revenues to be used as provided in this Ordinance.

SECTION 605. Books and Records. The County will keep proper books and records with respect to the Pledged Transit System Sales Surtax Revenues and the County shall keep or cause to be kept records of the receipts and expenditures of the funds provided for under this Ordinance. Such books and records shall be kept in accordance with standard principles of governmental accounting consistently applied.

SECTION 606. Annual Audit. The County shall cause the annual audit of the County to be completed within the time required by law after the end of each Fiscal Year by an independent certified public accountant. The annual audit shall be conducted in accordance with generally accepted auditing standards as applied to counties and the annual audit and accompanying financial statements prepared by such certified public accountant shall be filed with the County.

SECTION 607. Copies. A copy of the Annual Budget (required by Section 604) and of the annual audit (required by Section 606), shall be available for inspection (and copying at the cost of the person requesting copies) at the office of the Finance Director.

SECTION 608. Subordinate Obligations; Other Indebtedness. Except as provided below with respect to Subordinate Obligations, nothing contained in this Ordinance shall limit the right of the County to incur (i) Subordinate Obligations or (ii) indebtedness or obligations which are not secured by the Pledged Revenues.

Prior to the delivery of any Subordinate Obligations, there shall be filed with the Finance Director a certificate, signed by the Finance Director:

(i) setting forth the amount of the Pledged Transit System Sales Surtax Revenues for any twelve (12) consecutive months (the "Computation Period") in the preceding eighteen (18) consecutive months. For purposes of this clause (i), in the event a change in law increases the permissible rate or scope of the Transit System Sales Surtax and if pursuant to such change in law, the County increases the rate or scope of the Transit System Sales Surtax and the County elects by supplemental ordinance to subject such increase to the pledge and lien granted under this Ordinance, and such increase has gone into effect prior to the delivery of the Subordinate Obligations and is scheduled to be in effect through the final maturity of such Subordinate Obligations, then the Pledged Transit System Sales Surtax Revenues shall be adjusted to include the additional amounts which would have been received during the Computation Period had such increase been in effect during the Computation Period;

(ii) setting forth the Maximum Principal and Interest Requirements in any Fiscal Year thereafter on account of all Bonds (which for purposes of this clause (ii) and clause (iii) below shall include other obligations that are First Lien Obligations) and Subordinate Obligations to be

Outstanding as of the date of such delivery, including the Subordinate Obligations then being delivered; provided, however, that in computing Maximum Principal and Interest Requirements, there shall be deducted therefrom (A) Combined Qualified Earnings (as defined below) received by the County during the Computation Period and (B) Other Revenues (as defined below); and

(iii) stating that the Pledged Transit System Sales Surtax Revenues for the Computation Period (adjusted, if applicable, as provided in (i) above) shall have equalled at least one hundred twenty-five percent (125%) of the Maximum Principal and Interest Requirements (computed as provided in (ii) above) on all Bonds and Subordinate Obligations to be Outstanding as of the date of such delivery, including the Subordinate Obligations then being delivered.

For purposes of clauses (ii) and (iii) above:

(a) Subordinate Obligations shall be deemed "Outstanding" in accordance with the terms of the documents pursuant to which such Subordinate Obligations were incurred;

(b) Subordinate Obligations shall be included in "Principal and Interest Requirements" and "Maximum Principal and Interest Requirements" based on the same rules as are applicable to Bonds under this Ordinance;

(c) "Combined Qualified Earnings" means the investment earnings on moneys on deposit in the Revenue Fund and the Debt Service Fund and the Accounts therein and in any similar funds and accounts established with respect to First Lien Obligations, not constituting Bonds, and Subordinate Obligations; provided, however, that investment earnings on moneys on deposit in the Reserve Account or in any similar account established with respect to First Lien Obligations, not constituting Bonds, or Subordinate Obligations shall only be deemed "Combined Qualified Earnings" if such investment earnings are not required to be retained therein.

(d) "Other Revenues" means, to the extent the payment of Subordinate Obligations is also secured by a pledge of revenues other than the Pledged Revenues (or portions thereof), the lesser of (I) the amount of such revenues received by the County during the Computation Period or (II) the portion of the Maximum Principal and Interest Requirements allocable to the Subordinate Obligations for the payment of which such revenues are pledged.

ARTICLE VII

EVENTS OF DEFAULT; REMEDIES

SECTION 701. Events of Default. Each of the following events is declared an "Event of Default":

(a) Payment of the principal of or any premium on any Bond shall not be made when the same shall become due and payable, either at maturity or on required payment dates by proceedings for redemption, purchase or otherwise; or

(b) Payment of any installment of interest on any Bond shall not be made when the same shall become due and payable; or

(c) The County shall fail to cause any Bond to be purchased at the time required by the Series Resolution under which such Bond was issued; or

(d) The County shall admit that it has been rendered incapable of fulfilling its obligations under this Ordinance or under any Series Resolution to such an extent that the payment of or security for any of the Bonds will be materially adversely affected, and that such condition has continued unremedied for a period of thirty (30) days after the County first became aware of such condition; or

(e) An order or decree shall be entered, with the consent or acquiescence of the County, appointing a receiver or receivers of the County or of any of the Pledged Revenues, or

any part thereof or the filing of a petition by the County for relief under federal bankruptcy laws or any other applicable law or statute of the United States of America or the State, which shall not be dismissed, vacated or discharged within thirty (30) days after its filing; or

(f) Any proceedings shall be instituted, with the consent or acquiescence of the County, for the purpose of effecting a composition between the County and its creditors or for the purpose of adjusting the claims of such creditors, pursuant to any federal or state statutes now or in the future enacted, if the claims of such creditors are under any circumstances payable from any of the Pledged Revenues; or

(g) The entry of a final judgment or judgments for the payment of money against the County which subjects any of the Pledged Revenues to a lien for the payment of such judgment in contravention of the provisions of this Ordinance or of any Series Resolution for which there does not exist adequate insurance, reserves or appropriate surety or indemnity bonds for the timely payment of such judgment, and any such judgment shall not be discharged within ninety (90) days from its entry or an appeal shall not be taken which shall stay the execution of or levy under such judgment; or

(h) Any Event of Default under any Series Resolution which, by the terms of such Series Resolution, shall be deemed an Event of Default under this Ordinance; or

(i) The County shall default in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in any of the Bonds, in this Ordinance or in any Series Resolution on the part of the County to be performed (other than any covenants with respect to continuing disclosure required pursuant to Rule 15c2-12 (or any successor provisions) promulgated by the Securities and Exchange Commission, non-compliance with respect to which shall not be an Event of Default under this Ordinance), and such default

shall continue for thirty (30) days after written notice specifying such default and requiring the same to be remedied shall have been given by the registered owners of not less than twenty percent (20%) in aggregate principal amount (and Accreted Value, if applicable) of the one or more series of Bonds then Outstanding, with respect to which such default has occurred; or

(j) The County shall be in default on any payments which are due under any Credit Agreement relating to a Credit Facility or Reserve Account Credit Facility securing any Bonds and the Provider which issued such Credit Facility or Reserve Account Credit Facility notifies the Finance Director in writing by registered mail that it elects to treat such default as an Event of Default; or

Notwithstanding the foregoing, but subject to limitations in any Series Resolution or Credit Agreement, with respect to the events described in clauses (d), (h) and (i), above, the County shall not be deemed in default if such default can be cured within a reasonable period of time and if the County in good faith institutes appropriate curative action and diligently pursues such action until the default has been corrected.

SECTION 702. Notice of Default. If any Event of Default shall occur, the Finance Director shall give, or cause to be given, within thirty (30) days after the Finance Director has knowledge of the Event of Default, unless such Event of Default shall have been cured, written notice of the Event of Default, by first class mail to the Holders of all Bonds and by registered or certified mail, to each Provider and Counterparty.

SECTION 703. Remedies. Subject to Section 707, the Holders of not less than twenty percent (20%) of the aggregate principal amount of the Bonds Outstanding may by suit, action, mandamus or other proceedings in any court of competent jurisdiction, protect and enforce any and all rights, including the right to the appointment of a receiver, existing under the laws of the

State, or granted and contained in this Ordinance, and may enforce and compel the performance of all duties required by this Ordinance or by any applicable statutes to be performed by the County or by any of its officers. Nothing in this Ordinance, however, shall be construed to grant to any Holder of such Bonds any lien on any property of or within the corporate boundaries of the County. No Holder of Bonds, however, shall have any right in any manner whatever to affect, disturb or prejudice the security of this Ordinance or to enforce any right except in the manner provided in this Ordinance, and all proceedings at law or in equity shall be instituted and maintained for the benefit of all Holders of Bonds.

Nothing in this Ordinance shall be construed to preclude any Counterparty from exercising any and all rights and remedies, including the right to the appointment of a receiver, available to it under the laws of the State as a pledgee to enforce the obligations of the County under the applicable Hedge Agreement.

If any payments of principal and/or interest on the Bonds are made by a Credit Facility Provider with respect to Bonds which have not been defeased in accordance with the provisions of Section 901, the lien upon and pledge of the money on deposit from time to time in the Funds and Accounts and all covenants and other obligations of the County to the Holders of such Bonds shall continue to exist and the Credit Facility Provider shall be subrogated to the rights of the Holders of such Bonds with respect to the principal and/or interest paid by such Credit Facility Provider.

SECTION 704. Pro Rata Application of Funds. If at any time the available moneys in the Debt Service Fund shall not be sufficient to pay the principal of or the interest on the Bonds and Hedge Obligations as the same become due and payable, such moneys together with any

moneys then available or thereafter becoming available for such purpose, whether through the exercise of the remedies provided for in this Article or otherwise, shall be applied as follows:

First: to the payment of all installments of interest on the Bonds and all Hedge Obligations, in each case then due and payable, in the order in which such amounts become due and payable, and, if the amount available shall not be sufficient to make payment in full, then to the payment ratably, according to the amounts due, to the persons entitled to such payment, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Bonds or applicable Hedge Agreement;

Second: to the payment of the unpaid principal of any of the Bonds (other than Bonds called for redemption for the payment of which sufficient moneys are held pursuant to the provisions of this Ordinance) that have become due, in the order of their due dates, and, if the amount available shall not be sufficient to make payment in full due on any particular date, then to the payment ratably, according to the amount due on such date, to the persons entitled to such payment without any discrimination or preference; and

Third: to the payment of the interest on and the principal of the Bonds and Hedge Obligations, and to the purchase and retirement of Bonds and to the redemption of Bonds, all in accordance with the provisions of Article V of this Ordinance.

For purposes of the above provisions of this Section, if any principal or interest on any particular Bonds is paid with funds advanced under any Credit Facility, the Credit Facility Provider shall become subrogated to the Holder's right to payment from the County of such principal or interest and shall be entitled to receive payment from the County under the above provisions.

Whenever moneys are to be applied by the County pursuant to the provisions of this Section, such moneys shall be applied by the County at such times, and from time to time, as the Finance Director in its sole direction shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future; the deposit of such moneys with the Paying Agents, or otherwise setting aside such moneys, in trust for the proper purpose, shall constitute proper application by the County; and the County shall incur no liability whatsoever to any Bondholder or to any other person for any delay in applying any such funds, so long as the County acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of this Ordinance as may be applicable at the time of application. Whenever the Finance Director shall exercise such discretion in applying such funds, the Finance Director shall fix the date upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The Finance Director shall give such notice as it may deem appropriate of the fixing of any such date, and shall not be required to make payment to the Holder of any Bond until such Bond shall be surrendered to him for appropriate endorsement.

The pro rata application of moneys pursuant to this Section 704 shall be adjusted with respect to Variable Rate Bonds and any Bonds bearing interest payable other than semiannually so as to ensure that each Holder entitled to receive payment shall receive as nearly as practicable the same proportion of the total amount due to such Holder.

SECTION 705. Effect of Discontinuance of Proceedings. In case any proceeding taken by any Bondholder or Credit Facility Provider on account of any default shall have been discontinued or abandoned for any reason, then and in every such case the County and the

Bondholder or Credit Facility Provider shall be restored to their former positions and rights, respectively, and all rights and remedies of the Bondholders and Credit Facility Providers shall continue as though no such proceeding had been taken.

SECTION 706. Restriction on Individual Bondholder Actions. No Holder of any of the Bonds nor any Counterparty shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of this Ordinance or to enforce any right under this Ordinance except in the manner provided in this Ordinance, and all proceedings at law or in equity shall be instituted, had and maintained for the benefit of all Holders of such Bonds, and all Credit Facility Providers, as their respective interests may appear.

Nothing in this Ordinance shall be construed to preclude any Counterparty from exercising any and all rights and remedies, including the right to the appointment of a receiver, available to it under the laws of the State as a pledgee to enforce the obligations of the County under the applicable Hedge Agreement.

SECTION 707. Right to Enforce Payment of Bonds. Nothing in this Article shall affect or impair the right of any Holder of a Bond to enforce the payment of the principal of and interest on its Bond, or the obligation of the County to pay the principal of and interest on each Bond to the Holder at the time and place stated in said Bond or the right of any Counterparty to enforce payment of amounts due under a Hedge Agreement or the obligation of the County to make such payments in accordance with such Hedge Agreement.

ARTICLE VIII

SUPPLEMENTAL ORDINANCES

SECTION 801. Supplemental Ordinance Without Bondholders' Consent. The Board, from time to time and at any time may enact such supplemental ordinances as shall not be incompatible with the terms and provisions of this Ordinance (which supplemental ordinances shall thereafter form a part of this Ordinance), in order to:

(a) cure any ambiguity or formal defect or omission or to correct any inconsistent provisions in this Ordinance or in any supplemental ordinance or Series Resolution, or

(b) grant to or confer upon the Bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Bondholders, or

(c) add to the conditions, limitations and restrictions on the issuance of Bonds or the entering into of Hedge Agreements under the provisions of this Ordinance other conditions, limitations and restrictions to be observed, or

(d) add to the covenants and agreements of the County in this Ordinance other covenants and agreements to be observed by the County or to surrender any right or power in this Ordinance reserved to or conferred upon the County, or

(e) provide for the issuance and security of First Lien Obligations, or

(f) make other changes or modifications to the provisions of this Ordinance which are not adverse to the interests of the Bondholders, any Credit provider or any Counterparty.

SECTION 802. Supplemental Ordinance With Bondholders' Consent. Subject to the terms and provisions contained in this Section, and not otherwise, the Holders of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds then outstanding shall have the right, from time to time, anything contained in this Ordinance to the contrary notwithstanding, to consent to and approve the enactment of such supplemental ordinance or supplemental ordinances as shall be deemed necessary or desirable by the County for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this Ordinance or in any supplemental ordinance; provided, however, that nothing

contained in this Ordinance shall permit, or be construed as permitting, (a) an extension of the maturity of the principal of or the interest on any Bonds, or (b) a reduction in the principal amount of any Bonds or the redemption premium or the rate of interest, or (c) the creation of a lien upon or a pledge of Pledged Revenues other than a lien or pledge created or permitted by this Ordinance, or (d) a preference or priority of any Bond or Bonds over any other Bond or Bonds, or (e) a reduction in the aggregate principal amount of the Bonds required for consent to such supplemental ordinance. Nothing in this Ordinance contained, however, shall be construed as making necessary the approval by Bondholders of the adoption of any supplemental ordinance as authorized in Section 801 of this Article.

If the Holders (or Credit Facility Providers who are entitled to act in lieu of Holders) of not less than fifty-one percent (51%) in aggregate principal amount of the Bonds Outstanding at the time of the enactment of such supplemental ordinance shall have consented to and approved the enactment as provided in this Ordinance, no Holder of any Bond or Credit Facility Provider shall have any right to object to the enactment of such supplemental ordinance, or to object to any of its terms and provisions or its operation, or in any manner to question the propriety of its adoption, or to enjoin or restrain the Board from adopting the same or from taking any action pursuant to its provisions.

Upon the enactment of any supplemental ordinance pursuant to the provisions of this Section, this Ordinance shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Ordinance of the County and all Holders of Bonds then Outstanding shall thereafter be determined, exercised and enforced in all respects under the provisions of this Ordinance as so modified and amended.

SECTION 803. Supplemental Ordinances Part of Ordinance. Any supplemental ordinance enacted in accordance with the provisions of this Article and approved as to legality by the County Attorney shall form a part of this Ordinance, and all of the terms and conditions contained in any such supplemental ordinance as to any provision authorized to be contained in such supplemental ordinance shall be and shall be deemed to be part of the terms and conditions of this Ordinance for any and all purposes. In case of the enactment and approval of any supplemental ordinance, express reference may be made in the text of any Bonds, if deemed necessary or desirable by the County.

SECTION 804. Notice of Supplemental Ordinances. The County shall give to the Rating Agencies advance notice of the proposed enactment of any supplemental ordinance, which notice shall include the substantial form of such supplemental ordinance.

ARTICLE IX

DEFEASANCE

SECTION 901. Cessation of Interest of Bondholders. If, when any Bonds shall have become due and payable in accordance with their terms or shall have been called for redemption or instructions shall have been given either to call the Bonds for redemption or to pay the Bonds at their respective maturities and mandatory redemption dates or any combination of such payment and redemption, and, if applicable, provisions for redemption shall have been made by the County with an appropriate escrow agent, the whole amount of the principal and the interest and premium, if any, so payable upon such Bonds then Outstanding shall be paid or sufficient moneys or Government Obligations shall be held by such escrow agent for such purpose, and provision shall also be made for paying all other sums payable by the County on said Bonds, then and in that case said Bonds shall no longer be deemed to be Outstanding and the right, title

and interest of the Holders of said Bonds in this Ordinance and any applicable Series Resolution shall cease and become void; otherwise this Ordinance shall be, continue and remain in full force and effect; provided, however, that in the event Government Obligations shall be deposited with and held by an escrow agent as above provided, in addition to the requirements set forth in Article III of the Ordinance with respect to any Bonds to be redeemed, the Finance Director, within thirty (30) days after such Government Obligations shall have been deposited with such escrow agent, shall cause a notice to be mailed to all registered owners of such Bonds or published once in a daily newspaper of general circulation, or a financial journal, published in the Borough of Manhattan, City and State of New York, setting forth that such deposit of Government Obligations has been made for the benefit of said Bonds and, to the extent said Bonds are to be redeemed prior to maturity, the date designated for the redemption of the Bonds. Further, when all amounts due under any Hedge Agreement and any Credit Facility shall have been paid or provided for (in the manner permitted under such Hedge Agreement or Credit Facility), then and only in that case the right, title and interest of the Counterparty or the Credit Facility Provider in this Ordinance shall cease and become void.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 1001. Inconsistent Ordinances. All ordinances, which are inconsistent with any of the provisions of this Ordinance are declared to be inapplicable to the provisions of this Ordinance.

SECTION 1002. Further Acts. The officers and agents of the County are authorized and directed to do all acts and things required of them by the Bonds and this Ordinance, for the full, punctual and complete performance of all of the terms, covenants, provisions and agreements contained in the Bonds and this Ordinance.

SECTION 1003. Rights of Credit Facility Provider. In the event that a Credit Facility is in full force and effect as to a Series of Bonds and the Credit Facility Provider is not insolvent and no default of the Credit Facility exists on the part of the Credit Facility Provider, then said Credit Facility Provider, in place of the Holders of that Series of Bonds, shall have the power and authority to give any consents and exercise any and all other rights which the Holders of that Series would otherwise have the power and authority to make, give or exercise, including, but not limited to, the exercise of remedies provided in Article VII and the giving of consents to supplemental ordinances when required by Article VIII and such consent shall be deemed to constitute the consent of the Holders of all of those Bonds which are secured by such Credit Facility.

SECTION 1004. Headings Not Part of Ordinance. Any headings preceding the texts of the several Articles and Sections of this Ordinance and any table of contents, marginal notes or footnotes appended to copies of this Ordinance shall be solely for convenience of reference, and shall not constitute a part of this Ordinance, nor shall they affect its meaning, construction or effect.

SECTION 1005. No Third Party Beneficiaries. Except as otherwise expressly provided in this Ordinance, nothing in this Ordinance, expressed or implied, is intended or shall be construed to confer upon any person, firm or corporation, other than the County, any applicable Provider, any Counterparty and the Holders of the Bonds, any right, remedy or claim, legal or equitable, under or by reason of this Ordinance or any of its provisions, this Ordinance and all its

provisions being intended to be and being for the sole and exclusive benefit of the County, each Provider, each Counterparty and the Holders from time to time of the Bonds.

SECTION 1006. Severability. In case any one or more of the provisions of this Ordinance or of any Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Ordinance or of the Bonds, but this Ordinance and the Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained in this Ordinance.

SECTION 1007. Application of Florida Law. The Bonds are issued and this Ordinance is enacted with the intent that the laws of the State shall govern their construction.

SECTION 1008. Effective Date. This Ordinance shall become effective ten (10) days after the date of its enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override of the veto by this Board.

PASSED AND ADOPTED: MAR 0 1 2005

Approved by County Attorney as
to form and legal sufficiency: RAG

Prepared by:

Gerald T. Heffernan

Prepared by:

Bond Counsel: Squire, Sanders & Dempsey L.L.P.

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I, HARVEY RUVIN, Clerk of the Circuit Court in and for Miami-Dade County, Florida and Ex-Officio Clerk of the Board of County Commissioners of Said County, Do Hereby Certify that the above and foregoing is a true and correct copy of Ordinance No. 05-48 adopted by said board of County Commissioners at its meeting held on March 1, 2005, as appears of record.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 31st day of August, A.D. 2009.

HARVEY RUVIN, Clerk
Board of County Commissioners
Dade County, Florida

By ____________
Deputy Clerk

Board of County Commissioners
Miami-Dade County, Florida

Approved ______ Mayor
Veto ______
Override ______

Agenda Item No. 5(F)
7-21-09

ORDINANCE NO. 09-65

ORDINANCE AUTHORIZING ISSUANCE OF NOT TO EXCEED $500,000,000 MIAMI-DADE COUNTY, FLORIDA TRANSIT SYSTEM SALES SURTAX REVENUE BONDS, PURSUANT TO SECTION 208 OF ORDINANCE NO. 05-48, FOR PAYING COSTS OF CERTAIN TRANSPORTATION AND TRANSIT PROJECTS; PROVIDING THAT DETAILS, TERMS AND OTHER MATTERS RELATING TO BONDS BE DETERMINED IN SUBSEQUENT RESOLUTIONS; AMENDING CERTAIN PROVISIONS OF SAID ORDINANCE NO. 05-48, INCLUDING, BUT NOT LIMITED TO, PROVISIONS RELATING TO ISSUANCE OF BUILD AMERICA BONDS, RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS AND OTHER SIMILAR BONDS AND TREATMENT OF FEDERAL DIRECT PAYMENTS; AND PROVIDING SEVERABILITY AND EFFECTIVE DATE

WHEREAS, Miami-Dade County, Florida (the "County"), pursuant to Ordinance No. 05-48 enacted by the Board of County Commissioners of Miami-Dade County, Florida (the "Board") on March 1, 2005 (the "Original Ordinance" and as amended by this ordinance, the "Master Ordinance"), is authorized to issue Bonds, from time to time, to finance or refinance Transit System Sales Surtax Projects (as such terms are defined in the Original Ordinance); and

WHEREAS, capitalized terms used in this ordinance (the "2009 Ordinance") which are not defined shall have the meanings assigned to such terms in the Original Ordinance unless otherwise expressly provided or the context otherwise clearly requires; and

WHEREAS, Section 201 of the Original Ordinance initially authorizes the County to issue, from time to time, Bonds in an aggregate principal amount not to exceed $500,000,000 for the purpose of paying all or any part of the Costs of Projects, all as may be specified or provided for in the Series Resolution relating to the issuance of each such Series of Bonds; and

WHEREAS, on April 27, 2006, the County issued the first Series of Bonds under the authorization of Section 201 of the Original Ordinance and a Series Resolution in the aggregate principal amount of $186,435,000, of which $180,625,000 are currently Outstanding; and

WHEREAS, on June 24, 2008, the County issued a second Series of Bonds as Additional Bonds under the authorization of Sections 201 and 208 of the Original Ordinance and a Series Resolution in the aggregate principal amount of $274,565,000, all of which are currently Outstanding; and

WHEREAS, the Board has determined at this time that it is in the best interests of the County and its citizens to authorize the issuance, from time to time, of not to exceed $500,000,000 aggregate principal amount of Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, as Additional Bonds under the provisions of the Master Ordinance, for the purpose of paying all or any part of the Costs of Projects (for purposes of this 2009 Ordinance, the "Additional Bonds"); and

WHEREAS, in connection with the issuance of Bonds, the Board deems it in the best financial interest of the County to have the flexibility of issuing BABs (as such term is defined in this 2009 Ordinance); and

WHEREAS, in connection with BABs, in accordance with Section 801 of the Original Ordinance, it is necessary to amend the Original Ordinance to (i) provide for the issuance of BABs, (ii) include Federal Direct Payments (as such term is defined in this 2009 Ordinance) received by the County in the definition of Pledged Revenues, and (iii) provide for the deposit of Federal Direct Payments to the credit of the Revenue Fund; and

WHEREAS, in connection with BABs, in accordance with Section 802 of the Original Ordinance, it is necessary to amend the Original Ordinance, upon obtaining the consent and

approval of the Holders of not less than fifty-one percent (51%) in aggregate principal amount of Bonds then outstanding, to provide that in computing Principal and Interest Requirements, interest shall be computed net of Federal Direct Payments scheduled to be received by the County; and

WHEREAS, the Board desires to accomplish the purposes outlined in the accompanying memorandum (the "County Manager's Memorandum"), a copy of which is incorporated in this 2009 Ordinance by reference ,

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

SECTION 1. Recitals and Authority.

(a) Recitals. The recitals contained in the foregoing "WHEREAS" clauses are incorporated as part of this 2009 Ordinance.

(b) Authority. This 2009 Ordinance is enacted pursuant to the Constitution and laws of the State, including, but not limited to, the Miami-Dade County Home Rule Amendment and Charter, as amended, Chapters 125 and 166, Florida Statutes, as amended, the Transit System Sales Surtax Act, the Code of Miami-Dade County, Florida, as amended, including the Transit System Sales Surtax Ordinance, and all other applicable laws (collectively, the "Act").

SECTION 2. Authorization to Issue Additional Bonds. The Board authorizes the issuance, from time to time, of not to exceed $500,000,000 aggregate principal amount of Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, as Additional Bonds pursuant to Section 208 of the Master Ordinance and the authority of the Act, for the purpose of paying all or any part of the Costs of Projects, all as may be specified or provided for in the Series Resolution relating to the issuance of each Series of Additional Bonds.

The Additional Bonds shall be special and limited obligations of the County, payable solely from and secured by a prior lien upon and a pledge of the Pledged Revenues as more specifically provided in the Master Ordinance. The Additional Bonds shall not be deemed to constitute a debt of the County, the State or any other political subdivision of the State or a pledge of the faith and credit of the County, the State or any other political subdivision of the State but the Additional Bonds shall be payable solely from the Pledged Revenues. The enactment of the Original Ordinance, the enactment of this 2009 Ordinance, the adoption of each Series Resolution relating to the issuance of each Series of Additional Bonds and the issuance of the Additional Bonds shall not directly or indirectly or contingently obligate the County, the State or any other political subdivision of the State to levy or to pledge any form of ad valorem taxation whatsoever, nor shall the Additional Bonds constitute a charge, lien or encumbrance, legal or equitable, upon any property of the County, the State or any other political subdivision of the State. No Holder shall have the right to require or compel the exercise of the ad valorem taxing power of the County, the State or any other political subdivision of the State for payment of the Additional Bonds or be entitled to payment of such amount from any other funds of the County, except from the Pledged Revenues in the manner provided in the Master Ordinance.

SECTION 3. Details, Terms and Other Matters Relating to Additional Bonds. In accordance with the Master Ordinance, all details, terms and other matters relating to the Additional Bonds shall be determined in the manner specified in the Series Resolution relating to each Series of Additional Bonds.

SECTION 4. Amendments to Original Ordinance Not Requiring Bondholders' Consent. In accordance with the provisions of Section 801 of the Original Ordinance, the Original Ordinance is amended as set forth in this Section 4.

(a) A definition of "BABs" is added in Section 102 immediately following the definition of "Annual Budget" to read as follows:

"BABs" means Bonds issued as Build America Bonds, Recovery Zone Economic Development Bonds or such other bonds with respect to which Federal Direct Payments are payable.

(b) A definition of "Build America Bonds" is added in Section 102 immediately following the definition of "Book Entry System" or "Book Entry Only System" to read as follows:

"Build America Bonds" means Build America Bonds (Direct Payment) authorized under Section 54AA of the Code, as further described in Internal Revenue Service Notice 2009-26.

(c) A definition of "Federal Direct Payments" is added in Section 102 immediately following the definition of "Depositary" to read as follows:

"Federal Direct Payments" means the direct payments from the United States Treasury with respect to BABs.

(d) The definition of "Pledged Revenues" in Section 102 is deleted in its entirety and replaced with the following:

"Pledged Revenues" means (a) the Pledged Transit System Sales Surtax Revenues, (b) Hedge Receipts, (c) Federal Direct Payments received by the County and (d) all moneys and investments (and interest earnings) on deposit to the credit of the Funds and Accounts, except for moneys and investments on deposit to the credit of any rebate fund or rebate account established pursuant to this Ordinance.

(e) Definitions of "Recovery Zone" and "Recovery Zone Economic Development Bonds" are added in Section 102 immediately following the definition of "Rebate Amount" to read as follows:

"Recovery Zone" means a Recovery Zone designated as such under Section 1400U-1(b) of the Code by the County in a subsequent ordinance or resolution.

"Recovery Zone Economic Development Bonds" means Recovery Zone Economic Development Bonds (Direct Payment) authorized under Section 1400U-2(b) of the Code, as further described in Internal Revenue Service Notice 2009-26.

(f) The second paragraph in Section 202 is deleted in its entirety and replaced with the following:

The County may issue all manner and sorts of Bonds, including, but not limited to Fixed Rate Bonds, Variable Rate Bonds (including index, inverse floater or other types of Variable Rate Bonds), Current Interest Bonds, Capital Appreciation Bonds, Convertible Capital Appreciation Bonds, Compounding Interest Bonds, Multimodal Bonds, Optional Tender Bonds, Serial Bonds, Term Bonds, BABs, taxable or tax-exempt bonds and any or combination of these.

(g) The second paragraph of Section 503 is amended to insert a new second sentence to read as follows:

In addition, the County shall deposit all Federal Direct Payments received in connection with BABs in the Revenue Fund.

(h) The last paragraph of Section 503 is deleted in its entirety and replaced with the following:

Notwithstanding the foregoing application of Pledged Transit System Sales Surtax Revenues and Federal Direct Payments, the County may by ordinance or resolution provide for the payment from Pledged Transit System Sales Surtax Revenues and Federal Direct Payments, as applicable, of First Lien Obligations not constituting Bonds and for the funding of any reserve accounts established with respect to such First Lien Obligations on a parity with the payment of Bonds issued under this Ordinance and the funding of the Reserve Account, respectively, as set forth above, and shall take such actions (including amending or supplementing the Ordinance) and execute and deliver such documents as may be necessary to secure such First Lien Obligations on a parity with the Bonds.

SECTION 5. Amendments to Original Ordinance Requiring Bondholders' Consent. In accordance with the provisions of Section 802 of the Original Ordinance, upon the County obtaining the consent and approval of the Holders of not less than fifty-one percent (51%) in aggregate principal amount of Bonds then outstanding, the definition of "Principal and Interest Requirements" in Section 102 of the Original Ordinance is amended by renumbering clauses (vii) and (viii) as clauses (viii) and (ix), respectively, and inserting a new clause (vii) to read as follows:

(vii) in the case of BABs, interest shall be computed net of Federal Direct Payments scheduled to be received by the County in connection with such BABs in each Fiscal Year.

SECTION 6. Original Ordinance in Force. Except as amended by this 2009 Ordinance, the Original Ordinance and all terms and provisions of the Original Ordinance are and shall remain in full force and effect.

SECTION 7. Further Acts. The officers and agents of the County are authorized and directed to take all actions and do all things required of them by the Master Ordinance and this 2009 Ordinance for the full, punctual and complete performance of all of the terms, covenants, provisions and agreements contained in the Master Ordinance and this 2009 Ordinance.

SECTION 8. Headings Not Part of Ordinance. Any headings preceding the Sections of this 2009 Ordinance shall be solely for convenience of reference and shall not constitute a part of this 2009 Ordinance, nor shall they affect its meaning, construction or effect.

SECTION 9. Severability. In case any one or more of the provisions of this 2009 Ordinance shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect the legality or enforceability of any other provision of this 2009 Ordinance.

SECTION 10. Effective Date. This 2009 Ordinance shall take effect ten (10) days after its enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

PASSED AND ADOPTED: **July 21, 2009**

Approved by County Attorney as to form and legal sufficiency: ABW

Prepared by: GBK

Geri Bonzon-Keenan

Bond Counsel: Squire, Sanders & Dempsey L.L.P.
Knox Seaton

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I, **HARVEY RUVIN**, Clerk of the Circuit Court in and for Miami-Dade County, Florida and Ex-Officio Clerk of the Board of County Commissioners of Said County, **Do Hereby Certify** that the above and foregoing is a true and correct copy of Ordinance No. 09-65 adopted by said board of County Commissioners at its meeting held on July 21, 2009, as appears of record.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 5th day of August, A.D. 2009.

HARVEY RUVIN, Clerk
Board of County Commissioners
Dade County, Florida

By ______________
Deputy Clerk

COUNTY COMMISSIONERS DADE COUNTY FLORIDA

Board of County Commissioners
Miami-Dade County, Florida

Approved [signature] Mayor

Veto ________

Override ________

Agenda Item No. 8(E)(1)(A)
7-20-10

RESOLUTION NO. R-803-10

RESOLUTION AUTHORIZING ISSUANCE OF NOT TO EXCEED $217,260,000 MIAMI-DADE COUNTY, FLORIDA TRANSIT SYSTEM SALES SURTAX REVENUE BONDS, SERIES 2010, IN ONE OR MORE SERIES, PURSUANT TO SECTIONS 201 AND 208 OF ORDINANCE NO. 05-48 AND ORDINANCE NO. 09-65, FOR PAYING COSTS OF CERTAIN TRANSPORTATION AND TRANSIT PROJECTS; PROVIDING CERTAIN DETAILS OF BONDS AND THEIR SALE BY NEGOTIATION; AUTHORIZING COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE, WITHIN CERTAIN LIMITATIONS AND RESTRICTIONS, TO FINALIZE DETAILS, TERMS AND OTHER PROVISIONS OF BONDS; APPROVING FORMS OF AND AUTHORIZING EXECUTION OF CERTAIN DOCUMENTS; PROVIDING CERTAIN COVENANTS; AUTHORIZING COUNTY OFFICIALS TO DO ALL THINGS DEEMED NECESSARY IN CONNECTION WITH ISSUANCE, SALE, EXECUTION AND DELIVERY OF BONDS; AND PROVIDING SEVERABILITY

WHEREAS, Miami-Dade County, Florida (the "County"), pursuant to Ordinance No. 05-48 enacted by the Board of County Commissioners of Miami-Dade County, Florida (the "Board") on March 1, 2005 (the "Original Ordinance") and Ordinance No. 09-65 enacted by the Board on July 21, 2009 (the "2009 Ordinance" and, together with the Original Ordinance, the "Master Ordinance"), is authorized to issue Bonds, from time to time, to finance or refinance Transit System Sales Surtax Projects (as such terms are defined in the Master Ordinance); and

WHEREAS, capitalized terms used in this resolution (the "Series 2010 Resolution" and, together with the Master Ordinance, the "Bond Ordinance") which are not defined shall have the meanings assigned to such terms in the Master Ordinance unless otherwise expressly provided or the context otherwise clearly requires; and

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WHEREAS, Section 201 of the Original Ordinance initially authorizes the County to issue, from time to time, Bonds in an aggregate principal amount not to exceed $500,000,000 for the purpose of paying all or any part of the Costs of Projects, all as may be specified or provided for in the Series Resolution relating to the issuance of each such Series of Bonds; and

WHEREAS, Section 2 of the 2009 Ordinance authorizes the County to issue, from time to time, Additional Bonds in an aggregate principal amount not to exceed $500,000,000 for the purpose of paying all or any part of the Costs of Projects, all as may be specified or provided for in the Series Resolution relating to the issuance of each such Series of Additional Bonds; and

WHEREAS, the 2009 Ordinance amends certain provisions of the Original Ordinance to provide for the issuance of BABs and provide for the deposit and treatment of Federal Direct Payments received from the United States Treasury in connection with said BABs; and

WHEREAS, on April 27, 2006, the County issued the first Series of Bonds under the authorization of Section 201 of the Original Ordinance and a Series Resolution in the aggregate principal amount of $186,435,000, of which $177,500,000 are currently Outstanding; and

WHEREAS, on June 24, 2008, the County issued a second Series of Bonds as Additional Bonds under the authorization of Sections 201 and 208 of the Original Ordinance and a Series Resolution in the aggregate principal amount of $274,565,000, of which $271,040,000 are currently Outstanding; and

WHEREAS, on September 24, 2009, the County issued a third Series of Bonds as Additional Bonds under the authorization of Sections 201 and 208 of the Original

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Ordinance, Section 2 of the 2009 Ordinance, and a Series Resolution in the aggregate principal amount of $321,740,000, all of which are currently Outstanding; and

WHEREAS, the Board has determined at this time that it is in the best interests of the County and its citizens to provide for the issuance of not to exceed $217,260,000 aggregate principal amount of Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010 (such issue to be collectively known as the "Series 2010 Bonds") as Additional Bonds, in one or more Series, under the provisions of the Master Ordinance, for the purpose of paying all or a part of the Cost of a Project more particularly described in Exhibit A to this Series 2010 Resolution (the "Series 2010 Project"); and

WHEREAS, under the provisions of the Master Ordinance, the issuance of Additional Bonds is subject to the terms and provisions of Section 208 of the Master Ordinance; and

WHEREAS, this Series 2010 Resolution constitutes a Series Resolution for all purposes of the Master Ordinance; and

WHEREAS, based upon the findings set forth in Section 2 of this Series 2010 Resolution, the Board deems it in the best financial interest of the County that the Series 2010 Bonds be sold at one or more public offerings by negotiated sale to the underwriters (the "Underwriters") named in the Bond Purchase Agreement (as defined in this Series 2010 Resolution) in accordance with the Bond Purchase Agreement and to authorize the distribution, use and delivery of the Preliminary Official Statement and the Official Statement (as all such terms are hereinafter defined), all relating to the negotiated sale of the Series 2010 Bonds; and

WHEREAS, the Board deems it appropriate, subject to the limitations contained in this Series 2010 Resolution, to authorize the Finance Director, as the designee of the County Mayor, to (i) finalize the details and terms of the Series 2010 Bonds not provided in

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the Bond Ordinance; (ii) finalize the dates, terms and other provisions for the negotiated sale of the Series 2010 Bonds; (iii) secure one or more Credit Facilities and secure one or more Reserve Account Credit Facilities if there is an economic benefit as provided in Section 12 of this Series 2010 Resolution; and (iv) select and appoint a Paying Agent (the "Paying Agent") and Registrar (the "Registrar") for the Series 2010 Bonds; and

WHEREAS, the Board desires to provide for a Book Entry Only System with respect to the Series 2010 Bonds, and to approve, ratify and confirm the Blanket Issuer Letter of Representations previously executed and delivered by the County to The Depository Trust Company, New York, New York ("DTC") relating to such Book Entry Only System; and

WHEREAS, the Board desires to accomplish the purposes outlined in the accompanying memorandum (the "County Manager's Memorandum"), a copy of which is incorporated in this Series 2010 Resolution by reference,

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

SECTION 1. Recitals, Definitions, Authority and Construction.

(a) Recitals. The recitals contained in the foregoing "WHEREAS" clauses are incorporated as part of this Series 2010 Resolution.

(b) Definitions. Unless the context otherwise clearly requires, the following capitalized terms shall have the following meanings:

"Omnibus Certificate" means a certificate addressing all matters authorized to be determined by the Finance Director under the terms of this Series 2010 Resolution with respect to the Series 2010 Bonds, executed by the Finance Director, the Public Works Director, the Transit Director and the Clerk, dated the date of the original issuance and delivery of the Series of the Series 2010 Bonds.

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"Public Works Director" means the Director of Miami-Dade Public Works Department.

"Registered Owners" means the registered owners of the Series 2010 Bonds.

"Regular Record Date" means the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding each Interest Payment Date.

"Series 2010 Build America Bonds" means Series 2010 Bonds issued as Build America Bonds, for which the County expects to receive Federal Direct Payments from the United States Treasury equal to 35% of the interest payable on said Series 2010 Bonds. The Series 2010 Build America Bonds shall constitute BABs under the Master Ordinance.

"Series 2010 Tax-Exempt Bonds" means Series 2010 Bonds the interest on which is intended on the date of issuance of the Series 2010 Bonds to be excludable from gross income of the Holders thereof for federal income tax purposes.

"Tax Certificate" means one or more arbitrage certificates prepared by Bond Counsel, dated the date of the original issuance and delivery of the Series 2010 Bonds, executed by the Finance Director and acknowledged by the Public Works Director and the Transit Director, regarding, among other things, restrictions related to rebate of arbitrage earnings to the United States of America and (i) with respect to Series 2010 Tax-Exempt Bonds, the restrictions prescribed by the Code in order for interest on the Series 2010 Tax-Exempt Bonds to remain excludable from gross income for federal income tax purposes, and (ii) with respect to Series 2010 Build America Bonds, the restrictions prescribed by the Code in order for the County to receive the Federal Direct Payments.

"Transit Director" means the Director of Miami-Dade Transit.

"Underwriters" mean the underwriters identified in and party to the Bond Purchase Agreement.

(c) Authority. This Series 2010 Resolution is adopted pursuant to the Constitution and laws of the State, including, but not limited to, the Miami-Dade County Home Rule Amendment and Charter, as amended, Chapters 125 and 166, Florida Statutes, as amended, the Transit System Sales Surtax Act, the Code of Miami-Dade County, Florida, as amended, including the Transit System Sales Surtax Ordinance, the Master Ordinance, and all other applicable laws.

(d) Rules of Construction. Any reference to any Article, Section or provision of the Constitution or laws of the State, or of federal laws, or rules or regulations, shall include such provisions as amended, modified, revised, supplemented or superseded from time to time; provided that no such change shall be deemed applicable to any particular Series 2010 Bonds in any way that would constitute an unlawful impairment of the rights of the County or any Bondholder.

SECTION 2. Findings. The Board finds, determines and declares as follows:

(a) The sale and issuance of the Series 2010 Bonds and the use of their proceeds, as provided in this Series 2010 Resolution, serve a proper public purpose.

(b) In accordance with Section 218.385, Florida Statutes, as amended, and based upon the advice of Public Resources Advisory Group, which is serving as financial advisor to the County in connection with the issuance of the Series 2010 Bonds (the "Financial Advisor"), and the recommendation of the County Manager, the negotiated sale of the Series 2010 Bonds is in the best interest of the County since it is necessary to

be able to sell the Series 2010 Bonds when market conditions are most favorable in order to maximize the use of the Pledged Revenues and the vagaries of the current and near future municipal bond market demand that the Underwriters have the maximum time and flexibility to market and price the Series 2010 Bonds in order to obtain the most favorable interest rates available.

(c) The Board has determined that it is in the best interest of the County to accept the offer of the Underwriters to purchase the Series 2010 Bonds at a negotiated sale but only upon the terms and conditions set forth in this Series 2010 Resolution and as may be determined by the Finance Director in accordance with the terms of this Series 2010 Resolution and set forth in the Bond Purchase Agreement and the Omnibus Certificate.

(d) The authority granted to officers of the County in this Series 2010 Resolution is necessary for the proper and efficient implementation of the financing program contemplated by this Series 2010 Resolution, and such authorization is in the best interests of the County.

SECTION 3. Authorization and Form of Series 2010 Bonds; Approval of Series 2010 Project; Terms and Provisions of Series 2010 Bonds.

(a) Authorization and Form. The Series 2010 Bonds, to be designated as "Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010__" are authorized to be issued in one or more Series, each in such original principal amount and with such Series designations as shall be set forth in the Omnibus Certificate, pursuant to, and subject to the conditions of, Sections 201 and 208 of the Master Ordinance and this Series 2010 Resolution. The aggregate principal amount of the

Series 2010 Bonds shall not exceed $217,260,000. The Series 2010 Bonds shall be issued for the purpose of paying all or a part of the Cost of the Series 2010 Project, including funding the Reserve Account (whether with proceeds of the Series 2010 Bonds or by the deposit of one or more Reserve Account Credit Facilities), funding capitalized interest, if necessary, and paying the costs of issuance of the Series 2010 Bonds, including the costs of any Credit Facilities and Reserve Account Credit Facilities, if secured in accordance with the provisions of this Series 2010 Resolution.

Each of the Series 2010 Bonds shall be in substantially the form attached as Exhibit B to this Series 2010 Resolution, which form of Series 2010 Bond is approved, with such variations, omissions and insertions and such filling in of blanks, including Series designations, as may be necessary and approved by the Finance Director, after consultation with the County Attorney and Greenberg Traurig, P.A. and Edwards & Associates, P.A. (collectively, "Bond Counsel"), and which are not inconsistent with the provisions of the Bond Ordinance.

(b) Series 2010 Project. The Series 2010 Project, as described more particularly in Exhibit A to this Series 2010 Resolution, is approved by the Board and constitutes a Project under the Master Ordinance.

(c) Terms and Provisions. The Series 2010 Bonds shall be issued in fully registered form in denominations of $5,000 or any integral multiple of $5,000 and shall be numbered consecutively from R-1 upwards. Interest on the Series 2010 Bonds shall be payable semiannually on January 1 and July 1 of each year (each an "Interest Payment Date"), commencing on January 1, 2011 (or such later date as shall be determined by the Finance Director, after consultation with the Public Works Director, the Transit Director and the Financial Advisor), as more particularly described in the form of Series 2010 Bond attached as Exhibit B.

The Series 2010 Bonds:

(i) shall be issued in one or more Series, with such Series designations, and in such principal amounts, not to exceed in the aggregate $217,260,000,

(ii) shall be dated as of such date or dates and issued at such time or times,

(iii) shall be issued as Series 2010 Tax-Exempt Bonds and/or Series 2010 Build America Bonds,

(iv) shall consist of Serial Bonds and/or Term Bonds,

(v) shall mature on such date, in such year or years, but not later than forty (40) years from their dated date,

(vi) shall be issued as Fixed Rate Bonds, provided that the true interest cost rate (the "TIC") of any Series issued as Series 2010 Tax-Exempt Bonds and sold to the Underwriters at one time shall not exceed [[ ]] [1] >>6.05%<<and the TIC of any Series issued as Series 2010 Build America Bonds and sold to the Underwriters at any one time shall not exceed [[ ]] >>8.50%<<, calculated without regard to any Federal Direct Payments expected to be received with respect to such Series 2010 Build America Bonds, which will reduce the interest payments due from the County,

(vii) shall be sold to the Underwriters at a purchase price not less than ninety-six per cent (96.00%) of the original aggregate principal amount of the Series 2010 Bonds (excluding original issue discount and original issue premium),

[1] The differences between the substitute and the original item are indicated as follows: words stricken through and/or double bracketed shall be deleted, words underscored and/or>>double arrowed<< constitute the amendment proposed.

(viii) as to any Term Bonds, shall have such Amortization Requirements, and

(ix) subject to Section 3(d) of this Resolution, may be subject to redemption prior to maturity,

all as shall be determined by the Finance Director, after consultation with the Public Works Director, the Transit Director and the Financial Advisor, and set forth in the Omnibus Certificate. Such Omnibus Certificate shall also designate and irrevocably elect which of the Series 2010 Bonds, if any, shall be issued as Series 2010 Build America Bonds. In making any such designation and irrevocable election, the Finance Director, after consultation with the Public Works Director, the Transit Director and the Financial Advisor, shall demonstrate in the Omnibus Certificate that there is an economic benefit to the County to making such designation and irrevocable election. The execution and delivery of the Omnibus Certificate shall be conclusive evidence of the Board's approval of the final terms and provisions of the Series 2010 Bonds.

(d) Extraordinary Redemption. The Series 2010 Build America Bonds, if any, shall be subject to redemption prior to maturity at the election or direction of the County, in whole or in part, on a pro rata basis, on any business day, upon the occurrence of an Extraordinary Event and at such extraordinary optional redemption price as shall be set forth in the Omnibus Certificate. An "Extraordinary Event" will have occurred if a material adverse change has occurred to Sections 54AA or 6431 of the Code or other applicable provisions of the Code pursuant to which the Federal Direct Payments are reduced or eliminated.

SECTION 4. Execution and Authentication of Series 2010 Bonds. The Series 2010 Bonds shall be executed as provided in the Master Ordinance. A Certificate of Authentication of the Registrar shall appear on the Series 2010 Bonds, and no Series 2010 Bonds shall be valid or obligatory for any purpose or be entitled to any security or benefit under the Bond Ordinance, unless such certificate shall have been duly manually executed by the Registrar on such Series 2010 Bonds.

In case any one or more of the officers who shall have signed any of the Series 2010 Bonds shall cease to be such officer of the County before the Series 2010 Bonds so signed shall have been actually delivered, such Series 2010 Bonds may nevertheless be delivered as provided in this Series 2010 Resolution and may be issued as if the person who signed such Series 2010 Bonds had not ceased to hold such offices. Any Series 2010 Bonds may be signed on behalf of the County by such person as at the actual time of the execution of such Series 2010 Bonds shall hold the proper office, although at the date of such Series 2010 Bonds such person may not have held such office or may not have been so authorized.

SECTION 5. Special Obligations of County. The Series 2010 Bonds shall be special and limited obligations of the County, payable solely from and secured by a prior lien upon and a pledge of the Pledged Revenues as more specifically provided in the Master Ordinance. The Series 2010 Bonds shall not be deemed to constitute a debt of the County, the State or any other political subdivision of the State or a pledge of the faith and credit of the County, the State or any other political subdivision of the State but the Series 2010 Bonds shall be payable solely from the Pledged Revenues. The enactment of the Master Ordinance, the adoption of this Series 2010 Resolution and the issuance of

the Series 2010 Bonds shall not directly or indirectly or contingently obligate the County, the State or any other political subdivision of the State to levy or to pledge any form of ad valorem taxation whatsoever, nor shall the Series 2010 Bonds constitute a charge, lien or encumbrance, legal or equitable, upon any property of the County, the State or any other political subdivision of the State. No Holder shall have the right to require or compel the exercise of the ad valorem taxing power of the County, the State or any other political subdivision of the State for payment of the Series 2010 Bonds or be entitled to payment of such amount from any other funds of the County, except from the Pledged Revenues in the manner provided in the Master Ordinance.

SECTION 6. Payment and Ownership of Series 2010 Bonds. The principal of and any premium on any Series 2010 Bonds shall be payable when due to a Bondholder upon presentation and surrender of such Series 2010 Bond at the designated corporate trust office of the Paying Agent and interest on each Series 2010 Bond shall be paid on each Interest Payment Date by check or draft, mailed by the Paying Agent on that Interest Payment Date to the Holder of the Series 2010 Bond as of the close of business on the Regular Record Date applicable to that Interest Payment Date and at the Bondholder's address as it appears on the registration books kept by the Registrar (the "Register") on that Regular Record Date, provided, however, that (i) so long as the ownership of such Series 2010 Bonds are maintained in a Book Entry Only System by a securities depository, such payment shall be made by automatic funds transfer ("wire") to such securities depository or its nominee and (ii) if such Series 2010 Bonds are not maintained in a Book Entry Only System by a securities depository, upon written request of the Holder of $1,000,000 or more in principal amount of Series 2010 Bonds delivered to the

Paying Agent at least 15 days prior to an Interest Payment Date, interest may be paid when due by wire if such Bondholder advances to the Paying Agent the amount necessary to pay the wire charges or authorizes the Paying Agent to deduct the amount of such payment. If and to the extent, however, that the County fails to make payment or provision for payment on any Interest Payment Date of interest on any Series 2010 Bond, that interest shall cease to be payable to the person who was the Holder of that Series 2010 Bond as of the applicable Regular Record Date. In that event, when moneys become available for payment of the delinquent interest, the Paying Agent shall establish a special interest payment date (the "Special Interest Payment Date") for the payment of that interest, and a special record date (the "Special Record Date"), which Special Record Date shall be not more than 15 nor fewer than 10 days prior to the Special Interest Payment Date; and the Paying Agent shall cause notice of the Special Interest Payment Date and of the Special Record Date to be mailed not fewer than 10 days preceding the Special Record Date to each person who was a Holder of such Series 2010 Bond at the close of business on the 15th day preceding said mailing to such person's address as it appears on the Register on that 15th day preceding the mailing of such notice and, thereafter, the interest shall be payable to the person who was the Holder of such Series 2010 Bond as of the close of business on the Special Record Date.

The Holder of any Series 2010 Bond shall be deemed and regarded as the absolute owner for all purposes of this Series 2010 Resolution. Payment of or on account of the debt service on any Series 2010 Bond shall be made only to or upon the order of that Holder or such Holder's attorney-in-fact duly authorized in writing in the manner permitted under this Series 2010 Resolution. Neither the County, the Registrar or the

Paying Agent shall be affected by notice to the contrary. All payments made as described in this Series 2010 Resolution shall be valid and effective to satisfy and discharge the liability upon that Series 2010 Bond, including, without limitation, interest, to the extent of the amount or amounts so paid.

SECTION 7. Redemption Provisions.

(a) Partial Redemption. Any Series 2010 Bond which is to be redeemed only in part shall be surrendered at any place of payment specified in the notice of redemption (with due endorsement by, or written instrument of transfer in form satisfactory to the County, the Registrar and the Paying Agent duly executed by the Holder of such Series 2010 Bond or his attorney-in-fact duly authorized in writing) and the County shall execute and cause to be authenticated and delivered to the Holder of such Series 2010 Bond without charge, a new Series 2010 Bond or Series 2010 Bonds, of any authorized denomination as requested by such Holder, in an aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the Series 2010 Bonds so surrendered.

(b) Effect of Calling for Redemption. On the date designated for redemption of any Series 2010 Bonds, notice having been mailed as provided in the Master Ordinance and moneys for payment of the redemption price being held by the Paying Agent in trust for the Holders of the Series 2010 Bonds to be redeemed, the Series 2010 Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Series 2010 Bonds on such date, interest on the Series 2010 Bonds so called for redemption shall cease to accrue, such Series 2010 Bonds shall not be deemed to be Outstanding for purposes of this Series 2010 Resolution and the Master Ordinance and shall cease to be entitled to any lien, benefit or security under this

Series 2010 Resolution or the Master Ordinance, and the Holders of such Series 2010 Bonds shall have no rights in respect of the Series 2010 Bonds except to receive payment of the redemption price of the Series 2010 Bonds.

(c) Conditional Notice of Redemption. If the Series 2010 Bonds or any portion thereof are to be redeemed pursuant to the terms authorized in this Series 2010 Resolution, the County may provide a conditional notice of redemption of such Series 2010 Bonds in accordance with the terms set forth below, and the Finance Director is authorized, in his discretion, to add to the form of Series 2010 Bonds a provision reflecting this right:

> Conditional Notice of Redemption. In the case of an optional redemption, the notice of redemption may state that (1) it is conditioned upon the deposit of moneys with the Paying Agent or with an escrow agent under an escrow deposit agreement, in amounts necessary to effect the redemption, no later than the redemption date or (2) the County retains the right to rescind such notice on or prior to the scheduled redemption date (in either case, a "Conditional Redemption"), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described in this subsection. Any such notice of Conditional Redemption shall be captioned "Conditional Notice of Redemption." Any Conditional Redemption may be rescinded at any time prior to the redemption date if the County delivers a written direction to the Paying Agent directing the Paying Agent to rescind the redemption notice. The Paying Agent shall give prompt notice of such rescission to the affected Bondholders. Any Series 2010 Bonds subject to Conditional Redemption

> where redemption has been rescinded shall remain Outstanding, and neither the rescission nor the failure by the County to make such moneys available shall constitute an Event of Default. The County shall give immediate notice to the securities information repositories and the affected Bondholders that the redemption did not occur and that the Series 2010 Bonds called for redemption and not so paid remain Outstanding.

SECTION 8. System of Certificated and Uncertificated Registration. There is established a system of registration with respect to the Series 2010 Bonds as permitted by Chapter 279, Florida Statutes, as amended, pursuant to which both certificated and uncertificated registered Series 2010 Bonds may be issued. The system shall be as described in the Official Statement. The Series 2010 Bonds shall be initially issued as book-entry-only bonds through the Book Entry Only System maintained by DTC which will act as securities depository for the Series 2010 Bonds. The Board reserves the right to amend, discontinue or reinstitute the Book Entry Only System from time to time, subject to the rights of Bondholders contained in the Bond Ordinance.

Neither the County, the Registrar nor the Paying Agent shall be liable for the failure of the securities depository of the Series 2010 Bonds to perform its obligations as described in the Official Statement, nor for the failure of any participant in the Book Entry Only System maintained by the securities depository to perform any obligation such participant may have to a beneficial owner of any Series 2010 Bonds.

The Board approves, ratifies and confirms the Blanket Issuer Letter of Representations previously executed and delivered by the County to DTC. The Finance Director is authorized to execute any additional documentation required by DTC, as securities depository of the Series 2010 Bonds, in connection with the issuance of the Series 2010 Bonds through DTC's Book Entry Only System.

SECTION 9. Appointment of Paying Agent and Registrar. The Finance Director is authorized to appoint the Paying Agent and Registrar after a competitive process and, after consultation with the County Attorney and Bond Counsel, to execute any necessary agreements with the Paying Agent and Registrar.

SECTION 10. Approval of Bond Purchase Agreement and Authorization to Award the Sale of the Series 2010 Bonds. The Board approves the Bond Purchase Agreement in substantially the form on file with the Clerk's office as Exhibit C to this Series 2010 Resolution, with such additions, deletions and completions as may be necessary and approved by the Finance Director in accordance with the terms of this Series 2010 Resolution after consultation with the Financial Advisor, Bond Counsel and the County Attorney. Upon compliance by the Underwriters with the requirements of Section 218.385, Florida Statutes, as amended, the Finance Director, after consultation with the Financial Advisor, is authorized and directed to award the sale of the Series 2010 Bonds to the Underwriters upon the terms described in Section 3(c) of this Series 2010 Resolution and to finalize the terms of, and to execute the Bond Purchase Agreement (the "Bond Purchase Agreement) between the County and the Underwriters and to deliver the Bond Purchase Agreement. The execution and delivery of the Bond Purchase Agreement by the Finance Director shall be conclusive evidence of the Board's approval of any such additions, deletions and completions and acceptance of the Underwriters' proposal to purchase the Series 2010 Bonds. The Board approves the negotiated sale of the Series 2010 Bonds to the Underwriters upon the final terms and conditions in this

Series 2010 Resolution and as set forth in the Omnibus Certificate and the Bond Purchase Agreement.

SECTION 11. Approval of the Preliminary Official Statement and Final Official Statement. The use and distribution of the Preliminary Official Statement (the "Preliminary Official Statement") in connection with the offering and sale of the Series 2010 Bonds in substantially the form attached as Exhibit D to this Series 2010 Resolution is approved, with such variations, omissions and insertions and such filling in of blanks as may be necessary and approved by the Finance Director, after consultation with the Public Works Director, the Transit Director, the Financial Advisor, the County Attorney, Bond Counsel and Nabors, Giblin & Nickerson, P.A. and Liebler, Gonzalez & Portuondo, P.A. (collectively, "Disclosure Counsel"). The Finance Director is authorized to deem the Preliminary Official Statement "final" for the purposes of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"). The Finance Director is authorized and directed to deliver a final Official Statement (the "Official Statement") in connection with the offering and sale of the Series 2010 Bonds. The Official Statement shall be in substantially the form of the Preliminary Official Statement, with such variations, omissions and insertions and such filling in of blanks as may be necessary and approved by the Finance Director, after consultation with the Public Works Director, the Transit Director, the Financial Advisor, the County Attorney, Bond Counsel and Disclosure Counsel, with the delivery of the Official Statement by the Finance Director being conclusive evidence of the Board's approval of any such variations, omissions and insertions and such filling in of blanks.

SECTION 12. Credit Facilities and Reserve Account Credit Facilities. If the Finance Director demonstrates, after consultation with the Financial Advisor, that there is an economic benefit to the County to secure and pay for one or more Credit Facilities and/or Reserve Account Credit Facilities with respect to the Series 2010 Bonds, the Finance Director is authorized to secure one or more Credit Facilities and/or Reserve Account Credit Facilities with respect to the Series 2010 Bonds. The Finance Director is authorized to provide for the payment of any premiums on or fees for such Credit Facilities and/or Reserve Account Credit Facilities from the proceeds of the issuance of the Series 2010 Bonds and, after consultation with the County Attorney and Bond Counsel, to enter into, execute and deliver such Credit Agreements as may be necessary to secure such Credit Facilities and/or Reserve Account Credit Facilities, with the Finance Director's execution of any such Credit Agreements to be conclusive evidence of the Board's approval of such agreements.

Any Credit Agreements with any Providers of Credit Facilities and/or a Reserve Account Credit Facilities shall supplement and be in addition to the provisions of the Bond Ordinance.

SECTION 13. Application of Series 2010 Bond Proceeds. The proceeds received from the sale of the Series 2010 Bonds shall be deposited and applied as follows:

(a) Accrued interest, if any, on the Series 2010 Bonds shall be deposited in the Bond Service Account of the Debt Service Fund.

(b) To the extent not satisfied by the deposit of one or more Reserve Account Credit Facilities, proceeds of the Series 2010 Bonds, in an amount equal to the increase

in the Reserve Account Requirement resulting from the issuance of the Series 2010 Bonds shall be deposited in the Reserve Account.

(c) Proceeds of the Series 2010 Bonds in an amount necessary to pay the costs of issuance of the Series 2010 Bonds shall be deposited in a special account created in the Construction Fund and designated the "Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010 Bonds Cost of Issuance Account" (the "Series 2010 Cost of Issuance Account") to be held by the County and applied to such costs of issuance of the Series 2010 Bonds; provided, however, that any premiums on or fees for Credit Facilities and/or Reserve Account Credit Facilities payable by the County may be paid directly by the Underwriters from the proceeds of the Series 2010 Bonds.

(d) The balance of the proceeds of the Series 2010 Bonds and any amount remaining in the Series 2010 Cost of Issuance Account six (6) months (or such shorter period as the Finance Director shall determine) following the issuance of the Series 2010 Bonds shall be deposited in the "Series 2010 Public Works Subaccount" and the "Series 2010 Transit Subaccount," each established under a special account created in the Construction Fund and designated the "Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010 Construction Account" (the "Series 2010 Construction Account") to be held by the County and applied to the payment of Cost of the Series 2010 Project (other than as described under (b) and (c) above).

In the event the Series 2010 Bonds are issued in more than one Series, separate accounts and subaccounts may be created and designated with respect to each Series of Series 2010 Bonds and the above deposits shall be made with respect to each Series of Series 2010 Bonds, all as set forth in the Omnibus Certificate.

SECTION 14. Tax Covenants.

(a) Series 2010 Tax Exempt Bonds. The County covenants to take the actions required of it for interest on the Series 2010 Tax-Exempt Bonds to be and to remain excludable from gross income of the Holders for federal income tax purposes, and not to take any actions that would affect that exclusion. In furtherance of the foregoing covenant, the County agrees that it will comply with the provisions of the Tax Certificate delivered with respect to the Series 2010 Tax-Exempt Bonds. The Finance Director is authorized to execute and deliver, and the Public Works Director and the Transit Director are authorized to acknowledge, such Tax Certificate.

Notwithstanding anything in this Series 2010 Resolution to the contrary, the requirement of the County to rebate any amounts due to the United States pursuant to Section 148 of the Code shall survive the payment or provision for payment of the principal, interest and redemption premium, if any, with respect to the Series 2010 Tax-Exempt Bonds or any portion of the Series Tax-Exempt Bonds.

(b) Series 2010 Build America Bonds. The Code imposes requirements on Build America Bonds that the County must continue to meet after such Build America Bonds are issued in order to receive Federal Direct Payments from the United States Treasury. The County covenants to comply with the requirements of the Code with respect to any Series 2010 Build America Bonds so that the County may receive Federal Direct Payments from the United States Treasury. In furtherance of the foregoing covenant, the County agrees that it will comply with the provisions of the Tax Certificate delivered with respect to the Series 2010 Build America Bonds. The Finance Director is authorized to execute and deliver, and the Public Works Director and the Transit Director are authorized to acknowledge, such Tax Certificate.

Notwithstanding anything in the Series 2010 Resolution to the contrary, the requirement of the County to rebate any amounts due to the United States pursuant to Section 148 of the Code shall survive the payment or provision for payment of the principal, interest and redemption premium, if any, with respect to the Series 2010 Build America Bonds or any portion of the Series 2010 Build America Bonds.

SECTION 15. Continuing Disclosure.

(a) The County agrees, in accordance with the provisions of, and to the degree necessary to comply with, the secondary disclosure requirements of the Rule to provide or cause to be provided for the benefit of the beneficial owners of the Series 2010 Bonds (the "Beneficial Owners") to the Municipal Securities Rulemaking Board ("MSRB") in an electronic format prescribed by the MSRB and such other municipal securities information repository as may be required by law or applicable regulation, from time to time (each such information repository, a "MSIR"), the following annual financial information (the "Annual Information"), commencing with the Fiscal Year ending after the issuance of the Series 2010 Bonds:

(1) Pledged Transit System Sales Surtax Revenues and amount of indebtedness secured by Pledged Transit System Sales Surtax Revenues, all of the type and in a form which is generally consistent with the presentation of such information in the Official Statement.

(2) The County's Comprehensive Annual Financial Report utilizing generally accepted accounting principles applicable to local governments.

The information in paragraphs (1) and (2) above will be available on or before June 1 of each year for the preceding Fiscal Year, and will be made available, in addition to

each MSIR, to each Beneficial Owner of the Series 2010 Bonds who requests such information in writing. The County's Comprehensive Annual Financial Report referred to in paragraph (2) above is expected to be available separately from the information in paragraph (1) above and will be provided by the County as soon as practical after acceptance of the County's audited financial statements from the auditors by the County. The County's Comprehensive Annual Financial Report is generally available within eight (8) months from the end of the Fiscal Year.

(b) The County agrees to provide or cause to be provided, in a timely manner, to each MSIR in the appropriate format required by law or applicable regulation, notice of occurrence of any of the following events with respect to the Series 2010 Bonds, if such event is material:

(1) principal and interest payment delinquencies;

(2) non-payment related defaults;

(3) unscheduled draws on debt service reserves reflecting financial difficulties;

(4) unscheduled draws on credit enhancements reflecting financial difficulties;

(5) substitution of credit facility providers, or their failure to perform;

(6) adverse tax opinions or events affecting the tax-exempt status of the Series 2010 Bonds;

(7) modifications to rights of holders of the Series 2010 Bonds;

(8) bond calls;

(9) defeasance;

(10) release, substitution or sale of any property securing repayment of the Series 2010 Bonds (the Series 2010 Bonds are secured solely by the Pledged Revenues); and

(11) rating changes.

(c) The County agrees to provide or cause to be provided, in a timely manner, to each MSIR, in the appropriate format required by law or applicable regulation, notice of its failure to provide the Annual Information with respect to itself on or prior to June 1 following the end of the preceding Fiscal Year.

(d) The obligations of the County under this Section shall remain in effect only so long as the Series 2010 Bonds are Outstanding. The County reserves the right to terminate its obligations to provide the Annual Information and notices of material events, as set forth above, if and when the County no longer remains an "obligated person" with respect to the Series 2010 Bonds within the meaning of the Rule.

(e) The County agrees that its undertaking pursuant to the Rule set forth in this Section is intended to be for the benefit of the Beneficial Owners of the Series 2010 Bonds and shall be enforceable by such Beneficial Owners if the County fails to cure a breach within a reasonable time after receipt of written notice from a Beneficial Owner that a breach exists; provided that any such Beneficial Owner's right to enforce the provisions of this undertaking shall be on behalf of all Beneficial Owners and shall be limited to a right to obtain specific performance of the County's obligations under this Section in a federal or state court located within the County and any failure by the County to comply with the provisions of this undertaking shall not be a default with respect to the Series 2010 Bonds.

(f) Notwithstanding the foregoing, each MSIR to which information shall be provided shall include each MSIR approved by the Securities and Exchange Commission prior to the issuance of the Series 2010 Bonds. In the event that the Securities and Exchange Commission approves any additional MSIRs after the date of issuance of the Series 2010 Bonds, the County shall, if the County is notified of such additional MSIRs, provide such information to the additional MSIRs. Failure to provide information to any new MSIR whose status as a MSIR is unknown to the County shall not constitute breach of this covenant.

(g) The requirements of subsection (a) above do not necessitate the preparation of any separate annual report addressing only the Series 2010 Bonds. The requirements of subsection (a) may be met by the filing of an annual information statement or the County's Comprehensive Annual Financial Report, provided such report includes all of the required Annual Information and is available by June 1 of each year for the preceding Fiscal Year. Additionally, the County may incorporate any information in any prior filing with each MSIR or included in any official statement of the County, provided such official statement is filed with the MSRB.

(h) The County reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the County; provided that the County agrees that any such modification will be done in a manner consistent with the Rule.

(i) Except to cure any ambiguity, inconsistency or formal defect or omission in the provisions of this Section, the County covenants as to secondary disclosure (the "Covenants") may only be amended if:

(1) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, a change in law or a change in the identity, nature or status of the County or type of business conducted; the Covenants, as amended, would have complied with the requirements of the Rule at the time of award of the Series 2010 Bonds, after taking into account any amendments or change in circumstances; and the amendment does not materially impair the interests of the Beneficial Owners, as determined by Disclosure Counsel or other independent counsel knowledgeable in the area of federal securities laws and regulations; or

(2) all or any part of the Rule, as interpreted by the staff of the Securities and Exchange Commission at the date of the adoption of this Series 2010 Resolution, ceases to be in effect for any reason, and the County elects that the Covenants shall be deemed amended accordingly.

Any assertion of beneficial ownership must be filed, with full documentary support, as part of the written request described above.

The Board further authorizes and directs the Finance Director to cause all other agreements to be made or action to be taken as required in connection with meeting the County's obligations as to the Covenants. The Finance Director shall further be authorized to make such additions, deletions and modifications to the Covenants as he shall deem necessary or desirable in consultation with the County Attorney, Bond Counsel and Disclosure Counsel. The delivery of the Official Statement containing any such additions, deletions and modifications for and on behalf of the County shall be conclusive evidence of the Board's approval of any such additions, deletions and modifications.

SECTION 16. Modification or Amendment. This Series 2010 Resolution shall constitute a contract between the County and the Holders of the Series 2010 Bonds. Except as provided in this Series 2010 Resolution, no material amendment or modification of this Series 2010 Resolution or of any amendatory or supplemental resolution may be made without the consent of the Holders of fifty one percent (51%) or more in principal amount of the Series 2010 Bonds then outstanding; provided, however, that no amendment or modification shall permit an extension of the maturity of such Series 2010 Bonds, a reduction in the redemption premium or rate of interest or in the amount of the principal obligation, the creation of a lien upon or pledge of Pledged Revenues other than a lien or pledge created or permitted by the Master Ordinance, a preference or priority of any Series 2010 Bond over any other Series 2010 Bond, or a reduction in the aggregate principal amount of Series 2010 Bonds required for consent to amendment or modification.

Notwithstanding anything in this Series 2010 Resolution to the contrary, this Series 2010 Resolution may be amended without the consent of the Holders of the Series 2010 Bonds to provide clarification, correct omissions, make technical changes, comply with State laws, make such additions, deletions or modifications as may be necessary to assure compliance with Section 148 of the Code or otherwise as may be necessary to assure excludability of interest on the Series 2010 Bonds from gross income for federal income tax purposes, and make such other amendments that do not materially adversely affect the interest of Holders of Series 2010 Bonds then Outstanding.

SECTION 17. Authorization of Further Actions. The County Mayor, the County Manager, the Finance Director, the Public Works Director, the Transit Director,

the County Attorney, the Clerk and other officers, employees and agents of the County are hereby authorized and directed to do all acts and things and to execute and deliver any and all documents and certificates which they deem necessary or advisable in order to consummate the issuance of the Series 2010 Bonds and otherwise to carry out, give effect to and comply with the terms and intent of this Series 2010 Resolution, the Series 2010 Bonds and the related documents. In the event that the County Mayor, the County Manager, the Finance Director, the Public Works Director, the Transit Director, the Clerk or the County Attorney is unable to execute and deliver the contemplated documents, such documents shall be executed and delivered by the respective designee of such officer or official or any other duly authorized officer or official of the County.

SECTION 18. Severability; Resolution Controlling. In case any one or more of the provisions of this Series 2010 Resolution or any approved document shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Series 2010 Resolution or such document, as the case may be, and such other provisions shall be construed and enforced as if such illegal or invalid provisions had not been contained. All or any part of resolutions or proceedings in conflict with the provisions of this Series 2010 Resolution are to the extent of such conflict repealed or amended to the extent of such inconsistency.

SECTION 19. Governing Law; Venue. The Series 2010 Bonds are to be issued and this Series 2010 Resolution is adopted and such other documents necessary for the issuance of the Series 2010 Bonds shall be executed and delivered with the intent that, except to the extent otherwise specifically provided in such documents, the laws of the State shall govern their construction. Venue shall lie in Miami-Dade County, Florida.

SECTION 20. Waivers. The provisions of Resolution No. R-130-06, as amended, requiring that any contracts of the County with third parties be executed and finalized prior to their placement on the committee agenda are waived at the request of the County Manager for the reasons set forth in the County Manager's Memorandum.

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The foregoing resolution was offered by Commissioner Barbara J. Jordan, who moved its adoption. The motion was seconded by Commissioner Audrey M. Edmonson and upon being put to a vote, the vote was as follows:

Dennis C. Moss, Chairman aye
Jose "Pepe" Diaz, Vice-Chairman absent

Bruno A. Barreiro	aye	Audrey M. Edmonson	aye
Carlos A. Gimenez	nay	Sally A. Heyman	aye
Barbara J. Jordan	aye	Joe A. Martinez	absent
Dorrin D. Rolle	aye	Natacha Seijas	aye
Katy Sorenson	aye	Rebeca Sosa	absent
Sen. Javier D. Souto	nay		

The Chairperson thereupon declared the resolution duly passed and adopted this 20th day of July, 2010. This resolution shall become effective as follows: (1) 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, and (2) either i) the Citizens' Independent Transportation Trust (CITT) has approved same, or ii) in response to the CITT's disapproval, the County Commission re-affirms its award by two-thirds (2/3) vote of the Commission's membership and such reaffirmation becomes final.

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

HARVEY RUVIN, CLERK

COUNTY COMMISSIONERS MIAMI-DADE COUNTY FLORIDA

By: DIANE COLLINS
Deputy Clerk

Approved by County Attorney as to form and legal sufficiency.

Prepared by Bond Counsel: Greenberg Traurig, P.A.
Edwards & Associates, P.A.

Gerald T. Heffernan

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APPENDIX C

AUDITED ANNUAL FINANCIAL REPORT OF MIAMI-DADE COUNTY FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009

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KPMG LLP
Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

Independent Auditors' Report

The Honorable Mayor and Chairperson and
Members of the Board of County Commissioners
Miami-Dade County, Florida:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of Miami-Dade County, Florida (the County), as of and for the year ended September 30, 2009, which collectively comprise the County's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the County's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of (1) Miami-Dade Housing Finance Authority (a discretely presented component unit); (2) Jackson Memorial Foundation, Inc. (a discretely presented component unit); (3) Public Heath Trust of Miami-Dade County (a major enterprise fund); (4) Miami-Dade Water and Sewer Department (a major enterprise fund); (5) Miami-Dade Transit Department (a major enterprise fund); (6) Miami-Dade County Clerk of the Circuit and County Courts Special Revenue and Agency Funds (a nonmajor governmental fund and a nonmajor fund); (7) Miami-Dade Housing Agency – Other Housing Programs (a nonmajor governmental fund); (8) Miami-Dade Housing Agency – Section 8 Allocation Properties Fund (a nonmajor enterprise fund); (9) Miami-Dade County Mixed Income Properties Fund (a nonmajor enterprise fund); and (10) Pension Trust Fund (a nonmajor fund), which represent the percentage of assets and revenues as listed below:

	Percentage of	
	Total assets	**Total revenues**
Governmental activities:		
Miami-Dade Housing Agency – Other Housing Programs	3.97%	5.86%
Miami-Dade County Clerk of the Circuit and County Courts – Special Revenue Fund	0.05%	1.98%
	4.02%	7.84%
Business-type activities:		
Miami-Dade Water and Sewer Department	26.16%	16.52%
Public Health Trust of Miami-Dade County	7.91%	40.49%
Miami-Dade Transit Department	13.38%	4.87%
Miami-Dade Housing Agency – Section 8 Allocation Properties Fund	0.08%	0.13%
Miami-Dade County Mixed Income Properties Fund	0.14%	0.15%
	47.67%	62.16%
Discretely presented component units:		
Miami-Dade Housing Finance Authority	64.16%	23.39%
Jackson Memorial Foundation, Inc.	35.84%	76.61%
	100.00%	100.00%
Major funds:		
Miami-Dade Water and Sewer Department	100.00%	100.00%
Miami-Dade Transit Department	100.00%	100.00%
Public Health Trust of Miami-Dade County	100.00%	100.00%
Aggregate remaining fund information:		
Miami-Dade Housing Agency – Other Housing Programs	1.00%	9.23%
Miami-Dade Housing Agency – Section 8 Allocation Properties Fund	0.36%	0.17%
Miami-Dade County Mixed Income Properties Fund	0.64%	0.19%
Miami-Dade County Clerk of the Circuit and County Courts – Special Revenue Fund	0.11%	3.12%
Miami-Dade County Clerk of the Circuit and County Courts – Agency Fund	3.50%	—
Pension Trust Fund	8.08%	2.03%
	13.69%	14.74%

Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts included for the activities, component units, and funds indicated above, are based on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The financial statements of the Miami-Dade County Mixed Income Properties Fund and Jackson Memorial Foundation, Inc. were not audited in accordance with *Government Auditing Standards*. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the County's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of Miami-Dade County, Florida as of September 30, 2009 and the respective changes in financial position, and, where applicable, cash flows thereof for the year then ended in conformity with U.S. generally accepted accounting principles.

As described in note 11 to the accompanying financial statements, the respective net assets and fund balances as of October 1, 2008 of the governmental activities and the aggregate remaining fund information have been restated.

As described in note 2 to the accompanying financial statements, the County has certain risks associated with the significant losses incurred and uncertainties related to the operations of the Public Health Trust of Miami-Dade County, Florida.

In accordance with *Government Auditing Standards*, we have also issued our report dated May 18, 2010 on our consideration of the County's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The management's discussion and analysis, general fund budgetary comparison information, schedule of employer contributions, and schedule of funding progress on pages 5 through 24, pages 125 through 127, page 128, and pages 129 through 130, respectively, are not a required part of the basic financial statements but are supplementary information required by U.S. generally accepted accounting principles. We and other auditors have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the County's basic financial statements. The introductory section, combining and individual fund statements and schedules, and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The combining and individual fund statements and schedules have been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, in our opinion, based on our audit and the reports of other auditors, are fairly stated in all material respects in relation to the basic financial statements taken as whole. The introductory and statistical sections have not been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and, accordingly, we express no opinion on them.

KPMG LLP

May 18, 2010
Certified Public Accountants

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MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)
(UNAUDITED)

The following narrative provides an overview of Miami-Dade County's (the "County") financial activities for the fiscal year ended September 30, 2009. Comparative information is provided in this year's report. This narrative should be read in conjunction with the letter of transmittal at the front of this report and the financial statements and accompanying notes, which follow this section. Additional information is provided in this narrative and the accompanying notes to the financial statements.

The County's financial statements reflect the restatement of beginning balances as a result of the Miami-Dade Public Housing Agency (MDPHA) audit. Refer to Note 11 for the detail of the adjustments.

Financial Highlights for Fiscal Year 2009

- At September 30, 2009, the County's assets exceeded its liabilities by $7.1 billion (net assets). Of this amount, $5.2 billion was invested in capital assets, net of related debt. Additionally, $1.9 billion was restricted by law, agreements, debt covenants or for capital projects. The County had unrestricted net assets of $30 million at September 30, 2009.

- During the fiscal year 2009, net assets decreased by $553 million. Of this decrease, $286 million was in business-type activities and the remaining decrease of $267 million was in governmental activities.

- Total long-term liabilities had a net increase of $1.7 billion during the fiscal year. This was due to the issuance of $1.2 billion of Revenue Bonds; $350 million of General Obligation Bonds; $720 million of Special Obligation Bonds; $21 million of loans; offset by a net reduction of principal and other liabilities of $571 million.

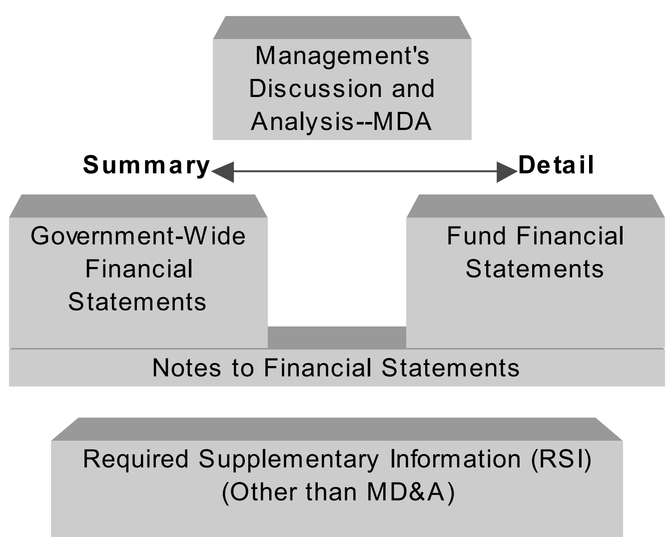
- At September 30, 2009, the County's governmental funds had fund balances totaling $2.3 billion. Of the total fund balance, approximately $1.5 billion or 63% was unreserved. The net change in governmental fund balances during the year was an increase of $443 million.

- At September 30, 2009, the General Fund had a fund balance of $296.3 million, representing a decrease of approximately 18.9% from the previous year. Of the total fund balance, $90.8 million was unreserved.

Overview of the Financial Statements

This report has been prepared in accordance with Governmental Accounting Standard Board (GASB) Statement No. 34, *Basic Financial Statements—and Management's Discussion and Analysis-for State and Local Governments.* The Statement requires that the basic financial statements include: 1) *government-wide* statements, 2) *fund* financial statements, and 3) notes to the financial statements. Other supplementary information and statistical data is also included in the report. A graphical illustration is presented below—Chart 1.

Chart 1



The GASB Statement No. 34 reporting model focuses attention on the County as a whole (government-wide) and on the major individual funds. Both perspectives allow the user to address relevant questions, broaden the basis for comparison and enhance the County's accountability.

Government-wide statements. Two government-wide statements are presented: the *statement of net assets* and *the statement of activities*. These statements provide information on the County as a whole using the accrual basis of accounting similar to those of private-sector companies. The accrual basis of accounting recognizes increases or decreases in economic resources as soon as the underlying transaction takes place. Therefore, all of the current year's revenues and expenses are reported regardless of when cash is received or paid. The economic resources measurement focus is applied to all long-term and short-term *financial* assets and liabilities, as well as all *capital* assets. These statements include the County and its component units, except for funds that are fiduciary in nature.

The S*tatement of Net Assets* presents information for all of the County's governmental and business-type activities. Increases or decreases in net assets may be useful in assessing the County's financial position.

The S*tatement of Activities* presents the change in net assets over the fiscal year being reported. The format for this statement reports the *net (expense) revenue* of each of the County's functions (groups of related activities which provide a major service). It identifies the extent to which each function is either self-supporting or relies on general revenues of the County. The County's *general revenues*, such as taxes, shared revenues from the State of Florida, investment earnings, and transfers, are reported after the total net expense of the County functions.

In the government-wide statements, financial information is provided separately for:

- *Governmental activities.* Policy Formulation and General Government, Protection of People and Property, Culture and Recreation, and Physical Environment are examples of governmental activities. These activities are principally supported by general revenues, grants or contributions.

- *Business-type activities*. The operations of the Airport, the Seaport, the Water and Sewer Department, the Solid Waste Department, the Transit Department and the Public Health Trust are the County's major business-type activities. These activities are financed in whole or in part by fees charged to external users for goods and services.

- *Component units*. Component units are legally separate entities for which the County is financially accountable. The Miami-Dade Housing Finance Authority and the Jackson Memorial Foundation are the County's component units.

Fund financial statements. Fund financial statements have traditionally been presented in the Comprehensive Annual Financial Report (the "CAFR"). A *fund* is a set of self-balancing accounts that are segregated for the purpose of carrying on specific activities or attaining certain objectives, as required by special regulations, restrictions or limitations. The Miami-Dade County's funds can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

- ***Governmental funds*.** Governmental funds account for most of the County's basic services, which are reported as governmental activities in the government-wide statements. Fund statements, however, use the modified accrual basis of accounting and current financial resources measurement focus. The aim of the statements is to report the near-term (current) inflows and outflows, and the balances of spendable financial resources at the end of the fiscal year. The statements provide a short-term view of the County's ability to finance its programs in the near future, in contrast to the long-term view provided by the government-wide statements. To facilitate comparison, reconciliations are presented for the governmental funds' balance sheet and statement of revenues, expenditures and changes in fund balance to the government-wide statements.

  The governmental fund balance sheet and the governmental fund statement of revenues, expenditures and changes in fund balance include separate columns for the County's major fund, the General Fund, and Other Governmental Funds in the aggregate. Individual fund statements for the Other Governmental Funds are included in the combining statements in the supplementary information section of the CAFR.

- ***Proprietary funds.*** Proprietary funds are those funds where the County charges a user fee in order to recover costs. The County's proprietary funds are enterprise funds and internal service funds.

    1. *Enterprise funds* are used to finance and account for the acquisition, operation and maintenance of facilities and services that are intended to be entirely or predominantly self-supporting through the collection of charges from external customers. Enterprise funds are used to report the same activities as the business-type activities in the government-wide financial statements. The County has six major enterprise funds.

    2. *Internal service funds* are used to report any activity that provides goods and services to other funds, departments, or agencies of the County, on a reimbursement basis. The County's Self-Insurance Fund is an internal service fund. In the statement of activities, any profit or loss in the Self-Insurance Fund is allocated back to the different functions that participated in the fund. Because the Self-Insurance Fund predominantly serves the government, assets and liabilities of the Self-Insurance Fund are included within the governmental activities in the statement of net assets.

- ***Fiduciary funds*.** Fiduciary funds are used to report assets held in a trustee or agency capacity for others. The County currently has funds held in an agency capacity for the Clerk of the Circuit and County Court and the Tax Collector, as well as other funds placed in escrow pending distributions. The County also has a Pension Trust Fund that accounts for the Public Health Trust Defined Benefit Retirement Plan. These funds cannot be used to support the County's own programs, and therefore, are *not* reflected in the government-wide financial statements.

Notes to the financial statements. The notes include various disclosures to ensure a complete picture is presented in the financial statements. They provide information useful in understanding the data presented in the government-wide and fund financial statements.

Other information. This report also includes as required supplementary information a schedule of revenues, expenditures and changes in fund balances – budget and actual, for the General Fund and additional disclosures for the Public Health Trust Pension Fund and the Miami-Dade County Retiree Health Plan. Combining and individual fund statements and budget comparisons for nonmajor funds are located in the pages following the notes to the financial statements.

Financial Analysis of the County as a Whole

The difference between a government's assets and its liabilities is its *net assets.* The County's net assets are summarized below:

Table 1
Miami-Dade County
Summary of Net Assets
(in millions)

	Governmental activities		Business-type activities		Total primary government		Total percentage change
	2008 (Restated)	2009	2008	2009	2008 (Restated)	2009	2008-2009
Current and other assets	$ 2,930	$ 3,058	$ 3,357	$ 3,206	$ 6,287	$ 6,264	-0.4%
Capital assets	3,682	3,821	11,064	11,941	14,746	15,762	6.9%
Total assets	6,612	6,879	14,421	15,147	21,033	22,026	4.7%
Long-term debt obligations	3,285	4,132	8,466	9,323	11,751	13,455	14.5%
Other liabilities	759	446	860	1,015	1,619	1,461	-9.8%
Total liabilities	4,044	4,578	9,326	10,338	13,370	14,916	11.6%
Net assets:							
Invested in capital assets, net of related debt	1,687	1,560	3,564	3,631	5,251	5,191	-1.1%
Restricted	1,156	1,110	984	779	2,140	1,889	-11.7%
Unrestricted	(275)	(369)	547	399	272	30	-89.0%
Total net assets	$ 2,568	$ 2,301	$ 5,095	$ 4,809	$ 7,663	$ 7,110	-7.2%

Net assets may be used to assess the financial position of the County. The County's combined net assets as of September 30, 2009 were $7.1 billion. Approximately 73%, or $5.2 billion, of the County's net assets represent investment in capital assets, net of outstanding related debt. These assets include land, buildings, machinery and equipment, and infrastructure, and are not available for future spending. Additionally, $1.9 billion are restricted net assets and are subject to external restrictions on how they may be spent.

At September 30, 2009, the County had unrestricted net assets of $30 million. The governmental activities unrestricted deficit of $369 million is primarily due to the liability for County employees' compensated absences of $397 million.

The decrease in net assets of business-type activities of $286 million is attributed to decreases in net assets of the Transit fund, Aviation, and Public Health Trust, and offset by increases in net assets of the Solid Waste, Seaport, and Water and Sewer. More detailed information on these changes may be found in the Financial Analysis of the County's Funds section of the MD&A.

Net assets reflect prior period adjustments that restate previous year balances of governmental activities by $3.623 million, related to the Housing programs. See Note 11 for details of adjustments.

Table 2
Miami-Dade County, Florida
Changes in Net Assets
(in millions)

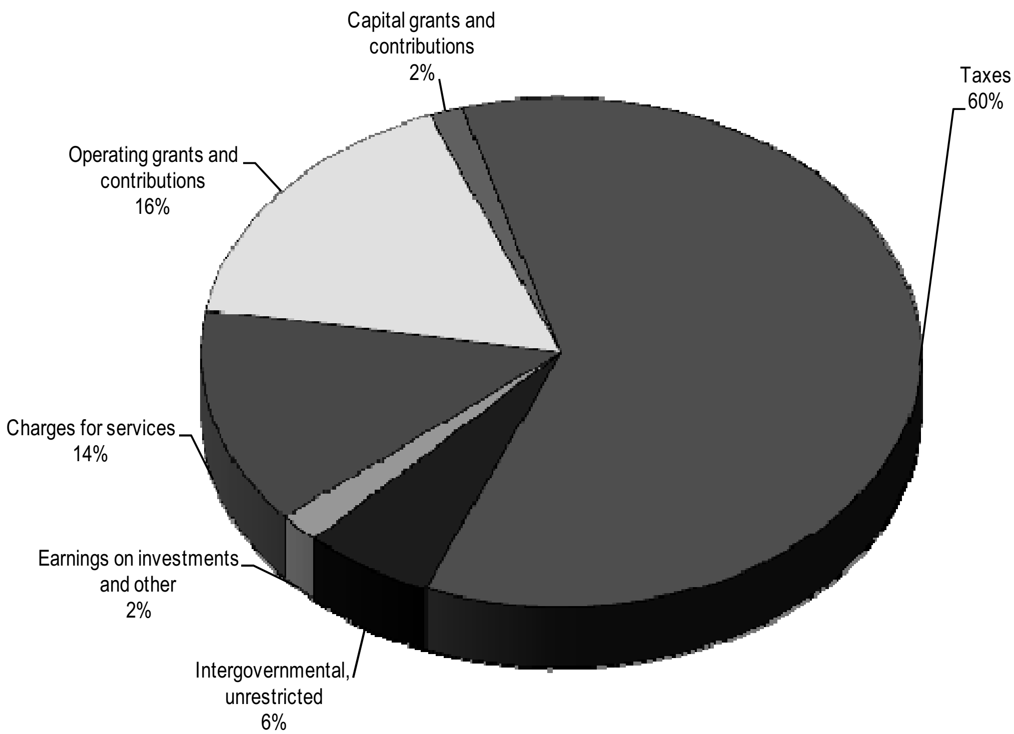
	Governmental activities		Business-type activities		Total primary government		Total %change
	2008	2009	2008 **	2009	2008	2009	2008-2009
Revenues:							
Program revenues:							
Charges for services	$ 571	$ 535	$ 2,865	$ 2,743	$ 3,436	$ 3,278	-4.6%
Operating grants and contributions	680	635	98	91	778	726	-6.7%
Capital grants and contributions	109	60	278	306	387	366	-5.4%
General revenues:							
Property taxes	1,700	1,732			1,700	1,732	1.9%
County hospital 1/2% sales surtax	187	173			187	173	-7.5%
Transportation 1/2% sales surtax	187	173			187	173	-7.5%
Utility taxes	73	68			73	68	-6.8%
Local option gas taxes	62	55			62	55	-11.3%
Communication tax	51	44			51	44	-13.7%
Other taxes	131	105			131	105	-19.8%
Intergovernmental revenues, unrestricted	236	228			236	228	-3.4%
Franchise fees	49	44			49	44	-10.2%
Earnings on investments	33	22	71	29	104	51	-51.0%
Miscellaneous	3	8	16	14	19	22	15.8%
Total revenues	4,072	3,882	3,328	3,183	7,400	7,065	-4.5%
Expenses:							
Policy formulation and general government	540	490			540	490	-9.3%
Protection of people and property	1,402	1,386			1,402	1,386	-1.1%
Physical environment	160	102			160	102	-36.3%
Transportation	210	163			210	163	-22.4%
Health	72	69			72	69	-4.2%
Human services	326	334			326	334	2.5%
Socio-economic environment	378	494			378	494	30.7%
Culture and recreation	343	351			343	351	2.3%
Interest on long-term debt	116	136			116	136	17.2%
Mass transit			595	574	595	574	-3.5%
Solid waste collection			108	98	108	98	-9.3%
Solid waste disposal			183	174	183	174	-4.9%
Seaport			101	109	101	109	7.9%
Aviation			675	680	675	680	0.7%
Water			228	233	228	233	2.2%
Sewer			317	316	317	316	-0.3%
Public health			1,814	1,886	1,814	1,886	4.0%
Other			22	23	22	23	4.5%
Total expenses	3,547	3,525	4,043	4,093	7,590	7,618	0.4%
Increase (decrease) in net assets before transfers	525	357	(715)	(910)	(190)	(553)	-191.1%
Transfers	(676)	(624)	676	624			
Increase (decrease) in net assets	(151)	(267)	(39)	(286)	(190)	(553)	-191.1%
Beginning net assets (Restated-Note 11) *	2,719	2,568	5,134	5,095	7,853	7,663	-2.4%
Ending net assets	$ 2,568	$ 2,301	$ 5,095	$ 4,809	$ 7,663	$ 7,110	-7.2%

*Beginning 2008 net assets were adjusted since the prior period adjustments were not identifiable to any specific activity in FY 2008.

**Fiscal Year 2008 Business-type activities were adjusted to reflect reclassifications for the Public Health Trust.

Governmental activities. Net assets of governmental activities decreased by $267 million in fiscal year 2009. Total revenues for the governmental activities were $3.9 billion. The largest source of revenue is taxes (60.5%), followed by operating grants and contributions (16.4%) and charges for services (13.8%). The County experienced an increase in property tax revenues of $32 million or 1.9% in fiscal year 2009, as compared to fiscal year 2008. This increase is primarily due to a slight increase in millage rate. The County's millage rate of 7.4052 is higher than the 7.1705 rate adopted the previous year, and is below the 10 mill rate limit established by the State.

Revenues by Source--Governmental Activities

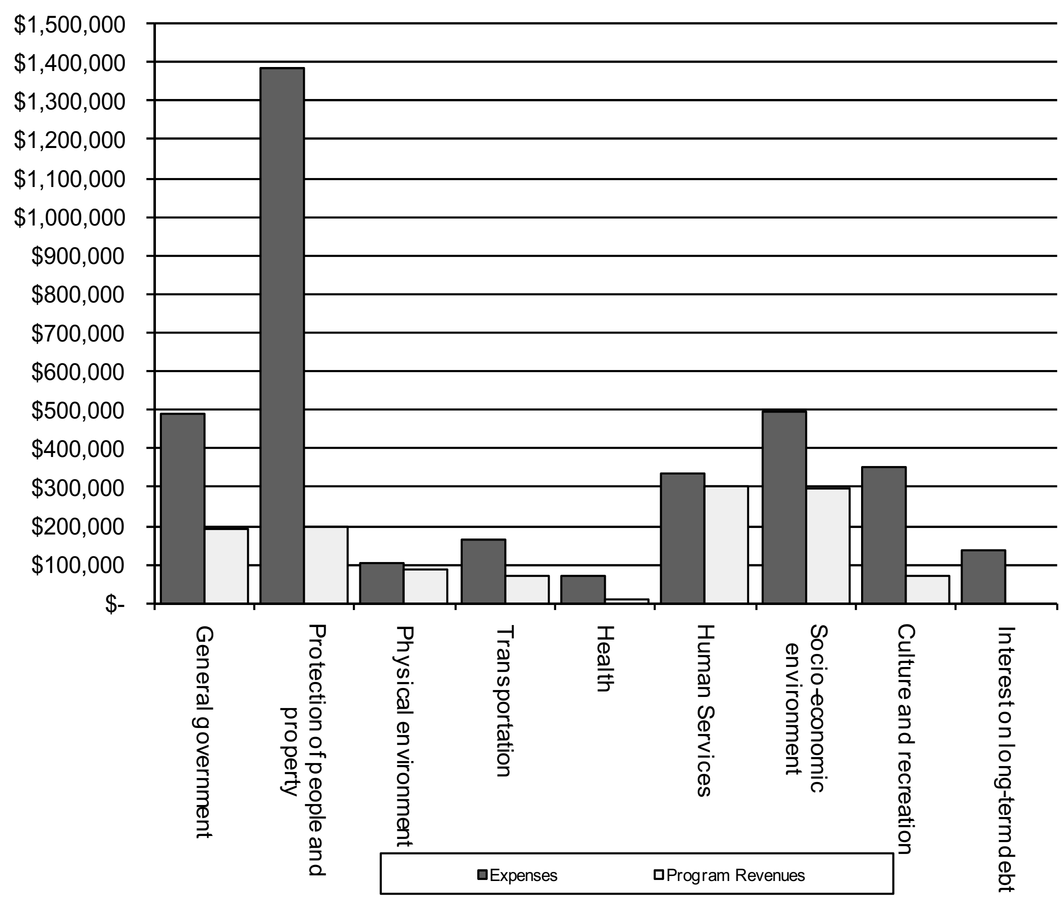


Revenue from charges for services decreased by $36 million, or 6.3%, over fiscal year 2008. This decrease was mainly due to $11.7 million of anticipated incorporation mitigation payments from municipalities recognized in fiscal year 2008, which were phased out in fiscal year 2009. Another $7.2 million was due to a decrease of recording fees due to the decline in home sales in fiscal year 2009. Clerk of Court revenues decreased by $12.1 million, due to the implementation of Senate Bills 1718 and 2108 which changed the manner in which the Clerk of Court operations were funded. Only nine months of revenues for filing fees, service charges, court costs and fines are reflected in fiscal year 2009. Effective July 1, 2009, the Clerk of Courts is funded from State appropriations. Other charges for services decreased in the Building Department, Building Code Compliance, and Planning and Zoning due to the decrease in permits requested as a result in the decline in the construction industry.

Operating grants and contributions decreased by $45 million, mainly due to completion of some major grant-funded programs.

Total expenses for governmental activities were $3.5 billion. As can be seen in the chart below, the majority of these expenses were for Protection of People and Property. Net transfers to business-type activities were $624 million, including: $270 million to the Transit Agency, of which approximately $125.1 million was from the half-penny sales tax for transit related costs and $145.6 million was from the General Fund; $172.8 million of the half-penny Indigent Care sales tax to the Public Health Trust; and $177.9 million from the General Fund to the Public Health Trust.

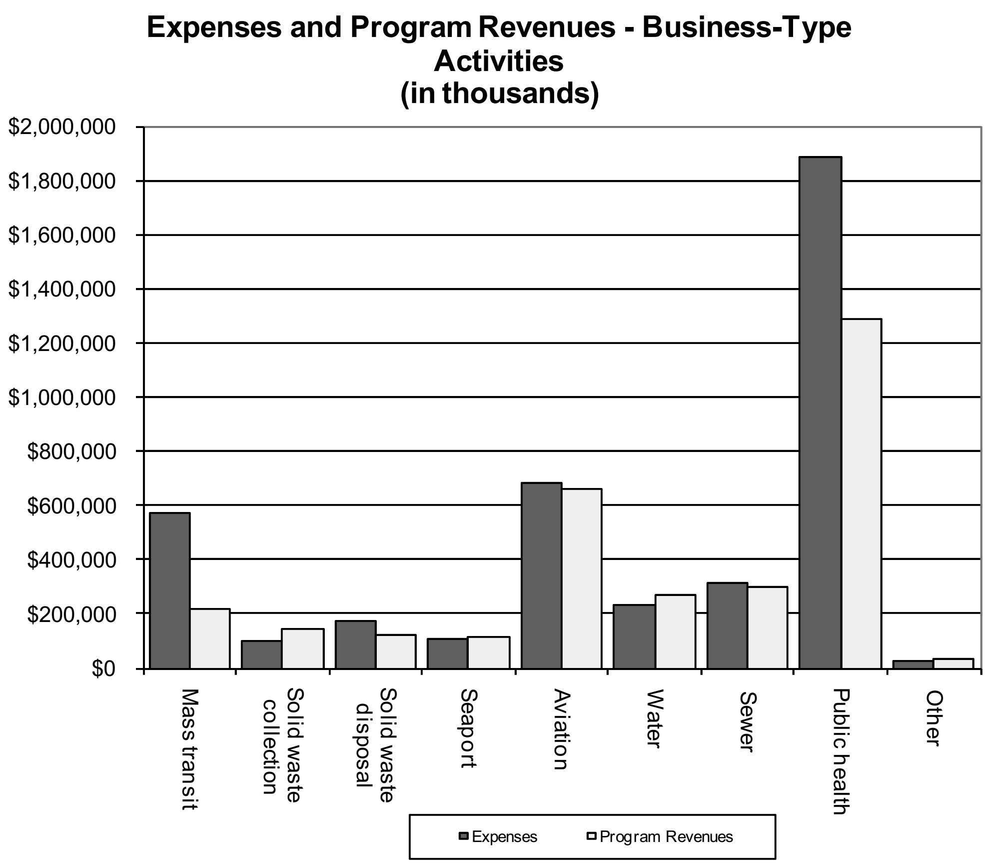
Expenses and Program Revenues - Governmental Activities (in thousands)



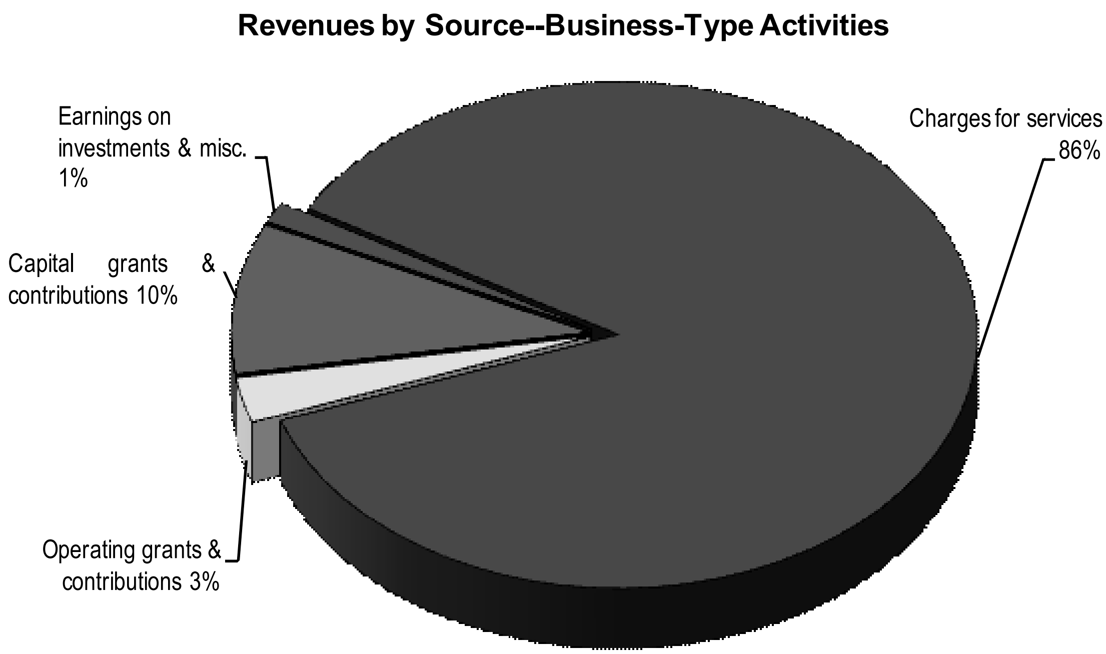
Business-type activities. The County's major business-type activities include the following enterprise funds:

- Miami-Dade Transit Agency
- Solid Waste Collection and Disposal Department
- Seaport Department
- Miami-Dade Aviation Department
- Miami-Dade Water and Sewer Department, and
- Public Health Trust

Net assets of business-type activities decreased by $286 million. The bar graph below summarizes the expenses and program revenues of the business-type activities.



The pie chart below summarizes the revenues by source of the business-type activities.



Financial Analysis of the County's Funds

Governmental Funds. The General Fund is the County's chief operating fund and is used to account for most of its governmental activities. The General Fund's fund balance at September 30, 2009, was $296.3 million. Of this amount $90.7 million, or approximately 30.6%, is unreserved. The remainder of fund balance has been reserved to pay for additional endangered land ($61.4 million), to pay for the enhancement of the stormwater drainage system ($57.1 million), to liquidate contracts and purchase orders outstanding at the end of fiscal year ($22.9 million) for inventories ($21.8 million) and for long-term advances receivables ($42.4 million). The unreserved fund balance represents approximately 5.5% of the total General Fund's expenditures. The General Fund's fund balance decreased by $68.9 million from the previous year.

Enterprise Funds. The proprietary funds provide the same type of information found in the government-wide statements, but in more detail.

Miami-Dade Transit ("MDT") The MDT generated $103.6 million in operating revenues in fiscal year 2009, and reported a decrease in net assets of $77 million. Net assets for MDT totaled $749 million at September 30, 2009, including $901.3 million invested in capital assets, and a $152.2 million deficit in unrestricted net assets.

As of September 30, 2009, the Transit Agency had a cash deficit balance of approximately $146.6 million. These cash deficits are funded with cash advances from the General Fund. It is the County's practice to cover cash deficits with corresponding interfund receivables/payables in the appropriate fund. MDT reported the portion expected to be repaid within one year as current liabilities in Due to Other Funds in the amount of $104.2 million. The remaining portion is reflected as Long-Term Advances Due to Other Funds in the amount of $42.4 million. The General Fund recorded a reservation of fund balance of $42.4 million for the Long-term Advances Receivable.

In 2005 MDT borrowed $23.9 million ($6.8 million for operating expenses, $17.1 million for project funds) from the General Fund to cover the fiscal year 2001-02 existing shortfall. In fiscal year 2009, MDT reimbursed the General Fund the remaining balance of $18.2 million.

MDT has borrowed $150 million from the Citizen's Independent Transportation Trust (CITT), of which $12 million has been repaid, leaving a balance due to CITT of $138 million. The long-term portion of $130.6 million is reported under Long-term Advances Due to Other Funds and the current portion of $7.4 million is recorded as Due to Other Funds.

Solid Waste Department ("SWD") The SWD net assets increased by $148 thousand reflecting revenues in excess of expenses for the fiscal year ended September 30, 2009. Operating revenues decreased 2% from $270.3 million in fiscal year 2008 to $265.1 million in fiscal year 2009. This decrease primarily resulted from a decrease in Disposal Services Revenue as a result of lower equivalent revenue tons partially offset by higher disposal fees.

Seaport Department The Seaport Department's operating revenues for the 2009 fiscal year were $100.1 million, an increase of approximately 5.7% from the prior year. The Seaport's net assets increased by $4.2 million from the prior year.

Aviation Department The Aviation Department had operating revenues of $521.6 million in fiscal year 2009, a decrease of $40.3 million or 7.2% from the prior year. This decrease is due to significant reduction on landing fee revenue, parking revenue and rental car revenue. The parking revenue reduction is due to the temporary closing of Airport Concourse A. In addition, investment income was significantly reduced due to lower yields. Net assets decreased $12.0 million or 1.0%. This was primarily due to lower passenger facility charges, a decrease of 4.5% in commercial landings, and a decrease of 20.1% in enplaned cargo in fiscal year 2009.

Water and Sewer Department ("WASD") Total net assets as of September 30, 2009 were $2.2 billion. The Department's net assets increased by $37.3 million from the prior year. The increase was primarily due to an increase in operating revenues as a result of rate increases. Operating and maintenance expenses increased by $7.0 million, or by 2.2%, in 2009. The increase is due primarily to increased level of employee compensation and increased consultant and electrical expense.

Public Health Trust ("PHT" or "Trust") During fiscal year 2009, PHT's net assets decreased by $244.6 million. (Please note that certain PHT revenues and expenditures were reclassified from last year's CAFR). Operating revenues were $1.252 billion, a decrease of $128.4 million from the prior year. Net patient services revenue decreased by 10.6% or $124.7 million due mainly to an accounting adjustment (change in estimate) of approximately $50 million to reflect the shortfall in cash collections pertaining to legacy billing systems. The remainder of the decrease resulted from a 6% increase in nonpaying patients. Grants and other of $28.3 million for the fiscal year ended September 30, 2009, decreased $3.3 million or 10.4% from that reported in 2008 and was attributed to a $2 million reduction in revenues related to FEMA for the cost of hurricane shutters for building facilities. Operating expenses, including depreciation, were $1.870 billion, an increase of $62.8 million from the prior year. The increase in expenses is mainly attributed to an increase in personnel and related costs, contractual and purchased services, and depreciation expense.

The PHT management is actively implementing an operational improvement plan to address the Trust's financial condition. On March 18, 2010, the Board of County Commissioners held a special meeting and placed the PHT on management watch. The PHT management, together with its business partners, developed a cash stabilization plan to insure the PHT is solvent through the remainder of the fiscal year 2010. The plan included an advance from the County of $61 million from the budgeted Surtax for fiscal year 2010 of $169.7 million. In addition, the County advanced $6 million of the budgeted Maintenance of Effort (MOE) of $158.4 million. The County is required to provide PHT with a MOE payment that is no less than 80% of the general fund support provided for the operation of PHT at the time the surtax was levied. The MOE is calculated as 11.873% times the millage rate levied for countywide purposes in fiscal year 2007 times 95% of the preliminary tax roll for the upcoming fiscal year and multiplying 11.873% of general fund non-ad valorem revenues, with the exception of local and state gas taxes. In addition, the County remitted $13.1 million to the State Agency for Health Care Administration (AHCA) which the County had previously agreed in the PHT MOE for fiscal year 2010.

At this time the County does not anticipate any additional funding will be required to assist PHT. The County does have the ability to advance budgeted surtax and MOE funds to the Trust, if such circumstances are warranted. In the event PHT's financial condition falls short of the sustainability goals forecasted, the County would evaluate available options including reducing costs and pursuing opportunities to redesign and optimize the operations and revenues and billing areas, including seeking additional Medicaid funding from the State.

On September 27, 2005, the County issued Public Facilities Revenue Bonds and Public Facilities Revenue Refunding Bonds in the original combined amount of $300,000,000 (Series 2005 Bonds). On September 2, 2009, the County issued Public Facilities Revenue Bonds in the original amount of $83,315,000 (Series 2009 Bonds).

The Series 2005 Bonds and Series 2009 Bonds (the Bonds) are secured by the gross revenues of the Public Health Trust. The Bonds are subject to certain covenants included in Ordinance No. 05-49 (the Bond Ordinance), together with certain ordinances and Board resolutions, which authorize and issue the Bonds by and between the Trust and the County. In addition, the Trust must comply with certain covenants included in the Bond insurance agreements.

The Bond Ordinance contains significant restrictive covenants that must be met by the Trust including, among other items, the requirement to maintain a rate covenant, to make scheduled monthly deposits to the debt service fund, maintenance of insurance on the Trust's facilities and limitations on the incurrence of additional debt. In general, the bond insurance agreement contains the same covenants as the Bond Ordinance.

At September 30, 2009, the Trust failed to meet rate covenant under the Bond Ordinance. PHT's failure to meet the rate covenant does not constitute a default under the Bond Ordinance, if PHT promptly hires an independent consultant to make recommendations as to a revision of the rates, fees, and charges of the Trust or the method of operation of the Trust, which shall result in producing the net revenues used in the covenant computation, and the PHT commences action to conform in all material respects with the recommendations of the independent consultant. The Trust has employed a consultant to make recommendations as to revision of rates, fees, and charges, and is in the process of implementing their recommendations. Therefore, PHT management believes that the covenant requirement has been satisfied. Failure to meet the rate covenant does not result in acceleration of Bonds.

In April, 2010 PHT received a subpoena from the US Securities and Exchange Commission, Miami Regional Office (SEC). The subpoena requests PHT to provide documentation related with the Jackson Health System Bond Offering for Public Facilities Revenue Bonds, Jackson Health System Series 2009, as part of a formal investigation of the PHT's financial condition and projections.

General Fund Budgetary Highlights

During fiscal year 2009, the General Fund's budget was amended once. These budget amendments or supplemental appropriations reflect the change in projected expenditures that occurred since the budget hearings were held in September 2008 and distribute allocated funds among various County agencies from appropriate reserves and from appropriate sources. Some of the major amendments include a supplemental appropriation to the Clerk of Courts of $4.195 million to cover underperforming recording fee revenues resulting from the continued slowdown of the real estate market; to

Elections of $6.061 million to cover additional costs related to the run-off election for the Office of Property Appraiser, the mail ballot election for the municipal charter amendments and the Presidential election held in November 2008; to Neighborhood Compliance of $3.831 million to cover revenue shortfall associated with lien collection resulting from the economic downturn in the housing market.

General Fund Budgeted Revenues Compared to Actual Revenues

During the year budgetary revenue estimates exceeded actual revenues by $63.6 million. The most significant changes occurred in the following:

- **Taxes** were $15 million under budget due to continued decline in property taxes primarily as a result of declining property values and an increase in Value Adjustment Board appeals.

- **Licenses and Permits** were $16.8 million under budget due to the continued decline in the housing industry, resulting in lower than anticipated permitting activity.

- **Intergovernmental Revenues** were $11.7 million under budget due to continued decline in the housing industry and weak economy resulting in lower than anticipated sales tax collection.

- **Investment Income** was $13.7 million under the budgeted amount as a result of lower than expected interest returns.

General Fund Budgeted Expenditures Compared to Actual Expenditures

The General Fund’s expenditures were $1.64 billion, $197.2 million less than budgeted. This variance is primarily attributed to cost containment measures put in place to deal with lower charges for services revenue, and capital expenditures that did not occur during the year and were reestablished in the following year’s budget.

The following are the functional areas that recognized the largest variations from the final budget:

- **Policy Formulation and General Government** had lower than anticipated expenditures of $132 million. The majority of the savings were due to postponement of capital expenditures and professional contract services, and lower than anticipated services and other commodities across various departments.

- **Protection of People and Property** expenditures were $32.1 million under budget. The Building Department, Building Code Compliance and Planning and Zoning Departments account for $8 million of these savings. These departments continued to reduce staffing and operating expenditures due to the continued weakening of the housing market and reduced construction activity. The remaining variance is due to the reduced police and correction department services as a result of certain municipalities ceasing contracts for local police services with Miami-Dade County coming in $19 million under budget.

Capital Asset and Debt Administration

Capital Assets. At September 30, 2009, the County's total investment in capital assets, net of accumulated depreciation, was $15.7 billion. This represents an increase of approximately 6.9% over the previous year. The following table summarizes the components of the County's investments in capital assets.

Miami-Dade County
Capital Assets as of September 30, 2009 and 2008
(net of depreciation, in thousands)

	Governmental Activities		Business-Type Activities		Total	
	2008 (Restated)	2009	2008	2009	2008 (Restated)	2009
Land	$ 614,373	$ 646,968	$ 650,014	$ 671,635	$ 1,264,387	$ 1,318,603
Construction in progress	336,094	503,174	2,493,006	3,330,087	2,829,100	3,833,261
Building and building improvements	1,523,473	1,489,393	3,826,216	3,768,208	5,349,689	5,257,601
Infrastructure	1,004,428	993,370	3,199,984	3,217,354	4,204,412	4,210,724
Machinery and equipment	203,590	187,764	894,448	953,511	1,098,038	1,141,275
Totals	$ 3,681,958	$ 3,820,669	$ 11,063,668	$ 11,940,795	$ 14,745,626	$ 15,761,464

Capital assets of governmental activities reflect a restatement of beginning balances of $0.2 million. Refer to Notes 4 and 11 for details.

Governmental activities' major capital assets additions during the year included:

- $32.0 million expended in the improvement, widening and renovation of roads
- $18.7 million for the construction of Marlins Ball Park Stadium
- $14.4 million invested for Traffic Signal improvements and Signalization
- $12.0 million expended in Park's construction and improvements, major projects are: Kendall Lakes Soccer Park, Haulover Marina Expansion II, Westwind Lakes Park and Metrozoo - Amazon PH IV
- $9.9 million for the construction of the General Services Trade Shop Facilities
- $8.6 million in local drainage and clean up of County areas and Miami River
- $7.8 million invested in the commencement construction of MDFD Training Facility
- $5.8 million in construction, renovation and equipment installation of Chiller Thermal Plant
- $2.8 million construction on New Children's' Courthouse

- $14.0 million acquisition of land for roads expansion and the Endangered Land Conservation Program

- $4.9 million acquisition of land and building for the Fire Rescue Vehicle Maintenance Facility

- $3.0 million purchase of a new helicopter for Miami Dade Police Patrol Bureau

- $5.0 million for the acquisition of library resources

Business-type activities' major capital assets additions during the year included:

Aviation Department:

- $660.3 million increase in construction in progress due to the ongoing construction of the North Terminal.

Water and Sewer Department:

- $51.3 million expended for various water projects, including treatment facilities

- $43.3 million expended for various wastewater projects

Solid Waste Department

- During fiscal year 2009, projects continued in connection with the Collection Facility Improvements, T&R Centers Improvements, West and Southwest T&R Center, Truck wash facility, Central Transfer Station Compactor-Phase II, Environmental Improvements, Disposal Scalehouse Expansion Project and other miscellaneous projects.

Transit Agency

- During fiscal year 2009 MDT placed into service a total fleet of approximately 863 vehicles.

Public Health Trust

- The Trust continues to expand and improve its facilities. Approximately $116 million was spent in fiscal year 2009 to expand and improve the Health facilities.

Seaport

- During fiscal year 2009 investment in capital assets increased $13.5 million and is attributed to projects in the Seaport Master Plan and acquisitions of other capital assets necessary for the ongoing operations.

Additional information on the County's capital assets can be found in Note 4.

Long-Term Liabilities. At September 30, 2009, the County had $13.5 billion in long-term liabilities, which are summarized in the schedule below. Additional information regarding long-term debt can be obtained in Note 8.

Miami-Dade County
Outstanding Long-term Liabilities as of September 30, 2009 and 2008
(in thousands)

	Governmental activities		Business-type activities		Total Primary Government	
	2008	2009	2008	2009	2008	2009
General obligation bonds	$ 523,596	$ 843,961	$ 134,570	$ 130,370	$ 658,166	$ 974,331
Special obligation bonds	1,766,873	2,291,666	35,415	97,740	1,802,288	2,389,406
Current year accretion of interest	26,344	29,885			26,344	29,885
Revenue bonds			6,860,647	7,618,479	6,860,647	7,618,479
Loans and notes payable	277,930	255,697	549,731	549,000	827,661	804,697
Other (i.e. unamortized premiums, discounts)	32,841	29,828	(3,875)	3,648	28,966	33,476
Commercial paper notes				110,141		110,141
Sub-total Bonds, Notes and Loans	2,627,584	3,451,037	7,576,488	8,509,378	10,204,072	11,960,415
Compensated absences	384,155	396,903	222,936	233,379	607,091	630,282
Estimated insurance claims payable	206,747	210,597	34,776	30,667	241,523	241,264
Other postemployment benefits	10,168	14,046	5,485	8,576	15,653	22,622
Environmental remediation			95,366	89,996	95,366	89,996
Landfill closure/postclosure care costs			113,503	100,236	113,503	100,236
Lease agreements	10,858	10,548	354,466	306,733	365,324	317,281
Other	45,753	49,202	62,827	44,220	108,580	93,422
Totals	$ 3,285,265	$ 4,132,333	$ 8,465,847	$ 9,323,185	$ 11,751,112	$ 13,455,518

Bond Ratings

Miami-Dade County continues to meet its financial needs through prudent use of its revenues and effective debt financing programs. The County's financial strength and sound financial management practices are reflected in its general obligation bond (uninsured) investment ratings, which are among the highest levels attained by Florida counties. Following are the credit ratings assigned by the three primary credit rating agencies in the financial market, each carrying a "stable outlook":

Aa3	Moody's Investor Services
AA-	Standard & Poor's Corporation
AA-	Fitch IBCA, Inc.

At September 30, 2009, the County had $11.8 billion in bonds and loan agreements outstanding, other than commercial paper notes. This is a net increase (new debt issued less principal reductions) of $1.6 billion or 16.1% from the previous year. During the year, the County issued approximately $2.2 billion of new debt, which is detailed in the chart below. Additional information on the County's debt can be obtained in Note 8.

BONDS AND LOANS ISSUED DURING THE YEAR
(in thousands)

Date Issued	Description	Purpose	Interest Rate Range	Final Maturity Date	Original Amount Issued
BONDS:					
12/18/08	Miami-Dade County, Florida General Obligation Bonds, Series 2008B	To pay for a portion of the cost to construct and improve water, sewer and flood control systems, park and recreational facilities, bridges, public infrastructure and neighborhood improvements, public safety, emergency and healthcare facilities.	5.00-6.375%	7/1/28	$ 146,200,000
12/19/08	Water and Sewer system Revenue Refunding Bonds, Series 2008C	To refund the outstanding Water and Sewer System Revenue Refunding Bonds, Series 2005 which refunded the Water and Sewer System Revenue Bonds, Series 1995.	1.65-5.92%	10/1/25	$ 306,845,000
3/19/09	Miami-Dade County, Florida General Obligation Bonds, Series 2008B-1	To pay for a portion of the cost to construct and improve water, sewer and flood control systems, park and recreational facilities, bridges, public infrastructure and neighborhood improvements, public safety, emergency and healthcare facilities.	2.50-6.00%	7/1/38	$ 203,800,000
5/7/09	Miami-Dade County, Florida Aviation Revenue Bonds, Series 2009A	To finance certain airport improvements associated with the Airport's Capital Improvement Plan previously approved by the Board.	3.00-6.00%	10/1/36	$ 388,440,000
5/7/09	Miami-Dade County, Florida Aviation Revenue Bonds, Series 2009A	To finance certain airport improvements associated with the Airport's Capital Improvement Plan previously approved by the Board.	3.00-5.75%	10/1/41	$ 211,560,000
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 2009A	To refund the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1998 which refunded the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1992A, 1992B, 1992B-1 and 1995.	3.25-7.50%	4/1/49	$ 85,701,273

7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Taxable Series 2009B	To refund the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1998 which refunded the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1992A, 1992B, 1992B-1 and 1995.	7.08%	10/1/29	$ 5,220,000
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Bonds, Series 2009C	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	3.59-7.50%	10/1/48	$ 123,421,712
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Bonds, Series 2009D	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	7.08%	10/1/29	$ 5,000,000
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Bonds, Series 2009E	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	Variable (Weekly Mode)	10/1/48	$ 100,000,000
7/14/09	Miami-Dade County, Florida Subordinate Special Obligation Bonds, Series 2009	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	7.24-8.27%	10/1/47	$ 91,207,214
9/2/09	Miami-Dade County, Florida Public Facilities Revenue Bond (Jackson Health Systems), Series 2009	To provide funds, together with other available funds of the County to pay or reimburse the Public Health Trust for the acquisition, construction and equipping of certain capital improvements to the Public Health Trust Facilities.	4.00-5.75%	6/1/39	$ 83,315,000
9/3/09	Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2009A	To provide funds, together with other funds of the County to pay the costs of acquisition, construction, improvement or renovation of certain capital assets, including buildings occupied or to be occupied by County departments and agencies.	3.00-5.125%	4/1/39	$ 136,320,000
9/3/09	Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2009B (Build America Bonds-Direct payment to issuer)	To provide funds, together with other funds of the County to pay the costs of acquisition, construction, improvement or renovation of certain capital assets, including buildings occupied or to be occupied by County departments and agencies.	3.05-6.97%	4/1/39	$ 45,160,000
9/24/09	Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2009A	To pay all or a portion of the cost of certain transportation and transit projects.	4.00-5.00%	7/1/21	$ 69,765,000
9/24/09	Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2009B (Federally Taxable-Build America Bonds-Direct payment to issuer)	To pay all or a portion of the cost of certain transportation and transit projects.	6.71-6.91%	7/1/39	$ 251,975,000
LOANS:					
8/3/09	Water & Sewer Regions Revolving Line of Credit	To pay costs of constructing or acquiring certain improvements under the Water & Sewer Department's Multi-Year Capital Plan.	Variable	8/3/11	21,335,000
Total long-term debt issued during the year					$ 2,275,265,199

Other Obligations. The County administers a self-insurance program for workers' compensation, tort liability, property, and group health and life insurance programs, subject to certain stop-loss provisions. Detailed information about the County's liability related to the self-insurance program is included in Note 7. Other obligations include compensated absences, post-retirement health insurance benefits, arbitrage liability and other contingencies.

Economic Factors and Other Significant Matters

The County's revenues and expenses and expenditures are affected by changes in international, national and local economic factors. Economic growth can be measured by various factors. Highlights of the economic factors that affected Miami-Dade County during the last fiscal year are depicted below.

- The unemployment rate for Miami-Dade County increased to approximately 8.9% from 5.3%, an increase of approximately 67.9% from prior year. (Source: Florida Agency for Workplace Innovation, Office of Workforce Information Services, Labor Market Statistics, Miami-Dade County Department of Planning and Zoning, Research Section).

- The occupancy rate for commercial real estate office market was 83%, an increase of approximately 2.6% from the previous year. (Source: Miami-Dade Department of Planning and Zoning)

- The number of visitors to Miami-Dade County was approximately $11.9 million. This represents a decrease of approximately 1.6%. (Source: Greater Miami Convention and Visitors Bureau).

- The average sales price for existing single family homes decreased to $204,808, down by 35.9% from 2008 prices. Similarly, condominium prices decreased 41.6% from fiscal year 2008, with average prices being $151,900. (Source: Miami-Dade Department of Planning and Zoning).

Requests for information

This financial report is designed to provide a general overview of Miami-Dade County's finances to our citizens, taxpayers, customers, investors, creditors, and others with an interest in the County's finances. Questions concerning this report or requests for additional financial information should be addressed to:

Miami-Dade County, Florida
Finance Department
Office of the Controller
111 NW 1st Street, Suite 2620
Miami, Florida 33128-1980

BASIC FINANCIAL STATEMENTS

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MIAMI-DADE COUNTY, FLORIDA

STATEMENT OF NET ASSETS

SEPTEMBER 30, 2009

(in thousands)

	Primary Government			Component Units	
	Governmental Activities	Business-type Activities	Total	Housing Finance Authority	Jackson Memorial Foundation
ASSETS					
Cash and cash equivalents	$ 200,082	$ 551,461	$ 751,543	$ 12,128	$ 2,565
Investments	921,702	885,906	1,807,608	8,996	6,989
Receivables, net	39,176	392,353	431,529	445	7,060
Internal balances	302,777	(302,777)			
Due from primary government				1,000	
Due from other governments	193,544	99,726	293,270		
Mortgages and notes receivable, net	167,936		167,936	3,809	
Inventories	28,890	103,564	132,454		
Other assets	13,225	90,073	103,298	32	47
Capital assets, net of depreciation					
Land	646,968	671,635	1,318,603		
Buildings and building improvements, net	1,489,393	3,768,208	5,257,601		
Machinery and equipment, net	187,764	953,511	1,141,275	13	343
Infrastructure, net	993,370	3,217,354	4,210,724		
Construction in progress	503,174	3,330,087	3,833,261		
Total capital assets	3,820,669	11,940,795	15,761,464	13	343
Restricted cash and cash equivalents	263,344	498,597	761,941		
Restricted long-term investments	893,037	615,353	1,508,390		
Deferred charges	34,665	272,502	307,167	4,017	
Total assets	6,879,047	15,147,553	22,026,600	30,440	17,004
LIABILITIES					
Accounts payable and accrued liabilities	199,675	620,100	819,775	109	759
Accrued interest payable	40,749	182,837	223,586		
Due to other governments	90,612	98,511	189,123		
Due to component unit	1,000		1,000		
Unearned revenue	38,132	113,683	151,815		36
Other liabilities	75,954		75,954		
Long-term liabilities					
Due within one year	270,465	645,172	915,637	79	
Due in more than one year	3,861,868	8,678,013	12,539,881	294	
Total liabilities	4,578,455	10,338,316	14,916,771	482	795
NET ASSETS					
Invested in capital assets, net of related debt	1,559,919	3,630,809	5,190,728	13	343
Restricted for:					
Capital projects	134,603	57,256	191,859		
Debt service	104,926	367,938	472,864		
Housing programs	147,396		147,396		
Fire and Rescue	70,698		70,698		
Transportation	178,093		178,093		
Public Library	76,040		76,040		
Community and Social Development	77,793		77,793		
Environmentally Endangered Lands	61,390		61,390		
Stormwater Utility	57,115		57,115		
Other purposes (expendable)	198,616	354,344	552,960	1,526	
Other purposes (nonexpendable)	3,260		3,260		16,410
Unrestricted	(369,257)	398,890	29,633	28,419	(544)
Total net assets	$ 2,300,592	$ 4,809,237	$ 7,109,829	$ 29,958	$ 16,209

The notes to the financial statement are an integral part of this statement.

MIAMI-DADE COUNTY, FLORIDA

STATEMENT OF ACTIVITIES

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009

(in thousands)

		Program Revenues			
Functions/Programs	**Expenses**	**Charges for Services**	**Operating Grants and Contributions**	**Capital Grants and Contributions**	**Net (Expense) Revenue**
Primary government:					
Governmental activities:					
Policy formulation and general government	$ 490,451	$ 168,256	$ 13,067	$ 12,775	$ (296,353)
Protection of people and property	1,386,498	179,759	15,399	2,476	(1,188,864)
Physical environment	101,806	78,018	5,802	1,689	(16,297)
Transportation (streets and roads)	162,644	13,263	24,969	32,745	(91,667)
Health	68,730	8,751	2,455		(57,524)
Human services	333,518	1,505	300,024		(31,989)
Socio-economic environment	494,481	35,287	261,252		(197,942)
Culture and recreation	351,420	50,599	11,823	9,829	(279,169)
Interest on long-term debt	136,212				(136,212)
Total governmental activities	3,525,760	535,438	634,791	59,514	(2,296,017)
Business-type activities:					
Mass transit	573,556	103,594	43,382	70,410	(356,170)
Solid waste collection	98,045	142,733			44,688
Solid waste disposal	173,757	122,395		739	(50,623)
Seaport	109,335	100,058		13,315	4,038
Aviation	680,398	521,600	14,163	126,545	(18,090)
Water	233,013	225,711	509	43,634	36,841
Sewer	316,409	253,025		43,357	(20,027)
Public health	1,886,088	1,252,189	33,292		(600,607)
Other	23,348	22,186		8,496	7,334
Total business-type activities	4,093,949	2,743,491	91,346	306,496	(952,616)
Total primary government	$ 7,619,709	$ 3,278,929	$ 726,137	$ 366,010	$ (3,248,633)
Component units:					
Housing Finance Authority	$ 2,241	$ 1,597			$ (644)
Jackson Memorial Foundation	$ 9,093		$ 7,720		$ (1,373)

The notes to the financial statements are an integral part of this statement.

MIAMI-DADE COUNTY, FLORIDA

STATEMENT OF ACTIVITIES

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009

(in thousands)

	Primary Government			Component Units	
	Governmental Activities	Business-type Activities	Total	Housing Finance Authority	Jackson Memorial Foundation
Change in net assets:					
Net (expense) revenue (from previous page)	$ (2,296,017)	$ (952,616)	$ (3,248,633)	$ (644)	$ (1,373)
General revenues:					
Taxes:					
Property taxes, general	1,266,712		1,266,712		
Property taxes, for debt service	78,135		78,135		
Property taxes, for fire protection	306,750		306,750		
Property taxes, for libraries	80,259		80,259		
County hospital 1/2% sales surtax	172,816		172,816		
Transportation 1/2% sales surtax	172,706		172,706		
Utility taxes	68,150		68,150		
Local option gas taxes	55,115		55,115		
Communication tax	44,028		44,028		
Other taxes	104,808		104,808		
Intergovernmental revenues, unrestricted	228,435		228,435		
Franchise fees	44,241		44,241		
Earnings on investments	22,175	28,938	51,113	748	(130)
Miscellaneous	8,083	14,196	22,279	12	
Transfers--internal activities	(623,948)	623,948			
Total general revenues and transfers	2,028,465	667,082	2,695,547	760	(130)
Change in net assets	(267,552)	(285,534)	(553,086)	116	(1,503)
Net assets - beginning - restated (Note 11)	2,568,144	5,094,771	7,662,915	29,842	17,712
Net assets-ending	$ 2,300,592	$ 4,809,237	$ 7,109,829	$ 29,958	$ 16,209

The notes to the financial statements are an integral part of this statement.

MIAMI-DADE COUNTY, FLORIDA

BALANCE SHEET
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2009
(in thousands)

	General Fund	Other Governmental Funds	Total Governmental Funds
ASSETS:			
Cash and cash equivalents	$ 34,060	$ 400,573	$ 434,633
Investments	155,798	1,517,825	1,673,623
Receivables, net	11,827	26,156	37,983
Delinquent taxes receivable	58,836	20,864	79,700
Allowance for uncollected delinquent taxes	(58,836)	(20,864)	(79,700)
Due from other funds	161,488	20,820	182,308
Due from other governments	45,090	147,715	192,805
Mortgages and notes receivable, net		167,936	167,936
Inventories	21,804	7,086	28,890
Other assets	10,092	3,133	13,225
Long-term advances receivable	42,380	139,948	182,328
Total assets	$ 482,539	$ 2,431,192	$ 2,913,731
LIABILITIES AND FUND BALANCES:			
Liabilities:			
Accounts payable and accrued liabilities	$ 98,674	$ 81,047	$ 179,721
Retainage payable		18,887	18,887
Due to other funds	20,143	68,273	88,416
Due to other governments	60,777	29,835	90,612
Deferred revenue	6,615	118,057	124,672
Other liabilities		75,954	75,954
Total liabilities	186,209	392,053	578,262
Fund balances:			
Reserved for encumbrances	22,885	258,854	281,739
Reserved for inventories	21,804	7,086	28,890
Reserved for mortgages receivable		93,769	93,769
Reserved for long-term advances receivable	42,380	139,948	182,328
Reserved for other long-term assets		3,017	3,017
Reserved for housing assistance payments		18,399	18,399
Reserved for debt service		145,675	145,675
Reserved for permanent endowments		3,260	3,260
Reserved for environmentally endangered lands	61,390		61,390
Reserved for stormwater utility	57,115		57,115
Unreserved, reported in major funds	90,756		90,756
Unreserved, reported in nonmajor:			
Special revenue funds		375,560	375,560
Capital project funds		993,108	993,108
Permanent funds		463	463
Total fund balances	296,330	2,039,139	2,335,469
Total liabilities and fund balances	$ 482,539	$ 2,431,192	$ 2,913,731

The notes to the financial statements are an integral part of this statement.

MIAMI-DADE COUNTY, FLORIDA

RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET TO THE STATEMENT OF NET ASSETS

SEPTEMBER 30, 2009

(in thousands)

Total fund balances--governmental funds			$	2,335,469
Amounts reported for governmental activities in the Statement of Net Assets are different because:				
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds. These assets consist of:				
Land	$	646,968		
Buildings and building improvements		2,238,377		
Machinery and equipment		425,122		
Infrastructure		2,414,950		
Construction in progress		503,174		
Accumulated depreciation		(2,407,922)		
Total capital assets				3,820,669
The Internal Service Fund is used to charge the cost of self-insurance to individual funds. The assets and liabilities of the Internal Service Fund are included in the governmental activities section of the Statement of Net Assets.				(19,429)
The Statement of Net Assets includes an adjustment to reflect an allocation of the internal service fund profit or loss to business-type activities. This adjustment increases the Internal Balances account of governmental activities.				6,163
Some liabilities are not due and payable in the current period and therefore are not reported in the fund statements. Those liabilities consist of:				
Bonds, loans, and notes payable	$	(3,451,037)		
Accrued interest payable		(40,749)		
Compensated absences		(396,903)		
Other postemployment benefits		(14,258)		
Accrued post-retirement health insurance benefits		(2,139)		
Arbitrage rebate liability		(2,010)		
Lease agreements		(10,548)		
Due to Housing Finance Authority		(1,000)		
Other liabilities		(44,841)		
Total long-term liabilities				(3,963,485)
Bond issuance costs are treated as expenditures in the governmental funds, but are deferred to future periods in the Statement of Net Assets (amortized over the life of the bonds).				34,665
Some unearned revenues have met the earned criteria for recognition in the Statement of Activities.				86,540
Net assets of governmental activities			$	2,300,592

The notes to the financial statements are an integral part of this statement.

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MIAMI-DADE COUNTY, FLORIDA

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES GOVERNMENTAL FUNDS

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009

(in thousands)

	General Fund	Other Governmental Funds	Total Governmental Funds
Revenues:			
Taxes	$ 1,438,456	$ 907,618	$ 2,346,074
Special tax assessments		30,937	30,937
Licenses and permits	106,217	5,034	111,251
Intergovernmental revenues	204,635	628,647	833,282
Charges for services	233,542	169,834	403,376
Fines and forfeitures	11,877	30,271	42,148
Investment income	9,092	41,705	50,797
Other	87,588	61,813	149,401
Total revenues	2,091,407	1,875,859	3,967,266
Expenditures:			
Current:			
Policy formulation and general government	367,970	156,478	524,448
Protection of people and property	916,074	436,552	1,352,626
Physical environment	71,759	27,588	99,347
Transportation	36,950	78,453	115,403
Health	33,142	34,895	68,037
Human services		334,864	334,864
Socio-economic environment	90,047	403,208	493,255
Culture and recreation	99,064	223,088	322,152
Debt service:			
Principal retirement		113,337	113,337
Interest		101,175	101,175
Other		5,209	5,209
Capital outlay	23,179	252,944	276,123
Total expenditures	1,638,185	2,167,791	3,805,976
Excess (deficiency) of revenues over expenditures	453,222	(291,932)	161,290
Other financing sources (uses):			
Long-term debt issued		1,002,096	1,002,096
Premium on long-term debt		67	67
Payments to bond escrow agents		(96,599)	(96,599)
Transfers in	17,693	331,770	349,463
Transfers out	(541,799)	(431,612)	(973,411)
Total other financing sources (uses)	(524,106)	805,722	281,616
Net change in fund balances	(70,884)	513,790	442,906
Increase in reserve for inventory	2,027	2,246	4,273
Fund balances -beginning - restated, Note 11	365,187	1,523,103	1,888,290
Fund balances--ending	$ 296,330	$ 2,039,139	$ 2,335,469

The notes to the financial statements are an integral part of this statement.

MIAMI-DADE COUNTY, FLORIDA

RECONCILIATION OF THE CHANGE IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED SEPTEMBER 30, 2009

(in thousands)

Net change in fund balances - total governmental funds		$ 442,906
Amounts reported for governmental activities in the Statement of Activities are different because:		
Capital outlays are reported as expenditures in governmental funds. However, in the Statement of Activities, the cost of capital assets is allocated over their estimated useful lives as depreciation expense. In the current period, these amounts are:		
Capital outlay	$ 281,226	
Depreciation expense	(139,445)	
Excess of capital outlay over depreciation expense		141,781
The issuance of long-term debt provides a source of current financial resources to governmental funds. However, issuing debt increases long-term liabilities in the statement of net assets. Also, governmental funds report the effect of issuance costs, premiums, discounts and similar items when debt is first issued, but these amounts are deferred and amortized in the Statement of Activities. In the current year, these amounts consist of:		
Bonds and notes issued, including premium of $67	$ (1,002,163)	
Bond issuance costs paid during the current year	16,263	
Amortization/reduction of bond premium and deferred charges on refunding	3,080	
Amortization/reduction of bond issuance costs	(1,173)	
Total bond proceeds and related transactions		(983,993)
The repayment of long-term debt is reported as a use of financial resources in governmental funds, but reduces long-term liabilities in the Statement of Net Assets. In the current year, these amounts consist of:		
Bond, loans and notes principal retirement		205,515
Some unearned revenues in the fund statements meet the recognition criteria in the statement of activities. In FY 2009 there was a decrease in the amount recognized.		(26,476)
Some expenses reported in the Statement of Activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds. These activities consist of:		
Interest accreted on capital appreciation debt	$ (29,885)	
Increase in compensated absences	(12,748)	
Net increase in inventories	4,273	
Net increase in other long-term liabilities	(7,017)	
Total additional expenses		(45,377)

(continued)

MIAMI-DADE COUNTY, FLORIDA

RECONCILIATION OF THE CHANGE IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED SEPTEMBER 30, 2009

(in thousands)

Interest expense in the Statement of Activities includes additional accrued interest calculated for bonds and notes payable. The fund statements report payments of interest expense related to prior periods, which has been eliminated in the Statement of Activities.	$	(3,811)
The Internal Service Fund is used by management to charge the costs of self-insurance to individual funds. The change in net assets of the fund was reported with the governmental activities in the Statement of Activities.		3,477
The amount of the Internal Service Fund's loss on transactions with business-type activities was eliminated from the governmental activities in the Statement of Activities.		1,496
Loss on the sale or disposal of capital assets is reported in the Statement of Activities, but is not reported in the fund financial statements.		(9,500)
Capital asset contributions are reported in the Statement of Activities, but not reported in the fund financial statements.		7,764
Proceeds on the sale of capital assets are reported in the fund statements, but not reported in the Statement of Activities.		(1,334)
Change in net assets of governmental activities	$	(267,552)

The notes to the financial statements are an integral part of these statements.

PROPRIETARY FUNDS
STATEMENT OF NET ASSETS
SEPTEMBER 30, 2009
(in thousands)

	Business-type Activities - Enterprise Funds			
	Transit Agency	Solid Waste Management	Seaport	Aviation Department
Assets:				
Current assets:				
Cash and cash equivalents	$ 317	$ 21,758	$ 2,399	$ 94,131
Investments		105,864	11,525	86,473
Accounts receivable, net	373	10,162	8,495	37,323
Due from other funds	69	2,517		25,294
Due from other governments	55,321	195		
Inventories	33,976		4,225	1,943
Other current assets	2,396		608	5,197
Total unrestricted assets	92,452	140,496	27,252	250,361
Restricted assets:				
Cash and cash equivalents		15,608	11,093	159,771
Investments	292,325	265	30,152	237,823
Due from other governments			5,072	
Other restricted assets		8,603		50,511
Total restricted assets	292,325	24,476	46,317	448,105
Total current assets	384,777	164,972	73,569	698,466
Non current assets:				
Capital assets:				
Land	241,195	57,528	198,596	88,836
Buildings and building improvements, net	753,982	43,632	272,063	2,419,663
Machinery and equipment, net	344,226	85,617	27,546	141,111
Infrastructure, net		1,193	202,745	711,205
Construction in progress	141,546	16,323	45,926	2,443,759
Total capital assets, net	1,480,949	204,293	746,876	5,804,574
Other non current assets:				
Restricted cash and cash equivalents	152,781	31,399		314,417
Restricted long-term investments		97,048	7,056	
Deferred charges and other non-current assets	8,877	6,785	3,463	72,370
Total non current assets	1,642,607	339,525	757,395	6,191,361
Total assets	2,027,384	504,497	830,964	6,889,827

(Continued)

Business-type Activities - Enterprise Funds				Governmental Activities- Self-Insurance Internal Service Fund
Water and Sewer	Public Health Trust	Other (Nonmajor) Enterprise Funds	Total Enterprise Funds	
$ 389	$ 95,358	$ 3,489	$ 217,841	$ 28,793
87,464	16,699	11,483	319,508	141,116
90,813	244,815	372	392,353	1,193
416	27,953		56,249	20,394
	39,138		94,654	739
30,415	32,972	33	103,564	
9,501	6,368	188	24,258	
218,998	463,303	15,565	1,208,427	192,235
130,009	13,000	4,139	333,620	
	5,833		566,398	
			5,072	
	5,472	1,229	65,815	
130,009	24,305	5,368	970,905	
349,007	487,608	20,933	2,179,332	192,235
44,485	36,635	4,360	671,635	
	249,249	29,619	3,768,208	
220,293	130,476	4,242	953,511	
2,265,689	9,237	27,285	3,217,354	
620,586	54,218	7,729	3,330,087	
3,151,053	479,815	73,235	11,940,795	
			498,597	
289,536	221,713		615,353	
172,580	8,425	2	272,502	
3,613,169	709,953	73,237	13,327,247	
3,962,176	1,197,561	94,170	15,506,579	192,235

(Continued)

PROPRIETARY FUNDS
STATEMENT OF NET ASSETS
SEPTEMBER 30, 2009
(in thousands)

	Business-type Activities - Enterprise Funds			
	Transit Agency	Solid Waste Management	Seaport	Aviation Department
Liabilities:				
Current liabilities payable from current assets:				
Accounts payable and accrued liabilities	40,121	16,517	3,501	31,546
Current portion of bonds, loans and notes payable	15,255		3,800	
Current portion of lease agreements			1,729	3,335
Accrued interest payable	4,826		665	
Compensated absences	13,080	3,922	1,620	7,555
Estimated claims payable				
Environmental remediation liability				9,615
Liability for closure and postclosure care costs		7,216		
Due to other funds	120,842	1,323	2,734	8,393
Due to other governments				
Unearned revenue and other current liabilities	9,009	646	914	10,159
Total current liabilities payable from current assets	203,133	29,624	14,963	70,603
Current liabilities payable from restricted assets:				
Accounts payable, accrued expenses and deferred credits	221	1,916	9,814	209,886
Current portion of bonds, loans and notes payable		18,823	8,090	61,049
Accrued interest payable		3,737	5,055	127,269
Estimated claims payable				
Environmental remediation liability			401	
Lease agreements	292,325			
Unearned revenue				
Total current liabilities payable from restricted assets	292,546	24,476	23,360	398,204
Total current liabilities	495,679	54,100	38,323	468,807
Long-term liabilities:				
Bonds, loans and notes payable, net	583,159	181,660	573,790	5,017,813
Commercial paper				110,141
Estimated claims payable				
Compensated absences	23,755	11,244	4,747	20,402
Environmental remediation liability				79,980
Liability for closure and postclosure care costs		93,020		
Lease agreements			1,092	8,252
Long-term advances due to other funds	173,066			
Other long-term liabilities	2,633	2,593	690	4,451
Total long-term liabilities	782,613	288,517	580,319	5,241,039
Total liabilities	1,278,292	342,617	618,642	5,709,846
Net Assets:				
Invested in capital assets, net of related debt	901,304	39,343	161,838	615,571
Restricted for:				
Debt service		17,113	23,895	175,107
Capital projects			19,263	
Grants and other purposes		97,642		250,260
Unrestricted (deficit)	(152,212)	7,782	7,326	139,043
Total net assets	$ 749,092	$ 161,880	$ 212,322	$ 1,179,981

The notes to the financial statements are an integral part of this statement.

(Continued)

Business-type Activities - Enterprise Funds				Governmental Activities- Self-Insurance Internal Service Fund
Water and Sewer	Public Health Trust	Other (Nonmajor) Enterprise Funds	Total Enterprise Funds	
14,028	250,304	1,300	357,317	1,067
7,176	5,230	961	32,422	
			5,064	
	5,021	72	10,584	
11,719	108,068	385	146,349	
	6,143		6,143	64,445
			9,615	
			7,216	
6,697	39,808		179,797	
15,578	82,933		98,511	
22,660	24,963	1,600	69,951	
77,858	522,470	4,318	922,969	65,512
32,769	8,093	84	262,783	
48,724			136,686	
36,192			172,253	
904			904	
			401	
			292,325	
51,420		359	51,779	
170,009	8,093	443	917,131	
247,867	530,563	4,761	1,840,100	65,512
1,495,203	371,176	7,328	8,230,129	
			110,141	
1,290	22,330		23,620	146,152
25,882		1,000	87,030	
			79,980	
			93,020	
			9,344	
			173,066	
15,131	19,251		44,749	
1,537,506	412,757	8,328	8,851,079	146,152
1,785,373	943,320	13,089	10,691,179	211,664
1,590,038	257,770	64,945	3,630,809	
117,458	30,736	3,629	367,938	
32,656	5,337		57,256	
	5,147	1,295	354,344	
436,651	(44,749)	11,212	405,053	(19,429)
$ 2,176,803	$ 254,241	$ 81,081	4,815,400	$ (19,429)

Adjustment to reflect the allocation of internal service fund net revenue (expense) to business-type activities	(6,163)
Net assets of business-type activities	$ 4,809,237

(Concluded)

MIAMI-DADE COUNTY, FLORIDA

PROPRIETARY FUNDS
STATEMENT OF REVENUES, EXPENSES AND
CHANGES IN FUND NET ASSETS
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009
(in thousands)

	Business-type Activities - Enterprise Funds			
	Transit Agency	**Solid Waste Management**	**Seaport**	**Aviation Department**
Operating revenues:				
Charges for services	$ 103,594	$ 265,128	$ 100,058	$ 521,600
Operating expenses:				
Personnel costs	291,561	73,893	33,822	182,985
Contractual services	47,313	104,096	14,670	120,904
Material and supplies	59,493	7,890	2,480	15,640
Claims and policy payments				
Other	86,415	45,860	18,027	65,409
Operating expenses before depreciation and assumption of closure and postclosure care costs for inactive landfills	484,782	231,739	68,999	384,938
Depreciation expense	(70,737)	(32,487)	(20,790)	(138,968)
Assumption of closure and postclosure care costs for inactive landfills		7,211		
Operating income (loss)	(451,925)	8,113	10,269	(2,306)
Non-operating revenues (expenses):				
Investment income	1,069	4,032	247	5,981
Interest expense	(17,679)	(9,348)	(19,448)	(156,382)
Intergovernmental subsidies	43,382			
Other, net	7,023	(5,627)	(166)	75,919
Total non-operating revenues (expenses)	33,795	(10,943)	(19,367)	(74,482)
Income (loss) before transfers and contributions	(418,130)	(2,830)	(9,098)	(76,788)
Transfers in	270,741	2,239		
Capital contributions	70,410	739	13,315	64,789
Change in net assets	(76,979)	148	4,217	(11,999)
Total net assets (deficit) -- beginning	826,071	161,732	208,105	1,191,980
Total net assets (deficit) -- ending	$ 749,092	$ 161,880	$ 212,322	$ 1,179,981

The notes to the financial statements are an integral part of this statement.

Water and Sewer	Public Health Trust	Other (Nonmajor) Enterprise Funds	Total Enterprise Funds	Governmental Activities- Self-Insurance Internal Service Fund
Business-type Activities - Enterprise Funds				
$ 478,736	$ 1,252,189	$ 22,186	$ 2,743,491	$ 503,375
182,204	1,015,280	7,890	1,787,635	
81,244	536,824	9,455	914,506	
43,594	238,179	300	367,576	
				502,192
21,887	24,958	2,659	265,215	
328,929	1,815,241	20,304	3,334,932	502,192
(152,428)	(55,489)	(3,650)	(474,549)	
			7,211	
(2,621)	(618,541)	(1,768)	(1,058,779)	1,183
13,440	3,926	243	28,938	2,294
(63,787)	(13,948)	(273)	(280,865)	
		293	43,675	
33,857	33,292	949	145,247	
(16,490)	23,270	1,212	(63,005)	2,294
(19,111)	(595,271)	(556)	(1,121,784)	3,477
	350,686	282	623,948	
56,415		8,130	213,798	
37,304	(244,585)	7,856	(284,038)	3,477
2,139,499	498,826	73,225		(22,906)
$ 2,176,803	$ 254,241	$ 81,081		$ (19,429)

Adjustment to reflect the allocation of internal service fund net revenue (expense) to business-type activities	(1,496)
Change in net assets of business-type activities	$ (285,534)

MIAMI-DADE COUNTY, FLORIDA

PROPRIETARY FUNDS
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED SEPTEMBER 30, 2009
(in thousands)

	Business-type Activities - Enterprise Funds			
	Transit Agency	Solid Waste Management	Seaport	Aviation Department
Cash flows from operating activities:				
Cash received from customers and tenants	$ 103,526	$ 267,776	$ 99,846	$ 520,018
Cash received for premiums				
Cash paid to suppliers	(174,742)	(122,026)	(22,979)	(170,882)
Cash paid to other County departments	(10,300)	(39,745)	(19,781)	(70,610)
Cash paid to employees for services	(290,026)	(73,458)	(33,257)	(139,974)
Cash paid for claims				
Cash paid for policies				
Net cash provided (used) by operating activities	(371,542)	32,547	23,829	138,552
Cash flows from non-capital financing activities:				
Operating grants received	51,591	(5,514)		13,086
Transfers in from other funds	287,393			
Net cash provided (used) by non-capital financing activities	338,984	(5,514)		13,086
Cash flows from capital and related financing activities:				
Issuance of long-term debt and commercial paper notes	193,807		67,541	1,091,599
Principal payments - bonds, loans, notes payable	(15,145)	(20,390)	(11,095)	(452,895)
Payment of bond issue cost				(692)
Proceeds from swap agreements				
Swap termination payment				
Interest paid	(18,053)	(8,091)	(19,033)	(230,976)
Proceeds from sale of assets	68	1,893		
Proceeds from environmental reimbursements				1,077
Purchase of capital and intangible assets			(34,882)	(666,386)
Payments/receipts related to lease agreements	3,105			
Acquisition and construction	(100,051)	(15,880)		
Capital contributed by federal, state and local governments	55,569		10,027	55,728
Passenger facility charges				61,225
Net cash provided (used) by capital and related financing activities	119,300	(42,468)	12,558	(141,320)
Cash flows from investing activities:				
Purchase of investment securities		(203,177)	(48,733)	(1,128,540)
Interest and dividends on investments	1,069	4,201	247	5,981
Net cash provided (used) by investing activities	1,069	20,088	(31,249)	(80,748)
Net increase (decrease) in cash and cash equivalents	87,811	4,653	5,138	(70,430)
Cash and cash equivalents at beginning of year	65,287	64,112	8,354	638,749
Cash and cash equivalents at end of year	$ 153,098	$ 68,765	$ 13,492	$ 568,319

(Continued)

The notes to the financial statements are an integral part of this statement.

Business-type Activities - Enterprise Funds				Governmental Activities- Self-Insurance Internal Service Fund
Water and Sewer	Public Health Trust	Other (Nonmajor) Enterprise Funds	Total Enterprise Funds	
$ 510,479	$ 1,299,648	$ 22,970	$ 2,824,263	
				$ 497,891
(151,091)	(732,326)	(13,196)	(1,387,242)	
(54,846)	(1,500)		(196,782)	
(179,498)	(1,003,884)	(8,855)	(1,728,952)	
				(204,679)
				(293,940)
125,044	(438,062)	919	(488,713)	(728)
509	33,292	366	93,330	
	350,686	282	638,361	
509	383,978	648	731,691	
382,065	82,942		1,817,954	
(345,661)	(4,910)	(859)	(850,955)	
			(692)	
970			970	
(69,100)			(69,100)	
(53,539)	(15,136)	(303)	(345,131)	
23			1,984	
			1,077	
	(63,524)	(661)	(765,453)	
			3,105	
(260,972)		(4,739)	(381,642)	
		892	122,216	
			61,225	
(346,214)	(628)	(5,670)	(404,442)	
(524,954)	(81,228)	(11,897)	(1,998,529)	(141,116)
12,435	3,926	227	28,086	2,294
207,013	20,961	2,831	139,965	(6,892)
(13,648)	(33,751)	(1,272)	(21,499)	(7,620)
144,046	142,109	8,900	1,071,557	36,413
$ 130,398	$ 108,358	$ 7,628	$ 1,050,058	$ 28,793

(Continued)

MIAMI-DADE COUNTY, FLORIDA

PROPRIETARY FUNDS
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED SEPTEMBER 30, 2009
(in thousands)

	Business-type Activities - Enterprise Funds			
	Transit Agency	**Solid Waste Management**	**Seaport**	**Aviation Department**
Reconciliation of operating income (loss) to net cash provided (used) by operating activities:				
Operating income (loss)	$ (451,925)	$ 8,113	$ 10,269	$ (2,306)
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:				
Depreciation expense	70,737	32,487	20,790	138,968
Other - net		(7,256)		
(Increase) decrease in assets:				
Accounts receivable, net	(28)	2,465	520	(190)
Inventories	5,351		(385)	(97)
Other current assets	(376)	9	(16)	(1,038)
Deferred charges and other assets		692		
Due from other funds				2,740
Due from other governments		183		
Increase (decrease) in liabilities:				
Accounts payable and accrued expenses	3,204	903	359	5,282
Due to other funds		(335)	(7,597)	(1,433)
Due to other governments				
Unearned revenue and other current liabilities		64	831	444
Lease agreements			(1,562)	(1,706)
Compensated absences	772	243	532	(758)
Estimated claims payable				
Liability for closure and postclosure care costs		(6,010)		
Other long-term liabilities	723	989	88	(1,354)
Net cash provided (used) by operating activities	$ (371,542)	$ 32,547	$ 23,829	$ 138,552
Noncash Investing, Capital and Financing Activities:				
Property, plant and equipment contributions				
Change in construction and related liabilities			$ 2,137	
(Decrease) increase in the fair value of investments		$ 405		$ (1,742)
Increase in construction in progress accrual				26,813
Amortization of deferred issuance cost	$ 258			
(Decrease) increase in other restricted assets				(8,276)

(Continued)

The notes to the financial statements are an integral part of this statement

Water and Sewer		Public Health Trust		Other (Nonmajor) Enterprise Funds		Total Enterprise Funds		Governmental Activities- Self-Insurance Internal Service Fund
Business-type Activities - Enterprise Funds								
$ (2,621)		$ (618,541)		$ (1,768)		$ (1,058,779)		$ 1,183
152,428		55,489		3,650		474,549		
35,327						28,071		
(6,992)		40,244		812		36,831		5
(981)		(2,220)		1		1,669		
(9,469)				(17)		(10,907)		
(73,933)		1,076				(72,165)		
4,937		20,077				27,754		(5,504)
5						188		15
(4,063)		47,348		(1,729)		51,304		(277)
(3,051)		6,364				(6,052)		
2,149		4,243				6,392		
		1,549		(26)		2,862		
						(3,268)		
1,994		6,148		(4)		8,927		
(3,204)		(2,644)				(5,848)		3,850
						(6,010)		
32,518		2,805				35,769		
$ 125,044		$ (438,062)		$ 919		$ (488,713)		$ (728)
$ 56,400								
5,100								

(Concluded)

MIAMI-DADE COUNTY, FLORIDA

STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
SEPTEMBER 30, 2009
(in thousands)

	Pension Trust Fund	Agency Funds
Assets:		
Cash and cash equivalents	$ 13,087	$ 141,352
Investments, at fair value		133,028
Domestic investments:		
Equities	103,685	
Corporate debt securities	88,557	
Government and agency obligations	21,748	
Total domestic investments	213,990	
International investments:		
Mutual funds	28,663	
Equities	7,568	
Corporate debt securities	7,414	
Total international investments	43,645	
Delinquent taxes receivable		143,606
Allowance for uncollected delinquent taxes		(143,606)
Performance bonds		89,603
Other current assets		177
Total assets	270,722	$ 364,160
Liabilities:		
Due to other governments	3,236	$ 364,160
Total liabilities	$ 3,236	$ 364,160
Net Assets:		
Restricted net assets reserved for Public Health Trust employees' pension benefits	$ 267,486	

The notes to the financial statements are an integral part of this statement.

PUBLIC HEALTH TRUST
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS - PENSION TRUST FUND
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009
(in thousands)

Net assets reserved for employees' pension benefits:	
Balance at beginning of year	$ 218,570
Additions:	
Pension contributions	40,532
Net realized and unrealized gains on pension trust fund investments	9,493
Total additions	50,025
Deductions:	
Participants benefits expense	1,109
Net increase in net assets reserved for employees' pension benefits	48,916
Balance at end of year	$ 267,486

The notes to the financial statements are an integral part of this statement.

Note 1 – Summary of Significant Accounting Policies

1-A. Reporting Entity

Miami-Dade County, Florida (the "County") is an instrumentality of the State of Florida established by an amendment to the Florida State Constitution adopted May 21, 1957 as the Dade County Home Rule Charter, to carry on a centralized government.

On January 23, 2007, the electors of Miami-Dade approved an amendment to the Home Rule Charter which established a Strong Mayor form of government. This amendment expands the Mayor's powers over administrative matters. The County Manager who previously was chief administrator now reports directly to the Mayor who has the authority to hire, fire and set the salary of the County Manager. Under this new system, the Mayor also appoints all department heads.

The Board of County Commissioners (the "BCC") is the legislative body, consisting of 13 members elected from single-member districts. Members are elected to serve four-year terms, and elections of members are staggered. The Board chooses a Chairperson, who presides over the Commission, as well as appoints the members of its legislative committees. The Board has a wide array of powers to enact legislation, create departments, and regulate business operating within the County. It also has the power to override the Mayor's veto with a two-thirds vote.

On January 29, 2008, a charter amendment was approved to make the Property Appraiser an elected position. November 4, 2008 was the first election for a Property Appraiser in Miami-Dade County.

The financial reporting entity for which the accompanying financial statements are prepared includes the County (primary government) and its component units. Component units are legally separate organizations for which the County is financially accountable. Financial accountability is defined as the appointment of a voting majority of the component unit's board and either 1) the County's ability to impose its will on the component unit's board, or 2) the possibility that the component unit will provide a financial benefit to or impose a financial burden to the County.

The financial position and result of operations of the following entities are blended with the primary government in the accompanying financial statements.

- ***Clerk of the Circuit and County Courts (the "Clerk")***

  The Clerk is an elected official pursuant to Article V of the Florida Constitution. The Clerk serves two capacities: Clerk of the Circuit and County Courts and Clerk, Ex-Officio of the Board of County Commissioners. Under the first function, the Clerk provides support to the Courts (Civil, Family, Criminal and Traffic). His ex-officio functions include Clerk of the Board of County Commissioners, County Auditor, Custodian of Public Funds and County Recorder.

  In November 1998, voters approved Constitutional Revision 7 of Article V of the Florida Constitution. Effective July 1, 2004, this revision allocated state court system funding among state, counties and users of courts. Funding responsibilities were defined as pertaining to the State court system when the Clerk served in his capacity as Clerk of the Circuit and County Courts and to the Board of County Commissioners (the Board) when serving as ex-officio of the Board. Consequently, the Clerk prepares a budget in two parts.

  Effective July 1, 2009, the manner in which the Clerk's court operations are funded changed at the direction of Senate Bills 1718 and 2108. New legislation provided that all of the Clerks' Offices be funded from state appropriations rather than from filing fees, services charges, court costs and fines. Funding is enacted pursuant to the General Appropriations Act where the State's Legislation appropriates for the budgets. Accordingly, the Clerk prepares budget requests and submits them to the Clerk of Courts Operations Corporation (CCOC) with a copy to the Supreme Court.

The budget for the ex-officio capacity is funded by the Board of County Commissioners as part of the County's annual budget whereby the Clerk remits all fees and other monies earned throughout the agency funds to the County for appropriation by the Board. As a result of the budgetary control by the County and its financial dependency on the County, financial information for the Clerk is presented as a special revenue fund and has been blended with the Miami-Dade primary government.

- ***Naranja Lakes Community Redevelopment Agency (the "NLCRA")***
  The NLCRA trust fund was created by the Miami-Dade County Board of County Commissioners on May 6, 2003 as a redevelopment trust fund to be funded with ad valorem tax increment revenues to finance or refinance proposed community redevelopment in the NLCRA area. Financial information for the NLCRA for the fiscal year ended September 30, 2009 has been blended with the Miami-Dade County primary government in this CAFR. Trust fund revenues and expenditures during the period were $2.5 million and $3.4 million, respectively, with an ending fund balance of $4.0 million.

- ***7th Avenue Community Redevelopment Agency (the "7th Avenue CRA")***
  The 7th Avenue CRA trust fund was created by the BCC on June 22, 2004 as a redevelopment trust fund to be funded with ad valorem tax increment revenues to finance or refinance proposed community redevelopment in the 7th Avenue CRA area. Financial information for the 7th Avenue CRA for the fiscal year ended September 30, 2009 has been blended with the Miami-Dade County primary government in this CAFR. Trust fund revenues and expenditures during the period were $0.5 million, and $0, respectively, with an ending fund balance of $1.7 million.

- ***West Perrine Community Redevelopment Agency (the "WPCRA")***
  The WPCRA was created by the BCC on June 5, 2007 as a redevelopment trust fund to be funded with ad valorem tax increment revenues to finance or refinance proposed community redevelopment in the CRA area. Financial information for the WPCRA for the fiscal year ended September 30, 2009 has been blended with the Miami-Dade County primary government in this CAFR. Trust fund revenues and expenditures during the period were $0.9 million and $0.4 million, respectively, with an ending fund balance of $1.1 million.

- ***Educational Facilities Authority (the "EFA")***
  The Miami-Dade Educational Facilities Authority was created by the BCC on October 22, 1969, pursuant to Chapter 69-345, Florida Statutes, empowering it to issue tax-exempt bonds for the purpose of enabling institutions of higher education to provide facilities and structures, including the refinancing of the same, pursuant to Chapter 243, Part II, Florida Statutes. Neither the notes, bonds nor any other obligation incurred by the EFA shall be deemed a pledge of the faith or credit of Miami-Dade County. Any expenditures incurred by the EFA shall be payable solely from funds provided under the authority of Chapter 69-345. The EFA had $0 (zero) revenues and $0 (zero) expenditures for the fiscal year ended September 30, 2009 and no fund balance at September 30, 2009.

- ***Health Facilities Authority***
  The Miami-Dade County Health Facilities Authority was created by the BCC on October 16, 1979 pursuant to Section 154.207, Florida Statutes, empowering it to issue tax-exempt bonds for the purpose of assisting in the development and maintenance of the health facilities of Miami-Dade County. All bonds issued by the Health Facilities Authority shall not be deemed to constitute debt, liability or obligation of Miami-Dade County or a pledge of the faith and credit of Miami-Dade County. The Health Facilities Authority had $0 (zero) revenues and $0 (zero) expenditures for the year ended September 30, 2009, and no fund balance as of September 30, 2009.

The financial position and result of operations of the following entities are discretely presented in the accompanying financial statements:

- ***Housing Finance Authority (the "HFA")***
  The HFA was created by the Miami-Dade County Board of County Commissioners (the "BCC") on December 12, 1978. The HFA provides financing for residential housing to persons or families of moderate, middle or lesser income. The HFA is a component unit of the County since the BCC appoints the thirteen members of its governing board and has the ability to impose their will on the board. Financial information for the HFA is presented in a separate column in the County's government-wide financial statements.

  Complete financial statements of the HFA may be obtained directly from their administrative offices at: Housing Finance Authority of Miami-Dade County, 7300 NW 19th Street, Suite 501, Miami, Florida 33126. Telephone (305) 594-2518

- ***Jackson Memorial Foundation, Inc. (the "Foundation")***
  The Foundation is a legally separate, tax-exempt component unit of the County. The Foundation acts primarily as a fund-raising organization to supplement the resources that are available to the County in support of its programs. The board of the Foundation is self-perpetuating and consists of community members. Although the County does not control the timing or amount of the receipts from the Foundation, the majority of resources, or income thereon, that the Foundation holds and invests are restricted to the activities of the County by the donors. Because these restricted resources held by the Foundation can only be used by, or for the benefit of, the County the Foundation is considered a component unit of the County. Financial information for the Foundation is presented in a separate column in the County's government-wide financial statements.

  Complete financial statements for the Foundation can be obtained at: Jackson Memorial Foundation, Inc., Plaza Park East, 901 NW 17th Street, Suite G, Miami, Florida 33136. Telephone (305) 355-4999.

Related Organizations:

- ***Industrial Development Authority (the "IDA")***
  The Miami-Dade IDA was created by the BCC on March 21, 1978, pursuant to Chapter 159, Sections 159.44 through 159.53, Florida Statutes. The IDA develops and manages the Tax-Exempt Industrial Development Revenue Bond Program that serves as a financial incentive to support private sector business and industry expansion and location in Miami-Dade County. The Commission appoints the members of IDA's governing board. However, the County is not financially accountable for IDA because it cannot impose its will on the organization. IDA bonds are not obligations of the County. Its operations neither provide a financial benefit to nor impose a financial burden on the County and are not included in the financial statements of Miami-Dade County.

  Financial statements for the IDA may be obtained directly from their administrative offices at: Miami-Dade Industrial Development Authority, 80 SW 8th Street, Suite 2801, Miami, Florida 33130. Telephone (305) 579-0070

- ***Miami-Dade Expressway Authority (the "MDXA")***
  The MDXA is an agency of the State of Florida. It constructs, maintains and operates the expressway system located in Miami-Dade County. The Commission appoints a voting majority of the MDXA governing board. However, the County is not financially accountable for the MDXA, and the MDXA is therefore not included in the accompanying financial statements.

Financial statements for the MDXA may be obtained directly from their administrative offices at: Miami-Dade Expressway Authority, 3790 NW 21st Street, Miami, Florida 33142.
Telephone (305) 637-3277

- ***MDHA Development Corporation (the "MDHADC")***
The MDHADC was created by the Board of County Commissioners in July 2000, pursuant to Resolution R-903-00, as a Florida non-profit corporation to promote development of low- to moderate-income housing facilities for residents of Miami-Dade County. Currently, there are no County employees serving in the MDHADC's Board of Directors. The MDHADC is financially independent, and the County is not financially accountable for the MDHADC. The MDHADC is not included in the accompanying financial statements. Financial statements for the MDHADC are not readily available.

- ***Performing Arts Center Trust (the "PACT")***
The PACT, a non-profit corporation, was created by the Board of County Commissioners in 1991 to oversee the planning, design, construction and operation of the Performing Arts Center. The Mayor of Miami-Dade County appoints the 32 trustees of the PACT, a majority of which is predetermined by ordinance or selected by others outside the County government; hence the Mayor's appointment authority is not substantive. The PACT is financially independent from the County, and Miami-Dade County is not entitled to, nor has the ability to otherwise access, the economic resources of the PACT. Therefore, the PACT is not included in the accompanying financial statements.

Financial statements for the PACT may be obtained directly from their administrative offices at: Performing Arts Center Trust, 1300 Biscayne Blvd, Miami, Florida 33132.
Telephone (786) 468-2210

1-B. Measurement Focus, Basis of Accounting, Basis of Presentation

In addition to the government-wide statements, separate financial statements are presented for governmental funds, proprietary funds, and fiduciary funds. The financial statements may differ in terms of the measurement focus and basis of accounting used to prepare them, as discussed below.

The government-wide statements, proprietary fund and fiduciary fund financial statements are prepared using the economic resources measurement focus and the full accrual basis of accounting. (Agency funds, however, report only assets and liabilities. Since an operating statement is not presented, agency funds have no measurement focus). Revenues are generally recorded when earned and expenses are recorded when a liability is incurred, regardless of when the related cash flow occurs. Property taxes are recorded as revenues in the year for which they are levied, and grants and other similar non-exchange transactions are recorded as revenue as soon as all eligibility requirements have been met.

The governmental fund financial statements are prepared using the current financial resources measurement focus and modified accrual basis of accounting. Revenues are recognized when they are both measurable and available. For the purpose of revenue recognition, "available" means that the revenues are collectible within the current period or soon thereafter to pay liabilities of the current period. Major revenue sources that are susceptible to accrual under the above criteria include intergovernmental revenues and certain taxes. The County considers the availability for revenues susceptible to accrual to be ninety days, with the exception of expenditure driven (reimbursement) grants, for which the availability period is one year, and property taxes, which are not accrued. When the primary eligibility requirement under a grant is incurring an eligible expenditure, the County recognizes revenue at the time the expenditure is incurred. Prior year property taxes billed but uncollected as of the end of the fiscal year are reflected as delinquent taxes receivable with an offsetting allowance account. Other revenues that are not considered measurable or available are recognized when received by the County. Expenditures are generally recorded when a liability is incurred, except for principal and interest on long-term debt, expenditures related to compensated absences, claims and judgments, and other long-term obligations, which are recorded only when payment is due.

The above differences in measurement focus and basis of accounting result in differences in the amounts reported as net assets and changes in net assets in the government-wide statements from the amounts shown in the governmental fund statements. Those differences are briefly explained in the reconciliation statements included in the governmental fund statements.

Government-wide financial statements:

The accompanying financial statements include a government-wide statement of activities and a government-wide statement of net assets. These statements report information on the County as a whole and its component units. They do not include the fiduciary activities of the County.

In the government-wide statements, the primary government (the County) is reported separately from its component units (the Housing Finance Authority and the Jackson Memorial Foundation). Governmental activities and business-type activities of the County are presented separately. Governmental activities are normally supported by taxes and intergovernmental revenues. Business-type activities rely mostly on charges for services for support.

The statement of activities shows the extent to which the direct expenses of a given function or segment are offset by its program revenues. The direct expenses of a function are clearly identifiable with that function. The program revenues of a function include: (1) amounts charged to those who purchase, use, or directly benefit from goods or services provided by the function, (2) grants and contributions that are restricted to operational uses by the function, and (3) grants and contributions that are restricted to capital uses by the function. All revenues other than program revenues are considered to be general revenues and are shown in the bottom section of the statement of activities. They include all taxes (even those levied for a particular function), unrestricted intergovernmental revenues, unrestricted investment earnings and other miscellaneous non-program revenues.

The government-wide statement of net assets reports all financial and capital resources of the County, as well as its liabilities. The difference between assets and liabilities are reported as net assets. Net assets are displayed in three components:

Invested in capital assets, net of related debt: Capital assets, net of depreciation and reduced by the outstanding balance of debt that is attributable to the acquisition or construction of those assets.

Restricted net assets: Net assets where constraints on their use are: (1) externally imposed by creditors, grantors, contributors or laws or regulations of other governments, or (2) imposed by law through constitutional provisions or enabling legislation.

Unrestricted net assets (deficit): All other assets and liabilities not part of the above categories. This amount represents the accumulated results of all past years' operations. The deficit in net assets of governmental activities is due to long-term liabilities, including compensated absences.

Fund financial statements:

The accompanying financial report includes separate financial statements for governmental funds, proprietary funds and fiduciary funds (though fiduciary funds are excluded from the government-wide statements). The fund financial statements present major individual funds in separate columns. All remaining governmental and enterprise funds are aggregated and reported as nonmajor funds.

Major Governmental Funds
The following major governmental funds are included in the County's financial statements:

General Fund: The County's primary operating fund; also accounts for the financial resources of the general government, except those required to be accounted for in another fund.

Major Proprietary Funds
The following major enterprise funds are included in the County's financial statements:

Miami-Dade Transit Agency: Operates the County's mass transit rail system, bus system, downtown metro-mover loop, and special transportation services.

Solid Waste Management Department: Provides solid waste collection and recycling services to the unincorporated area of Miami-Dade County and to some municipalities and also provides solid waste disposal services to 17 municipalities and operates a variety of facilities, including landfills, transfer stations and neighborhood trash and recycling centers.

Miami-Dade Seaport Department: Operates the Dante B. Fascell Port of Miami-Dade County.

Miami-Dade Aviation Department: Operates and develops the activities of the Miami International Airport, three other general aviation airports, and one training airport.

Miami-Dade Water and Sewer Department: Maintains and operates the County's water distribution system and wastewater collection and treatment system.

Public Health Trust (PHT): The PHT was created by a County ordinance in 1973 to provide for an independent governing body responsible for the operation, governance and maintenance of designated health facilities. These facilities include Jackson Memorial Hospital, a teaching hospital operating in association with the University of Miami School of Medicine, Jackson North (formerly Parkway Regional Medical Center), Jackson South (formerly Deering Hospital), and several primary care centers and clinics throughout Miami-Dade County.

Internal Service Fund
The following internal service fund is included in the County's financial statements:

Self-Insurance Fund: Accounts for the County's insurance programs covering property, automobile, general liability, professional and workers' compensation. Also accounts for medical, dental, life, and disability insurance for County employees.

Fiduciary Funds
The following fiduciary funds are included in the County's financial statements:

Agency Funds:

Clerk of Circuit and County Courts Funds: Accounts for funds received, maintained and distributed by the Clerk of the Circuit and County Courts in his capacity as custodian to the State and County judicial systems.

Tax Collector Fund: Accounts for the collection and distribution of ad-valorem taxes and personal property taxes to the appropriate taxing districts. Also accounts for the collection of motor vehicle registration fees and sales of other State of Florida licenses, the proceeds of which are remitted to the State.

Other Agency Funds: Accounts for various funds placed in escrow pending timed distributions.

Pension Trust Fund: The Pension Trust Fund accounts for assets held by Northern Trust Bank for the benefit of employees of the Public Health Trust who participate in the Public Health Trust Defined Benefit Retirement Plan.

Application of FASB Standards
Governmental Accounting Standards Board ("GASB") Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that use Proprietary Fund Accounting,* offers the option of following all Financial Accounting Standards Board ("FASB") standards issued after November 30, 1989, unless the latter conflict with or contradict GASB pronouncements, or not following FASB standards issued after such date. The County and its enterprise funds elected the option not to follow the FASB standards issued after November 30, 1989.

Proprietary Funds Operating vs. Nonoperating Items
The County's proprietary funds distinguish *operating* revenues and expenses from *nonoperating* items in their statements of revenues, expenses and changes in fund net assets. In general, operating revenues result from charges to customers for the purchase or use of the proprietary fund's principal product or service. Operating expenses relate to the cost of providing those services or producing and delivering those goods, and also include administrative expenses, depreciation of capital assets, and closure and postclosure care costs for active and inactive landfills.

All other revenues and expenses that do not result from the fund's principal ongoing operations are considered to be *nonoperating.* Examples of other nonoperating items include investment earnings, interest expense, grants and contributions, and passenger facility charges.

Grants from Government Agencies
Certain operating grants under various federal and state programs are included in the Special Revenue Funds. Grant monies received are disbursed by these funds for goods and services as prescribed under the respective grant program or are transferred to other County funds for ultimate distribution under the terms of the grants. These programs are dependent on the continued financial assistance of the state or federal government.

Grants designated as operating subsidies to enterprise funds are recorded as nonoperating revenues upon compliance with the grant's eligibility requirements. Grant monies designated for use in acquiring property or equipment are recorded as capital contributions. Grant monies received but not earned are recorded as unearned revenues.

Interfund Activity
As a general rule the effect of interfund activity has been eliminated from the government-wide statements. An exception to this rule is that charges for services provided by the Water and Sewer Department and the Solid Waste Department have not been eliminated from the statement of activities. Elimination of these charges would understate the expenses of the user function and the program revenues of the function providing the services. Also, the General Fund charges certain funds an administrative cost overhead charge based on a cost allocation plan. An adjustment has been made to the government-wide statements to eliminate the revenue and expense reported in the General Fund so that the administrative expense is shown only by the funds/activities that were charged.

Flow Assumption for Restricted Assets
If both restricted and unrestricted assets are available for use for a certain purpose, it is the County's policy to use restricted assets first, and then use unrestricted assets as needed.

Use of Estimates
The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of

assets, liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

1-C. Assets, Liabilities, and Net Assets or Fund Balances

Cash, Cash Equivalents and Investments

Cash includes cash on hand, amounts in demand deposits, and positions in investment pools that can be deposited or withdrawn without notice or penalty. Cash equivalents are short-term, highly liquid securities with known market values and maturities, when acquired, of less than three months.

The County adopted the provisions of GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and External Investment Pools*, which established accounting and financial reporting standards for all investments, including fair value standards. Non-participating investments, such as nonnegotiable certificates of deposit with redemption values that do not consider market rates, are reported at amortized cost. Participating investments are carried at fair value, and unrealized gains and losses due to variations in fair value are recognized for the year.

The provisions of GASB No. 31 also specify that the investment income of each fund be reported in the fund that is associated with the assets. If the investment income is assigned to another fund for other than legal or contractual reasons, the income has to be recognized in the fund that reports the investment, with an operating transfer to the recipient fund. The County has made the needed adjustments to the accompanying financial statements to ensure compliance with this provision.

Inventories

Inventories, consisting principally of materials and supplies held for use or consumption, are recorded at cost or weighted average for governmental funds and lower of cost (first-in, first-out method) or market for enterprise funds, except for the Transit Agency, Water and Sewer and Public Health Trust. These enterprise funds use the average cost method.

The purchases method of inventory accounting is used to report inventories in the governmental funds. Under this method, inventories are reported as expenditures when purchased. However, significant amounts of inventories are reported as assets and are offset by a reservation of fund balance to indicate they do not constitute resources available for appropriation. In the Statement of Net Assets, inventories are accounted for using the consumption method characteristic of full accrual accounting. Under this method, the recognition of an expense is deferred until such time when the inventories are actually consumed.

Mortgage and Notes Receivable

Mortgages and notes receivable arise from the County's housing development programs that provide low-income housing assistance to eligible applicants and developers. These receivables are collateralized by the property for which the mortgage has been issued. Mortgages and notes receivable total $593,468,000 and have an estimated allowance for uncollectible accounts of $425,532,000.

Accounts Receivables

Accounts receivable reported by the enterprise funds as of September 30, 2009 are net of an allowance for uncollectible accounts of $494,029,000.

Property Taxes

Property values are assessed as of January 1 of each year, at which time, according to the Florida Statute 197.122, taxes become an enforceable lien on property until discharged by payment or until barred under Chapter 95. Tax bills are mailed in October and are payable upon receipt with discounts at the rate of 4% if paid in November, decreasing by 1% per month with no discount available if paid in the month of March. Taxes become delinquent on April 1 of the year following the year of assessment and State law provides for enforcement of collection of property taxes by the sale of interest-bearing tax certificates and the seizure of personal property to satisfy unpaid property taxes. The procedures result in the collection of essentially all taxes prior to June 30 of the year following the year of assessment.

Capital Assets

Capital assets include land, buildings, furniture, fixtures, equipment, machinery, utility plant and systems, infrastructure (e.g., roads, bridges, sidewalks, and similar items) and construction work in progress with an estimated useful life in excess of one year. Capital assets used in the operation of governmental funds and those used in business-type activities are reported in the applicable columns in the government-wide financial statements.

Capital assets are recorded at cost if purchased or constructed. Contributed capital assets are recorded at estimated fair value at the date of contribution. The cost of maintenance, repairs and minor renewals and betterments are expensed as incurred, rather than capitalized (added to the cost of the asset). Major renewals and betterments are treated as capital asset additions.

Interest expense related to borrowings used for construction projects of business-type activities is capitalized, net of interest earned on the same funds. Interest capitalization ceases when the construction project is substantially complete. Net interest capitalized during fiscal year 2009 amounted to $106.0 million comprised of $93.9 million for Aviation, $7.0 million for Water and Sewer Department, $4.9 million for MDT, and $0.2 million for Solid Waste Management. Interest is not capitalized for construction projects of governmental funds.

Capital assets are depreciated over their useful lives unless they are inexhaustible (e.g., land, certain individual items or collections with historical or artistic value). Pursuant to Florida Statute, the County inventories all assets with a historical cost of $1,000 or more and a useful life of one year or greater. However, for financial reporting purposes, the County has established a capitalization threshold of $5,000 for its governmental activities and from $1,000 to $5,000 for its business-type activities. The County uses the straight-line method of depreciation to depreciate assets over their estimated useful lives, which range as follows:

Buildings and building improvements	5-50 years
Utility plant and systems	5-100 years
Infrastructure	10-50 years
Furniture, fixtures, machinery and equipment	3-30 years

The Solid Waste Management enterprise fund records depletion on landfill sites and the estimated cost of permanently capping and maintaining such landfills on the basis of capacity used.

Restricted Net Assets

Certain net assets have been identified as “restricted”. These net assets have constraints as to their use externally imposed by creditors, through debt covenants, by grantors, or by enabling legislation. Restricted net assets are being reported for: Capital Projects, Debt Service, Housing Programs, Fire and Rescue, Transportation, Public Library, Community and Social Development, Environmentally Endangered Lands, Stormwater Utility, other purposes (expendable); and other purposes (nonexpendable).

Net assets restricted for “other purposes (expendable)” include the net assets of most of the other special revenue funds, including amounts for: Special Assessments; Wetlands Mitigation; Tourist and Convention Development taxes to be used for facilities such as convention centers, sports stadiums and arenas; and amounts from grants from the federal and state government. Net assets restricted for “other purposes (nonexpendable)” include permanent endowments for the Metrozoo and public libraries, and are reported in the permanent funds.

As of September 30, 2009, Miami-Dade County had $1.889 billion of restricted net assets, of which $780.7 million was restricted by enabling legislation.

Reservations of Fund Balances
Reservations of fund balances in governmental fund statements represent amounts that are not available for appropriation or are restricted by outside parties for use for a specific purpose.

Donor-restricted endowments
The permanent funds for the Metrozoo and public libraries report nonexpendable restricted assets of $2,781,000 and $479,000, respectively, and net appreciation of $453,000 and $10,000 respectively. Under the terms of the endowments and consistent with State statutes, the County is authorized based on a total-return policy to spend the net appreciation on those programs. Any amounts not spent during a particular fiscal year may be carried forward to be spent in future years.

Long-term Obligations
In the government-wide and proprietary fund type financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund type statement of net assets. Bond premiums and discounts and deferral amounts on refunding are deferred and amortized over the life of the bonds using the effective interest method or the straight-line method if it does not differ materially from the effective interest method. Bonds payable are reported net of the applicable bond premium or discount and deferral amounts on refunding. Bond issuance costs are reported as deferred charges and amortized using the straight-line method over the life of the bonds.

In the fund financial statements, governmental fund types recognize bond premiums and discounts and bond issuance costs during the current period. The face amount of the debt issues are reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

Compensated Absences
The County accounts for compensated absences by recording a liability for employees' compensation of future absences according to the guidelines set by GASB Statement No. 16, *Accounting for Compensated Absences.*

County policy permits employees to accumulate unused vacation and sick pay benefits that will be paid to them upon separation from service. In the governmental funds, the cost of vacation and sick pay benefits is recognized when payments are made to employees. The government-wide statements and proprietary funds recognize a liability and expense in the period vacation and sick pay benefits are earned.

The government-wide statement of net assets for September 30, 2009 includes a liability for accumulated vacation and sick pay of $630,282,000. Of this amount an estimated $254,450,000 is payable within a year and the remaining balance of $375,832,000 is payable after one year.

Deferred Compensation Plan
The County offers its employees a deferred compensation plan (the "Plan") created in accordance with Internal Revenue Code Section 457. The Plan, available to all County employees, allows them to defer a portion of their salary to future years. The County's direct involvement in the Plan is limited to remitting the amounts withheld from employees to the Plan's administrator. The deferred compensation plan is not available to employees until termination, retirement, death or an unforeseeable emergency. The deferred compensation plan is not included in the County's financial statements.

Note 2 - Stewardship, Compliance and Accountability

Miami-Dade Public Housing Agency

On January 8, 2009, US HUD returned control of the Miami-Dade Public Housing Agency (MDPHA) to the County after 15 months in its possession. US HUD will continue to monitor progress as outlined in a Memorandum of Understanding (MOU), which has a term of two years. In the MOU, the MDPHA will accomplish specific tasks and objectives with US HUD providing oversight. In addition, the Miami-Dade Housing Agency changed its name to Miami-Dade Public Housing Agency.

Self-Insurance Net Assets Deficit

As of September 30, 2009, the Self-Insurance Internal Service Fund had a deficit in net assets of $19.429 million. The deficit is the result of estimated losses incurred but not reported (IBNR). The County currently partially funds the IBNR liability and has steadily increased such coverage in recent years. The premium rates charged to County departments for health insurance, workers compensation and general liability have been adjusted to reflect rising costs of insurance. As required by generally accepted accounting principles (GASB Codification C50.128), the County has implemented an action plan to eliminate the accumulated deficit over a reasonable period of time.

Legally Adopted Budgets

The County's General Fund, Debt Service Funds, Permanent Funds, and Special Revenue Funds, with the exception of the Clerk of Courts Operations Special Revenue Fund, have legally adopted annual budgets approved by the Board of County Commissioners. As dictated by Article V of the Florida Constitution, the Clerk of the Courts Operations Special Revenue Fund's budget is submitted to the State's Clerk of Court (COC) Operations Conference for their review and approval. The Clerk of the Court is accountable to the COC Operations Conference for court-related expenditures funded by the State. The General Fund's budget-to-actual comparison is presented in the Required Supplementary Information section. The remaining funds' budget-to-actual comparisons are presented in the Supplementary Information section of this report.

Public Health Trust - Liquidity Risk

Liquidity risk is the risk that the County would not have sufficient liquid financial resources to meet its obligations when they fall due. This may occur as a result of excessive cash outflows or reduction in revenues. During fiscal year 2009, the Public Health Trust ("PHT" or "Trust"), an enterprise fund of the County, reported a decrease in net assets of $244.6 million. As a result, PHT management together with County management is actively implementing a financial stability plan ("Plan") to address the Trust's financial condition. The Plan includes expected savings in operations, strategic sourcing and increased revenues by implementing efficiencies in billings and patient management.

The County is obligated to make certain payments to the operation or capital needs of the designated facilities operated by the PHT. The County has levied a half-cent county public hospital sales surtax utilized for the operation, maintenance and administration of the Trust. As a result of the tax levy, the County is required to contribute each year a maintenance of effort (MOE) amount no less than 80% of the general fund support at the time of the tax levy. The MOE is calculated as 11.873% times the millage rate levied for countywide purposes in fiscal year 2007 times 95% of the preliminary tax roll for the upcoming fiscal year and by multiplying 11.873% on general fund non-ad valorem revenues with the exception of local and state gas taxes. During fiscal year 2009 the PHT received $177.4 million of MOE from the County and $172.8 million of sales surtax funds. In fiscal year 2010, the County budgeted $158.4 million of MOE and $169.7 million of sales surtax funds. During fiscal year 2010 the County assisted PHT by advancing a portion of the health surtax ($61 million), net of debt service for PHT bonds, and provided an advance of the budgeted maintenance of effort ($6 million) for the fiscal year.

County management is closely monitoring the progress of the PHT's Plan. The County has placed PHT under "management watch" and has named a leadership team to work on site with Trust management. The team will provide an additional level of due diligence for the County and provide a fresh perspective on operations. On a weekly basis the County Manager and a team of senior financial, budgetary, procurement and human resources professionals meet with the PHT management team to discuss the progress of the Plan and address any changes or additional initiatives in order to stabilize the PHT financial condition. At this time the County does not anticipate any additional funding will be required to assist PHT. The County does have the ability to advance budgeted surtax and MOE funds to the Trust, if such circumstances are warranted. In the event PHT's financial condition falls short of the sustainability goals forecasted, the County would evaluate available options including reducing costs and pursuing opportunities to redesign and optimize the operations and revenue and billing areas, including seeking additional Medicaid funding from the State.

Note 3 - Cash, Cash Equivalents and Investments

Deposits and Investments:

Miami-Dade County ("the County") is authorized through Florida Statutes §218.415, Ordinance No. 84-47, Resolution R-31-09 and its Investment Policy to make certain investments. The Investment Policy was updated and adopted on January 22, 2009 in response to current and possible uncertainties in the domestic and international financial markets. The County's overall investment objectives are, in order of priority, the safety of principal, liquidity of funds and maximizing investment income.

The County pools substantially all cash, cash equivalents and investments, except for separate cash and investment accounts that are maintained in accordance with legal restrictions. Each fund's equity share of the total pooled cash, cash equivalents and investments is included in the accompanying financial statements under the caption "Cash and cash equivalents" and "Investments."

All cash deposits are held in qualified public depositories pursuant to State of Florida Statutes Chapter 280, "Florida Security for Public Deposits Act" (the Act). Under the Act, all qualified public depositories are required to pledge eligible collateral having a market value equal to or greater than the average daily or monthly balance of all public deposits times the depository's collateral pledging level. The pledging level may range from 50% to 125% depending upon the depository's financial condition and establishment period. All collateral must be deposited with an approved financial institution. Any losses to public depositors are covered by applicable deposit insurance, sale of securities pledged as collateral and, if necessary, assessments against other qualified public depositories of the same type as the depository in default.

As a rule, the County intends to hold all purchased securities until their final maturity date. There may be occasional exceptions, including, but not limited to the need to sell securities to meet unexpected liquidity needs.

At September 30, 2009, the cash on hand of the primary government and fiduciary funds totaled $612,485,000 exclusive of cash in PHT's Pension Trust Fund (Note 9). The carrying value of cash equivalents and investments of the primary Government and fiduciary funds, other than PHT's Pension Trust Fund, include the following (in thousands):

Investment Type	Fair Value
Federal Home Loan Mortgage Corporation	$ 719,341
Federal Home Loan Bank	809,193
Federal Farm Credit Bank	724,938
Fannie Mae	801,095
Time Deposits	81,367
Treasury Notes	312,763
Interest Bearing Accounts	440,948
Money Market	160,779
Municipal Bonds	79,428
Guaranteed Investment Contracts	361,525
	$ 4,491,377

Credit Risk

The County's Investment Policy (the Policy), minimizes credit risk by restricting authorized investments to: Local Government Surplus Funds Trust Fund or any intergovernmental investment pool authorized pursuant to the Florida Interlocal Cooperation Act; Securities and Exchange Commission (SEC) registered money market funds with the highest credit quality rating from a nationally recognized rating agency; interest-bearing time deposits or savings accounts in qualified public depositories, pursuant to Florida Statutes §280.02, which are defined as banks, savings bank, or savings association organized under the laws of the United States with an office in the State of Florida that is authorized to receive deposits, and has deposit insurance under the provisions of the Federal Deposit Insurance Act; direct obligations of the United States Treasury; federal agencies and instrumentalities; securities of, or other interests in, any open-end or closed-end management-type investment company or investment trust registered under the Investment Company Act of 1940, provided that the portfolio is limited to the obligations of the United States government or any agency or instrumentality thereof and to repurchase agreements fully collateralized by such United States government obligations, and provided that such investment company or investment trust takes delivery of such collateral either directly or through an authorized custodian; commercial paper of prime quality with a stated maturity of 270 days or less from the date of its issuance, which has the highest letter and numerical rating from at least two rating agencies which are Standard & Poor's (A1), Moody's (P1), or Fitch (F1); bankers acceptances which have a stated maturity of 180 days or less from the date of its issuance, and have the highest letter and numerical rating from at least two rating agencies (as noted for commercial paper above) and are drawn and accepted by commercial banks and which are eligible for purchase by the Federal Reserve Bank; investments in repurchase agreements ("Repos") collateralized by securities authorized within this policy. All Repos shall be governed by a standard SIFMA Master Repurchase Agreement; municipal securities issued by U.S. state or local governments, having at time of purchase, a stand-alone credit rating of AA or better assigned by two or more recognized credit rating agencies or a short-term credit rating of A1/P1 or equivalent from one or more recognized credit rating agencies.

Securities Lending - Securities or investments purchased or held under the provisions of this section may be loaned to securities dealers or financial institutions provided the loan is collateralized by cash or securities having a market value of at least 102% of the market value of the securities loaned upon initiation of the transaction. As of October 2008, the County discontinued securities lending transactions. No losses were incurred as a result of these transactions.

The table below summarizes the investments by credit rating at September 30, 2009.

Investment Type	Credit Rating (N/A = not rated)
Federal Home Loan Mortgage Corporation	AAA
Federal Home Loan Bank	AAA
Federal Farm Credit Bank	AAA
Federal National Mortgage Association	AAA
Time Deposits	N/A
Treasury Notes	N/A
Municipal Bonds	AA
Guaranteed Investment Contracts	N/A
Interest Bearing Accounts	N/A

Custodial Credit Risk

The Policy requires that time deposits made in banks and savings and loan associations must be made with qualified public depositories in accordance with Chapter 280, Florida Statutes. The County deposits funds only in qualified public depositories, pursuant to Florida Statutes 280.02, which are defined as banks, savings banks, or savings associations organized under the laws of the United States with an office in the State of Florida that is authorized to receive deposits, and has deposit insurance under the provisions of the FDIC. At September 30, 2009 all of the County's bank deposits were in qualified public depositories and as such the deposits are not exposed to custodial credit risks.

Securities may be purchased only through financial institutions that are state-certified public depositories. For third-party custodial agreements, the County will execute a Custodial Safekeeping Agreement with a commercial bank. All securities purchased and/or collateral obtained by the County shall be the property of the County and be held apart from the assets of the financial institution.

Concentration of Credit Risk

The Policy establishes limitations on portfolio composition by investment type and by issuer to limit its exposure to concentration of credit risk. The Policy provides that a maximum of 50% of the portfolio may be invested in the State of Florida Local Government Surplus Trust Fund (the "Pool"); however, bond proceeds may be temporarily deposited in the Pool until alternative investments have been purchased. Prior to any investment in the Pool, approval must be received from the Board of County Commissioners. A maximum of 30% of the portfolio may be invested in SEC registered money market funds with no more than 10% to any single money market fund. A maximum of 20% of the portfolio may be invested in interest bearing time deposits or demand accounts with no more than 5% deposited with any one issuer. There is no limit on the percent of the total portfolio that may be invested in direct obligations of the U.S. Treasury or federal agencies and instrumentalities; with no limits on individual issuers (investment in agencies containing call options shall be limited to a maximum of 25% of the total portfolio). A maximum of 5% of the portfolio may be invested in open-end or closed-end funds. A maximum of 50% of the portfolio may be invested in prime commercial paper with a maximum of 5% with any one issuer. A maximum of 25% of the portfolio may be invested in bankers acceptances with a maximum of 10% with any one issuer, but a maximum of 60% of the portfolio may be invested in both commercial paper and bankers acceptances. A maximum of 20% of the portfolio may be invested in repurchase agreements with the exception of one (1) business day agreements, with a maximum of 10% of the portfolio in any one institution or dealer with the exception of one (1) business day agreements. Investments in derivative products shall be prohibited by Miami-Dade County. A maximum of 25% of the portfolio may be directly invested in municipal obligations, up to 5% with any one municipal issuer.

As of September 30, 2009 the following issuers held 5% or more of the investment portfolio:

Issuer	% of Portfolio
Federal Farm Credit Bank	17.52%
Federal Home Loan Bank	19.58%
Federal Home Loan Mortgage Corporation	17.43%
Fannie Mae	19.39%

The above excludes investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds and external investment pools.

Interest Rate Risk

The Policy limits interest rate risk by requiring the matching of known cash needs and anticipated net cash outflow requirements; following historical spread relationships between different security types and issuers; evaluating both interest rate forecasts and maturity dates to consider short-term market expectations. The Policy requires that investments made with current operating funds shall maintain a weighted average of no longer than twelve (12) months. Investments for bond reserves, construction funds and other non-operating funds shall have a term appropriate to the need for funds and in accordance with debt covenants. The Policy limits the maturity of a single investment in the portfolio to a maximum of five (5) years.

As of September 30, 2009 the County had the following investments with the respective weighted average maturity.

Investment Type	Weighted Average in Years
Federal Home Loan Mortgage Corporation	0.95
Federal Home Loan Bank	0.65
Federal Farm Credit Bank	1.71
Fannie Mae	0.58
Time Deposits	0.42
Treasury Notes	0.49
Municipal Bonds	0.75

Foreign Currency Risk

The Policy limits the County's foreign currency risk by excluding foreign investments as an investment option.

Cash Deficits

As of September 30, 2009, the Transit Agency, the Hurricane Funds and the Community and Social Development Funds had cash deficit balances of approximately $146.6 million, $7.2 million and $2.2 million, respectively. It is the County's practice to reclassify cash deficits with a corresponding interfund receivable/payable in the appropriate fund. These cash deficits are funded with cash advances from the County's General Fund.

Swaps

Swaps are made in accordance with the provisions of County Resolution R-311-05, "Master SWAP Policy." The Board must authorize the swap agreement and its provisions. Generally, the County will enter into transactions only with counterparties whose obligations are rated in the double-A category or better from at least one nationally recognized rating agency. In instances when the credit rating is lowered below the A rating the County requires the counterparty to collateralize its exposures or the County will exercise its right to terminate. The County's swap policy seeks to mitigate counterparty risk, termination risk, interest rate risk, basis risk, amortization risk, liquidity risk and pricing risk.

Note 4 - Capital Assets

Capital asset activity for the year ended September 30, 2009 for the governmental activities, business-type activities and major proprietary funds was as follows (in thousands)

Governmental activities:	Beginning Balance As Previously Reported September 30, 2008	Prior Period Adjustment (Restated - Note 11)	Beginning Balance Restated September 30, 2008	Additions	Deletions	Ending Balance September 30, 2009
Capital assets, not being depreciated:						
Land	$ 633,979	$ (19,606)	$ 614,373	$ 32,942	$ (347)	$ 646,968
Construction in progress	336,094		336,094	221,446	(54,366)	503,174
Total capital assets, not being depreciated	970,073	(19,606)	950,467	254,388	(54,713)	1,150,142
Capital assets, being depreciated:						
Building and building improvements	2,205,104	19,643	2,224,747	13,630		2,238,377
Infrastructure	2,375,192		2,375,192	39,758		2,414,950
Machinery and equipment	432,752		432,752	31,130	(38,760)	425,122
Total capital assets, being depreciated	5,013,048	19,643	5,032,691	84,518	(38,760)	5,078,449
Less accumulated depreciation for:						
Building and building improvements	(701,436)	162	(701,274)	(47,710)		(748,984)
Infrastructure	(1,370,764)		(1,370,764)	(50,816)		(1,421,580)
Machinery and equipment	(229,162)		(229,162)	(40,919)	32,723	(237,358)
Total accumulated depreciation	(2,301,362)	162	(2,301,200)	(139,445)	32,723	(2,407,922)
Total capital assets, being depreciated, net	2,711,686	19,805	2,731,491	(54,927)	(6,037)	2,670,527
Total governmental capital assets, net	$ 3,681,759	$ 199	$ 3,681,958	$ 199,461	$ (60,750)	$ 3,820,669
Business-type activities:						
Capital assets, not being depreciated:						
Land	$ 650,014		$ 650,014	$ 22,681	$ (1,060)	$ 671,635
Construction in progress	2,493,006		2,493,006	1,244,397	(407,316)	3,330,087
Total non-depreciable assets	3,143,020		3,143,020	1,267,078	(408,376)	4,001,722
Capital assets, being depreciated:						
Building and building improvements	6,246,312		6,246,312	141,671	(9,125)	6,378,858
Infrastructure	5,108,776		5,108,776	156,704	(17,824)	5,247,656
Machinery and equipment	2,393,741		2,393,741	305,165	(183,976)	2,514,930
Total capital assets, being depreciated	13,748,829		13,748,829	603,540	(210,925)	14,141,444
Less accumulated depreciation for:						
Building and building improvements	(2,420,096)		(2,420,096)	(191,313)	759	(2,610,650)
Infrastructure	(1,908,792)		(1,908,792)	(138,456)	16,946	(2,030,302)
Machinery, and equipment	(1,499,293)		(1,499,293)	(144,917)	82,791	(1,561,419)
Total accumulated depreciation	(5,828,181)		(5,828,181)	(474,686)	100,496	(6,202,371)
Total capital assets, being depreciated, net	7,920,648		7,920,648	128,854	(110,429)	7,939,073
Total business-type capital assets, net	$ 11,063,668		$ 11,063,668	$ 1,395,932	$ (518,805)	$ 11,940,795

MDT	Balance September 30, 2008	Additions	Deletions	Balance September 30, 2009
Capital assets, not being depreciated:				
Land	$ 226,349	$ 14,956	$ (110)	$ 241,195
Construction in progress	173,749	52,027	(84,230)	141,546
Total capital assets, not being depreciated	400,098	66,983	(84,340)	382,741
Capital assets, being depreciated:				
Buildings and building improvements	1,404,510			1,404,510
Machinery and equipment	624,471	118,110	(30,584)	711,997
Total capital assets, being depreciated	2,028,981	118,110	(30,584)	2,116,507
Less accumulated depreciation for:				
Buildings and building improvements	(615,415)	(35,113)		(650,528)
Machinery and equipment	(362,029)	(35,624)	29,882	(367,771)
Total accumulated depreciation	(977,444)	(70,737)	29,882	(1,018,299)
Total capital assets, being depreciated, net	1,051,537	47,373	(702)	1,098,208
Total MDT capital assets, net	$ 1,451,635	$ 114,356	$ (85,042)	$ 1,480,949
SOLID WASTE				
Capital assets, not being depreciated:				
Land	$ 57,586		$ (58)	$ 57,528
Construction in progress	10,387	$ 11,793	(5,857)	16,323
Total capital assets, not being depreciated	67,973	11,793	(5,915)	73,851
Capital assets, being depreciated:				
Buildings and building improvements	310,529			310,529
Infrastructure	134,201			134,201
Machinery and equipment	160,286	10,492	(7,865)	162,913
Total capital assets, being depreciated	605,016	10,492	(7,865)	607,643
Less accumulated depreciation for:				
Buildings and building improvements	(258,257)	(8,640)		(266,897)
Infrastructure	(125,202)	(7,806)		(133,008)
Machinery and equipment	(68,797)	(16,041)	7,542	(77,296)
Total accumulated depreciation	(452,256)	(32,487)	7,542	(477,201)
Total capital assets, being depreciated, net	152,760	(21,995)	(323)	130,442
Total Solid Waste capital assets, net	$ 220,733	$ (10,202)	$ (6,238)	$ 204,293

SEAPORT	Balance September 30, 2008	Additions	Deletions	Balance September 30, 2009
Capital assets, not being depreciated:				
Land	$ 198,659	$ 911	$ (974)	$ 198,596
Construction in progress	15,185	32,095	(1,354)	45,926
Total capital assets, not being depreciated	213,844	33,006	(2,328)	244,522
Capital assets, being depreciated:				
Buildings and building improvements	423,546	575	(2,086)	422,035
Infrastructure	279,485	956	(794)	279,647
Machinery and equipment	38,924	4,945		43,869
Total capital assets, being depreciated	741,955	6,476	(2,880)	745,551
Less accumulated depreciation for:				
Buildings and building improvements	(138,396)	(11,576)		(149,972)
Infrastructure	(70,222)	(6,680)		(76,902)
Machinery and equipment	(13,789)	(2,534)		(16,323)
Total accumulated depreciation	(222,407)	(20,790)		(243,197)
Total capital assets, being depreciated, net	519,548	(14,314)	(2,880)	502,354
Total Seaport capital assets, net	$ 733,392	$ 18,692	$ (5,208)	$ 746,876

AVIATION				
Capital assets, not being depreciated:				
Land	$ 88,836			$ 88,836
Construction in progress	1,783,441	$ 790,246	$ (129,928)	2,443,759
Total capital assets, not being depreciated	1,872,277	790,246	(129,928)	2,532,595
Capital assets, being depreciated:				
Buildings and building improvements	3,553,164	75,366	(172)	3,628,358
Infrastructure	1,097,364	49,025		1,146,389
Machinery and equipment	341,120	10,813	(4,739)	347,194
Total capital assets, being depreciated	4,991,648	135,204	(4,911)	5,121,941
Less accumulated depreciation for:				
Buildings and building improvements	(1,094,338)	(114,529)	172	(1,208,695)
Infrastructure	(427,476)	(7,708)		(435,184)
Machinery and equipment	(193,942)	(16,731)	4,590	(206,083)
Total accumulated depreciation	(1,715,756)	(138,968)	4,762	(1,849,962)
Total capital assets, being depreciated, net	3,275,892	(3,764)	(149)	3,271,979
Total Aviation capital assets, net	$ 5,148,169	$ 786,482	$ (130,077)	$ 5,804,574

WATER & SEWER	Balance September 30, 2008	Additions	Deletions	Balance September 30, 2009
Capital assets, not being depreciated:				
Land	$ 37,671	$ 6,814		$ 44,485
Construction in progress	426,471	282,874	$ (88,759)	620,586
Total capital assets, not being depreciated	464,142	289,688	(88,759)	665,071
Capital assets, being depreciated:				
Buildings and building improvements				
Infrastructure	3,523,644	98,222	(16,946)	3,604,920
Machinery and equipment	836,258	29,864	(9,100)	857,022
Total capital assets, being depreciated	4,359,902	128,086	(26,046)	4,461,942
Less accumulated depreciation for:				
Buildings and building improvements				
Infrastructure	(1,243,120)	(113,057)	16,946	(1,339,231)
Machinery and equipment	(606,321)	(39,508)	9,100	(636,729)
Total accumulated depreciation	(1,849,441)	(152,565)	26,046	(1,975,960)
Total capital assets, being depreciated, net	2,510,461	(24,479)		2,485,982
Total Water and Sewer capital assets, net	$ 2,974,603	$ 265,209	$ (88,759)	$ 3,151,053

PHT				
Capital assets, not being depreciated:				
Land	$ 36,635			$ 36,635
Construction in progress	81,592	$ 67,361	$ (94,735)	54,218
Total capital assets, not being depreciated	118,227	67,361	(94,735)	90,853
Capital assets, being depreciated:				
Buildings and building improvements	505,751	65,670	(5,736)	565,685
Infrastructure	29,900	596	(84)	30,412
Machinery and equipment	386,571	130,600	(133,802)	383,369
Total capital assets, being depreciated	922,222	196,866	(139,622)	979,466
Less accumulated depreciation for:				
Buildings and building improvements	(296,013)	(20,385)	(38)	(316,436)
Infrastructure	(20,037)	(1,138)		(21,175)
Machinery and equipment	(252,619)	(33,966)	33,692	(252,893)
Total accumulated depreciation	(568,669)	(55,489)	33,654	(590,504)
Total capital assets, being depreciated, net	353,553	141,377	(105,968)	388,962
Total PHT capital assets, net	$ 471,780	$ 208,738	$ (200,703)	$ 479,815

Depreciation expense was charged to the different functions of governmental activities as follows (in thousands):

Governmental Activities
Depreciation Expense by Function
(in thousands)

Function	Amount
Policy formulation and general government	$ 35,996
Protection of people and properties	23,525
Physical environment	1,343
Transportation	48,810
Health	801
Socio-economic environment	6,557
Culture and recreation	22,413
Total depreciation expense - governmental activities	$ 139,445

Depreciation expense was charged to the different functions of business-type activities as follows (in thousands):

Business-type Activities
Depreciation Expense by Function
(in thousands)

Function	Amount
Mass transit	$ 70,737
Solid waste collection	9,777
Solid waste disposal	22,710
Seaport	20,790
Aviation	138,968
Water	59,028
Sewer	93,400
Public health	55,489
Other	3,650
Total depreciation expense - business-type activities	$ 474,549

Note 5 – Leases

Lease Leaseback Transactions

General Segment - During fiscal year 1998, the County entered into a three party Lease/Sublease agreement with Dana Commercial Credit Corporation ("Dana") regarding the leasing rights of the Stephen P. Clark Center (the "Metro Center"). The terms of the Lease/Sublease agreement provide for the leasing of the County's leasing rights of the Metro Center to a third party, Wilmington Savings as trustee for Redade, a subsidiary of Dana, which in turn subleased the asset back to the County for a period of 29 years, commencing June 1, 1998. In April 2002, Dana sold its equity in the lease to Rabo Bank. During the lease period, the County retains title and control of the facility. The building facility is included in the capital assets of the County in the government-wide Statement of Net Assets.

At closing, the County received a total of $79 million, of which $3.7 million was considered an up-front payment and was recognized as revenue in fiscal year 1998. $57 million of the remaining $75.3 million was deposited with a financial institution and the proceeds will be used to meet the payment obligations by the County under the sublease agreement. The remaining $18 million will mature to an amount sufficient, approximately $49 million, to fully defease its sublease obligations and buy-out option, 17.5 years subsequent to the commencing date. There is a purchase option allowed under the agreement in the year 2015.

The total original minimum lease payments of approximately $125 million will be amortized on a straight-line basis over the life of the lease term. This Lease/Sublease agreement has been accounted for as a non-cancelable operating lease as part of the other nonmajor governmental funds. Refer to Note 14 – Subsequent Events, concerning this lease / leaseback agreement.

The future minimum lease payments are as follows (in thousands):

Year Ending September 30,	
2010	$ 5,029
2011	5,171
2012	5,324
2013	5,488
2014	2,748
2015-2019	62,103
	$ 85,863

Transit Agency - During fiscal year 1997, the County entered into a three party lease-in/lease-out arrangement ("Lease 1") with the Bank of New York Leasing Corporation for a total of 134 commuter rail cars. The agreements provide for the lease of the equipment owned by the County to a financial party lessee and the lessee, in turn, subleases such equipment back to the County for a period ranging from 22 to 24 years commencing May 1997. At the time of the transaction, the County received from the financial party lessee the total minimum rental payments required under the lease of approximately $95 million.

The County deposited $70,350,000 with a financial institution sufficient to meet all of its payment obligations under the terms of the sublease and acquired $17,583,000 in United States Treasury Strips that will mature to an amount sufficient to satisfy each agreement's purchase of the Head Lease Rights option. The funds on deposit and the United States Treasury Strips have been included as restricted assets in the accompanying financial statements.

In December 1998, the County entered into a second lease-in/lease-out arrangement (“Lease 2"). The agreement which was entered into with NationsBanc Leasing and Finance, provided for the lease of six different facilities owned by the County to a financial party lessee and the lessee, in turn, subleased the facilities back to the County for a period of 35 years. At the time of commencement, the County received from the financial party approximately $133 million.

The County deposited approximately $120.9 million with a financial institution sufficient to meet all its payment obligations under the terms of the sublease agreement and buy-out options, ranging from 19 to 20 years subsequent to the commencing date.

On August 14, 2002, a portion of the third lease-in/lease-out arrangement (QTE Lease) commenced. This agreement which was entered into with the Bank of America Leasing & Capital Group, provided for the lease of certain Qualified Technological Equipment owned by the County and consisted of the MDT control system. The agreement provided for the lease of the equipment to a financial party lessee and the sublease of such equipment back to the County for a period of 16 years.

At the time of commencement, the County received from the financial party a total of approximately $239 million. The County deposited approximately $229 million with a financial institution sufficient to meet all its payment obligations.

On April 7, 2008, MDT and Equity Trust entered into an early buyout and amendment agreement on the 134 rail cars lease agreement whereby the County and MDT exercised its purchase option and paid the purchase option price. In the purchase option, the County and MDT assumed all of the obligations of Lessor and headlessee thereby terminating the 1997 agreement. Upon the execution of the early buyout, all equity collateral was automatically released from the lien of the pledge and security agreement and the obligations of the Custodian (MDT) under the custody agreement were automatically terminated.

The balance in the Investment and the Capital lease payable of $36,521,000 were closed and the remaining unamortized upfront benefit of $4,592,000 was fully amortized to income. In addition, the purchase option provided for the County to receive $200,000 as termination fee.

Refer to Note 14 – Subsequent Events, concerning these lease / leaseback agreements. Future minimum lease payments are as follows (in thousands):

Year Ending September 30,	
2010	$ 21,396
2011	21,419
2012	21,484
2013	57,087
2014	29,985
2015-2019	227,541
	378,912
Less amount representing interest	(86,587)
Present value of minumum sublease payments	$ 292,325

Operating Leases

General Segment – The County leases various facilities under noncancelable operating leases. Total cost for the leases was $17.5 million for the year ended September 30, 2009. The future minimum lease payments for these leases are as follows (in thousands):

Year Ending September 30,	
2010	$ 13,349
2011	10,188
2012	4,161
2013	2,071
2014	1,264
2015-2019	3,813
2020-2024	3,795
2025-2029	3,780
2030-2034	3,654
2035-2039	379
	$ 46,454

Seaport – The Seaport has several operating leases consisting principally of the leasing of land, office space and warehouses to several tenants. The lease agreements consist of both cancelable and non-cancelable agreements. The agreements expire over the next 15 years. Future minimum lease income under the non-cancelable operating leases (with initial remaining lease terms in excess of one year) as of September 30, 2009 are summarized in the table below (in thousands):

Year Ending September 30,	
2010	$ 11,504
2011	9,837
2012	8,536
2013	8,151
2014	7,707
2015-2019	37,723
2020-2024	30,490
	$ 113,948

Public Health Trust – The Public Health Trust leases various equipment and facilities under operating leases. Rent expense for all operating leases was approximately $12.519 million in 2009. At September 30, 2009, future minimum lease payments by year under non-cancelable operating leases are as follows (in thousands):

Year Ending September 30,	
2010	$ 7,224
2011	5,198
2012	4,342
2013	3,786
2014	2,784
	$ 23,334

Aviation - The major portion of the Aviation Department's property, plant and equipment is held for lease. Substantial portions of the leases are cancelable and provide for periodic adjustment to rental rates to maximize operational flexibility. The non-cancelable lease agreements also provide for periodic adjustments to the rental rates. All leases are classified as operating leases. The Aviation Department recognized $104.008 million of rental income for the year ended September 30, 2009.

In addition, the Aviation Department leases certain properties under management and concession agreements. Certain of these leases provide for minimum rentals plus a specified percentage of the tenants' gross revenues. The agreements generated revenues of $103.500 million during the year ended September 30, 2009. At September 30, 2009 minimum rentals under such lease agreements are as follows (in thousands):

Year Ending September 30,	
2010	$ 61,954
2011	59,165
2012	52,532
2013	43,123
2014	40,859
2015-2019	42,608
2020-2024	32,028
2025-2029	17,332
2030-2034	6,467
2035-2039	5,834
2040-2044	2,535
2045-2049	1,977
2050-2054	659
	$ 367,073

Note 6 – Disaggregation of Accounts Receivable and Accounts Payable Balances

Accounts Receivable

Receivables are comprised of amounts owed to the County by customers, patients, carriers and others that conduct business with the County and are expected to be collected within a year. Receivables in the General Fund are 33% customer receivables, 45% utilities taxes for the month of September, and the remaining amount due from other entities. Receivables in the Other Governmental Funds are 86% from Fire Department transport fees, 6% from Miami Dade Housing Department's tenants and others, and 8% from miscellaneous charges. Net receivables in the Business-type Activities are 62% due from patients and carriers, 23% due from water and sewer customers, 9% due from airlines and concessionaires, 3% from solid waste disposal and collection customers, 2% from water ports and terminal charges, and the remaining 1% from transit fees and rental facility fees.

	Accounts	Allowance for uncollectible accounts	Total Net Receivables
Governmental activities:			
General Fund	$ 12,723	$ (896)	11,827
Internal Service Fund	1,193		1,193
Other Governmental Funds	91,040	(64,883)	26,156
Total - governmental activities	$ 104,956	$ (65,779)	39,176
Business-type activities:			
Public Health Trust	$ 692,161	$ (447,346)	$ 244,815
Water and Sewer Department	115,656	(24,843)	90,813
Aviation Department	52,864	(15,541)	37,323
Miami-Dade Transit	2,490	(2,117)	373
Seaport Department	12,253	(3,758)	8,495
Solid Waste Department	10,586	(424)	10,162
Other Non-major proprietary	372		372
Total - business-type activities	$ 886,382	$ (494,029)	$ 392,353

Accounts Payable

Accounts payable and accrued expenses at September 30, 2009, were as follows (in thousands):

	Vendors	Salaries and Benefits	Total
Governmental activities:			
General	$ 65,290	$ 33,384	$ 98,674
Other non-major governmental	94,422	5,512	99,934
Internal Service Fund	1,067		1,067
Total - governmental activities	$ 160,779	$ 38,896	$ 199,675
Business-type activities:			
Miami-Dade Transit	$ 33,231	$ 7,111	$ 40,342
Solid Waste Department	16,821	1,612	18,433
Seaport Department	12,576	739	13,315
Aviation Department	236,603	4,829	241,432
Water and Sewer Department	39,352	7,445	46,797
Public Health Trust	227,673	30,724	258,397
Other Non-major proprietary	1,184	200	1,384
Total - business-type activities	$ 567,440	$ 52,660	$ 620,100

Note 7 - Self-Insurance Program

The County's Risk Management Division (RMD) administers workers' compensation and general liability self-insurance programs. No excess coverage is purchased for these programs. A large portion of the group medical insurance program is also self-insured and is managed by an independent third party administrator. The County continues to offer one fully insured HMO program. Premiums are charged to the various County departments based on amounts necessary to provide funding for current losses and to meet the required annual payments during the fiscal year. The County purchases commercial property insurance for County-owned properties and also in certain instances due to exposure to loss and/or contractual obligations.

The estimated liability for reported and unreported claims of the self-insurance programs administered by RMD is determined annually based on the estimated ultimate costs of settling claims, past experience adjusted for current trends, and other factors that would modify past experience. Outstanding claims are evaluated through a combination of case-by-case reviews and application of historical experience. The estimate of incurred but not reported losses is based on historical experience and is performed by an independent actuary.

The Risk Management Division also administers the self-insurance program for the Enterprise Funds. Water and Sewer only participates in the workers' compensation and certain group health self-insurance programs. Water and Sewer has established a self-insurance program for general and automobile liability exposures. RMD administers the claims on their behalf. The Public Health Trust (the Trust) maintains its own self-insurance programs for general and professional liability claims. Until January 1, 2008, the County acted as the servicing agent for the Trust's self-insurance worker's compensation program. Currently, the Trust uses a Third Party Administrator to administer their workers compensation coverage. The Trust participates in the County's benefit programs, including the self-insured medical plan and the fully insured dental and life insurance programs. The RMD places and administers a commercial property insurance program for Trust properties.

The Aviation Department pays premiums to commercial insurance carriers for airport liability insurance, construction wrap-up insurance and participates in the County's property insurance program. The airport liability coverage provides comprehensive general liability, contractual liability, personal injury and on-site automobile liability at all airports.

The County's Self-Insurance Internal Service Fund has an accumulated deficit of approximately $19.4 million for various self-insurance programs administered by the County. The County has implemented an action plan in an effort to reduce the accumulated deficit. County management believes that the deficit will be made up over a reasonable period of time.

Changes in the Internal Service Fund estimated liability amount for fiscal years 2008 and 2009 are as follows (in thousands):

	Workers Compensation	General, Auto, and Police Liability	Group Health	Other	Total
Balance as of October 1, 2007	$ 163,570	$ 23,660	$ 20,782		$ 208,012
Claims paid	(69,145)	(40,749)	(119,197)	$ (4,321)	(233,412)
Claims and changes in estimates	60,369	45,206	122,251	4,321	232,147
Liabilities as of September 30, 2008	$ 154,794	$ 28,117	$ 23,836		$ 206,747
Claims paid	(49,346)	(38,562)	(111,434)	(5,337)	(204,679)
Claims and changes in estimates	54,251	36,753	112,188	5,337	208,529
Liabilities as of September 30, 2009	$ 159,699	$ 26,308	$ 24,590		$ 210,597

Changes in estimated liabilities for the Water and Sewer Department and the Public Health Trust for fiscal years 2008 and 2009 are as follows (in thousands):

	Water & Sewer Department	Public Health Trust	Total
Balance as of October 1, 2007	$ 4,103	$ 36,229	$ 40,332
Claims paid	(484)	(13,535)	(14,019)
Claims and changes in estimates	40	8,423	8,463
Liabilities as of September 30, 2008	$ 3,659	$ 31,117	$ 34,776
Balance as of October 1, 2008	$ 3,659	$ 31,117	$ 34,776
Claims paid	(538)	(10,566)	(11,104)
Claims and changes in estimates	(927)	7,922	6,995
Liabilities as of September 30, 2009	$ 2,194	$ 28,473	$ 30,667

Note 8 – Long-Term Debt

LONG-TERM LIABILITY ACTIVITY

Changes in long-term liabilities for the year ended September 30, 2009 are as follows (amounts in thousands):

	Beginning Balance September 30, 2008	Additions	Reductions	Ending Balance September 30, 2009	Due Within One Year
Governmental Activities					
Bonds, loans and notes payable:					
General obligation bonds	$ 523,596	$ 350,000	$ (29,635)	$ 843,961	$ 13,260
Special obligation bonds	1,793,217	652,096	(153,647)	2,291,666	53,914
Current year accretions of interest		29,885		29,885	
Loans and notes payable	277,930		(22,233)	255,697	23,585
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	32,841	67	(3,080)	29,828	
Total bonds, loans and notes payable	2,627,584	1,032,048	(208,595)	3,451,037	90,759
Other liabilities:					
Compensated absences	384,155	155,632	(142,884)	396,903	108,101
Estimated insurance claims payable	206,747	208,529	(204,679)	210,597	64,445
Other postemployment benefits	10,168	16,222	(12,344)	14,046	
Departure Incentive Plan	2,774		(635)	2,139	555
Arbitrage rebate liability	2,890		(880)	2,010	
Capital Lease Agreements	10,858		(310)	10,548	325
Other	40,089	7,981	(3,017)	45,053	6,280
Total governmental activity long-term liabilities	$ 3,285,265	$ 1,420,412	$ (573,344)	$ 4,132,333	$ 270,465
Business-type Activities					
Bonds, loans, and notes payable:					
Revenue bonds	$ 6,860,647	$ 1,183,204	$ (425,372)	$ 7,618,479	$ 131,059
General obligation bonds	134,570		(4,200)	130,370	4,470
Special obligation bonds	35,415	68,630	(6,305)	97,740	6,860
Current year accretions of interest	5,690	1,819		7,509	
Loans and notes payable	549,731	21,335	(22,066)	549,000	26,719
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	(9,565)	6,744	(1,040)	(3,861)	
Commercial paper notes		498,171	(388,030)	110,141	
Total bonds, loans and notes payable	7,576,488	1,779,903	(847,013)	8,509,378	169,108
Other liabilities:					
Estimated insurance claims payable	34,776	7,922	(12,031)	30,667	7,047
Compensated absences	222,936	48,666	(38,223)	233,379	146,349
Other postemployment benefits	5,485	3,091		8,576	
Environmental remediation liability	95,366	401	(5,771)	89,996	10,016
Liability for landfill closure/post closure care costs	113,503	1,974	(15,241)	100,236	7,216
Lease agreements	354,466		(47,733)	306,733	297,389
Other	62,827	16,332	(34,939)	44,220	8,047
Total business-type activities long-term liabilities	$ 8,465,847	$ 1,858,289	$ (1,000,951)	$ 9,323,185	$ 645,172

Changes in long-term liabilities for the County's major enterprise funds are as follows (in thousands):

	Beginning Balance September 30, 2008	Additions	Reductions	Ending Balance September 30, 2009	Due Within One Year
Miami-Dade Transit Agency (MDTA)					
Bonds and loans payable:					
Revenue bonds	$ 354,180	$ 193,044	$ (5,127)	$ 542,097	$ 5,602
Special obligation bonds	21,445		(3,915)	17,530	4,065
Loans payable	31,959		(5,343)	26,616	5,588
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	9,912	3,019	(760)	12,171	
Total bonds and loans payable	417,496	196,063	(15,145)	598,414	15,255
Other liabilities:					
Compensated absences	36,063	19,974	(19,202)	36,835	13,080
Other postemployment benefits	1,870	763		2,633	
Lease agreements	336,791		(44,466)	292,325	292,325
Other	11,802		(3,755)	8,047	8,047
Total long-term liabilities - MDTA	$ 804,022	$ 216,800	$ (82,568)	$ 938,254	$ 328,707
Solid Waste Department					
Bonds and loans payable:					
Revenue bonds	$ 184,307		$ (12,565)	$ 171,742	$ 15,107
Special obligation bonds	13,970		(2,390)	11,580	2,495
Current year accretions of interest	5,690	$ 1,819		7,509	
Loans and notes payable	8911		(1,213)	7,698	1,221
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	1,775	179		1,954	
Total bonds and loans payable	214,653	1,998	(16,168)	200,483	18,823
Other liabilities:					
Compensated absences	14,923	5,358	(5,115)	15,166	3,922
Other postemployment benefits	501	204		705	
Liability for landfill closure/postclosure care costs	113,503	1,974	(15,241)	100,236	7,216
Other	1,103	785		1,888	
Total long-term liabilities - Solid Waste	$ 344,683	10,319	$ (36,524)	$ 318,478	29,961

	Beginning Balance September 30, 2008	Additions	Reductions	Ending Balance September 30, 2009	Due Within One Year
Seaport					
Bonds and loans payable:					
Revenue bonds	$ 61,395		$ (3,395)	$ 58,000	$ 3,620
General obligation bonds	134,570		(4,200)	130,370	4,470
Special obligation bonds		68,630		68,630	300
Loans payable	341,805		(3,500)	338,305	3,500
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	(10,806)	$ 1,181		(9,625)	
Total bonds and loans payable	526,964	69,811	(11,095)	585,680	11,890
Other liabilities:					
Compensated absences	5,835	2,649	(2,117)	6,367	1,620
Other postemployment benefits	215	87		302	
Environmental remediation liability	3,146	401	(3,146)	401	401
Lease agreements	4,383		(1,562)	2,821	1,729
Other	420		(31)	389	
Total long-term liabilities - Seaport	$ 540,963	$ 72,948	$ (17,951)	$ 595,960	$ 15,640
Aviation					
Bonds, loans, and notes payable:					
Revenue bonds	$ 4,522,365	$ 600,000	$ (63,250)	$ 5,059,115	$ 55,370
Loans payable	53,095		(1,615)	51,480	5,679
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	(25,162)	4,861	(11,432)	(31,733)	
Commercial paper notes		498,171	(388,030)	110,141	
Total bonds, loans and notes payable	4,550,298	1,103,032	(464,327)	5,189,003	61,049
Other liabilities:					
Compensated absences	27,199	758		27,957	7,555
Other postemployment benefits	679	277		956	
Environmental remediation liability	92,220		(2,625)	89,595	9,615
Lease agreements	13,292		(1,705)	11,587	3,335
Other	4018		(523)	3,495	
Total long-term liabilities - Aviation	$ 4,687,706	$ 1,104,067	$ (469,180)	$ 5,322,593	$ 81,554

	Beginning Balance September 30, 2008	Additions	Reductions	Ending Balance September 30, 2009	Due Within One Year
Water and Sewer Department					
Bonds and loans payable:					
Revenue bonds	$ 1,440,015	$ 306,845	$ (335,475)	$ 1,411,385	$ 45,385
Loans payable	107,943	21,335	(10,186)	119,092	10,515
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	12,112	(2,638)	11,152	20,626	
Total bonds and loans payable	1,560,070	325,542	(334,509)	1,551,103	55,900
Other liabilities:					
Estimated insurance claims payable	3,659		(1,465)	2,194	904
Compensated absences	35,607	13,682	(11,688)	37,601	11,719
Other postemployment benefits	1,098	747		1,845	
Other	30,160	13,755	(30,630)	13,285	
Total long-term liabilities - Water and Sewer Dept.	$ 1,630,594	$ 353,726	$ (378,292)	$ 1,606,028	$ 68,523
Public Health Trust (PHT)					
Bonds and loans payable:					
Revenue bonds	$ 295,255	$ 83,315	$ (4,910)	$ 373,660	$ 5,230
Add/subtract deferred amounts:					
For bond issuance premiums/discounts/refundings	2,604	142		2,746	
Total bonds and loans payable	297,859	83,457	(4,910)	376,406	5,230
Other liabilities:					
Estimated insurance claims payable	31,117	7,922	(10,566)	28,473	6,143
Compensated absences	101,920	6,148		108,068	108,068
Other postemployment benefits	1,122	1,013		2,135	
Other	15,324	1,792		17,116	
Total long-term liabilities - Public Health Trust	$ 447,342	$ 100,332	$ (15,476)	$ 532,198	$ 119,441

Compensated absences have typically been liquidated in the General Fund, other governmental funds and enterprise funds. Liabilities for landfill and postclosure care costs have been liquidated in the Solid Waste enterprise fund. Legal contingencies have typically been liquidated in the General Fund. Insurance claims liabilities have typically been liquidated in the Self-Insurance Internal Service Fund and in the enterprise funds. The Self-Insurance Internal Service Fund predominantly serves the governmental funds. When an internal service fund predominantly serves governmental funds the residual balances of the internal service fund should be reported as part of governmental activities. Therefore, the long-term liabilities of the fund are included in the above totals for governmental activities.

Demand Bonds

At September 30, 2009, the County had $800 thousand of Capital Asset Acquisition Floating / Fixed Rate Special Obligation Bonds, Series 1990 (the “Bonds”) that were due within seven days of demand by the holder at a price equal to principal plus accrued interest. The County’s remarketing agent is authorized to use its best efforts to sell the repurchased bonds at par by adjusting the interest rate.

Under a standby bond purchase agreement (the “Agreement”) issued by a bank, the fiscal agent can draw amounts sufficient to repurchase the Bonds if they cannot be resold by the remarketing agent. In the absence of monies available under the Agreement, the monies will be drawn under an irrevocable letter of credit. The letter of credit has a stated termination date of November 1, 2012. There were no amounts outstanding under the letter of credit at September 30, 2009.

Long-Term Debt -- Governmental Activities

Long-term debt of the County's governmental activities include general and special obligation bonds, installment purchase contracts and loan agreements that are payable from property tax levies and specific revenue sources. General obligation bonds are payable from unlimited ad valorem taxes on all taxable real and tangible personal property of the County, and are backed by the full faith, credit and taxing power of the County. Special obligation bonds are limited obligations of the County, payable solely from and secured by pledged non-ad valorem revenues of the County. Neither the full faith and credit nor the taxing power of the County is pledged to the payment of the special obligation bonds. Interest on variable-rate bonds, currently in an auction rate mode, is based on the BMA index and is currently reset every 28 days. Debt service requirements for interest on variable-rate debt was calculated using the rates in effect as of September 30, 2009.

Annual debt service requirements to maturity are as follows (in thousands):

Long-Term Bonded Debt, Governmental Activities
(amounts in thousands)

Maturing in	General Obligation Bonds		Special Obligation Bonds		Loans and Notes Payable	
Fiscal Year	Principal	Interest	Principal	Interest	Principal	Interest
2010	$ 13,260	$ 25,065	$ 53,914	$ 81,549	$ 23,585	$ 11,398
2011	13,930	24,607	74,554	87,631	23,882	10,389
2012	14,630	24,117	66,928	86,376	24,531	9,364
2013	15,025	23,601	69,154	85,233	23,246	8,308
2014	15,445	23,060	93,941	88,523	21,312	7,297
2015-2019	84,961	106,329	366,368	442,382	83,051	22,596
2020-2024	123,785	91,683	396,796	442,190	39,872	8,754
2025-2029	185,260	68,941	512,208	442,095	16,218	1,055
2030-2034	238,295	36,645	557,996	565,791		
2035-2039	139,370	4,394	611,763	489,497		
2040-2044			99,820	656,375		
2045-2049			34,247			
	843,961	428,442	2,937,689	3,467,642	255,697	79,161
Less:						
Unaccreted value			(616,138)			
Accretions to date				(171,230)		
Add:						
Unamortized premium / discount and deferred charges on bond refundings			29,828			
Total	$ 843,961	$ 428,442	$ 2,351,379	$ 3,296,412	$ 255,697	$ 79,161

Long-Term Debt – Business-type Activities

Long-term debt of business-type activities includes revenue bonds, special obligation bonds and loans payable from specified revenues of the County's enterprise funds. Also included are general obligation bonds issued on behalf of the Seaport Department, which will be paid from Seaport revenues and, to the extent those revenues are insufficient, from ad valorem taxes. Interest on variable-rate bonds, currently in an auction rate mode, is based on the BMA index and is currently reset every 28 days. Debt service requirements for interest on variable-rate debt was calculated using the rates in effect as of September 30, 2009.

Annual debt service requirements to maturity are as follows (in thousands):

Maturing in	Revenue Bonds		General Obligation Bonds		Special Obligation Bonds		Loans and Notes Payable	
Fiscal Year	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2010	$ 131,059	$ 363,089	$ 4,470	$ 6,663	$ 6,860	$ 3,327	$ 26,719	$ 10,465
2011	142,415	380,191	4,755	6,363	7,185	4,374	26,313	9,727
2012	145,904	375,335	5,070	6,079	7,575	4,022	26,967	8,989
2013	151,173	369,017	5,330	5,812	10,110	3,647	21,805	8,147
2,014	156,899	362,394	5,600	5,532	2,815	3,164	44,734	10,476
2015-2019	899,020	1,691,386	32,620	22,931	13,060	14,006	111,199	29,252
2020-2024	1,141,984	1,423,868	41,885	13,433	12,550	11,220	83,543	19,172
2025-2029	1,366,679	1,102,736	30,640	2,407	12,535	8,286	104,754	12,660
2030-2034	1,167,314	782,567			12,525	5,135	94,966	3,648
2035-2039	1,436,562	453,478			12,525	1,926	8,000	78
2040-2044	889,925	93,172						
	7,628,934	7,397,233	130,370	69,220	97,740	59,107	549,000	112,614
Less:								
Unaccreted value	(2,946)							
Accretions to date		(7,509)						
Unamortized discount and deferred amounts	(70,448)		(7,303)				(2,053)	
Add:								
Unamortized bond premium	75,050				893			
Total	$ 7,630,590	$ 7,389,724	$ 123,067	$ 69,220	$ 98,633	$ 59,107	$ 546,947	$ 112,614

Public Health Trust Bonds Payable

On September 27, 2005, the County issued Public Facilities Revenue Bonds and Public Facilities Revenue Refunding Bonds in the original combined amount of $300,000,000 (Series 2005 Bonds). On September 2, 2009, the County issued Public Facilities Revenue Bonds in the original amount of $83,315,000 (Series 2009 Bonds).

The Series 2005 Bonds and Series 2009 Bonds (the Bonds) are secured by the gross revenues of the Public Health Trust (PHT or the Trust). The Bonds are subject to certain covenants included in Ordinance No. 05-49 (the Bond Ordinance), together with certain ordinances and Board resolutions, which authorize and issue the Bonds by and between the Trust and the County. In addition, the Trust must comply with certain covenants included in the Bond insurance agreements.

The Bond Ordinance contains significant restrictive covenants that must be met by the Trust including, among other items, the requirement to maintain a rate covenant, to make scheduled monthly deposits to the debt service fund, maintenance of insurance on the Trust's facilities and limitations on the incurrence of additional debt. In general, the bond insurance agreement contains the same covenants as the Bond Ordinance.

At September 30, 2009, the Trust failed to meet rate covenant under the Bond Ordinance. PHT's failure to meet the rate covenant does not constitute a default under the Bond Ordinance, if PHT promptly hires an independent consultant to make recommendations as to a revision of the rates, fees, and charges of the Trust or the method of operation of the Trust, which shall result in producing the net revenues used in the covenant computation, and the PHT commences action to conform in all material respects with the recommendations of the independent consultant. The Trust has employed a consultant to make recommendations as to revision of rates, fees, and charges, and is in the process of implementing their recommendations. Therefore, PHT management believes that the covenant requirement has been satisfied. Failure to meet the rate covenant does not result in acceleration of Bonds. Please refer to Note 14 – Subsequent Events, for additional information.

Commercial Paper Notes (Short-term Debt to be Refinanced on a Long-Term Basis)

At September 30, 2009, the County had $110,141,000 outstanding of Aviation Commercial Paper Notes. The proceeds of such Notes were used to finance certain airport and airport related improvements. The Notes and accrued interest are payable solely from proceeds of future Revenue Bonds and any unencumbered monies in the Improvement Fund. The Notes are secured by an irrevocable stand-by letter of credit. The letter of credit, in the amount of $400,000,000 was approved for the purpose of making funds readily available for the payment of principal and interest on the Notes. As of September 30, 2009, there was no amount outstanding on the letter of credit. The letter of credit expires on August 1, 2010,

The outstanding Notes and accrued interest have been excluded from current liabilities because the Aviation Department intends to refinance the commercial paper with long-term revenue bonds.

Following is a schedule of commercial paper notes (in thousands):

Balance on September 30, 2008	$ -
Additions	498,171
Deductions	(388,030)
Balance on September 30, 2009	$ 110,141

State Infrastructure Bank Note

On February 6, 2007, the Board of County Commissioners approved the construction of the N.W. 25th Street Viaduct Project (Viaduct Project) by the Florida Department of Transportation (FDOT) and approved a County loan in the amount of $50 million from the FDOT State Infrastructure Bank to fund the County's share of the total cost of the Viaduct Project. FDOT and the County subsequently entered into a joint participation agreement on March 12, 2007 whereby FDOT will construct the Viaduct Project. The loan, which closed on March 21, 2007, is secured by a County covenant to annually budget and appropriate from County legally available non-ad valorem revenue funds sufficient to pay debt service costs. The debt service costs will be reimbursed to the County by the Aviation Department.

The funds are held in escrow by the FDOT State Infrastructure Bank for the construction of the project. As of September 30, 2009, cash held in escrow by agent totaled $21.5 million (included in "Other Restricted Assets"). During fiscal year 2009 there were drawdowns totaling $8.3 million. As of September 30, 2009, the outstanding loan balance was $50 million. The loan bears interest at 2% per annum. The maturity date of the loan is October 1, 2019 and the first scheduled payment of $5 million is due on October 1, 2009.

Long-Term Debt Issued During the Year

The table below describes bonds and loans that were issued during the year (other than commercial paper) for governmental and business-type activities (in thousands):

BONDS AND LOANS ISSUED DURING THE YEAR

(in thousands)

Date Issued	Description	Purpose	Interest Rate Range	Final Maturity Date	Original Amount Issued
BONDS:					
12/18/08	Miami-Dade County, Florida General Obligation Bonds, Series 2008B	To pay for a portion of the cost to construct and improve water, sewer and flood control systems, park and recreational facilities, bridges, public infrastructure and neighborhood improvements, public safety, emergency and healthcare facilities.	5.00-6.375%	7/1/28	$ 146,200,000
12/19/08	Water and Sewer system Revenue Refunding Bonds, Series 2008C	To refund the outstanding Water and Sewer System Revenue Refunding Bonds, Series 2005 which refunded the Water and Sewer System Revenue Bonds, Series 1995.	1.65-5.92%	10/1/25	$ 306,845,000
3/19/09	Miami-Dade County, Florida General Obligation Bonds, Series 2008B-1	To pay for a portion of the cost to construct and improve water, sewer and flood control systems, park and recreational facilities, bridges, public infrastructure and neighborhood improvements, public safety, emergency and healthcare facilities.	2.50-6.00%	7/1/38	$ 203,800,000
5/7/09	Miami-Dade County, Florida Aviation Revenue Bonds, Series 2009A	To finance certain airport improvements associated with the Airport's Capital Improvement Plan previously approved by the Board.	3.00-6.00%	10/1/36	$ 388,440,000
5/7/09	Miami-Dade County, Florida Aviation Revenue Bonds, Series 2009A	To finance certain airport improvements associated with the Airport's Capital Improvement Plan previously approved by the Board.	3.00-5.75%	10/1/41	$ 211,560,000
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 2009A	To refund the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1998 which refunded the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1992A, 1992B, 1992B-1 and 1995.	3.25-7.50%	4/1/49	$ 85,701,273
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Taxable Series 2009B	To refund the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1998 which refunded the Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1992A, 1992B, 1992B-1 and 1995.	7.08%	10/1/29	$ 5,220,000

7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Bonds, Series 2009C	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	3.59-7.50%	10/1/48	$ 123,421,712
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Bonds, Series 2009D	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	7.08%	10/1/29	$ 5,000,000
7/14/09	Miami-Dade County, Florida Professional Sports Franchise Facilities Tax Revenue Bonds, Series 2009E	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	Variable (Weekly Mode)	10/1/48	$ 100,000,000
7/14/09	Miami-Dade County, Florida Subordinate Special Obligation Bonds, Series 2009	To pay a portion of the County's cost of the development and construction of the Marlins Baseball Stadium.	7.24-8.27%	10/1/47	$ 91,207,214
9/2/09	Miami-Dade County, Florida Public Facilities Revenue Bond (Jackson Health Systems), Series 2009	To provide funds, together with other available funds of the County to pay or reimburse the Public Health Trust for the acquisition, construction and equipping of certain capital improvements to the Public Health Trust Facilities.	4.00-5.75%	6/1/39	$ 83,315,000
9/3/09	Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2009A	To provide funds, together with other funds of the County to pay the costs of acquisition, construction, improvement or renovation of certain capital assets, including buildings occupied or to be occupied by County departments and agencies.	3.00-5.125%	4/1/39	$ 136,320,000
9/3/09	Miami-Dade County, Florida Capital Asset Acquisition Special Obligation Bonds, Series 2009B (Build America Bonds-Direct payment to issuer)	To provide funds, together with other funds of the County to pay the costs of acquisition, construction, improvement or renovation of certain capital assets, including buildings occupied or to be occupied by County departments and agencies.	3.05-6.97%	4/1/39	$ 45,160,000
9/24/09	Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2009A	To pay all or a portion of the cost of certain transportation and transit projects.	4.00-5.00%	7/1/21	$ 69,765,000
9/24/09	Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2009B (Federally Taxable-Build America Bonds-Direct payment to issuer)	To pay all or a portion of the cost of certain transportation and transit projects.	6.71-6.91%	7/1/39	$ 251,975,000
LOANS:					
8/3/09	Water & Sewer Regions Revolving Line of Credit	To pay costs of constructing or acquiring certain improvements under the Water & Sewer Department's Multi-Year Capital Plan.	Variable	8/3/11	21,335,000
Total long-term debt issued during the year					$ 2,275,265,199

Current and Advanced Refundings in Fiscal Year 2009 (in thousands)

Issue Date	Description	Amount Issued	Amount Defeased	Cash Flow Difference	Economic Loss
12/18/08	Water and Sewer System Revenue Refunding Bonds, Series 2008C (current refunding)	$306,845	$295,240	($20,824)	($12,706)
7/14/09	Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 2009A (advance refunding)	$85,701	$80,800	($409,662)	($32,704)
7/14/09	Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 2009B (advance refunding)	$5,220	$6,944	$4,501	($2,894)

On December 18, 2008, $306.8 million of Miami-Dade County Water and Sewer System Revenue Refunding Bonds, Series 2008C were issued to redeem all of the Dade County Water and Sewer System Revenue Refunding Variable Rate Demand Bonds, Series 2005. The refunding was necessary after the required Series 2005 Liquidity Facility expired and the County was unable to obtain a Substitute Series 2005 Liquidity Facility due to the credit crisis and uncertainty in the markets at the time. The refunding of the Series 2005 bonds resulted in an economic loss of $12.7 million and an increase in future debt service payments of $20.8 million.

On July 14, 2009, $85.7 million of Miami-Dade County Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 2009A and $5.2 million of Professional Sports Franchise Facilities Bonds, Series 2009B were issued to redeem all of the Miami-Dade County Professional Sports Franchise Facilities Tax Revenue Refunding Bonds, Series 1998 Bonds. The refunding of the Series 1998 Bonds was necessary to release the liens created under those bonds on the professional sports franchise tax receipts (PST) and the tourist development tax receipts (TDT). By releasing those liens, the PST and CDT could be pledged toward the issuance of other bonds to fund a baseball stadium. The issuance of the Series 2009A and Series 2009B for the refunding resulted in an economic loss of $32.7 million and $2.9 million, respectively. The Series 2009A Bonds will have debt service payments of $409.7 million higher than the Series 1998 Bonds it refunded. The Series 2009B Bonds will have debt service payments $4.5 million lower than the Series 1998 Bonds it refunded.

Defeased Debt

The County has defeased certain debt as listed in the table below (in thousands), by placing the proceeds of new bond issues in an irrevocable trust to provide for all future debt service payments of the defeased debt. Such proceeds are invested in direct obligations of the U.S. government, and in the opinion of the County and its Bond Counsel, will provide for all future debt service payments on the defeased debt. Accordingly, the trust account's assets and the liability for the defeased debt are not included in the accompanying financial statements. Following is a schedule of defeased debt (in thousands):

Type	Series	Date of Defeasance	Call Date	Final Maturity Defeased	Principal Amount Defeased	Principal Outstanding, September 30, 2009
Special Obligation Bonds:						
Professional Sports Franchise Facilities Tax	1992B	7/9/98	10/01/11	10/1/22	$ 59,609	$ 5,775
Professional Sports Franchise Facilities Tax	1995	7/9/98	10/01/30	10/1/30	30,162	28,844
Professional Sports Franchise Facilities Tax	1998	7/14/09	10/1/09	10/1/30	6,944	17,195
Professional Sports Franchise Facilities Tax	1998	7/14/09	10/1/09	10/1/18	80,800	80,800
Total Special Obligation Bonds Defeased					$ 177,515	$ 132,614

Interest Rate Swap Agreements

As a debt management tool, the County has entered into several swap transactions.

The Fair Value of Swap is determined at September 30, 2009 based on the zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming that the current forward rates implied by the yield curve correctly anticipates future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement of the swap.

Below is a recap in chart form of the swaps in effect as of September 30, 2009.

Water and Sewer

Objective
To obtain a lower fixed rate than what was available in the Bond Market and to obtain the lower cost of borrowing.

	Date of Execution	Notional Amount	Termination Date (1)	Associated Bonds	County Payment	Counter-party Payment	Counter-party Credit Rating	Paid Termination Value at 11/19/08
1	10/1/05	$295,240,000 amortizing in step with the Bonds.	10/1/25	W&S Series 2005	Fixed – 5.27%	SIFMA	Aaa, AA+, AA	($69,100,000)

(1) The swap was terminated on November 19, 2008.

In December 2008, $306,845,000 of the Miami-Dade County, Florida Water and Sewer System Revenue Refunding Bonds, Series 2008C were issued to redeem all the Miami-Dade County, Florida Water and Sewer System Revenue Refunding Bonds, Series 2005, and to pay issuance and insurance and surety costs. In conjunction with the refunding of the Miami-Dade County, Florida Water and Sewer System Revenue Refunding Bonds, Series 2005, the swap associated with these bonds was terminated. The $69,100,000 termination value was paid using cash on hand at the Water and Sewer Department and the cash reserve associated with the Miami-Dade County, Florida Water and Sewer System Revenue Refunding Bonds, Series 2005.

	Execution Date	Notional Amount	Termination Date	Associated Bonds	County Payment	Counter-party Payment	Counter-party Credit Rating	Fair Value at 9/30/09
2	8/27/98	$200,000,000 amortizing in step with the Bonds commencing 9/1/21.	10/1/26	W&S Series 2007	SIFMA	Variable SIFMA plus (USD-LIBOR-BBA plus 1.455%)minus (SIFMA divided by 0.604)	Caa2, CC, Rating Withdrawn (1)	$186,057

(1) The Counterparty is not rated by the rating agencies and was backed by an "AAA" guarantor at the time the swap was entered. The swap's rating is based on the rating of the guarantor. The guarantor was downgraded from "Aaa" to "Aa3" on 6/19/08, again on 11/5/08 to "Baa1" and then again on 7/21/09 to "Caa2" by Moody's; downgraded from "AAA" to "AA" on 6/5/08, again on 11/19/08 to "A", and finally to "CC" on 7/25/09 by S&P, and had its "AAA" rating withdrawn on 6/26/08 by Fitch. The downgrade below "A3"/"A-," gave the County the right to terminate the swap. The swap was novated and assigned on October 2, 2009 to a new counterparty rated "Aaa", "AA" and "AA-" by Moody's, S&P and Fitch, respectively.

Using rates as of September 30, 2009, and assuming the rates remain the same for the term of the bonds, debt service requirements of the fixed-rate debt and net swap payments are as follows. (1) As rates vary, fixed-rate bond interest payments remain the same and net swap payments may vary.

Fiscal Year	Variable Rate Bonds		Interest Rate Swap	
Ending 09/30	Principal	Interest (2)	Net Receipts (3)	Total
2010	$380	$16,406	$2,942	$13,844
2011	10,715	16,151	2,942	23,924
2012	11,200	15,657	2,942	23,915
2013	11,695	15,176	2,942	23,929
2014	12,160	14,680	2,942	23,898
2015 - 2019	68,930	65,121	14,712	119,339
2020 - 2024	86,600	46,787	14,025	119,362
2025 - 2027	142,820	14,805	5,532	152,093
Total	$344,500	$204,783	$48,979	$500,304

(1) In thousands.
(2) Interest rate on the Bonds is the actual fixed rate on the Bonds.
(3) The rate is calculated as the difference between the taxable variable rate plus a constant paid by the Counterparty to the County (0.5969% + 1.4550% = 2.0519%) and the tax-exempt variable rate divided by the divisor paid by County to the Counterparty (0.3508%/.604 = 0.5808%) as of September 30, 2009 (2.0519% - 0.5808% = 1.4711%).

	Execution Date	Notional Amount	Termination Date	Associated Bonds	County Payment	Counter-party Payment	Counter-party Credit Rating	Fair Value at 9/30/09
3	3/6/06	$205,070,000 amortizing in step with the Bonds commencing 10/1/22.	10/1/29	W&S Series 1999A	SIFMA	Variable SIFMA plus (90.15% of USD-ISDA-Swap Rate plus 1.580%) minus (SIFMA divided by 0.604)	Aaa, AA, AA- [1]	$13,725,327

(1) The Counterparty is not rated by the rating agencies and is backed by an "Aaa" guarantor. The swap's rating is based on the rating of the guarantor whose ratings are "Aaa," "AA" and "AA–".

Using rates as of September 30, 2009, and assuming the rates remain the same for the term of the bonds, debt service requirements of the fixed-rate debt and net swap payments are as follows. [1] As rates vary, fixed-rate bond interest payments remain the same and net swap payments may vary.

Fiscal Year	Variable Rate Bonds		Interest Rate Swap	
Ending 09/30	Principal	Interest [2]	Net Receipts [3]	Total
2010	$380	$16,406	$8,904	$7,882
2011	10,715	16,151	8,904	17,962
2012	11,200	15,657	8,904	17,953
2013	11,695	15,176	8,904	17,967
2014	12,160	14,680	8,904	17,936
2015 - 2019	68,930	65,121	44,521	89,530
2020 - 2024	86,600	46,787	42,130	91,257
2025 - 2029	240,360	24,987	30,499	234,848
2030	52,460	1,312	2,278	51,494
Total	$494,500	$216,277	$163,948	$546,829

(1) In thousands.

(2) Interest rate on the Series 1999A Bonds is the actual fixed rate on the Bonds.

(3) The net swap rate is calculated as the difference between the 90.15% of taxable variable rate plus a constant paid by the Counterparty to the County ((90.15%*3.708% + 1.5800%) = 4.9228%) and the tax-exempt variable rate divided by a divisor paid by County to the Counterparty (0.3508%/.604 = 0.5807%) as of September 30, 2009 (4.9228% - 0.5807%= 4.3421%).

Special Obligation Bonds and Subordinate Special Obligation Bonds

Objective
To lower the County's overall cost of borrowing.

	Execution Date	Notional Amount	Termination Date	Associated Bonds	County Payment	Counter-party Payment	Counter-party Credit Rating	Fair Value at 9/30/09
1	5/12/00	$74,950,346 amortizing in step with the Bonds commencing 10/1/00.	10/1/22	SOB Series 1996B	SIFMA divided by 0.604	Libor plus a constant of 1.6534%	Caa2, CC, Rating Withdrawn (1)	$1,672,288
2	7/21/04	$ 822,436 amortizing in step with the Bonds commencing 10/1/04.	10/1/10	SOB Series 1996B	SIFMA divided by 0.604	Libor plus a constant of 1.770%	Caa2, CC, Rating Withdrawn (1)	$39,368

(1) The Counterparty is not rated by the rating agencies and was backed by an "AAA" guarantor at the time the swap was entered. The swap's rating is based on the rating of the guarantor. The guarantor was downgraded from "Aaa" to "Aa3" on 6/19/08, again on 11/5/08 to "Baa1" and then again on 7/21/09 to "Caa2" by Moody's; downgraded from "AAA" to "AA" on 6/5/08, again on 11/19/08 to "A", and finally to "CC" on 7/25/09 by S&P, and had its "AAA" rating withdrawn on 6/26/08 by Fitch. The downgrade below "A3"/"A-" gave the County the right to terminate the swap. The swap was novated on November 19, 2009 to a new counterparty rated "Aa1", "A+" and "AA-" by Moody's, S&P and Fitch, respectively.

Using rates as of September 30, 2009, and assuming the rates remain the same for the term of the bonds, debt service requirements of the fixed-rate debt and net swap payments are as follows. (1) As rates vary, fixed-rate bond interest payments remain the same and net swap payments may vary.

Fiscal Year Ending 09/30	Variable Rate Bonds Principal	Interest (2)	Interest Rate Swap Net Receipts Swap 1 (3)	Swap 2 (4)	Total
2010	$2,135	$5,201	$1,114	$15	$6,207
2011	3,696	7,270	1,082	0	9,884
2012	3,669	7,821	1,027	0	10,463
2013	3,541	8,275	973	0	10,843
2014	0	3,096	920	0	2,176
2015 - 2019	0	15,478	4,600	0	10,878
2020 - 2024	0	15,478	2,760	0	12,718
2025 - 2029	0	15,478	0	0	15,478
2030 - 2034	0	15,478	0	0	15,478
2035 - 2036	61,910	3,165	0	0	65,075
Total	$74,951	$96,740	$12,476	$15	$159,200

(1) In thousands.
(2) Interest rate on the Bonds is the actual fixed rate on the Bonds.
(3) The net swap rate is calculated as the difference between the taxable variable rate paid by the Counterparty to the County (0.4135% + 1.6534% = 2.0669%) and the tax-exempt variable rate paid by County to the Counterparty (0.3508/.604 = 0.5808%) as of September 30, 2009 (2.0669% - 0.5807%= 1.4862%).

(4) The net swap rate is calculated as the difference between the taxable variable rate paid by the Counterparty to the County (0.5969% + 1.7700% = 2.3669%) and the tax-exempt variable rate paid by County to the Counterparty (0.3508%/.604 = 0.5808%) as of September 30, 2009 (2.3669% - 0.5807%= 1.7862%).

	Execution Date	Notional Amount	Termination Date	Associated Bonds	County Payment	Counter-party Payment	Counter-party Credit Rating	Fair Value at 9/30/09
3	5/12/00	$275,075,853 amortizing in step with the Bonds commencing 10/1/00.	10/1/22	Subordinate SOB Series 1997A, B & C	SIFMA divided by 0.604	Libor plus a constant of1.6534%	Caa2, CC, Rating Withdrawn (1)	$6,726,152
4	7/21/04	$135,315,527 amortizing in step with the Bonds commencing 10/1/04.	10/1/22	Subordinate SOB Series 1997A,B & C	SIFMA divided by 0.604	Libor plus a constant of 1.7700%	Caa2,CC, Rating Withdrawn (1)	$4,615,685

(1) The Counterparty is not rated by the rating agencies and was backed by an "AAA" guarantor at the time the swap was entered. The swap's rating is based on the rating of the guarantor. The guarantor was downgraded from "Aaa" to "Aa3" on 6/19/08, again on 11/5/08 to "Baa1" and then again on 7/21/09 to "Caa2" by Moody's; downgraded from "AAA" to "AA" on 6/5/08, again on 11/19/08 to "A", and finally to "CC" on 7/25/09 by S&P, and had its "AAA" rating withdrawn on 6/26/08 by Fitch. The downgrade below "A3"/"A-," gave the County the right to terminate the swap. The swap was novated and assigned on November 19, 2009 to a new counterparty rated "Aa1", "A+" and "AA-" by Moody's, S&P and Fitch, respectively.

Using rates as of September 30, 2009, and assuming the rates remain the same for the term of the bonds, debt service requirements of the fixed-rate debt and net swap payments are as follows. (1) As rates vary, fixed-rate bond interest payments remain the same and net swap payments may vary.

Fiscal Year	Variable Rate Bonds		Interest Rate Swap Net Receipts		
Ending 09/30	Principal	Interest (2)	Swap 1 (3)	Swap 2 (4)	Total
2010	$209	$6,014	$4,088	$2,417	($282)
2011	745	6,543	4,085	2,511	692
2012	965	6,863	4,074	2,594	1,160
2013	1,152	7,206	4,060	2,678	1,620
2014	5,338	12,880	4,042	2,773	11,403
2015 - 2019	29,085	81,004	18,968	15,402	75,719
2020 - 2024	34,932	124,637	10,318	10,562	138,689
2025 - 2029	37,155	173,642	0	0	210,797
2030 - 2034	39,844	251,880	0	0	291,724
2035 - 2036	125,651	83,400	0	0	209,051
Total	$275,076	$754,069	$49,635	$38,937	$940,573

(1) In thousands.
(2) Interest rate on the Bonds is the actual fixed rate on the Bonds.
(3) The rate is calculated as the difference between the taxable variable rate paid by the Counterparty to the County (0.4135% + 1.6534% = 2.0669%) and the tax-exempt variable rate paid by the County to the Counterparty (0.3508%/.604 = 0.5808%) as of September 30, 2009 (2.0669% - 0.5807%= 1.4862%).
(4) The rate is calculated as the difference between the taxable variable rate paid by the Counterparty to the County (0.5969% + 1.7700% = 2.3669%) and the tax-exempt variable rate paid by County to the Counterparty (0.3508%/.604 = 0.5808%) as of September 30, 2009 (2.3669% - 0.5807%= 1.7862%).

Special Obligation Bonds (Capital Asset Acquisition Floating Rate (CPI-MUNI))

Objective
To lower the County's overall cost of borrowing.

	Execution Date	Notional Amount	Termination Date	Associated Bonds	County Payment	Counter-party Payment	Counter-party Credit Rating	Fair Value at 9/30/09
1	4/16/04 – Effective 4/27/04	$35,000,000 amortizing in step with the Bonds commencing 4/1/05.	4/1/14	SOB Series 2004A Capital Asset Acquisition (MUNI-CPI)	SIFMA plus 0.235%	CPI plus premium(1)	Aa1, AA-, AA-	$1,995,479

(1) The premium on the $10 million, 4/1/11 maturity is 0.50% and on the $25 million, 4/1/14 maturity is 0.70%

Using rates as of September 30, 2009, and assuming the rates remain the same for the term of the bonds, debt service requirements of the fixed-rate debt and net swap payments are as follows. (1) As rates vary, fixed-rate bond interest payments remain the same and net swap payments may vary.

Fiscal Year	Variable Rate Bonds		Interest Rate Swap	
Ending 09/30	Principal	Interest (2)	Net Receipts (3)	Total
2010	$0	$1,616	$1,311	$305
2011	10,000	1,616	1,311	10,305
2012	0	1,154	937	217
2013	0	1,154	937	217
2014	25,000	1,154	937	25,217
Total	$35,000	$6,694	$5,433	$36,261

(1) In thousands.

(2) Interest rate on the Bonds is the CPI Index plus 50 bpi on the bonds maturing on 4/1/11 and 70 bpi on the Bonds maturing on 4/1/14.

(3) The rate is calculated as the difference between the variable rate (CPI plus premium) paid by the Counterparty to the County (3.9750% + 0.6429% = 4.6179%) and the variable rate (SIFMA) plus premium paid by County to the Counterparty (0.6362% + 0.235% = 0.8712%) as of September 30, 2009 (4.6179% - 0.8712%= 3.7467%).

Risk Disclosure:

***Credit Risk*.** As of September 30, 2009, all of the County's swaps have a positive termination value. Because all of the County's swaps rely upon the performance of the third parties who serve as swap counterparties, the County is exposed to credit risk, or the risk that the counterparty fails to perform according to its contractual obligations. The appropriate measurement of this risk at the reporting date is the Fair Value of the swaps, as shown in the columns labeled Fair Value in the tables above. All Fair Values have been calculated using the Zero Coupon Method. To mitigate credit risk, the County maintains strict credit standards for swap counterparties. All swap counterparties for longer term swaps are to be rated at least in the double-A category by both Moody's and Standard & Poor's. To further mitigate credit risk, the County's swap documents require counterparties to post collateral for the County's benefit if they are downgraded below a designated threshold. Since September 30, 2009, AMBAC, the guarantor for five of the County's swaps, has been downgraded below the County's acceptable threshold. The County has replaced AMBAC on all five of the County swaps for which Ambac was the guarantor with new counterparties rated above the thresholds and within the County's Swap Policy for acceptable counterparties.

***Basis Risk*.** Many of the County's swaps expose the County to basis risk. Should the relationship between the variable rate the County receives on the swap fall short of the variable rate on the associated bonds, the expected savings may not be realized. As of September 30, 2009, the SIFMA rate was 0.3508% and the LIBOR rate was 0.4135%. A form of Basis Risk is tax risk. The swaps on the Special Obligation Bonds and the Subordinate Special Obligation Bonds have a high degree of tax risk. If the tax laws change the personal income tax rates, the relationship between taxable rates (LIBOR) and tax exempt rates (SIFMA) will change. The swaps on the Special Obligation Bonds and the Subordinate Special Obligation Bonds are solely dependent on the relationship between Libor and SIFMA.

Termination Risk. The County's swap agreements do not contain any out-of-the-ordinary termination events that would expose it to significant termination risk. In keeping with market standards the County or the counterparty may terminate each swap if the other party fails to perform under the terms of the contract. In addition, the swap documents allow either party to terminate in the event of a significant loss of creditworthiness. If at the time of the termination a swap has a negative value, the County would be liable to the counterparty for a payment equal to the Fair Value of such swap unless the counterparty is the defaulting party.

***Rollover Risk*.** With the exception of the swaps on the Special Obligation Bonds and the Subordinate Special Obligation Bonds, the County is not exposed to rollover risk. Because the swaps for the Special Obligation Bonds and the Subordinate Special Obligation Bonds terminate prior to the maturity of such bonds, the County is exposed to rollover risk. Upon the termination of the swap, the County will no longer realize the synthetic rate on the bonds and will be exposed to the full fixed rate on the underlying bonds if no new swap is put in place.

Contingent Liability / Loan Guarantee

The County's General Fund is contingently liable for the payment of certain obligations from available non ad valorem taxes, and has pledged to budget and appropriate annually for the debt service payments in the event revenues from the benefiting enterprise operations are not sufficient to meet the debt service requirements. These instances are delineated below.

Series	Department	Original Amount	Principal Outstanding at 9/30/2009	Final Maturity
Sunshine State Governmental Financing Commission, Series 1987 Program	Seaport	$50,000,000	$31,245,000	June 30, 2016
Sunshine State Governmental Financing Commission, Series 1986 Program	Parks	$2,000,000	$1,004,134	October 1, 2014
Sunshine State Governmental Financing Commission, Series 1986 Program, Issued 2004	Naranja Lakes CRA	$5,000,000	$5,000,000	July 1, 2016
Sunshine State Governmental Financing Commission, Series 1986 Program, Issued 2006	Naranja Lakes CRA	$5,000,000	$3,500,000	July 1, 2016
Sunshine State Governmental Financing Commission, Series 2005	Seaport	$75,000,000	$75,000,000	September 1, 2035
Sunshine State Governmental Financing Commission, Series 2006	Seaport	$232,060,000	$232,060,000	September 30, 2032
Sunshine State Governmental Financing Commission, Series 2008	Various	$223,578,000	$182,831,000	September 1,2026
Industrial Development Revenue Bonds-BAC Funding Project Series 2000A and 2000B	Various	$21,775,000	$18,495,000	October 1, 2030

Miami-Dade County entered into a lease agreement whereby the developer of an office-building complex pursuant to an installment sales agreement. Miami-Dade County will lease the entire building and the lease payments are pledged to the bondholders. Additionally, the County has unconditionally guaranteed to budget and appropriate any shortfalls in pledged revenues from non ad valorem taxes.

Debt Authorized, but Unissued

As of September 30, 2009, the County has authorized but not issued the following:

a) $1,280,000 of general obligation bonds for general public improvements;

b) $247,500,000 of general obligation bonds for capital improvements for County airports to be paid by Aviation net revenues, if issued;

c) $156,300,000 Equipment Floating/Fixed Rates Special Obligation Bond to finance cost of capital equipment for various County departments;

d) $35,700,000 Equipment Floating/Fixed Rate Special Obligation Bonds;

e) $131,474,000 of general obligation bonds for capital improvements to the County's water and sewer system, to be paid by Water and Sewer net revenues, if issued;

f) $60,958,622 Professional Sports Franchise Facilities Tax Revenue Bonds for use of construction, equipping and maintaining any Professional Sports Franchise venue;

g) $290,000,000 Aviation Bond Anticipation Notes for improvements to airport facilities (the "1997 Authorization");

h) $1,458,485,000 Aviation Bond Anticipation Notes to pay costs for improvements to airport facilities;

i) $815,985,000 Water and Sewer System Revenue Bonds to finance the cost of capital improvements to the water and sewer systems of the County;

j) $50,000,000 Solid Waste System Bond Anticipation Notes to pay the costs of improvements to, and new capital project for, the Solid Waste System of the County;

k) $49,605,000 Solid Waste System Revenue Bonds to pay the outstanding Solid Waste System Bond Anticipation Notes and any additional improvements to, and new capital project for, the Solid Waste System of the County;

l) $18,880,000 Capital Acquisition Special Obligation Bonds;

m) $29,545,000 Special Obligation Bonds (Juvenile Courthouse Project) to fund the acquisition, construction and equipping of the Juvenile Courthouse Project;

n) $6,000,000 Special Obligation Bonds (Correction Facility Project) to fund a portion of the cost of acquisition, construction and equipping of a new holding facility;

o) $77,275,000 Special Obligation Bonds (Capital Asset Acquisition) to fund the acquisition, renovation, improvement, construction or purchase of capital assets;

p) $16,493,417 Solid Waste System Revenue Bonds to pay the cost of improvements to, and new capital projects for, the County's Solid Waste System;

q) $65,939,865 Special Obligation Bonds (Convention Development Tax) to pay the cost of various visitor related capital facilities;

r) $2,226,150,000 General Obligation Bonds to fund the projects under the "Building Better Communities" Bond Program;

s) $217,260,000 Transit System Sales Surtax Bonds to fund the projects of the People's Transportation Plan;

t) $4,215,000 Special Obligation Bonds to fund UMSA Public Improvements; and

u) $159,480,000 Special Obligation Bonds (Capital Acquisition) to acquire, construct, improve or renovate certain capital assets.

v) $21,320,000 Special Obligation Bonds (Capital Acquisition) to acquire, construct, improve or renovate certain capital assets.

Note 9 - Pension Plans and Other Postemployment Benefits

Florida Retirement System

The County participates in the Florida Retirement System (the "System"), a cost-sharing, multiple-employer, public employee retirement plan, which covers substantially all of its full-time and part-time employees. The System was created in 1970 by consolidating several employee retirement systems. All eligible employees (as defined by the State) that were hired after 1970 and those employed prior to 1970 that elect to be enrolled, are covered by the System. Benefits under the plan vest after six years of service. Benefit provisions are established under Chapter 121, Florida Statutes, which may be amended by the Florida Legislature.

The System is a defined benefit plan, qualified under section 401(a) of the Internal Revenue Code, with defined contribution options. Under the defined benefit option, employees who retire at or after age 62 with six years of credited service (vesting period), are entitled to an annual retirement benefit payable monthly for life. The System also provides for early retirement at reduced benefits and death and disability benefits. These benefit provisions and all other requirements are established by State statute.

The Florida Legislature created a new defined contribution program that was added to the menu of choices available to FRS members beginning in June 2002. Formally created as the Public Employee Optional Retirement Program (PEORP), the FRS Investment Plan is available as an option for all current and future FRS members, including renewed members (FRS retirees who have returned to FRS employment). The FRS Investment Plan is a defined contribution plan where the contribution amount is fixed by a set percentage determined by law and the contribution is made to an individual account in each participant's name. With a defined contribution plan, in which the monthly contribution rate is fixed, the final benefit will be the total account value (contributions plus investment earnings less expenses and losses) distributed during retirement.

Summary of Florida Retirement System ("FRS") Contributions, Covered Payroll and Percentage of Covered Payroll for the (in thousands)

	2009	2008	2007
Covered Payroll	$ 2,197,064	$ 2,145,709	$ 2,099,613
Contributions	$ 284,429	$ 281,048	$ 272,101
% of Covered Payroll	12.9%	13.1%	13.0%

The FRS funding policy provides for monthly employer contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are adequate to accumulate sufficient assets to pay benefits when due based upon plan assumptions. Employer contributions rates are established by state law as a level percentage of payroll (Chapter 121.70 Florida Statutes). Employer contribution rates are determined using the entry-age actuarial cost method. The consulting actuary recommends rates based on the annual valuation, but actual contribution rates are established by the Florida Legislature. Pension costs for the County ranged from 9.85% to 20.92% of gross salaries for fiscal year 2009. For the fiscal years ended September 30, 2009, 2008 and 2007, the County contributed 100% of the required contributions.

A copy of the System's annual report for the year ended June 30, 2009 can be obtained by writing to the Division of Retirement, Research and Education Section, P.O. Box 9000, Tallahassee, FL 32315-9000, by calling toll-free (877) 377-1737, or by visiting their website at http://FRS.myFlorida.com.

Public Health Trust of Miami-Dade County, Florida, Defined Benefit Retirement Plan

The Public Health Trust of Miami-Dade County, Florida, Defined Benefit Retirement Plan (the Plan) was created in 1996. The Plan is a single-employer, defined benefit pension plan and is an employee-noncontributory plan administered by the Public Health Trust (PHT). The Plan does not issue stand-alone financial statements. This report includes a Statement of Fiduciary Net Assets and a Statement of Changes in Fiduciary Net Assets for the Plan for the year ended September 30, 2009.

All PHT employees working in a full-time or part-time regularly established position who were hired after January 1, 1996 are covered by the Plan. Benefits under the Plan vest after six years of service. Employees who retire at or after age 62 with six years credited service are entitled to an annual retirement benefit payable monthly for life. The Plan also provides for early retirement at reduced benefits, and death and disability benefits. These benefit provisions and all other requirements are set forth in the Plan document. Benefits increase by approximately 2.5% per year for cost-of-living adjustments. The Board of Trustees of the PHT (the Board) reserves the right to modify, alter or amend the Plan subject to certain limitations.

Membership of the Plan consisted of the following at January 1, 2009, the date of the latest actuarial valuation:

Retirees and beneficiaries currently receiving benefits	**118**
Terminated plan members entitled to but not yet receiving benefits	**686**
Active plan members	**7,585**
Total	**8,389**
Number of participating employers	**1**

Funded Status and Funding Progress (Unaudited)

The funded status of the Plan as of January 1, 2009, the date of the latest actuarial valuation, was as follows:

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Estimated Covered Payroll (c)	UAAL as % of Covered Payroll ([b-a]/c)
1/1/2008	$228,617	$233,618	$5,001	98%	$413,953	1%
1/1/2009	$244,340	$301,791	$57,451	81%	$489,730	12%

The required schedule of funding progress presented as required supplementary information (immediately following the notes to the financial statements) provides multi-year trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

The contribution rate for normal cost is determined using the aggregate actuarial cost method. Under this method, the excess of the present value of projected benefits over the actuarial value of assets is spread evenly over the expected future salaries of the active participants presently under Normal Retirement

Age. This method does not identify or separately amortize unfunded actuarial liabilities. Gains and losses resulting from fluctuations in Plan experience are similarly amortized as part of normal cost. The significant assumptions used to compute the annual required contribution include an 8% rate of return on investment, projected salary increase of 7% in the first 10 years of service and 6% after 10 years of service. The rate of return on investments and the projected salary increase rate include projected inflation of 2.5%.

This plan uses the Aggregate Actuarial Cost Method which cannot be used to prepare a schedule of funding progress because it does not separately determine actuarial accrued liabilities. In order to provide information that serves as a surrogate for the funding progress of the plan per GASB Statement No. 50, the Entry Age Normal Cost method has been used to calculate the funded status. The current year information has been restated and calculated using the Entry Age Normal Cost Method which calculates the funding progress by a ratio of the Actuarial Value of assets to the Actuarial Accrued Liability (AAL). The aggregate actuarial cost method used does not identify or separately amortize unfunded actuarial liabilities.

The PHT's funding policy provides for actuarially determined rates deemed sufficient to pay benefits as due. The assumptions used to compute the contribution requirement are the same as those used to compute pension benefits earned. The PHT's funding policy is to make contributions based on a percentage of payroll.

The Trust's funding policy provides for actuarially determined rates deemed sufficient to pay benefits as due. The assumptions used to compute the contribution requirement are the same as those used to compute pension benefits earned. Contributions to the Plan for the fiscal year ended September 30, 2009, 2008 and 2007 were approximately $40,532,000, $38,068,000 and $33,432,000 respectively. The PHT's most recent actuarial report as of January 1, 2009 determined the annual pension cost to be approximately $56,048,000, $42,996,000 and $24,137,000 which represent 9.92%, 8.62% and 8.79% of payroll for the Plan years ended December 31, 2009, 2008, and 2007, respectively. The PHT has contributed 100% of the annual cost for all of the years.

Deposits and Investments

The Plan's investment authority is derived from the authorization of the Board and is in accordance with the Florida Statute 215.47 (the Statute) and the Employment Retirement Income Security Act of 1974 (ERISA).

The following is a summary of the fair value (based on quoted market prices) of assets held in the pension trust fund at September 30, 2009: (in thousands)

Cash and cash equivalents	$ 13,087
Investments, at fair value	
Domestic investments:	
Equities	103,685
Corporate debt securities	88,557
Government and agency obligations	21,748
Total domestic investments	213,990
International investments:	
Mutual funds	28,663
Equities	7,568
Corporate debt securities	7,414
Total international investments	43,645
Total	$ 270,722

Custodial Credit Risk

GASB Statement No. 40, Deposit and Investment Risk Disclosures, requires governments to disclose deposits and investments exposed to custodial credit risk. The custodial credit risk for investments is the risk that, in the event of the failure of the counter-party to a transaction, a government may not be able to recover the value of investment or collateral securities that are in the possession of an outside party. As of September 30, 2009, the Plan's investment portfolio was held with a single third-party custodian.

Credit Risk

The Plan's investment policy (the Investment Policy) is designed to minimize credit risk by restricting authorized investments to only those investments permitted by the Statute, subject to certain additional limitations. These additional limitations consist of prohibitions against investments in derivative securities, options, futures or short positions; however the Investment Policy allows for investments in mortgage pass-through securities. Generally, the Statute permits investments in the Florida State Board of Administration Pooled Investment account (the SBA Pool), U.S. Government and agency securities, common and preferred stock of domestic and foreign corporations, repurchase agreements, commercial paper and other corporate obligations, bankers acceptances, state or local government taxable or tax exempt debt, real estate and real estate securities, and money market funds. With the exception of obligations directly issued or guaranteed by the U.S. Government, investments in the SBA Pool, and certain state and local government debt instruments, the Statute provides limits as to the maximum portion of the Plan's portfolio which can be invested in any one investment category or issuer.

At September 30, 2009, the Plan's investment securities had the following credit ratings: (in thousands)

Investment Type	Fair Market Value	Credit Rating	
Domestic investments			
U.S. Government agency securities, by issuer			
Federal Home Loan Mortgage Association	$ 10,329	AAA	*
Federal Home Loan Mortgage Corporation	2,896	AAA	*
U.S. Treasury Bills	8,522	AAA	*
Equities - common stock	103,685	Not Rated	
Corporate debt securities			
Corporate bonds	181	A	
Corporate bonds	11,937	A1-A3	**
Corporate bonds	747	AAA	*
Corporate bonds	2,916	Aa1-Aa3/Aaa	**
Corporate bonds	652	B1-B3	**
Corporate bonds	399	BBB	*
Corporate bonds	578	Ba2-Ba3	**
Corporate bonds	16,099	Baa1-Baa3	**
Corporate bonds	210	Caa1	**
Corporate bonds	29,002	Not rated	
Corporate bonds	2,271	Not rated	
Corporate bonds	521	A-	*
Convertible bonds - Victory	757	BB+/BB	*
Convertible bonds - Victory	1,478	BBB+/BBB	*
Convertible bonds - Victory	478	AAA	*
Convertible bonds - Victory	281	A1-A3	**
Convertible bonds - Victory	6,516	A/A+/A-	*
Convertible bonds - Victory	1,735	AA/AA-	*
Convertible bonds - Victory	698	BB+	**
Convertible bonds - Victory	9,882	BBB/BBB+/BBB-	*
Convertible bonds - Victory	1,221	Not Rated	
International investments:			
Mutual funds	28,663	Not Rated	
Equities-Common stock	7,568	Not Rated	
Corporate debt securities:			
International Bonds	328	A1-A3	**
International Bonds	205	Aa1-Aa3/Aaa	**
International Bonds	113	B2	**
International Bonds	161	Ba1	**
International Bonds	4,950	Baa1-Baa3	**
Convertible bonds - Victory	557	A+	*
Convertible bonds - Victory	1,099	BBB	*
Cash and cash equivalents	13,087	Not Rated	
Total	$ 270,722		

* Standards & Poor's ratings
** Moody's Investor Services ratings

Concentration of Credit Risk

The Investment Policy establishes limitations on portfolio composition by investment type and by issuer to limit its exposure to concentration of credit risk. The Investment Policy provides that a maximum of 25% be invested in bonds, notes, or obligations of any municipality or political subdivision or any agency or authority of the State of Florida; a maximum of 80% be invested in common stock, preferred stock, and interest-bearing obligations of a corporation having an option to convert into common stock; a maximum of 75% be invested in internally managed common stock; a maximum of 80% be invested in interest-bearing obligations with a fixed maturity of any corporation or commercial entity within the United States; a maximum of 20% be invested in corporate obligations and securities of any kind of a foreign corporation or a foreign commercial entity having its principal office located in any country other than the United States of America or its possessions or territories, not including United States dollar-denominated securities listed and traded on a United States exchange; a maximum of 5% be invested in private equity through participation in limited partnerships and limited liability companies.

At September 30, 2009, the composition of the Plan's investments by investment type as a percentage of total investments was as follows:

	Percentage of Portfolio
Domestic investments:	
Equities	38.3%
Corporate debt securities	32.7%
Government and agency obligations	8.0%
International investments:	
Mutual funds	10.6%
Equities	2.8%
Corporate debt securities	2.7%
Other:	
Cash and cash equivalents	4.9%

The following represents individual investments whose fair value (based on quoted market prices) exceeded 5% of the Plan's net assets at September 30, 2009 (in thousands):

MFO PIMCO/FDS PAC Invt. Mgmt.	$ 29,001
MFC Ishares TR Russell 1000 Value Index Fund	15,334
Brandes/ING	14,635
Julius Baer International Equity Fund – Class I	14,029
Total	$ 72,999

Interest Rate Risk

The Plan manages its exposure to rising interest rate risk in fair value by forecasting cash outflows and inflows. To the extent possible, an attempt will be made to match investment maturities with known cash needs and anticipated cash flow requirements.

As of September 30, 2009 the Plan had the following investments with the respective weighted average maturity in years.

	Weighted Average Maturity
Domestic investments:	
Equities	N/A
Corporate debt securities:	
Corporate bonds	9.39
Corporate bonds	N/A
Government and agency obligations:	
Federal Home Loan Bank	N/A
Federal National Mortgage Association	25.38
Federal Home Loan Mortgage Corporation	26.64
U.S. Treasury bills	8.77
International investments:	
Mutual funds	N/A
Equities	N/A
Corporate debt securities	12.12
Other:	
Cash and cash equivalents	N/A

Foreign Currency Risk

GASB 40 requires governments to disclose deposits or investments exposed to foreign currency risk, the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The Plan's exposure to foreign currency risk at September 30, 2009 was as follows: (in thousands)

	Currency	Fair Market Value (in U.S. dollars)
International equities:		
Common stock	Canadian Dollars	$ 2,735
Common stock	Swiss Franc	344
Common stock	Japanese Yen	349
Common stock	British Pounds	909
Common stock	Chinese Yuan Renminbi	1,702
Common stock	Indian Rupee	346
Common stock	Russian Rouble	277
Common stock	Euros	237
Common stock	Hong Kong Dollars	208
Common stock	Korean Won	461
		$ 7,568
International corporate debt securities		
Corporate bonds	Canadian Dollars	$ 2,262
Corporate bonds	Euro	1,697
Corporate bonds	Israeli New Shekel	380
Corporate bonds	Caymanian Dollar	429
Corporate bonds	Brazillian Real	411
Corporate bonds	Bermudian Dollar	943
Corporate bonds	Mexican Peso	54
Corporate bonds	British Pounds	1,110
Corporate bonds	Australian Dollars	128
		$ 7,414

In addition, at September 30, 2009, the Plan's investments include approximately $28,663,000 in mutual funds which principally invest in international stocks and other international securities. Although these mutual funds are United States dollar-denominated and United States exchange-traded, the underlying investments expose the Plan to an additional degree of foreign currency risk.

Postemployment Benefits Other Than Pensions

Plan Description. Miami-Dade County ("the County") administers a single-employer defined benefit healthcare plan ("the Plan") that provides postretirement medical and dental coverage to retirees as well as their eligible spouses and dependents. Benefits are provided through the County's group health insurance plan, which covers both active and retired members. Benefits are established and may be amended by the Miami-Dade County Board of County Commissioners ("the BCC"), whose powers derive from F.S. 125.01(3)(a). The Plan does not issue a publicly available financial report.

Eligibility: To be eligible to receive retiree medical and dental benefits, participants must be eligible for retirement benefits under the Florida Retirement System (FRS) or the Public Health Trust of Miami-Dade County, Florida, Defined Benefit Retirement Plan and pay required contributions.

- Regular Class (All employees not identified as members of the Special Risk Class)
  - Eligibility for Unreduced Pension Benefits under FRS
    - Age 62 with 6 years of service
    - 30 years of service (no age requirement)
  - Eligibility for Reduced Pension Benefits under FRS
    - 6 years of service (no age requirement)
- Special Risk Class (Police Officers, Firefighters and Corrections Officers)
  - Eligibility for Unreduced Pension Benefits under FRS
    - Age 55 with 6 years of special risk service
    - 25 years of special risk service (no age requirement)
    - Age 52 and 25 years of creditable service, including special risk service and up to maximum of 4 years of active duty wartime military service credit,
    - Regular Class criteria

Benefits: The medical plans offered provide hospital, medical and pharmacy coverage. Pre-65 retirees are able to select from five medical plans as follows.

- AvMed POS
- AvMed HMO High Option
- AvMed HMO Low Option
- JMH HMO High Option
- JMH HMO Low Option

Post-65 retirees are able to select from five medical plans as follows. The County only contributes to post-65 retirees electing an AvMed Medicare Supplement Plan.

- AvMed Medicare Supplement Low Option
- AvMed Medicare Supplement High Option with RX
- AvMed Medicare Supplement High Option without RX
- JMH HMO High Option
- JMH HMO Low Option

Participation in the Health Plan consisted of the following at October 1, 2009:

Actives	37,121
Retirees under age 65	1,640
Eligible spouses under age 65	808
Retirees age 65 and over	1,873
Eligible spouses age 65 and over	379
Total	41,821

Funding Policy. The County contributes to both the pre-65 and post-65 retiree medical coverage. Retirees pay the full cost of dental coverage. Medical contributions vary based on plan and tier. For pre-65 retirees, the County explicitly contributes an average of 21% of the cost for the AvMed POS plan, 41% for the AvMed HMO High and AvMed HMO Low plans. The JMH HMO plans receive no explicit contribution. However, it is the County's policy that after fiscal year 2008 its per capita contribution for retiree health care benefits will remain at the 2008 dollar level. As a result, the retiree contributions will be increased to the extent necessary so that they are sufficient to provide for the difference between the gross costs and the fixed County contributions.

The pre-65 retirees also receive an implicit subsidy from the County since they are underwritten with the active employees. The implicit contribution is approximately 5% of the cost. The pre-65 cost is approximately 57% greater than the combined pre-65 and active cost. The post-65 retiree contributions also vary by plan and tier with the County contributing an average of 28% of the entire plan cost.

For fiscal year 2009, the County contributed $21,841,000 to the plan. The postretirement medical and dental benefits are currently funded on a pay-as-you go basis (i.e., Miami-Dade County funds on a cash basis as benefits are paid). No assets have been segregated and restricted to provide postretirement benefits.

Annual OPEB Cost and Net OPEB Obligation. The County's annual other postemployment benefit (OPEB) cost (expense) is calculated based on the *annual required contribution of the employer (ARC)*, an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and to amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

The following table shows the components of the County's annual OPEB cost for fiscal year 2009, the amount actually contributed, and changes in the County's net OPEB obligation (dollar amounts in thousands):

Annual required contribution	$ 28,778
Interest on net OPEB obligation	690
Adjustment to annual required contribution	(658)
Annual OPEB cost	28,810
Contributions made	(21,841)
Increase in net OPEB obligation	6,969
Net OPEB obligation—beginning of year	15,653
Net OPEB obligation—end of year	$ 22,622

The County's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for fiscal years 2008 and 2009 were as follows (dollar amounts in thousands):

Fiscal Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
09/30/2008	$ 26,997	42.0%	$15,653
09/30/2009	$ 28,810	75.8%	$22,622

Funded Status and Funding Progress (Unaudited). The schedule below shows the balance of the actuarial accrued liability (AAL), all of which was unfunded as of September 30, 2009 (dollar amounts in thousands).

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Estimated Covered Payroll (c)	UAAL as % of Covered Payroll ([b-a]/c)
10/1/2007	$0	$284,024	$284,024	0%	$2,048,371	14%
10/1/2008	$0	$300,847	$300,847	0%	$2,109,822	14%

Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events in the future. Amounts determined regarding the funded status of the plan and the annual required contributions by the County are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, provides multi-year trend information that shows whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Actuarial Methods and Assumptions. Projections of benefits are based on the substantive plan (the Plan as understood by the employer and plan members) and include the types of benefits in force at the valuation date and the pattern of sharing benefit costs between the County and the plan members to that point. Actuarial calculations reflect a long-term perspective and employ methods and assumptions that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

The actuarial cost method used in the valuation to determine the Actuarial Accrued Liability (AAL) and the Actuarial Required Contribution (ARC) was the Projected Unit Credit Method with service prorated. Under this method, the total present value of benefits is determined by projecting the benefit to be paid after the expected retirement date (or other event) and discounting those amounts to the valuation date. The normal cost is computed by dividing the total present value of benefits by the participant's total service (actual plus expected service) at retirement. The AAL under this method represents the total present value of benefits multiplied by the ratio of the participant's actual service to date and divided by expected service at retirement. The AAL for participants currently receiving payments and deferred vested participants is calculated as the actuarial present value of future benefits expected to be paid. No normal cost for these participants is payable. The AAL and normal cost were calculated at the measurement date, which is the beginning of the applicable fiscal year using standard actuarial techniques.

The following summarizes other significant methods and assumptions used in valuing the AAL and benefits under the plan.

Actuarial valuation date	10/1/2008
Amortization method	Level percentage of payroll, closed
Remaining amortization period	30 years
Actuarial assumptions:	
Discount rate	4.75%
Payroll growth assumption	3.00%
Health care cost trend rates	10% initial to 5.25% ultimate
Mortality table	RP 2000

Further, the valuation assumes that the County will continue to fund the liability on a pay-as-you-go basis and that the County's per-capita contribution for retiree benefits will remain at the 2008 level. As a result, the retiree contributions will be increased to the extent necessary so that they are sufficient to provide for the difference between the gross costs and the fixed County contributions.

The Actuarial Accrued Liability (AAL) for Other Postemployment Benefits, Annual Required Contribution (ARC) and contributions made during Fiscal Year 2009 were allocated as follows:

	AAL	ARC	Contribution	OPEB liability @ 9/30/09
General Government	$ 170,480	$ 15,962	$ 12,006	13,660
Miami-Dade Public Housing Agency	4,795	449	338	386
Solid Waste Department	8,747	819	616	705
Aviation Department	11,876	1,112	836	956
Seaport Department	3,749	351	264	302
Miami-Dade Transit Agency	32,703	3,062	2,303	2,633
Water and Sewer Department	22,909	2,145	1,613	1,845
Public Health Trust	45,588	4,878	3,865	2,135
Total	$ 300,847	$ 28,778	$ 21,841	$ 22,622

Note 10 - Contingencies and Commitments

Pollution Remediation Obligations

During the fiscal year ended September 30, 2009, the County adopted GASB Statement 49 (GASB 49), *Accounting and Financial Reporting for Pollution Remediation Obligations.* GASB 49 establishes accounting and financial reporting standards for pollution remediation obligations. As of September 30, 2009, the County has identified a number of sites that are undergoing pollution remediation activities or have violations of pollution related permits and licenses that must be cured. Pollution at most sites is due to contamination from petroleum, ammonia, and metals in soil and in groundwater. In addition, certain sites must continue to be monitored for a number of years due to methane gas emission. As of September 30, 2009, the County has recorded a pollution remediation liability of $7.8 million in governmental activities.

Aviation Department Environmental Matters

In August 1993, the Miami-Dade County Aviation Department ("MDAD" or "Aviation Department") and the Dade County Department of Environmental Resources Management (DERM) entered into a Consent Order. Under the Consent Order, the Aviation Department was required to correct environmental violations resulting from various tenants' failure to comply with their environmental obligations at the Airport including those facilities previously occupied by Eastern Airlines and Pan Am Airlines. In addition, the Aviation Department had a preliminary study performed by an independent engineering firm to estimate the cost to correct the environmental violations noted in the Consent Order. This study was used as a basis to record the environmental remediation liability as of September 30, 1993. In each subsequent year, the Aviation Department has received an updated study performed by MACTEC Engineering and Consulting (MACTEC), an independent engineering firm to further update the estimated costs to correct the environmental violations noted in the Consent Order based on additional information and further refinement of estimated costs to be incurred.

As a result of the updated study and costs incurred in fiscal year 2009, the total cumulative estimate to correct such violations was $223.2 million. This estimate allows for uncertainties as to the nature and extent of environmental reparations and the methods, which must be employed for the remediation. The cumulative amount of environmental expenditures spent through September 30, 2009 approximated $133.6 million. The Aviation Department has also spent $55.5 million in other environmental related projects not part of any consent order.

During fiscal year 1998, a Consent Order ("FDEP Consent Order") was signed with the State of Florida Department of Environmental Protection ("FDEP"). The new FDEP Consent Order encompasses and replaces the DERM agreement and includes additional locations. The FDEP Consent Order includes all locations at the Miami International Airport (MIA) that are contaminated as well as additional sites where contamination is suspected. The Aviation Department included other sites where contamination is suspected in the FDEP Consent Order under a "Protective Filing". If contamination is documented at these sites, the State would be required to incur the costs of remediation. Because the State will be required to pay for remediation of sites filed in the Protective Filing and because the contamination at the sites is unknown, an accrual amount is not reflected in the Opinion of Cost report or in the accompanying financial statements.

Currently, the County has several pending lawsuits in State Court against the Potentially Responsible Parties ("PRPs") and insurers to address recovery of past and future damages associated with the County's liability under the FDEP Consent Order. As of September 30, 2009, the Aviation Department has received approximately $51.6 million from the State, insurance companies and PRP's.

The Aviation Department has recorded a liability of $89.6 million at September 30, 2009, representing the unexpended environmental remediation costs based on the Opinion of Cost performed by MACTEC. Management has allocated a portion of bond proceeds to fund this obligation and believes that the remaining amount can be funded from recoveries and the operations of the Aviation Department. The liability recorded by the Aviation Department does not include an estimate of any environmental violations at the three general aviation airports or at the two training airports. Management is not aware of any such liabilities and the occurrence of any would not be material to the financial statements.

In addition to the studies conducted to determine the environmental damage to the sites occupied by Eastern and Pan Am, the Aviation Department caused studies to be performed to determine the amount required to remove or otherwise contain the asbestos in certain buildings occupied by the airlines. The Aviation Department has also estimated the amount required to remove or otherwise contain the asbestos in buildings other than those formerly occupied by Eastern and Pan Am. The studies estimate the cost to correct such damage related to all buildings were assessed at approximately $4.5 million. The Aviation Department has no intention of correcting all assessed damage related to asbestos in the near future as they pose no imminent danger to the public. Specifics issues will be addressed when and if the department decides to renovate or demolish related buildings. At such time, the department will obligate itself to the clean-up or asbestos abatement. As emergencies or containment issues may arise from this condition, they will be isolated and handled on a case-by-case basis as repair and maintenance. Such amounts do not represent a liability of the Aviation Department until such time as a decision is made by the Aviation Department’s management to make certain modifications to the buildings, which would require the Aviation Department to correct such matters. As such, no liability was recorded at September 30, 2009.

Water and Sewer Department Settlement Agreement

In 1993, the County entered into a settlement agreement with the State of Florida Department of Environmental Protection (“FDEP”) resulting in very limited restrictions on new sewer construction in certain areas of the County until adequate capacity becomes available in the wastewater system. Subsequently, in 1994 and 1995, two consent decrees were entered into with the U.S. Environmental Protection Agency (“EPA”) whereby the County accelerated its improvement program of the wastewater system, subject to a schedule of stipulated penalties if certain established completion dates are not met. The County continues to be in compliance with all provisions and through fiscal year 2009 has not incurred any penalties for not completing tasks within deadlines.

On April 29, 2004, the Consent Order, OGC File No. 03-1376, was entered into between the FDEP and Miami-Dade County. It requires the County to provide high level disinfection for the effluent prior to injection. The total project cost of these improvements is approximately $600 million and completion is anticipated in 2014.

On November 15, 2007, the South Florida Water Management District (the District) issued a consolidated 20-year Water Use Permit, which sets limits on the use of the Biscayne Aquifer and the Floridian Aquifer. In addition, the permit includes a schedule for the construction of the alternative water supply projects needed to meet demand. The plan developed by the County and submitted to the District includes the use of the Biscayne Aquifer to meet current demand and also for future growth, but also provides that additional amounts will be offset by providing ground water replenishment with highly treated reclaimed water.

Seaport Department Consent Order

During fiscal year 2002, the Miami-Dade County Board of County Commissioners authorized the County Manager to execute a Consent Order between the State of Florida Department of Environmental Protection ("FDEP") and Miami-Dade County for settlement of Miami Harbor dredging permit violations committed by the Seaport's former dredging contractor. Accordingly, the County recognized an expense and related liability for the fiscal year 2002 in the amount of $2.5 million, which was the amount estimated to satisfy the Consent Order. In fiscal year 2009, the County paid $2.3 million to partially satisfy the Consent Order. The remaining balance to satisfy the Consent Order of $0.4 million is recorded as a current liability as of September 30, 2009.

Solid Waste Department Closure and Postclosure Care Costs

Current laws and regulations require the County to place final covers on landfill cells as they are closed and perform certain maintenance and monitoring functions at the landfill cell sites for thirty years after closure. These laws and regulations also require the County, on an annual basis, to disclose the extent of its financial responsibility for the costs involved, which are referred to as "closure and postclosure care" costs. The County was in compliance with these requirements as of September 30, 2009.

At September 30, 2009, the County's total liability for landfill closure and postclosure care costs was approximately $100.2 million. Of this amount, $74.1 million relates to active landfills and approximately $26.2 million relates to inactive landfills.

The County accounts for and discloses closure and postclosure care costs in accordance with GASB Statement No. 18 *Accounting for Municipal Solid Waste Landfill Closure and Postclosure Care Costs* (the "Statement"). The Statement requires, among other matters: (1) that the liability for closure and postclosure care costs be estimated based on applicable federal, state or local regulations that were in existence as of the date of the statement of net assets, (2) that the cost estimates be reevaluated and adjusted on an annual basis for changes due to inflation or deflation, or for changes due to advancements in technology, (3) that a portion of these estimated closure and postclosure costs be recognized in each operating period that the landfill is active, based on the amount of waste received during the period, even though the majority of the costs will not be disbursed until the landfill cells are closed, and (4) that changes in the estimated costs for closure and postclosure care which occur after the landfill stops accepting waste be recognized entirely in the period of the change.

Expenses for closure and postclosure care are funded from bond proceeds, of which the principal and interest are subsequently repaid from Utility Service Fees assessed on all countywide water and wastewater users, in accordance with Chapter 24 of the Dade County Code (the "Code"). Under the Code, funds collected from this fee can be used for solid waste landfill closure and postclosure care costs that are the financial responsibility of the County, for environmental remediation at landfill sites, and for land acquired to protect groundwater.

Active Landfills - Active landfills consist of the North Dade Landfill, the South Dade Landfill, and the Resources Recovery Ashfill.

The liability balance of $74.1 million as of September 30, 2009 represents a decrease of approximately $5.2 million when compared to the preceding year. This decrease resulted from the combined effects of (1) a credit (instead of amortization expense) of $45 thousand in the current period to adjust the recorded liability to the amount required to be recognized based on the current estimates for closure and postclosure care costs and the use of approximately 87.4% of the existing landfill capacity, and (2) reductions of approximately $5.2 million for amounts paid or due to vendors actually performing closure or postclosure work during the current period on closed "cells" of active landfills.

There were no unrecognized costs as of September 30, 2009. Unrecognized costs are recognized on a current basis as the existing estimated capacity of approximately $4.5 million tons at September 30, 2009 is used. This estimated capacity is expected to last until 2016 based on current waste flows.

Inactive Landfills - Inactive landfills consist of the Main Landfill at 58th Street, the Ojus Landfill, and the Old South Dade Landfill.

The liability balance of the inactive landfills as of September 30, 2009 is approximately $26.2 million. When compared to the preceding year, the liability balance decreased approximately $8.0 million reflecting the effects of (1) the reduction to expense (credit) recognized in the current period of approximately $7.2 million to adjust the recorded liability to the amount required to be recognized based on the current estimates for postclosure care costs, and (2) reductions of approximately $.8 million for amounts paid or due to vendors actually performing closure and postclosure work during the current period.

Construction Commitments
As of September 30, 2009, the County's enterprise funds had contracts and commitments totaling $3.468 billion, as follows:

- Miami-Dade Transit, $422.8 million;
- Miami-Dade Water and Sewer Department, $330.4 million;
- Public Health Trust, $75.3 million;
- Aviation Department, $2.6 billion;
- Solid Waste Department, $8.6 million; and
- Miami-Dade Seaport Department, $31.0 million.

The Reserve for Encumbrances at September 30, 2009, for the Capital Project Funds reflect construction commitments entered into by the County. The following table sets forth these commitments by program classification (in thousands):

Street and Safety Improvements	$	83,201
Recreational Facilities and Cultural Improvements		36,484
Public Safety Facilities		14,666
Judicial and Correctional Facilities		552
Physical Environment		25,451
Health		26,088
General Governmental Facilities		29,093
Total	$	215,535

Aviation Department North Terminal Development Program (NTD)
In 1989, the County agreed to allow a major carrier (collectively, the parties) to create an international passenger hub at Miami International Airport. The North Terminal Development Project (NTD or the Project) evolved out of this plan and commitment to improve the level and quality of services to passengers. The carrier worked with the County to develop the concept plan for NTD and in October 1995, the parties entered into a Lease, Construction and Financing Agreement (the LCF Agreement), which authorized the carrier to design and construct the Project.

The LCF Agreement was approved by the Board in 1995 and provided for costs up to $974.9 million. In July 1999, the parties agreed to the First Amendment which increased the scope of work and the costs to $1.3 billion. In January 2002, the parties agreed to the Second Amendment which eliminated the 250 flights per day requirement in the LCF Agreement. In April 2002, the parties entered into the Third Amendment which increased the costs to $1.5 billion.

Due to the complexity of the project, coordination and construction problems, along with insufficient project management and controls, the project encountered substantial delays and significant cost overruns resulting in a series of unprocessed and unpaid claims from subcontractors and suppliers related to change orders and cost overruns. As a result of the aforementioned delays and issues, the County assumed responsibility for the management and completion of the Project with the assistance of consultants.

A Fourth Amendment was entered into between the parties, which was approved by the Board on June 21, 2005. The Fourth Amendment primarily terminated the carrier's management of the Project and attempted to resolve the unprocessed and unpaid claims. Under the Fourth Amendment, the carrier has agreed to contribute to the Project $105 million, payable in installments over a period of ten years beginning in fiscal year 2005. The contribution shall be maintained in a claims reserve fund to pay such claims. Once all claims have been settled, any excess funds available are retained by the Aviation Department to be applied to construction of the Project. Payments in the amount of $10 million were received in fiscal years 2009 and 2008. The County's best estimate is an allowance for uncollectible amounts equal to 100% of the unpaid balance of $45 million.

Although it is probable that the Aviation Department will have to pay claims associated with the NTD Project, the total amount to be paid or accrued cannot be reasonably estimated. As of September 30, 2009, $62.5 million of claims had been paid and none had been accrued.

Seaport Department Gantry Cranes Operating Agreement

The County's gantry crane operation had been maintained by a private company (the "Operating Company") under a restated and amended operating agreement dated November 1, 1988. During 1997, certain activities of the Operating Company came under investigation by local, state and federal authorities to determine whether user fees belonging to the County were spent by the Operating Company for improper or illegal purposes. In addition, County investigation indicates that shipping companies may not have been billed or were under billed for gantry crane services. This contract was terminated by the County on May 19, 1998.

During the term of the Restated and Amended Agreement, the County received approximately $3.9 million (cumulatively) from the Operating Company for user fees in excess of the amounts retained. In addition, the County believes the Operating Company has an obligation to repay certain operating advances and ground lease rentals of approximately $11.5 million that carried forward from the previous agreement, plus accrued interest thereon. This obligation has not been reflected in the accompanying financial statements due to uncertainty of receipt. Such balances accrue simple interest at an annual rate of 7.8% and are reduced by excess usage fees paid by the Operating Company. The County has received approximately $500 thousand (cumulatively) from the Operating Company for excess usage fees. The County believes that collection of any amounts owed by the Operating Company pursuant to the Agreement is doubtful due to the negative net worth of the Operating Company.

The County has filed a claim against the Operating Company for breach of contract, breach of fiduciary duty, civil theft, and declaratory relief, among others. The County believes it has a claim against the Operating Company for recovery of improper expenditures. The full amount has not been determined. The County has concluded at this time that it is not possible to determine the amount, if any, that may be collectible from the Operating Company, if it is determined that amounts were spent improperly. Therefore, no amounts have been recorded in the accompanying financial statements.

The Operating Company has filed a counterclaim against the County alleging that Seaport officials required them to pay for expenses that were not related to gantry crane activities; therefore, creating deficits that could have been used to reduce amounts owed to the County. Management does not believe this will have an adverse effect on the financial statements.

On May 19, 1998, pursuant to Resolutions R-456-98 and R-514-98, the County terminated the Agreement with the Operating Company and entered into an Interim Gantry Crane Management Agreement (the "Interim Agreement") with a company (the "Interim Operator") to take over the maintenance of the gantry cranes.

On June 6, 1999, the Board of County Commissioners adopted Resolution R-671-99 adopting in principle the Crane Maintenance Company Business Plan proposed by the Seaport and recommended by the County Manager. This plan provided for the creation of a not-for-profit company, Port of Miami Crane Management, Inc. ("Crane Management"), to replace the Interim Operator. On August 5, 2002, the County and Crane Management entered into an Agreement for maintenance and management of the container handling cranes and cargo handling equipment at the Port. The term of the Agreement is for a period of five years with a renewal option for another five years at the County's sole discretion. Crane Management became fully operational in October 2002 and took over the maintenance of the Port's gantry cranes. Crane Management is responsible to a board of directors appointed by the Board of County Commissioners, the County Manager, the Port Director, and Port users. Container crane user revenues for fiscal year 2009 were $8.2 million. Container crane user expenses for fiscal year 2009 were $8.0 million.

Seaport Department Building Lease/Terminal Usage Agreements

The County entered into an office building lease agreement (the "Agreement") with one of its cruise line customers (the "Lessee") to finance and construct an office building and related improvements (the "Building") at the Seaport. The Building was to be occupied and used by the Lessee. The County would assume any financing, up to a maximum of $16.6 million, enter into an agreement for the Lessee to finance the construction of the Building and would possess fee simple title to the Building. Under terms of the Agreement, the Lessee is to pay base rent of an amount per year equal to the debt service payments on the financing assumed by the County.

The construction of the Building has been completed; however, the County and the Lessee are currently in dispute over certain terms and conditions of the Agreement. As a result, the County has neither assumed any financing which may have been entered into by the Lessee to finance the construction of the Building nor possesses fee simple title to the Building. Until the County obtains title to the building and assumes any debt and any other uncertainties regarding the contract are resolved, the County will not included such asset and related liability, if any, in its financial statements.

Seaport Department – Port Tunnel Letter of Credit

On July 24, 2007, the Board of County Commissioners adopted Resolution R-889-07 approving the Master Agreement which requires the County to participate in the development of the Port Tunnel. One of the County's commitments towards the tunnel project was to provide an irrevocable letter of credit (LOC) to fund its share of a $150 million Geotechnical and Relief Contingency Reserve (GRCR). The County's share of the GRCR is $75 million. The GRCR is to be used first to pay any unforeseen geotechnical costs associated with the digging of the tunnel and with respect to the County, certain other relief events. The Master Agreement provides that the County shall deliver the LOC at the time Florida Department of Transportation (FDOT) and the concessionaire enter into a concession agreement.

On September 25, 2009, the County entered into a Reimbursement Agreement (LOC) with Wachovia Bank, National Association (the Bank) in the amount of $75 million for the County's share of the GRCR. The LOC will automatically extend for an additional one year effective September 25, 2010 and each September 25 thereafter unless the Bank shall have notified the County in writing at least 120 days prior to such date and the Beneficiary in writing at least 30 days prior to such date. The amount drawn under the LOC shall be converted to an interest-only Line of Credit (the Credit Line) on the date of the draw.

On September 25, 2014, the outstanding amount of the Credit Line shall be converted to a term loan. The principal and interest on the Term Loan shall be payable on September 25, 2015 and annually thereafter on each September 25 through September 25, 2019.

The County anticipates and has programmed into its capital development plan issuing bonds to pay the LOC. As of September 30, 2009, the County had not drawn down on the letter of credit.

Aviation Department Agreement with Florida Department of Transportation

The Florida Department of Transportation (FDOT), in cooperation with the County, has borrowed $433 million from the United States Department of Transportation (USDOT) under the Transportation Infrastructure Financing Innovation Act (TIFIA) loan program. Approximately $269 million of the loan proceeds will be used to construct the Miami Intermodal Center and approximately $164 million for a consolidated rental car facility (RCF) adjacent to the Airport. The $164 million was to be used by FDOT to purchase the land needed for the RCF and then design and construct the facility. The portion of the loan relating to the RCF will be repaid through the collection of the Customer Facility Charges (CFCs) from car rental company customers at the Airport. The remainder of the loan will be repaid by the State. The repayment of the TIFIA loan is not secured by revenues or any other revenues of the Aviation Department. On December 7, 1999 the County entered into a Memorandum of Understanding (MOU) with FDOT. The MOU provides that FDOT's portion of the TIFIA loan is $269 million and that County's portion of the TIFIA loan is approximately $164 million. This funding of $164 million is expressly for the purpose of paying FDOT for the cost of the land underlying the RCF and the construction of the RCF. The County has agreed to purchase from FDOT all land acquired by FDOT for use in connection with the RCF site as part of the capital cost for the RCF. As of September 30, 2009 the purchase by the County from FDOT has not taken place, the purchase cannot occur until FDOT completes the construction of the RCF. The negotiation and purchase of the land and the RCF are estimated to take place shortly after the RCF's current estimated completion date of April 2010. As such, as of September 30, 2009, the County has not recorded the loan payable.

On April 1, 2005, a security agreement was entered into among USDOT, FDOT, and the County regarding FDOT's loan agreement for the TIFIA loan in an amount up to $170 million. Under the security agreement, the USDOT requires as a condition to loaning the TIFIA funds to FDOT that FDOT and the County pledge and assign to a fiscal agent a security interest in the Pledged Revenues, which includes the CFC's collected by the County and any contingent rent that is imposed by the County on participating car rental companies in the event CFCs are not sufficient to meet the debt service requirements. As to the nature of the payment by the County to FDOT, the County is under no obligation to expend its own funds for the purchase. All payments to FDOT for the purchase of the land and the RCF will come exclusively from a pool of funds made of Customer Facility Charge proceeds (as well as any contingent rents that are imposed on the rental car companies).

On July 19, 2007 the Board of County Commissioners approved the First Amendment to the Rental Car Concession Agreement and Facility Lease Agreement (the RCCA). The RCCA was one of the contractual documents all rental car companies desiring to participate in the RCF were required to sign. Resolution No. R-910-07 approving the First Amendment also accepted FDOT's new estimate of $370 million for the design and construction costs of the RCF, and approved an increase in the County portion of the TIFIA loan from $164 million to $270 million, with the balance of the costs to be paid by the CFCs already collected from rental car company customers. The RCCA as amended confirmed that the debt service of the RCF portion of the TIFIA loan and additional RCF financing shall be paid solely from CFCs and contingent rent, if any. In no event shall the County be required to use general airport revenues for the payment of debt service on the RCF portion of the TIFIA loan or any additional RCF financing.

Public Health Trust Annual Operating Agreement

In accordance with the annual operating agreement between the Public Health Trust (the "Trust") and the University of Miami (the "University"), the Trust pays certain amounts for staff and services to be provided by the University. Under the annual operating agreement, costs incurred by the Trust for the year ended September 30, 2009 were approximately $124.4 million. At September 30, 2009 the Trust had a liability to the University of approximately $51.4 million.

Interlocal Agreement with the City of Miami Beach

The County entered into an interlocal agreement (the "Interlocal Agreement") with the City of Miami Beach, Florida (the "City") in 1996 regarding the use and disposition of the two-thirds (2/3) portion of the Convention Development Tax (the "Tax"). The Tax is imposed by the County, pursuant to Section 212.0305(4)(b) of the Florida Statutes, on the leasing or letting of transient rental accommodations. Prior to this agreement, the Tax proceeds were collected by the County and remitted to the City as security for the payment of debt service on any bonds secured by the Tax. The Interlocal Agreement provides that the Tax proceeds be held by the County for projects permitted by State law and distributed after debt service is paid on the Miami-Dade County Special Obligation and Refunding Bonds Taxable Series 1996A and Series 1996B (the "1996 Senior Lien Bonds") and an annual operating subsidy payment of $1.5 million (the "Operating Subsidy") is remitted to the City for the Miami Beach Convention Center Complex (the "Complex").

During fiscal year 1998, the County issued three series of bonds (the "1997 Subordinate Bonds") at one time. The 1997 Subordinate Bonds were comprised of the Subordinate Special Obligation Refunding Series 1997A, in the amount of $86.6 million, Subordinate Special Obligation Bonds, Series 1997B, in the amount of $170.0 million and Subordinate Special Obligation Bonds, Series 1997C in the amount of $42.0 million. The 1997 bond proceeds were used to refund a portion of the 1996 Senior Lien Bonds, to provide additional funds for the construction of the Performing Arts Center (the "Downtown PAC"), to renovate and construct other cultural facilities and to acquire real property for the construction of a new multi-purpose professional sports facility in the City of Miami (the "Arena Project"). The 1996 Senior Lien

Bonds and the Operating Subsidy have a first lien on the Tax that is superior to the lien on the Tax in favor of the 1997 Subordinate Bonds.

In 2001, the City and the County amended the Interlocal Agreement to provide, among other matters, for an increase in the Operating Subsidy to $3 million for April 1, 2002 and to $4.5 million on each April 1 thereafter until the end of the term of the Agreement. It also provided that the County and the City would share in any Tax proceeds that exceed a certain growth factor for each year commencing in 2004. Moreover, the County agreed to fund $15 million of capital improvements for the Complex from the next bond transaction in which the Tax is pledged and to pay an additional $50 million in available tax proceeds to the City if the Tax is not pledged to a new baseball stadium by December 2003. The County Commission prior to the December 2003 deadline pledged the revenues for a new baseball stadium. The additional payments to the City agreed to in the amendment to the Interlocal Agreement are payable from Tax proceeds only and are subordinate to the lien on the Tax in favor of the 1996 Senior Bonds, the original $1.5 million Operating Subsidy and the 1997 Subordinate Bonds.

Other Commitments

Legal Contingencies
The County is a defendant to other legal proceedings that occur in the normal course of operations. In the opinion of the County Attorney, the ultimate resolution of these legal proceedings are not likely to have a material, adverse impact on the financial position of the County or the affected funds.

Departure Incentive Program
The County offered a Departure Incentive Program (the “Program”) to employees with ten years of continuous service who were eligible for an unreduced Florida Retirement System benefit on or before January 31, 1996, and to employees who completed 20 years or more of continuous service, regardless of age, on or before January 31, 1996. The Program offered single health insurance coverage in a County approved group health plan or a $300 a month cash payment for a minimum of eight years or until the employee becomes eligible for Medicare. The total estimated cost of the Program, discounted at 5%, is approximately $2.1 million as of September 30, 2009 and is recorded in long-term debt.

Arbitrage Rebates
At September 30, 2009, the County recorded obligations to rebate arbitrage interest earnings on certain General Obligation and Special Obligation Refunding and Equipment Floating Bonds (the “Bonds”) issued after the passage of the Tax Reform Act of 1986. The proceeds of the bonds were used to refund existing debt and to finance certain capital projects and acquisitions accounted for within the governmental and proprietary fund types of the County.

The rebate to the Federal Government, required to be paid within five years from the date of issuance and each five years thereafter, is estimated to be approximately $4.2 million as of September 30, 2009. The liability related to governmental activities, not expected to be paid with available financial resources, is $2.0 million and is recorded in long-term debt. The liability related to the enterprise funds at September 30, 2009 amounted to $2.2 million, and is also included in long-term debt. The ultimate amount of the County’s obligation will be determined based on actual interest earned.

Federal and State Grants
Federal grant awards are audited in accordance with OMB Circular A-133 and state grants are audited in accordance with Florida Rules of the Auditor General, Section 10.550 and the State of Florida Single Audit Act to determine that the terms and conditions of the grant awards have been complied with. Amounts received or receivable from grantor agencies are subject to audit adjustment by grantor agencies. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable fund. It is the County management’s opinion that no material liabilities will result from any such audits.

On March 20, 2003, the U.S. Department of Transportation, Office of the Inspector General (OIG) issued Report No. AV-2003-030 entitled Oversight of Airport Revenue in connection with their audit of amounts paid to Miami-Dade County by the Miami-Dade Aviation Department (MDAD). The OIG reported Miami-Dade County diverted MDAD revenues of approximately $38 million from 1995 to 2000. On August 9, 2005, upon receiving additional information from MDAD, the OIG agreed to adjust the finding to $8.1 million, plus interest. The Oversight of Airport Revenue report was then updated to include the years 2001 through 2005, and the total diversion of revenues was increased to $12 million, plus interest of $2.3 million for a total of $14.3 million. As of September 30, 2009, the unpaid balance is $4.5 million, which will be repaid by the County in quarterly installments of $564.3 thousand over the next two fiscal years.

Note 11 – Restatements - Prior Period Adjustments

Fund statements

Beginning fund balance reflects a prior period adjustment to restate amounts in previous year statements. The prior period adjustment took place in the Other Housing Programs Special Revenue Fund. The effect of restatement of fund balance in the fund statements is as follows (in thousands):

	Other Governmental Funds
At September 30, 2008:	
Fund Balance - as previously reported	$ 1,526,925
Prior period adjustment:	
(1) To adjust various accounts of the Other Housing Programs Special Revenue Fund	(3,822)
Fund Balance - restated	$ 1,523,103

Government-wide statements

Beginning net assets reflect prior period adjustments to restate amounts in previous year statements. The prior period adjustments took place in the Other Housing Programs Special Revenue Fund and in the Miami Dade Public Housing Agency. The effect in the government-wide statements is as follows (in thousands):

	Governmental Activities
At September 30, 2008:	
Net Assets - as previously reported	$ 2,571,767
Prior period adjustments:	
(1) To adjust various accounts of the Other Housing Programs Special Revenue Fund	(3,822)
(2) To adjust capital assets of the Miami-Dade Public Housing Agency	199
Total prior period adjustments	(3,623)
Net Assets - restated	$ 2,568,144

The above adjustments were not identifiable to any specific activity in FY 2008.

Note 12 - Interfund Transfers and Balances

(in thousands)

		TRANSFER FROM			
		General Fund	Nonmajor Governmental	Miami-Dade Transit	Solid Waste Management
T	General Fund		$ 17,693		
R	Nonmajor Governmental	$ 217,000	114,770		
A	Miami-Dade Transit Department	145,576	125,165		
N.	Public Health Trust	177,870	172,816		
	Solid Waste Management	1,071	1,168		
	All Others	282			
T					
O	Total Transfers Out	$ 541,799	$ 431,612		

The General Fund transfer out of $541.8 million includes: $145.6 million to the Miami-Dade Transit Department (MDT) to support its operations in accordance with the Maintenance of Effort Agreement (MOE); $177.9 million to Public Health Trust from ad valorem taxes to support its operations; $31.9 million to the Debt Service Fund to make debt service payments as they become due; $66.2 million to the Capital Projects Fund to fund capital projects as per the approved budget; $54.5 million to the Community and Social Development Fund to finance its programs in accordance with the approved budget; $24 million to Fire Rescue to support different activities of the department; and $39 million to Other Special Revenues Funds.

The Nonmajor Governmental transfer out of $431.6 million includes $125.1 million to Miami-Dade Transit from the People's Transportation Plan (half penny transit system sales surtax), and $172.8 million to the Public Health Trust from the Health Development Fund (half penny indigent sales surtax).

		DUE FROM/ADVANCES			
		General Fund	Nonmajor Governmental	Miami-Dade Transit	Solid Waste Management
D	General Fund		$ 16,232	$ 146,614	
U	Nonmajor Governmental		15,602	140,442	
E	Internal Service Fund		333	6,852	$ 1,323
	Miami-Dade Transit Department		69		
	Solid Waste Management		2,517		
T	Aviation Department	$ 20,143	5,151		
O	Water and Sewer Management		416		
	Public Health Trust		27,953		
	Total Due to Other Funds	$ 20,143	$ 68,273	$ 293,908	$ 1,323

The General Fund balance of $146.6 million due from Miami-DadeTransit includes a Long-term Advance Receivable of $42.4 million not scheduled to be collected in the subsequent year (a decrease of $29.6 million from fiscal year 2008), and $104.2 million recorded as Due from Other Funds. The Nonmajor Governmental Funds balance of $140.4 million due from Miami-Dade Transit includes a Long-term Advance Receivable of $131 million not scheduled to be collected in the subsequent year and a Short-term Advance Receivable of $7 million due to the People's Transportation Fund (PTP) ($138 million total due to PTP), and $2.4 million due to other nonmajor governmental funds. During fiscal year 2009, Solid Waste paid off existing equipment loan from GSA in the amount of $4.2 million.

(Continued)

TRANSFER FROM

Seaport Department	Aviation Department	Water and Sewer Department	Public Health Trust	Internal Service Fund	Total Transfer In
					$ 17,693
					331,770
					270,741
					350,686
					2,239
					282
					$ 973,411

DUE FROM/ADVANCES

Seaport Department	Aviation Department	Water and Sewer Department	Public Health Trust	Internal Service Fund	Total Due from Other Funds
$ 2,344	$ 4,677	$ 2,944	$ 31,057		$ 203,868
	2,239	1,941	544		160,768
390	1,477	1,812	8,207		20,394
					69
					2,517
					25,294
					416
					27,953
$ 2,734	$ 8,393	$ 6,697	$ 39,808		$ 441,279

Note 13 – New Accounting Pronouncements

In June 2007, the Governmental Accounting Standards Board issued Statement No. 51, *"Accounting and Financial Reporting for Intangible Assets"* (GASB 51) which is effective for fiscal periods beginning after June 15, 2009. GASB 51 establishes accounting and financial reporting requirements for intangible assets including easements, water rights, timber rights, patents, trademarks, and computer software. The County will implement the requirements of GASB 51 beginning with fiscal year 2010.

In June 2008, the Governmental Accounting Standards Board issued Statement No. 53, *"Accounting and Financial Reporting for Derivative Instruments"* (GASB 53) which is effective for fiscal periods beginning after June 15, 2009. A key provision of GASB 53 is that derivative instruments covered in its scope, with the exception of synthetic guaranteed investment contracts (SGICs) that are fully benefit-responsive, be reported at fair value. The County will implement the requirements of GASB 53 beginning with fiscal year 2010.

In March 2009, the Governmental Accounting Standards Board issued Statement No. 54, *"Fund Balance Reporting and Governmental Fund Type Definitions"* (GASB 54) which is effective for fiscal periods beginning after June 15, 2010. GASB 54 provides new fund balance classifications and clarifies the existing governmental fund type definitions. The County will implement the requirements of GASB 54 beginning with fiscal year 2011.

Note 14 – Subsequent Events

On October 20, 2009 and through December 16, 2009, the Aviation Department issued an additional $175,300,000 in commercial paper to fund construction of capital projects. The commercial paper is secured by an Irrevocable Stand-by letter of Credit in the amount of $400 million.

On January 28, 2010, the Aviation Department issued $600,000,000 in General Aviation Revenue Bonds as part of its ongoing CIP. The proceeds are to be used to pay off the outstanding Commercial Paper and fund future CIP cost.

On January 28, 2010, the Letter Agreement to assign the Third Amended and Restated Operations and Management Agreement between Miami-Dade County and Montenay-Dade Ltd., to Covanta Southeastern Florida Renewable Energy LLC was executed. Among the terms of the agreement, Montenay and Covanta agree to expunge the County's Recyclable Trash shortfalls for fiscal year 2008 and 2009. In addition, the County agrees to expunge any and all Montenay and Covanta potential penalties for fiscal year 2008 and 2009. As a result, the Department of Solid Waste recognized a $5,700,000 expense for the Recyclable Trash shortfalls as of September 30, 2009.

On February 4, 2010, the County issued $50,980,000 Miami Dade County General Obligation Bonds (Building Better Communities Programs (BBC) Series 2010A. Proceeds of the Series 2010A will be used to pay a portion of the costs of the Baseball Stadium. The bonds pay interest ranging from 2.25%-4.50%.

On March 4, 2010, the County issued $239,755,000 of Double-Barreled Aviation Bonds (General Obligation) Series 2010. The proceeds from the Series 2010 Bonds will be used to provide long-term financing for certain capital improvements comprising a part of the Capital Improvement Program (CIP) for the County's Aviation Department.

On March 11, 2010, the County issued $594,330,000 of Water and Sewer System Revenue Bonds Series 2010. The proceeds from the Series 2010 Bonds will be used to pay costs of construction or acquiring certain improvements under the Miami-Dade Water and Sewer Department's Multi-Year Capital Plan (MYCP). The bonds pay interest ranging from 2.00%-4.63%.

Lease / Leaseback Transactions

Over a six-year period (1997-2002), Miami-Dade County participated in four Lease Leaseback Transactions, commonly known as LILO (lease-in lease-out) transactions, with fifteen tranches. Fourteen tranches involved assets of the Miami-Dade Transit Agency, including Metro Rail Cars, Transit Maintenance and Parking Facilities, and Qualified Technological Equipment (QTEs). The other tranche involved the Stephen P. Clark Center, an administrative office building for various County departments. These transactions are summarized below and are further explained in Note 5 – Leases.

Lease #	Asset	Equity	Guarantor	Equity Payment Undertaking	Equity Payment Undertaking Provider	Early Buy-Out Date
1	Metro Rail Cars	Bank of NY	AMBAC	Strips	AMBAC	Mutually terminated Apri 2008
2	Stephen P. Clark Center	Mirasol Business Trust - Rabo Bank	AMBAC	GIC	AMBAC	January 2015
3	Transit Maintenance and Parking Facilities	Bank of America Leasing (4 tranches); Norlease Leasing (2 tranches)	AIG	GIC	AIG	Bank of America tranches - January 2018; Norlease tranches - terminated March 31, 2009
4	Qualified Technological Equipment (QTEs)	PNC Leasing (1 tranche); Bank of Hawaii (1 tranche); Bank of America Leasing (5 tranches)	AIG	GIC	AIG	January 2018 (all tranches)

At the time of closing of these transactions, part of the funds received by the County (Equity Payment Undertaking) were deposited with a “AAA” rated Guarantor, who in turn purchased a Guaranteed Investment Contract (GIC) made up of securities that would grow to equal the lease value at the expected Early Buy-Out dates from 2015-2018. The value of the securities would fluctuate with the market. The Guarantor deposited the GIC with a Trustee that would hold the GIC until directed by the County to sell and disburse the maturity amount in payment of lease on the Early Buy-Out date. The GIC would be used to pay a portion of the termination value if the County were to default. The Guarantor has guaranteed that the GIC will equal the lease value at the Early Buy-Out date. If the Guarantor was downgraded below AA-/AA3, the County, upon request by the counterparty (Equity), would be required to direct the Guarantor to post additional collateral equal to the difference between the market value of the securities and the carrying value of the GIC. Upon the downgrade below AA-/AA3, the County may also be required to terminate the Guarantor’s guarantee and procure another guarantee from a “AAA” guarantor. The County’s failure to direct the Guarantor to post collateral, or the Guarantor’s failure to post collateral, or the County’s failure to replace the Guarantor is an event of default.

In September 2008, AIG, the Guarantor on thirteen of the County’s existing (Transit) tranches was downgraded below A-/A3. In October 2008, AMBAC, the Guarantor on the other County tranche, was also downgraded below A-/A3. In October 2008, Bank of America, Bank of Hawaii, and PNC Leasing requested that AIG be asked to collateralize the Equity Payment Undertaking and the County replace them as the guarantor. In November 2008, Rabo Bank asked the County to have AMBAC collateralize the Equity Payment Undertaking and be replaced.

On March 31, 2009, the County terminated the two leases with Norlease Leasing. Norlease Leasing was willing to accept the liquidated GIC value as of March 31, 2009 as termination payment.

On February 12, 2010, Rabo Bank accepted a posting of $7.1 million with a bank as collateral by the County equal to the present value of the difference between the lease value of the GIC on the Early Buy-out date and the current projected value of the GIC as a waiver of default caused by the downgrade of Ambac. The County must maintain the value of the difference in additional collateral, Ambac must continue to post collateral equal to the carrying value of the GIC, and Ambac must continue to be solvent, in order for the waiver to remain in effect.

The County continues to negotiate with Bank of America, PNC and Bank of Hawaii to find an acceptable alternative to replacing AIG as the Guarantor.

Public Health Trust Financial Position

During fiscal year 2009 the Public Health Trust net assets decreased approximately $244.6 million and reported unrestricted fund net assets of approximately $44.7 million. The net patient revenue decreased by $124.7 million for fiscal year 2009. This decrease was partially due to an accounting adjustment (change in estimate) of $50 million, to reflect the shortfall in cash collections pertaining to legacy system billings. The conversion of the patient accounting system, the deterioration in economic conditions, and increase in nonpaying patients contributed to increases in bad debts resulting in a decrease of net patient receivables from $268.4 million in fiscal year 2008 to $231.7 million in 2009, a $36.7 million decrease or 13.7%.

At September 30, 2009, the Trust was in violation of the debt service coverage ratio covenant under its debt agreements with the County. In accordance with the provisions of the agreements, the PHT can remedy this covenant without a technical default by employing an independent consultant to make recommendations as to revision of rates, fees, and charges. The Trust has employed a consultant to address the revenue shortfalls, therefore, has satisfied the requirement. It should be noted that on March 1, 2005, the BCC approved a Memorandum of Understanding between the County and PHT, prior to the issuance of the revenue bonds, requiring the County to withhold debt service requirements on bonds from the Public Hospital Healthcare Surtax (Surtax) before it is remitted to the PHT. The arrangement guarantees the payment of debt service on the bonds from the healthcare revenues, so that no draw will be necessary from the debt service reserve fund, which would trigger the County covenant to replenish the fund in the event of a deficiency.

The PHT management is actively implementing an operational improvement plan to address the Trust’s financial condition. On March 18, 2010 the Board of County Commissioners held a special meeting and placed the PHT on management watch. The PHT management, together with its business partners, developed a cash stabilization plan to insure the PHT is solvent through the remainder of the fiscal year 2010. The plan included an advance from the County of $61 million of the budgeted Surtax for fiscal year 2010 of $169.7 million. In addition, the County advanced $6 million from the budgeted Maintenance of Effort (MOE) of $158.4 million. The County is required to provide PHT with a MOE payment that is no less than 80% of the general fund support provided for the operation of PHT at the time the surtax was levied. The MOE is calculated as 11.873% times the millage rate levied for countywide purposes in fiscal year 2007 times 95% of the preliminary tax roll for the upcoming fiscal year and by multiplying 11.873% of general fund non-ad valorem revenues, with the exception of local and state gas taxes. In addition, the County remitted $13.1 million to the State Agency for Health Care Administration (AHCA) which the County had previously agreed in the PHT MOE for fiscal year 2010.

The other initiatives include union contract revisions, cash acceleration of accounts receivables, including Medicare and Medicaid settlements with the State, deferred capital expenditures, work efficiencies, vendor contract renegotiations and terminations, and various other operational consolidations. The County will meet weekly with PHT management to review operational, budgetary and financial matters and monitor the progress of the Financial Stabilization Plan.

At this time the County does not anticipate any additional funding will be required to assist PHT. The County does have the ability to advance budgeted surtax and MOE funds to the Trust, if such circumstances are warranted. In the event PHT's financial condition falls short of the sustainability goals forecasted, the County would evaluate available options including reducing costs and pursuing opportunities to redesign and optimize the operations and revenue and billing areas, including seeking additional Medicaid funding from the State.

In April 2010, PHT received a subpoena from the US Securities and Exchange Commission, Miami Regional Office (SEC). The subpoena requests PHT to provide documentation related to the Jackson Health System Bond Offering for Public Facilities Revenue Bonds, Jackson Health System Series 2009, as part of a formal investigation of the PHT's financial condition and projections.

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REQUIRED SUPPLEMENTARY INFORMATION

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MIAMI-DADE COUNTY, FLORIDA

GENERAL FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009
(UNAUDITED)
(in thousands)

	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Revenues:				
Taxes				
General property taxes	$ 1,275,287	$ 1,275,287	$ 1,262,973	$ (12,314)
Utility taxes	65,273	65,273	68,150	2,877
Communication taxes	49,355	49,355	44,028	(5,327)
Local option gas tax	54,500	54,500	52,669	(1,831)
Occupational license tax	9,071	9,071	10,636	1,565
Total	1,453,486	1,453,486	1,438,456	(15,030)
Licenses and permits				
Building	51,810	51,810	41,816	(9,994)
Franchise fees	51,799	51,799	44,241	(7,558)
Other licenses	19,425	19,425	20,160	735
Total	123,034	123,034	106,217	(16,817)
Intergovernmental revenues				
State sales tax	121,548	121,548	113,916	(7,632)
State revenue sharing	78,560	78,560	75,963	(2,597)
Gasoline and motor fuel tax	13,629	13,629	12,738	(891)
Alcoholic beverages license	851	851	955	104
Other	1,761	1,761	1,063	(698)
Total	216,349	216,349	204,635	(11,714)
Charges for services				
Clerk of Circuit and County Court	10,108	10,108	11,556	1,448
Tax Collector fees	33,073	33,073	37,158	4,085
Merchandise sales & recreational fees	37,619	37,619	31,721	(5,898)
Sheriff and police services	38,072	38,072	48,150	10,078
Other	117,791	117,791	104,957	(12,834)
Total	236,663	236,663	233,542	(3,121)
Fines and forfeitures				
Clerk of Circuit and County Court	12,866	12,866	11,877	(989)
Investment income	22,747	22,747	9,092	(13,655)
Other	89,883	89,883	87,588	(2,295)
Total revenues	2,155,028	2,155,028	2,091,407	(63,621)
Expenditures:				
Policy formulation and general government				
Office of the Mayor	9,118	9,118	9,028	90
County Commission	20,042	24,287	19,380	4,907
Strategic Business Management	5,734	5,734	5,202	532

See accompanying independent auditors' report.

The notes to the required supplementary information are an integral part of this statement.

(Continued)

MIAMI-DADE COUNTY, FLORIDA

GENERAL FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009
(UNAUDITED)
(in thousands)
(Continued)

	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Policy formulation and general government (continued)				
Personnel	$ 11,451	$ 11,451	$ 9,680	$ 1,771
Finance	37,973	37,973	30,506	7,467
Audit and Management Services	7,212	7,212	6,594	618
Property Appraiser	28,260	28,260	25,979	2,281
Clerk of Circuit and County Court	21,961	21,961	15,444	6,517
Procurement Management	16,686	16,686	11,461	5,225
Office of Sustainability	543	543	515	28
Enterprise Technology Services Department	58,449	58,449	54,512	3,937
Elections	21,684	27,745	27,697	48
Fair Employment Practices	1,257	1,257	943	314
Law	20,799	20,799	20,197	602
Planning and zoning	7,970	7,970	6,526	1,444
Judicial Administration	35,573	35,573	32,744	2,829
Agenda Coordination	1,145	1,145	1,060	85
Office of the Inspector General	356	356	49	307
Commission on Ethics	2,343	2,343	2,024	319
General Service Administration	30,360	30,360	24,100	6,260
Government Information Center	19,692	19,692	18,360	1,332
Office of Grants Coordination	4,305	4,305	3,712	593
General government costs	150,582	126,394	42,257	84,137
Total	513,495	499,613	367,970	131,643
Protection of people and property				
Police	540,819	540,819	531,245	9,574
Corrections and rehabilitation	315,644	315,644	306,228	9,416
Building code compliance	15,306	15,306	10,787	4,519
Consumer services	12,912	12,912	10,254	2,658
Building	27,564	27,564	24,758	2,806
Planning and zoning	7,511	7,511	6,979	532
Neighborhood Compliance	12,031	15,862	14,266	1,596
Juvenile assessment	8,911	8,911	8,400	511
Emergency Management/Homeland Security	3,103	3,103	2,631	472
General government costs	528	528	526	2
Total	944,329	948,160	916,074	32,086

The notes to the required supplementary information are an integral part of this statement.

(Continued)

MIAMI-DADE COUNTY, FLORIDA

GENERAL FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009
(UNAUDITED)
(in thousands)

	Original Budget	Final Budget	Actual	Variance with Final Budget Positive (Negative)
Physical environment				
Environmentally Endangered Lands	$ 3,832	$ 3,832	$ 3,832	
Public Works	24,437	24,437	17,312	7,125
Environmental Resources	54,273	54,273	50,129	4,144
Non-departmental	49	49	49	
General government costs	469	469	437	32
Total	83,060	83,060	71,759	11,301
Transportation				
Public Works	40,696	41,599	35,981	5,618
General Service Administration	3,418	3,418	969	2,449
Total	44,114	45,017	36,950	8,067
Health				
Public Works	2,259	2,259	2,096	163
Animal Services	10,075	10,075	9,950	125
Countywide Health/Planning and Zoning	677	677	570	107
General government costs	21,300	21,300	20,526	774
Total	34,311	34,311	33,142	1,169
Socio-economic environment				
Office of Economic Development	979	979	635	344
Community Advocacy	5,043	5,043	2,322	2,721
Metro Miami Action Plan	997	997	687	310
Office of ADA Coordination	1,047	1,047	771	276
Office of Grants Coordination	1,829	1,829	1,262	567
General government costs	85,948	85,948	84,370	1,578
Total	95,843	95,843	90,047	5,796
Culture and Recreation				
Cultural Affairs Coordination	3,991	3,991	3,991	
Park and Recreation	100,468	100,468	93,296	7,172
Planning and Zoning	173	173	173	
General government costs	1,604	1,604	1,604	
Total	106,236	106,236	99,064	7,172
Capital outlay	23,179	23,179	23,179	
Total expenditures	1,844,567	1,835,419	1,638,185	197,234
Excess of revenues over expenditures	310,461	319,609	453,222	133,613
Other financing sources (uses):				
Transfers in	1,058	1,058	17,693	16,635
Transfers out	(553,433)	(562,581)	(541,799)	20,782
Reserve for future expenditures:				
Physical environment	(98,472)	(98,472)		98,472
Total other financing sources (uses)	(650,847)	(659,995)	(524,106)	135,889
Net change in fund balances	(340,386)	(340,386)	(70,884)	269,502
Fund balance - beginning	340,386	340,386	365,187	24,801
Increase in reserve for inventories			2,027	2,027
Reserve adjustment				
Fund balance - ending			$ 296,330	$ 296,330

The notes to the required supplementary information are an integral part of this statement.

(Concluded)

REQUIRED SUPPLEMENTARY INFORMATION

PUBLIC HEALTH TRUST PENSION PLAN
SCHEDULE OF EMPLOYER CONTRIBUTIONS
(UNAUDITED)

Year Ended December 31	Annual Required (a) Contribution	Percentage Contributed
2001	$ 8,771,314	100%
2002	$ 12,711,107	100%
2003	$ 17,740,441	100%
2004	$ 25,470,445	100%
2005	$ 24,353,498	100%
2006	$ 27,173,609	100%
2007	$ 34,956,333	100%
2008	$ 39,038,314	100%

See accompanying independent auditors' report.
The notes to the required supplementary information are an integral part of this statement.

REQUIRED SUPPLEMENTARY INFORMATION

PUBLIC HEALTH TRUST
DEFINED BENEFIT RETIREMENT PLAN
SCHEDULE OF FUNDING PROGRESS
(UNAUDITED)
(in thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Estimated Covered Payroll (c)	UAAL as % of Covered Payroll ([b-a]/c)
1/1/2008	$228,617	$233,618	$5,001	98%	$413,953	1%
1/1/2009	$244,340	$301,791	$57,451	81%	$489,730	12%

This plan uses the Aggregate Actuarial Cost Method which cannot be used to prepare a schedule of funding progress because it does not separately determine actuarial liabilities. In order to provide information that serves as a surrogate for the funding progress of the plan per GASB Statement No. 50, the entry age normal cost method has been used to calculate the funded status. This method calculates the funding progress by a ratio of the Actuarial Value of Assets to the Actuarial Accrued Liability (AAL).

See accompanying independent auditors' report.
The notes to the required supplementary information are an integral part of this statement.

MIAMI-DADE COUNTY, FLORIDA

REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF FUNDING PROGRESS
FOR THE MIAMI-DADE COUNTY RETIREE HEALTH PLAN
(UNAUDITED)
(in thousands)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Estimated Covered Payroll (c)	UAAL as % of Covered Payroll ([b-a]/c)
10/1/2007	$0	$284,024	$284,024	0%	$2,048,371	14%
10/1/2008	$0	$300,847	$300,847	0%	$2,109,822	14%

See accompanying independent auditors' report.
The notes to the required supplementary information are an integral part of this statement.

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Notes to the Required Supplementary Information - (Unaudited)

Chapter 129, Florida Statutes, requires that all county governments prepare, approve, adopt and execute an annual budget for such funds as may be required by law or by sound financial practices and generally accepted accounting principles. The budgets control the levy of taxes and the expenditure of money for County purposes for the ensuing fiscal year. The budgeting process is based on estimates of revenues and expenditures. The County budgets are prepared on a modified-accrual basis or accrual basis of accounting in accordance with generally accepted accounting principles.

The County's budgets have to be approved by the Board of County Commissioners. Every September the County holds two public hearings and adopts the annual budgets for substantially all County funds through the enactment of budget ordinances. Most funds have annually appropriated budgets, meaning that their budgets are established annually. Capital project funds and certain grant funds, however, have budgets that extend over the duration of the project or grant, which may be several years. At the end of the fiscal year, the appropriations of annually adopted budgets lapse, but the appropriations of project-length budgets continue until the end of the capital project or grant.

The adopted budgets are either appropriated or non-appropriated in nature. Funds that have appropriated budgets cannot legally exceed their appropriations. The budgetary control over funds that have non-appropriated budgets are dependent on other enabling ordinances, such as bond ordinances, in which expenditure authority extends over several years into the future.

Budgets are monitored at varying levels of classification detail. However, expenditures cannot legally exceed total appropriations at the individual fund/department level. Amendments and supplements to the budget at fund/department level require County Commissioners' approval. Department directors are authorized to make transfers of appropriations within their fund/department. Transfers of appropriations between fund/departments require County Commissioners' approval as well. Estimated fund balances are considered in the budgetary process.

Encumbrance accounting is used in the County's governmental funds. Encumbrances are commitments for future expenditures, based on purchase orders or contracts issued, where the goods or services have been ordered but have not been received. Encumbrances do not constitute expenditures or liabilities to the County since no resources are expended until the goods or services are received. They are used to help ensure that actual expenditures and commitments for future expenditures do not exceed authorized appropriations. Encumbrances outstanding at year-end are reported as reservations of fund balance in the balance sheets of the governmental funds since they will be carried over and reappropriated in the following year.

A budget and actual comparison for the General Fund is presented in the Required Supplementary Information section of this report. Budget and actual comparisons for other funds are reflected in the Other Supplementary section.

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APPENDIX D

PROPOSED FORM OF OPINION OF BOND COUNSEL

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APPENDIX D

FORM OF BOND COUNSEL OPINION

On the date of issuance of the Series 2010 Bonds in definitive form, Greenberg Traurig, P.A.. and Edwards & Associates, P.A., Bond Counsel, propose to deliver their opinions in substantially the following. form:

________, 2010

Board of County Commissioners of
Miami-Dade County, Florida
Miami, Florida

Re: $29,670,000 Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010A, and $187,590,000 Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010B (Federally Taxable - Build America Bonds - Direct Payment)

We have acted as Bond Counsel in connection with the issuance by Miami-Dade County, Florida (the "County") of its $29,670,000 principal amount of Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010A (the "Series 2010A Bonds"), and $187,590,000 principal amount of Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010B (Federally Taxable - Build America Bonds - Direct Payment) (the "Series 2010B Bonds" and together with the Series 2010A Bonds, the "Series 2010 Bonds").

The Series 2010 Bonds are issued pursuant to authority conferred by the Constitution and laws of the State of Florida, including particularly Chapters 125 and 166, Florida Statutes, as amended, the Home Rule Amendment and Charter of Miami-Dade County, Florida, as amended, the Code of Miami-Dade County, as amended, Ordinance No. 05-48, enacted by the Board of County Commissioners of the County (the "Board") on March 1, 2005 (the "Master Ordinance"), Ordinance No. 09-65 enacted by the Board on July 21, 2009 (the "2009 Ordinance") and Resolution No. R-803-10, adopted by the Board on July 20, 2010 (the "Series 2010 Resolution" and, together with the Master Ordinance and the 2009 Ordinance, the "Bond Ordinance"). All terms used in capitalized form and not defined herein have the meanings ascribed to such terms in the Bond Ordinance. The Series 2010 Bonds are being issued for the purpose of paying all or a part of the Cost of the Series 2010 Project.

In rendering this opinion we have examined the transcript of the proceedings relating to the issuance of the Series 2010 Bonds, which includes the Bond Ordinance and certain other documentation, a specimen of the Series 2010 Bonds and such other documents as we have deemed necessary to render this opinion.

Based on this examination, we are of the opinion that, under existing law:

1. The County is a validly existing political subdivision of the State of Florida under the Constitution and laws of the State of Florida, with the power to issue the Series 2010 Bonds.

2. The Series 2010 Bonds and the Bond Ordinance are valid and legally binding special, limited obligations of the County. The Series 2010 Bonds are payable as to principal and interest solely

from and secured by a pledge of the Pledged Revenues in the manner and to the extent provided in the Bond Ordinance. Neither the faith and credit nor the ad valorem taxing power of the County, the State of Florida or any political subdivision thereof are pledged to the payment of the principal of, or interest on, the Series 2010 Bonds.

3. Under existing statutes, regulations, rulings and court decisions, subject to the assumptions stated in the following paragraph, (i) interest on the Series 2010A Bonds is excludable from gross income for federal income tax purposes, and (ii) interest on the Series 2010A Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, and such interest on the Series 2010A Bonds is not taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on certain corporations.

In rendering the opinion in the preceding paragraph, we have assumed continuing compliance by the County with the requirements of the Internal Revenue Code of 1986, as amended (the "Code") that must be met after the issuance of the Series 2010A Bonds in order that interest on the Series 2010A Bonds be, and continue to be, excludable from gross income for federal income tax purposes. The County has covenanted in the Bond Ordinance to comply with the requirements of the Code in order to maintain the excludability of interest on the Series 2010A Bonds from gross income for federal income tax purposes. The failure by the County to meet certain of such requirements may cause interest on the Series 2010A Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Series 2010A Bonds.

4. Interest on the Series 2010B Bonds is not excludable from gross income for federal income tax purposes.

5. The Series 2010 Bonds and the income thereon are not subject to taxation under the laws of the State, except estate taxes and taxes under Chapter 220, Florida Statutes, as amended, on interest, income or profits on debt obligations owned by corporations as defined therein.

Except as stated in paragraphs numbered 3, 4 and 5 above, we express no opinion as to any tax consequences regarding the Series 2010 Bonds.

This opinion is qualified to the extent that the enforceability of the Series 2010 Bonds and the Bond Ordinance, respectively, may be limited by general principles of equity which may permit the exercise of judicial discretion, and by bankruptcy, insolvency, moratorium, reorganization or similar laws relating to the enforcement of creditors' rights generally, now or hereafter in effect.

In rendering the foregoing opinions we have assumed the accuracy and truthfulness of all public records and of all certifications, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We have also assumed the genuineness of the signatures appearing upon such public records, certifications, documents and proceedings.

We have not been engaged nor have we undertaken to review or verify and therefore express no opinion as to the accuracy, adequacy, fairness or completeness of any official statement or other offering materials relating to the Series 2010 Bonds, except as may be otherwise set forth in our supplemental opinion delivered to the initial purchasers of the Series 2010 Bonds. In addition, other than as may be expressly set forth in such supplemental opinion, we have not passed upon and therefore express no opinion as to the compliance by the County or any other party involved in this financing, or the necessity of such parties complying, with any federal or state registration requirements or securities statutes, regulations or rulings with respect to the offer and sale of the Series 2010 Bonds.

We express no opinion with respect to any other document or agreement entered into by the County or by any other person in connection with the Series 2010 Bonds, other than as expressed herein.

Our opinions expressed herein are predicated upon present laws, facts and circumstances, and we assume no obligation to update the opinions expressed herein if such laws, facts or circumstances change after the date hereof.

Respectfully submitted,

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APPENDIX E

PROPOSED FORM OF OPINION OF DISCLOSURE COUNSEL

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APPENDIX E

FORM OF OPINION OF DISCLOSURE COUNSEL

Upon delivery of the Series 2010A Bonds and Series 2010B Bonds in definitive form, Nabors, Giblin & Nickerson, P.A., Tampa, Florida, and Liebler, Gonzalez & Portuondo, P.A., Miami, Florida, Disclosure Counsel, propose to render their opinions with respect to such Series 2010A Bonds and Series 2010B Bonds in substantially the following form:

Board of County Commissioners
of Miami-Dade County, Florida
Miami, Florida

September 14, 2010

Ladies and Gentlemen:

We have served as disclosure counsel to Miami-Dade County, Florida (the "County") in connection with the issuance by the County of its $29,670,000 Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010A (the "Series 2010A Bonds") and $187,590,000 Miami-Dade County, Florida Transit System Sales Surtax Revenue Bonds, Series 2010B (Federally Taxable - Build America Bonds – Direct Payment), (the "Series 2010B Bonds," together with the Series 2010A Bonds, the "Series 2010 Bonds").

In connection with the issuance and delivery of this opinion, we have considered such matters of law and fact and have relied upon such certificates and other information furnished to us as we deemed appropriate. We are not expressing any opinion or views herein on the authorization, issuance, delivery or validity of the Series 2010 Bonds and we have assumed, but not independently verified, that the signatures on all documents and certificates that we have examined are genuine.

To the extent that the opinions expressed herein relate to or are dependent upon the determination that the proceedings and actions related to the authorization, issuance and sale of the Series 2010 Bonds are lawful and valid under the laws of the State of Florida, or that the Series 2010 Bonds are valid and binding obligations of the County enforceable in accordance with their respective terms, or that the interest on the Series 2010A Bonds is excluded from gross income of the owners of the Series 2010A Bonds for federal income tax purposes, we understand that you are relying upon the opinions delivered on the date hereof of Greenberg Traurig, P.A. and Edwards & Associates, P.A., Bond Counsel, and no opinion is expressed herein as to such matters.

The scope of our engagement with respect to the issuance of the Series 2010 Bonds was not to establish factual matters and because of the wholly or partially non-legal character of many of the determinations involved in the preparation of the Official Statement, dated August 25, 2010 (the "Official Statement"), we are not passing on and do not assume any responsibility for, except as set forth in the next paragraph, the accuracy or completeness of the contents of the Official Statement (including, without limitation, any appendices, schedules, and exhibits thereto) and we make no representation that we have independently verified the accuracy, completeness or fairness of such statements. As your counsel, we have participated in the preparation of the Official Statement and in discussions and conferences with representatives of the County from the Finance Department, the Transit Department and the County Attorney's Office, Public Resources Advisory Group, Financial Advisor to the County, Greenberg Traurig, P.A. and Edwards & Associates, P.A., Bond Counsel and representatives of Loop Capital Markets LLC, as representative, and the other underwriters listed in the Official Statement (the "Underwriters"), in which the contents of the Official Statement and related matters were discussed.

Based solely on our participation in the preparation of the Official Statement, our examination of certificates, documents, instruments and records and the above-mentioned discussions, nothing has come to our attention which would lead us to believe that the Official Statement (except for the financial and statistical data in the Official Statement, including, without limitation, the appendices thereto, and the matters set forth therein under the captions "DESCRIPTION OF THE SERIES 2010 BONDS – Book-Entry Only System" and in APPENDICES A, B, C and D as to which no opinion is expressed) is not a fair and accurate summary of the matters purported to be summarized therein or that the Official Statement (except as set forth above) contained as of its date or as of the date hereof, any untrue statement of a material fact or omitted or omits to state any material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading. We are also of the opinion that the continuing disclosure undertaking set forth in the Series 2010 Resolution and in the Omnibus Certificate of the County delivered at the closing satisfy the requirements set forth in Rule 15c2-12(b)(5)(i) of the Securities Exchange Act of 1934, as amended.

In reaching the conclusions expressed herein, we have with your concurrence, assumed and relied on the genuineness and authenticity of all signatures not witnessed by us; the authenticity of all documents, records, instruments, items and letters submitted to us as originals; the conformity with originals of all items submitted to us as certified or photostatic copies and examined by us; the legal capacity and authority of the persons who executed the documents; the accuracy of all warranties, representations and statements of fact contained in the documents and instruments submitted to us in connection with the purchase and sale of the Series 2010 Bonds; that neither you nor the Underwriters have any actual knowledge or any reason to believe that any portion of the Official Statement is not accurate; and the continuing accuracy on this date of any certificates supplied to us regarding the matters addressed herein, which assumptions we have not verified. As to questions of fact material to our opinions, we have relied upon and assumed the correctness of the public records and certificates by and representations of public officials and other officers and representatives of various parties to this transaction. We have no actual knowledge of any factual information that would lead us to form a legal opinion that the public records or the certificates which we have relied upon contain any untrue statement of a material fact.

We are further of the opinion that, assuming the Series 2010 Bonds are the legal, valid and binding obligations of the County, the Series 2010 Bonds are exempt from registration under the Securities Act of 1933, as amended, and the Bond Ordinance (as defined in the Official Statement) is exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended.

The opinions set forth herein are expressly limited to, and we opine only with respect to, the laws of the State of Florida and the United States of America. The only opinions rendered hereby shall be those expressly stated herein, and no opinion shall be implied or inferred as a result of anything contained herein or omitted herefrom.

This opinion may be relied upon solely by the County and only in connection with the transaction to which reference is made above and may not be used or relied upon by any other person for any purposes whatsoever without our prior written consent.

Respectfully submitted,

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