

MEMORANDUM

CIOIC
Agenda Item No. 3(G)

TO: Honorable Chairman Jose "Pepe" Diaz
and Members, Board of County Commissioners

DATE: March 11, 2021

FROM: Geri Bonzon-Keenan
County Attorney

SUBJECT: Resolution authorizing a Release and Quitclaim of Interests in all phosphate, minerals, metals and petroleum that may be in, on or under approximately 76.862 acres of land sold to Amazon.Com Services LLC (Amazon), identified by folio numbers 30-6935-000-0400 and 30-6935-000-0061 and located at 13200 SW 272 Street, Miami subject to the County's reversionary interest; authorizing County Mayor to execute the Release and Quitclaim of Interests and to complete all actions necessary to effectuate such transaction

The accompanying resolution was prepared by the Regulatory and Economic Resources Department and placed on the agenda at the request of Prime Sponsor Commissioner Kionne L. McGhee.



Geri Bonzon-Keenan
County Attorney


GBK/uw

Memorandum



Date: April 20, 2021

To: Honorable Chairman Jose “Pepe” Diaz
and Members, Board of County Commissioners

From: Daniella Levine Cava 
Mayor

Subject: Resolution Approving the Release and Quitclaim of Interests in Phosphate, Minerals, Metals, and Petroleum, if any, on 76.862 acres of land sold to Amazon.com Services, LLC

Recommendation

It is recommended that the Board of County Commissioners (Board) approve the attached resolution authorizing the Release and Quitclaim of Interests in all phosphate, minerals, metals and petroleum that are or may be in, on or under approximately 76.862 acres of land, identified as Folio Numbers 30-6935-000-0400 and 30-6935-000-0061, located at 13200 SW 272 Street, Miami, FL, 33032 (the “Property”), which Property was conveyed to Amazon.com Services, LLC (Amazon) on September 14, 2020.

Scope

The Property is located in Commission District 9, which is represented by Commissioner Kionne L. McGhee.

Fiscal Impact/Funding Source There is no fiscal impact to the County arising from this resolution.

Track Record/Monitor

Gregory Gunter, Real Estate Advisor of the Internal Services Department is monitoring the Property’s development.

Delegation of Authority

The resolution authorizes the County Mayor or the County Mayor’s designee to execute and record the Release and Quitclaim of Interests, at Amazon’s expense.

Background


On July 13, 2004, the Board approved Resolution No. R-909-04 which authorized the County to execute an Economic Development Conveyance Agreement (“EDC Agreement”) with the Secretary of the Air Force on behalf of the United States of America (the “Air Force”) to accomplish the transfer of 601 acres of former Homestead Air Reserve Base property (“EDC Premises”) to the County at no cost, for the purpose of promoting economic development through job creation and new business development in the immediate area of the former Homestead Air Reserve Base. As a result of the EDC Agreement, the EDC Premises were conveyed to the County by multiple deeds, which included various rights, obligations, and restrictions. In accordance with the purpose of the EDC Agreement and the Deeds of conveyance from the Air Force to the County, the County sought to convey the remaining developable EDC Premises to industries that will create permanent jobs, attract new businesses, and promote economic development in the Homestead area of Miami-Dade County.

On July 8, 2020, the Board of County Commissioners approved Resolution No. R-655-20 which approved the sale of the Property to Amazon for \$22,056,853.00 for the purpose of promoting economic development in accordance with Florida Statutes, Section 125.045. On September 14, 2020, the closing took place, and the Deed was recorded. However, section 270.11, Florida Statutes, automatically imposes a reservation in favor of the County of certain phosphate, mineral, metal, and petroleum interests, along with the privilege to mine same. In accordance with the EDC Agreement, the intent of the conveyance was to convey the County’s right, title and interest to Amazon for economic development purposes, so that they could construct and operate a distribution building, thereby creating jobs and attracting new business, and no reservation of mining rights was intended.

The statute provides a mechanism for the release of the reservation upon petition of the new owner. On September 23, 2020, Amazon petitioned the County for such release stating that “Amazon acquired the Property for purposes of constructing and operating a distribution building of no less than 1,000,000 square feet as an economic development conveyance pursuant to section 125.045, Florida Statutes. The existence of the reserved mineral rights, including the right of entry upon the Property, renders title to the Property unmarketable, frustrates the purpose of Amazon’s intended use thereof and makes it virtually impossible for Amazon to comply with the terms of that certain Declaration of Restrictions by and between Amazon and the County recorded in Official Records Book 32105, Page 4921, Official Records of Miami-Dade County, Florida.” Amazon's petition to the County is attached to this memorandum as Exhibit "A".

Based on the foregoing, the release and quitclaim of the reservation is recommended, in substantially the form of the Release and Quitclaim attached to the resolution as Exhibit 1, which will allow Amazon to proceed with the development as required and intended.

Attachments



Jimmy Morales
Chief Operations Officer



Seyfarth Shaw LLP

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September 23, 2020

VIA E-MAIL AND FEDEX

Leland S. Salomon
Director, Office of Economic Development
Deputy, Director, Economic Development
Department of Regulatory & Economic Resources
Miami-Dade County
111 NW 1st Street, Suite 2900
Miami, FL 33128

Re: Purchaser Petition for Release of Reserved Interest and Title in and to a Parcel of Land

Dear Mr. Salomon:

On or about September 14, 2020, Amazon.com Services LLC, a Delaware limited liability company ("Amazon"), acquired from Miami-Dade County, Florida (the "County") by County Deed recorded in Official Records Book 32105, Page 4918, Official Records of Miami-Dade County, Florida, approximately 76.862 acres of real property identified as Folio Numbers 30-6935-000-0400 and 30-6935-000-0061, and located at 13200 SW 272 Street, Miami-Dade County, Florida (the "Property"). The conveyance of the Property was subject to, among other things, all reservations whether or not of record. The County acquired the Property from the United States of America by that certain Indenture dated August 12, 2004, and recorded in the Official Records of Miami-Dade County, Florida on December 8, 2004 at Official Records Book 22889, Page 2565, *et seq.*, a copy of which is also attached.

Pursuant to Section 270.11(2)(b), Florida Statutes, "A local government, a water management district, or an agency of the state may, at its discretion, sell or release reserved interest in any parcel of land, except that such sale or release shall be made upon petition of the owner of the parcel of land with a statement of reasons justifying such sale or release." As you know, Amazon acquired the Property for purposes of constructing and operating a distribution building of no less than 1,000,000 square feet as an economic development conveyance pursuant to Section 125.045, Florida Statutes. The existence of the reserved mineral rights, including the right of entry upon the Property, renders title to the Property unmarketable, frustrates the purpose of Amazon's intended use thereof and makes it virtually impossible for Amazon to comply with the terms of that certain Declaration of Restrictions by and between Amazon and the County recorded in Official Records Book 32105, Page 4921, Official Records of Miami-Dade County, Florida

For the foregoing reasons, on behalf of Amazon, we hereby request that the County release all and any rights or interests the County may have to phosphate, minerals, metals and petroleum that are or may be in, on, or under the Property, including the privilege to mine and develop the same and any right of entry related thereto, which interests may have been reserved under Section 270.11, Florida Statute, by executing



September 23, 2020

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and recording of record, at Amazon's expense, in the Public Records of Miami-Dade County, Florida, the attached release and quitclaim of interests.

Thank you for your prompt attention to this matter.

Very truly yours,

SEYFARTH SHAW LLP

A handwritten signature in blue ink, appearing to read 'Jami Balint'.

Jami Balint

cc: Kristina Guillen (Kristina.guillen@miamidade.gov)
Elva Marin (elva.marin@miamidade.gov)
Debra Herman, Esq. (debra.herman@miamidade.gov)
Monica Rizo Perez, Esq. (monica.rizo@miamidade.gov)
David Blount (david.blount@foundrycommercial.com)
Erwin Caban (caberwin@amazon.com)
NJ Tolten (njtolten@amazon.com)

This instrument was prepared by:

Leland Salomon, Deputy Director
Regulatory and Economic Resources Department
Miami-Dade County
111 N.W. 1st Street, 12th Floor
Miami, Florida 33128

Upon recording, please return to:

Jami Balint
Seyfarth Shaw LLP
999 Third Avenue, Suite 4700
Seattle, Washington 98104

Folio Numbers: 30-6935-000-0400 and 30-6935-000-0061

-----{SPACE ABOVE THIS LINE RESERVED FOR RECORDING DATA}-----

RELEASE AND QUITCLAIM OF INTERESTS

THIS RELEASE AND QUITCLAIM OF INTERESTS (“Release”) is executed this ____ day of _____, 2020 by Miami-Dade County, Florida, a political subdivision of the State of Florida, whose address is: Stephen P. Clark Center, 111 N.W. 1st Street, Suite 2460, Miami, Florida 33128, party of the first part (the “County”), to and in favor of Amazon.com Services LLC, a Delaware limited liability company, whose address is 410 Terry Avenue North, Seattle, Washington 98109, party of the second part (“Amazon”) its successors and assigns:

WITNESSETH:

WHEREAS, pursuant to Resolution No. R-655-20, the County conveyed the property legally described in Exhibit “A,” (the “Property”) to Amazon, subject to certain reverter provisions, as further set forth in the Deed and Declaration of Restrictions recorded in Official Records Book 32105 at pages 4918-4944 (Deed and Declaration); and

WHEREAS, Amazon has petitioned the County for the release of certain phosphate, mineral, metal, and petroleum rights to the extent reserved to the Grantor pursuant to Section 270.11, Florida Statutes; and

WHEREAS, pursuant to Resolution No. _____, the County has agreed to release and quitclaim such interests to Amazon, subject to a reverter of such interests in the event that the Property ever reverts pursuant to the terms of the Deed and Declaration;

WHEREAS, it is the intent of the parties that the phosphate, mineral, metal, and petroleum rights will travel with the Property in the event of a reversion,

NOW, THEREFORE, the foregoing recitals are incorporated as if fully set forth herein, and the County, for and in consideration of the sum of TEN AND NO/100 (\$10.00), in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, does hereby remise, release and quitclaim unto said party of the second part, all the right, title, interest, claim and demand which the said first party has in and to an undivided three-fourths interest in, and title in and to an undivided three-fourths interest in, all the phosphate, minerals, and metals that are or may be in, on, or under the Property, and an undivided one-half interest in all the petroleum that

Attachment 1

is or may be in, on, or under the Property which interest may have been reserved under Section 270.11, Florida Statutes, subject to the following reverter.

By the issuance of this instrument, the County does not purport to lessen or diminish the rights of any other agency or governmental body in and to the Property. This Release and grant conveys only the interest of the County and its Board of County Commissioners in the Property and shall not be deemed to warrant the title or its interest in same, or represent any statement of facts concerning the same. This grant is subject to all reservations, conditions, covenants, requirements and rights of reverter set forth in the Indenture entered between the United States of America and the County recorded in the public records of Miami-Dade County at Official Records Book 22889, Pages 2565-2574, and all restrictions, reservations, rights, and encumbrances of record.

IN WITNESS WHEREOF, Miami-Dade County has caused these presents to be executed in its name by its Board of County Commissioners acting by the Mayor and the Clerk or Deputy Clerk of this Board on this the ____ day of _____, 20____.

(OFFICIAL SEAL)

ATTEST:

MIAMI-DADE COUNTY, FLORIDA

HARVEY RUVIN, CLERK

BY ITS MAYOR

By: _____
Deputy Clerk

By: _____
Name: _____
Title: _____

Approved for legal sufficiency:

By: _____
Name: _____
Title: _____

EXHIBIT A

LEGAL DESCRIPTION OF THE LAND

A PORTION OF THE SOUTHEAST 1/4 OF SECTION 35, TOWNSHIP 56 SOUTH, RANGE 39 EAST, MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF SAID SECTION 35; THENCE NORTH 00°45'41" WEST ON THE EAST LINE OF SAID SOUTHEAST 1/4 OF SECTION 35 FOR 575.07 FEET; THENCE SOUTH 89°16'28" WEST 50.00 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE SOUTH 89°16'28" WEST 2,640.09 FEET TO A POINT ON THE WEST LINE OF SAID SOUTHEAST 1/4 OF SECTION 35; THENCE NORTH 00°50'30" WEST ON SAID WEST LINE 2,050.03 FEET; THENCE NORTH 89°11'29" EAST 35.00 FEET TO THE BEGINNING OF A CIRCULAR NON-TANGENT CURVE CONCAVE SOUTHEASTERLY, THE RADIUS POINT OF WHICH BEARS NORTH 89°09'30" EAST; THENCE NORTHEASTERLY ON THE ARC OF SAID CURVE TO THE RIGHT, WITH A RADIUS OF 25.00 FEET, A CENTRAL ANGLE OF 90°02'03", FOR AN ARC DISTANCE OF 39.28 FEET TO A POINT OF TANGENCY ON THE SOUTH RIGHT-OF-WAY LINE OF SOUTHWEST 272ND STREET, BEING A LINE 35.00 FEET SOUTH OF AND PARALLEL TO THE NORTH LINE OF SAID SOUTHEAST 1/4 OF SECTION 35; THENCE NORTH 89°11'32" EAST ON SAID SOUTH RIGHT-OF-WAY LINE AND SAID PARALLEL LINE 949.76 FEET TO THE NORTHWEST CORNER OF TRACT "A", FEDEX GROUND FACILITY, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 172, PAGE 36, OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 00°48'42" EAST ON THE WEST LINE OF SAID TRACT "A", AND CONTINUING ON THE WEST LINE OF TRACT "B" OF SAID PLAT, 1,308.43 FEET TO THE SOUTHWEST CORNER OF SAID TRACT "B"; THENCE NORTH 89°14'03" EAST ON THE SOUTH LINE OF SAID TRACT "B", BEING THE NORTH LINE OF THE SOUTH 1/2 OF SAID SOUTHEAST 1/4 OF SECTION 35, FOR 1,632.06 FEET TO THE SOUTHEAST CORNER OF SAID TRACT "B", A POINT ON THE WEST RIGHT-OF-WAY LINE OF SOUTHWEST 127TH AVENUE, ALSO BEING A LINE PARALLEL TO AND 50.00 FEET WEST OF THE AFOREMENTIONED EAST LINE OF THE SOUTHEAST 1/4 OF SECTION 35; THENCE SOUTH 00°45'41" EAST ON SAID WEST RIGHT-OF-WAY LINE AND SAID PARALLEL LINE 769.21 FEET TO THE POINT OF BEGINNING.

SAID LANDS SITUATE, LYING AND BEING IN MIAMI-DADE COUNTY, FLORIDA. CONTAINING 3,348,134 SQUARE FEET (76.8626 ACRES) MORE OR LESS.



MEMORANDUM
(Revised)

TO: Honorable Chairman Jose "Pepe" Diaz
and Members, Board of County Commissioners

DATE: April 20, 2021

FROM: 
Gen Bonzon-Keenan
County Attorney

SUBJECT: Agenda Item No.

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Statement of social equity required
- Ordinance creating a new board requires detailed County Mayor's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's present ____, 2/3 membership ____, 3/5's ____, unanimous ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3)(h) or (4)(c) ____, or CDMP 9 vote requirement per 2-116.1(4)(c)(2) ____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No.

RESOLUTION NO. _____

RESOLUTION AUTHORIZING A RELEASE AND QUITCLAIM OF INTERESTS IN ALL PHOSPHATE, MINERALS, METALS AND PETROLEUM THAT MAY BE IN, ON OR UNDER APPROXIMATELY 76.862 ACRES OF LAND SOLD TO AMAZON.COM SERVICES LLC (AMAZON), IDENTIFIED BY FOLIO NUMBERS 30-6935-000-0400 AND 30-6935-000-0061 AND LOCATED AT 13200 SW 272 STREET, MIAMI SUBJECT TO THE COUNTY'S REVERSIONARY INTEREST; AUTHORIZING COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO EXECUTE THE RELEASE AND QUITCLAIM OF INTERESTS AND TO COMPLETE ALL ACTIONS NECESSARY TO EFFECTUATE SUCH TRANSACTION

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

WHEREAS, pursuant to Resolution No. R-655-20, the County conveyed 76.862 acres of land identified by folio numbers 30-6935-000-0400 and 30-6935-000-0061 located at 13200 SW 272 Street, Miami, (the "Property") to Amazon.com Services LLC ("Amazon") for the construction and operation of a distribution facility in order to promote economic development, subject to certain reversionary interests; and

WHEREAS, pursuant to Section 270.11, Florida Statutes, a reservation of certain interests in phosphate, metals, minerals, and petroleum which may be in, on, or under the Property was automatically created in favor of the County; and

WHEREAS, Amazon has petitioned the County for a release and quitclaim of the County's reserved interest in phosphate, metals, minerals, and petroleum which may be in, on, or under the Property, as well as the right to mine same, as set forth in Amazon's petition attached as Exhibit A to the Mayor's memorandum; and

WHEREAS, this Board finds that the release and quitclaim of the County's interests is justified in that the statutory reservation could impede the development by Amazon of its industrial distribution facility, and potentially frustrate the intended use of the Property as contemplated by the conveyance,

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

Section 1. This Board incorporates and approves the foregoing recitals as if fully set forth herein.

Section 2. This Board hereby approves the terms of, and authorizes the execution by the County Mayor or County Mayor's designee of the Release and Quitclaim of Interests by the County in substantially the form attached hereto as Attachment 1 including all rights of reverter, and further authorizes the County Mayor or County Mayor's designee to complete all actions necessary to effectuate such transaction.

Section 3. Pursuant to Resolution No. R-979-04, this Board (a) directs the County Mayor or the County Mayor's designee to record the instrument of conveyance herein in the Public Records of Miami-Dade County at the sole cost and expense of Amazon, and to provide a recorded copy of such instrument to the Clerk of the Board within thirty (30) days of execution of said instrument and (b) directs the Clerk of the Board to attach and permanently store a recorded copy of said instrument together with this resolution. This Board delegates the authority to the County Mayor or County Mayor's designee to finalize the Release and Quitclaim of Interests, including the execution and recording in substantially the form attached hereto as Attachment 1.

The foregoing resolution was offered by Commissioner ,
who moved its adoption. The motion was seconded by Commissioner
and upon being put to a vote, the vote was as follows:

Jose "Pepe" Diaz, Chairman	
Oliver G. Gilbert, III, Vice-Chairman	
Sen. René García	Keon Hardemon
Sally A. Heyman	Danielle Cohen Higgins
Eileen Higgins	Joe A. Martinez
Kionne L. McGhee	Jean Monestime
Raquel A. Regalado	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared this resolution duly passed and adopted this 20th day of April, 2021. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this resolution and the filing of this approval with the Clerk of the Board.

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

HARVEY RUVIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

MRP

Monica Rizo Perez
Debra Herman