

Date: (Public Hearing: 4-4-23)
March 7, 2023

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

From: Daniella Levine Cava
Mayor *Daniella Levine Cava*

Subject: Ordinance Authorizing the Issuance of Various Series and Priorities of Seaport Revenue Bonds in an Amount Not-to-Exceed \$905,000,000

Agenda Item No. 5(C)

Ordinance No. 23-19

Recommendation

It is recommended that the Board of County Commissioners (Board) adopt the accompanying ordinance (2023 Supplemental Ordinance) for the purpose of financing all or a portion of the cost of the Miami-Dade Seaport Department (PortMiami) projects (Approved Projects) previously approved by the Board pursuant to Resolution No. R-1104-22 on November 15, 2022 (Approved Projects Resolution). The Approved Projects provide for the construction of Miami-Dade County (County) owned port facilities at PortMiami which will include cruise terminal projects and the expansion of the corporate headquarters and campus of Royal Caribbean Cruises Ltd. (RCG), a major employer in the County, and will further promote tourism and economic development and employment for the County and its citizens.

The 2022 Supplemental Ordinance authorizes the following:

- Issuance of an amount not to exceed \$905,000,000 of Miami Dade County, Florida Seaport Revenue Bonds in one or more series and priorities, as Additional Bonds pursuant to sections 207 and 210 of the Master Ordinance as defined in the accompanying 2023 Supplemental Ordinance, for the purpose of financing the cost of improvements to PortMiami.

Delegation of Authority

The 2023 Supplemental Ordinance authorizes and directs officers and agents of the County to take all actions and do all things required by the Master Ordinance for the full, punctual, and complete performance of all the terms, covenants, provisions, and agreements contained in the 2023 Supplemental Ordinance.

Scope

The scope of the transaction is county-wide.

Fiscal Impact/Funding Source

The issuance of bonds authorized by the proposed 2023 Supplemental Ordinance is contingent upon the Board's adoption of an accompanying or subsequent series resolutions. The debt service of the bonds will be paid from net revenues of PortMiami. RCG will reimburse PortMiami for at least 47% of the cruise terminal projects through a per passenger fee increase and 125% of the campus project through a lease increase. The amendments and agreements estimate a positive net fiscal impact to the County of \$2.7 billion, over the term and 12,000 permanent direct, indirect and induced cruise related jobs, including an additional 1,000 jobs at the RCG campus and 9,634 full time equivalent construction jobs. The level of economic benefits generated through the construction of the Approved Projects constitutes a paramount public purpose.

Social Equity Statement

The bonds authorized by the proposed 2023 Supplemental Ordinance will provide for continued development at PortMiami, which is one of the County's leading economic engines, and will benefit residents, local businesses as well as the traveling public.

Track Record/Monitoring

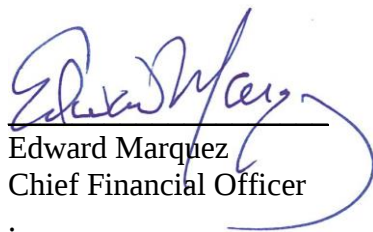
Andrew Hecker, Deputy Director and Chief Financial Officer of PortMiami will manage funding of the annual debt service payments and debt compliance monitoring. Continuing disclosure compliance will be managed by Arlesa Wood, Director of Division of Bond Administration of the Miami-Dade County Finance Department.

Background

On November 15, 2022, the Board adopted the Approved Projects Resolution, which approved the Second Amendment to the Campus Lease between Miami-Dade County and RCG, the Construction Agency Services Agreement between the County and RCG, and the Cruise Terminal Usage Agreement between the County and RCG.

The Approved Projects are anticipated to have a project cost of approximately \$775,000,000. However, the proposed 2023 Supplemental Ordinance is seeking authorization to issue up to \$905,000,000. The additional bonding capacity is to cover financing reserves, issuance costs and capitalized interest.

The 2023 Supplemental Ordinance provides that the proposed bonds shall only be issued with an accompanying or subsequent series resolution to be approved by the Board. The series resolution(s) will provide more detailed description of the projects to be financed, the terms, maturities, and other details for each series of bonds to be issued.



Edward Marquez
Chief Financial Officer



MEMORANDUM

(Revised)

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

DATE: April 4, 2023

FROM: 
Gen Bonzon-Keenan
County Attorney

SUBJECT: Agenda Item No. 5(C)

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. 5(C)
4-4-23

ORDINANCE NO. 23-19

ORDINANCE AUTHORIZING ISSUANCE OF NOT TO EXCEED \$905,000,000.00 AGGREGATE PRINCIPAL AMOUNT OF MIAMI-DADE COUNTY, FLORIDA SEAPORT REVENUE BONDS, IN ONE OR MORE SERIES, AS ADDITIONAL BONDS UNDER SECTION 207 OR SECTION 210 OF ORDINANCE NO. 21-74 TO FUND COSTS OF CERTAIN SEAPORT PROJECTS; PROVIDING THAT DETAILS, TERMS AND OTHER MATTERS RELATING TO BONDS BE DETERMINED IN SUBSEQUENT RESOLUTIONS; AUTHORIZING AND DIRECTING COUNTY OFFICERS AND AGENTS TO TAKE ALL ACTIONS DEEMED NECESSARY OR ADVISABLE TO EFFECTUATE THE PURPOSES OF THIS ORDINANCE AND ORDINANCE NO. 21-74; PROVIDING SEVERABILITY AND AN EFFECTIVE DATE

WHEREAS, Miami-Dade County, Florida (the “County”) is authorized pursuant to (i) chapters 125 and 166, Florida Statutes, as amended, (ii) the Home Rule Amendment and Charter of the County, as amended, and (iii) Ordinance No. 21-74 enacted by the Board of County Commissioners of Miami-Dade County, Florida (the “Board”) on July 20, 2021 (the “Master Ordinance”), to borrow and expend money and to issue at one time or from time-to-time bonds of the County to pay all or part of the cost of port facilities; and

WHEREAS, capitalized terms used in this ordinance (the “Supplemental 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

WHEREAS, the Board has previously issued various series of bonds under authorizations provided for under the Master Ordinance and Series Resolutions relating to each such series of bonds in the aggregate principal amount of \$1,777,640,000.00, of which \$1,777,640,000.00 are currently outstanding; and

WHEREAS, the Board finds that it is in the best interests of the County and its citizens and constitutes a valid paramount public purpose for the County to finance all or a portion of the Cost of the PortMiami projects approved by the Board pursuant to Resolution No. R-1104-22 on November 15, 2022 or any subsequent resolution(s) amending or supplementing Resolution No. R-1104-22 (“Approved Projects”), which resolution (and its accompanying memoranda, amendments, and supplements) is incorporated herein by reference and its contents adopted as findings of the Board, and to authorize the issuance, from time to time, of not to exceed \$905,000,000.00 aggregate principal amount of Miami-Dade County, Florida Seaport Revenue Bonds, as Additional Bonds under the provisions of the Master Ordinance and this Supplemental Ordinance, for the purpose of paying all or any part of the Costs of the Approved Projects; and

WHEREAS, the Board desires to accomplish the purposes outlined in the accompanying memorandum (the “County Mayor’s Memorandum”), a copy of which is incorporated in this Supplemental Ordinance by reference,

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

Section 1. The recitals contained in the foregoing “WHEREAS” clauses and the County Mayor’s Memorandum are incorporated as part of this Supplemental Ordinance.

Section 2. This Supplemental Ordinance is enacted pursuant to the Constitution and laws of the State of Florida, including, but not limited to, the Miami-Dade County, Florida Home Rule Amendment and Charter, as amended, chapters 125 and 166, Florida Statutes, as amended, the Code of Miami-Dade County, Florida, as amended, and all other applicable laws (collectively, the “Act”).

Section 3. The Board authorizes the issuance from time-to-time of not to exceed \$905,000,000.00 aggregate principal amount of Miami-Dade County, Florida Seaport Revenue Bonds, as Additional Bonds pursuant to sections 207 and 210 of the Master Ordinance and the authority of the Act, for the purpose of paying all or any part of the Costs of the Approved Projects. 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 Net 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 within the meaning of any State constitutional limitation on the incurrence of debt 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 Net Revenues, in the manner and to the extent provided in the Master Ordinance. The enactment of the Master Ordinance and this Supplemental 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 Net Revenues in the manner and to the extent provided in the Master Ordinance.

Section 4. 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 5. As further supplemented by this Supplemental Ordinance, the Master Ordinance and all terms and provisions of the Master Ordinance are and shall remain in full force and effect.

Section 6. The officers and agents of the County are authorized and directed to take all actions and do all things required, or deemed to be required or advisable, of them pursuant to this Supplemental Ordinance and the Master Ordinance for the full, punctual and complete performance of all of the terms, covenants, provisions and agreements contained in this Supplemental Ordinance and the Master Ordinance.

Section 7. If any section, subsection, sentence, clause or provision of this ordinance is held invalid, the remainder of this ordinance shall not be affected by such invalidity.

Section 8. This ordinance shall become effective ten (10) days after the date of enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

PASSED AND ADOPTED:

April 4, 2023

Approved by County Attorney as
to form and legal sufficiency:

GBK
JRA

Prepared by:

Juliette R. Antoine