

Application No.: BN-2020-006

Exhibit "C"

**Brownfield Designation Letter of
Request by Publix Super Markets, Inc.**

**Establishment of the
Cutler Bay Civic And Resiliency Enhancement (CARE) Zone
Brownfield Designation**

A RESOLUTION OF THE MAYOR AND TOWN COUNCIL OF THE TOWN OF CUTLER BAY, FLORIDA, MAKING FINDINGS AND DESIGNATING REAL PROPERTY IDENTIFIED BY FOLIO NUMBERS 36-6009-005-0015, 36-6009-005-0010, 36-6009-006-0010, 36-6009-006-0012, and 36-6009-006-0011 AS A BROWNFIELD AREA PURSUANT TO SEC. 376.80(2)(A), FLORIDA STATUTES, FOR PURPOSES OF ENVIRONMENTAL REHABILITATION, JOB CREATION, AND ECONOMIC DEVELOPMENT; PROVIDING AUTHORIZATION; AND PROVIDING FOR AN EFFECTIVE DATE.

THE GOLDSTEIN ENVIRONMENTAL LAW FIRM, P.A.
Brownfields, Transactions, Due Diligence, Development, Permitting, Cleanups & Compliance

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September 11, 2020

Via Email

Mr. Rafael G. Casals, Town Manager
Cutler Bay Town Hall, Suite 105
10720 Caribbean Boulevard
Cutler Bay, FL 33189

Re: Request for Designation of the Property Located at 20951 Old Cutler Road, Cutler Bay, Florida 33158, Folio Number 36-6009-006-0012, as a Brownfield Area Pursuant to §376.80(2)(c), Florida Statutes

Dear Mr. Casals:

On behalf of Publix Super Markets, Inc., ("Publix"), we are pleased to submit this Request for Designation of the property located at 20951 Old Cutler Road, Cutler Bay, Florida 33158, identified by folio number 36-6009-006-0012 (the "Subject Property"), as a Brownfield Area pursuant to Chapter 376.80(2)(c), Florida Statutes.

When fully redeveloped, the Subject Property will contain a new shopping center anchored by a Publix store and offer approximately 83,400 square feet of retail and restaurant space in five buildings. The completed project will have an estimated cost of approximately \$33 million. The legal description and property cards depicting the location of the Subject Property are enclosed herein at Exhibit A.

Publix is applying for the Brownfield Area Designation due to the presence of actual contamination on the Subject Property likely resulting from its former agricultural use. This has required, and will continue to require, that Publix incur significant time and expense for technical, engineering, and legal consultants in order to properly conduct environmental assessment and remediation. The designation has thus become a key part of this ambitious project's ultimate viability by enabling Publix to access certain regulatory and economic incentives to mitigate and manage the risk and expense associated

Mr. Rafael G. Casals, Town Manager
September 11, 2020
Page 2

with the discovery of contamination and the necessary response. It is also key to furthering the Town of Cutler Bay's goals for a vibrant neighborhood center on this centrally located property.

In considering a request for this type of designation, a local government must evaluate and apply the criteria set forth in Chapter 376.80(2)(c), Florida Statutes. As reflected in the Statement of Eligibility incorporated herein at Exhibit B, Publix meets such statutory criteria. Accordingly, based on the foregoing, we respectfully request that staff recommend approval. Of course, as you evaluate the application and supporting materials, please feel free to contact us with any questions or should further information be required. Thank you.

Very truly yours,

THE GOLDSTEIN ENVIRONMENTAL LAW FIRM, P.A.

Michael R. Goldstein

Michael R. Goldstein
/mrg

Enclosures

cc: Dr. Jared Munster, Community Development Director, Town of Cutler Bay
Publix Super Markets, Inc.

Exhibit A



OFFICE OF THE PROPERTY APPRAISER

Summary Report

Generated On : 9/4/2020

Property Information	
Folio:	36-6009-006-0012
Property Address:	20871 OLD CUTLER RD Cutler Bay, FL 33189-0000
Owner	PUBLIX SUPER MARKETS INC
Mailing Address	3300 PUBLIX CORPORATE PKWY LAKELAND, FL 33811
PA Primary Zone	6103 NEIGHBORHOOD-ARTERIAL
Primary Land Use	1081 VACANT LAND - COMMERCIAL : VACANT LAND
Beds / Baths / Half	0 / 0 / 0
Floors	0
Living Units	0
Actual Area	0 Sq.Ft
Living Area	0 Sq.Ft
Adjusted Area	0 Sq.Ft
Lot Size	525,421 Sq.Ft
Year Built	0



Assessment Information			
Year	2020	2019	2018
Land Value	\$3,152,526	\$3,152,526	\$2,170,571
Building Value	\$0	\$0	\$0
XF Value	\$0	\$0	\$0
Market Value	\$3,152,526	\$3,152,526	\$2,170,571
Assessed Value	\$2,307,804	\$2,098,004	\$1,907,277

Benefits Information				
Benefit	Type	2020	2019	2018
Non-Homestead Cap	Assessment Reduction	\$844,722	\$1,054,522	\$263,294
Note: Not all benefits are applicable to all Taxable Values (i.e. County, School Board, City, Regional).				

Short Legal Description
9 56 40 12.062 AC M/L
PORT OF TRS 3 & 14 & 15 PB 20-42
AND PORT OF TR A PB 49-38 BEG AT
NE COR OF TR 3 TH S855.10FT S 88
DEG W 781.29FT N 42 DEG W

Taxable Value Information			
	2020	2019	2018
County			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$2,307,804	\$2,098,004	\$1,907,277
School Board			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$3,152,526	\$3,152,526	\$2,170,571
City			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$2,307,804	\$2,098,004	\$1,907,277
Regional			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$2,307,804	\$2,098,004	\$1,907,277

Sales Information			
Previous Sale	Price	OR Book-Page	Qualification Description
01/15/2014	\$100	30944-2047	Corrective, tax or QCD; min consideration
01/15/2014	\$11,300,000	29003-2000	Qual by exam of deed

The Office of the Property Appraiser is continually editing and updating the tax roll. This website may not reflect the most current information on record. The Property Appraiser and Miami-Dade County assumes no liability, see full disclaimer and User Agreement at <http://www.miamidade.gov/info/disclaimer.asp>

Version:

#1465; Cutler Bay, Florida

LEGAL DESCRIPTION:

A portion of Tracts 3, 14 and 15, of SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 20, Page 42, of the Public Records of Miami-Dade County, Florida.

AND

A portion of Tract A, REPLAT OF LOTS 33 TO 71, INCLUSIVE, SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 49, Page 38, recorded in the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

Begin at the Northeast corner of said Tract 3; thence South 00°58'33" East on and along the East line of said Tract 3 and 14, said line also being the West boundary of C.B. PALMS as recorded in Plat Book 165, Page 28, of the Public Records of Miami-Dade County, Florida, for 855.10 feet to a point; thence South 88°56'00" West for 781.29 feet; thence North 42°33'15" West for 239.24 feet to a point of curvature of a curve concave to the Northeast having a radius of 150.00 feet, and a central angle of 13°03'00"; thence Northwesterly along the arc of said curve a distance of 34.16 feet to a point of tangency; thence North 29°30'15" West for 68.93 feet to a point of curvature of a curve concave to the Southwest having a radius of 150.00 feet, and a central angle of 13°03'00"; thence Northwesterly along the arc of said curve a distance of 34.16 feet to a point of tangency; thence North 42°33'15" West for 56.52 feet to a point on the Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway); thence (the next three courses on and along said Right-of-Way line) North 44°50'30" East for 397.39 feet to a point of curvature of a curve concave to Southeast having a radius of 2,829.93 feet, and a central angle of 04°24'00"; thence Northeasterly along the arc of said curve a distance of 217.31 feet to a point of tangency; thence North 49°14'30" East for 4.48 feet; thence South 42°46'42" East for 83.33 feet; thence South 01°04'00" East for 141.15 feet; thence North 88°56'00" East for 542.95 feet; thence North 00°58'33" West for 263.94 feet; thence South 89°01'27" West for 19.00 feet; thence North 00°58'33" West for 32.00 feet to the North line of said Tract 3 also being the South Right-of-Way line of S.W. 208th Street as platted; thence North 88°56'00" East along said Right-of-Way line for 20.00 feet to the Point of Beginning.

LESS AND EXCEPT:

A portion of Tract 3, of SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 20, at Page 42, of the Public Records of Miami-Dade County, Florida and a portion of Tract A, REPLAT OF LOTS 33 TO 71 INCLUSIVE, SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 49, at Page 38, recorded in the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

Commence at the Northeast corner of said Tract 3; thence South 00°58'33" East on and along the East line of said Tracts 3 and 14, said line also being the West boundary of C.B. PALMS as recorded in Plat Book 165, Page 28, of the Public Records of Miami-Dade County, Florida, for 781.82 feet to a point; thence South 88°56'00" West for 773.50 feet; thence North 42°33'15" West for 382.40 feet to a point on the Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway); thence on and along said Right-of-Way line North 44°50'30" East for 60.09 feet to the Point of Beginning; thence South 42°33'15" East for 30.38 feet; thence South 44°48'42" West for 20.02 feet; thence South 43°21'11" East for 164.83 feet; thence North 46°04'05" East for 147.13 feet; thence North 44°59'19" West for 125.46 feet; thence South 45°59'15" West for 11.58 feet; thence

North 44°59'19" West for 72.57 feet to a point on said Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway); thence South 44°50'30" West along said Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway) for 109.51 feet to the Point of Beginning.

Exhibit B

Brownfield Area Designation Eligibility Statement

The Shoppes of Cutler Bay Green Reuse Area 20951 Old Cutler Road, Cutler Bay, Florida 33158 Folio Number 36-6009-006-0012

Publix Super Markets, Inc., ("Publix") proposes to redevelop and rehabilitate one parcel of land located at 20951 Old Cutler Road, Cutler Bay, Florida 33158, Folio Number 36-6009-006-0012 (the "Subject Property") with a new retail shopping center to be called The Shoppes of Cutler Bay. Once complete, the Subject Property will contain five buildings with approximately 83,400 sq. ft. of space including a 54,244 sq. ft. Publix Super Market with pharmacy; 1,400 sq. ft. Publix Liquors store; 16,800 sq. ft. retail building with up to 12 restaurant or retail bays for lease; 7,000 sq. ft. retail building with up to 6 restaurant or retail bays for lease; and 4,000 sq. ft. retail building for lease (the "Project").¹ As demonstrated herein, the Project meets all five of the applicable designation criteria set forth at § 376.80(2)(c), Florida Statutes.² In addition, the Subject Property meets the definition of a "brownfield site" pursuant to § 376.79(3), Florida Statutes.

I. Subject Property Satisfies the Statutory Criteria for Designation

1. Agreement to Redevelop the Brownfield Site. As the first requirement for designation, Florida Statutes § 376.80(2)(c)(1) provides that "[a] person who owns or controls a potential brownfield site is requesting the designation and has agreed to rehabilitate and redevelop the brownfield site."

Publix satisfies this criterion in that it owns the Subject Property and has agreed to redevelop and rehabilitate it. See Corrective Special Warranty Deed, at Attachment B. Accordingly, Publix meets this first criterion.

2. Economic Productivity. As the second requirement for designation, Florida Statutes § 376.80(2)(c)(2) provides that "[t]he rehabilitation and redevelopment of the proposed brownfield site will result in economic productivity of the area, along with the creation of at least 5 new permanent jobs at the brownfield site that are full-time equivalent positions not associated with the implementation of the rehabilitation agreement or an agreement and that are not associated with redevelopment project demolition or construction activities pursuant to the redevelopment of the proposed brownfield site or area. However, the job creation requirement shall not apply to the rehabilitation and redevelopment of a brownfield site that will provide affordable housing as defined in s. 420.0004 or the creation of recreational areas, conservation areas, or parks."

Publix satisfies this criterion in that, first, the Project will result in significant economic productivity of the area. The budget for rehabilitation and redevelopment is approximately \$33 million, which will be spent in part on local labor, contractors, consultants, construction materials, furnishings, land and infrastructure improvements, and impact fees. This work will support up to 80 temporary construction jobs over the period of development. The construction workers will spend a portion of their salaries with local merchants who, in turn, will reinvest locally in their respective businesses, as well as the businesses of other local merchants. Publix further satisfies this criterion in that it will directly create up to 56 permanent full-time jobs and between 49 and 68 part time jobs at the planned Publix Super Market and Publix Liquors stores. This is in addition to jobs to be created

¹ The Shoppes of Cutler Bay will also include a sixth retail building to be built on a portion of the parcels with folio nos. 36-6009-005-0010 and 36-6009-006-0010 owned by GCF Investments, Inc. While Publix has and will continue to conduct site rehabilitation on portions of these parcels in preparation for redevelopment, these parcels are not a part of the Subject Property and are not a subject of this Request for Designation.

² A copy of § 376.80, Florida Statutes, can be found at Attachment A to this Eligibility Statement.

by future tenants of the planned restaurant and retail space in the larger Shoppes of Cutler Bay project. For all the reasons discussed herein, Publix meets this second criterion.

3. Consistency with Local Comprehensive Plan and Permittable Use under Local Land Development Regulations. As the third requirement for designation, Florida Statutes § 376.80(2)(c)(3) provides that “[t]he redevelopment of the proposed brownfield site is consistent with the local comprehensive plan and is a permittable use under the applicable local land development regulations.”

Publix satisfies this criterion in that the Subject Property is located within a Neighborhood Center 1 (“NC 1”) zoning district, which permits the Subject Property’s redevelopment as described above. Specifically, the NC 1 zoning district “provides for the location of pedestrian scaled shops, restaurants, services, small workplaces, and residential buildings central to a neighborhood (or grouping of neighborhoods) and within walking distance of dwellings.”³ The Shoppes of Cutler Bay will provide a centrally-located and walkable shopping center that will be easily accessible to the surrounding neighborhood. This consistency and permissibility is further reflected in the Town of Cutler Bay’s approval of the site plan subject to certain conditions as set forth in Resolution No. 18-79.⁴ For these reasons, Publix meets this third criterion.

4. Public Notice and Comment. Florida Statutes § 376.80(2)(c)(4) stipulates that “[n]otice of the proposed rehabilitation of the brownfield area has been provided to neighbors and nearby residents of the proposed area to be designated, and the person proposing the area for designation has afforded to those receiving notice the opportunity for comments and suggestions about rehabilitation. Notice pursuant to this subsection must be posted in the affected area.” Additional notice requirements pertaining to applicants other than a governmental entity can be found at Florida Statutes § 376.80(1)(c)(4)(b) and consist of publication in a newspaper of general circulation in the area, publication in ethnic newspapers or local community bulletins, and announcement at a scheduled meeting of the local governing body before the actual public hearing.

Publix satisfies all applicable notice and opportunity to comment requirements established by Florida Statutes §376.80(2)(c)(4) and § 376.80(1)(c)(4)(b) as follows:

- (i) notice is being posted at the Subject Property;*
- (ii) notice is being published in the Miami Herald;*
- (iii) notice is being published in the Cutler Bay News; and*
- (iv) a virtual community meeting will be held using a video and teleconferencing platform.*

All notices will contain the following narrative:

Representatives for Publix Super Markets, Inc., will hold a virtual community meeting on September 28, 2020, from 5:30 p.m. to 7:00 p.m. for the purpose of affording interested parties the opportunity to provide comments and suggestions about the potential designation of land located at 20951 Old Cutler Road, Cutler Bay, Florida 33158, Folio Number 36-6009-006-0012, as a Brownfield Area. The designation is being made pursuant to Section 376.80, Florida Statutes, of Florida’s Brownfield Redevelopment Act, and will involve two public hearings before the Cutler Bay Town Council. The virtual community meeting will also address future development and rehabilitation activities planned for the site.

The virtual community meeting is free and open to all members of the public. Please register at <http://bit.ly/CutlerBayMeeting> or call (305) 640-5300 before the meeting to receive instructions for accessing

³ See Cutler Bay, Fla., Code of Ordinances, § 3-58.

⁴ A copy of Resolution No. 18-79 is available at [Attachment C](#) as well as a copy of correspondence from the Town of Cutler Bay approving Publix’s second request for an extension of time to begin redevelopment while additional approvals from Miami-Dade County are pending.

the virtual meeting. For additional instructions on how to join, or to provide comments and suggestions regarding designation, development, or rehabilitation at any time before or after the meeting date, please contact Publix's representatives, Michael R. Goldstein or Brett C. Brumund who can be reached by phone at (305) 640-5300, by email at bbrumund@goldsteinmlaw.com, and/or U.S. Mail at The Goldstein Environmental Law Firm, P.A., 2100 Ponce de Leon Blvd., Suite 710, Coral Gables, FL 33134.

Proof of publication and posting will be provided to the Town of Cutler Bay.

5. Reasonable Financial Assurance. As the fifth requirement for designation, Florida Statutes § 376.80(2)(c)(5) provides that “[t]he person proposing the area for designation has provided reasonable assurance that he or she has sufficient financial resources to implement and complete the rehabilitation agreement and redevelopment plan.”

The total capital budget of approximately \$33 million for the Project is fully funded through the financial resources of Publix and its partners.⁵ In addition, Publix, which serves seven states and is one of the nation's largest supermarket chains, is a sophisticated, experienced, and credentialed developer of high-end retail shopping centers and supermarkets. Based on the current financial position of Publix, a proven history of leveraging assets with other capital sources, an impressive track record of success, and a staff of highly experienced and sophisticated development officials, Publix has provided reasonable assurance that it has sufficient financial resources to implement and complete the rehabilitation agreement and redevelopment plan. It therefore satisfies this fifth criterion.

II. Subject Property Meets the Definition of Brownfield Site

Section 376.79(4), Florida Statutes, defines “brownfield site” to mean “. . . real property, the expansion, redevelopment, or reuse of which may be complicated by actual or perceived environmental contamination.” The facts here evidence that the Subject Property falls within the definition of the term “brownfield site” in that there is actual soil and groundwater contamination likely due to its historical agricultural uses over a period of at least 80 years. Long-term agriculture use is often considered a source for soil and groundwater contamination due to the historical application of herbicides, pesticides, and fertilizers. Such soil and groundwater contamination is not uncommon at former agricultural sites in southern Miami-Dade County.

Specifically, site assessment activities conducted at the Subject Property revealed the presence of arsenic, lead, and dieldrin in soils above Florida Department of Environmental Protection (“FDEP”) soil cleanup target levels (“SCTLs”) and Miami-Dade County background levels as well as arsenic and iron in groundwater above FDEP groundwater cleanup target levels (“GCTLs”) and Miami-Dade County background levels.⁶ Levels of arsenic, lead, and dieldrin in soils vary across the Subject Property, ranging from below direct exposure SCTLs for residential use to exceeding direct exposure SCTLs for commercial or industrial use and SCTLs for leachability. Groundwater with concentrations of arsenic and iron above GCTLs is located largely in the center of the Subject Property and does not appear to be migrating.

As a result of the historical uses of the Subject Property, there is actual contamination that Publix must carefully manage during redevelopment at great legal and financial risk. More specifically, actual contamination at the Subject Property has complicated redevelopment efforts for Publix by imposing design

⁵ See Attachment D for Publix's Form 10-Q Quarterly Report filed with the U.S. Securities and Exchange Commission.

⁶ See Attachment E for excerpts from the Site Assessment Report filed with the Miami Dade County Department of Regulatory and Economic Resources, Division of Environmental Resources Management (“DERM”) by Publix's environmental consultant, Universal Engineering Sciences, Inc.

and construction changes⁷ on the Project that would not be required but for the presence of contamination. The presence of actual contamination also increases Publix's exposure to environmental and regulatory liability with respect to the Project and makes it materially more expensive and time consuming to move forward. Accordingly, this designation, if granted, will allow for Publix to access limited but important state-based economic incentives to help underwrite the costs associated with managing the environmental risk as well as, generally, to put the Project to a more certain financial ground. In this sense, the designation will not only play a critical role in the successful redevelopment of the Subject Property, but also in the larger revitalization efforts for this area of Cutler Bay.

Finally, the investigation and remediation of the contamination itself adds another major level of complexity as it will require close and constant oversight by DERM. The regulatory process associated with remediation can be lengthy, complicated, uncertain, and without guaranteed end points. Accordingly, Publix has no assurance that as it moves forward with the Project the total cost of cleanup will not in fact ultimately exceed what is currently projected. Such uncertainty constitutes an *acute* form of redevelopment complexity that goes to the heart of the Florida Brownfield Program and underscores why incentives are so important for sites and projects exactly like this one. Assessment, remediation, and closure will be an expensive and lengthy process that will require Publix to carefully manage the contamination during redevelopment, imposing great legal and financial risk to incorporate design and construction changes on the Project that would not be required but for the presence of actual contamination.

Based on all the foregoing, the Subject Property clearly falls within the definition of "brownfield site" as set forth in § 376.79(3), Florida Statutes.

III. Conclusion

Publix has demonstrated that the Subject Property meets the definition of a "brownfield site" and that it satisfies the five statutory criteria for designation. Accordingly, designation of the Subject Property as a brownfield area pursuant to § 376.80(2)(c), Florida Statutes, of Florida's Brownfield Redevelopment Act is appropriate.

⁷ One such change required after the discovery of soil and groundwater contamination is that Publix must rethink how stormwater is managed at the property and how stormwater structures, such as dry detention ponds, swales, and exfiltration trenches are built and operated. Miami-Dade County, for example, will not allow stormwater to drain through contaminated soil or into groundwater in a way that spreads an existing groundwater plume.

Attachment A

Select Year: 2019 ▼ Go

The 2019 Florida Statutes

[Title XXVIII](#)
NATURAL RESOURCES; CONSERVATION,
RECLAMATION, AND USE

[Chapter 376](#)
POLLUTANT DISCHARGE PREVENTION
AND REMOVAL

[View Entire
Chapter](#)

376.80 Brownfield program administration process.—

(1) The following general procedures apply to brownfield designations:

(a) The local government with jurisdiction over a proposed brownfield area shall designate such area pursuant to this section.

(b) For a brownfield area designation proposed by:

1. The jurisdictional local government, the designation criteria under paragraph (2)(a) apply, except if the local government proposes to designate as a brownfield area a specified redevelopment area as provided in paragraph (2)(b).

2. Any person, other than a governmental entity, including, but not limited to, individuals, corporations, partnerships, limited liability companies, community-based organizations, or not-for-profit corporations, the designation criteria under paragraph (2)(c) apply.

(c) Except as otherwise provided, the following provisions apply to all proposed brownfield area designations:

1. Notification to department following adoption.—A local government with jurisdiction over the brownfield area must notify the department, and, if applicable, the local pollution control program under s. [403.182](#), of its decision to designate a brownfield area for rehabilitation for the purposes of ss. [376.77-376.86](#). The notification must include a resolution adopted by the local government body. The local government shall notify the department, and, if applicable, the local pollution control program under s. [403.182](#), of the designation within 30 days after adoption of the resolution.

2. Resolution adoption.—The brownfield area designation must be carried out by a resolution adopted by the jurisdictional local government, which includes a map adequate to clearly delineate exactly which parcels are to be included in the brownfield area or alternatively a less-detailed map accompanied by a detailed legal description of the brownfield area. For municipalities, the governing body shall adopt the resolution in accordance with the procedures outlined in s. [166.041](#), except that the procedures for the public hearings on the proposed resolution must be in the form established in s. [166.041\(3\)\(c\)2](#). For counties, the governing body shall adopt the resolution in accordance with the procedures outlined in s. [125.66](#), except that the procedures for the public hearings on the proposed resolution shall be in the form established in s. [125.66\(4\)\(b\)](#).

3. Right to be removed from proposed brownfield area.—If a property owner within the area proposed for designation by the local government requests in writing to have his or her property removed from the proposed designation, the local government shall grant the request.

4. Notice and public hearing requirements for designation of a proposed brownfield area outside a redevelopment area or by a nongovernmental entity. Compliance with the following provisions is required before designation of a proposed brownfield area under paragraph (2)(a) or paragraph (2)(c):

a. At least one of the required public hearings shall be conducted as closely as is reasonably practicable to the area to be designated to provide an opportunity for public input on the size of the area, the objectives for rehabilitation, job opportunities and economic developments anticipated, neighborhood residents' considerations, and other relevant local concerns.

b. Notice of a public hearing must be made in a newspaper of general circulation in the area, must be made in ethnic newspapers or local community bulletins, must be posted in the affected area, and must be announced at a scheduled meeting of the local governing body before the actual public hearing.

(2)(a) *Local government-proposed brownfield area designation outside specified redevelopment areas.*—If a local government proposes to designate a brownfield area that is outside a community redevelopment area, enterprise zone, empowerment zone, closed military base, or designated brownfield pilot project area, the local government shall provide notice, adopt the resolution, and conduct public hearings pursuant to paragraph (1)(c). At a public hearing to designate the proposed brownfield area, the local government must consider:

1. Whether the brownfield area warrants economic development and has a reasonable potential for such activities;
2. Whether the proposed area to be designated represents a reasonably focused approach and is not overly large in geographic coverage;
3. Whether the area has potential to interest the private sector in participating in rehabilitation; and
4. Whether the area contains sites or parts of sites suitable for limited recreational open space, cultural, or historical preservation purposes.

(b) *Local government-proposed brownfield area designation within specified redevelopment areas.*—Paragraph (a) does not apply to a proposed brownfield area if the local government proposes to designate the brownfield area inside a community redevelopment area, enterprise zone, empowerment zone, closed military base, or designated brownfield pilot project area and the local government complies with paragraph (1)(c).

(c) *Brownfield area designation proposed by persons other than a governmental entity.*—For designation of a brownfield area that is proposed by a person other than the local government, the local government with jurisdiction over the proposed brownfield area shall provide notice and adopt a resolution to designate the brownfield area pursuant to paragraph (1)(c) if, at the public hearing to adopt the resolution, the person establishes all of the following:

1. A person who owns or controls a potential brownfield site is requesting the designation and has agreed to rehabilitate and redevelop the brownfield site.
2. The rehabilitation and redevelopment of the proposed brownfield site will result in economic productivity of the area, along with the creation of at least 5 new permanent jobs at the brownfield site that are full-time equivalent positions not associated with the implementation of the brownfield site rehabilitation agreement and that are not associated with redevelopment project demolition or construction activities pursuant to the redevelopment of the proposed brownfield site or area. However, the job creation requirement does not apply to the rehabilitation and redevelopment of a brownfield site that will provide affordable housing as defined in s. [420.0004](#) or the creation of recreational areas, conservation areas, or parks.
3. The redevelopment of the proposed brownfield site is consistent with the local comprehensive plan and is a permissible use under the applicable local land development regulations.
4. Notice of the proposed rehabilitation of the brownfield area has been provided to neighbors and nearby residents of the proposed area to be designated pursuant to paragraph (1)(c), and the person proposing the area for designation has afforded to those receiving notice the opportunity for comments and suggestions about rehabilitation. Notice pursuant to this subparagraph must be posted in the affected area.
5. The person proposing the area for designation has provided reasonable assurance that he or she has sufficient financial resources to implement and complete the rehabilitation agreement and redevelopment of the brownfield site.

(d) *Negotiation of brownfield site rehabilitation agreement.*—The designation of a brownfield area and the identification of a person responsible for brownfield site rehabilitation simply entitles the identified person to negotiate a brownfield site rehabilitation agreement with the department or approved local pollution control program.

(3) When there is a person responsible for brownfield site rehabilitation, the local government must notify the department of the identity of that person. If the agency or person who will be responsible for the coordination

changes during the approval process specified in subsections (4), (5), and (6), the department or the affected approved local pollution control program must notify the affected local government when the change occurs.

(4) Local governments or persons responsible for rehabilitation and redevelopment of brownfield areas must establish an advisory committee or use an existing advisory committee that has formally expressed its intent to address redevelopment of the specific brownfield area for the purpose of improving public participation and receiving public comments on rehabilitation and redevelopment of the brownfield area, future land use, local employment opportunities, community safety, and environmental justice. Such advisory committee should include residents within or adjacent to the brownfield area, businesses operating within the brownfield area, and others deemed appropriate. The person responsible for brownfield site rehabilitation must notify the advisory committee of the intent to rehabilitate and redevelop the site before executing the brownfield site rehabilitation agreement, and provide the committee with a copy of the draft plan for site rehabilitation which addresses elements required by subsection (5). This includes disclosing potential reuse of the property as well as site rehabilitation activities, if any, to be performed. The advisory committee shall review any proposed redevelopment agreements prepared pursuant to paragraph (5)(i) and provide comments, if appropriate, to the board of the local government with jurisdiction over the brownfield area. The advisory committee must receive a copy of the executed brownfield site rehabilitation agreement. When the person responsible for brownfield site rehabilitation submits a site assessment report or the technical document containing the proposed course of action following site assessment to the department or the local pollution control program for review, the person responsible for brownfield site rehabilitation must hold a meeting or attend a regularly scheduled meeting to inform the advisory committee of the findings and recommendations in the site assessment report or the technical document containing the proposed course of action following site assessment.

(5) The person responsible for brownfield site rehabilitation must enter into a brownfield site rehabilitation agreement with the department or an approved local pollution control program if actual contamination exists at the brownfield site. The brownfield site rehabilitation agreement must include:

(a) A brownfield site rehabilitation schedule, including milestones for completion of site rehabilitation tasks and submittal of technical reports and rehabilitation plans as agreed upon by the parties to the agreement.

(b) A commitment to conduct site rehabilitation activities under the observation of professional engineers or geologists who are registered in accordance with the requirements of chapter 471 or chapter 492, respectively. Submittals provided by the person responsible for brownfield site rehabilitation must be signed and sealed by a professional engineer registered under chapter 471, or a professional geologist registered under chapter 492, certifying that the submittal and associated work comply with the law and rules of the department and those governing the profession. In addition, upon completion of the approved remedial action, the department shall require a professional engineer registered under chapter 471 or a professional geologist registered under chapter 492 to certify that the corrective action was, to the best of his or her knowledge, completed in substantial conformance with the plans and specifications approved by the department.

(c) A commitment to conduct site rehabilitation in accordance with department quality assurance rules.

(d) A commitment to conduct site rehabilitation consistent with state, federal, and local laws and consistent with the brownfield site contamination cleanup criteria in s. 376.81, including any applicable requirements for risk-based corrective action.

(e) Timeframes for the department's review of technical reports and plans submitted in accordance with the agreement. The department shall make every effort to adhere to established agency goals for reasonable timeframes for review of such documents.

(f) A commitment to secure site access for the department or approved local pollution control program to all brownfield sites within the eligible brownfield area for activities associated with site rehabilitation.

(g) Other provisions that the person responsible for brownfield site rehabilitation and the department agree upon, that are consistent with ss. 376.77-376.86, and that will improve or enhance the brownfield site rehabilitation process.

(h) A commitment to consider appropriate pollution prevention measures and to implement those that the person responsible for brownfield site rehabilitation determines are reasonable and cost-effective, taking into

account the ultimate use or uses of the brownfield site. Such measures may include improved inventory or production controls and procedures for preventing loss, spills, and leaks of hazardous waste and materials, and include goals for the reduction of releases of toxic materials.

(i) Certification that the person responsible for brownfield site rehabilitation has consulted with the local government with jurisdiction over the brownfield area about the proposed redevelopment of the brownfield site, that the local government is in agreement with or approves the proposed redevelopment, and that the proposed redevelopment complies with applicable laws and requirements for such redevelopment. Certification shall be accomplished by referencing or providing a legally recorded or officially approved land use or site plan, a development order or approval, a building permit, or a similar official document issued by the local government that reflects the local government's approval of proposed redevelopment of the brownfield site; providing a copy of the local government resolution designating the brownfield area that contains the proposed redevelopment of the brownfield site; or providing a letter from the local government that describes the proposed redevelopment of the brownfield site and expresses the local government's agreement with or approval of the proposed redevelopment.

(6) Any contractor performing site rehabilitation program tasks must demonstrate to the department that the contractor:

- (a) Meets all certification and license requirements imposed by law; and
- (b) Will conduct sample collection and analyses pursuant to department rules.

(7) During the cleanup process, if the department or local program fails to complete review of a technical document within the timeframe specified in the brownfield site rehabilitation agreement, the person responsible for brownfield site rehabilitation may proceed to the next site rehabilitation task. However, the person responsible for brownfield site rehabilitation does so at its own risk and may be required by the department or local program to complete additional work on a previous task. Exceptions to this subsection include requests for "no further action," "monitoring only proposals," and feasibility studies, which must be approved prior to implementation.

(8) If the person responsible for brownfield site rehabilitation fails to comply with the brownfield site rehabilitation agreement, the department shall allow 90 days for the person responsible for brownfield site rehabilitation to return to compliance with the provision at issue or to negotiate a modification to the brownfield site rehabilitation agreement with the department for good cause shown. If an imminent hazard exists, the 90-day grace period shall not apply. If the project is not returned to compliance with the brownfield site rehabilitation agreement and a modification cannot be negotiated, the immunity provisions of s. 376.82 are revoked.

(9) The department is specifically authorized and encouraged to enter into delegation agreements with local pollution control programs approved under s. 403.182 to administer the brownfield program within their jurisdictions, thereby maximizing the integration of this process with the other local development processes needed to facilitate redevelopment of a brownfield area. When determining whether a delegation pursuant to this subsection of all or part of the brownfield program to a local pollution control program is appropriate, the department shall consider the following. The local pollution control program must:

- (a) Have and maintain the administrative organization, staff, and financial and other resources to effectively and efficiently implement and enforce the statutory requirements of the delegated brownfield program; and
- (b) Provide for the enforcement of the requirements of the delegated brownfield program, and for notice and a right to challenge governmental action, by appropriate administrative and judicial process, which shall be specified in the delegation.

The local pollution control program shall not be delegated authority to take action on or to make decisions regarding any brownfield site on land owned by the local government. Any delegation agreement entered into pursuant to this subsection shall contain such terms and conditions necessary to ensure the effective and efficient administration and enforcement of the statutory requirements of the brownfield program as established by the act and the relevant rules and other criteria of the department.

(10) Local governments are encouraged to use the full range of economic and tax incentives available to facilitate and promote the rehabilitation of brownfield areas, to help eliminate the public health and

environmental hazards, and to promote the creation of jobs and economic development in these previously run-down, blighted, and underutilized areas.

(11)(a) The Legislature finds and declares that:

1. Brownfield site rehabilitation and redevelopment can improve the overall health of a community and the quality of life for communities, including for individuals living in such communities.
2. The community health benefits of brownfield site rehabilitation and redevelopment should be better measured in order to achieve the legislative intent as expressed in s. 376.78.
3. There is a need in this state to define and better measure the community health benefits of brownfield site rehabilitation and redevelopment.
4. Funding sources should be established to support efforts by the state and local governments, in collaboration with local health departments, community health providers, and nonprofit organizations, to evaluate the community health benefits of brownfield site rehabilitation and redevelopment.

(b) Local governments may and are encouraged to evaluate the community health benefits and effects of brownfield site rehabilitation and redevelopment in connection with brownfield areas located within their jurisdictions. Factors that may be evaluated and monitored before and after brownfield site rehabilitation and redevelopment include, but are not limited to:

1. Health status, disease distribution, and quality of life measures regarding populations living in or around brownfield sites that have been rehabilitated and redeveloped.
2. Access to primary and other health care or health services for persons living in or around brownfield sites that have been rehabilitated and redeveloped.
3. Any new or increased access to open, green, park, or other recreational spaces that provide recreational opportunities for individuals living in or around brownfield sites that have been rehabilitated and redeveloped.
4. Other factors described in rules adopted by the Department of Environmental Protection or the Department of Health, as applicable.

(c) The Department of Health may and is encouraged to assist local governments, in collaboration with local health departments, community health providers, and nonprofit organizations, in evaluating the community health benefits of brownfield site rehabilitation and redevelopment.

(12) A local government that designates a brownfield area pursuant to this section is not required to use the term "brownfield area" within the name of the brownfield area designated by the local government.

History.—s. 4, ch. 97-277; s. 3, ch. 98-75; s. 11, ch. 2000-317; s. 2, ch. 2004-40; s. 44, ch. 2005-2; s. 7, ch. 2006-291; s. 5, ch. 2008-239; s. 2, ch. 2014-114.

Attachment B

CFN: 20180232580 BOOK 30944 PAGE 2047
 DATE: 04/17/2018 04:16:29 PM
 DEED DOC 0.60
 HARVEY RUVIN, CLERK OF COURT, MIA-DADE CTY

This instrument prepared by,
 and after recording return to:
 R. Andrew George, Esq.
PUBLIX SUPER MARKETS, INC.
 Corporate Office
 3300 Publix Corporate Parkway
 Lakeland, Florida 33811-3002

Parcel ID Number: 36-6009-006-0012

(Space Reserved for Clerk of Court)

Note to Clerk: This Corrective Special Warranty Deed is being recorded to correct a scrivener's error in the legal description attached as Exhibit "A" to the original Special Warranty Deed dated January 15, 2014 and recorded January 24, 2014 in Official Records Book 29003, page 2000-2002, of the public records of Miami-Dade County, Florida. The correct deed documentary stamp taxes were paid in connection with the recording of the original deed; accordingly, pursuant to Rule 12B-4.014(3) of the Florida Administrative Code, no deed documentary stamp taxes are required to be paid in connection with the recordation of this corrective document other than the minimum \$0.70.

CORRECTIVE SPECIAL WARRANTY DEED

THIS CORRECTIVE SPECIAL WARRANTY DEED is made effective as of January 15, 2014, by GCF INVESTMENTS, INC., a Florida corporation (the "Grantor"), whose mailing address for purposes hereof is 2000 South Bayshore Drive, Villa 38, Miami, Florida 33133, to PUBLIX SUPER MARKETS, INC., a Florida corporation (the "Grantee"), whose mailing address for purposes hereof is 3300 Publix Corporate Parkway, Lakeland, Florida 33811.

(Wherever used herein the terms "Grantor" and "Grantee" include the respective parties to this instrument and the heirs, legal representatives, successors, and assigns of such parties.)

W I T N E S S E T H:

THAT the Grantor, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) cash in hand paid by Grantee and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantor, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell and convey unto Grantee, the following described land, situate, lying, and being in the County of Miami-Dade, State of Florida, to wit:

**SEE EXHIBIT "A" ATTACHED HERETO AND BY REFERENCE MADE A PART
 HEREOF (THE "REAL PROPERTY").**

SUBJECT TO THE FOLLOWING:

1. Taxes and assessments for the year 2014 and subsequent years;
2. Laws and ordinances of all appropriate governmental authorities including, without limitation, existing zoning ordinances;
3. All conditions, reservations, limitations, easements, dedications, agreements, restrictions and other matters of record; provided, however, that the foregoing shall not serve to impose or re-impose the same.


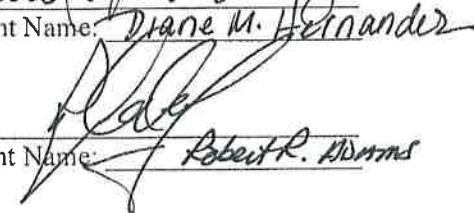
TOGETHER with all tenements, hereditaments and appurtenances belonging or in any way appertaining to the Real Property.

TO HAVE AND TO HOLD, the Real Property unto Grantee in fee simple forever;

AND GRANTOR hereby covenants that Grantor is lawfully seized of the Real Property in fee simple; Grantor has good right and lawful authority to sell and convey the Real Property; and Grantor warrants the title to the Property and will defend the same against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

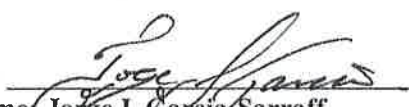
IN WITNESS WHEREOF, Grantor has hereunto set its hand this 13th day of April, 2018, but effective as of the day and year first above written.

WITNESSES:


 Print Name: Diane M. Hernandez

 Print Name: Robert R. Adams

GRANTOR:


GCF INVESTMENTS, INC.,
 a Florida corporation

By: 
 Name: Jorge I. Garcia-Saraff
 Title: Vice-President

STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 13th day of April, 2018 by Jorge I. Garcia-Saraff, as Vice-President of GCF Investments, Inc., a Florida corporation. ☒ He is personally known to me or ☐ has produced personally known as identification.

[NOTARIAL SEAL]

Notary: 
 Print Name: _____
 Notary Public, State of _____
 My commission expires _____

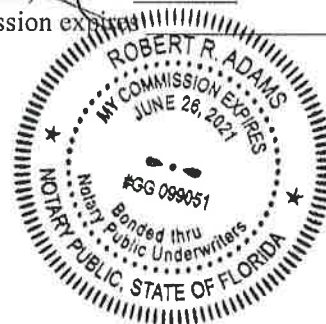


EXHIBIT A
(The Real Property)

A portion of Tracts 3, 14 and 15, of SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 20, Page 42, of the Public Records of Miami-Dade County, Florida.

AND

A portion of Tract A, REPLAT OF LOTS 33 TO 71, INCLUSIVE, SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 49, Page 38, recorded in the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

Begin at the Northeast corner of said Tract 3; thence South 00°58'33" East on and along the East line of said Tracts 3 and 14, said line also being the West boundary of C.B. PALMS as recorded in Plat Book 165, Page 28, of the Public Records of Miami-Dade County, Florida, for 855.10 feet to a point; thence South 88°56'00" West for 781.29 feet; thence North 42°33'15" West for 239.24 feet to a point of curvature of a curve concave to the Northeast having a radius of 150.00 feet, and a central angle of 13°03'00"; thence Northwesterly along the arc of said curve a distance of 34.16 feet to a point of tangency; thence North 29°30'15" West for 68.93 feet to a point of curvature of a curve concave to the Southwest having a radius of 150.00 feet, and a central angle of 13°03'00"; thence Northwesterly along the arc of said curve a distance of 34.16 feet to a point of tangency; thence North 42°33'15" West for 56.52 feet to a point on the Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway); thence (the next three courses on and along said Right-of-Way line) North 44°50'30" East for 397.39 feet to a point of curvature of a curve concave to Southeast having a radius of 2,829.93 feet, and a central angle of 04°24'00"; thence Northeasterly along the arc of said curve a distance of 217.31 feet to a point of tangency; thence North 49°14'30" East for 4.48 feet; thence South 42°46'42" East for 83.33 feet; thence South 01°04'00" East for 141.15 feet; thence North 88°56'00" East for 542.95 feet; thence North 00°58'33" West for 263.94 feet; thence South 89°01'27" West for 19.00 feet; thence North 00°58'33" West for 32.00 feet to the North line of said Tract 3 also being the South Right-of-Way line of S.W. 208th Street as platted; thence North 88°56'00" East along said Right-of-Way line for 20.00 feet to the Point of Beginning.

LESS AND EXCEPT:

A portion of Tract 3, of SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 20, at Page 42, of the Public Records of Miami-Dade County, Florida and a portion of Tract A, REPLAT OF LOTS 33 TO 71 INCLUSIVE, SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 49, at Page 38, recorded in the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

Commence at the Northeast corner of said Tract 3; thence South 00°58'33" East on and along the East line of said Tracts 3 and 14, said line also being the West boundary of C.B. PALMS as recorded in Plat Book 165, Page 28, of the Public Records of Miami-Dade County, Florida, for 781.82 feet to a point; thence South 88°56'00" West for 773.50 feet; thence North 42°33'15" West for 382.40 feet to a point on the Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway); thence on and along said Right-of-Way line North 44°50'30" East for 60.09 feet to the Point of Beginning; thence South 42°33'15" East for 30.38 feet; thence South 44°48'42" West for 20.02 feet; thence South 43°21'11" East for 164.83 feet; thence North 46°04'05" East for 147.13 feet; thence North 44°59'19" West for 125.46 feet; thence South 45°59'15" West for 11.58 feet; thence North 44°59'19" West for 72.57 feet to a point on said Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway); thence South 44°50'30" West along said Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway) for 109.51 feet to the Point of Beginning.

Attachment C

RESOLUTION NO. 18-79

A RESOLUTION OF THE MAYOR AND TOWN COUNCIL OF THE TOWN OF CUTLER BAY, FLORIDA, APPROVING A SITE PLAN APPLICATION FOR PUBLIX SUPERMARKETS TO PERMIT A COMMERCIAL MIXED-USE DEVELOPMENT CONSISTING OF 87,444 SQUARE FEET ON PROPERTY LOCATED EAST OF OLD CUTLER ROAD, WEST OF SW 92ND PLACE, NORTH OF SW 212 STREET, AND SOUTH OF SW 208TH STREET, AS LEGALLY DESCRIBED IN EXHIBIT "A", CONSISTING OF APPROXIMATELY 13.18 ACRES; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Publix Supermarkets, Inc. (the "Applicant") has submitted a site plan application (the "Site Plan Application") to permit an 87,444 square foot commercial mixed-use development on a proposed 13.6 acres development site consistent with the requirements set forth in Section 3-33 of the Town Code; and

WHEREAS, the commercial mixed-use development is to be located along Old Cutler Road between SW 212 Street and SW 208 Street on property zoned NC-1, as legally described in Exhibit "A"; and

WHEREAS, the proposed development provides for the location of pedestrian scaled shops, restaurants, services, and employment opportunities within walking distance of several neighborhoods along the Old Cutler Road corridor; and

WHEREAS, in addition to the Site Plan Application, on February 23, 2018, the Applicant submitted a new development application to the Town for conditional use and variance approvals; and

WHEREAS, public notice was provided in accordance with law; and

WHEREAS, after a duly noticed public hearing, the Town Council, based upon competent substantial evidence in the record, finds that the Site Plan Application meets the requirements of the Town Code and is consistent with the Town's Comprehensive Plan; and

WHEREAS, the Town Council finds that this Resolution is in the best interest and welfare of the residents of the Town.

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

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

Section 2. Approval. The Town Council, after review of competent substantial evidence in the record and a duly noticed public hearing, hereby approves the Site Plan Application in accordance with the plans entitled "Shoppes of Cutler Bay", prepared by Zamora & Associates, Inc., dated September 9, 2018.

Section 3. Conditions. The approval granted by this Resolution is subject to compliance with the following conditions, to which the Applicant stipulated and agreed to at the public hearing:

1. General Conditions

1.1 The Applicant shall execute a covenant in lieu of unity of title to ensure access between parcels and to SW 208th Street, in a form approved by the Town Attorney, consistent with the requirements of the Town's Land Development Code.

1.2 The Applicant shall install an electronic cart system to ensure that all shopping carts are kept within the property.

1.3 All impact fees shall be paid by the Applicant prior to issuance of the first building permit.

1.4 The Applicant shall provide a letter acknowledging compliance with the applicable Level of Services requirements prior to the issuance of the final building permit to the property.

1.5 Applicant shall submit verification from Miami-Dade County that the proposed new development has been reviewed and approved for all access management consideration prior to the issuance of the final building permit.

1.6 Flood elevations shall be reviewed and approved for consistency with FEMA requirements and the Town's National Insurance Flood Program Ordinance prior to issuance of the first building permit.

1.7 The finish on the wall behind the grocery store which separates the residential area from the grocery shall be coated or constructed with graffiti resistant material.

1.8 The proposed project shall be built in substantial conformance with the plans entitled "Shoppes of Cutler Bay", prepared by Zamora & Associates, Inc., consisting of 18 sheets dated September 9, 2018.

1.9 The Applicant shall comply with applicable conditions and requirements recommended by Miami-Dade County Public Works Department, Fire Rescue Department, and the Department of Regulatory and Economic Resources (DRER).

1.10 Prior to the issuance of a Certificate of Occupancy ("C.O.") for Building A, the Applicant shall have secured a building permit for and commenced construction of Buildings B and D. The Applicant shall obtain a C.O. for Buildings B and D within 6 (six) months of the C.O. of Building A. The Town Manager may grant one (1) six (6) month extension based upon the Applicant demonstrating, in good faith, that construction of Buildings B and D had occurred.

Within two (2) years of the C.O. for Buildings B and D, Buildings C and E shall obtain a C.O. If Buildings C and E have not received a C.O. within two (2) years of the C.O. of Buildings B and D, the site approval for Buildings C and E shall expire and the Applicant shall be required to obtain Town Council approval of a new site plan for these Buildings.

1.11 The Applicant shall proffer a "cross-parking sharing agreement" that includes Parcels 2 through 3 and the 128 parking spaces required for Building B (Retail/Restaurants) in Parcel 1 prior to the issuance of the first building permit.

1.12 Prior to the issuance of the first principal building permit for Buildings B, C, D, and E, the Applicant shall post a performance bond of five (5) percent of the total cost of the building in order to secure performance and fulfillment of the Applicant's obligation to obtain the applicable green certification noted on the site plan. In lieu of the bond required by this Section, the Town may accept an irrevocable letter of credit from a financial institution authorized to do business in Florida or provide evidence of cash deposited in an escrow account in a financial institution in the State of Florida in the name of the Applicant and the Town of Cutler Bay. The letter of credit or escrow shall be in the same amount of the bond if it were posted. If the project fails to meet the criteria required for certification within one (1) year after receiving the Town's certificate of occupancy, the Applicant shall either request an extension or forfeit one hundred percent (100%) of the bond. The Applicant, for good cause shown, may request an extension of time of up to one (1) additional year to achieve certification. Such extension may be granted at the sole discretion of the Town Council after having considered the factors and improvements necessary to achieve the requisite certification. If certification is not achieved within two (2) years after receiving the Town's certificate of occupancy, the Applicant shall forfeit one hundred percent of the bond. Funds that become available to the Town from the forfeiture of the performance bonds shall be deposited in a Green Building Fund established by the Town.

1.13 Prior to the issuance of building permits for Buildings C and E, Applicant shall submit elevations in compliance with Section 3-80(l).

2. Construction General Conditions

2.1 Construction Staging

2.1.1 The Applicant shall submit a construction-staging plan for review and approval prior to commencement of construction.

2.1.2 A Construction and Maintenance of Traffic (MOT) Plan shall be provided by the Applicant to the Building and Public Works Departments for approval prior to

start of construction. Access points by construction vehicles shall be provided within the MOT. No construction vehicles shall access the property through the adjacent neighborhood. All construction vehicles must use Old Cutler Road, unless otherwise approved by the Department.

2.2 The Applicant shall provide a Construction Air Quality Management Plan to the Department prior to the start of construction.

2.3 A Construction, Demolition and Materials Management Plan (CDMMP) must be submitted by the Applicant at time of building permit.

2.4 The Applicant shall provide an Erosion Control Plan prior to the issuance of a building permit. The Applicant shall submit a plan for erosion and sedimentation control to be implemented before the site is cleared or graded including areas where top soil will be removed and contours of slopes will be cleared. The Plan shall also include location and type of erosion control measures, storm water and sediment management systems, and a vegetative plan for temporary and permanent stabilization. The Plan shall remain on-site for the duration of the construction activity.

3. Landscaping

3.1 The Applicant shall meet all of the minimum requirements of the Town Code, Chapters 18 and 24 of the Miami-Dade County Code and specifically comply with all conditions imposed by Miami-Dade County Department of Regulatory and Economic Resources (DRER).

3.2 The property shall be landscaped in accordance with the landscape plan, prepared by GSLA, dated October 8, 2018 and included with the site plan submittal.

3.3 The Applicant shall maintain the areas identified as "buffer" in the site plan, and shall be required to perpetually maintain the landscaping within the buffer with the identified native species and other plantings provided in the landscape plan. For five (5) years following the issuance of a certificate of occupancy for the buildings on Parcel 1, the Applicant or its designee shall provide an annual update on the maintenance of the buffer areas and natural storm water retention areas to the Town's Department of Community Development.

3.4 The Applicant shall preserve existing trees (including native trees) during the development of the project, wherever possible. If the trees must be removed, the Applicant shall be required to mitigate the impact in accordance with DRER requirements. If the relocated trees do not survive, the Applicant shall be required to replace the trees in compliance with DRER requirements. With respect to the strangler fig tree at the entrance of the project, applicant shall relocate the strangler fig tree and replant it within the site.

3.5 Building pads not under construction shall be sodded and maintained.

4. Traffic

4.1 Prior to the issuance of a building permit on the property, the Applicant shall execute the proffered "Declaration of Restrictions" providing for the construction of the following necessary roadway improvements:

- (a) Southwest-bound left-turn storage lane at Marlin Road.
- (b) Southwest-bound left-turn storage lane at Snapper Place.
- (c) An additional approach lane to the westbound approach of SW 208th Street and Old Cutler Road.

These improvements shall be completed prior to the issuance of a Certificate of Occupancy for any building on the property.

4.2 Delivery trucks shall only enter the property from Old Cutler Road. Delivery trucks leaving the grocery store shall exit the property through SW 208th Street east to SW 92 Avenue. No delivery trucks shall use the local neighborhood roads as a route to reach the property.

4.3 For the intersection of SW 87th Ave. at SW 208th St., all possible mitigation measures should be further evaluated by the developer and agreed upon by the County. Any improvements shall be completed prior to the issuance of a Certificate of Occupancy for any building on the property.

4.4 The applicant shall permit the Town's Bus circulator to access the property to drop off and pick up passengers at a dedicated location in front of Building A.

5. Off-Street Parking/Lighting

5.1 The number and type of trees for the parking lot shall be reviewed and approved by the Building Department prior to the issuance of a building permit.

5.2 The Applicant shall install and maintain parking area light fixtures which project the light rays directly to the parking surface, and shall include shields which restrict projection of light rays outward to adjacent properties and also restrict the upward projection of light rays into the night sky.

5.3 The parking lot lights and all other outdoor lighting (whether for security, roadway or parking) not attached to structures shall be designed, located and mounted at heights no greater than twenty-five (25) feet above grade.

5.4 Due to their high energy efficiency, long life and spectral characteristics, Pulse-Start Metal Halide or LED lamp sources shall be the illumination sources for outdoor lighting.

5.5 In an effort to illuminate the walkway/trail within the landscape buffer behind Parcel 1, as shown on the site plan, the Applicant shall install LED lighting mounted on bollards or other structures, which structures shall be no higher than five (5) feet above grade, along the sidewalk /trail behind the grocery store.

6. Noise

6.1 No loud music, large congregations of people, or noises from other activities not related to the operations of the grocery store shall be permitted near the residential community located on the eastern portion of the site.

6.2 Testing of the emergency generator shall be restricted to Monday through Friday, between the hours of 7:00 am and 7:00 pm. No testing shall occur during the weekends.

6.3 Sound barrier panels shall be installed on the roof to shield the sound from rooftop mechanical equipment.

7. Environmental

7.1 The Applicant shall provide a space for the collection and storage of recyclables. This provision provides convenient access to recycling facilities and encourages building occupants to utilize the recycling programs to their fullest. The Applicant shall ensure compliance with the minimum solid waste and recyclables storage requirements. The Applicant shall depict the collection and storage area(s) location on submitted plans.

7.2 The Applicant shall meet the requirements of the Miami-Dade County Water-Use Efficiency Standards Manual, effective January 2009, as may be amended from time to time.

7.3 All storm water shall be retained inside the property. All storm water drainage systems shall be maintained in working order at all times in order to avoid localize flooding during and after a storm. Parking shall be prohibited on top of any drainage inlet or drainage manhole.

7.4 Trash containers and mechanical equipment shall be located in a side parking area, if no rear parking is available. Trash containers and mechanical equipment shall be screened from view from the public right of way.

8. Operations

8.1 Service and delivery vehicles, including solid waste pick-up, shall be restricted to Monday through Friday, between the hours of 7:00 a.m. to 7:00 p.m. Saturday deliveries shall be allowed from 10:00 a.m. to 4:00 p.m.

9. Signs

9.1 No monument signs were approved by this site plan. The Applicant shall provide a Uniform Sign Plan prior to submitting for building permit approval.

9.2 The building signs shall be consistent with the Town's Sign Regulations in Article VIII of Chapter 3 of the Town Code.

10. Building

10.1 The main entrance of Buildings C, D, and E shall front Old Cutler Road.

10.2 The Applicant shall use interior paints and wood finishes with low volatile organic compound levels that do not exceed 50 grams per liter flat, or 150 grams per liter non-flat. This shall be noted on the approved plans.

10.3 Service, delivery and storage areas and equipment shall be adequately screened and located away from view of adjacent properties, in accordance with the proposed site plan. The compactor area shall be kept clean and odor free at all times.

11. Enforcement

11.1 Noncompliance with the approved site plan and the terms of this approval shall be considered a violation of the Town Code. Penalties for such violation(s) shall be prescribed by the Town Code, which include, but are not limited to, the revocation of the approval granted by this Resolution.

Section 4. Violation. Failure to adhere to the terms of this approval shall be considered a violation of the Town Code. Penalties for such violation shall be as prescribed by the Town Code, which include, but are not limited to, the revocation of the approval granted by this Resolution.

Section 5. Effective Date. This Resolution shall take effect immediately upon enactment.

PASSED AND ADOPTED this 17th day of October, 2018.



PEGGY R. BELL
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



Moved By: Council Member Mixon
Seconded By: Council Member Callahan

FINAL VOTE AT ADOPTION:

Mayor Peggy R. Bell	YES
Vice Mayor Sue Ellen Loyzelle	YES
Council Member Mary Ann Mixon	YES
Council Member Michael P. Callahan	YES
Council Member Roger Coriat	YES

EXHIBIT "A"**This property described as:**

A portion of Tracts 3, 14 and 15, of SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 20, at Page 42, of the Public Record of Miami-Dade County, Florida

AND

A portion of Tract A, REPLAT OF LOTS 33-7 1 INCLUSIVE, SEMINOLE PLAINS, according to the Plat thereof, as recorded in Plat Book 49, at Page 38, recorded in the Public Records of Dade County, Florida, being more particularly described as follows:

Begin at the N.E. Comer of said Tract "3"; thence $S00^{\circ}58'33''E$ on and along the East line of said Tract "3", said line also being the West Boundary of C.B. PALMS as recorded in Plat Book 165, at Page 28, of the Public Record of Miami-Dade County, Florida, for 855.10 feet to a point; thence $S88^{\circ}56'00''W$ for 781.29 feet; thence $N42^{\circ}33'15''W$ for 239.24 feet to a point of curvature of a curve concave to the northeast having a radius of 150.00 feet, and a central angle of $13^{\circ}03'00''$; thence northeasterly along the arc of said curve a distance of 34.16 feet to a point of tangency; thence $N29^{\circ}30'15''W$ for 68.93 feet to a point of curvature of a curve concave to the southwest having a radius of 150.00 feet, and a central angle of $13^{\circ}03'00''$; thence northwesterly along the arc of said curve a distance of 34.16 feet to a point of tangency; thence $N42^{\circ}33'15''W$ for 56.52 feet to a point on the Northwesterly line of said Tract "A" said line also being the Southeasterly Right-of-Way line of Old Cutler Road (Ingraham Highway); thence (the next three courses on and along said Right-of-Way line) $N44^{\circ}48'42''E$ for 397.29 feet to a point of curvature of a curve concave to Southeast having a radius of 2,829.93 feet, and a central angle of $04^{\circ}24'00''$; thence Northeasterly along the arc of said curve a distance of 217.27 feet (217.61 measured) to a point of tangency; thence $N49^{\circ}27'49''E$ for 4.13 feet; thence $S42^{\circ}46'42''E$ for 83.88 feet; thence $S01^{\circ}04'00''E$ for 141.15 feet; thence $N88^{\circ}56'00''E$ for 542.95 feet; thence $N00^{\circ}58'33''W$ for 263.94 feet; thence $S89^{\circ}01'27''W$ for 19.00 feet;

thence $N00^{\circ}58'33''W$ for 32.00 feet to the North line of said Tract "3" also being the South Right-of-Way line of S.W. 208th Street as platted; thence $N88^{\circ}56'00''E$ along said Right-of-Way line for 20.00 feet to the point of Beginning, containing 552,338 sq. ft. more or less (12.68 acres more or less).



Office of the Town Manager

Rafael G. Casals, ICMA-CM, CFM
Town Manager

June 25, 2020

Ms. Amanda M. Naldjieff, Esq.
Holland & Knight, LLP
701 Brickell Avenue, Suite 3300
Miami, FL 33131

RE: Shoppes of Cutler Bay
Request for 2nd Extension of Time for Site Plan

Dear Ms. Naldjieff:

This letter is in response to your letter requesting an extension of time for a site plan pursuant to **Section 3-30. General Requirements for Applications, 10. Commencement of Development**.

This Sub-section states:

10. Commencement of Development.

* * *

b. A site plan shall be valid only if a building permit for a principal building has been issued within one year of the administrative or town council approval of said site plan, whichever is applicable. For good cause shown, an applicant may apply for an extension of time prior to the expiration of the 12-month period. Such extension of time shall be granted administratively and shall not exceed a total of 18 months with a maximum of two extensions. This means that the timeframe for each extension will be nine months.

The original site plan for the Shoppes was approved by the Town Council under Resolution 18-79 on October 17, 2018. On December 6, 2018 the building permit application was submitted.

As stated in the June 24, 2020 letter, although numerous approvals have been received from various review agencies final approvals from Public

10720 Caribbean Boulevard, Suite 105 • Cutler Bay, FL 33189 • 305-234-4262 • www.cutlerbay-fl.gov





Works (for off-site paving and drainage) and WASD (water and sewer extensions permit) have yet to be received. Once these are received the Town will conduct the final permit review.

Based on the foregoing, I **approve**, for good cause shown, the extension of the site plan for a period of nine (9) months from the date of the expiration of the 1st extension. The new expiration date will be April 16, 2021.

Sincerely,

A handwritten signature in blue ink, reading "Rafael G. Casals", is positioned below the word "Sincerely,".

Rafael G. Casals, Town Manager

cc: Hugo P. Arza, Esq., Holland & Knight
Alex A. David, Interim Community Development Director

Attachments

June 24, 2020 Request Letter



Holland & Knight

701 Brickell Avenue, Suite 3300 | Miami, FL 33131 | T 305.374.8500 | F 305.789.7799
Holland & Knight LLP | www.hklaw.com

Amanda M. Naldjieff, Esq.
305-789-7462
amanda.naldjieff@hklaw.com

VIA Electronic Mail

June 24, 2020

Mr. Rafael G. Casals
Town Manager
Town of Cutler Bay
Development Services Division
10720 Caribbean Boulevard, Suite 105
Cutler Bay, Florida 33189

Re: Shoppes of Cutler Bay / Request for Extension

Dear Mr. Casals:

In connection with the development on the property located east of Old Cutler Road, between SW 208th Street and SW 212th Street, in the Town of Cutler Bay, Florida (the "Property"), by Publix Super Markets, Inc. (the "Applicant"), please accept this letter as the Applicant's formal request for an extension of time for the commencement of the development, pursuant to Section 3-30(10) of the Town's Code of Ordinances (the "Code"). The site plan for the Property was passed and approved by the Town City Council on October 17, 2018.

Since approval, the Applicant has secured a number of review approvals from Miami-Dade County, including, among others, Fire Department and certain public works reviews. The Applicant has also gone through Town reviews for various aspects of the project, including the main Publix building and the outparcel buildings. On October 10, 2019, the Applicant requested a request for extension of time for the commencement of the development on the property, which was granted on October 15, 2019 and is set to expire on July 16, 2020.

On December 8, 2019, the Applicant submitted for building permit. However, due to extensive contamination remediation of the site required by DERM, the Applicant experienced significant delays in obtaining the necessary permits, without which site work (and thus, by extension, buildings) could not commence. Since the granting of the extension in October 2019, the following advancements have been made:

- On-site contamination remediation has been completed (Applicant has resubmitted for all DERM permits);
- DERM has completed nearly all aspects of their review, with the exception of the Water & Sewer Extension Permits; and
- Class VI Permit for on-site paving and drainage has been obtained.

Mr. Rafael G. Casals
June 24, 2020
Page 2

The following items are pending:

- Public Works Permit from the County for off-site paving and drainage; and
- Water & Sewer Extension Permits from WASD to finalize DERM review and obtain final DERM sign-off (plans have been submitted and the Applicant is pending comments).

As you can see, the Applicant has diligently been pursuing these approvals but has experienced significant unexpected delays related to DERM's on-site contamination remediation requirements and unforeseeable circumstances related to COVID-19. We would reasonably anticipate another approximately 60 days of County review, after which we can proceed to secure building permits from the Town. In light of this timeline we are targeting a building permit and active construction on the site in the fourth quarter of 2020.

Attached for your review is the latest progress photo of the site, which illustrates the extent of the site clean-up has been accomplished.

Based on the forgoing, we respectfully request your favorable consideration of this extension for a period of nine (9) months, as allowed by Code, which should provide ample time for the permitting process to be finalized. Should you have any questions or concerns, please do not hesitate to contact our office.

Respectfully submitted,

HOLLAND & KNIGHT LLP



Amanda M. Naldjieff, Esq.

Cc: Hugo P. Arza, Esq.

George Kidman

Attachment D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 27, 2020

Commission File Number: 000-00981



PUBLIX SUPER MARKETS, INC.

(Exact name of Registrant as specified in its charter)

Florida

(State of incorporation)

59-0324412

(I.R.S. Employer Identification No.)

**3300 Publix Corporate Parkway
Lakeland, Florida**

(Address of principal executive offices)

33811

(Zip Code)

(863) 688-1188

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **None**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months.

Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The number of shares of the Registrant's common stock outstanding as of July 15, 2020 was 700,789,000.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

PUBLIX SUPER MARKETS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts are in thousands, except par value)

(Unaudited)

	<u>June 27, 2020</u>	<u>December 28, 2019</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,423,493	763,382
Short-term investments	566,920	438,105
Trade receivables	725,568	737,093
Inventories	1,868,544	1,913,310
Prepaid expenses	65,747	75,710
Total current assets	<u>4,650,272</u>	<u>3,927,600</u>
Long-term investments	9,459,373	7,988,280
Other noncurrent assets	442,883	441,938
Operating lease right-of-use assets	2,977,399	2,964,780
Property, plant and equipment	15,699,381	15,222,409
Accumulated depreciation	<u>(6,383,465)</u>	<u>(6,037,887)</u>
Net property, plant and equipment	<u>9,315,916</u>	<u>9,184,522</u>
	<u>\$ 26,845,843</u>	<u>24,507,120</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 2,155,743	1,984,761
Accrued expenses:		
Contributions to retirement plans	406,751	581,699
Self-insurance reserves	155,066	149,082
Salaries and wages	297,204	148,662
Other	661,588	461,427
Current portion of long-term debt	53,354	39,692
Current portion of operating lease liabilities	340,461	335,391
Federal and state income taxes	491,016	—
Total current liabilities	<u>4,561,183</u>	<u>3,700,714</u>
Deferred income taxes	710,607	682,484
Self-insurance reserves	230,293	226,727
Accrued postretirement benefit cost	119,738	120,015
Long-term debt	124,764	131,997
Operating lease liabilities	2,605,433	2,603,206
Other noncurrent liabilities	<u>154,820</u>	<u>140,633</u>
Total liabilities	<u>8,506,838</u>	<u>7,605,776</u>
Common stock related to Employee Stock Ownership Plan (ESOP)	<u>3,566,704</u>	<u>3,259,230</u>
Stockholders' equity:		
Common stock of \$1 par value. Authorized 1,000,000 shares; issued 711,636 shares in 2020 and 706,552 shares in 2019	711,636	706,552
Additional paid-in capital	4,005,969	3,758,066
Retained earnings	13,914,526	12,317,478

Treasury stock at cost, 10,811 shares in 2020	(532,522)	—
Accumulated other comprehensive earnings	201,492	81,289
Common stock related to ESOP	(3,566,704)	(3,259,230)
Total stockholders' equity	<u>14,734,397</u>	<u>13,604,155</u>
Noncontrolling interests	<u>37,904</u>	<u>37,959</u>
Total equity	<u>18,339,005</u>	<u>16,901,344</u>
	<u>\$ 26,845,843</u>	<u>24,507,120</u>

See accompanying notes to condensed consolidated financial statements.

PUBLIX SUPER MARKETS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Amounts are in thousands, except per share amounts)
(Unaudited)

	Three Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>
Revenues:		
Sales	\$ 11,389,065	9,348,444
Other operating income	79,498	98,472
Total revenues	<u>11,468,563</u>	<u>9,446,916</u>
Costs and expenses:		
Cost of merchandise sold	8,155,674	6,812,590
Operating and administrative expenses	2,235,844	1,954,888
Total costs and expenses	<u>10,391,518</u>	<u>8,767,478</u>
Operating profit	1,077,045	679,438
Investment income	674,463	145,142
Other nonoperating (loss) income, net	(3,170)	17,282
Earnings before income tax expense	1,748,338	841,862
Income tax expense	381,283	180,805
Net earnings	<u>\$ 1,367,055</u>	<u>661,057</u>
Weighted average shares outstanding	<u>703,036</u>	<u>716,529</u>
Earnings per share	<u>\$ 1.94</u>	<u>0.92</u>

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(Amounts are in thousands)
(Unaudited)

	Three Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>
Net earnings	\$ 1,367,055	661,057
Other comprehensive earnings:		
Unrealized gain on debt securities net of income taxes of \$88,664 and \$19,817 in 2020 and 2019, respectively.	260,078	58,130
Reclassification adjustment for net realized (gain) loss on debt securities net of income taxes of \$(749) and \$13 in 2020 and 2019, respectively.	(2,195)	37
Adjustment to postretirement benefit obligation net of income taxes of \$278 in 2020.	814	—
Comprehensive earnings	<u>\$ 1,625,752</u>	<u>719,224</u>

See accompanying notes to condensed consolidated financial statements.

PUBLIX SUPER MARKETS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Amounts are in thousands, except per share amounts)
(Unaudited)

	Six Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>
Revenues:		
Sales	\$ 22,617,602	19,022,641
Other operating income	157,912	184,385
Total revenues	<u>22,775,514</u>	<u>19,207,026</u>
Costs and expenses:		
Cost of merchandise sold	16,193,243	13,778,982
Operating and administrative expenses	4,353,615	3,892,031
Total costs and expenses	<u>20,546,858</u>	<u>17,671,013</u>
Operating profit	<u>2,228,656</u>	<u>1,536,013</u>
Investment income	343,618	512,329
Other nonoperating income, net	13,754	36,595
Earnings before income tax expense	<u>2,586,028</u>	<u>2,084,937</u>
Income tax expense	<u>551,638</u>	<u>442,909</u>
Net earnings	<u>\$ 2,034,390</u>	<u>1,642,028</u>
Weighted average shares outstanding	<u>704,897</u>	<u>716,277</u>
Earnings per share	<u>\$ 2.89</u>	<u>2.29</u>

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(Amounts are in thousands)
(Unaudited)

	Six Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>
Net earnings	\$ 2,034,390	1,642,028
Other comprehensive earnings:		
Unrealized gain on debt securities net of income taxes of \$41,760 and \$40,109 in 2020 and 2019, respectively.	122,495	117,651
Reclassification adjustment for net realized (gain) loss on debt securities net of income taxes of \$(1,337) and \$113 in 2020 and 2019, respectively.	(3,921)	330
Adjustment to postretirement benefit obligation net of income taxes of \$556 in 2020.	1,629	—
Comprehensive earnings	<u>\$ 2,154,593</u>	<u>1,760,009</u>

See accompanying notes to condensed consolidated financial statements.

PUBLIX SUPER MARKETS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts are in thousands)
(Unaudited)

	Six Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>
Cash flows from operating activities:		
Cash received from customers	\$ 22,659,014	19,109,152
Cash paid to employees and suppliers	(19,177,711)	(16,671,028)
Income taxes paid	(25,981)	(265,296)
Self-insured claims paid	(176,148)	(184,324)
Dividends and interest received	118,684	101,159
Other operating cash receipts	155,659	182,159
Other operating cash payments	(9,819)	(9,858)
Net cash provided by operating activities	<u>3,543,698</u>	<u>2,261,964</u>
Cash flows from investing activities:		
Payment for capital expenditures	(574,003)	(651,213)
Proceeds from sale of property, plant and equipment	3,441	3,360
Payment for investments	(2,433,868)	(1,662,396)
Proceeds from sale and maturity of investments	1,195,829	1,103,933
Net cash used in investing activities	<u>(1,808,601)</u>	<u>(1,206,316)</u>
Cash flows from financing activities:		
Payment for acquisition of common stock	(775,114)	(590,708)
Proceeds from sale of common stock	133,824	153,478
Dividends paid	(437,342)	(401,387)
Repayment of long-term debt	(5,617)	(4,984)
Other, net	9,263	9,299
Net cash used in financing activities	<u>(1,074,986)</u>	<u>(834,302)</u>
Net increase in cash and cash equivalents	660,111	221,346
Cash and cash equivalents at beginning of period	763,382	599,264
Cash and cash equivalents at end of period	<u>\$ 1,423,493</u>	<u>820,610</u>

See accompanying notes to condensed consolidated financial statements. (Continued)

PUBLIX SUPER MARKETS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts are in thousands)
(Unaudited)

	Six Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>
Reconciliation of net earnings to net cash provided by operating activities:		
Net earnings	\$ 2,034,390	1,642,028
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	359,268	350,976
Increase in last-in, first out (LIFO) reserve	31,975	20,468
Retirement contributions paid or payable in common stock	201,713	200,329
Deferred income taxes	(12,856)	107,238
Loss on disposal and impairment of long-lived assets	80,888	2,794
Gain on investments	(242,440)	(423,599)
Net amortization of investments	21,566	23,252
Changes in operating assets and liabilities providing (requiring) cash:		
Trade receivables	11,525	1,466
Inventories	12,791	47,803
Other assets	6,153	21,055
Accounts payable and accrued expenses	511,455	210,727
Federal and state income taxes	523,158	59,815
Other liabilities	4,112	(2,388)
Total adjustments	<u>1,509,308</u>	<u>619,936</u>
Net cash provided by operating activities	<u>\$ 3,543,698</u>	<u>2,261,964</u>

See accompanying notes to condensed consolidated financial statements.

PUBLIX SUPER MARKETS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Amounts are in thousands, except per share amounts)
(Unaudited)

	Common <u>Stock</u>	Additional <u>Paid-in Capital</u>	Retained <u>Earnings</u>	Common Stock (Acquired from) Sold to <u>Stock- holders</u>	Accumu- lated Other Compre- hensive Earnings (<u>Losses</u>)	Common Stock Related to <u>ESOP</u>	Total Stock- holders' <u>Equity</u>
<u>2020</u>							
Balances at December 28, 2019	\$ 706,552	3,758,066	12,317,478	—	81,289	(3,259,230)	13,604,155
Comprehensive earnings	—	—	667,335	—	(138,494)	—	528,841
Dividends, \$0.30 per share	—	—	(211,847)	—	—	—	(211,847)
Contribution of 7,398 shares to retirement plan	4,977	242,724	—	114,054	—	—	361,755
Acquisition of 9,142 shares from stockholders	—	—	—	(442,509)	—	—	(442,509)
Sale of 2,239 shares to stockholders	107	5,179	—	104,062	—	—	109,348
Change for ESOP related shares	—	—	—	—	—	(444,014)	(444,014)
Balances at March 28, 2020	711,636	4,005,969	12,772,966	(224,393)	(57,205)	(3,703,244)	13,505,729
Comprehensive earnings	—	—	1,367,055	—	258,697	—	1,625,752
Dividends, \$0.32 per share	—	—	(225,495)	—	—	—	(225,495)
Acquisition of 6,714 shares from stockholders	—	—	—	(332,605)	—	—	(332,605)
Sale of 492 shares to stockholders	—	—	—	24,476	—	—	24,476
Change for ESOP related shares	—	—	—	—	—	136,540	136,540
Balances at June 27, 2020	<u>\$ 711,636</u>	<u>4,005,969</u>	<u>13,914,526</u>	<u>(532,522)</u>	<u>201,492</u>	<u>(3,566,704)</u>	<u>14,734,397</u>

See accompanying notes to condensed consolidated financial statements.

PUBLIX SUPER MARKETS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Amounts are in thousands, except per share amounts)
(Unaudited)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Common Stock (Acquired from) Sold to Stock- holders	Accumu- lated Other Compre- hensive Earnings (Losses)	Common Stock Related to ESOP	Total Stock- holders' Equity
<u>2019</u>							
Balances at December 29, 2018	\$715,445	3,458,004	10,840,654	—	(55,762)	(3,134,999)	11,823,342
Comprehensive earnings	—	—	980,971	—	59,814	—	1,040,785
Dividends, \$0.26 per share	—	—	(185,835)	—	—	—	(185,835)
Contribution of 8,587 shares to retirement plans	5,605	235,017	—	127,329	—	—	367,951
Acquisition of 7,802 shares from stockholders	—	—	—	(333,857)	—	—	(333,857)
Sale of 2,641 shares to stockholders	621	26,019	—	86,556	—	—	113,196
Change for ESOP related shares	—	—	—	—	—	(375,184)	(375,184)
Balances at March 30, 2019	<u>721,671</u>	<u>3,719,040</u>	<u>11,635,790</u>	<u>(119,972)</u>	<u>4,052</u>	<u>(3,510,183)</u>	<u>12,450,398</u>
Comprehensive earnings	—	—	661,057	—	58,167	—	719,224
Dividends, \$0.30 per share	—	—	(215,552)	—	—	—	(215,552)
Acquisition of 5,790 shares from stockholders	—	—	—	(256,851)	—	—	(256,851)
Sale of 904 shares to stockholders	—	6	—	40,276	—	—	40,282
Change for ESOP related shares	—	—	—	—	—	159,560	159,560
Balances at June 29, 2019	<u>\$721,671</u>	<u>3,719,046</u>	<u>12,081,295</u>	<u>(336,547)</u>	<u>62,219</u>	<u>(3,350,623)</u>	<u>12,897,061</u>

See accompanying notes to condensed consolidated financial statements.

PUBLIX SUPER MARKETS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Publix Super Markets, Inc. and subsidiaries (Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) and the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial reporting. Accordingly, the accompanying statements do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, these statements include all adjustments that are of a normal and recurring nature necessary to present fairly the Company's financial position and results of operations. Due to the seasonal nature of the Company's business and the impact of the coronavirus pandemic, the results of operations for the three and six months ended June 27, 2020 are not necessarily indicative of the results for the entire 2020 fiscal year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 28, 2019.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) Fair Value of Financial Instruments

The fair value of certain of the Company's financial instruments, including cash and cash equivalents, trade receivables and accounts payable, approximates their respective carrying amounts due to their short-term maturity.

The fair value of investments is based on market prices using the following measurement categories:

Level 1 – Fair value is determined by using quoted prices in active markets for identical investments. Investments included in this category are equity securities (exchange traded funds and individual equity securities).

Level 2 – Fair value is determined by using other than quoted prices. By using observable inputs (for example, benchmark yields, interest rates, reported trades and broker dealer quotes), the fair value is determined through processes such as benchmark curves, benchmarking of like securities and matrix pricing of corporate, state and municipal bonds by using pricing of similar bonds based on coupons, ratings and maturities. Investments included in this category are primarily debt securities (tax exempt and taxable bonds), including restricted investments in taxable bonds held as collateral.

Level 3 – Fair value is determined by using other than observable inputs. Fair value is determined by using the best information available in the circumstances and requires significant management judgment or estimation. No investments are currently included in this category.

Following is a summary of fair value measurements for investments as of June 27, 2020 and December 28, 2019:

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
		(Amounts are in thousands)		
June 27, 2020	\$ 10,026,293	2,064,634	7,961,659	—
December 28, 2019	8,426,385	2,028,547	6,397,838	—

PUBLIX SUPER MARKETS, INC.
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(3) Investments

(a) Debt Securities

In 2020, the Company adopted the Accounting Standards Update (ASU) requiring companies to recognize credit losses on debt securities in earnings as an allowance that is reevaluated each reporting period. The Company adopted the ASU on a prospective basis as of December 29, 2019. Prior to the adoption of the ASU, credit losses in which the Company did not expect to recover the cost of the debt security were recognized in earnings as an other-than-temporary impairment. The adoption of the ASU did not have an effect on the Company's financial position, results of operations or cash flows.

Debt securities are classified as available-for-sale and measured at fair value. The Company evaluates debt securities on an individual security basis to determine if an unrealized loss is due to a credit loss or other factors, including interest rate fluctuations. The collectability of debt securities is evaluated based on criteria that include the extent to which the cost (cost of the debt security adjusted for amortization of premium or accretion of discount) exceeds fair value, the credit rating of the issuer or security, the failure of the issuer to make scheduled principal or interest payments and the financial health and prospects of the issuer or security.

Credit losses on debt securities the Company does not intend to sell and will not be required to sell prior to any anticipated recovery are recognized in earnings through an allowance. The allowance is measured as the difference between the present value of expected cash flows and the cost of the debt security, limited to the difference between the cost and the fair value of the debt security. Expected cash flows are discounted using the debt security's effective interest rate. Subsequent changes to the allowance are recognized in earnings in the period of the change. Credit losses on debt securities the Company intends to sell or will be required to sell prior to any anticipated recovery are recognized in earnings and measured as the difference between the cost and the fair value of the debt security.

Other unrealized losses on debt securities the Company does not intend to sell and will not be required to sell prior to any anticipated recovery are reported in other comprehensive earnings net of income taxes and included as a component of stockholders' equity. Other unrealized losses on debt securities the Company intends to sell or will be required to sell prior to any anticipated recovery are recognized in earnings and measured as the difference between the cost and the fair value of the debt security.

Following is a summary of debt securities as of June 27, 2020 and December 28, 2019:

	<u>Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
(Amounts are in thousands)				
<u>June 27, 2020</u>				
Tax exempt bonds	\$ 666,943	9,507	6	676,444
Taxable bonds	6,335,759	276,047	10,253	6,601,553
Restricted investments	167,452	15,791	—	183,243
	<u>\$ 7,170,154</u>	<u>301,345</u>	<u>10,259</u>	<u>7,461,240</u>
<u>December 28, 2019</u>				
Tax exempt bonds	\$ 767,931	3,429	130	771,230
Taxable bonds	5,002,036	120,132	1,443	5,120,725
Restricted investments	169,983	10,101	—	180,084
	<u>\$ 5,939,950</u>	<u>133,662</u>	<u>1,573</u>	<u>6,072,039</u>

The Company maintains restricted investments primarily for the benefit of the Company's insurance carrier related to self-insurance reserves. These investments are held as collateral and not used for claim payments.

PUBLIX SUPER MARKETS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The cost and fair value of debt securities by expected maturity as of June 27, 2020 and December 28, 2019 are as follows:

	<u>June 27, 2020</u>		<u>December 28, 2019</u>	
	<u>Cost</u>	<u>Fair Value</u>	<u>Cost</u>	<u>Fair Value</u>
	(Amounts are in thousands)			
Due in one year or less	\$ 563,109	566,920	437,236	438,105
Due after one year through five years	4,615,681	4,778,702	3,836,333	3,900,904
Due after five years through ten years	1,986,843	2,110,774	1,661,143	1,727,594
Due after ten years	4,521	4,844	5,238	5,436
	<u>\$ 7,170,154</u>	<u>7,461,240</u>	<u>5,939,950</u>	<u>6,072,039</u>

The Company had no debt securities with credit losses as of June 27, 2020.

Following is a summary of debt securities with other unrealized losses by the time period impaired as of June 27, 2020 and December 28, 2019:

	<u>Less Than 12 Months</u>		<u>12 Months or Longer</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
	(Amounts are in thousands)					
<u>June 27, 2020</u>						
Tax exempt bonds	\$ 23,433	6	—	—	23,433	6
Taxable bonds	<u>824,691</u>	<u>10,209</u>	<u>7,513</u>	<u>44</u>	<u>832,204</u>	<u>10,253</u>
	<u>\$ 848,124</u>	<u>10,215</u>	<u>7,513</u>	<u>44</u>	<u>855,637</u>	<u>10,259</u>
<u>December 28, 2019</u>						
Tax exempt bonds	\$ 48,462	11	99,976	119	148,438	130
Taxable bonds	<u>573,315</u>	<u>888</u>	<u>197,641</u>	<u>555</u>	<u>770,956</u>	<u>1,443</u>
	<u>\$ 621,777</u>	<u>899</u>	<u>297,617</u>	<u>674</u>	<u>919,394</u>	<u>1,573</u>

There are 36 debt securities contributing to the total unrealized losses of \$10,259,000 as of June 27, 2020. Unrealized losses related to debt securities are primarily due to increases in interest rates that occurred since the debt securities were purchased. The Company continues to receive scheduled principal and interest payments on these debt securities.

(b) Equity Securities

Equity securities are measured at fair value with net unrealized gains and losses from changes in the fair value recognized in earnings (fair value adjustment). The fair value of equity securities was \$2,565,053,000 and \$2,354,346,000 as of June 27, 2020 and December 28, 2019, respectively.

PUBLIX SUPER MARKETS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(c) Investment Income

Net realized gain on the sale of investments represents the difference between the cost and the proceeds from the sale of debt and equity securities. The net realized gain on the sale of investments excludes the net gain or loss on the sale of equity securities previously recognized through the fair value adjustment, which is presented separately in the following table.

Following is a summary of investment income for the three and six months ended June 27, 2020 and June 29, 2019:

	Three Months Ended		Six Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>	<u>June 27, 2020</u>	<u>June 29, 2019</u>
	(Amounts are in thousands)			
Interest and dividend income	\$ 46,910	46,714	101,178	88,730
Net realized gain on sale of investments	<u>106,150</u>	<u>66,233</u>	<u>108,464</u>	<u>70,444</u>
	153,060	112,947	209,642	159,174
Fair value adjustment, due to net unrealized gain, on equity securities held at end of period	597,408	4,969	209,981	319,317
Net (gain) loss on sale of equity securities previously recognized through fair value adjustment	<u>(76,005)</u>	<u>27,226</u>	<u>(76,005)</u>	<u>33,838</u>
	<u>\$ 674,463</u>	<u>145,142</u>	<u>343,618</u>	<u>512,329</u>

(4) Consolidation of Joint Ventures and Long-Term Debt

From time to time, the Company enters into a joint venture (JV), in the legal form of a limited liability company, with certain real estate developers to partner in the development of a shopping center with the Company as the anchor tenant. The Company consolidates certain of these JVs in which it has a controlling financial interest. As of June 27, 2020, the carrying amounts of the assets and liabilities of the consolidated JVs were \$164,282,000 and \$80,714,000, respectively. As of December 28, 2019, the carrying amounts of the assets and liabilities of the consolidated JVs were \$154,659,000 and \$78,472,000, respectively. The assets are owned by and the liabilities are obligations of the JVs, not the Company, except for a portion of the long-term debt of certain JVs guaranteed by the Company. The JVs are financed with capital contributions from the members, loans and/or the cash flows generated by the JV owned shopping centers once in operation. Total earnings attributable to noncontrolling interests for 2020 and 2019 were immaterial. The Company's involvement with these JVs does not have a significant effect on the Company's financial condition, results of operations or cash flows.

The Company's long-term debt results primarily from the consolidation of loans of certain JVs and loans assumed in connection with the acquisition of certain shopping centers with the Company as the anchor tenant. No loans were assumed during the six months ended June 27, 2020 and June 29, 2019. Maturities of JV loans range from June 2020 through April 2027 and have variable interest rates based on a LIBOR index plus 175 to 250 basis points. Maturities of assumed shopping center loans range from December 2020 through January 2027 and have fixed interest rates ranging from 3.7% to 7.5%.

PUBLIX SUPER MARKETS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(5) Retirement Plan

The Company has a trustee, noncontributory Employee Stock Ownership Plan (ESOP) for the benefit of eligible employees. Since the Company's common stock is not traded on an established securities market, the ESOP includes a put option for shares of the Company's common stock distributed from the ESOP. Shares are distributed from the ESOP primarily to separated vested participants and certain eligible participants who elect to diversify their account balances. Under the Company's administration of the ESOP's put option, if the owners of distributed shares desire to sell their shares, the Company is required to purchase the shares at fair value for a specified time period after distribution of the shares from the ESOP. The fair value of distributed shares subject to the put option totaled \$375,565,000 and \$287,328,000 as of June 27, 2020 and December 28, 2019, respectively. The cost of the shares held by the ESOP totaled \$3,191,139,000 and \$2,971,902,000 as of June 27, 2020 and December 28, 2019, respectively. Due to the Company's obligation under the put option, the distributed shares subject to the put option and the shares held by the ESOP are classified as temporary equity in the mezzanine section of the condensed consolidated balance sheets and totaled \$3,566,704,000 and \$3,259,230,000 as of June 27, 2020 and December 28, 2019, respectively. The fair value of the shares held by the ESOP totaled \$8,984,877,000 and \$8,585,189,000 as of June 27, 2020 and December 28, 2019, respectively.

(6) Accumulated Other Comprehensive Earnings (Losses)

A reconciliation of the changes in accumulated other comprehensive earnings (losses) net of income taxes for the three months ended June 27, 2020 and June 29, 2019 is as follows:

	<u>Investments</u>	<u>Postretirement Benefit</u>	<u>Accumulated Other Comprehensive Earnings (Losses)</u>
	(Amounts are in thousands)		
<u>2020</u>			
Balances at March 28, 2020	\$ (40,803)	(16,402)	(57,205)
Unrealized gain on debt securities	260,078	—	260,078
Net realized gain on debt securities reclassified to investment income	(2,195)	—	(2,195)
Adjustment to postretirement benefit obligation	—	814	814
Net other comprehensive earnings	257,883	814	258,697
Balances at June 27, 2020	<u>\$ 217,080</u>	<u>(15,588)</u>	<u>201,492</u>
<u>2019</u>			
Balances at March 30, 2019	\$ 10,781	(6,729)	4,052
Unrealized gain on debt securities	58,130	—	58,130
Net realized loss on debt securities reclassified to investment income	37	—	37
Net other comprehensive earnings	58,167	—	58,167
Balances at June 29, 2019	<u>\$ 68,948</u>	<u>(6,729)</u>	<u>62,219</u>

PUBLIX SUPER MARKETS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

A reconciliation of the changes in accumulated other comprehensive earnings (losses) net of income taxes for the six months ended June 27, 2020 and June 29, 2019 is as follows:

	<u>Investments</u>	<u>Postretirement Benefits</u>	<u>Accumulated Other Comprehensive Earnings (Losses)</u>
	(Amounts are in thousands)		
<u>2020</u>			
Balances at December 28, 2019	\$ 98,506	(17,217)	81,289
Unrealized gain on debt securities	122,495	—	122,495
Net realized gain on debt securities reclassified to investment income	(3,921)	—	(3,921)
Adjustment to postretirement benefit obligation	—	1,629	1,629
Net other comprehensive earnings	118,574	1,629	120,203
Balances at June 27, 2020	<u>\$ 217,080</u>	<u>(15,588)</u>	<u>201,492</u>
<u>2019</u>			
Balances at December 29, 2018	\$ (49,033)	(6,729)	(55,762)
Unrealized gain on debt securities	117,651	—	117,651
Net realized loss on debt securities reclassified to investment income	330	—	330
Net other comprehensive earnings	117,981	—	117,981
Balances at June 29, 2019	<u>\$ 68,948</u>	<u>(6,729)</u>	<u>62,219</u>

(7) Subsequent Event

On July 1, 2020, the Company declared a quarterly dividend on its common stock of \$0.32 per share or \$224,300,000, payable August 3, 2020 to stockholders of record as of the close of business July 15, 2020.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

The Company is engaged in the retail food industry and as of June 27, 2020 operated 1,251 supermarkets in Florida, Georgia, Alabama, South Carolina, Tennessee, North Carolina and Virginia. For the six months ended June 27, 2020, 16 supermarkets were opened (including four replacement supermarkets) and 82 supermarkets were remodeled. Four supermarkets were closed during the period. The replacement supermarkets that opened during the six months ended June 27, 2020 replaced one supermarket closed during the same period and three supermarkets closed during a previous period. One of the supermarkets closed in 2020 will be replaced on site in a subsequent period and two supermarkets will not be replaced. In the normal course of operations, the Company replaces supermarkets and closes supermarkets that are not meeting performance expectations. The impact of future supermarket closings is not expected to be material.

Coronavirus Pandemic Impact

On March 13, 2020, the coronavirus pandemic was declared a national emergency. The coronavirus pandemic has resulted in national, state and local authorities mandating or recommending isolation measures for large portions of the population, including mandatory business restrictions and closures. These measures, which were necessary to slow the spread of the virus and protect lives, have resulted in significant job losses and are expected to have serious adverse impacts on domestic and foreign economies for an unknown length of time. The effect of economic stabilization efforts, including government payments to affected citizens and industries, is uncertain.

The Company has been classified as an essential business in all locations in which it operates and has remained open to serve the needs of its customers. It is a priority of the Company to continue to serve its customers in a way that protects the health and safety of its employees and customers. The Company estimates that its sales for the three and six months ended June 27, 2020 increased approximately \$1.5 billion and \$2.5 billion, respectively, due to the impact of the coronavirus pandemic. The Company incurred additional payroll related, transportation and other costs to meet the significant sales demand and protect the health and safety of its employees and customers. The profit on the incremental sales resulting from increased customer purchases of food and cleaning supplies more than offset the additional costs incurred. The future impact of the coronavirus pandemic is uncertain and difficult to predict.

Results of Operations

Sales

Sales for the three months ended June 27, 2020 were \$11.4 billion as compared with \$9.3 billion for the three months ended June 29, 2019, an increase of \$2,040.6 million or 21.8%. The increase in sales for the three months ended June 27, 2020 as compared with the three months ended June 29, 2019 was primarily due to the impact of the coronavirus pandemic. The Company estimates that its sales for the three months ended June 27, 2020 increased approximately \$1.5 billion or 16.1% due to the impact of the coronavirus pandemic. Comparable store sales (supermarkets open for the same weeks in both periods, including replacement supermarkets) for the three months ended June 27, 2020 increased 19.9% primarily due to the impact of the coronavirus pandemic. Sales for supermarkets that are replaced on site are classified as new supermarket sales since the replacement period for the supermarket is generally 9 to 12 months.

Sales for the six months ended June 27, 2020 were \$22.6 billion as compared with \$19.0 billion for the six months ended June 29, 2019, an increase of \$3,595.0 million or 18.9%. The increase in sales for the six months ended June 27, 2020 as compared with the six months ended June 29, 2019 was primarily due to the impact of the coronavirus pandemic. The Company estimates that its sales for the six months ended June 27, 2020 increased approximately \$2.5 billion or 13.1% due to the impact of the coronavirus pandemic. Comparable store sales for the six months ended June 27, 2020 increased 17.1% primarily due to the impact of the coronavirus pandemic.

Gross profit

Gross profit (sales less cost of merchandise sold) as a percentage of sales was 28.4% and 27.1% for the three months ended June 27, 2020 and June 29, 2019, respectively. Gross profit as a percentage of sales was 28.4% and 27.6% for the six months ended June 27, 2020 and June 29, 2019, respectively. The increase in gross profit as a percentage of sales for the three and six months ended June 27, 2020 as compared with the three and six months ended June 29, 2019 was primarily due to reduced shrink and volume driven efficiencies related to the impact of the coronavirus pandemic.

Operating and administrative expenses

Operating and administrative expenses as a percentage of sales were 19.6% and 20.9% for the three months ended June 27, 2020 and June 29, 2019, respectively. Operating and administrative expenses as a percentage of sales were 19.2% and 20.5% for the six months ended June 27, 2020 and June 29, 2019, respectively. The decrease in operating and administrative expenses as a percentage of sales for the three and six months ended June 27, 2020 as compared with the three and six months ended June 29, 2019 was primarily due to volume driven efficiencies related to the impact of the coronavirus pandemic.

Operating profit

Operating profit as a percentage of sales was 9.5% and 7.3% for the three months ended June 27, 2020 and June 29, 2019, respectively. Operating profit as a percentage of sales was 9.9% and 8.1% for the six months ended June 27, 2020 and June 29, 2019, respectively. The increase in operating profit as a percentage of sales for the three and six months ended June 27, 2020 as compared with the three and six months ended June 29, 2019 was primarily due to the increase in gross profit as a percentage of sales and the decrease in operating and administrative expenses as a percentage of sales.

Investment income

Investment income was \$674.5 million and \$145.1 million for the three months ended June 27, 2020 and June 29, 2019, respectively. The increase in investment income for the three months ended June 27, 2020 as compared with the three months ended June 29, 2019 was primarily due to the increase in net unrealized gains on equity securities. Excluding the impact of net unrealized gains on equity securities in 2020 and 2019, investment income would have been \$153.1 million and \$112.9 million for the three months ended June 27, 2020 and June 29, 2019, respectively.

Investment income was \$343.6 million and \$512.3 million for the six months ended June 27, 2020 and June 29, 2019, respectively. The decrease in investment income for the six months ended June 27, 2020 as compared with the six months ended June 29, 2019 was primarily due to the decrease in net unrealized gains on equity securities. Excluding the impact of net unrealized gains on equity securities in 2020 and 2019, investment income would have been \$209.6 million and \$159.2 million for the six months ended June 27, 2020 and June 29, 2019, respectively.

Other nonoperating income (loss), net

Other nonoperating loss, net for the three months ended June 27, 2020 was \$3.2 million as compared with other nonoperating income, net for the three months ended June 29, 2019 of \$17.3 million. Other nonoperating income, net was \$13.8 million and \$36.6 million for the six months ended June 27, 2020 and June 29, 2019, respectively. The changes in other nonoperating income (loss), net were primarily due to the Company offering two months of rent relief in the second quarter of 2020 to tenants in Company owned shopping centers that were impacted by the coronavirus pandemic.

Income tax expense

The effective income tax rate was 21.8% and 21.5% for the three months ended June 27, 2020 and June 29, 2019, respectively. The increase in the effective income tax rate for the three months ended June 27, 2020 as compared with the three months ended June 29, 2019 was primarily due to the decreased impact of permanent deductions and credits due to the increase in earnings before income tax expense. The effective income tax rate was 21.3% and 21.2% for the six months ended June 27, 2020 and June 29, 2019, respectively. The effective income tax rate for the six months ended June 27, 2020 as compared with the six months ended June 29, 2019 remained relatively unchanged.

Net earnings

Net earnings were \$1,367.1 million or \$1.94 per share and \$661.1 million or \$0.92 per share for the three months ended June 27, 2020 and June 29, 2019, respectively. Net earnings as a percentage of sales were 12.0% and 7.1% for the three months ended June 27, 2020 and June 29, 2019, respectively. Net earnings and earnings per share for the three months ended June 27, 2020 and June 29, 2019 were impacted by net unrealized gains on equity securities. Excluding the impact of net unrealized gains on equity securities in 2020 and 2019, net earnings would have been \$978.3 million or \$1.39 per share and 8.6% as a percentage of sales for the three months ended June 27, 2020 and \$637.0 million or \$0.89 per share and 6.8% as a percentage of sales for the three months ended June 29, 2019. Excluding the impact of net unrealized gains on equity securities in 2020 and 2019, the increase in net earnings as a percentage of sales for the three months ended June 27, 2020 as compared with the three months ended June 29, 2019 was primarily due to the impact of the coronavirus pandemic.

Net earnings were \$2,034.4 million or \$2.89 per share and \$1,642.0 million or \$2.29 per share for the six months ended June 27, 2020 and June 29, 2019, respectively. Net earnings as a percentage of sales were 9.0% and 8.6% for the six months ended June 27, 2020 and June 29, 2019, respectively. Net earnings and earnings per share for the six months ended June 27, 2020 and June 29, 2019 were impacted by net unrealized gains on equity securities. Excluding the impact of net unrealized gains on equity securities in 2020 and 2019, net earnings would have been \$1,934.5 million or \$2.74 per share and 8.6% as a percentage of sales for the six months ended June 27, 2020 and \$1,378.7 million or \$1.92 per share and 7.2% as a percentage of sales for the six months ended June 29, 2019. Excluding the impact of net unrealized gains on equity securities in 2020 and 2019, the increase in net earnings as a percentage of sales for the six months ended June 27, 2020 as compared with the six months ended June 29, 2019 was primarily due to the impact of the coronavirus pandemic.

Non-GAAP Financial Measures

In addition to reporting financial results for the three and six months ended June 27, 2020 and June 29, 2019 in accordance with GAAP, the Company presents net earnings and earnings per share excluding the impact of equity securities being measured at fair value with net unrealized gains and losses from changes in the fair value recognized in earnings (fair value adjustment). These measures are not in accordance with, or an alternative to, GAAP. The Company excludes the impact of the fair value adjustment since it is primarily due to temporary equity market fluctuations that do not reflect the Company's operations. The Company believes this information is useful in providing period-to-period comparisons of the results of operations. Following is a reconciliation of net earnings to net earnings excluding the impact of the fair value adjustment for the three and six months ended June 27, 2020 and June 29, 2019:

	Three Months Ended		Six Months Ended	
	<u>June 27, 2020</u>	<u>June 29, 2019</u>	<u>June 27, 2020</u>	<u>June 29, 2019</u>
	(amounts are in millions, except per share amounts)			
Net earnings	\$ 1,367.1	661.1	2,034.4	1,642.0
Fair value adjustment, due to net unrealized gain, on equity securities held at end of period	(597.4)	(5.0)	(210.0)	(319.3)
Net gain (loss) on sale of equity securities previously recognized through fair value adjustment	76.0	(27.2)	76.0	(33.8)
Income tax expense ⁽¹⁾	132.6	8.1	34.1	89.8
Net earnings excluding impact of fair value adjustment	<u>\$ 978.3</u>	<u>637.0</u>	<u>1,934.5</u>	<u>1,378.7</u>
Weighted average shares outstanding	<u>703.0</u>	<u>716.5</u>	<u>704.9</u>	<u>716.3</u>
Earnings per share excluding impact of fair value adjustment	<u>\$ 1.39</u>	<u>0.89</u>	<u>2.74</u>	<u>1.92</u>

⁽¹⁾ Income tax expense is based on the Company's combined federal and state statutory income tax rates.

Liquidity and Capital Resources

Cash and cash equivalents, short-term investments and long-term investments totaled \$11,449.8 million as of June 27, 2020, as compared with \$9,189.8 million as of December 28, 2019 and \$8,478.7 million as of June 29, 2019. The increase from the second quarter of 2019 to the second quarter of 2020 was primarily due to increased sales from the coronavirus pandemic and the deferral of tax payments under various coronavirus tax relief provisions.

Net cash provided by operating activities

Net cash provided by operating activities was \$3,543.7 million and \$2,262.0 million for the six months ended June 27, 2020 and June 29, 2019, respectively. The increase in net cash provided by operating activities for the six months ended June 27, 2020 as compared with the six months ended June 29, 2019 was primarily due to increased sales from the coronavirus pandemic and the deferral of tax payments under various coronavirus tax relief provisions. Federal income tax payments totaling approximately \$365 million were deferred to July 15, 2020. Payroll tax payments totaling approximately \$90 million were deferred to 2021 and 2022.

Net cash used in investing activities

Net cash used in investing activities was \$1,808.6 million and \$1,206.3 million for the six months ended June 27, 2020 and June 29, 2019, respectively. The primary use of net cash in investing activities for the six months ended June 27, 2020 was funding capital expenditures and net increases in investment securities. Capital expenditures for the six months ended June 27, 2020 totaled \$574.0 million. These expenditures were incurred in connection with the opening of 16 supermarkets (including four replacement supermarkets) and the remodeling of 82 supermarkets. Expenditures were also incurred for new supermarkets and remodels in progress and new or enhanced information technology hardware and software. For the six months ended June 27, 2020, the payment for investments, net of the proceeds from the sale and maturity of investments, was \$1,238.0 million.

Net cash used in financing activities

Net cash used in financing activities was \$1,075.0 million and \$834.3 million for the six months ended June 27, 2020 and June 29, 2019, respectively. The primary use of net cash in financing activities was funding net common stock repurchases and dividend payments. Net common stock repurchases totaled \$641.3 million and \$437.2 million for the six months ended June 27, 2020 and June 29, 2019, respectively. The Company currently repurchases common stock at the stockholders' request in accordance with the terms of the Company's Employee Stock Purchase Plan (ESPP), Non-Employee Directors Stock Purchase Plan (Directors Plan), 401(k) Plan and ESOP. The amount of common stock offered to the Company for repurchase is not within the control of the Company, but is at the discretion of the stockholders. The Company expects to continue to repurchase its common stock, as offered by its stockholders from time to time, at its then current value. However, with the exception of certain shares distributed from the ESOP, such purchases are not required and the Company retains the right to discontinue them at any time.

Dividends

The Company paid quarterly dividends on its common stock totaling \$437.3 million or \$0.62 per share and \$401.4 million or \$0.56 per share during the six months ended June 27, 2020 and June 29, 2019, respectively.

Capital expenditures projection

Capital expenditures for the remainder of 2020 are expected to be approximately \$800 million, primarily related to new supermarkets, remodeling existing supermarkets, new or enhanced information technology hardware and software and the acquisition of shopping centers with the Company as the anchor tenant. The shopping center acquisitions are financed with internally generated funds and assumed debt, if prepayment penalties for the debt are determined to be significant. This capital program is subject to continuing change and review.

Cash requirements

In 2020, cash requirements for operations, capital expenditures, common stock repurchases and dividend payments are expected to be financed by internally generated funds or liquid assets. Based on the Company's financial position, it is expected that short-term and long-term borrowings would be available to support the Company's liquidity requirements, if needed.

Forward-Looking Statements

From time to time, certain information provided by the Company, including written or oral statements made by its representatives, may contain forward-looking information as defined in Section 21E of the Securities Exchange Act of 1934 (Exchange Act). Forward-looking information includes statements about the future performance of the Company and is based on management's assumptions and beliefs in light of the information currently available to them, including as it relates to the coronavirus pandemic. When used, the words "plan," "estimate," "project," "intend," "expect," "believe," "will" and other similar expressions, as they relate to the Company, are intended to identify such forward-looking statements. These forward-looking statements are subject to uncertainties and other factors that could cause actual results to differ materially from those statements including, but not limited to, the following: competitive practices and pricing in the food and drug industries generally and particularly in the Company's principal markets; results of programs to increase sales, including private label sales; results of programs to control or reduce costs; changes in buying, pricing and promotional practices; changes in shrink management; changes in the general economy, including the economic downturn associated with the coronavirus pandemic; changes in consumer spending; changes in population, employment and job growth in the Company's principal markets; impacts of a public health crisis or other significant catastrophic event, such as the coronavirus pandemic; and other factors affecting the Company's business within or beyond the Company's control. These factors include changes in the rate of inflation, changes in federal, state and local laws and regulations, adverse determinations with respect to litigation or other claims, ability to recruit and retain employees, increases in operating costs including, but not limited to, labor costs, credit card fees and utility costs, particularly electric rates, ability to construct new supermarkets or complete remodels as rapidly as planned and stability of product costs. Other factors and assumptions not identified above could also cause the actual results to differ materially from those set forth in the forward-looking statements. Except as may be required by applicable law, the Company assumes no obligation to publicly update these forward-looking statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company does not utilize financial instruments for trading or other speculative purposes, nor does it utilize leveraged financial instruments. There have been no material changes in the market risk factors from those disclosed in the Company's Form 10-K for the year ended December 28, 2019.

Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer each concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, and that such information has been accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure. There have been no changes in the Company's internal control over financial reporting identified in connection with the evaluation that occurred during the quarter ended June 27, 2020 that have materially affected, or are reasonably likely to materially affect, the internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As reported in the Company's Form 10-K for the year ended December 28, 2019, the Company is subject from time to time to various lawsuits, claims and charges arising in the normal course of business. The Company believes its recorded reserves are adequate in light of the probable and estimable liabilities. The estimated amount of reasonably possible losses for lawsuits, claims and charges, individually and in the aggregate, is considered to be immaterial. In the opinion of management, the ultimate resolution of these legal proceedings will not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Item 1A. Risk Factors

The Company has identified an additional risk factor to supplement the risk factors disclosed in the Company's Form 10-K for the year ended December 28, 2019.

Unfavorable impacts of the coronavirus pandemic or any future public health crisis on operations, customers, employees, suppliers and tenants could adversely affect the Company.

On March 13, 2020, the coronavirus pandemic was declared a national emergency. The coronavirus pandemic has resulted in national, state and local authorities mandating or recommending isolation measures for large portions of the population, including mandatory business restrictions and closures. These measures, which were necessary to slow the spread of the virus and protect lives, have resulted in significant job losses and are expected to have serious adverse impacts on domestic and foreign economies for an unknown length of time. The effect of economic stabilization efforts, including government payments to affected citizens and industries, is uncertain.

The Company's operations may be adversely impacted by the fear of exposure to or actual effects of the coronavirus. These impacts may include:

- operating cost increases due to changes in customer demand, changes in supermarket processes or increased government regulation;
- delays in the timing of remodels and opening new supermarkets;
- reduced workforce due to illness, quarantine or government mandates impacting the Company's supermarket, distribution, manufacturing and support operations;
- temporary supermarket closings or reduced hours of operation due to reduced workforce, enhanced cleaning processes, increased stocking or government mandates;
- supply chain risks from goods produced in areas of significant coronavirus outbreak or disruption from suppliers due to financial or operational difficulties;
- reduction in travel, tourism or consumer spending due to government recommendations or mandates, fear of exposure to the coronavirus or adverse economic conditions;
- changes in customer demand from discretionary or higher priced products to lower priced products; or
- uncertainty as to future operations of tenants in Company owned shopping centers due to adverse economic conditions.

The future impact of the coronavirus pandemic is uncertain and difficult to predict and could adversely affect the Company's financial condition and results of operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**Issuer Purchases of Equity Securities**

Shares of common stock repurchased by the Company during the three months ended June 27, 2020 were as follows (amounts are in thousands, except per share amounts):

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾</u>	<u>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs ⁽¹⁾</u>
March 29, 2020 through May 2, 2020	3,162	\$ 48.91	N/A	N/A
May 3, 2020 through May 30, 2020	2,366	50.10	N/A	N/A
May 31, 2020 through June 27, 2020	<u>1,186</u>	<u>50.10</u>	N/A	N/A
Total	<u>6,714</u>	<u>\$ 49.54</u>	N/A	N/A

⁽¹⁾ Common stock is made available for sale by the Company only to its current employees and members of its Board of Directors through the ESPP and Directors Plan and to participants of the 401(k) Plan. In addition, common stock is provided to employees through the ESOP. The Company currently repurchases common stock subject to certain terms and conditions. The ESPP, Directors Plan, 401(k) Plan and ESOP each contain provisions prohibiting any transfer for value without the owner first offering the common stock to the Company.

The Company's common stock is not traded on an established securities market. The amount of common stock offered to the Company for repurchase is not within the control of the Company, but is at the discretion of the stockholders. The Company does not believe that these repurchases of its common stock are within the scope of a publicly announced plan or program (although the terms of the plans discussed above have been communicated to the participants). Thus, the Company does not believe that it has made any repurchases during the three months ended June 27, 2020 required to be disclosed in the last two columns of the table.

Item 3. Defaults Upon Senior Securities

Not Applicable

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

Not Applicable

Item 6. Exhibits

- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial information from the Quarterly Report on Form 10-Q for the quarter ended June 27, 2020 is formatted in Extensible Business Reporting Language: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Earnings, (iii) Condensed Consolidated Statements of Comprehensive Earnings, (iv) Condensed Consolidated Statements of Cash Flows, (v) Condensed Consolidated Statements of Stockholders' Equity and (vi) Notes to Condensed Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PUBLIX SUPER MARKETS, INC.

Date: August 3, 2020

/s/ Merriann M. Metz

Merriann M. Metz, Secretary

Date: August 3, 2020

/s/ David P. Phillips

David P. Phillips, Executive Vice President and
Chief Financial Officer (Principal Financial and
Accounting Officer)

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

Certification

I, Randall T. Jones, Sr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Publix Super Markets, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2020

/s/ Randall T. Jones, Sr.

Randall T. Jones, Sr.

Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

Certification

I, David P. Phillips, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Publix Super Markets, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2020

/s/ David P. Phillips

David P. Phillips

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the Quarterly Report of Publix Super Markets, Inc. (the Company) on Form 10-Q for the period ended June 27, 2020 (the Report) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the Exchange Act) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, Randall T. Jones, Sr., Chief Executive Officer of the Company, certify, to the best of my knowledge, that on the date hereof:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 3, 2020

/s/ Randall T. Jones, Sr.

Randall T. Jones, Sr.

Chief Executive Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the Quarterly Report of Publix Super Markets, Inc. (the Company) on Form 10-Q for the period ended June 27, 2020 (the Report) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the Exchange Act) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, David P. Phillips, Chief Financial Officer of the Company, certify, to the best of my knowledge, that on the date hereof:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 3, 2020

/s/ David P. Phillips

David P. Phillips

Executive Vice President and Chief Financial Officer

Attachment E

RECEIVED
9/18/19



UNIVERSAL ENGINEERING SCIENCES

SITE ASSESSMENT REPORT

Conducted on

Proposed Publix Store No. 1465

Southeast Corner of Old Cutler Road and SW 208th Street
Cutler Bay, Miami-Dade County, Florida 33126

UES Project No. 2110.1900103.0000

UES DOCS No.

Report Date: September 17, 2019

Prepared for:

Publix Super Markets, Inc.
c/o KIC Real Estate Services
543 Islesworth Close
Tarpon Springs, Florida 34688
Attention: Mr. George Kidman

Prepared by:

Universal Engineering Sciences, Inc.
9960 NW 116th Way, Suite 8
Miami, Florida 33178
(305) 249-8434
www.UniversalEngineering.com

Prepared By:

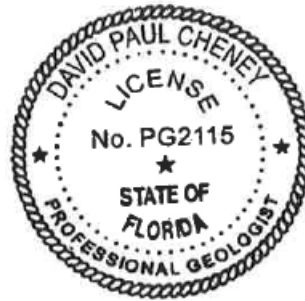
Leigh P. Marshallsay, M.A.
Environmental Department Manager
Miami Office

Reviewed By:

D. Paul Cheney, P.G.
Environmental Department Manager
Pensacola Office

CERTIFICATION
PROFESSIONAL ENGINEER LICENSED IN THE STATE OF FLORIDA

I, D. Paul Cheney, P.G. #2115, a full-time employee of Universal Engineering Sciences, Inc., certify that I currently hold an active license in the State of Florida and I am competent through education or experience to provide the site assessment services contained in this Site Assessment Report for the Proposed Publix Store No. 1465. As a registered professional geologist, as authorized by Chapters 492, Florida Statutes, I certify that, to the best of my knowledge, the information and laboratory data summarized in this report (including the applicable attachments) are true, accurate, complete, and in my professional judgment, this report is in accordance with Florida Rules and Regulations and was prepared under my responsible charge. I certify that Universal Engineering Sciences, Inc. holds an active Board of Professional Geologists Certificate of Authorization No. GB33, to provide this service.



Consultant Name: Universal Engineering Sciences, Inc.
Certificate of Authorization No. GB33
D. Paul Cheney, P.G., for the firm

P.E. License #: 2115

Signature: _____

D. Paul Cheney

Date: September 18, 2019



UNIVERSAL ENGINEERING SCIENCES

Consultants In: Geotechnical Engineering • Environmental Sciences
Geophysical Services • Construction Materials Testing • Threshold Inspection
Building Inspection • Plan Review • Building Code Administration

LOCATIONS:

- Atlanta
- Daytona Beach
- Fort Myers
- Fort Pierce
- Gainesville
- Jacksonville
- Miami
- Ocala
- Orlando (Headquarters)
- Palm Coast
- Panama City
- Pensacola
- Rockledge
- Sarasota
- Tampa
- Tifton
- West Palm Beach

September 17, 2019

Mr. George Kidman
Publix Super Markets, Inc.
c/o KIC Real Estate Services
543 Islesworth Close
Tarpon Spring, Florida

Reference: **Site Assessment Report**
Proposed Publix Store No. 1465
Southeast Corner of Old Cutler Road and SW 208th Street
Cutler Bay, Miami-Dade County, Florida
UES Project No. 2110.1900103.0000
UES DOCS Number:

Dear Mr. Kidman:

On behalf of Publix Super Markets, Inc. and KIC Real Estate (the "client"), Universal Engineering Sciences, Inc. (UES) has completed this Site Assessment Report (SAR) for the above-referenced property (the "subject property"). The purpose of this assessment was to assess whether soil and groundwater has been impacted by the historical use of the subject property as an agricultural field.

Based on the soil laboratory analytical results, 20 of the 27 0.21 to 0.5-acre grids reported arsenic, lead and/or dieldrin above the applicable soil cleanup target levels (SCTLs) as established in Table 2 of Chapter 62-777 Florida Administrative Code (FAC).

Based on the shallow groundwater laboratory analytical results, it appears that the shallow aquifer is impacted by arsenic and/or iron above the applicable Groundwater Cleanup Target Levels (GCTLs) as established in Table I of Chapter 62-777 FAC or the Miami-Dade County Natural Background Concentrations (MDCNBC) for iron as defined in the Miami-Dade County Department of Environmental Resources Management Memorandum dated December 8, 2005. However, the intermediate groundwater laboratory analytical results did not report arsenic or iron above the applicable GCTLs or MDCNBC for iron.

Therefore, it is UES' opinion that the client and contractors comply with UES' Soil Management Plan dated August 19, 2019 and approved by DERM dated August 22, 2019. UES recommends that onsite drainage be discharged to a minimum depth of 20 feet below ground surface, due to the presence of iron and arsenic above applicable CTLs in the shallow aquifer.

UES appreciates this opportunity to provide environmental services to Publix Super Markets, Inc. and KIC Real Estate Services and we look forward to future endeavors. If you have any comments or questions regarding the information contained within this report or if we can be of further service, please contact the undersigned.

Respectfully submitted,

Universal Engineering Sciences, Inc.

A handwritten signature in blue ink, appearing to read 'LM' followed by a long horizontal stroke and a final upward tick.

Leigh P. Marshallsay, M.A.
Environmental Department Manager
Miami Office

A handwritten signature in blue ink, clearly legible as 'D. Paul Cheney'.

D. Paul Cheney, P.G.
Environmental Department Manager
Pensacola Office

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Site Assessment Report
Proposed Publix Store No. 1465
Cutler Bay, Miami-Dade County, Florida

UES Project No. 2110.1900103.0000
UES DOCS Number:
September 17, 2019

1.0 INTRODUCTION

Universal Engineering Sciences, Inc. (UES) was retained by Publix Super Markets, Inc. and KIC Real Estate Services (the "Client") to conduct a Site Assessment Report (SAR) of the approximately 13.21-acre parcel of vacant land (the "subject property") located at the Southeast Corner of Old Cutler Road and SW 208th Street in Cutler Bay, Miami-Dade County, Florida. Please refer to the United States Geologic Survey (USGS) Topographic Map (Site Location Map) presented as Figure A-1 in **Appendix A** for further detail.

This assessment was initiated following the Miami-Dade County Department of Environmental Resources Management's (DERM's) July 3, 2019 correspondence letter. The DERM correspondence letter is included in **Appendix F**.

The field sampling activities were performed in general accordance with the Florida Department of Environmental Protection (FDEP) Standard Operating Procedures (SOPs) per Chapter 62-160 F.A.C.

2.0 LIMITING CONDITIONS AND RELIANCE

2.1 LIMITATIONS AND EXCEPTIONS

The findings of this report represent our professional judgment; UES offers or extends no warranty, expressed or implied. These findings are current with the dates of our site work and the information cited herein. The conclusions presented are based on the data provided, observations, and conditions that existed on the date of the on-site activities. This report should not be relied upon to represent property conditions on other dates or at locations other than those specifically cited within the report. UES can accept no responsibility for interpretations of these data made by other parties. This SAR was conducted in accordance with DERM's correspondence letter dated July 3, 2011, UES' Site Assessment Report Proposal dated July 11, 2019 and UES' Change Order dated August 23, 2019. The work performed was conducted in accordance with UES' General Conditions presented in **Appendix B** of this report.

In expressing the opinions stated in this report, UES has exercised the degree of skill and care ordinarily exercised by reputable and competent environmental professionals in the same area and time frame given the same facts and circumstances. Documentation and data provided by the Client or other interested parties, or from the public domain, and referred to in the preparation of this assessment, have

Site Assessment Report
Proposed Publix Store No. 1465
Cutler Bay, Miami-Dade County, Florida

UES Project No. 2110.1900103.0000
UES DOCS Number:
September 17, 2019

been used and referenced with the understanding that UES assumes no responsibility or liability for their accuracy. The information contained in this report, including its conclusions, is based on the information that was made available to UES during the investigation and upon the services described that were performed. Because the report is based on available information, some of its conclusions could be different if the information upon which it is based is determined to be false, inaccurate, or contradicted by additional information.

2.2 USER RELIANCE

This report is intended for the sole use of Publix Super Markets, Inc. and KIC Real Estate Services. Its contents may not be relied upon by other parties for any purpose without the express written consent of UES. UES is not responsible for conclusions drawn by others upon review of the enclosed report. This is not a statement of suitability of the property for any use or purpose.

3.0 SOIL QUALITY ASSESSMENT

3.1 SOIL SAMPLING AND COLLECTION METHODOLOGY

On July 29 and 30, 2019, UES supervised the advancement of 135 soil borings designated CS-1-1 to CS-1-5 through CS-27-1 to CS-27-5, utilizing direct push technology (DPT) via a truck-mounted Geoprobe® rig equipped with a Macro-Core continuous-core sampler. The Geoprobe® uses both static and dynamic percussion forces to advance sampling apparatus to retrieve core samples. The Macro-Core sampler is a solid barrel, open steel tube that is five feet long, has a diameter of 2¼-inches, and is equipped with a five-foot plastic liner for soil sample collection.

The subject property was divided into 26 0.5-acre grids and a 0.21-acre grid for the purpose of advancing soil borings at locations that would be representative of soil conditions. Five soil borings were advanced within each grid. Two composite samples consisting of soil from the five borings were collected from each grid from the 0 to 6" and 6" to 24" below ground surface (bgs) intervals, for a total of 54 composite samples. The soil borings were advanced as follows:

- Grid 1 (0.5-acre): Soil borings CS-1-1 through CS-1-5.
- Grid 2 (0.5-acre): Soil borings CS-2-1 through CS-2-5.
- Grid 3 (0.5-acre): Soil borings CS-3-1 through CS-3-5.
- Grid 4 (0.5-acre): Soil borings CS-4-1 through CS-4-5.
- Grid 5 (0.5-acre): Soil borings CS-5-1 through CS-5-5.

Site Assessment Report
Proposed Publix Store No. 1465
Cutler Bay, Miami-Dade County, Florida

UES Project No. 2110.1900103.0000
UES DOCS Number:
September 17, 2019

- Grid 6 (0.5-acre): Soil borings CS-6-1 through CS-6-5.
- Grid 7 (0.5-acre): Soil borings CS-7-1 through CS-7-5.
- Grid 8 (0.5-acre): Soil borings CS-8-1 through CS-8-5.
- Grid 9 (0.5-acre): Soil borings CS-9-1 through CS-9-5.
- Grid 10 (0.5-acre): Soil borings CS-10-1 through CS-10-5.
- Grid 11 (0.5-acre): Soil borings CS-11-1 through CS-11-5.
- Grid 12 (0.5-acre): Soil borings CS-12-1 through CS-12-5.
- Grid 13 (0.5-acre): Sol borings CS-13-1 through CS-13-5.
- Grid 14 (0.5-acre): Sol borings CS-14-1 through CS-14-5.
- Grid 15 (0.5-acre): Sol borings CS-15-1 through CS-15-5.
- Grid 16 (0.5-acre): Sol borings CS-16-1 through CS-16-5.
- Grid 17 (0.5-acre): Soil borings CS-17-1 through CS-17-5.
- Grid 18 (0.5-acre): Sol borings CS-18-1 through CS-18-5.
- Grid 19 (0.5-acre): Sol borings CS-19-1 through CS-19-5.
- Grid 20 (0.5-acre): Sol borings CS-20-1 through CS-20-5.
- Grid 21 (0.5-acre): Sol borings CS-21-1 through CS-21-5.
- Grid 22 (0.5-acre): Sol borings CS-22-1 through CS-22-5.
- Grid 23 (0.5-acre): Sol borings CS-23-1 through CS-23-5.
- Grid 24 (0.5-acre): Sol borings CS-24-1 through CS-24-5.
- Grid 25 (0.5-acre): Sol borings CS-25-1 through CS-25-5.
- Grid 26 (0.5-acre): Sol borings CS-26-1 through CS-26-5.
- Grid 27 (0.21-acre): Sol borings CS-27-1 through CS-27-5.

The soils collected were classified in the field and observed for visual/olfactory impacts. The subsurface geology on the subject property was generally homogenous and example soil boring logs are included in **Appendix C** detailing UES' observations.

The soil samples were submitted to Xenco Laboratories (Xenco) in Dallas and Houston, Texas, both National Environmental Laboratory Accreditation Program (NELAP) certified laboratories, for analysis of the constituents of concern (COCs). The collected soil samples were analyzed for the following parameters:

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- Arsenic, chromium, copper, iron, lead, and manganese (EPA Method 6010);
- Organochlorine pesticides (EPA Method 8081);
- Organophosphorous pesticides (EPA Method 8141); and,
- Ammonia and Nitrates (via SPLP Method).

The soil cuttings generated during the installation of the soil borings were returned to their respective borehole and generally restored to original site conditions. Sampling was performed in general accordance with FDEP's SOPs for Field Activities (DEP-SOP-001/01).

3.2 SOIL LABORATORY ANALYTICAL RESULTS

The soil laboratory analytical report did not identify the tested parameters above the laboratory method detection limits (MDLs) and/or the lower of the Leachability Based on Groundwater Criteria or Residential Direct Exposure Soil Cleanup Target Levels (SCTLs) as established in Table II of Chapter 62-777 Florida Administrative Code (F.A.C.) except for the following:

- Arsenic was reported above the residential direct exposure SCTL of 2.1 milligrams per kilogram (mg/kg) but below the commercial/industrial direct exposure SCTL of 12 mg/kg in CS-1 (6"-24"), CS-2 (0-6"), CS-4 (0-6"), CS-6 (0-6"), CS-14 (0-6"), CS-17 (6-24"), CS-18 (0-6"), CS-19 (0-6"), CS-19 (6-24"), CS-20 (0-6"), CS-20 (6-24"), CS-21 (0-6"), CS-21 (6-24"), CS-22 (6-24"), CS-23 (0-6"), CS-23 (6-24") and CS-27 (6-24").
- Arsenic was reported above the commercial/industrial direct exposure SCTL in CS-2 (6-24"), CS-3 (6-24"), CS-5 (0-6"), CS-15 (0-6"), CS-16 (0-6"), CS-17 (0-6"), CS-22 (0-6"), CS-24(0-6"), CS-24 (6-24"), CS-25 (0-6"), CS-25 (6-24"), CS-26 (0-6"), CS-26 (6-24") and CS-27 (0-6").
- Lead was reported above the residential direct exposure SCTL of 400 mg/kg but below the commercial/industrial direct exposure SCTL of 1,400 mg/kg in CS-20 (0-6").
- Lead was reported above the residential direct exposure SCTLs in CS-20 (6-24").
- Dieldrin was reported below the residential (0.06 mg/kg) and the commercial/industrial direct exposure SCTL (0.3 mg/kg) but above the leachability based on groundwater criteria (0.002 mg/kg) in CS-18 (0-6"), CS-20 (0-6"), CS-20 (6-24") and CS-27 (0-6").

A summary of the soil analytical results is presented in Table 1 in **Appendix D**. The laboratory analytical report and chain-of-custody documentation is presented in **Appendix E**.

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4.0 GROUNDWATER ASSESSMENT

4.1 SHALLOW GROUNDWATER MONITORING WELL INSTALLATION

On July 30 and 31, 2019 UES supervised the installation of 12 shallow monitoring wells designated MW-1 through MW-12. The monitoring wells were installed by Earth Nurse Environmental; a Florida Licensed Water Well Contractor using DPT. Groundwater was encountered during the completion of the soil borings at approximately 3 feet bgs. The monitoring wells designated MW-1 through MW-12 were installed to a depth of 12 feet bgs. The monitoring wells consisted of 10 feet of 1-inch diameter Schedule 40 PVC, 0.010-inch slotted screen with five feet of solid PVC riser including three feet of stickup. The annulus between the well screen and the borehole sidewalls were backfilled with 20/30 quartz sand from the bottom of the well to one foot above the well screen. The filter pack seal material was 30/65 sand and was placed from one foot above the well screen to six inches bgs. The annular space above the filter pack seal was sealed with Portland cement from the top of filter pack seal to the surface.

Development to ensure adequate hydraulic connection with the aquifer was achieved by over purging the wells with a centrifugal pump until the effluent ran clear and free of suspended sediments. The monitoring well construction diagrams are included in **Appendix C**. The monitoring wells were installed in select areas agreed upon by UES and DERM via email dated July 10, 2019. The email correspondence is included in **Appendix F**. The purpose of the groundwater assessment is to ensure that storm water does not discharge to contaminated groundwater. The monitoring well locations are illustrated on the Sample Location Map provided as **Figure A-4**.

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Shallow Monitoring Well Construction Details & GPS Coordinates

Boring/Well ID	Date Installed	Depth of Well/Boring (Feet BGS)	Stickup (Feet Above Grade)	Screen Interval (Feet)	Latitude	Longitude
MW-1	7/30/19	12	3	2-12	25.573458	-80.342160
MW-2	7/30/19	12	3	2-12	25.573051	-80.342805
MW-3	7/31/19	12	3	2-12	25.573096	-80.343544
MW-4	7/31/19	12	3	2-12	25.572817	-80.343313
MW-5	7/31/19	12	3	2-12	25.572941	-80.343924
MW-6*	7/31/19	12	3	2-12	25.572263	-80.343310
MW-7	7/31/19	12	3	2-12	25.572107	-80.343762
MW-8	7/31/19	12	3	2-12	25.571706	-80.344097
MW-9	7/31/19	12	3	2-12	25.571695	-80.343244
MW-10*	7/31/19	12	3	2-12	25.571685	-80.342324
MW-11	7/30/19	12	3	2-12	25.572908	-80.342345
MW-12	7/31/19	12	3	2-12	25.572555	-80.344048

*These wells were moved from their proposed location due to site conditions including muck and dense vegetation. These wells were in the general vicinity of the proposed locations.

4.2 SHALLOW GROUNDWATER SAMPLING AND COLLECTION METHODOLOGY

On August 6, 2019, UES collected groundwater samples from shallow monitoring wells MW-1 through MW-12. Prior to groundwater sampling acquisition, depth to water measurements were gauged in the wells with an electronic water level meter to determine the appropriate purge volumes for each monitoring well. Well purging was accomplished using a peristaltic pump fitted with high-density polyethylene (HDPE) tubing. The monitoring wells were purged at a low flow rate (less than 0.2 gallon per minute) while temperature, pH, conductivity, dissolved oxygen and turbidity readings were collected to ensure stabilization of groundwater chemistry prior to sample collection. Groundwater samples were

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collected in accordance with FDEP's Standard Operating Procedures for Field Activities. Groundwater Sampling Logs are presented in **Appendix C**.

The groundwater samples were collected into laboratory supplied containers and placed into an ice-packed cooler and transported under proper chain-of-custody documentation to Xenco for laboratory analysis of the following parameters:

- Arsenic, chromium, copper, iron, lead and manganese by EPA Method 6010;
- Organophosphorus pesticides by EPA Method 8081;
- Organochlorine pesticides by EPA Method 8141;
- Ammonia as Nitrogen by EPA Method 350.1; and,
- Ammonia as Nitrate-Nitrite by EPA Method 353.2.

4.3 SHALLOW GROUNDWATER MONITORING WELL RESULTS

Review of the laboratory analytical report documented the tested parameters below the laboratory MDLs, the Groundwater Cleanup Target Levels (GCTLs) as defined in Chapter 62-777, F.A.C or the Miami-Dade County Background Concentration (MDCBC) for iron as described in the DERM Memorandum dated December 8, 2005 except for arsenic and iron. Arsenic was reported above the GCTL of 10 micrograms per liter ($\mu\text{g/L}$) in MW-3 (12.2 $\mu\text{g/L}$), MW-4 (17.4 $\mu\text{g/L}$), MW-9 (28.4 $\mu\text{g/L}$) and MW-10 (27.2 $\mu\text{g/L}$). Iron was reported above the MDCBC of 706 $\mu\text{g/L}$ in MW-1 (751 $\mu\text{g/L}$), MW-2 (724 $\mu\text{g/L}$) and MW-4 (1,580 $\mu\text{g/L}$).

The Shallow Groundwater Quality Map is presented as **Figure A-6** (Groundwater Quality Map) and the shallow groundwater laboratory analytical results are summarized in **Table 2** presented in **Appendix D**. The groundwater laboratory analytical reports and chain-of-custody documentation is presented in **Appendix E**.

4.4 INTERMEDIATE GROUNDWATER MONITORING WELL INSTALLATION

On August 28 and 30 and September 5, 2019 UES supervised the installation of 6 intermediate depth monitoring wells designated MW-1I through MW-4I, MW-9I and MW-10I. The monitoring wells were installed by Earth Nurse Environmental using DPT. The monitoring wells ranged from a depth of 20 feet bgs to 25 feet bgs depending on site conditions (i.e. refusal). The monitoring wells consisted of 5 feet of 1-inch diameter Schedule 40 PVC, 0.010-inch slotted screen with 18 to 23 feet of solid PVC riser including three feet of stickup. The annulus between the well screen and the borehole sidewalls were backfilled with 20/30 quartz sand from the bottom of the well to one foot above the well screen. One foot of filter

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pack seal material consisting of 30/65 sand was placed above the 20/30 quartz sand. The annular space above the filter pack seal was sealed with Portland cement from the top of filter pack seal to the surface.

Development was achieved by over purging the wells with a centrifugal pump until the effluent ran clear, free of sediments and to ensure adequate hydraulic connection with the aquifer. The monitoring well diagrams are included in **Appendix C**. The monitoring wells were installed within approximately 10 feet of the shallow monitoring wells that reported exceedances of arsenic and/or iron (MW-1 through MW-4, MW-9 and MW-10).

Intermediate Monitoring Well Construction Details & GPS Coordinates

Boring/Well ID	Date Installed	Depth of Well/Boring (Feet BGS)	Stickup (Feet Above Grade)	Screen Interval (Feet)	Latitude	Longitude
MW-1I	8/28/19	20	3	15-20	25.573454	-80.342195
MW-2I	8/28/19	25	3	20-25	25.573045	-80.342838
MW-3I	8/28/19	25	3	20-25	25.573094	-80.343571
MW-4I	8/30/19	23	3	18-23	25.572815	-80.343346
MW-9I	9/5/19	21	3	16-21	25.571697	-80.343273
MW-10I	8/30/19	23	3	18-23	25.571716	-80.342353

4.5 INTERMEDIATE GROUNDWATER SAMPLING AND COLLECTION METHODOLOGY

On September 6, 2019, UES collected groundwater samples from MW-1I through MW-4I, MW-9I and MW-10I. Prior to groundwater sampling acquisition, depth to water measurements were gauged in the wells with an electronic water level meter to determine the appropriate purge volumes for each monitoring well. Well purging was accomplished using a peristaltic pump fitted with HDPE tubing. The monitoring wells were purged at a low flow rate (less than 0.2 gallon per minute) while temperature, pH, conductivity, dissolved oxygen and turbidity readings were collected to ensure stabilization of groundwater chemistry prior to sample collection. Groundwater samples were collected in accordance with FDEP's SOPs for Field Activities. Groundwater Sampling Logs are presented in **Appendix C**.

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The groundwater samples were collected into laboratory supplied containers and placed into an ice-packed cooler and transported under proper chain-of-custody documentation to Xenco for laboratory analysis for arsenic and iron.

4.6 INTERMEDIATE GROUNDWATER MONITORING WELL RESULTS

Review of the laboratory analytical report documented the tested parameters below the laboratory MDLs and/or GCTLs for arsenic, and the GCTL and/or MDCBC for iron.

The Intermediate Groundwater Quality Map is presented as **Figure A-7** (Groundwater Quality Map) and the intermediate groundwater laboratory analytical results are summarized in **Table 3** presented in **Appendix D**. The groundwater laboratory analytical reports and chain-of-custody documentation is presented in **Appendix E**.

4.7 GROUNDWATER ELEVATION AND FLOW DIRECTION

Water levels from monitoring wells MW-1 through MW-5 and MW-11 were used to determine the direction of groundwater movement at the top of the water table aquifer. The monitoring well top-of-casings were surveyed on August 21, 2019 to the nearest 0.01 foot. Monitoring wells MW-6 through MW-10 and MW-12 were not included in the top of casing survey due to obstructions encountered in the field including dense vegetation. The top of casings was surveyed relative to an arbitrary benchmark with an assigned elevation of 20 feet in absence of a known benchmark relative to the National Geodetic Vertical Datum (NGVD). Depth to water measurements was gauged on August 6, 2019 during groundwater sample collection using a decontaminated electric water level tape with graduations in hundredths of feet. Based upon the data collected, the groundwater gradient at the site appears to be trending to the south. Groundwater elevations and direction are illustrated on **Figure A-8**.

5.0 CONCLUSIONS

The purpose of this assessment was to determine the presence or absence of agrichemicals in onsite soils and groundwater associated with the former use of the subject property as an agricultural field.

Based on the review of the soil analytical report from this SAR, the analyzed parameters were not reported above the SCTLs except for arsenic, lead and dieldrin. Twenty (20) of the twenty-seven (27) grids were reported to exceed at least one of the residential, commercial SCTLs and/or leachability based on groundwater criteria.

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Based on the review of the shallow groundwater analytical report, the analyzed parameters were not reported above the GCTLs or the MDCBC for iron except for arsenic and iron in MW-1 through MW-4, MW-9 and MW-10. Groundwater samples collected from the intermediate depth wells designated MW-1I through MW-4I, MW-9I and MW-10I did not report arsenic or iron above the applicable GCTLs or MDCBC for iron.

5.0 RECOMMENDATIONS

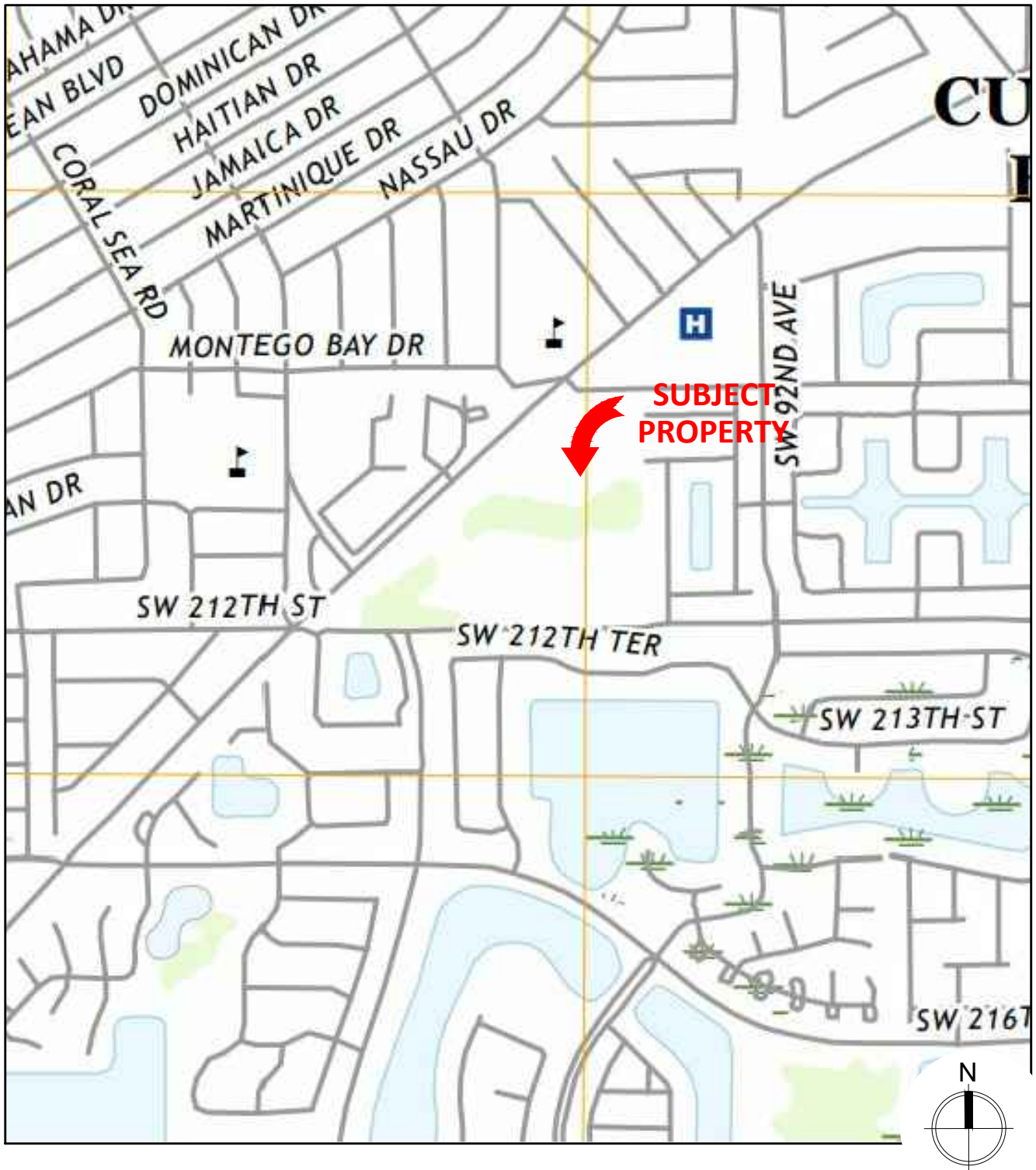
Based on the soil laboratory analytical results, it appears that select areas of the subject property has been impacted by the former agricultural use. UES recommends that the client and contractors working on the subject property comply with UES' Soil Management Plan dated August 19, 2019 and approved with Conditions by DERM dated August 22, 2019.

Based on the exceedances of iron and arsenic in six of 12 shallow monitoring wells and the lack of exceedances of iron and arsenic in the six intermediate depth monitoring wells, UES recommends that the onsite storm water be discharged to a minimum depth of 20 feet bgs. In addition, UES recommends that the shallow monitoring wells designated MW-1 through MW-4, MW-9 and MW-10 be monitored on a quarterly-basis for a year for arsenic and iron by EPA Method 6010.

APPENDIX A



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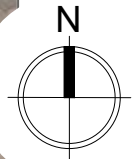
SOURCE: UNITED STATES GEOLOGICAL SURVEY, DATED 2018



PROPOSED PUBLIX STORE NO. 1465
 SEC OF OLD CUTLER ROAD AND SW 208TH STREET CUTLER BAY
 MIAMI-DADE COUNTY, FLORIDA 33189

USGS TOPOGRAPHIC MAP / SITE LOCATION MAP

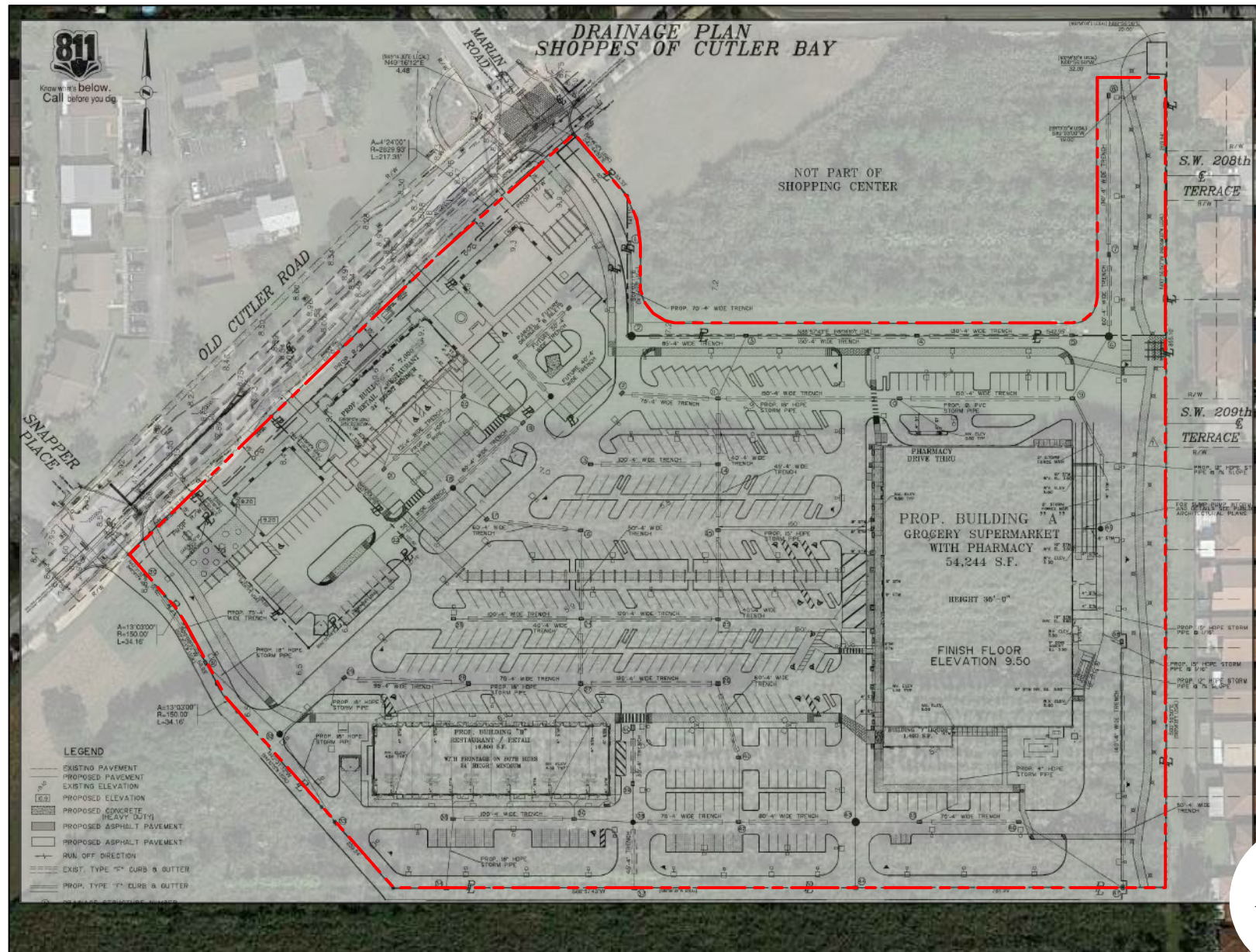
DRAWN BY:	P. Saneaux	DATE:	08/19/2019	CHECKED BY:	L.Marshallsay	DATE:	08/19/2019
SCALE:	1:24,000	PROJECT NO.	2110.1900103.0000	DOCS NO.	1703503	FIGURE NO.	A-1



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2018 AERIAL PHOTOGRAPH / SITE LOCATION MAP

DRAWN BY:	P. SANEUX	DATE:	8/19/2019	CHECKED BY:	L. Marshallsay	DATE:	8/19/2019
SCALE:	1" = 140'	PROJECT NO.	2110.1900103.0000	DOCS NO.	1703503	FIGURE NO.	A-2



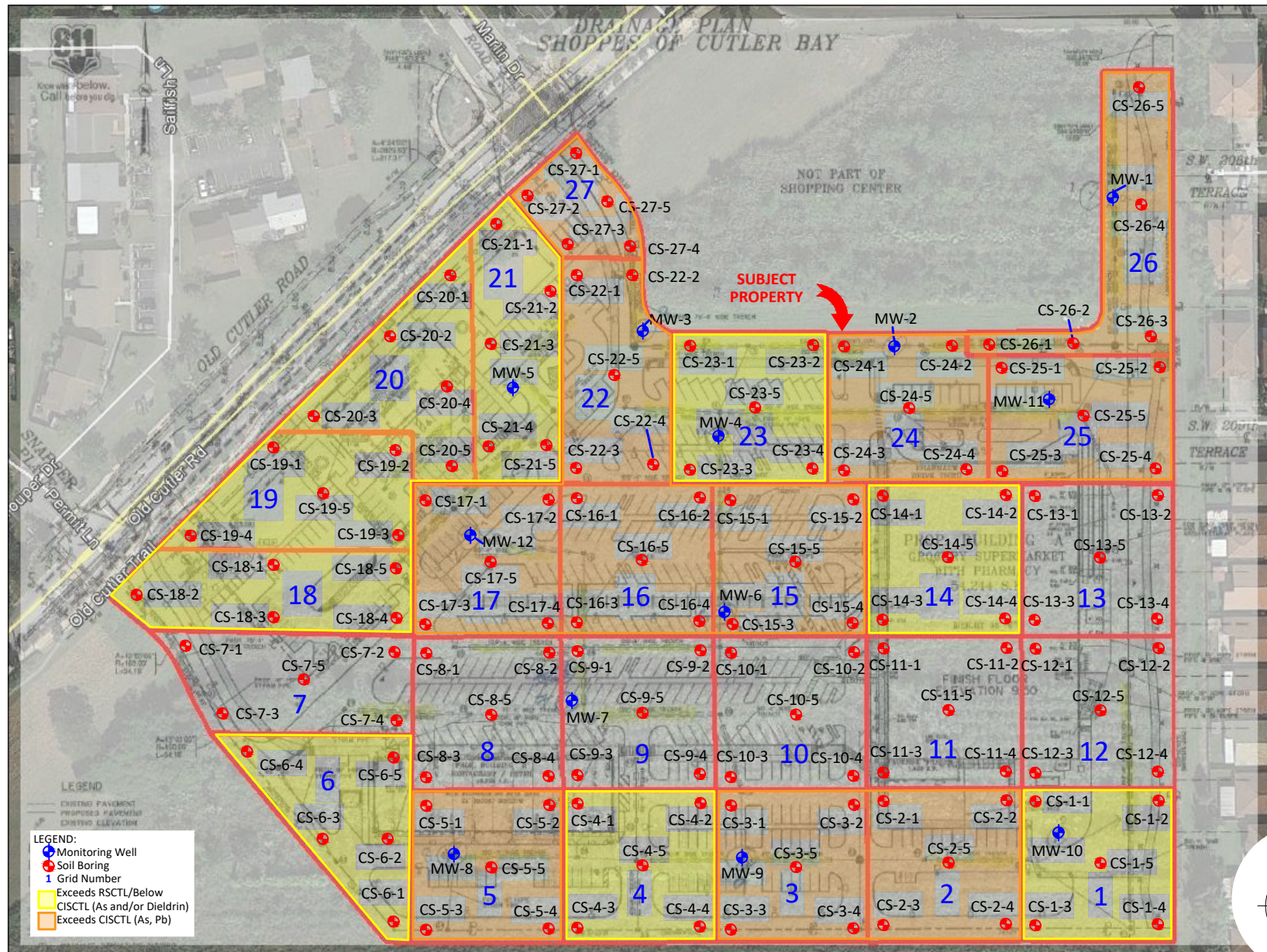
PROPOSED PUBLIX STORE NO. 1465
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PROPOSED PUBLIX STORE NO. 1465 SITE PLAN

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SCALE:	1" = 140'	PROJECT NO.	2110.1900103.0000	DOCS NO.	1703503	FIGURE NO.	A-3

SAMPLE LOCATION MAP / SITE ASSESSMENT REPORT

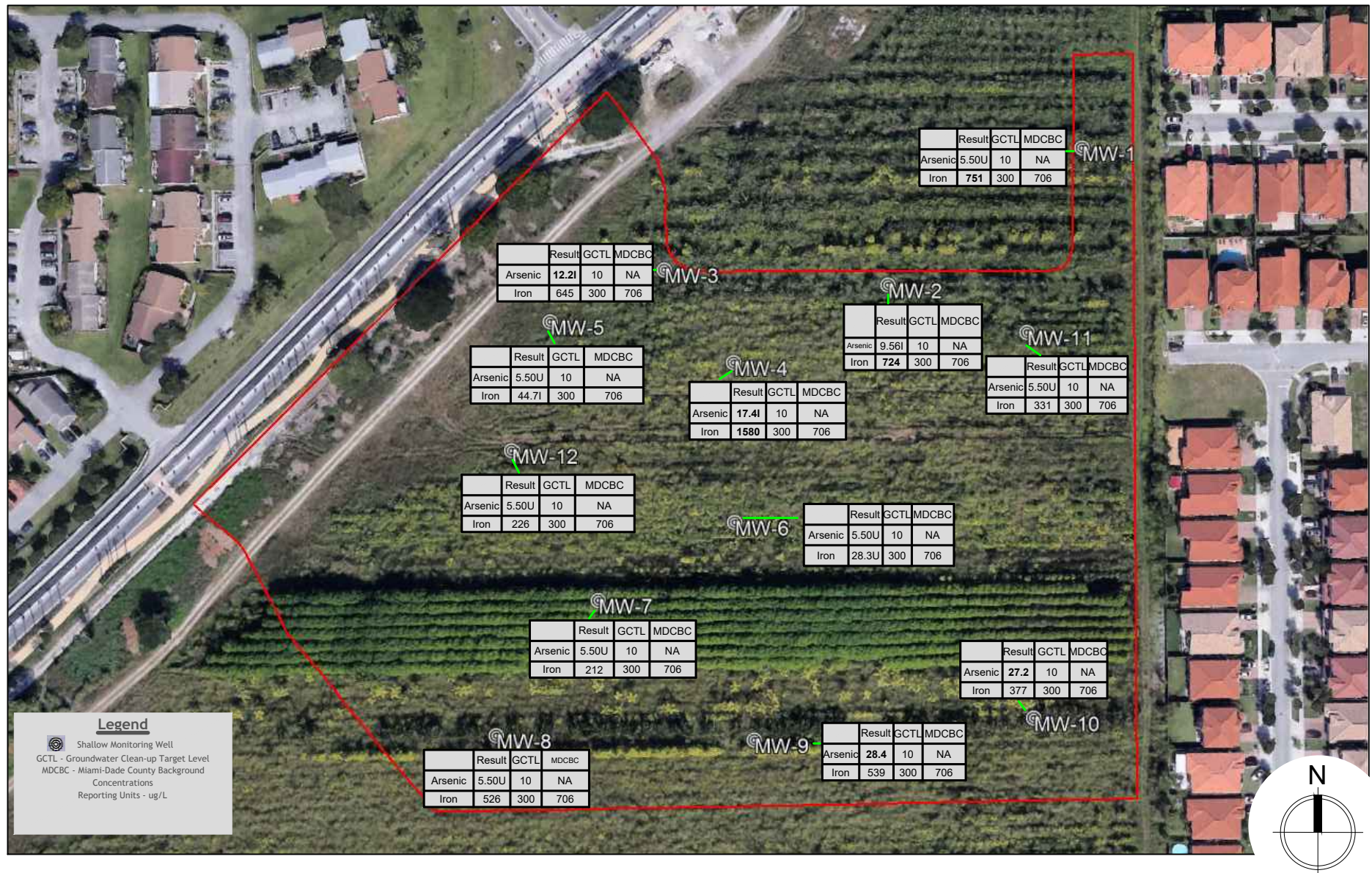
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SCALE:	1" = 140'	PROJECT NO.	2110.1900103.0000	DOCs NO.	1703503	FIGURE NO.	A-4



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SOUTHEAST SIDE OF OLD CUTLER ROAD & SW 208 STREET
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Sample Quality Map / Site Assessment Report

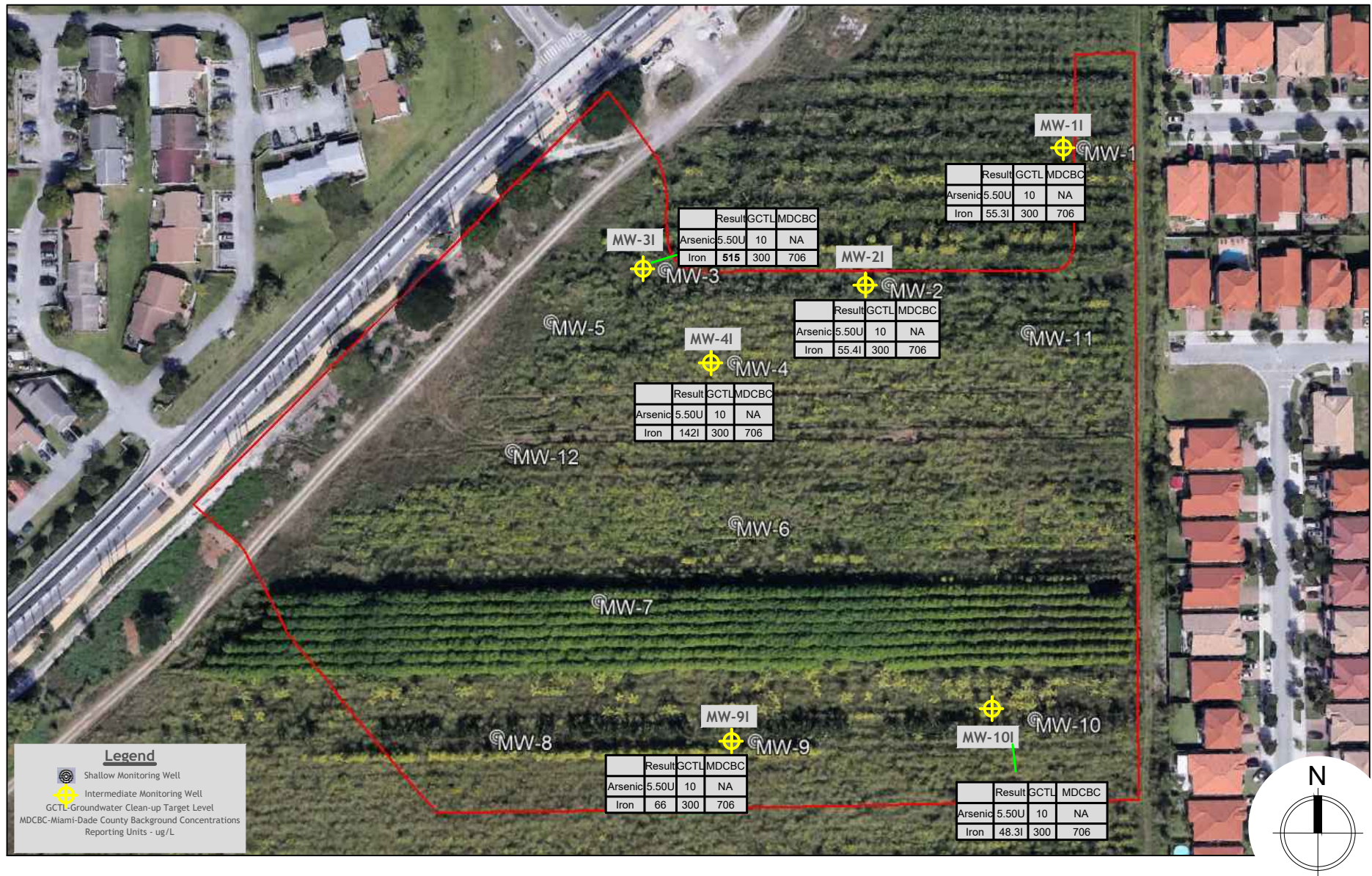
DRAWN BY:	P. Saneaux	DATE:	8/19/2019	CHECKED BY:	L. Marshallsay	DATE:	8/19/2019
SCALE:	1" = 140'	PROJECT NO.	2140.1900103.0000	DOCS NO.	1703503	FIGURE NO.	A-5



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SOUTH SIDE OF OLD CUTLER ROAD & SW 208 STREET
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SHALLOW GROUNDWATER QUALITY MAP/2018 AERIAL PHOTOGRAPH

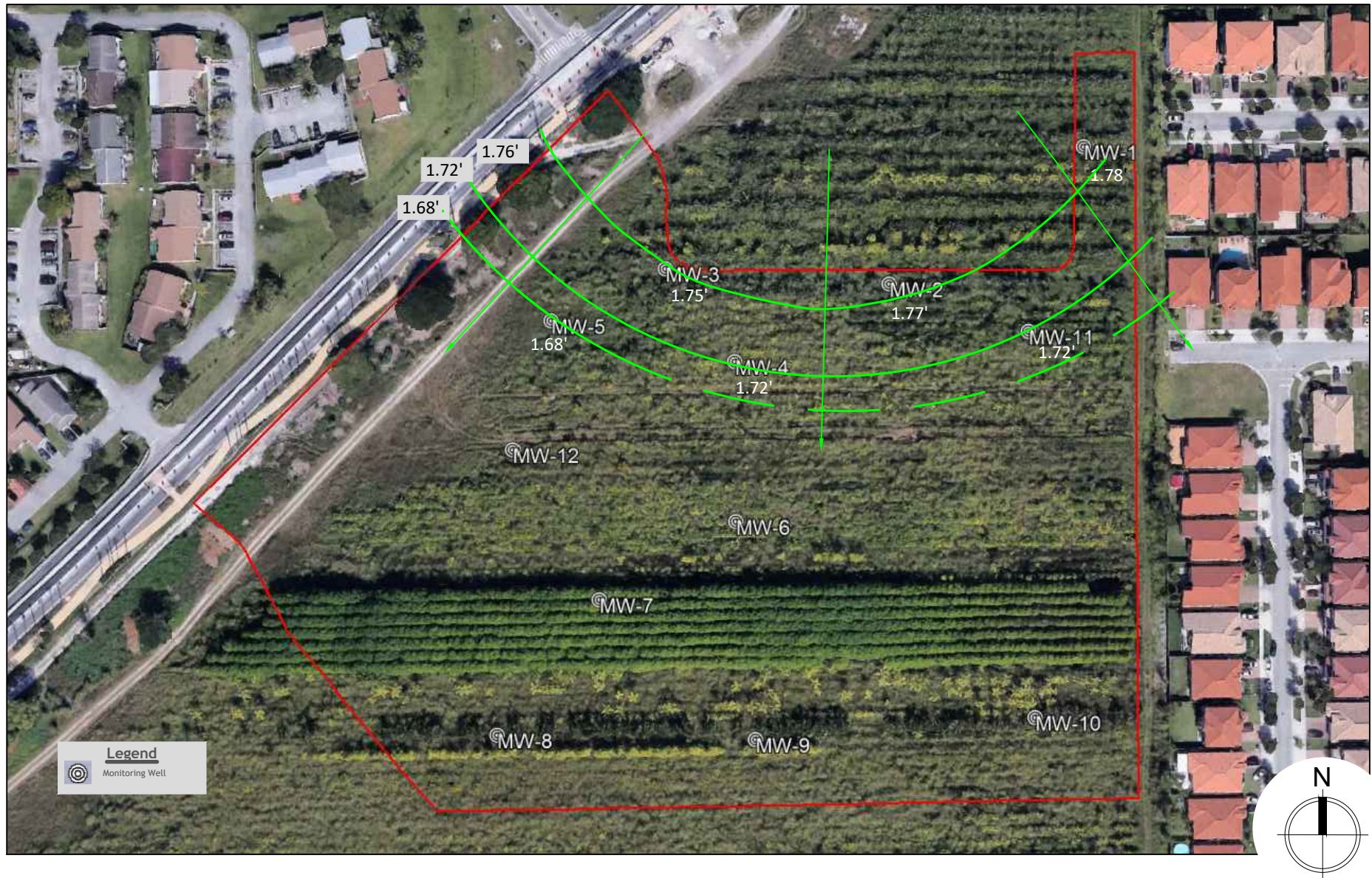
DRAWN BY:	D. Infante	DATE:	09/16/2019	CHECKED BY:	L. Marshallsay	DATE:	09/16/2019
SCALE:	1" = 160'	PROJECT NO.	2110.1900103.0000	DOC'S NO.		FIGURE NO.	A-6



PROPOSED PUBlix - CUTLER BAY
SOUTH SIDE OF OLD CUTLER ROAD & SW 208 STREET
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INTERMEDIATE GROUNDWATER QUALITY MAP/2018 AERIAL PHOTOGRAPH

DRAWN BY:	D. Infante	DATE:	09/16/2019	CHECKED BY:	L. Marshallsay	DATE:	09/16/2019
SCALE:	1" = 160'	PROJECT NO.	2110.1900103.0000	DOCs NO.		FIGURE NO.	A-7



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SOUTH SIDE OF OLD CUTLER ROAD & SW 208 STREET
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SHALLOW GROUNDWATER ELEVATION MAP/2018 AERIAL

DRAWN BY:	D. Infante	DATE:	09/16/2019	CHECKED BY:	L. Marshallsay	DATE:	09/16/2019
SCALE:	1" = 160'	PROJECT NO.	2110.1900103.0000	DOCS NO.		FIGURE NO.	A-8