

MEMORANDUM

Agenda Item No. 11(A)(10)

TO: Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners

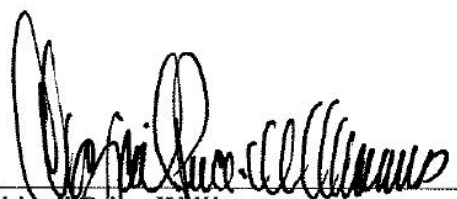
DATE: July 21, 2020

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Resolution amending Resolution No. R-332- relating to financial relief plans at the airports due to the effects of coronavirus disease 2019 (COVID-19); extending the term of relief for certain business partners at Miami International Airport on a month-to-month basis from September 1, 2020 to no later than December 31, 2020, for a total amount of \$32,944,656.00, subject to termination upon a finding of a change in circumstances and provided that any relief extended shall be subject to approval by the Federal Aviation Administration and in compliance with the airport amended and Restated Trust Agreement and Bond Covenants; authorizing the County Mayor to execute amendments to agreements with certain airport business partners and to execute any subsequent agreements necessary to effectuate the extension of the financial relief plan and exercise all provisions contained therein, including termination provisions; and directing the County Mayor to provide monthly reports

Resolution No. R-749-20

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Vice Chairwoman Rebeca Sosa.



Abigail Price-Williams
County Attorney

APW/lmp



MEMORANDUM (Revised)

TO: Honorable Chairwoman Audrey M. Edmonson
and Members, Board of County Commissioners

DATE: July 21, 2020

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Agenda Item No. 11(A)(10)

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. 11(A)(10)

7-21-20

RESOLUTION NO. R-749-20

RESOLUTION AMENDING RESOLUTION NO. R-332-20 RELATING TO FINANCIAL RELIEF PLANS AT THE AIRPORTS DUE TO THE EFFECTS OF CORONAVIRUS DISEASE 2019 (COVID-19); EXTENDING THE TERM OF RELIEF FOR CERTAIN BUSINESS PARTNERS AT MIAMI INTERNATIONAL AIRPORT ON A MONTH-TO-MONTH BASIS FROM SEPTEMBER 1, 2020 TO NO LATER THAN DECEMBER 31, 2020, FOR A TOTAL AMOUNT OF \$32,944,656.00, SUBJECT TO TERMINATION UPON A FINDING OF A CHANGE IN CIRCUMSTANCES AND PROVIDED THAT ANY RELIEF EXTENDED SHALL BE SUBJECT TO APPROVAL BY THE FEDERAL AVIATION ADMINISTRATION AND IN COMPLIANCE WITH THE AIRPORT AMENDED AND RESTATED TRUST AGREEMENT AND BOND COVENANTS; AUTHORIZING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO EXECUTE AMENDMENTS TO AGREEMENTS WITH CERTAIN AIRPORT BUSINESS PARTNERS AND TO EXECUTE ANY SUBSEQUENT AGREEMENTS NECESSARY TO EFFECTUATE THE EXTENSION OF THE FINANCIAL RELIEF PLAN AND EXERCISE ALL PROVISIONS CONTAINED THEREIN, INCLUDING TERMINATION PROVISIONS; AND DIRECTING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO PROVIDE MONTHLY REPORTS

WHEREAS, in December 2019, a novel coronavirus causing an infectious disease, named coronavirus disease 2019 (COVID-19) emerged; and

WHEREAS, the United States Centers for Disease Control and Prevention (CDC) along with healthcare professionals worldwide warned that because there is currently no vaccine, the best way to prevent illness is to avoid close person-to-person contact; and

WHEREAS, with the illness spreading and the death toll rising around the world, on March 11, 2020, the World Health Organization declared the outbreak a pandemic; and

WHEREAS, on March 13, 2020, President Donald J. Trump declared a national emergency and imposed travel restrictions between the United States and several countries around the world; and

WHEREAS, these restrictions along with the general public's adherence to the CDC's guidelines on social distancing have resulted in a great reduction in passenger travel to and through Miami International Airport (MIA); and

WHEREAS, thereafter, many of the airport business partners requested deferrals or reductions in their monthly payments; and

WHEREAS, in response to these requests, on April 7, 2020, this Board passed Resolution No. R-332-20, which approved the adoption and implementation of financial relief plans for the County's business partners at MIA and the County's aeronautical business partners at the General Aviation Airports due to the effects of COVID-19 for a period of three months from March 1, 2020 through May 31, 2020, with one option to extend for an additional three months from June 1, 2020 through August 31, 2020, revocable upon a finding of a change in circumstances; and

WHEREAS, the Miami-Dade Aviation Department (MDAD) has submitted monthly reports to this Board, detailing the grim circumstances that continue at MIA; and

WHEREAS, for example, MDAD's monthly report for May 2020 provided that only 256,910 international and domestic passengers traveled through MIA during the month of May, and that as of June 25, 2020, only 60 concession locations out of a total of 227 locations at MIA are open for business; and

WHEREAS, in light of these circumstances, MDAD exercised its option to extend the relief for an additional three months from its initial expiration date of May 31, 2020 until August 31, 2020, subject to any change in circumstances; and

WHEREAS, certain airport business partners, namely, concessionaires at MIA listed in Exhibit A attached to this resolution, would likely require assistance beyond August 31, 2020 as it is expected that certain travel restrictions will not yet be lifted and passenger traffic will remain minimal; and

WHEREAS, based on certain shared information and the expectations of some air carriers at MIA, MDAD projects that there will be a decrease of 62.4 percent, 53.3 percent, 31.2 percent, and 30 percent in passenger traffic for the months of September, October, November, and December 2020, respectively, as compared to those same months in 2019; and

WHEREAS, because these forecasts are subject to error, there is a likelihood that passenger traffic could be greater or less than that projected; and

WHEREAS, for this reason, extending the relief on a month-to-month basis from September 1, 2020 to December 31, 2020, subject to termination, will help maintain the best interest of the County and ensure that these concessionaires are able to sustain their businesses amidst the continued decrease in passenger traffic as a result of the pandemic; and

WHEREAS, this extension of relief would waive the monthly minimum annual guarantee (MAG) and rent for the 62 MIA concessionaires, at the amount of \$7,486,164.00 per month, and would waive the MAG and rent for Signature Flight Support at the amount of \$750,000.00 per month; and

WHEREAS, Signature Flight Support is the only MIA fixed-based operator required to pay the MAG; and

WHEREAS, this extension of relief totals \$8,236,164.00 each month, with a grand total of \$32,944,656.00 should the relief be extended to December 31, 2020; and

WHEREAS, without changing any other aspect of Resolution No. R-332-20, this Board would like to extend the financial relief plan for the County's airport business partners listed in Exhibit A, on a month-to-month basis to no later than December 31, 2020, totaling \$32,944,656.00,

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

Section 1. Incorporates and approves the foregoing recitals as if fully set forth herein.

Section 2. Amends Resolution No. R-332-20 relating to financial relief plans at Miami-Dade County's airports due to the effects of coronavirus disease 2019 (COVID-19) to extend the term of relief for 62 concessionaires and one fixed-based operator (FBO) at Miami International Airport (MIA) as listed in Exhibit A, on a month-to-month basis from September 1, 2020 to no later than December 31, 2020, for a total amount of \$32,944,656.00. During the extended term, the financial relief plan shall waive the monthly Minimum Annual Guarantee, monthly rent, and other related fees for these business partners, while still requiring payments based on a percentage of gross revenues as defined in each agreement. Notwithstanding its term, the financial relief plan shall be subject to termination by the County Mayor or County Mayor's designee upon a finding of a change in circumstances, with such change fully set forth in monthly reports to this Board, detailing, at a minimum, passenger traffic and business productivity at MIA.

Section 3. Authorizes the County Mayor or County Mayor's designee to execute amendments to the agreements with the County's airport business partners listed in Exhibit A and to execute subsequent agreements necessary to effectuate the financial relief plan, provided that any relief authorized is (1) approved by the Federal Aviation Administration, and (2) in compliance with the Airport Amended and Restated Trust Agreement and Bond Covenants. Such amendments and subsequent agreements, shall maintain its current provisions, including those enforcing

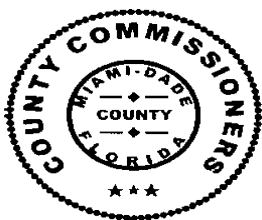
releases of claims and requiring business partners to provide similar relief received to their subtenants and subcontractors.

Section 4. Directs the County Mayor or County Mayor’s designee to prepare a report within 30 days of September 1, 2020 and within every 30 days thereafter until the end of the program. Such reports shall, at a minimum, detail the passenger traffic and level of business productivity at MIA since COVID-19’s impact. The reports shall be placed on agendas of the Board pursuant to Ordinance No. 14-65.

The Prime Sponsor of the foregoing resolution is Commissioner Rebeca Sosa. It was offered by Commissioner **Rebeca Sosa** , 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:

Audrey M. Edmonson, Chairwoman	aye
Rebeca Sosa, Vice Chairwoman	aye
Esteban L. Bovo, Jr.	absent
Jose “Pepe” Diaz	aye
Eileen Higgins	aye
Joe A. Martinez	aye
Dennis C. Moss	aye
Xavier L. Suarez	absent
Daniella Levine Cava	aye
Sally A. Heyman	aye
Barbara J. Jordan	aye
Jean Monestime	aye
Sen. Javier D. Souto	aye

The Chairperson thereupon declared this resolution duly passed and adopted this 21st day of July, 2020. 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

Melissa Adames

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

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APP

Exhibit A

Company	Total Co.	Total Relief Offered
Concessionaires		
Airball Sports II LLC		\$ 7,887
Airport Subway II LLC		1,940
Alclear LLC		5,565
Areas USA, Inc. - 003022/005275		276,937
Concessions Miami LLC		214,966
Duty Free Americas Miami, LLC		2,774,496
Dade County Federal Credit Union (Rent plus transaction fee)		143
Marlins Airport Retail Operator LLC		1,552
Miami Airport Concession LLC		425,416
Smarte Carte Inc		31,344
URW Airports, LLC		99,658
	11	\$ 3,839,903
Concessionaires		
27 Entrepreneurs Miami International Airport LLC		\$ 12,784
305 Pizza At MIA LLC		15,605
Air Sun JV - #5355 #4942		13,774
AMS of South Florida SGH JV (Hudson Group)		24,893
AMS-TEI Miami Joint Venture		287,858
ATM OPS INC DBA BITSTOP		1,000
BFC Airport Stores LLC		13,586
Bijoux Nouveau Inc - 003173/003174		58,836
Bongos Cuban Cafe Miami Inc dba Estefan Kitchen Ex		14,102
Brookstone Stores Inc		10,123
Carrie Concessions Inc - 011261 (Replace Lease 000283)		14,187
Chef Creole Airport LLC		8,731
Chefs of the Caribbean LLC		13,711
Communitel Inc - 002231/003759		9,050
Cuban Crafters MIA LLC		6,469
Duty Free Americas Beauty, LLC		141,459
Exactta LLC		24,347
FCG of FL Inc Optg as Faber MIA LLC		115,962
Fig & Fennel at Mia, LLC		31,319
Global Concessions Inc		520,592
Half Moon Empanadas at MIA LLC		9,858
Holiday CVS, LLC (CVS #10731-01)		19,547
Host International Inc - 000197/005812		624,631
Icebox Cafe at MIA LLC		24,116
InMotion Entertainment Group LLC		9,543
Lenlyn Limited dba ICE Currency Services USA - 004192/010449		209,112
Master ConcessionAir LLC		55,439
Miami Concepts LLC		23,558
MSI Foods and Services Inc. - 011182/011297		4,167
Newslink of South Florida LLC		538,404
NewZoom LLC dba ZoomSystems		19,812
Perry Ellis Menswear LLC		6,692
Safe Wrap of Florida JV, LLC		318,162
Taxco Sterling Company Inc		21,614
WDFG North America LLC - 007913		180,473
	35	\$ 3,403,514
Other Concessionaires		
94th Spirit Grill, LLC		\$ 6,212
AC Holdings Inc dba CNN Airport Network		12,500
American Airlines Federal Credit Union		18,058
American Express Travel Related Services Company I		103,600
American Shuttle Inc		21,261
Electronic Media Systems Inc (WiFi)		45,833
Global Lounge AV MIA LLC - 010028/011031		831
Global Lounge LA MIA LLC (LATAM) - 010323/011094		720
Global Lounge TK MIA Term E, LLC (Turkish Airlines) - 011093/011108/01		2,296
Hilton Miami Airport		60
IMCMV MIA Airport, LLC.		31,035
Pfeffer & Marin Holdings LLC dba Comfort Suites Mi		60
Resorts World Omni LLC		60
Robert Abraham Shoeshine		100
Sherry Frontenac Resort Inc dba Sherry Frontenac H		60
Travelers Partners LLC dba Days Inn Miami Airport		60
	16	\$ 242,747
Total Concessionaires	62	\$ 7,486,164
Fixed Based Operators		
Signature Flight Support		\$ 750,000
	1	\$ 750,000
	63	\$ 8,236,164