

MEMORANDUM

Agenda Item No. 11(A)(10)

TO: Honorable Chairman Anthony Rodriguez
and Members, Board of County Commissioners

DATE: October 9, 2025

FROM: Geri Bonzon-Keenan
County Attorney

SUBJECT: Resolution directing the County Mayor to facilitate creation of a 501(c)(3) not-for-profit entity to be known as Miami-Dade Attainable Housing Corporation, Inc. and the affiliated subsidiaries and entities of such corporation, as may be needed; directing the County Mayor to prepare a shared services agreement between Miami-Dade County and the corporation and its affiliates and subsidiaries for approval by the Board and the corporation; and requiring a report

Resolution No. R-980-25

This item was amended at the September 9, 2025 Housing Committee to require that the development, acquisition, leasing, construction, rehabilitation, financing, management or operation of any additional properties, including, but not limited to County properties, by the Attainable Housing Corporation shall require the adoption of a resolution by the Board, sponsored by the County Commissioner of the commission district in which such properties are located.

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Eileen Higgins.



Geri Bonzon-Keenan
County Attorney

GBK/ks

MDC001



MEMORANDUM

(Revised)

TO: Honorable Chairman Anthony Rodriguez
and Members, Board of County Commissioners

DATE: October 9, 2025

FROM: 
Glen Bonzon-Keenan
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 ____, majority plus one ____, 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) ____, 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)
10-9-25

RESOLUTION NO. R-980-25

RESOLUTION DIRECTING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO FACILITATE CREATION OF A 501(C)(3) NOT-FOR-PROFIT ENTITY TO BE KNOWN AS MIAMI-DADE ATTAINABLE HOUSING CORPORATION, INC. AND THE AFFILIATED SUBSIDIARIES AND ENTITIES OF SUCH CORPORATION, AS MAY BE NEEDED; DIRECTING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO PREPARE A SHARED SERVICES AGREEMENT BETWEEN MIAMI-DADE COUNTY AND THE CORPORATION AND ITS AFFILIATES AND SUBSIDIARIES FOR APPROVAL BY THE BOARD AND THE CORPORATION; AND REQUIRING A REPORT

WHEREAS, Miami-Dade County continues to experience an affordability crisis, which includes a shortage of affordable housing; and

WHEREAS, in order to address the affordability crisis and affordable housing shortage, more affordable housing will need to be developed or preserved within the County; and

WHEREAS, one example where the County has addressed and preserved affordable housing was the recent acquisition by the County of certain properties from Miami Beach Community Development Corporation, Inc. ("MBCDC"), specifically, 16 residential projects scattered from North Beach to South Beach and Little Havana, representing a total of 357 units of affordable housing for low-income and elderly residents (the "MBCDC Portfolio"); and

WHEREAS, despite continuous efforts to operate the MBCDC Portfolio, MBCDC was no longer financially able to maintain the assets due to rising insurance and utility costs, the age of the assets, and the lack of ongoing government subsidy to support its operations and assets; and

WHEREAS, with MBCDC facing bankruptcy and the future of its 357 units of affordable housing in peril, the County intervened to ensure the units were maintained and their inhabitants were not displaced, all in accordance with the United States Department of Housing and Urban Development (“HUD”) requirements; and

WHEREAS, accordingly, on July 19, 2022, this Board adopted Resolution No. R-727-22, which, among other things, delegated authority to and directed the County Mayor or County Mayor’s designee to take actions necessary to preserve the MBCDC Portfolio, and prevent a default by MBCDC on all loans of all properties in the MBCDC Portfolio, which such actions may include, but are not limited to, (1) payment of loan payments that become due before November 1, 2022, and the costs to maintain the portfolio of such real properties in a safe and habitable condition; and (2) negotiating and presenting to this Board for its approval an agreement for the County’s purchase of the MBCDC Portfolio for affordable housing purposes, including the County’s assumption of all liabilities and obligations secured by the MBCDC Portfolio; and

WHEREAS, on April 4, 2023, this Board also adopted Resolution No. R-329-23, which (1) approved the terms of and authorized the County Mayor or County Mayor’s designee to execute a Memorandum of Agreement with MBCDC, which provided, among other things, for the County to take over ownership, control, and all managerial responsibilities of the MBCDC Portfolio; (2) approved the terms of and authorized the County Mayor or County Mayor’s designee to execute contracts for sale and purchase of two of the MBCDC properties, the Fernwood Apartments and The Shelbourne House; and (3) authorized the County Mayor or County Mayor’s designee to negotiate with HUD to obtain HUD’s consent to the transfer of properties within the MBCDC

Portfolio which have HUD financing, and execute all necessary and standard agreements with HUD required for HUD's consent to the transfer of all properties with HUD financing in the MBCDC Portfolio; and

WHEREAS, subsequent to the adoption of Resolution Nos. R-727-22 and R-329-23, on April 6, 2024, the County was informed by HUD's General Counsel in an email, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference, that with regard to four of the properties in the MBCDC Portfolio, which are secured by a capital advance mortgage, the County would not be able to own these properties under the regulations promulgated by HUD unless the County incorporated a 501(c)(3) nonprofit corporation to act as the controlling entity; and

WHEREAS, specifically, the regulations define the word "owner" as a single-asset private nonprofit organization, which includes an instrumentality of a public body; and

WHEREAS, although the County has closed on the acquisition of some of the MBCDC Portfolio, the County has not closed on the acquisition of the four properties; and

WHEREAS, in addition to the MBCDC properties that the County has acquired, the County is the owner of certain public housing and other affordable housing developments; and

WHEREAS, since 1968, the County has been a "public housing agency" (also known as a housing authority) as that term is defined in the United States Housing Act of 1937, as amended ("Housing Act"), after the City of Miami conveyed its properties and projects to the County; and

WHEREAS, however, unlike other public housing agencies in Florida, which are created pursuant to chapter 421, Florida Statutes, the County operates as a public housing agency under the County's Home Rule Amendment and Charter, the Housing Act, the regulations promulgated by HUD, and the County's contracts with HUD; and

WHEREAS, additionally, unlike other public housing agencies in Florida, the board of commissioners of the County’s public housing agency is this Board, and the day-to-day operations of the County’s public housing agency is managed by the County’s housing department, the Department of Housing and Community Development, or its successor department as designated by the County Mayor; and

WHEREAS, chapter 421, Florida Statutes (“Housing Authorities Law”), specifically section 421.08(8)(a), contemplates and authorizes, public housing authorities to create “a for-profit or not-for-profit corporation, limited liability company, or other similar business entity pursuant to all applicable laws of this state in which the housing authority may hold an ownership interest or participate in its governance in order to develop, acquire, lease, construct, rehabilitate, manage, or operate multifamily or single-family residential projects”; and

WHEREAS, further, public housing agencies are authorized by the Housing Act and HUD’s regulations to create these entities for the purposes described herein; and

WHEREAS, specifically, HUD’s regulations state a public housing agency may create and operate a wholly owned or controlled subsidiary or other affiliate and may enter into joint ventures, partnerships, or other business arrangements with individuals, organizations, entities, or governmental units, which such entity or entities may be a nonprofit corporation, and that such entity or entities may be an organization controlled by the same persons who serve on the governing board of the public housing agency or who are employees of the public housing agency; and

WHEREAS, for more than 10 years, the County has undertaken efforts to redevelop its public housing developments, some of which have been the oldest and most outdated developments in the state; and

WHEREAS, much of the County’s redevelopment efforts have been through programs created by HUD, such as the Housing Opportunities for People Everywhere (or HOPE VI Program), mixed-finance, and the Rental Assistance Demonstration (“RAD”) programs; and

WHEREAS, these redevelopment efforts, to date, have relied solely on the County partnering with private sector developers, who, unlike the County, are eligible to apply for certain funding, including, but not limited to, low-income housing tax credits; and

WHEREAS, although the County has successfully redeveloped much of its public housing portfolio through these partnerships, this Board believes the County should position itself to more actively participate in the redevelopment of the County’s public housing and other County-owned housing developments and properties without the need to exclusively rely on partnerships with the private sector and to do so in a more cost-effective manner; and

WHEREAS, in light of HUD’s communication concerning the MBCDC Portfolio, and the County’s desire to redevelop County-owned property, including the County’s public housing stock, this Board wishes to create a not-for-profit corporation with its own project-specific subsidiaries and affiliates, and whereby the County, through this Board, would hold an ownership interest in such entity or entities for the purpose of the entity or entities developing, acquiring, leasing, constructing, rehabilitating, applying for certain types of financing, and managing or operating multifamily or single-family residential projects, including, but not limited to, the redevelopment of the County’s public housing developments through the RAD program, and ownership of the four properties in the MBCDC Portfolio; and

WHEREAS, further, this Board wishes to participate in governance of the entity or entities by serving as the board of directors, without compensation, to maintain control of such entity or entities; and

WHEREAS, finally, this Board desires to enter into a shared services agreement(s) with the entity or entities whereby appropriate County staff with real estate expertise as designated by the County Mayor would provide the necessary support to the corporation in order to function effectively; and

WHEREAS, the creation of the entity or entities described herein will allow the County to own the four properties in the MBCDC Portfolio, be eligible to receive funding not available directly to the County as a government entity, allow the County to control the cost and timing of development, and also allow the County to participate in the profits of such development ensuring more cost effective and timely affordable housing development; and

WHEREAS, based on the structure described herein, the District 5 Commissioner, through the Miami-Dade County Attorney's Office, requested an opinion from the Florida Commission on Ethics, to determine if this Board, serving as the board of directors, or the County staff providing services to the entity would be allowable under Florida's ethics laws; and

WHEREAS, on April 25, 2025, the Florida Commission on Ethics, rendered a final order, a copy of which is Attached hereto as Exhibit "B" and incorporated herein by reference, concluding that the structure described herein would be allowable under Florida's ethics laws; and

WHEREAS, accordingly this Board believes it is in the County's best interest to create the entity to be known as the Miami-Dade Attainable Housing Corporation, Inc. and any necessary subsidiaries and affiliates to address the affordable housing crisis in Miami-Dade County,

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

Section 1. The foregoing recitals are incorporated as if set forth herein and are approved.

Section 2. This Board directs the County Mayor or County Mayor's designee to facilitate the creation of a not-for-profit corporation to be known as Miami-Dade Attainable Housing Corporation, Inc., and any necessary affiliates and subsidiaries ("Attainable Housing Corporation") for the purpose of developing, acquiring, leasing, constructing, rehabilitating, applying for certain types of financing, and managing or operating multifamily or single-family residential projects, including, but not limited to, the redevelopment of the County's public housing developments through the RAD programs. The County shall be the sole owner in the Attainable Housing Corporation and the board of directors shall be this Board. The Attainable Housing Corporation shall be created as a Florida not-for-profit corporation as defined in chapter 617, Florida Statutes, and shall comply with section 501(c)(3) of the Internal Revenue Code. The Attainable Housing Corporation's articles of incorporation and by-laws, which shall be filed with the appropriate state and federal agencies, shall be generally in the form attached hereto as Exhibits "C" and "D" and incorporated herein by reference, or in such other legally sufficient form acceptable to the County Mayor, so long as the articles provide that the Attainable Housing Corporation's directors are the members of this Board.

Section 3. This Board directs the County Mayor or County Mayor's designee to prepare in consultation with the County Attorney's Office a shared services agreement between the County and the Attainable Housing Corporation, which such agreement shall identify those County employees who will perform the work of the Attainable Housing Corporation, and the duties of each employee. The shared service agreement shall provide that these County employees will not be employees of the Attainable Housing Corporation, and that they will remain salaried employees of the County alone, collecting their W-2 Federal tax form from only the County. Upon

the creation of the Attainable Housing Corporation, the shared use agreement shall be approved by this Board and the Attainable Housing Corporation.

Section 4. This Board directs the County Mayor or County Mayor's designee to prepare a report within 180 days of the effective date of this resolution. The report shall include information regarding the status of the Attainable Housing Corporation's registration with the State of Florida and the Attainable Housing Corporation's application for section 501(c)(3) status from the Internal Revenue Service. This Board directs the County Mayor or County Mayor's designee to place the completed report on an agenda of the full Board without committee review pursuant to rule 5.06(j) of the Board's Rules of Procedure.

>>**Section 5.** Notwithstanding the foregoing, the development, acquisition, leasing, construction, rehabilitation, financing, management or operation of any additional properties, including, but not limited to County properties, by the Attainable Housing Corporation shall require adoption of a resolution by this Board approving such development, acquisition, lease, construction, rehabilitation, financing, management or operation by the Attainable Housing Corporation, which such resolution shall be sponsored by the County Commissioner of the commission district in which such properties are located.<<¹

¹ Committee amendments are indicated as follows: Words stricken through and/or [[double bracketed]] are deleted, words double underlined and/or >>double arrowed<< are added.

The Prime Sponsor of the foregoing resolution is Commissioner Eileen Higgins. It was offered by Commissioner **Eileen Higgins**, who moved its adoption. The motion was seconded by Commissioner **Oliver G. Gilbert, III** and upon being put to a vote, the vote was as follows:

Anthony Rodriguez, Chairman	aye		
Kionne L. McGhee, Vice Chairman	nay		
Marleine Bastien	aye	Juan Carlos Bermudez	absent
Sen. René García	aye	Oliver G. Gilbert, III	aye
Roberto J. Gonzalez	nay	Keon Hardemon	aye
Danielle Cohen Higgins	aye	Eileen Higgins	aye
Natalie Milian Orbis	nay	Raquel A. Regalado	aye
Micky Steinberg	nay		

The Chairperson thereupon declared this resolution duly passed and adopted this 9th day of October, 2025. 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: **Basia Pruna**
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

A handwritten signature in black ink, appearing to be "JGA", written over a horizontal line.

Terrence A. Smith
Shannon D. Summerset-Williams
Richard Appelton

Smith, Terrence (CAO)

From: Cristian Arango <carango@miamibeachcdc.org>
Sent: Friday, December 20, 2024 3:02 PM
To: Bolaños, Alexandro (HCD); Summerset-Williams, Shannon (CAO); Osborn, Ingrid; Shahrzad Emami
Cc: _Miami Beach CDC; Andrew Hall; White, Tangie (HCD); Figueroa-Smallwood Saadia E; Vassey, Kinsley A; Pina, Stefanny
Subject: Re: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805
Attachments: MBCDC Property Level Information_Disposition Schedule_12_20_2024.pdf
Follow Up Flag: Flag for follow up
Flag Status: Flagged

EMAIL RECEIVED FROM EXTERNAL SOURCE

Ingrid, Shannon, and Andrew,

Thank you for your time earlier today.

I found the call most beneficial and informative, especially on the next steps the county must take once it receives the State Opinion Letter on ethics. And, the county's task on creating the 501(c)(3) entity ahead of time, since it can be a 6-8 month approval process before getting the IRS Determination Letter.

As stated, also, please find attached the updated disposition schedule.

Happy Holidays!

Best,
Cristian A. Arango
Chief of Operations
 Miami Beach Community Development Corporation
 935 Pennsylvania Ave, Unit 102
 Miami Beach, FL 33139
 Office: 305.538.0090 | Fax: 786.675.6241
 Cell: 305-781-8967
<http://www.miamibeachcdc.com/>

From: Cristian Arango <carango@miamibeachcdc.org>
Sent: Wednesday, December 11, 2024 8:09 AM
To: Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; Summerset-Williams, Shannon (CAO) <Shannon.Summerset@miamidade.gov>; Osborn, Ingrid <Ingrid.Osborn@hud.gov>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>
Cc: _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>
Subject: Re: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Ingrid, Shannon, and Alex,

Afternoon.

Thank you for confirming your availability.

Shahr,

Once I get your availability I can book the Teams invitation.

Best,

Cristian A. Arango
Chief of Operations

Miami Beach Community Development Corporation

935 Pennsylvania Ave, Unit 102

Miami Beach, FL 33139

Office: 305.538.0090 | Fax: 786.675.6241

Cell: 305-781-8967

<http://www.miamibeachcdc.com/>

From: Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>

Sent: Wednesday, December 11, 2024 8:05 AM

To: Summerset-Williams, Shannon (CAO) <Shannon.Summerset@miamidade.gov>; Osborn, Ingrid <Ingrid.Osborn@hud.gov>; Cristian Arango <carango@miamibeachcdc.org>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>

Cc: _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>

Subject: Re: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Good day,

Of the times listed below, I am available on Friday 12-1.

Thank you all.

From: Summerset-Williams, Shannon (CAO) <Shannon.Summerset@miamidade.gov>

Sent: Wednesday, December 11, 2024 11:01 AM

To: Osborn, Ingrid <Ingrid.Osborn@hud.gov>; Cristian Arango <carango@miamibeachcdc.org>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>

Cc: Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>

Subject: RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Of the times listed below, I am available Monday, Tuesday 11-12, and Friday 12-1.

Shannon D. Summerset-Williams
Assistant County Attorney
Miami-Dade County Attorney's Office
111 N.W. 1st Street, Suite 2810
Miami, FL 33128
Phone: 305-375-5488
Fax: 305-375-5634
Email: SDS2@miamidade.gov

From: Osborn, Ingrid <Ingrid.Osborn@hud.gov>

Sent: Tuesday, December 10, 2024 4:24 PM

To: Cristian Arango <carango@miamibeachcdc.org>; Summerset-Williams, Shannon (CAO) <Shannon.Summerset@miamidade.gov>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>

Cc: Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>

Subject: RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

EMAIL RECEIVED FROM EXTERNAL SOURCE

Cristian,

It was great speaking with you all yesterday. I'm glad to hear that progress is being made towards a permanent resolution for these very critical properties.

Next week I have the following time blocks available:

Monday – 11am to 1pm
Tuesday - 10am – 12pm
Friday - 9am to 1pm.

Let me know what works for everyone.



Ingrid Suarez Osborn
Chief Counsel

U.S. Dept. of Housing & Urban Development
400 West Bay Street, Suite 1015
Jacksonville, Florida 32202
Phone 904-208-6122
Fax 904-232-2669

Email: Ingrid.Osborn@hud.gov

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From: Cristian Arango <carango@miamibeachcdc.org>
Sent: Tuesday, December 10, 2024 11:08 AM
To: Osborn, Ingrid <Ingrid.Osborn@hud.gov>; Summerset-Williams, Shannon (CAO) <Shannon.Summerset@miamidade.gov>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>
Cc: Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>
Subject: Re: <External Message> RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Ingrid,

Morning and I hope you are well.

I would like to thank you, along with Stefanny and Saadia, for meeting with the team yesterday on the layers relative to operations and compliance of the four (4) stand-alone assets, and their transfers concerning 24 CFR 891.305 for the requirements of a sponsor. As discussed, I think it would be beneficial to have a Teams meeting with Shannon and Shar to get a more detailed update from the county for alignment purposes.

That being said, I would like to set up a call for the four of us. And, I will coordinate the logistics.

What is your availability next week?

@Summerset-Williams, Shannon (CAO) and @Shahrzad Emami,

What is your availability also for a 30-minute call?

Best,

Cristian A. Arango
Chief of Operations

Miami Beach Community Development Corporation
935 Pennsylvania Ave, Unit 102
Miami Beach, FL 33139
Office: 305.538.0090 | Fax: 786.675.6241
Cell: 305-781-8967

<http://www.miamibeachcdc.com/>

From: Cristian Arango <carango@miamibeachcdc.org>

Sent: Wednesday, November 6, 2024 8:05 AM

To: Osborn, Ingrid <Ingrid.Osborn@hud.gov>

Cc: Pina, Stefanny <Stefanny.Pina@hud.gov>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>; Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>

Subject: Re: <External Message> RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Ingrid,

Good morning, and I hope you are doing well.

It has been some time since we spoke, but, during this time, a great deal of heavy lifting has been done under the surface to preserve and make the HUD-sponsored assets resilient and stable under the MBCDC and Miami Dade County PHCD preservation strategy. And, it has been incredible working with Saadia and Stefanny, along with the PHCD Team, to see these assets transform and self-sustain.

In working with Shannon at the Miami Dade County Attorney's Office, we had time to debrief last Friday on what her team has been doing, preliminarily, in preparation for seeking the path of least resistance relative to the regulatory requirements found in 24 CFR 891.205 (*i.e.*, the Sponsor Requirements). And, there are some roadblocks that the county has found. And, Shannon and I would like some time to discuss further with you and inquire on ways to mitigate some of these challenges.

To this effect, are you available to meet with me, Shannon, and the Nelson Mullins Team before the Thanksgiving Holiday?

Best Regards,

Cristian A. Arango

Chief of Operations

Miami Beach Community Development Corporation

935 Pennsylvania Ave, Unit 102

Miami Beach, FL 33139

Office: 305.538.0090 | Fax: 786.675.6241

Cell: 305-781-8967

<http://www.miamibeachcdc.com/>

From: Cristian Arango

Sent: Monday, April 8, 2024 9:46 AM

To: Osborn, Ingrid <Ingrid.Osborn@hud.gov>

Cc: Pina, Stefanny <Stefanny.Pina@hud.gov>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>; Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; Thomas Hires <thomas.hires@royalamerican.com>; _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD)

<Tangie.White@miamidade.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>

Subject: RE: <External Message> RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Ingrid,

Afternoon.

Thank you so much for all of the substantive information on the programs and thresholds relative to each of the HUD-sponsored assets. The below and attached present a clear path on the many layers both the County and the MBCDC need to address, before getting to any transfer.

Regarding the specific items due for each of the properties, I will be working with the Nelson Mullins team to correct the gaps identified. And, consult further with Miami-Dade County on the regulatory requirements found in. 24 CFR 891.205.

Lastly, I will provide updates on these various items (inclusive of the deliverables) and facilitate any necessary calls for further alignment.

Best Regards,

Cristian A. Arango

Chief of Operations

Miami Beach Community Development Corporation

935 Pennsylvania Ave, Unit 102

Miami Beach, FL 33139

Office: 305.538.0090 | Fax: 786.675.6241

Cell: 305-781-8967

<http://www.miamibeachcdc.com/>

From: Osborn, Ingrid <Ingrid.Osborn@hud.gov>

Sent: Saturday, April 6, 2024 12:57 AM

To: Cristian Arango <carango@miamibeachcdc.org>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>

Cc: Pina, Stefanny <Stefanny.Pina@hud.gov>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>; Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; Thomas Hires <thomas.hires@royalamerican.com>; _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>; Osborn, Ingrid <Ingrid.Osborn@hud.gov>; Vassey, Kinsley A <Kinsley.Vassey@hud.gov>; Osborn, Ingrid <Ingrid.Osborn@hud.gov>

Subject: RE: <External Message> RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Cristian, et al,

Thank you for your patience.

I have reviewed the documents you provided, as well as our system of records, and understand the characteristics of the four properties to be as listed in the below chart. If any of it is incorrect, please let me know.

Project Name	Project number	Loan Type	Owner entity	Sponsor entity listed in Org docs	HUD Use Agreement on record?	HAP Contract	PRAC
Fernwood	066HD043	Capital Advance 811 for the Disabled	MBCDC: Fernwood Apartments, Inc.	Miami Beach Community Development Corporation, Inc.	Yes	No (PRAC)	Yes
Villa Maria	FL290055004	Uninsured	MBCDC: Villa Maria, LLC	None	No	Yes	No
Villa Matti	066EE111	202 Capital Advance for the elderly	MBCDC: Villa Matti, Inc.	Miami Beach Community Development Corporation, Inc.	Yes	No (PRAC)	Yes
Shelbourne House	066HD011	Capital Advance 811 for the disabled	The Shelbourne Apartment Building, Inc.	Miami Beach Community Development Corporation, Inc.	Yes	No (PRAC)	Yes

As we previously discussed, unless the county incorporates 501(c)(3) nonprofit corporations, they would not be able to own the assets which are secured by a Capital Advance mortgage as it would not meet the regulatory requirements. 24 CFR 891.205 defines “Owner” as a single-asset private nonprofit organization that may be established by the Sponsor that will receive a capital advance and project rental assistance payments to develop and operate supportive housing for the elderly as its legal owner. Owner includes an instrumentality of a public body. A “Private nonprofit organization” is further defined as any incorporated private institution or foundation. The best option would be to leave the current ownership entity intact, and replace the sponsor and its officers instead. The new Sponsor will also have to be a non profit entity. See 24 CFR 891.305 for requirements of a sponsor.

While most of the substantive obligations of a Sponsor in a 202/811 Capital Advance transaction end at Final Closing of the Loan, the Sponsor’s obligations to the Borrower and the Project, as well as HUD, do not cease until the Loan matures. As such, a replacement Sponsor will be necessary for any 202 or 811 property currently encumbered by a mortgage under the Capital Advance program.

Once a replacement sponsor is identified, a package needs to be submitted to the Account Executive addressing the items in the attached Housing list, and the items in the attached Legal Checklist, in accordance with HUD Handbook 4571.5, Section 1-69

In addition, the following specific items must be submitted for each particular property:

Fernwood

- Articles of Incorporation:

- Need an Amendment to second paragraph in Article IV to eliminate the requirement for directors to be members of MBCDC. In the meantime, the Board can vote to allow nonmembers from another entity to become directors.
- Bylaws – Bylaws adopted in 2007 do not appear to have been reviewed and approved by HUD. Provisions which make the corporation responsible for indemnifying its board members are not acceptable. See Notice H 92-76 (HUD). These Bylaws will need to be amended & restated to come into compliance with HUD requirements. Use HUD template for 811 bylaws.
 - §2 – Need to amend to replace name of Member
 - §28- Need to delete indemnification
- Title – All liens and claims of lien will need to be released.

Shelbourne House

- Articles of Incorporation:
 - Need to amend Article VI to eliminate the requirement for directors to be members of MBCDC.
 - Need to amend article XIII to reflect new sponsor's address.
- Need to provide a copy of the bylaws.
- Title – All liens and claims of lien will need to be released.

Villa Maria

- Provide copy of most recent HAP Assignment
- Provide copy of the most recent HAP renewal contract
- Need to provide evidence of consent (or that consent is not needed) by Florida Housing Finance for a change of Sponsor of the SHADP loan.
- Need to provide evidence of consent (or that consent is not needed) by Miami Dade County for a change of Sponsor of the Surtax Funds loan.
- Need to provide evidence of consent (or that consent is not needed) by International Finance Bank for a change of Sponsor of the Credit Facility loan.
- Title –
 - All liens and claims of lien will need to be released.
 - Need copy of deed under Book 26354, Page 2497. The link is to a different document.
 - Need copy of items 9 & 10 (mortgage and assignment of leases). Link does not open.

Villa Matti

- Articles of Incorporation:
 - Need an Amendment to second paragraph in Article IV to eliminate requirement for directors to be members of MBCDC. In the meantime, Board can vote to allow nonmembers from another entity to become directors.
- Bylaws
 - §2 – Need to amend to replace name of Member/sponsor
- Title -
 - Need to provide evidence of consent (or that consent is not needed) by Miami Dade County to assume the mortgage recorded under Book 27547 page 368.
 - All liens and claims of lien will need to be released.



Ingrid Suarez Osborn

Chief Counsel

U.S. Dept. of Housing & Urban Development
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Fax 904-232-2669

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From: Cristian Arango <carango@miamibeachcdc.org>

Sent: Wednesday, December 6, 2023 2:58 PM

To: Osborn, Ingrid <Ingrid.Osborn@hud.gov>; Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>

Cc: Pina, Stefanny <Stefanny.Pina@hud.gov>; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>; Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; Thomas Hires <thomas.hires@royalamerican.com>; _Miami Beach CDC <mbcdc@royalamerican.com>; Andrew Hall <andrew.hall@nelsonmullins.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>

Subject: <External Message> RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

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Saadia and Ingrid,

Afternoon and hope you are doing well. I would like for us to meet next week, if possible, to discuss the legal structure that will succeed in holding The Beaches HUD assets: Villa Maria, Villa Matti, Shelbourne and Fernwood. There is a lot of complexity in this, and I would like for us to kick off 2024 with a plan on how to address these transfers to Miami-Dade County. Note: I provided the necessary documents on these properties to Ingrid (re-attaching again via the email thread).

Further, I have included both Legal Counsels here for visibility and further alignment on meetings dates/times.

What is your availability next week?

Best Regards,

Cristian A. Arango

Chief of Operations

Miami Beach Community Development Corporation
935 Pennsylvania Ave, Unit 102

Miami Beach, FL 33139
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From: Cristian Arango

Sent: Wednesday, November 15, 2023 1:00 PM

To: Ingrid.osborn@hud.gov; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>

Cc: Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>; Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; Thomas Hires <thomas.hires@royalamerican.com>; _Miami Beach CDC <mbcdc@royalamerican.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>

Subject: RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Ingrid,

What is your availability next week or the week of 11/27 to have a Zoom meeting between your team, Shahr and Shannon (copied here) concerning the HUD transfer and legal structures?

Best Regards,

Cristian A. Arango
Chief of Operations

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From: Cristian Arango

Sent: Tuesday, November 14, 2023 9:22 AM

To: Ingrid.osborn@hud.gov; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>

Cc: Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>; Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; Thomas Hires <thomas.hires@royalamerican.com>; _Miami Beach CDC <mbcdc@royalamerican.com>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>

Subject: RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Importance: High

Ingrid,

Afternoon and hope you are doing well.

Following on my previous email, when do you have bandwidth to chat with MBCDC and Miami Dade County Counsel on the legal structure for the transfer of the four sponsored HUD properties?

Please let me know if your team needs me to re-send the loan, corporate and mortgage documents pertaining to each of the single purpose entities holding the assets.

Feel free to join us at the next December meeting, if this is more convenient for you.

Best Regards,

Cristian A. Arango
Chief of Operations

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From: Cristian Arango
Sent: Thursday, November 2, 2023 9:15 AM
To: Ingrid.osborn@hud.gov; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>
Cc: Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>
Subject: RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Ingrid,

Afternoon and hope you are doing well.

Just following up on the below. I am more than happy to set up a call, so we can all chat and avoid additional back and forth.

I think it would be beneficial for Shahr to speak with you, if you had the opportunity to look at the corporate documents (see attached via the email thread) for the entities holding the HUD assets.

Best Regards,

Cristian A. Arango
Chief of Operations

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From: Cristian Arango
Sent: Tuesday, October 24, 2023 9:25 AM
To: Ingrid.osborn@hud.gov; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>
Cc: Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>
Subject: RE: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Ingrid and Team,

Afternoon and hope you are doing well.

Referencing the items below, is there anything my teams (cc'd here) can provide to better assist HUD in determining the most favorable structure for the transfer(s) of sponsorship from the MBCDC to Miami Dade County?

Best Regards,

Cristian A. Arango
Chief of Operations

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From: Cristian Arango
Sent: Friday, October 13, 2023 1:15 PM
To: Ingrid.osborn@hud.gov; Shahrzad Emami <shahrzad.emami@nelsonmullins.com>
Cc: Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>
Subject: FW: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805
Importance: High

Ingrid,

It was a pleasure speaking with you about the different layers involved in the four HUD properties encompassing both the 811 and 202 programs. And, really appreciate the openness to dive into these deals (the documents) so the MBCDC and County can pave the correct path towards transferring the programs to a covered sponsor.

To the effect of our discussion, please find attached for the purpose of studying the assets (pardon for not having all the documents, but I managed to collect most):

Organizational documents (Articles, and some of the by-laws):

1. Miami Beach Community Development Corporation, Inc.
2. MBCDC: Villa Matti, Inc.
3. The Shelbourne Apartment Building, Inc. (**missing by-laws**)
4. MBCDC: Fernwood Apartments, Inc.
5. MBCDC: Villa Maria, LLC (**missing by-laws**)

Mortgage Documents (Security Agreements or Section 8 Contract(s)):

1. Fernwood
2. Villa Maria
3. Villa Matti
4. Shelbourne House

Title work:

1. Fernwood
2. Villa Maria
3. Villa Matti
4. Shelbourne House - (@Shahrzad Emami, **while Ahmed was around he did not run title on the Shelbourne so we may need to**)

Further, I would like to introduce you to Shahr who is Legal Counsel for the MBCDC.

If I am missing anything that is critical to your team's analysis, please let me know so I can provide.

Best Regards,

Cristian A. Arango
Chief of Operations

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From: Cristian Arango

Sent: Tuesday, October 10, 2023 3:25 PM

To: Figueroa-Smallwood Saadia E <Saadia.E.Figueroa-Smallwood@hud.gov>; Pina, Stefanny <Stefanny.Pina@hud.gov>

Cc: Bolaños, Alexandro (PHCD) <Alexandro.Bolanos@miamidade.gov>; _Miami Beach CDC

<mibcdc@royalamerican.com>; Thomas Hires <thomas.hires@royalamerican.com>; Summerset-Williams, Shannon

(CAO) <Shannon.Summerset@miamidade.gov>; White, Tangie (PHCD) <Tangie.White@miamidade.gov>

Subject: MBCDC: Transfer of Sponsorships from MBCDC to Miami Dade County | Question on Federal Code of Regulations Section 891.805

Importance: High

Saadia and Stefanny,

Afternoon and hope you are doing well.

Regarding the transfer of sponsorships of Villa Matti, Villa Mariam The Shelbourne House, and Fernwood Apartments, Shahr (counsel for the MBCDC), copied here, and I have looked into the legal framework provided by [24 CFR 891.170\(b\)](#).

This section outlines covered entities that, in this scenario, the MBCDC would transfer the assets. However, based on the definition (high level) provided by THE Code of Federal Regulations the County does not meet the threshold.

Definition:

A private nonprofit organization (under the Section 811 Program), or an organization meeting the definition of "mixed-finance owner" in [§ 891.805](#)

Actionable Next Steps

I would like for us to start a conversation on the above to be on the same page, and determine whether additional approvals or waiver(s) will come into play to make this transfer possible.

I have also copied Shannon (Miami Dade County Attorney) here, for additional visibility.

We would appreciate any guidance or resources, from within HUD, to address this pending nuance.

Best Regards,

Cristian A. Arango

Chief of Operations

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CONFLICT OF INTEREST

COUNTY OFFICERS AND EMPLOYEES SERVING AS DIRECTORS AND PERFORMING TASKS FOR A BUSINESS ENTITY CREATED BY THE COUNTY TO ASSIST IN PUBLIC AND AFFORDABLE HOUSING MATTERS

To: Terrence A. Smith, Esq., Assistant County Attorney (Miami-Dade County)

SUMMARY:

A prohibited conflict of interest would not be created were county commissioners to serve as uncompensated members of the board of directors of a business entity created by the county to assist in public and affordable housing matters. Considering that the official duties of the county commissioners will include serving on the board of directors, and that the business entity will function exclusively for the support of the county, there will be a unity of interest between the county and the entity such that Section 112.316, Florida Statutes, will operate to negate any conflict of interest under Section 112.313(3). And without compensation, the county commissioners will not have an employment or contractual relationship with the business entity, as would be needed to violate Section 112.313(7)(a). Similarly, if the job responsibilities of county employees were expanded to include performing duties for the business entity, but the business entity does not compensate them and they have no personal contractual relationship with it, they would not have a conflict of interest under Section 112.313(7)(a). See CEO [21-7](#), CEO [20-13](#), CEO [20-3](#), CEO [19-25](#), CEO [18-13](#), CEO [18-12](#), CEO [14-12](#), CEO [09-1](#), CEO [06-26](#), CEO [99-13](#), CEO [96-30](#), CEO [95-28](#), CEO [95-16](#), CEO [95-13](#), CEO [90-70](#), and CEO [85-59](#).

QUESTION 1:

Would a prohibited conflict of interest be created were members of a county commission to serve as uncompensated directors of a business entity created by the county to assist in public and affordable housing matters?

Under the circumstances presented, Question 1 is answered in the negative.

In your letter of inquiry and additional information provided to our staff, you indicate you are asking, on behalf of a County Commissioner, whether any County Commissioner or County employee will have a prohibited conflict of interest were the County to create—in the specific manner described in your inquiry—a business entity to assist in public and affordable housing matters. Your inquiry is proactive in that the County has not yet created the business entity. However, the County Commissioner may sponsor legislation creating the business entity, and she wonders what ethics issues, if any, would be created were it established in the manner that you describe.^{[1](#)}

The following comments are provided as background concerning the County's public and affordable housing responsibilities. You indicate that, since 1968, the County has served as a public housing agency, allowing it to own public housing properties and oversee public housing projects. The County's authority to serve as a public housing agency is found in the County's Home Rule Amendment and Charter and certain federal laws, such as the United States Housing Act of 1937. As a public housing agency, the County also is subject to requirements promulgated by the United States Department of Housing and Urban Development (HUD).^{[2](#)} You state that, in all regards concerning the County's service as a public housing agency, the Board of County Commissioners serves as its governing body and a County agency—the Miami-Dade Housing and Community Development Department (MDHCD)—manages the County's day-to-day public and affordable housing operations.

You relate that, in the past, the County has relied on outside assistance in its development efforts regarding public and affordable housing. In particular, the County has partnered with private-sector developers

who, unlike the County, are eligible to apply for funding, including low-income housing tax credits. However, you indicate the County Commissioner who asked you to bring this inquiry is interested in exploring more cost-effective means to develop the County's remaining public and affordable housing, possibly without the need to partner with the private sector. This brings us to the subject of your inquiry, which is the County Commissioner's desire to sponsor legislation creating a business entity to act as a general partner with the County in public and affordable housing efforts. You state that, if created, the purpose of this business entity—and any project-specific subsidiaries that it creates—"would be to develop, acquire, lease, construct, rehabilitate, apply for certain types of financing, and manage or operate multifamily or single-family residential projects, including, but not limited to, the redevelopment of the County's public housing developments through the [Rental Assistance Demonstration] programs."

Key to the analysis herein is how you indicate the business entity would be structured and staffed. In terms of its governance, you state the entity would be owned by the County, and that the Board of County Commissioners would serve without compensation as its board of directors. You emphasize that service on the entity's board would be considered "an integral part of [the] official duties" of County Commissioners, although you state that—if the entity is created—the Commissioners' additional duties as board members would not affect or increase their public salaries.

And in terms of its staffing, you indicate the County would enter into a shared services agreement with the business entity whereby it would provide County staff, likely from the MDHCD, to perform the work required. In other words, the business entity would have no employees and its work would be completely performed by County staff pursuant to the shared services agreement. You relate the shared services agreement would be between the County and the business entity—not between any individual County employee—and that its terms would expand the public duties of certain County employees to include conducting work for the business entity. However, you emphasize the business entity would not be compensating these County employees, and they would remain salaried employees of the County alone, collecting their W-2 Federal tax form from only the County.

Given this context, you ask whether County Commissioners may serve on the board of the business entity, and whether County employees may perform duties for the business entity, without having a prohibited conflict of interest under any prohibition over which the Commission has jurisdiction.³ The following provisions are relevant to your inquiry:

DOING BUSINESS WITH ONE'S AGENCY.--No employee of an agency acting in his or her official capacity as a purchasing agent, or public officer acting in his or her official capacity, shall either directly or indirectly purchase, rent, or lease any realty, goods, or services for his or her own agency from any business entity of which the officer or employee or the officer's or employee's spouse or child is an officer, partner, director, or proprietor or in which such officer or employee or the officer's or employee's spouse or child, or any combination of them, has a material interest. Nor shall a public officer or employee, acting in a private capacity, rent, lease, or sell any realty, goods, or services to the officer's or employee's own agency, if he or she is a state officer or employee, or to any political subdivision or any agency thereof, if he or she is serving as an officer or employee of that political subdivision . . . This subsection shall not affect or be construed to prohibit contracts entered into prior to:

- (a) October 1, 1975.
- (b) Qualification for elective office.
- (c) Appointment to public office.
- (d) Beginning public employment.

[Section 112.313(3), Florida Statutes]

CONFLICTING EMPLOYMENT OR CONTRACTUAL RELATIONSHIP.--No public officer or employee of an agency shall have or hold any employment or contractual relationship with any business entity or any agency which is subject to the regulation of, or is doing business with, any agency of which he or she is an officer or employee . . . ; nor shall an officer or employee of

an agency have or hold any employment or contractual relationship that will create a continuing or frequently recurring conflict between his or her private interests and the performance of his or her public duties or that would impede the full and faithful discharge of his or her public duties. [Section 112.313(7)(a), Florida Statutes]

Turning first to whether County Commissioners will have a conflict, Section 112.313(3), Florida Statutes, has two parts. The first part prohibits any County Commissioner from acting in his or her official capacity as a public officer to purchase realty, goods or services for the County from a business entity where he or she is an officer, partner, director, or proprietor, or holds a material interest.⁴ This can occur, for example, if the County Commission purchases goods or services from a business entity where a Commissioner serves on the board of directors. See CEO [99-13](#), Question 1, and CEO [95-13](#). The second part of Section 112.313(3) prohibits a County Commissioner, acting in a private capacity, from selling any realty, goods, or services to his or her "agency" or "political subdivision," which for County officers and employees would be the County itself. See Â§ 1.01(8), Fla. Stat. (defining a "political subdivision" to include one's county). In the past, the Commission has found that a violation of the second part of the statute would occur when a private business entity where a public officer serves as a director is selling realty, goods, or services to his or her political subdivision. See CEO [09-1](#).

At first blush, it appears that the County Commissioners would be in violation of both parts of Section 112.313(3) were they to simultaneously serve as directors of the business entity. If the business entity is formed, you indicate the County will cover its costs. In particular, the County budget will include extra funds for MDHCD to be used as a loan or a payment for services from MDHCD to the business entity. Because the County Commissioners presumably will be involved in reviewing and approving the County's budget, they essentially will be authorizing the purchase of the business entity's services, which would place them in violation of the first part of Section 112.313(3). Similarly, due to their status as directors of the business entity, they will be overseeing an entity selling services to the County, which would place them in violation of the second part of Section 112.313(3). In essence, the business entity will be filling the role of the private sector developers who partner with the County and who are able to secure certain affordable housing funds and incentives that the County may not be eligible to receive.

That being said, we find there would be a unity of interest between the County and the business entity that would negate any conflict for the County Commissioners under Section 112.313(3). In the past, we have applied Section 112.316, Florida Statutes,⁵ to negate the strict application of Section 112.313(3) when an agency and an outside entity have a unity of interest. See CEO [85-59](#) (finding a unity of interest would negate any conflict under Section 112.313(3) were trustees and staff of a municipal preservation board to serve as unpaid directors of a nonprofit direct support organization operating for the preservation board's benefit). The unity of interest consideration has been used when there is organizational alignment—such as a seat on the board of directors of a private entity being reserved for a public agency to appoint a member (See CEO [14-12](#) and CEO [96-30](#))—coupled with actual alignment of interests.

A clear example of this occurred in CEO [19-25](#). In that opinion, we found a unity of interest under Section 112.316 to negate a violation of Section 112.313(3) where a county commissioner was seeking to serve as an uncompensated director of a nonprofit organization providing financial and managerial support for a county park. An agreement between the county and the nonprofit required the county to provide funding and gave the county the right to designate a county commissioner or another person to serve on the nonprofit's board of directors.⁶ We found the fact that the County could appoint a member to a reserved seat on the nonprofit's board demonstrated an organizational alignment. We also found the interests of the county and the nonprofit were actually aligned, as both entities were invested in the proper stewardship and care of the county park. Accordingly, we found any conflict under Section 112.313(3) presented by a county commissioner serving on the nonprofit's board would be negated, given the unity of interest between the entities.

Similarly, if the business entity here is created in the manner that you describe, it appears there would be organizational alignment with the County, given the fact that the County Commission would constitute the entity's entire board of directors, the County would own the business entity, and any work for the entity would be performed by County employees through a shared use agreement. Also, given that the business entity's sole purpose would be to assist the County in managing its public and affordable housing developments, it appears their interests would be practically aligned as well. For this reason, if County Commissioners serve as directors

for the business entity, we find a unity of interest would exist under Section 112.316 to negate any conflicts for them under Section 112.313(3).

The other conflict of interest statute noted above—Section 112.313(7)(a)—also has two parts. First, it prohibits a County Commissioner from having an employment or contractual relationship with any business entity or agency that is subject to the regulation of, or is doing business with, the County Commission. Second, it prohibits a County Commissioner from holding employment or a contractual relationship that will create a continuing or frequently recurring conflict between his or her private interests and the performance of his or her public duties or that would impede the full and faithful discharge of his or her public duties. See CEO [18-12](#).

Of note, both parts of the statute require a public officer or employee of an agency to hold an employment or contractual relationship in addition to their primary public office or public employment. See CEO [18-13](#). We have consistently found that uncompensated service (without compensation or consideration) on a corporate board of directors, including uncompensated service on the board of directors for a nonprofit organization, will not constitute the type of employment or contractual relationship contemplated by the statute. See CEO 21-7, Question 1, CEO [20-13](#), and CEO [06-26](#), n.5. Here, you indicate the County Commissioners will not be compensated for their service as directors of the business entity. Indeed, you relate that serving on the board will not even affect their public salaries as County Commissioners. Because it does not appear the County Commissioners will have an employment or contractual relationship with the business entity, we find no prohibited conflict will be created under Section 112.313(7)(a).

We also note that, without compensation, it does not appear that votes before the County Commission concerning the business entity will create a voting conflict for any County Commissioner, even if they are serving on its board of directors. The portion of the voting conflict law applicable to County Commissioners is found in Section 112.3143(3), Florida Statutes. It states:

No county, municipal, or other local public officer shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained, other than an agency as defined in s. 112.312(2); or which he or she knows would inure to the special private gain or loss of a relative or business associate of the public officer.

The provision prohibits a County Commissioner from voting on a measure that will result in "special private gain or loss" (defined in Section 112.3143(1)(d), Florida Statutes, as an "economic benefit or harm") to himself or herself, or that he or she knows will bring "special private gain or loss" to a principal who retains them, a relative, or a business associate.

Here, there is no indication that any votes affecting the business entity will financially affect the County Commissioners, even if they are serving on its board. Nor will the business entity be considered the Commissioners' "principal" as they will have no equitable interest in it, will have no employment relationship with it, and will not be accepting compensation from it. See CEO [20-3](#), Question 3; see also CEO 21-7, Question 3 (finding uncompensated service on the board of directors of a nonprofit does not constitute a "principal" relationship). Moreover, while the Commissioners will be serving together on the board of directors, it does not appear they will be considered "business associates" for purpose of Section 112.3143(3), considering that the business entity does not appear to fall within any category enumerated in the statutory definition for that term.⁷ And even if their service on the board of directors does qualify them as "business associates," the voting conflict statute still will not apply, given that their service is unpaid, because any votes taken by the County Commission concerning the business entity will have no financial effect on them.

In short, assuming the business entity is established in the manner that you have described, it does not appear the County Commissioners will have a prohibited conflict of interest under any prohibition discussed herein, even considering they will be serving on its board of directors.⁸

Question 1 is answered accordingly.

QUESTION 2:

Would a prohibited conflict of interest be created were county employees to perform duties for a nonprofit entity created by the county for the purpose of assisting in public and affordable housing matters?

Under the circumstances presented, Question 2 is answered in the negative.

Turning to County employees who will be assigned to perform tasks for the business entity, we find the unique way the entity will be formed will alleviate any conflicts of interest. You indicate the County will enter into a shared services agreement with the entity by which the job responsibilities of certain County employees will be expanded to include performing work for the entity. However, they will not be accepting any compensation from the entity and will only be considered salaried employee of the County.

Given this context, it does not appear that Section 112.313(3) will apply. The County employees will not be performing work for the business entity in their private capacities, but, rather, their responsibilities regarding the entity will be considered part of their public duties. Nor will Section 112.313(7)(a) apply, as there would be no "employment or contractual relationship" between the business entity and the County employees. The business entity will not be providing the employees with compensation or any form of consideration, as is needed to constitute "employment" under Section 112.313(7)(a). See CEO [95-28](#) and CEO [95-16](#). And because you indicate the County employees are not parties to the shared services agreement between the County and the business entity, there will be no "contractual relationship" on which to base the statute's application.

There is a parallel between this situation and the facts in CEO [18-13](#), which involved an employee with Florida State University (FSU) performing duties as the Deputy Secretary for the Department of Health. The University and the Department had entered into an interagency agreement—to which the employee was not a party—by which he was to perform additional responsibilities for the Department. However, the University remained his sole employer and he did not receive any payment or W-2 Federal tax from the Department. We wrote:

Essentially, the interagency agreement simply expanded the scope of [the employee's] duties as an FSU employee to include the responsibilities typically performed by the Deputy Director for Health. Assuming the facts you describe remain materially unchanged, [the employee is] not prohibited by Section 112.313(7)(a) from serving as Deputy Director for Health while maintaining [his] employment at FSU.

See also CEO [90-70](#) (finding no prohibited conflict of interest was created by a county adding the responsibility of serving as jail contract monitors to the duties of two sheriff's office employees). The same situation would occur here, as the shared services agreement will simply expand the public duties of certain County employees to encompass performing work for the business entity, although their employment will remain solely with the County. Considering this dynamic, and assuming the business entity is formed in the manner that you describe, it does not appear the County employees will have a prohibited conflict of interest if they perform additional tasks for the business entity.

Question 2 is answered accordingly.

ORDERED by the State of Florida Commission on Ethics meeting in public session on April 25, 2025, and **RENDERED** this 30th day of April 2025.

Luis M. Fusté, *Chair*

^[1] You indicate in your inquiry that it is not clear yet whether the business entity will be set up as a nonprofit corporation, a limited liability company, or another type of business organization. The business organization used will not affect the analysis herein, assuming the entity is structured in the manner that you describe.

[2] You clarify that the concept of a public housing agency is distinct from a public housing authority. Public housing authorities are created under Chapter 421, Florida Statutes, and are subject to its requirements. However, the County's status as a public housing agency was not created under Chapter 421 and, for this reason, it is not subject to the requirements of that statutory chapter.

[3] We note you also inquire whether the Board of County Commissioners even has legal authority to create this business entity and whether the entity would be considered a separate legal entity from the County under Florida law. These questions are beyond the jurisdiction of the Commission on Ethics. The Commission only has authority to issue opinions concerning the applicability and interpretation of the laws in the Code of Ethics (Part III, Chapter 112, Florida Statutes) and certain other prohibitions, such as those found in Article II, Section 8 of the Florida Constitution. See Â§ 112.322(3)(a), Fla. Stat. Questions concerning the extent of the County's authority regarding public housing, and the legal identity of any business entity that it creates, are not addressed in Florida's ethics laws and this opinion should not be interpreted as taking a position regarding them.

[4] A "material interest" is defined in Section 112.312(15), Florida Statutes, to mean direct or indirect ownership of more than 5 percent of the total assets or capital stock of a business entity.

[5] Section 112.316, Florida Statutes, states:

CONSTRUCTION.--It is not the intent of this part, nor shall it be construed, to prevent any officer or employee of a state agency or county, city, or other political subdivision of the state or any legislator or legislative employee from accepting other employment or following any pursuit which does not interfere with the full and faithful discharge by such officer, employee, legislator, or legislative employee of his or her duties to the state or the county, city, or other political subdivision of the state involved.

[6] While the county's designee technically had to be elected by the other members of the nonprofit's board, the agreement between the two entities provided that the nonprofit would be in breach if it did not approve the county's designee.

[7] Section 112.312(4), Florida Statutes, defines the term "business associate" to mean "any person or entity engaged in or carrying on a business enterprise with a public officer, public employee, or candidate as a partner, joint venturer, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owners of property." (emphasis added).

[8] We recognize the prohibition in Article II, Section 8(f)(2) of the State Constitution restricts enumerated public officers, including county commissioners, from "lobbying for compensation" on certain matters during their terms of office. We do not view this prohibition as being applicable here, given that the business entity will not be compensating the County Commissioners for serving on its board of directors or acting on its behalf. Moreover, even if serving on the board was paid, it still does not appear the Constitutional prohibition would be applicable. Section 112.3121(12)(b)1., Florida Statutes, states "lobbying for compensation" will not occur if a public officer is simply "carrying the duties of his or her public office[.]" which would seem applicable here, as you indicate serving on the entity's board will be considered an "integral part" of a County Commissioner's official duties. And Section 112.3121(12)(b)2., Florida Statutes, states "lobbying for compensation" does not include an officer of a private business or nonprofit entity "acting in the normal course of his or her duties, unless he or she is principally employed for governmental affairs." Finally, we note the Constitutional prohibition will not apply to any County Commissioner currently receiving injunctive relief in Garcia et al. v. Stillman et al. USCA Case No. 23-12663 (11th Circuit Court of Appeals).

EXHIBIT "C"

ARTICLES OF INCORPORATION OF MIAMI-DADE ATTAINABLE HOUSING CORPORATION, INC.
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I, the undersigned, being the Incorporator of *MIAMI-DADE ATTAINABLE HOUSING CORPORATION, INC.*, a Florida not-for-profit corporation, hereby file the following Articles of Incorporation that comply with the requirements of Florida Statutes Chapter 617 (Florida Not-For-Profit Corporation Act):

ARTICLE I - NAME

The name of the Corporation is *MIAMI-DADE ATTAINABLE HOUSING CORPORATION, INC.*, a Florida not-for-profit corporation (hereinafter the "Corporation").

ARTICLE II - REGISTERED OFFICE AND AGENT AND PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The registered office of the Corporation shall be located at Stephen P. Clark Center, 111 NW 1st Street, Miami, Florida 33128, and the initial registered agent of the Corporation at that address shall be Daniella Levine Cava, Mayor of Miami-Dade County.

The principal place of business and the mailing address of the Corporation shall be: MIAMI-DADE ATTAINABLE HOUSING CORPORATION, INC., Stephen P. Clark Center, 111 NW 1st Street, Miami, Florida 33128.

ARTICLE III - PURPOSE

The purposes of the Corporation shall be:

- a) to provide decent affordable, workforce and unrestricted housing and conduct economic development activities that primarily serve low- and moderate-income persons living in Miami-Dade County, Florida;
- b) to work cooperatively to advance the governmental purposes, the goals and the missions of **Miami-Dade County** as a housing authority (hereinafter referred to as the "*County*");
- c) to operate in a manner in which the Corporation shall ensure that all of the assets secured by the Corporation inure only to the benefit of the *County* or as directed by the *County*;
- d) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under

EXHIBIT "C"

Internal Revenue Code Section 501(c)(3);

e) to create affiliates and subsidiaries of the Corporation to carry out the Corporation's public purpose;

f) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from governmental units or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;

g) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;

h) to ensure that no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

i) to ensure that, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;

j) to ensure that the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;

k) to ensure that the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

l) to ensure that the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;

m) to ensure that the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and

EXHIBIT "C"

n) to ensure that the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

o) to have succession by its corporate name for the period set forth in its Articles of Incorporation;

p) to have the ability to sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

q) to adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"

r) to elect or appoint such officers and agents as its affairs shall require if so voted by a majority of the Directors of the Corporation;

s) to adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

t) to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

u) to conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

v) to acquire, purchase, take, renovate, restore, repair, rehabilitate, construct, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, manage, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

w) to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;

x) to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

y) to make loans and to purchase mortgages, notes or other interests in real estate from others to assist in the financing of the construction, development, rehabilitation or other acquisition and equipping of buildings and structures which may be utilized for low-cost homeownership or rental housing and other civic and public purposes authorized by law;

z) to borrow funds necessary for the purposes of making loans, acquiring mortgages and financing or refinancing the cost of acquiring, rehabilitating, constructing, maintaining and operating such properties and facilities, the indebtedness for which borrowed money may be

EXHIBIT "C"

evidenced by securities of this corporation of any kind or character issued at any one or more times which may be either unsecured or secured by deed to secure debt, mortgage, trust deed, or other lien upon any part or all of the properties and assets at any time then or thereafter owned by or acquired by this corporation, provided that no obligations of this corporation shall be issued unless the County, not more than sixty (60) days prior to the date of issue of such obligations, shall have approved there terms and conditions of such obligations and shall have approved any substantial changes to the terms and conditions of the issuance prior to the date of issue; and

aa) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

The above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not-For-Profit Corporation Act) which powers are included herein by reference.

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which initially shall consist of the following thirteen (13) members, until the first election thereof:

NAME

ADDRESS

Director

*Stephen P. Clark Center
111 NW 1st Street
Miami, Florida 33128*

Director

*Stephen P. Clark Center
111 NW 1st Street
Miami, Florida 33128*

Director

*Stephen P. Clark Center
111 NW 1st Street*

EXHIBIT "C"

Miami, Florida 33128

Director

*Stephen P. Clark Center
111 NW 1st Street
Miami, Florida 33128*

Director

*Stephen P. Clark Center
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Miami, Florida 33128*

Director

*Stephen P. Clark Center
111 NW 1st Street
Miami, Florida 33128*

The number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than thirteen (13). The manner of election shall be as provided by the bylaws.

EXHIBIT "C"

ARTICLE VII - BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII - PERSONAL LIABILITY

No officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any other property or assets of the officers or Directors be subject to the payment of the debts or obligations of the Corporation.

ARTICLE IX - DISSOLUTION

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, make all remaining assets of the Corporation available to the *County*, its lawful successors or assigns in the State of Florida.

ARTICLE X - INCORPORATOR(S)

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

ADDRESS

Secretary-Executive Director

*Stephen P. Clark Center
111 NW 1st Street
Miami, Florida 33128*

ARTICLE XI - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the Board of Directors at any regular or special meeting called for that purpose.

EXHIBIT "C"

IN WITNESS OF THE FOREGOING, I hereby set my hand and seal this _____ day of _____, 20__.

**MIAMI-DADE ATTAINABLE
HOUSING CORPORATION, INC.,**

By: _____,
_____, Secretary-Executive Director

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this _____ day of _____, 2025, by _____, and _____ executed the foregoing Articles of Incorporation as *Secretary-Executive Director* of MIAMI-DADE ATTAINABLE HOUSING CORPORATION, INC

Notary Public, State of Florida
Print, Type or Stamp Name

Personally Known _____ Type of Identification Produced _____ Or Produced Identification _____

CERTIFICATE

That MIAMI-DADE ATTAINABLE HOUSING CORPORATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at Stephen P. Clark Center, 111 NW 1st Street, Miami, Florida, County of Miami-Dade, State of Florida 33128, has named Daniella Levine Cava, Mayor of Miami-Dade County, located at, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

__DANIELLA LEVINE CAVA, MAYOR OF MIAMI-DADE COUNTY__,

EXHIBIT “D”

**BY-LAWS
OF
MIAMI-DADE ATTAINABLE HOUSING, INC.**

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**BY-LAWS
OF
MIAMI-DADE ATTAINABLE HOUSING, INC.**

**ARTICLE I
GENERAL**

Section 1.01 Name. The name of the Corporation shall be as set forth in the Articles of Incorporation, as from time to time amended.

Section 1.02 Office. The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The address of the initial principal office of the Corporation shall be:

Stephen P. Clark Center
111 NW 1st Street
Miami, Florida 33128

Section 1.03 Seal. The Corporation shall have a seal which shall be circular in form and which shall contain an outer circle in the upper part of which shall appear the words "Miami-Dade Attainable Housing, Inc." and in the lower part of which shall appear the word "Florida," within which outer circle there shall be an inner circle in which there shall appear the words "Nonprofit Corporation" and below those words the date "2025."

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on September 30 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

**ARTICLE II
MEMBERS**

Section 2.01 The Corporation shall have no members. Such persons who from time to time constitute the Board of Directors of the Corporation shall for all intents and purposes be taken to be the members of the corporation. No other person shall at any time be admitted as or taken to be a member of the Corporation. Whenever any person shall, for any reason, cease to be a member of the Board of Directors of the Corporation, such person shall automatically and at the same time cease to be a member of the Corporation. No certificates of membership shall be issued at any time.

Section 2.02 Notice. Any action which by law may be taken by the Board of Directors of the Corporation only in their capacity as the members of the Corporation may be taken by the Board of Directors at any regular or special meeting thereof, and no designation of any such meeting as a meeting of the members of the Corporation shall be necessary in any notice, waiver of notice, or minutes thereof or otherwise.

ARTICLE III **DIRECTORS**

Section 3.01 General. The individuals serving as the commissioners of the Miami-Dade County Board of County Commissioners (hereinafter “County Commission”), as may be elected or appointed from time to time, shall concurrently serve as the respective members of the Board of Directors of the Corporation for so long as such commissioners hold office as members of the County Commission.

Section 3.02 Failure to Object. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 3.03 Remote Participation in Meetings. Subject to the requirements of Section 286.011, Florida Statutes, any one or more Directors may participate in a meeting of the Board by using communications media technology or similar communications equipment allowing all persons participating in a meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting of Directors.

Section 3.04 Committees of Directors. The Board of Directors may, by resolution or resolutions passed by a majority of the Board, designate one or more committees to act in an advisory capacity to the Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 3.05 Presiding Officer and Order of Business. All meetings of the Board of Directors shall be called to order and presided over by a chairperson. The individuals serving as the Chairperson and Vice Chairperson of the Miami-Dade County Board of County Commissioners, as may be designated from time to time, shall concurrently serve as the Chairperson and Vice Chairperson, respectively, of the Board of Directors for so long as they hold such positions with the Board of County Commissioners.

Section 3.06 Contracts. In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that Directors of the Corporation are directors of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation; provided, however, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such

Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

Section 3.07 Investment Trusts. The Board of Directors may from time to time transfer any property of the Corporation, whether real or personal, tangible or intangible, in trust, to a bank and trust company, or a trust company incorporated under the laws of the State of Florida, or to any national banking association having fiduciary powers, without regard to the location of the principal office of such national banking association. Any such transfer in trust shall give such trustee the power to invest and reinvest such property in such investments as such trustee, in the honest exercise of its judgment, may, after investigation, determine to be safe and proper investments, without regard to whether such investments are of like or unlike nature to those which may be designated by law as "legal" or "authorized" investments. Any such transfer in trust shall impose upon such trustee the duty to pay (at such intervals or upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee, but at least semiannually) the net income from such property to or at the direction of the Corporation for use and application to the purposes of the Corporation, and also the duty to transfer or pay (upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee) any or all of the principal of such trust to or at the direction of the Corporation for use and application to the purposes of the Corporation. Any such trust shall be expressly revocable by the Corporation at any time upon the giving of written notice of such revocation by the Corporation to the trustee thereof, whereupon such trustee shall transfer or pay to the Corporation all of the principal and undistributed income of such trust and the Corporation shall be vested with the title thereto. Upon the transfer of any such property to such a trustee and so long as any such property is held by such a trustee, as provided above in this Section, the Corporation and its Directors, officers, assistant officers, agents and employees, each and all of them, shall be relieved of all liability for the investment and reinvestment thereof.

Section 3.08 Limitation of Personal Liability of Directors.

- (a) To the fullest extent that the laws of the State of Florida, as in effect on the date of the adoption of this Section or as such laws are thereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director.
- (b) In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data prepared or presented by: (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; or (ii) counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its

designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his or her reliance on any of the foregoing to be unwarranted.

- (c) In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation. This Section shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

Section 3.09 Compensation of Directors. Directors shall receive no compensation for their service as Directors. Directors may be reimbursed for reasonable expenses approved in advance and paid or incurred on behalf of the Corporation.

ARTICLE IV **OFFICERS**

Section 4.01 General. There shall be a President appointed by the Board of Directors. The President shall appoint all other officers, which officers shall be employees of Miami-Dade County as set forth in that certain Shared Services Agreement between the Corporation and Miami-Dade County.

Section 4.02 Duties of Officers.

- (a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of members, the Executive Committee, and the Board of Directors.
- (b) The Vice President shall have such duties as may be fixed by the Board of Directors and shall fulfill the duties of the President when the President is absent.

- (c) The Treasurer shall be responsible for the custody and investment of all funds and assets of the Corporation and shall hold and disburse them in accordance with the instructions of the Board of Directors. The Treasurer shall ensure that all monies belonging to the Corporation are deposited in such banks as the Board shall designate, to the account of Miami-Dade Attainable Housing, Inc. The Treasurer shall ensure that true books of accounts are kept and shall make such reports as are required by the Board of Directors. Books of accounts shall at all times be open to inspection by any of the Directors. The Treasurer shall be bonded.
- (d) The Secretary shall keep a record in permanent form of all meetings of the Board and shall send out notices of all meetings of the Board of Directors.
- (e) An Assistant Officer shall perform such duties as may be delegated by the officer to whom he or she is an assistant, and in the absence or disability of such officer may perform the duties of that office.

Section 4.03 Executive Committee. The President, Vice President, Secretary, Treasurer, and Grants Coordinator shall constitute the Executive Committee of the Corporation.

Section 4.04 Resignation, Removal, and Vacancies of Officers.

- (a) Any Officer may resign from office at any time by delivering a resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make the resignation effective.
- (b) Any Officer who separates from their employment with Miami-Dade County shall be automatically removed as an Officer of the Corporation.
- (c) Any Officer may be removed with or without cause by affirmative vote of a majority of the Directors in attendance at the meeting at which removal is considered. Removal shall become effective upon delivery of written notice of the Board's action to the Officer at his address maintained by the Corporation for this purpose.
- (d) If an Officer position becomes vacant, a replacement shall be appointed by the Board of Directors at the next regular meeting or at a special meeting. The replacement Officer shall hold the position until further action of the Board of Directors.

Section 4.05 Salaries of Officers. Officers of the Corporation shall not receive salaries.

ARTICLE V

INDEMNIFICATION

Section 5.01 Judgments, Fines, Settlements, and Expenses. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 5.02 Expenses. To the extent that a Director, Officer, Employee, or Agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01 or in defense of any claim, issue or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 5.03 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 5.04 Nonexclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled. This right to indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VI

ANNUAL REPORT OF DIRECTORS

Section 6.01 At each annual meeting of the Board of Directors, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors.

Section 6.02 The Annual Report shall show in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.
- (b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.

- (c) The revenue or receipts of the Corporation for the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted (if any) purposes during the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

ARTICLE VII

GOVERNMENT IN THE SUNSHINE

Section 7.01 Meetings. All meetings of the Corporation shall be held in accordance with Florida's Government in the Sunshine Law, chapter 286, Florida Statutes, which prohibits discussion outside a properly noticed meeting between two or more members of the same board regarding any matter of business that may possibly come before the body for action.

ARTICLE VIII

TRANSACTION OF BUSINESS

Section 8.01. Real Property. Notwithstanding anything herein to the contrary, the Corporation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of at least two-thirds (2/3) of the Board. If the real property is subject to a trust, the conveyance shall be free of the trust and the trust shall be impinged upon the proceeds of such conveyance.

Section 8.02 Negotiable Instruments. All checks or demands for money and notes of the Corporation shall be signed by such officer officers as the Board may designate.

ARTICLE IX

AMENDMENTS TO BY-LAWS

Section 9.01 These By-laws may be altered or amended by a vote of a majority of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.