

**MIAMI-DADE COUNTY HEALTH FACILITIES AUTHORITY**

The Miami-Dade County Health Facilities Authority (the "Authority") met in public session at the regular meeting place of the Authority in the Stephen P. Clark Government Center, 111 N.W. 1st Street, in the City of Miami, Miami-Dade County, Florida, at 1:30 p.m. on July 26, 2018. Upon call of the roll the following Authority members were found to be present:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

It was announced by the Chairperson that the purpose of the meeting, *inter alia*, was to consider the adoption of a resolution of the Authority authorizing certain amendments to terms relating to its Hospital Revenue Bonds (Miami Children's Hospital Project), Series 2010B (the "Bonds") in order to revise definitions regarding the interest rate on the Bonds which will reduce the interest rate thereon, and authorizing the execution and delivery of a Second Amendment to Trust Indenture between the Authority and U.S. Bank National Association, as trustee (the "Trustee"), amending the Trust Indenture dated as of December 1, 2010, between the Authority and the Trustee.

The following resolution was introduced in written form by the Chairperson, its title read in full and pursuant to a motion made by \_\_\_\_\_, was adopted by the following vote:

- AYE:
- NAY:
- ABSTAIN:

RESOLUTION NO. R-2018-01

**A RESOLUTION BY THE MIAMI-DADE COUNTY HEALTH FACILITIES AUTHORITY APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO TRUST INDENTURE RELATING TO ITS HOSPITAL REVENUE BONDS (MIAMI CHILDREN'S HOSPITAL PROJECT), SERIES 2010B (THE "BONDS"); AMENDING CERTAIN PROVISIONS IN THE TRUST INDENTURE FOR THE BONDS IN ORDER TO REVISE THE FORMULA FOR THE INTEREST RATE CALCULATION FOR THE BONDS; DELEGATING AUTHORITY, WITHIN CERTAIN PARAMETERS, TO CHAIRPERSON/VICE CHAIRPERSON AND IN THEIR ABSENCE, EACH MEMBER TO FINALIZE, EXECUTE AND DELIVER RELATED DOCUMENTS; AUTHORIZING AUTHORITY OFFICERS TO TAKE ALL ACTIONS IN CONNECTION WITH AMENDMENTS AND OTHER RELATED MATTERS; AND PROVIDING FOR SEVERABILITY AND EFFECTIVE DATE.**

**WHEREAS**, Chapter 154, Part III, Florida Statutes, as amended (the "Health Facilities Authority Law"), authorized the creation of local health facilities authorities; and

**WHEREAS**, pursuant to the Health Facilities Authority Law, the Board of County Commissioners (the "Board") of Miami-Dade County, Florida (the "County") created the Miami-Dade County Health Facilities Authority (the "Authority") by Ordinance No. 79-92, enacted by the Board on October 16, 1979, as amended by Ordinance No. 81-22, enacted by the Board on March 3, 1981 and Ordinance No. 83-41, enacted by the Board on June 21, 1983, all as codified in the Code of Metropolitan Miami-Dade County (the "County Code") in Article XXIX (collectively, the "Ordinance"); and

**WHEREAS**, pursuant to the Health Facilities Authority Law, the Ordinance and Chapter 159, Part II, Florida Statutes, as amended (the "Industrial Development Financing Act" and, collectively with the Health Facilities Authority Law and the Ordinance, the "Act"), the Authority is authorized to issue hospital revenue and revenue refunding bonds for the purpose of financing and refinancing new projects and refunding previously issued bonds; and

**WHEREAS**, the Authority has been requested by Variety Children's Hospital (formerly doing business as Miami Children's Hospital), now doing business as Nicklaus Children's Hospital, a Florida not-for-profit corporation (the "Hospital") to assist the Hospital by providing for certain amendments as described herein; and

**WHEREAS**, on December 15, 2010 the Authority issued its Hospital Revenue Bonds (Miami Children's Hospital Project), Series 2010B (the "Bonds") on behalf of the Hospital; and

**WHEREAS**, the Bonds were issued pursuant to a Trust Indenture, dated as of December 1, 2010 (the "Original Indenture"), between the Authority and U.S. Bank National Association, as trustee (the "Bond Trustee"); and

**WHEREAS**, the Bonds were sold to Wells Fargo Bank, National Association (the "Bank"), who remains the holder of the Bonds; and

**WHEREAS**, the proceeds derived from the sale of the Bonds were loaned to the Hospital (the "Loan") pursuant to a Loan Agreement dated as of December 1, 2010 (the "Loan Agreement"), between the Hospital and the Authority; and

**WHEREAS**, the Authority, on behalf of the Hospital, and the Bank thereafter agreed to revise and amend certain provisions regarding the terms of the Bonds and to replace the current form of the Bond with a replacement Bond form, as further described in the First Amendment to Trust Indenture, dated as of May 1, 2017 (the "First Amendment to Trust Indenture"); and

**WHEREAS**, the Hospital has now reached an agreement with the Bank to further revise and amend certain additional provisions regarding the terms of the Bonds, as further described in the Second Amendment to Trust Indenture, the form of which is attached hereto as Exhibit "A" (the "Second Amendment to Trust Indenture") and has requested the Authority approve such revisions and amendments as a party to the Original Indenture; and

**WHEREAS**, it is necessary and desirable to approve the form of and authorize the execution of a Second Amendment to Trust Indenture; and

**WHEREAS**, the Authority desires to delegate to the Chairperson and/or Vice Chairperson of the Authority and in their absence, to each member, the authority to finalize, execute and deliver all related documents within the parameters established by this Resolution.

**NOW THEREFORE**, be it resolved by the Miami-Dade County Health Facilities Authority, as follows:

**Section 1. Defined Terms.** All terms used in this Resolution in capitalized form and not defined shall have the meanings ascribed to such terms in the Second Amendment to Trust Indenture.

**Section 2. Findings.** The Authority hereby finds and determines that:

(1) The Authority is a "health facilities authority" created by the County pursuant to the Ordinance and a "local agency" within the meaning of Section 159.27(4) of the Industrial Development Financing Act.

(2) The Hospital is a "health facility" within the meaning of Section 154.205(8) of the Health Facilities Authority Law and a "health care facility" within the meaning of Section 159.27(16) of the Industrial Development Financing Act.

(3) The facilities of the Hospital are located on land within the boundaries of the County.

(4) Pursuant to Sections 154.219 and 154.235 of the Health Facilities Authority Law and Section 159.34 of the Industrial Development Financing Act, the Authority is authorized and empowered to undertake the actions herein described.

(5) The Authority has previously satisfied the requirements of Section 147(f) of the Code with respect to the Bonds.

(6) The Board has previously approved the issuance of the Bonds as required by Section 2.263.2 of the County Code and no additional approval is necessary for the revisions and amendments herein undertaken.

**Section 3. Approval of Form and Execution and Delivery of the Second Amendment to Trust Indenture.** The Authority authorizes and approves the form of the Second Amendment to Trust Indenture attached to this Resolution as Exhibit "A" and its execution and delivery by the Chairperson or Vice Chairperson of the Authority, or in their absence, each other member of the Authority, designated and authorized to act on behalf of the Authority in all respects in connection with the Bonds (each an "Authorized Officer"), with such changes as shall be approved by the Chairperson or Vice Chairperson, or in their absence, an Authorized Officer, after taking into consideration any changes discussed at the meeting at which this Resolution was approved and after consultation with Co-Bond Counsel and the County Attorney's Office. Such execution shall constitute conclusive evidence of the executing officer's approval and the Authority's approval of any changes from the form of the Second Amendment to Trust Indenture attached to this Resolution.

**Section 4. Authorization and Ratification of Prior and Subsequent Acts.** The members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute all such documents, including, without limitation, the execution and delivery of any documents, and other closing certificates, tax returns and any amendments to any agreements, as may be necessary to carry out and comply with the provisions of this Resolution, the Original Indenture, the Second Amendment to Trust Indenture, and all of the acts and doings of such members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of this Resolution, whether previously or subsequently taken or done, shall be and are hereby ratified, confirmed and approved.

**Section 5. Severability.** If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or ineffective for any reason, the remainder of this Resolution shall continue in full force and effect, it being expressly hereby found and declared that the remainder of this Resolution would have been adopted despite the invalidity or ineffectiveness of such section, paragraph, clause or provision.

**Section 6. Headings Not Part of Resolution.** Any headings preceding the text of the several sections of this Resolution shall be solely for convenience of reference and shall not constitute a part of this Resolution, nor shall such headings affect the meaning, construction or effect of this Resolution.

**Section 7. Compliance with Law.** The Authority has complied with all requirements of law in connection with the adoption of this Resolution and the issuance of the Bonds, including, without limitation, the applicable provisions of the Health Facilities Authority Law, as amended.

**Section 8. Effective Date.** This Resolution shall take effect immediately upon its adoption, and any provisions of any previous resolutions in conflict with the provisions in this Resolution are hereby superseded.

Adopted this 26th day of July, 2018.

**MIAMI-DADE COUNTY  
HEALTH FACILITIES AUTHORITY**

(SEAL)

By: \_\_\_\_\_  
Edward Strongin, Chairperson

ATTEST:

By: \_\_\_\_\_  
Authorized Officer

Approved as to Form and Legal Sufficiency:

By: \_\_\_\_\_  
Assistant County Attorney

**EXHIBIT "A"**

**FORM OF SECOND AMENDMENT TO TRUST INDENTURE**