

ORDINANCE NO. 20-__

AN ORDINANCE OF THE MAYOR AND TOWN COUNCIL OF THE TOWN OF CUTLER BAY, FLORIDA AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$3,100,000.00 OF TAXABLE CAPITAL IMPROVEMENTS REVENUE BONDS OF THE TOWN OF CUTLER BAY, FLORIDA FOR THE PURPOSE OF FINANCING A PORTION OF THE COST OF PROPERTY PURCHASED FROM GCF INVESTMENTS, INC; PROVIDING FOR A SUPPLEMENTAL RESOLUTION SETTING FORTH THE DETAILS OF SAID BONDS; PROVIDING THAT THE BONDS MAY BE ISSUED AS A SEPARATE SERIES OF BONDS AS PART OF THE SAME OFFERING OF THE BONDS AUTHORIZED BY ORDINANCE NO. 20-09 ADOPTED ON AUGUST 26, 2020; PROVIDING FOR AUTHORIZATION FOR NEGOTIATIONS; PROVIDING FOR SEVERABILITY; PROVIDING FOR CONFLICTS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, pursuant to Ordinance No. 15-02 adopted by the Town Council (the “Council”) of the Town of Cutler Bay, Florida (the “Town”) on May 20, 2015 and Resolution No. 15-35 adopted by the Council on May 20, 2015, the Town authorized the issuance of its \$6,038,885.69 Sales Tax Revenue Refunding Note, Series 2015A (the “Series 2015A Note”) and its \$6,267,652.91 Taxable Sales Tax Revenue Refunding Note, Series 2015B (the “Series 2015B Note”) and collectively with the Series 2015A Note, the “Notes”) for the purpose of refunding outstanding debt obligations of the Town originally issued to finance the acquisition of vacant land and the acquisition and renovation of the Town Hall (the “Town Hall Property”); and

WHEREAS, on January 9, 2020, the Town purchased from GCF Investments, Inc. (“GFC”) undeveloped real property (the “GFC Property”) for a purchase price of \$17,000,000.00, such purchase price consisting of (i) the conveyance by the Town to GFC of the Town Hall Property, valued at \$14,000,000.00, and (ii) payment by the Town to GFC of \$3,000,000.00 in cash; and

WHEREAS, because the Town did not receive any cash proceeds from the sale of the Town Hall Property, the remaining balance of the Notes used to finance the Town Hall Property remains outstanding; and

WHEREAS, the Council desires to restructure the outstanding balance of the Series 2015B Note through the issuance of taxable bonds (the “Taxable Bonds”) in an amount not to exceed \$3,100,000.00 by (i) using the proceeds of the Taxable Bonds to prepay in full the outstanding balance of the Series 2015B Note, (ii) redesignating such debt as being used to finance a portion of the cost of the GFC Property, and (iii) extending the maturity date of the Taxable Bonds beyond the current maturity date of the Series 2015B Note, thereby reducing the

yearly debt service that would otherwise be payable on the Series 2015B Note; and

WHEREAS, the Council desires to authorize the issuance of not exceeding \$3,100,000.000 of Taxable Bonds for the purpose of financing a portion of the cost of the GFC Property by prepaying in full the outstanding balance of the Series 2015B Note (the “Project”), and paying costs of issuance of the Taxable Bonds; and

WHEREAS, the Council desires that the Taxable Bonds be secured by a covenant to budget and appropriate Non-Ad Valorem Revenues of the Town, all as further specified by subsequent Resolution of the Council; and

WHEREAS, the Council desires to provide the option of issuing the Taxable Bonds as either (i) a stand-alone issuance or (ii) a separate series of bonds as part of the same offering of the bonds authorized by Ordinance No. 20-__ adopted on August 26, 2020 (“Prior Ordinance”);

NOW, THEREFORE, BE IT ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF CUTLER BAY, FLORIDA, AS FOLLOWS:

Section 1. Recitals Adopted. The above-stated recitals are true and correct and are incorporated herein by this reference.

Section 2. Authorization of Bonds. In accordance with the provisions of the Charter of the Town of Cutler Bay, Florida and Chapter 166, Florida Statutes, it is hereby authorized to be issued Taxable Capital Improvement Revenue Bonds of the Town, in an aggregate principal amount not to exceed \$3,100,000.00, in one or more series, for the purpose of financing the Project and paying costs of issuance of the Taxable Bonds. The Taxable Bonds shall be designated “Town of Cutler Bay, Florida Taxable Capital Improvement Revenue Bonds, Series 20__”, or such other designation as may be approved by supplemental Resolution, shall be dated such dates, shall be in such denominations, shall be stated to mature no later than thirty-one (31) years from their respective dates of issuance, and shall bear interest from their dated dates at a rate or rates not exceeding the maximum rate permitted by law at the time of issuance of the particular series of Taxable Bonds, shall be subject to redemption at the option of the Town at such times and prices, and shall have such other details, all as shall hereafter be determined by the Council by supplemental Resolution (the “Supplemental Resolution”). The Supplemental Resolution may be adopted, and the Taxable Bonds may be issued, at any time after the effective date of this Ordinance.

The Taxable Bonds may be issued as either (i) a stand-alone issuance or (ii) a separate series of bonds as part of the same offering of the bonds authorized by the Prior Ordinance. If the Taxable Bonds are issued as a separate series of bonds as part of the same offering of the bonds authorized by the Prior Ordinance, the Supplemental Resolution may include provisions for both series of bonds.

Section 3. Authorization of Negotiations. The Town Manager, the Town Finance Director, the Town Attorney, Bond Counsel to the Town and the Financial Advisor for the Town are each hereby authorized to negotiate with banks, investment banks or other financial institutions for the purchase or underwriting of the Taxable Bonds and with respect to the terms of the Taxable Bonds. The Town Attorney and Bond Counsel to the Town are

hereby authorized to draft documents and to do all other things necessary to accomplish the issuance and sale of the Taxable Bonds.

Section 4. **Severability.** If any section, clause, sentence, or phrase of this Ordinance is for any reason held invalid or unconstitutional by a court of competent jurisdiction, the holding shall not affect the validity of the remaining portions of this Ordinance.

Section 5. **Conflicts.** All Sections or parts of Sections of the Code of Ordinances, all ordinances or parts of ordinances, and all Resolutions, or parts of Resolutions, in conflict with this Ordinance are repealed to the extent of such conflict.

Section 6. **Effective Date.** This Ordinance shall be effective immediately upon adoption on second reading.

PASSED on first reading this 26th day of August, 2020.

PASSED AND ADOPTED on second reading this ____ day of _____, 2020.

TIM MEERBOTT
Mayor

Attest:

DEBRA E. EASTMAN, MMC
Town Clerk

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY FOR THE
SOLE USE OF THE TOWN OF CUTLER BAY:

WEISS SEROTA HELFMAN COLE & BIERMAN, P.L.
Town Attorney

First Reading

Moved By: Council Member Coriat

Seconded By: Council Member Callahan

Second Reading

Moved By: _____

Seconded By: _____

FINAL VOTE AT ADOPTION:

Mayor Tim Meerbott _____

Vice Mayor Sue Ellen Loyzelle _____

Council Member Robert “BJ” Duncan _____

Council Member Michael P. Callahan _____

Council Member Roger Coriat _____