

Memorandum



Date: November 7, 2023

To: Honorable Chairman Oliver G. Gilbert, III
and Members, Board of County Commissioners

From: Daniella Levine Cava
Mayor 

Subject: Resolution Approving Issuance of Industrial Development Revenue Notes for Miami Country Day School, Inc. Project by Miami-Dade County Industrial Development Authority

Agenda Item No. 10(A)(1)

Recommendation

The accompanying resolution is being placed before the Board of County Commissioners (Board) at the request of the Miami-Dade County Industrial Development Authority (IDA). This item approves the issuance of Industrial Development Revenue Notes (Notes) by the IDA for Miami Country Day School, Inc. in a principal amount not to exceed \$40,000,000.00.

Details of the project are included in the accompanying memorandum and exhibits from the Vice Chairman of the IDA.

Scope

The Miami-Dade County projects are located at 601 NE 107th Street and 11005 NE 6th Avenue, unincorporated Miami-Dade County, which are located in Commission District 3 represented by Commissioner Keon Hardemon.

Delegated Authority

There is no delegated authority for this IDA item.

Fiscal Impact/Funding Source

Neither the IDA nor Miami-Dade County has any liability with respect to the repayment of the Notes.

Track Record

Issuance of the Notes will be conducted and monitored by the Executive Director of the IDA.

Background

The Tax Equity and Fiscal Responsibility Act (TEFRA) requires that the Board approve the issuance of Notes by the IDA after a public hearing has been held either by the IDA or by the Board. For efficiency, the Board has allowed the IDA to conduct the public hearing subject to review and ratification by the Board.

Attachments



Carladenise Edwards
Chief Administrative Officer

Memorandum



Date: November 7, 2023

To: Honorable Chairman Oliver G. Gilbert, III
and Members, Board of County Commissioners

From: Ian Martinez, Vice Chairman
Miami-Dade County *Ian Martinez*
Industrial Development Authority

Subject: Resolution approving issuance of Industrial Development Revenue Notes for
Miami Country Day School, Inc. project

RECOMMENDATION:

It is recommended the Board approve the issuance of the Authority's Industrial Development Revenue Notes for the Miami Country Day School, Inc. project, as detailed in the attached reports.

BACKGROUND:

Review and analysis of the project has been completed by the Authority, County Attorney's Office, and Bond Counsel. The Authority has conducted the federally required public hearing, as detailed in the attached public hearing transcript.

Miami Country Day School, Inc., a Florida not-for-profit corporation, has applied for Industrial Development Revenue Notes financing assistance in a maximum principal amount not to exceed \$40,000,000.00. The proceeds of the Industrial Development Revenue Notes will be loaned to Miami Country Day School, Inc. for the purpose of financing and refinancing School Campus Facilities and expenses including the construction of a new Athletic Wellness Center to be located at 601 NE 107th Street, unincorporated Miami-Dade County; certain other capital projects, including, road, parking and traffic improvements, and architectural, engineering and project management; and reimbursement for the acquisition of an existing facility and personal property located at 11005 NE 6th Avenue, unincorporated Miami-Dade County paying certain costs of issuance of the Industrial Development Revenue Notes.

Miami Country Day School, Inc. reports it currently employs 259 full-time persons with an annual operating budget of approximately \$54.6 million and will continue to provide new job opportunities within the community in the future.



MEMORANDUM
(Revised)

TO: Honorable Chairman Oliver G. Gilbert, III
and Members, Board of County Commissioners

DATE: November 7, 2023

FROM: 
Gen Bonzon-Keenan
County Attorney

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

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- 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. 10(A)(1)
11-7-23

RESOLUTION NO. _____

RESOLUTION APPROVING THE ISSUANCE OF MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY INDUSTRIAL DEVELOPMENT REVENUE NOTES IN AN AMOUNT NOT TO EXCEED \$40,000,000.00 TO FINANCE AND REFINANCE, INCLUDING THROUGH REIMBURSEMENT, CERTAIN PROJECTS ON BEHALF OF MIAMI COUNTRY DAY SCHOOL, INC., FOR PURPOSES OF AND PURSUANT TO SECTION 147(F) OF INTERNAL REVENUE CODE OF 1986, AS AMENDED

WHEREAS, Miami Country Day School, Inc., a Florida not-for-profit corporation, or any subsidiaries or related organizations (collectively, the "Corporation"), has requested that the Miami-Dade County Industrial Development Authority (the "Authority") issue not exceeding \$40,000,000.00 aggregate principal amount of its Industrial Development Revenue Notes (Miami Country Day School Project), in one or more series (the "Notes"); and

WHEREAS, the proceeds of the Notes will be used, together with funds provided by the Corporation, to finance and refinance, including through reimbursement: (i) the acquisition, design, construction, improvement, development, equipping, and expansion of (a) a new Athletic Wellness Center for the Corporation located at 601 North East 107th Street, Miami, Florida in unincorporated Miami-Dade County, Florida (the "Main Campus"), (b) certain other capital projects at the Main Campus, including, road, parking and traffic improvements, and architectural, engineering and project management of same and (c) certain real and personal property located at 11005 North East 6th Avenue, Miami, Florida, to be acquired for use by the Corporation; and (ii) paying certain costs of issuance of the Notes (collectively, the "Project"); and

WHEREAS, the Authority intends to issue the Notes subject to approval by the Board of County Commissioners of Miami-Dade County, Florida (the "Board"), and final approval by the Authority of the financing documents for the Project, which is more particularly described in the report prepared by the Executive Director of the Authority (a copy of which is attached hereto as Exhibit A); and

WHEREAS, on Friday, October 6, 2023, the hearing officer for the Authority held a public hearing, notice of which was published on September 29, 2023, on the Authority's website (a copy of which notice is attached hereto as Exhibit B), for the purpose of giving all interested persons an opportunity to express their views in connection with the issuance of the Notes, as required by section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and such public hearing disclosed no reason why the Notes should not be issued; and

WHEREAS, since the Notes will inure to the benefit of the citizens of Miami-Dade County, this Board desires to approve the issuance of the Notes for the purpose of complying with section 147(f) of the Code,

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

Section 1. The issuance of Industrial Development Revenue Notes of the Miami-Dade County Industrial Development Authority in an aggregate principal amount not to exceed \$40,000,000.00 in one or more series for the purpose of financing and refinancing, including through reimbursement, the Project, as previously described, is approved.

Section 2. The Notes and the interest on the Notes shall not constitute a debt, liability or general obligation of the Authority, Miami-Dade County, or of the State of Florida or of any political subdivision thereof, but shall be payable solely from the revenues or other moneys specifically

provided by the Corporation for the payment of the Notes and neither the faith and credit nor any taxing power of the Authority, Miami-Dade County or of the State of Florida or of any political subdivision thereof is pledged to the payment of the principal or interest on the Notes.

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:

| | |
|----------------------------------|----------------------|
| Oliver G. Gilbert, III, Chairman | |
| Anthony Rodríguez, Vice Chairman | |
| Marleine Bastien | Juan Carlos Bermudez |
| Kevin Marino Cabrera | Sen. René García |
| Roberto J. Gonzalez | Keon Hardemon |
| Danielle Cohen Higgins | Eileen Higgins |
| Kionne L. McGhee | Raquel A. Regalado |
| Micky Steinberg | |

The Chairperson thereupon declared this resolution duly passed and adopted this 7th day of November, 2023. 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

JUAN FERNANDEZ-BARQUIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

D.P.C

Dale P. Clarke

MIAMI COUNTRY DAY SCHOOL, INC.

THE COMPANY

Miami Country Day School, Inc. is a 501(c)(3) not-for-profit Florida corporation with campus facilities located at 601 NE 107th Street Miami, unincorporated Miami-Dade County. The School was founded in 1938 as a private residential boarding school for boys through eighth grade and has evolved over the past 85 years to become a coeducational, nonprofit, nondenominational school with over 1,300 students in Pre-Kindergarten through grade 12. The School’s strong college preparatory program is centered around the education of becoming a “whole person,” which includes intellectual, spiritual, social, aesthetic, physical, and emotional potentials, and emphasis on the core values of purpose, respect, compassion, honor, and wisdom. The School reports it is accredited by FCIS and SACS, and maintains active membership with NACAC, SACAC, ACCIS, NAIS, SAIS, CASE, CRIS, ERB, American Library Association and the College Board. The School serves families in the North Miami area from a variety of neighborhoods and has a student population representing over 31 countries.

THE PROJECT

Miami Country Day School, Inc. is requesting Industrial Development Revenue Bond financing assistance in an amount not to exceed \$40,000,000 in order to fund a portion of Phase 1 of the School’s Campus Master Plan which will occur over the next five (5) years. In addition to the bond financing the school reports it expects to raise approximately \$62,000,000 in additional funds through capital campaign fundraising for a total investment approximating \$102 million.

The bond proceeds will facilitate the construction of a new Athletic Wellness Center, road, parking and traffic flow improvements, architectural, engineering and project management related expenses and reimbursement for the prior acquisition of a facility located at 11005 NE 6th Avenue, in unincorporated Miami-Dade County and other related expenses.

Elements of the proposed project include:

1. Construction of a new 37,000 sq. ft. Athletic Wellness Center on existing school property: - \$23,000,000
2. Campus Improvements and Facility Acquisition Reimbursement, including:----- \$14,300,000
 - Road, parking and traffic flow improvements, architectural, engineering and project management related expenses: ----- \$12,000,000
 - Reimbursement for prior acquisition of 5,314 sq. ft. facility on 11,400 sq. ft. lot located at 11005 NE 6th Avenue: ----- \$ 2,300,000

FINANCIAL SUFFICIENCY

Audited financial statements for Miami Country Day School, Inc. for the fiscal years ended June 30, 2022, 2021, 2020 and 2019 have been provided. In addition, an unaudited income statement and statement of financial position for the nine-month period ended March 31, 2023 have also been provided.

A review of the submitted financial and related information indicates:

| <u>SOURCE OF FUNDS</u> | | <u>USE OF FUNDS</u> | |
|-------------------------------|----------------------------|--|----------------------------|
| Bond Issue Proceeds* | \$40,000,000 | Construction of a new Athletic Wellness Center | \$23,000,000 |
| | | Campus Improvements and Development Expenses | 12,000,000 |
| | | Facility Acquisition Reimbursement | 2,300,000 |
| | | Contingency Reserve | 2,000,000 |
| | | Bond Issuance Expenses | 700,000 |
| | <hr/> | | <hr/> |
| TOTAL | <u>\$40,000,000</u> | TOTAL | <u>\$40,000,000</u> |

* Any costs related to the bond issue and development of the project which cannot be paid out of bond proceeds will be borne by School.

Information relative to the proposed financial structure includes:

- Financial Structure: Corporate Debt.
- Security: First mortgage on all assets financed with bond proceeds.
- Marketing: Bonds to be purchased and held by TD Bank.

LEGAL

Under the 1986 Tax Act, facilities for 501(c)(3) corporations are eligible for financing with tax-exempt Industrial Development Revenue Bonds provided that the project is part of the corporation's normal course of business. Bonds issued for the benefit of a 501(c)(3) corporation are also exempt from the requirement of being included under the state bond volume cap.

ECONOMIC IMPACT

Miami Country Day School, Inc. reports it currently employs 259 full-time persons with an annual operating budget of approximately \$54.6 million and will continue to provide new job opportunities within the community in the future.

Completion of the projects proposed will have a positive impact upon the general welfare of the citizens of Miami-Dade County by enabling the school to better serve the educational, cultural and extracurricular needs of its students.

MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

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MIAMI-DADE COUNTY

INDUSTRIAL DEVELOPMENT AUTHORITY

TEFRA/PUBLIC HEARING

The Miami-Dade County Industrial Development Authority (the "Authority") has been requested to issue its Industrial Development Revenue Notes, in one or more series, in an aggregate principal amount not to exceed \$40,000,000 (collectively, the "Notes"), the proceeds of which will be loaned to Miami Country Day School, Inc. (the "School"), a Florida not-for-profit corporation. The School's campus is located at 601 North East 107th Street, Miami, Florida in unincorporated Miami-Dade County, Florida (the "Main Campus"). The loan of the proceeds of the Notes is for the purpose of financing and refinancing, including through reimbursement: (i) the acquisition, design, construction, improvement, development, equipping and expansion of the School Facilities (as hereinafter defined) (the "Project"); and (ii) paying certain costs of issuance of the Notes.

The School Facilities consists of the following: (i) a new Athletic Wellness Center for the School located at the Main Campus, (ii) certain other capital projects at the Main Campus, including, road, parking and traffic improvements, and architectural, engineering and project management of same and (iii) certain real and personal property located at 11005 North East 6th Avenue, Miami, Florida, to be acquired for use by the School (together with (i) and (ii), the "School Facilities").

The Notes shall not be a debt, liability or obligation of the Authority or of Miami-Dade County, Florida, or of the State of Florida, or of any political subdivision thereof, but shall be payable solely from the proceeds derived from the repayment of the related loan or loans, or from the other security pledged therefore.

Please take note that the Executive Director of the Authority (as its hearing officer) will hold a public hearing as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, concerning the nature and locations of the Project and the proposed issuance of the Notes at the Brickell City Tower, 80 SW 8th Street, Suite 2801, Miami, Florida, on Friday, October 6, 2023, commencing at 10:00 a.m. or shortly thereafter, at which time any person may be heard regarding the proposed issuance of the Notes and the nature and locations of the Project. The Authority will submit a transcript of the statements at the hearing to the Board of County Commissioners, Miami-Dade County, Florida, which must approve or disapprove the issuance of the Notes.

How to participate in the public hearing:

(1) In order to call in to listen and/or speak at the hearing – Please dial the following toll-free number: (800) 747-5150 when prompted please use access code: 6545833;

(2) If you are deaf or hard of hearing, you may join the hearing using Florida Relay Service by dialing 711 on your telephone.

(3) Interested parties who wish to provide documents for the public hearing must submit such materials to ccastillo@mdcida.org. The deadline to submit such documents and materials is Wednesday, October 4, 2023. Submitted documents and materials will be included in the public record for the referenced hearing.

If you have any questions or require additional information regarding the virtual hearing, please call for the above referenced at Telephone (305) 579-0070.

MIAMI-DADE COUNTY INDUSTRIAL

DEVELOPMENT AUTHORITY

MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY
TRANSCRIPT OF PUBLIC HEARING
FRIDAY, OCTOBER 6, 2023

At 10:01 a.m., the Executive Director of the Miami-Dade County Industrial Development Authority announced that the Authority would proceed to hold a public hearing on the issuance of Industrial Development Authority Revenue Notes for the (Miami Country Day School, Inc. project). The following is a substantially verbatim account of the proceedings of this hearing.

The following persons were present:

| | | |
|--|---|---|
| James D. Wagner Jr. <i>Executive Director</i> | Miami-Dade County Industrial Development Authority | 80 SW 8 th Street, Ste. 2801 Miami, Florida 33130 |
| Cynthia Castillo <i>Assistant to Executive Director</i> | Miami-Dade County Industrial Development Authority | 80 SW 8 th Street, Ste. 2801 Miami, Florida 33130 |
| Amanda Llovet <i>Chief Financial Officer</i> | Miami-Dade County Industrial Development Authority | 80 SW 8 th Street, Ste. 2801 Miami, Florida 33130 |

The following persons were present telephonically:

| | | |
|---|---------------------------|---|
| Brooke A. Gonzalez <i>Bond Counsel</i> | Bryant Miller Olive, P.A. | 201 N. Franklin Street, Ste. 2700 Tampa, Florida 33602 |
| Sabine Montas <i>Bond Counsel</i> | Bryant Miller Olive, P.A. | 201 N. Franklin Street, Ste. 2700 Tampa, Florida 33602 |
| Danielle LaVere <i>Paralegal</i> | Bryant Miller Olive, P.A. | 201 N. Franklin Street, Ste. 2700 Tampa, Florida 33602 |

Executive Director

We will now conduct the public hearing on the proposed issuance of Industrial Development Authority Revenue Notes for the Miami Country Day School, Inc. project.

This public hearing is being conducted pursuant to requirements of the Federal Tax Equity and Fiscal Responsibility Act of 1982. The Act requires that in order for the interest on Industrial Development Authority Revenue Notes to be exempt from Federal Income Tax, such proposed notes must be approved by either a voter referendum or by an applicable elected legislative body after a public hearing.

The public hearing notice was advertised on the Miami-Dade County Industrial Development Authority's website on Friday, September 29, 2023.

The project for consideration is an Industrial Development Authority Revenue Notes issue for the Miami Country Day School, Inc. project, in one or more series, in an aggregate principal amount not to exceed \$40,000,000. The proceeds of the Industrial Development Revenue Notes will be loaned to Miami Country Day School, Inc. for the purpose of financing and refinancing School Campus Facilities.

Executive Director

Testimony will now be heard by anyone desiring to speak.

Let the record reflect that no one appeared to speak on the project.

Executive Director

This concludes the public hearing scheduled for today. This project, together with a transcript of today's public hearing, will be forwarded to the Miami-Dade County Board of County Commissioners for inclusion on a regular meeting agenda, at which time the Commission will approve or disapprove the proposed issuance of Notes by the Miami-Dade County Industrial Development Authority.