

MEMORANDUM

Agenda Item No. 11(A)(6)

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

DATE: November 20, 2024

FROM: Geri Bonzon-Keenan
County Attorney

SUBJECT: Resolution directing the County Mayor, on an expedited basis, to perform all due diligence necessary to determine whether any obstacles or impediments exist to the 99-year lease and development agreement of an approximately 20-acre portion of Folio Nos. 30-7901-000-0120 and 30-7901-000-0095, to VSGS Facilities, LLC, for the development of and use as a multipurpose sports complex including a stadium, hotel, retail, commercial, and sports facilities pursuant to section 125.045, Florida Statutes, with consideration including the potential construction and operation of certain park improvements on a portion of Homestead Air Reserve Park, to expeditiously attempt to resolve any issues, to negotiate and finalize the terms of the lease with the developer, to provide status report in 45 days, and to place such final negotiated agreement along with recommendation, or additional report, on this Board's agenda for consideration within a time certain; and waiving certain provisions of Implementing Order No. 8-4

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Kionne L. McGhee.


Geri Bonzon-Keenan
County Attorney

GBK/gh

MDC001



MEMORANDUM
(Revised)

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

DATE: November 20, 2024

FROM: 
Gen Bonzon-Keenan
County Attorney

SUBJECT: Agenda Item No. 11(A)(6)

Please note any items checked.

- _____ **“3-Day Rule” for committees applicable if raised**
- _____ **6 weeks required between first reading and public hearing**
- _____ **4 weeks notification to municipal officials required prior to public hearing**
- _____ **Decreases revenues or increases expenditures without balancing budget**
- _____ **Budget required**
- _____ **Statement of fiscal impact required**
- _____ **Statement of social equity required**
- _____ **Ordinance creating a new board requires detailed County Mayor’s report for public hearing**
- _____ **No committee review**
- _____ **Applicable legislation requires more than a majority vote (i.e., 2/3’s present ____, 2/3 membership ____, 3/5’s ____, unanimous ____, majority plus one ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3) (h) or (4)(c) ____, CDMP 9 vote requirement per 2-116.1(4)(c) (2) ____)** to approve
- _____ **Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required**

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 11(A)(6)
11-20-24

RESOLUTION NO. _____

RESOLUTION DIRECTING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE, ON AN EXPEDITED BASIS, TO: (1) PERFORM ALL DUE DILIGENCE NECESSARY TO DETERMINE WHETHER ANY OBSTACLES OR IMPEDIMENTS EXIST TO THE 99-YEAR LEASE AND DEVELOPMENT AGREEMENT OF AN APPROXIMATELY 20-ACRE PORTION OF FOLIO NOS. 30-7901-000-0120 AND 30-7901-000-0095, TO VSGS FACILITIES, LLC, FOR THE DEVELOPMENT OF AND USE AS A MULTIPURPOSE SPORTS COMPLEX INCLUDING A STADIUM, HOTEL, RETAIL, COMMERCIAL, AND SPORTS FACILITIES PURSUANT TO SECTION 125.045, FLORIDA STATUTES, WITH CONSIDERATION INCLUDING THE POTENTIAL CONSTRUCTION AND OPERATION OF CERTAIN PARK IMPROVEMENTS ON A PORTION OF HOMESTEAD AIR RESERVE PARK, (2) EXPEDITIOUSLY ATTEMPT TO RESOLVE ANY ISSUES, (3) NEGOTIATE AND FINALIZE THE TERMS OF THE LEASE WITH THE DEVELOPER, (4) PROVIDE STATUS REPORT, AND (5) PLACE SUCH FINAL NEGOTIATED AGREEMENT ALONG WITH RECOMMENDATION, OR ADDITIONAL REPORT, ON THIS BOARD'S AGENDA FOR CONSIDERATION WITHIN A TIME CERTAIN; AND WAIVING CERTAIN PROVISIONS OF IMPLEMENTING ORDER NO. 8-4

WHEREAS, on July 13, 2004, this Board adopted Resolution No. R-909-04, which authorized the County to execute an Economic Development Conveyance Agreement with the Secretary of the Air Force on behalf of the United States of America (the "Air Force") to accomplish the transfer of 601 acres of former Homestead Air Reserve Base property ("EDC Premises") to the County at no cost, for the purpose of promoting economic development through job creation and new business development in the immediate area of the former Homestead Air Reserve Base; and

WHEREAS, the County has leased or conveyed numerous properties for economic development purposes to various entities throughout the EDC Premises since the initial conveyance from the Air Force; and

WHEREAS, on May 7, 2019, this Board adopted Resolution No. R-526-19, which approved a Contract for Sale and Purchase of 123 acres of vacant, County-owned property within the EDC Premises, identified by Folio No. 30-7901-000-0095 and a portion of Folio No. 30-7901-000-0120, to Miami-Dade Steel, LLC, for the purpose of constructing and operating a micro steel mill, which was last amended by this Board in July, 2023, by Resolution No. R-709-23 (the “Steel Mill contract”); and

WHEREAS, pursuant to the Steel Mill contract, the County, in its sole discretion, could elect to retain ownership of up to 20 acres with a pro rata reduction in the purchase price, by exercising such rights prior to July 31, 2024; and

WHEREAS, on July 26, 2024, the County exercised its right under the Steel Mill contract to retain ownership of a 20-acre tract on the eastern portion of the property, as further described in Exhibit “A,” attached hereto and incorporated herein (the "Economic Development Property"); and

WHEREAS, in July 2024, VSGS Facilities, LLC, a Florida limited liability company (the “Developer”) finalized the submission of its application requesting, among other things, the lease of the Economic Development Property for the development of a multipurpose sports complex project including a stadium, hotel, retail, commercial, and sports facilities, to promote economic development, attract business, and create jobs for County residents (the “EDC Project”); and

WHEREAS, the Economic Development Property may be suitable for the construction of the EDC Project; and

WHEREAS, in 1998, the County received, from the Department of the Interior on behalf of the United States of America, approximately 212 acres of land that made up a part of Homestead Air Reserve Base property for the purpose of providing public park and recreational spaces, now known as Homestead Air Reserve Park (“HARP”) and identified by Folio No. 30-6936-000-0080 (the “HARP Property”) located just north of the EDC Property; and

WHEREAS, on November 19, 2002, this Board adopted Resolution No. R-1279-02, authorizing the erection, construction, and operation of HARP as a “district” park—now referred to as a “regional” park—pursuant to section 33-303 of the Code of Miami-Dade County, including a general plan calling for the construction of certain recreational facilities, but to date, the park improvements have not been completed; and

WHEREAS, the Developer has proposed that as consideration for the proposed lease agreement, among other things, it would develop, at its cost and expense, park improvements upon the HARP Property, and further proposed to maintain and operate same; and

WHEREAS, increasing recreational space, opportunities for employment, and other economic development will benefit the residents of District 9 and Miami-Dade County; and

WHEREAS, the development of the EDC Project would expand economic activities, invigorate the area, create jobs, and assist in providing a stronger and more vibrant economy; and

WHEREAS, it is in the best interests of the County's residents and visitors to promote economic growth, to create new jobs and strengthen the local economy, and to enhance public parks; and

WHEREAS, pursuant to section 125.045, Florida Statutes, the County may employ measures to attract business enterprises, including but not limited to the lease of real property directly to entities to attract such business enterprises; and

WHEREAS, section 125.045 provides an exception to competitive bidding requirements for non-competitive conveyances to attract new businesses and industries to the community for economic development purposes and to improve local infrastructure; and

WHEREAS, this Board desires to promote economic development by entering into a lease and development agreement, pursuant to section 125.045, with the Developer to accomplish the development and operation of the EDC Project (the “Agreement”); and

WHEREAS, administration has commenced due diligence, and this Board wishes to direct the County Mayor or County Mayor’s designee to expeditiously complete all necessary due diligence to determine whether any obstacles or impediments exist which preclude the lease of the Economic Development Property to the Developer and the potential construction, maintenance, or use of park improvements on the HARP Property, including but not limited to a responsible entity analysis, title work, review of zoning and Article 7 of the County Charter, and other restrictions that could preclude the lease and development or result in a significant financial impact to the County, any required appraisals, and a review of any other issues that may impact such development such as the alignment of SW 122 Avenue/Florida Avenue which may intersect the boundaries of the Economic Development Parcel (collectively the “Due Diligence Requirements”); and

WHEREAS, provided that no obstacles or impediments exist with respect to the EDC Property and the HARP Property after the Due Diligence Requirements are conducted, this Board desires to lease the EDC Property to the Developer for the development and operation of the EDC Project, which may potentially include improvements to and use of the HARP Property; and

WHEREAS, if any obstacles or impediments exist, this Board seeks to direct the administration to expedite all necessary steps to resolve same to effectuate the Agreement; and

WHEREAS, to address the critical need for economic development in the County, and to expedite and effectuate the EDC Project, this Board seeks to waive the provisions of Implementing Order No. 8-4, other than the Due Diligence Requirements set forth above, and the applicable Lease and Deed Requirements and Restrictions set forth in subsections (i) through (xi) of such Implementing Order,

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

Section 1. The foregoing recitals are incorporated in this resolution and are approved.

Section 2. This Board directs the County Mayor or County Mayor's designee to perform all Due Diligence Requirements on an expedited basis to confirm that there are no obstacles or impediments which would preclude the lease of the EDC Property or the construction on and use of the HARP Property, or that would cause a significant financial impact to the County.

Section 3. To the extent that any obstacles or impediments are identified, the County Mayor or County Mayor's designee is further directed to expedite all necessary steps to resolve such issues to effectuate the Agreement, and thereafter, pursuant to section 125.045, Florida Statutes, to negotiate and finalize the Agreement with the Developer, in accordance with the provisions herein, for an EDC Project, including the development of a multipurpose sports complex which includes a stadium, hotel, commercial, retail, and sports facilities. The Agreement shall include minimum job creation requirements and timeframes and milestones upon which a reverter can be based in the event of noncompliance, as well as liquidated damages for noncompliance with job creation requirements. Further, in accordance with section 125.045, Florida Statutes, to facilitate the growth and creation of business enterprises at the EDC Property, the Agreement may include economic development incentives and shall consider and include any

appropriate reduction in price, grants, loans, or other financial incentives that may be based upon, but are not limited to: (i) the opportunities provided to small or start-up businesses and not-for-profit business entities to participate in EDC Project development and operations; (ii) the Developer's proposed capital investment into the EDC Property, the HARP Property, or surrounding areas; (iii) any needed stabilization period and profit sharing; and (iv) the promotion of the creation of a new business enterprise in Miami-Dade County.

Section 4. To the extent that any obstacles or impediments are identified, the County Mayor or County Mayor's designee is further directed to work with the Developer to expedite all necessary steps to resolve such issues to effectuate the Agreement.

Section 5. This Board waives the provisions of Implementing Order No. 8-4 to expedite this conveyance, other than the Due Diligence Requirements and the applicable "Lease and Deed Requirements and Restrictions set forth in subsections (i) through (xi) of such Implementing Order.

Section 6. The County Mayor or County Mayor's designee is directed to: (i) within 45 days of the effective date of this resolution, provide a status report to this Board of actions taken in furtherance of the foregoing sections; and (ii) by this Board's first regular meeting in January, place the Agreement on an agenda of this Board, which may include a written recommendation, and any recommended waivers, regarding the Agreement, or if no Agreement is finalized by such date, provide a second report to this Board which shall at a minimum: (a) identify any obstacles or impediments that prevent or affect entering into the Agreement; (b) identify methods by which any identified obstacles or impediments can be eliminated, including any applicable costs; (c) recommend additional terms or restrictions for inclusion in the Agreement; and (d) estimate any additional time which would be reasonably necessary to finalize the Agreement. The reports

identified above shall be placed on an agenda of the full Board without committee review pursuant to rule 5.06(j) of the Board's Rules of Procedure.

Section 7. The County Mayor or County Mayor's designee is directed to take no other actions that would encumber or impact the utilization of the EDC Property other than as specified herein and shall not issue any permits, licenses, or other agreements related to the EDC Property in the absence of Board direction, except as provided herein.

The Prime Sponsor of the foregoing resolution is Commissioner Kionne McGhee. It was offered by Commissioner _____, who moved its adoption. The motion was seconded by Commissioner _____ and upon being put to a vote, the vote was as follows:

Oliver G. Gilbert, III, Chairman	
Anthony Rodriguez, Vice Chairman	
Marleine Bastien	Juan Carlos Bermudez
Kevin Marino Cabrera	Sen. René García
Roberto J. Gonzalez	Keon Hardemon
Danielle Cohen Higgins	Eileen Higgins
Kionne L. McGhee	Raquel A. Regalado
Mickey Steinberg	

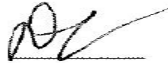
The Chairperson thereupon declared the resolution duly passed and adopted this 20th day of November, 2024. This resolution shall become effective upon the earlier of (1) ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this resolution and the filing of this approval with the Clerk of the Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

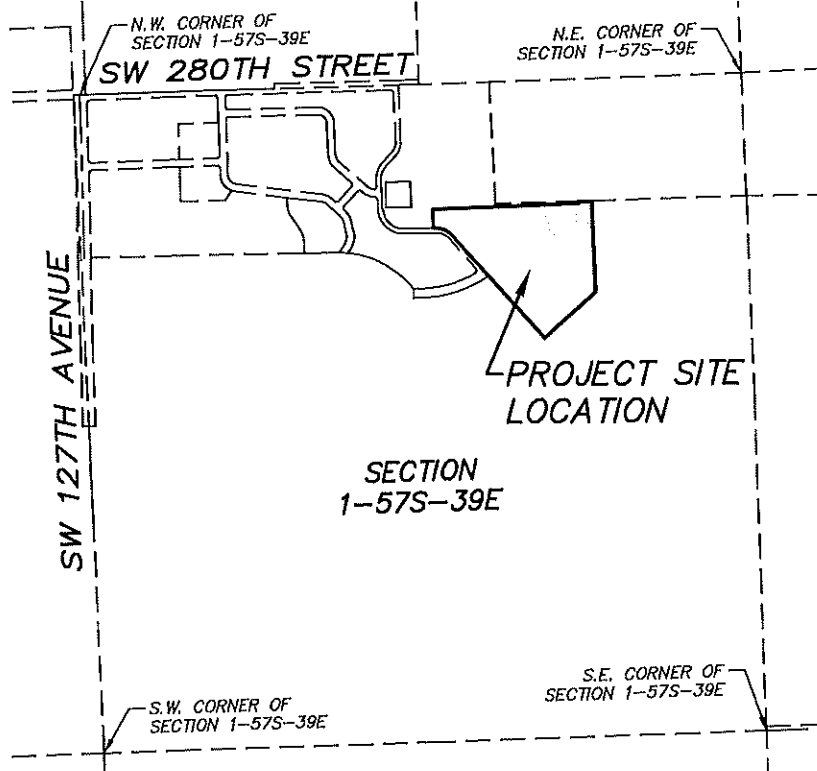
JUAN FERNANDEZ-BARQUIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.



Debra Herman



LOCATION SKETCH
(NOT TO SCALE)

SURVEYOR'S NOTES:

- THIS IS NOT A BOUNDARY SURVEY.
- THIS SITE LIES IN SECTION 1, TOWNSHIP 57 SOUTH, RANGE 39 EAST, MIAMI-DADE COUNTY, FLORIDA.
- BEARINGS SHOWN HEREON ARE BASED ON THE NORTH AMERICAN DATUM OF 1983 (2011 ADJUSTMENT)
- SOURCES OF DATA:
 - "COMMUNITY PARTNERSHIP SOUTH", (P.B. 153, PG. 66).
 - ORB 22889, PG. 2535.
 - EXHIBIT "B" "REVERSIONARY PROPERTY" OF FIFTH AMENDMENT.

ALL OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA
 -THIS SKETCH AND LEGAL DESCRIPTION CONSIST OF 3 SHEETS; NEITHER IS FULL AND COMPLETE WITHOUT THE OTHER.

SURVEYOR'S CERTIFICATION:

THIS IS TO CERTIFY TO THE HEREIN NAMED AND/OR PERSONS THAT THE "SKETCH AND LEGAL DESCRIPTION" OF THE HEREIN DESCRIBED PROPERTY IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF AS SURVEYED AND PLATTED UNDER MY DIRECTION ON JULY 26, 2024.
 I FURTHER CERTIFY THAT THIS SURVEY MEETS THE STANDARDS OF PRACTICE REQUIREMENTS AS SET FORTH IN RULE 5J-17.051 AND 5J-17.052 AS ADOPTED BY THE FLORIDA BOARD OF PROFESSIONAL SURVEYORS AND MAPPERS PURSUANT TO CHAPTER 472.027 FLORIDA STATUTES.



Digitally signed by Pavel A Perez Martinez
 Date: 2024.07.26 13:40:53 -04'00'

Pavel A. Perez Martinez
 Professional Surveyor and Mapper LS#7477
 State of Florida

Survey Map and Report or the copies thereof are not valid without the Signature and Original or Digital Seal of a Florida Licensed Surveyor & Mapper.

NOTES:

1. SEE SHEET 1 OF 3 FOR LOCATION SKETCH AND NOTES.
2. SEE SHEET 2 OF 3 FOR LEGAL DESCRIPTION TO ACCOMPANY SKETCH.
3. SEE SHEET 3 OF 3 FOR SKETCH TO ACCOMPANY LEGAL DESCRIPTION.



Miami Dade County
 Transportation and
 Public Works Department
 Survey Section
 111 N.W. First Street, Suite N 1610
 Miami, Florida 33128 (305-376-2657)

SKETCH AND LEGAL DESCRIPTION

Project Title:
 PARCEL "A" - 20-ACRE PARCEL

Project Manager:		2024-----	
Drawn: Pavel Perez Martinez		Date:	Scale:
Checked: Scott Riggs		07/26/2024	N/A
Survey:		SHEET N°	
Revisions		1 of 3	
N°	Date	Description	Field Book
			Page

LEGAL DESCRIPTION:


A PORTION OF THE NORTHEAST ONE QUARTER (1/4) OF SECTION 1, TOWNSHIP 57 SOUTH, RANGE 39 EAST, MIAMI-DADE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

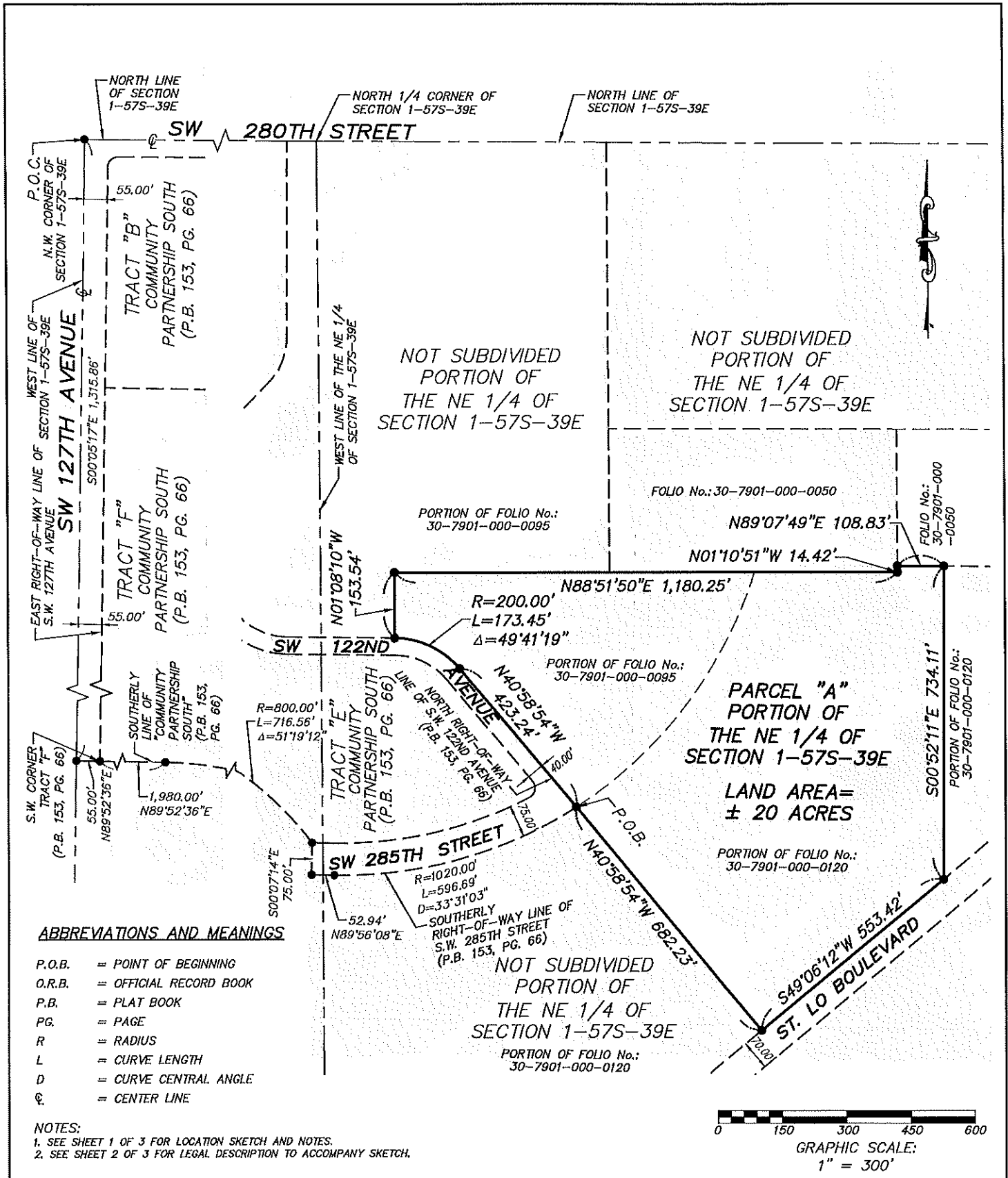
COMMENCE AT THE NORTHWEST CORNER OF SAID SECTION 1, TOWNSHIP 57 SOUTH, RANGE 39 EAST; THENCE SOUTH 00°05'17" EAST, ALONG THE WEST LINE OF SAID SECTION 1, A DISTANCE OF 1,315.86 FEET; THENCE NORTH 89°52'36" EAST, A DISTANCE OF 55.00 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF S.W. 127TH AVENUE BEING COINCIDENT WITH THE SOUTHWEST CORNER OF TRACT "F" OF "COMMUNITY PARTNERSHIP SOUTH", AS RECORDED IN PLAT BOOK 153, PAGE 66, OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA; THENCE ALONG THE FOLLOWING TWO (2) COURSES, WHICH ARE COINCIDENT WITH THE SOUTHERLY LINE OF SAID PLAT OF "COMMUNITY PARTNERSHIP SOUTH", (1) CONTINUE NORTH 89°52'36" EAST, A DISTANCE OF 1,980.00 FEET TO A POINT OF CURVATURE OF A CIRCULAR CURVE CONCAVE TO THE SOUTHWEST HAVING AS ITS ELEMENTS A RADIUS OF 800.00 FEET AND A CENTRAL ANGLE OF 51°19'12"; (2) THENCE SOUTHEASTERLY, ALONG THE ARC OF SAID CURVE FOR AN ARC DISTANCE OF 716.56 FEET TO A POINT OF NON-TANGENCY; THENCE SOUTH 00°07'14" EAST, A DISTANCE OF 75.00 FEET; THENCE ALONG THE FOLLOWING TWO (2) COURSES, WHICH ARE COINCIDENT WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF S.W. 285TH STREET AS SHOWN ON SAID PLAT OF "COMMUNITY PARTNERSHIP SOUTH", (1) NORTH 89°56'08" EAST, A DISTANCE OF 52.94 FEET TO A POINT OF CURVATURE OF A CIRCULAR CURVE CONCAVE TO THE NORTHWEST HAVING AS ITS ELEMENTS A RADIUS OF 1,020.00 FEET AND A CENTRAL ANGLE OF 33°31'03"; (2) THENCE NORTHEASTERLY, ALONG THE ARC OF SAID CURVE FOR AN ARC DISTANCE OF 596.69 FEET TO A POINT OF NON-TANGENCY; SAID POINT BEING THE INTERSECTION WITH THE NORTH RIGHT-OF-WAY LINE OF S.W. 122ND AVENUE AS SHOWN ON SAID PLAT OF "COMMUNITY PARTNERSHIP SOUTH", ALSO BEING THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL OF LAND; THENCE NORTH 40°58'54" WEST, ALONG SAID RIGHT-OF-WAY LINE OF S.W. 122ND AVENUE, A DISTANCE OF 423.24 FEET TO A POINT OF CURVATURE OF A CIRCULAR CURVE CONCAVE TO THE SOUTHWEST HAVING AS ITS ELEMENTS A RADIUS OF 200.00 FEET AND A CENTRAL ANGLE OF 49°41'19"; THENCE NORTHWESTERLY, ALONG THE ARC OF SAID CURVE FOR AN ARC DISTANCE OF 173.45 FEET TO A POINT OF NON-TANGENCY; THENCE NORTH 01°08'10" WEST FOR A DISTANCE OF 153.54 FEET; THENCE NORTH 88°51'50" EAST FOR A DISTANCE OF 1180.25 FEET; THENCE NORTH 01°10'51" WEST A DISTANCE OF 14.42 FEET; THENCE NORTH 89°07'49" EAST A DISTANCE OF 108.83 FEET; THENCE SOUTH 00°52'11" EAST A DISTANCE OF 734.11 FEET; THENCE SOUTH 49°06'12" WEST A DISTANCE OF 553.42 FEET; THENCE NORTH 40°58'54" WEST A DISTANCE OF 682.23 FEET TO THE POINT OF BEGINNING.

CONTAINS 871,347 SQUARE FEET / 20.0 ACRES, MORE OR LESS.

NOTES:

1. SEE SHEET 1 OF 3 FOR LOCATION SKETCH AND NOTES.
2. SEE SHEET 3 OF 3 FOR SKETCH TO ACCOMPANY LEGAL DESCRIPTION.

	Miami Dade County Transportation and Public Works Department Survey Section 111 N.W. First Street, Suite N 1610 Miami, Florida 33128 (305-375-2657)	SKETCH AND LEGAL DESCRIPTION	Project Manager: Drawn: Pavel Perez Martínez Checked: Scott Riggs Survey:	Project # 2024----- Date: 07/26/2024 Scale: N/A								
	Project Title: PARCEL "A" - 20 ACRES PARCEL		Revisions <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>#</th> <th>Date</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	#	Date	Description						
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ABBREVIATIONS AND MEANINGS

- P.O.B. = POINT OF BEGINNING
- O.R.B. = OFFICIAL RECORD BOOK
- P.B. = PLAT BOOK
- PG. = PAGE
- R = RADIUS
- L = CURVE LENGTH
- D = CURVE CENTRAL ANGLE
- Ⓢ = CENTER LINE

- NOTES:**
1. SEE SHEET 1 OF 3 FOR LOCATION SKETCH AND NOTES.
 2. SEE SHEET 2 OF 3 FOR LEGAL DESCRIPTION TO ACCOMPANY SKETCH.

MIAMI DADE DTPW

Miami Dade County
Transportation and
Public Works Department
Survey Section

111 N.W. First Street, Suite N 1810
Miami, Florida 33128 (305-375-2657)

SKETCH AND LEGAL DESCRIPTION

Project Title:
PARCEL "A" - 20-ACRE PARCEL

Project Manager:	
Drawn: Pavel Perez Martinez	
Checked: Scott Riggs	
Survey:	
Revisions	
#	Date Description

Project #	
2024-----	
Date	Scale
07/26/2024	1" = 300'
SHEET #	
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Field Book	Page