



**AGENDA INFORMATION**

**CITY OF MIAMI SPRINGS**

**CITY COUNCIL**

**Special Meeting**

**Thursday, June 7, 2012**

**4:00 p.m.**

**Council Chambers – City Hall**

**201 Westward Drive, Miami Springs**

**Mayor Xavier Garcia**

**Vice Mayor George V. Lob**

**Councilman Bob Best**

**Councilmember Group II - Vacant**

**Councilwoman Jennifer Ator**

**City Manager Ronald K. Gorland**

**City Attorney Jan K. Seiden**

**City Clerk Magali Valls**



**CITY OF MIAMI SPRINGS, FLORIDA**

**Mayor Xavier M. Garcia**

**Vice Mayor George V. Lob**  
**Councilmember Group II - Vacant**

**Councilman Bob Best**  
**Councilwoman Jennifer Ator**

**Decorum:** "Any person making impertinent or slanderous remarks or who becomes boisterous while addressing the City Council, shall be barred from further audience before the City Council by the Mayor, unless permission to continue or again address the City Council is granted by the majority vote of the City Council members present. In accordance with the foregoing, the City Council has determined that racial or ethnic slurs, personal attacks and comments unrelated to City matters or issues constitute prohibited comments from the podium".

**AGENDA**

**SPECIAL MEETING**

**Thursday, June 7, 2012 – 4:00 p.m.**

**Council Chambers – City Hall**

**201 Westward Drive – Miami Springs**

1. Call to Order/Roll Call
2. Invocation: Mayor Garcia
3. Resolution No. 2012-3548 – A Resolution of the City Council of the City of Miami Springs Acknowledging and Approving the Recitals contained Therein; Authorizing and Approving the Closing of the Curtiss Mansion Historic Tax Credit Transaction Between the City and NGM Insurance Company; Authorizing and Approving the Specific Documents for the Closing of the Transaction; Authorizing and Approving the Execution of any Additional Closing Documentation; Authorizing City Manager Ronald K. Gorland, and Assistant City Manager/Finance Director William A. Alonso to Execute the Required Closing Documentation; Authorizing the City Manager and Assistant City Manager/Finance Director to Designate Alternate Signatories; Effective Date
4. Approval of Contract – Lease Curtiss Mansion Operations

5. Adjourn

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If any person decides to appeal any decision of this Board with respect to any matter considered, s/he will need a record of the proceedings and for such purpose may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is made (F. S. 286.0105), all of which the City does not provide.  
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In accordance with the Americans with Disabilities Act, persons needing a special accommodation to participate in this proceeding should contact the City Clerk, 201 Westward Drive, Miami Springs, Florida 33166. Telephone: (305) 805-5006, no later than (7) days prior to the proceeding.  
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Pursuant to Sec. 2-11.1 (S) of the Miami-Dade County Code and Miami Springs Code of Ordinances Chapter 33 - §33-20, all persons, firms or corporations employed or retained by a principal who seeks to encourage the passage, defeat, or modifications of (1) ordinance, resolution, action or decision of the City Council; (2) any action, decision, recommendation of any City Board or Committee; or (3) any action, decision or recommendation of City personnel during the time period of the entire decision-making process on such action, decision or recommendation which will be heard or reviewed by the City Council, or a City Board or Committee shall register with the City before engaging in any lobbying activities on forms prepared for this purpose and shall state under oath his or her name, business address, the name and business address of each person or entity which has employed said registrant to lobby, and the specific issue on which he or she has been employed to lobby. A copy of the lobbyist registration form is available from the Office of the City Clerk.  
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**RESOLUTION NO. 2012-3548**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MIAMI SPRINGS ACKNOWLEDGING AND APPROVING THE RECITALS CONTAINED THEREIN; AUTHORIZING AND APPROVING THE CLOSING OF THE CURTISS MANSION HISTORIC TAX CREDIT TRANSACTION BETWEEN THE CITY AND NGM INSURANCE COMPANY; AUTHORIZING AND APPROVING THE SPECIFIC DOCUMENTS FOR THE CLOSING OF THE TRANSACTION; AUTHORIZING AND APPROVING THE EXECUTION OF ANY ADDITIONAL CLOSING DOCUMENTATION; AUTHORIZING CITY MANAGER, RONALD K. GORLAND, AND ASSISTANT CITY MANAGER/FINANCE DIRECTOR, WILLIAM A. ALONSO TO EXECUTE THE REQUIRED CLOSING DOCUMENTATION; AUTHORIZING THE CITY MANAGER AND ASSISTANT CITY MANAGER/FINANCE DIRECTOR TO DESIGNATE ALTERNATE SIGNATORIES; EFFECTIVE DATE.**

**WHEREAS**, the City of Miami Springs executed a Tax Credit Agreement with Brian Wishneff & Associates on July 19, 2011 in order to solicit participation in a transaction that would utilize Federal Historic Tax Credits ("HTC") to secure funding for the renovation and rehabilitation of the Curtiss Mansion; and,

**WHEREAS**, Brian Wishneff & Associates secured a "Term Sheet" for the participation of NGM Insurance Company ("NGM") in the desired HTC transaction with the City, which was duly authorized and approved by the City Council and fully executed on April 30, 2012; and,

**WHEREAS**, the parties have thereafter worked diligently to comply with their respective duties and responsibilities in the transaction, which included the City's duly authorized and approved formations of Miami Springs Properties, Inc., a Florida Corporation, Miami Springs Landlord LLC, a Florida Limited Liability Company, and Miami Springs Master Tenant LLC, a Florida Limited Liability Company; and,

**WHEREAS**, in furtherance of the proposed transaction, the City Council duly authorized the establishment of bank accounts for the aforesaid Florida Corporation and Limited Liability Companies; and,

**WHEREAS**, the various documentation and other specific requirements for the transaction have been prepared, secured, reviewed and approved by all parties; and,

**WHEREAS**, all pre-closing matters have concluded and the HTC transaction is prepared for closing; and,

**WHEREAS**, the City Council has been fully advised of the nature and progress of the transaction, the benefits to be achieved from the transaction, and the need for City Council authorization for consummation and closing of the transaction; and,

**WHEREAS**, the City Council of the City of Miami Springs has determined that it is in the best interests of the City and its citizens for the pending Curtiss Mansion Historic Tax Credit transaction with NGM Insurance Company to be consummated and closed:

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MIAMI SPRINGS, FLORIDA:**

**Section 1:** That the City Council of the City of Miami Springs hereby acknowledges and approves the recitals previously set forth herein.

**Section 2:** That the City Council of the City of Miami Springs hereby authorizes and approves the closing of the pending Curtiss Mansion Historic Tax Credit transaction with NGM Insurance Company.

**Section 3:** That the City Council of the City of Miami Springs hereby specifically authorizes and approves the execution of the following closing documentation, to-wit:

- Ground Lease between the City of Miami Springs, as Landlord, and Miami Springs Landlord LLC, as Tenant (Memorandum of Lease for document).
- Master Lease between Miami Springs Landlord LLC and Miami Springs Master Tenant LLC (Memorandum of Lease for document).
- Lease for Curtiss Mansion operations between Miami Springs Master Tenant LLC and Curtiss Mansion, Inc., a Not-for-Profit Florida Corporation (*501-C-3 Entity*).
- Guaranty of City of Miami Springs.
- Guaranty of Miami Springs Properties, Inc
- Option Agreement between Miami Springs Properties, Inc., and NGM Insurance Company.
- Credit Pass-Through Agreement between Miami Springs Landlord LLC and Miami Springs Master Tenant LLC.
- Operating Agreement between Miami Springs Master Tenant LLC/Miami Springs Properties, Inc. and NGM Insurance Company.

- Operating Agreement between Miami Springs Landlord LLC/Miami Springs Properties, Inc. and Miami Springs Master Tenant LLC/Miami Springs Properties, Inc.
- Development Service Agreement between Miami Springs Landlord LLC and the City of Miami Springs.
- Reimbursement and Assignment of Contracts, Intangibles and Warranties between the City of Miami Springs and Miami Springs Landlord LLC.
- Certificate of Miami Springs Properties, Inc.
- Certificate of Miami Springs Landlord LLC.
- Certificate of Miami Springs Master Tenant LLC.

**Section 4:** That the City Council of the City of Miami Springs hereby authorizes and approves the execution of any and all other documentation not specifically set forth herein that may be required for the consummation of this transaction.

**Section 5:** That the City Council of the city of Miami Springs hereby authorizes City Manager Ronald K. Gorland and Assistant City Manager/Finance Director, William A. Alonso, to execute all documentation required for the closing of this transaction on behalf of the City of Miami Springs, Miami Springs Properties, Inc., Miami Springs Landlord LLC, and Miami Springs Master Tenant LLC.

**Section 6:** That the City Council of the City of Miami Springs hereby authorizes the City Manager and the Assistant City Manager/Finance Director to designate alternate signatories should either or both be unavailable or unable to execute any of the required closing documentation.

**Section 7:** That this Resolution shall become effective immediately upon adoption.

**PASSED AND ADOPTED** by the City Council of the City of Miami Springs, Florida  
this 7<sup>th</sup> day of June, 2012.

The motion to adopt the foregoing resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, and on roll call the following vote ensued:

Vice Mayor Lob	" _____ "
Councilman Best	" _____ "
Councilmember Group II	"vacant"
Councilwoman Ator	" _____ "
Mayor Garcia	" _____ "

\_\_\_\_\_  
Zavier M. Garcia  
Mayor

**ATTEST:**

\_\_\_\_\_  
Magali Valls, CMC  
City Clerk

**APPROVED AS TO LEGALITY AND FORM:**

  
Jan K. Seiden, City Attorney

Resolution No. 2012-3548



AGENDA

ITEM

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TO BE

SUBMITTED

