CITY OF SOUTH MIAMI

HEALTH FACILITIES AUTHORITY MEETING AGENDA

Monday, July 7, 2025, 4:00 PM
CITY HALL/COMMISSION CHAMBERS
6130 SUNSET DRIVE
SOUTH MIAMI, FL 33143

THE CITY OF SOUTH MIAMI HAS A SIGNIFICANT GOVERNMENTAL INTEREST IN CONDUCTING EFFICIENT AND ORDERLY COMMISSION MEETINGS. SPEAKERS PLEASE TAKE NOTICE THAT SECTION 2-2.1(K)(2) OF THE CODE OF ORDINANCES PROVIDES THAT "ANY PERSON WHO MAKES SLANDEROUS OR INTENTIONALLY RUDE, UNCIVIL OR OTHERWISE IMPERTINENT REMARKS, AND WHO REFUSES OR FAILS TO DESIST FROM MAKING SUCH REMARKS AFTER BEING INSTRUCTED TO DO SO, OR WHO SHALL BECOME BOISTEROUS IN THE COMMISSION CHAMBER AND WHO REFUSES OR FAILS TO DESIST FROM SUCH CONDUCT AFTER BEING INSTRUCTED TO DO SO MAY BE FORTHWITH REMOVED FROM THE PODIUM AND FROM CITY HALL FOR THE DURATION OF THAT MEETING AT THE DIRECTION OF THE PRESIDING OFFICER, UNLESS OVERRULED BY A MAJORITY VOTE OF THE COMMISSION. NO CLAPPING, APPLAUDING, HECKLING, OR VERBAL OUTBURSTS SHALL BE PERMITTED FOR ANY REASON, INCLUDING FOR THE PURPOSE OF SUPPORTING OR OPPOSING ANY MATTER, ANY SPEAKER OR A SPEAKER'S REMARKS. NO SIGNS OR PLACARDS SHALL BE ALLOWED TO BE DISPLAYED IN ANY MANNER OTHER THAN WHEN USED FROM THE PODIUM TO EXPRESS AN OPINION OR DISPLAY FACTS. SIGNS TO BE USED AT THE PODIUM MUST BE BROUGHT INTO THE COMMISSION CHAMBERS IN A MANNER SO AS NOT TO UNNECESSARILY DISPLAY THEIR CONTENT UNTIL THE SIGN IS BROUGHT TO THE PODIUM IMMEDIATELY BEFORE THE SIGN IS DISPLAYED FROM THE PODIUM IN THE COMMISSION CHAMBER. PERSONS EXITING THE COMMISSION CHAMBER SHALL DO SO QUIETLY. THE USE OF ACOUSTIC MOBILE COMMUNICATION DEVICE, SUCH AS PHONES, IN THE COMMISSION CHAMBER IS NOT PERMITTED WHILE THE COMMISSION IS IN SESSION. PHONE RINGERS AND OTHER DEVICES THAT EMIT SOUND MUST BE SET TO SILENT MODE TO AVOID DISRUPTION OF PROCEEDINGS. INDIVIDUALS MUST EXIT THE CHAMBER TO ANSWER INCOMING CALLS. NO CAMERA FLASH OPTIONS SHALL BE USED BY THE PUBLIC DURING ANY PORTION OF THE MEETING EXCEPT DURING RECOGNITION AND AWARD CEREMONIES."

VIRTUAL PARTICIPATION - *Members of the public may also join the meeting via Zoom at (https://zoom.us/j/3056636338) and participate. In addition, a dedicated phone line will be available so that any individual who does not wish (or is unable) to use Zoom, may listen to and participate in the meeting by dialing +1-786-635-1003 Meeting ID: 3056636338. The public may merely view the meeting live on the City's website: (https://www.southmiamifl.gov/102/Agendas-Minutes) ("Granicus") as well as Channel 667.*

A. CALL TO ORDER

B. ROLL CALL

C. ACTION ITEMS

1. Public Hearing as required by Section 147(f) of the Internal Revenue Code of 1986

2. A RESOLUTION OF THE CITY OF SOUTH MIAMI HEALTH FACILITIES AUTHORITY: (I) AUTHORIZING THE ISSUANCE AND SALE BY THE CITY OF SOUTH MIAMI HEALTH FACILITIES AUTHORITY (THE "AUTHORITY") OF ONE OR MORE SERIES OF ITS CITY OF SOUTH MIAMI

HEALTH FACILITIES AUTHORITY HOSPITAL REVENUE BONDS, SERIES 2025 (BAPTIST HEALTH SOUTH FLORIDA OBLIGATED GROUP), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $500,000,000 (THE "BONDS"), TO PROVIDE FUNDS TO (A) PAY OR REIMBURSE BAPTIST HEALTH SOUTH FLORIDA, INC. ("BHSF" OR THE "BORROWER") AND/OR SOUTH MIAMI HOSPITAL, INC. ("SOUTH MIAMI HOSPITAL"), BAPTIST HOSPITAL OF MIAMI, INC. ("BAPTIST HOSPITAL"), BAPTIST OUTPATIENT SERVICES, INC. ("BOS"), DOCTORS HOSPITAL, INC. ("DOCTORS HOSPITAL"), HOMESTEAD HOSPITAL, INC. ("HOMESTEAD HOSPITAL"), MARINERS HOSPITAL, INC. ("MARINERS HOSPITAL"), WEST KENDALL BAPTIST HOSPITAL, INC. ("WEST KENDALL HOSPITAL"), FISHERMEN'S HEALTH, INC. ("FISHERMEN'S"), BETHESDA HOSPITAL, INC. ("BETHESDA HOSPITAL"), AND BOCA RATON REGIONAL HOSPITAL, INC. (THE "BRR HOSPITAL" AND, TOGETHER WITH BAPTIST HOSPITAL, BOS, DOCTORS HOSPITAL, HOMESTEAD HOSPITAL, MARINERS HOSPITAL, SOUTH MIAMI HOSPITAL, WEST KENDALL HOSPITAL, FISHERMEN'S, AND BETHESDA HOSPITAL, THE "AFFILIATES") FOR THE COSTS OF ACQUIRING, CONSTRUCTING, REMODELING, RENOVATING AND EQUIPPING CERTAIN HEALTH CARE FACILITIES OWNED BY THE BORROWER OR THE AFFILIATES; (B) FUND A DEBT SERVICE RESERVE FUND FOR THE BENEFIT OF THE BONDS, IF DEEMED NECESSARY OR DESIRABLE BY THE AUTHORITY AND BHSF; (C) FUND WORKING CAPITAL FOR ANY OF THE BORROWER AND AFFILIATES, IF DEEMED NECESSARY OR DESIRABLE BY BHSF; (D) FUND INTEREST ACCRUING ON THE BONDS, IF DEEMED NECESSARY OR DESIRABLE BY BHSF; AND (E) PAY CERTAIN EXPENSES INCURRED IN CONNECTION WITH THE ISSUANCE OF THE BONDS, INCLUDING THE COST OF ANY CREDIT OR LIQUIDITY ENHANCEMENT; (II) AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT PROVIDING FOR THE SALE OF THE BONDS; (III) AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE BOND TRUST INDENTURES SECURING THE BONDS; (IV) AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE LOAN AGREEMENTS WITH THE BORROWER, PROVIDING FOR LOAN OF THE PROCEEDS OF THE BONDS TO THE BORROWER FOR THE USE BY THE BORROWER AND/OR ITS AFFILIATES; (V) AUTHORIZING THE EXECUTION AND DELIVERY OF A TAX EXEMPTION CERTIFICATE AND AGREEMENT WITH RESPECT TO THE BONDS; (VI) AUTHORIZING THE USE AND DISTRIBUTION OF AN OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE OF THE BONDS; (VII) PROVIDING THAT THE BONDS SHALL BE LIMITED OBLIGATIONS OF THE AUTHORITY PAYABLE SOLELY FROM THE REVENUES PROVIDED THEREFOR AND SHALL NOT CONSTITUTE A DEBT, LIABILITY OR OBLIGATION OF THE CITY OF SOUTH MIAMI, FLORIDA, OF THE STATE OF FLORIDA OR OF ANY POLITICAL SUBDIVISION THEREOF, AND THAT NEITHER THE FAITH AND CREDIT NOR ANY TAXING POWER OF THE AUTHORITY, OF THE CITY OF SOUTH MIAMI, FLORIDA, OF THE STATE OF FLORIDA OR OF ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE BONDS; AND (VIII) PROVIDING FOR OTHER RELATED MATTERS.

4BG8419-Bond Resolution for Agenda.DOCX
BHSF Letter for Agenda.pdf
BHSF 2025 - Bond Purchase Agreement-202652892-v2.docx
BHSF - Series 2025A Bond Indenture (Fixed Rate) 4907-3652-7436 v2.docx
BHSF Series 2025A Loan Agreement 4908-8686-7276 v2.doc
BHSF 2025 - Official Statement(202579209.3).docx
4BH0472-City of South Miami HFA Meeting Notice (clean).DOC

D. ADJOURNMENT

PURSUANT TO FLORIDA STATUTE 286.0105, THE CITY HEREBY ADVISES THE PUBLIC THAT IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THIS BOARD, AGENCY OR COMMISSION WITH RESPECT TO ANY MATTER CONSIDERED AT ITS MEETING OR HEARING, HE OR SHE WILL NEED A RECORD OF THE PROCEEDINGS, AND THAT FOR SUCH PURPOSE, AFFECTED PERSON 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 TO BE BASED. THIS NOTICE DOES NOT CONSTITUTE CONSENT BY THE CITY FOR THE INTRODUCTION O1R ADMISSION OR OTHERWISE INADMISSIBLE OR IRRELEVANT EVIDENCE, NOR DOES IT AUTHORIZE CHALLENGES OR APPEALS NOT OTHERWISE ALLOWED BY LAW.

PURSUANT TO RESOLUTION No. 246-10-13280,"ANY INVOCATION THAT MAY BE OFFERED BEFORE THE START OF REGULAR COMMISSION BUSINESS SHALL BE THE VOLUNTARY OFFERING OF A PRIVATE CITIZEN, FOR THE BENEFIT OF THE COMMISSION AND THE CITIZENS PRESENT. THE VIEWS OR BELIEFS EXPRESSED BY THE INVOCATION SPEAKER HAVE NOT BEEN PREVIOUSLY REVIEWED OR APPROVED BY THE COMMISSION, AND THE COMMISSION DOES NOT ENDORSE THE RELIGIOUS BELIEFS OR VIEWS OF THIS, OR ANY OTHER SPEAKER."

QUASI-JUDICIAL WARNING FOR CITY COMMISSION MEMBERS:

ANY AGENDA ITEM THAT HAS A QUASI-JUDICIAL WARNING IS CONSIDERED TO BE A QUASI-JUDICIAL MATTER. MEMBERS OF THE CITY COMMISSION MAY NOT HAVE ANY VERBAL COMMUNICATION WITH ANYONE, OTHER THAN AT THE MEETING SCHEDULED TO RESOLVE THE MATTER, UNTIL THE MATTER IS RESOLVED AT A PUBLIC MEETING AND THE MEETING IS ADJOURNED. YOU ARE PROHIBITED FROM MAKING ANY INDEPENDENT INVESTIGATION OF THIS MATTER OTHER THAN A SITE VISIT OR MAKING WRITTEN REQUESTS FOR INFORMATION FROM CITY EMPLOYEES AND RECEIVING WRITTEN RESPONSES FROM THEM IN THEIR OFFICIAL CAPACITY. ALL WRITTEN REQUESTS FOR INFORMATION AND RESPONSES THERETO MUST BE FILED WITH THE CLERK AND A COPY MUST ALSO BE SENT TO THE PLANNING AND ZONING DIRECTOR IF THE MATTER INVOLVES A LAND RELATED ISSUE. YOU MAY NOT HAVE ANY VERBAL COMMUNICATION WITH CITY EMPLOYEES REGARDING THIS MATTER. YOU MAY NOT ENTER ONTO SOMEONE'S PROPERTY WITHOUT THEIR PERMISSION. FURTHERMORE, YOU MAY NOT DISCUSS THE MATTER WITH THE PROPERTY OWNER OR ANYONE ELSE, INCLUDING NEIGHBORS. YOU MUST, IN WRITING, ADVISE THE CLERK OF THE DATE AND TIME OF YOUR SITE VISIT AND, IF THIS MATTER INVOLVES LAND USE, YOU MUST ALSO SEND A COPY TO THE PLANNING AND ZONING DIRECTOR. ALL INFORMATION THAT YOU OBTAIN ON THIS MATTER, OTHER THAN YOUR PERSONAL OBSERVATIONS AT A SITE VISIT AND WRITTEN INFORMATION PROVIDED BY STAFF, MUST BE PRESENTED TO YOU AT THE DULY NOTICED PUBLIC MEETING DURING WHICH THE APPLICANT SHALL BE GIVEN AN OPPORTUNITY TO PRESENT THE APPLICATION AND ANY EVIDENCE IN SUPPORT OF THE APPLICATION. IF THERE IS A BREAK IN THE MEETING, YOU MAY NOT ALLOW OTHERS TO SPEAK TO YOU ABOUT THE MATTER OR ALLOW THEM TO PROVIDE YOU WITH ANY INFORMATION ABOUT THE MATTER. IF THE MATTER REQUIRES MORE THAN ONE HEARING, YOU MAY NOT DISCUSS THE MATTER WITH ANYONE, UNTIL THE MATTER IS RESOLVED BY A FINAL WRITTEN RESOLUTION OR, IF APPLICABLE, ORDINANCE, AND, EVEN THEN, NOT UNTIL THE MEETING IS ADJOURNED. IF YOU RECEIVE AN EMAIL OR ANY WRITTEN OR PRINTED INFORMATION ABOUT THE MATTER BEFORE THE ADJOURNMENT OF THE HEARING AT WHICH A FINAL DECISION IS MADE FROM ANYONE OTHER THAN CITY EMPLOYEES ACTING IN THEIR OFFICIAL CAPACITY, YOU MAY READ IT BUT YOU ARE NOT ALLOWED TO RESPOND TO IT AND YOU ARE REQUIRED TO IMMEDIATELY PROVIDE A COPY OF ANY WRITTEN COMMUNICATION OR DOCUMENT YOU RECEIVE CONCERNING THIS MATTER TO THE CITY CLERK, AND A COPY MUST ALSO BE SENT TO THE PLANNING AND ZONING DIRECTOR IF THE MATTER INVOLVES A LAND RELATED ISSUE. IN ADDITION, IF YOU RECEIVE ANY VERBAL, OR WRITTEN COMMUNICATION (OTHER THAN WHAT HAS ALREADY BEEN DELIVERED TO THE CLERK AND THE PLANNING AND ZONING DIRECTOR) YOU ARE REQUIRED TO DISCLOSE IT AT THE PUBLIC MEETING AND, IF IT WAS VERBAL, YOU ARE REQUIRED TO WRITE A MEMORANDUM THAT INCLUDES THE INFORMATION RECEIVED AND THE NAME AND ADDRESS OF THE PERSON PROVIDING THE INFORMATION, AS WELL AS THE DATE, TIME AND PLACE WHERE THE COMMUNICATION TOOK PLACE. THIS DOCUMENT MUST BE DELIVERED AS SOON THEREAFTER AS POSSIBLE TO THE CITY CLERK, AND IF APPLICABLE TO A LAND RELATED ISSUE, A COPY MUST ALSO BE DELIVERED TO THE PLANNING AND ZONING DIRECTOR.

WARNING REGARDING EX PARTE COMMUNICATIONS:

"*EX PARTE* COMMUNICATIONS" ARE WRITTEN OR VERBAL EXCHANGES BETWEEN AN ELECTED OR APPOINTED PUBLIC OFFICIAL, AND AN APPLICANT, HIS OR HER REPRESENTATIVES, OR A CITIZEN OR OTHER THIRD-PARTY OUTSIDE OF THE PUBLIC QUASI-JUDICIAL HEARING WHICH IS THE SUBJECT OF THE EXCHANGE. THE FLORIDA LEGISLATURE BY THE ADOPTION OF SECTION 286.0115(1), FLORIDA STATUTES, HAS AUTHORIZED THE ADOPTION OF LOCAL ORDINANCES ALLOWING EX PARTE COMMUNICATIONS IF CERTAIN PROCEDURES

ARE FOLLOWED TO ENSURE THAT THE WRITTEN OR VERBAL EXCHANGE IS MADE PUBLIC, WHICH IS DESIGNED TO REMOVE ANY PRESUMPTION OF PREJUDICE THAT WOULD OTHERWISE RESULT IF THE EXCHANGE WERE KEPT PRIVATE AND NOT DISCLOSED. EX PARTE COMMUNICATIONS MUST BE PUBLICLY DISCLOSED PRIOR TO OR AT THE QUASI-JUDICIAL HEARING AT WHICH THE DECISION IS TO BE MADE. ALL DECISIONS MADE AT A QUASI-JUDICIAL HEARING MUST BE BASED ON COMPETENT SUBSTANTIAL EVIDENCE. VERBAL EX PARTE COMMUNICATIONS ARE HEARSAY, ARE NOT COMPETENT EVIDENCE, AND MAY NOT FORM THE SOLE BASIS FOR MAKING ANY QUASI-JUDICIAL DECISIONS, BUT THEY MAY BE USED TO SUPPORT OR EXPLAIN OTHER COMPETENT EVIDENCE.

PURSUANT TO ORDINANCE §2-2.1, CITY CODE, THE SOUTH MIAMI CITY COMMISSION HAS ADOPTED THESE PROCEDURES TO ALLOW THE USE OF EX-PARTE COMMUNICATIONS AS FOLLOWS:

1. THE ELECTED OR APPOINTED PUBLIC OFFICIAL SHALL DISCLOSE IN WRITING THE SUBJECT OF THE COMMUNICATION AND THE IDENTITY OF THE PERSON, GROUP, OR ENTITY WITH WHOM THE COMMUNICATION TOOK PLACE, AS SOON AS PRACTICABLE AFTER THE COMMUNICATION TAKES PLACE, WITH THE CITY CLERK AND MADE A PART OF THE RECORD AT THE HEARING BEFORE FINAL ACTION ON THE MATTER.

2. A LOCAL PUBLIC OFFICIAL MAY READ A WRITTEN COMMUNICATION FROM ANY PERSON. ANY WRITTEN COMMUNICATION THAT RELATES TO QUASI-JUDICIAL ACTION PENDING BEFORE A LOCAL PUBLIC OFFICIAL, SHALL NOT BE PRESUMED PREJUDICIAL TO THE ACTION, PROVIDED SUCH WRITTEN COMMUNICATION IS DISCLOSED AND MADE A PART OF THE RECORD BEFORE FINAL ACTION ON THE MATTER.

3. A LOCAL PUBLIC OFFICIAL MAY CONDUCT INVESTIGATIONS, MAKE SITE VISITS AND RECEIVE EXPERT OPINIONS REGARDING QUASI-JUDICIAL ACTION PENDING OR IMPENDING BEFORE HIM OR HER PROVIDED THAT SUCH ACTIVITIES AND THE EXISTENCE OF SUCH INVESTIGATIONS, SITE VISITS OR EXPERT OPINIONS IS MADE A PART OF THE RECORD BEFORE FINAL ACTION IS TAKEN ON THE MATTER.

4. DISCLOSURE MADE PURSUANT TO PARAGRAPHS 1, 2 AND 3 ABOVE MUST BE MADE BEFORE OR DURING THE PUBLIC MEETING AT WHICH A VOTE IS TAKEN ON SUCH MATTERS SO THAT PERSONS WHO HAVE OPINIONS CONTRARY TO THOSE EXPRESSED IN THE EX PARTE COMMUNICATION ARE GIVEN A REASONABLE OPPORTUNITY TO REFUTE OR RESPOND TO THE COMMUNICATION.

IT IS POSSIBLE THAT IF THE STATUTE OR ORDINANCE DISCUSSED ABOVE, OR A QUASI-JUDICIAL ACTION PENDING BEFORE THE COMMISSION OR BOARD ARE CHALLENGED, THAT A COURT MIGHT FIND THAT NEITHER THE LEGISLATURE NOR THE CITY COMMISSION HAD AUTHORITY TO ENACT THESE PROCEDURES CONCERNING EX PARTE COMMUNICATIONS, WHICH COULD RESULT IN THE ACTION TAKEN BEING REVERSED. YOU THUS PROCEED AT YOUR OWN RISK IN ENGAGING IN SUCH COMMUNICATIONS, AND THEY ARE NOT ENCOURAGED. THEY ARE, HOWEVER, THE POLICY OF THE LEGISLATURE AND CITY COMMISSION, AND UNTIL DETERMINED OTHERWISE BY THE LEGISLATURE OR THE COURTS, ARE LEGALLY PERMITTED BUT NOT WITHOUT POSSIBLE ADVERSE LEGAL CONSEQUENCES TO THE DETRIMENT OF THE CITY AND OTHER PARTIES.