

RESOLUTION 2022-04

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE OLETA RIVER COMMUNITY DEVELOPMENT DISTRICT AUTHORIZING THE DISSOLUTION OF THE DISTRICT; ADOPTING A PLAN OF DISSOLUTION; APPROVING A DISSOLUTION AGREEMENT; APPROVING FORMS OF PETITION AND NOTICE OF DISSOLUTION; PROVIDING DIRECTION TO DISTRICT STAFF; ADDRESSING FUNDING; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Oleta River Community Development District was established under Chapter 190 of the *Florida Statutes* by the Board of County Commissioners of Miami-Dade County, Florida, and by Ordinance 16-130 ("**Ordinance**"); for the purpose of financing, acquiring, constructing, operating and maintaining public improvements; and

WHEREAS, since that time, the District has not undertaken any financing or construction activities, and instead, the costs of development which would have paid by the District will instead be financed privately; and

WHEREAS, Section 190.046(10), *Florida Statutes* provides:

If a district has no outstanding financial obligations and no operating or maintenance responsibilities, upon the petition of the district, the district may be dissolved by a nonemergency ordinance of the general-purpose local governmental entity that established the district or, if the district was established by rule of the Florida Land and Water Adjudicatory Commission, the district may be dissolved by repeal of such rule of the commission.

WHEREAS, the District does not presently have any outstanding financial obligations, and does not have any operating or maintenance responsibilities, and does not presently own any real property or infrastructure improvements; and

WHEREAS, the District's Board of Supervisors finds that it is in the best interest of the District to dissolve, given its lack of material activity and the availability of private financing for development; and

WHEREAS, the District has prepared a Plan of Dissolution that provides for the orderly dissolution of the District and for the final dispensation of all records, accounts and contracts; and

WHEREAS, the District's Board of Supervisors desires that the County adopt an ordinance to provide for the dissolution of the District through repeal of Ordinance 16-130 in accordance with Section 190.046(10), *Florida Statutes*.

NOW, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE OLETA RIVER COMMUNITY DEVELOPMENT DISTRICT:

1. APPROVAL OF PLAN OF DISSOLUTION. As an organizational matter, the District hereby approves the Plan of Dissolution, attached to this Resolution as **Exhibit "A."**

2. **DISSOLUTION AGREEMENT.** The Dissolution Agreement with the Developer is approved substantially in the form attached hereto as Exhibit "B."

3. **REQUEST FOR ACTION.** The District hereby requests that, after transmission of this Resolution and related petition (in a form substantially similar to Exhibit "C") to the Board of County Commissioners of Miami-Dade County, Florida by the District Manager or District Counsel consistent with Section 4 below, the Ordinance be repealed resulting in the dissolution of the District in accord with Section 190.046(10), *Florida Statutes*.

4. **DIRECTION TO DISTRICT MANAGER AND DISTRICT COUNSEL.** The District Manager and District Counsel are hereby directed to take the appropriate actions to transmit this Resolution and related petition to the Board of County Commissioners of Miami-Dade County, Florida. Upon repeal of the Ordinance, the District Manager and District Counsel are further directed to proceed with the necessary steps as outlined in the Plan of Dissolution to effectuate an orderly dissolution of the District, including by recording a notice of dissolution in the public records of Miami-Dade County, Florida, substantially in the form attached hereto as Exhibit "D."

5. **GENERAL AUTHORIZATION.** The District's Chairman, District Manager, District Counsel, Secretary, and Assistant Secretaries are hereby authorized, upon the adoption of this Resolution, to do all acts and things required of them to carry out the Plan of Dissolution, and all acts and things that may be desirable or consistent with the requirements or intent hereof. The Chair and Secretary are hereby further authorized to execute any and all documents necessary to effect the dissolution of the District. The Vice Chair shall be authorized to undertake any action herein authorized to be taken by the Chair, in the absence or unavailability of the Chair, and any Assistant Secretary shall be authorized to undertake any action herein authorized to be taken by the Secretary, in the absence or unavailability of the Secretary.

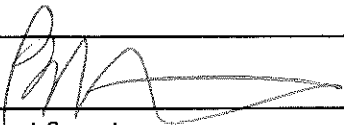
6. **SEVERABILITY.** The invalidity or unenforceability of any one or more provisions of this Resolution shall not affect the validity or enforceability of the remaining portions of this Resolution.

7. **EFFECTIVE DATE.** This Resolution shall take effect immediately upon adoption.

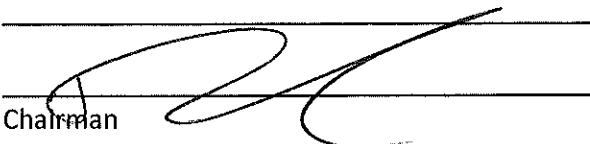
PASSED AND ADOPTED in public session this 19 day of July, 2022.

ATTEST:

**BOARD OF SUPERVISORS OF THE OLETA RIVER
COMMUNITY DEVELOPMENT DISTRICT**



Assistant Secretary



Chairman

Exhibit A: Plan of Dissolution
Exhibit B: Dissolution Agreement
Exhibit C: Petition for Dissolution
Exhibit D: Notice of Dissolution
Exhibit E: Consent to Dissolution

EXHIBIT "A"
PLAN OF DISSOLUTION FOR
THE OLETA RIVER COMMUNITY DEVELOPMENT DISTRICT

1. **PURPOSE; AUTHORITY.** The purpose of this Plan of Dissolution is to provide a framework for the dissolution of the District, pursuant to the authority of Section 190.046(10), *Florida Statutes*. All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in Resolution 2022-04.

2. **DISSOLUTION AGREEMENT.** The Dissolution Agreement provides for the funding of all expenses associated with the dissolution, and shall expire and be void upon final payment of, among other things, all financial obligations of the District, including but not limited to final payment to any third party beneficiary for services relating to the dissolution of the District. All other agreements, and other items not specifically identified herein shall expire and be void upon the termination of the District, including any and all rights and obligations of the District under such agreements and other items not otherwise previously assigned, transferred, or terminated.

3. **ASSETS AND LIABILITIES.** The District has no real property, infrastructure or other assets and has no debt or maintenance responsibilities.

4. **SERVICE CONTRACTS.** The District currently has contracts with certain vendors, as outlined in **Exhibit 1**. Using any funds on hand and/or provided under the Dissolution Agreement, the District shall pay all such vendors for any final remaining amounts under the agreements, and terminate the same. The District does not own, operate, or maintain any real property or infrastructure improvements, and the District does not provide any community development district services to the owners of lands within the boundaries of the District. The District Manager and District Counsel shall be responsible for filing any final reports or other documents on behalf of the District required by law or for performing any and all other wrap-up activities on behalf of the District within thirty (30) days after the effective dissolution of the District.

5. **FINANCES; AUDIT.** The District has no outstanding financial obligations. Moreover, pursuant to the Dissolution Agreement, the Developer has agreed, among other things, to pay all future expenses and costs associated with dissolution. Further, upon the dissolution of the District, the District Manager will close all accounts as appropriate.

6. **OFFICIAL DISTRICT RECORDS.** Upon the dissolution of the District, the District Manager shall transfer all official records of the District to the Florida Department of State.

7. **OPERATION OF THIS PLAN OF DISSOLUTION.** This Plan of Dissolution shall become effective upon adoption of a Resolution by the District's Board of Supervisors approving this Plan of Dissolution. After the repeal of the Ordinance by the Board of County Commissioners of Miami-Dade County, Florida, the District will be dissolved without any further action. After adoption of a Resolution by the District's Board of Supervisors approving this Plan of Dissolution, and repeal of the Ordinance, District Counsel shall cause notice of repeal of the Ordinance to be transmitted to the Florida Department of Community Affairs, and shall further cause a Notice of Dissolution to be recorded in the Official Records of Miami-Dade County, Florida.

Exhibit 1

List of Outstanding Contracts and Amounts Owed

\$	1,896.50	KE Law Group, PLLC
\$	2,900.00	Grau and Associates
\$	6,337.02	GMS- South Florida, LLC
\$	25.00	FL DEO
<hr/>		
\$	11,158.52	Total known payables at 2/22/2022

EXHIBIT "B"
DISSOLUTION AGREEMENT

OLETA RIVER COMMUNITY DEVELOPMENT DISTRICT

c/o Governmental Management Services-South Florida, LLC,
5385 N. Nob Hill Road
Sunrise, FL 33351
(954) 721-8681

_____, 2022

Daniel Salas, Esq., General Counsel
Oleta Partners, LLC
15055 Biscayne Boulevard
North Miami, Florida 33181
Dsalas@turnberry.com

VIA EMAIL

RE: Dissolution Agreement for the Oleta River Community Development District

Dear Daniel,

We are writing in connection with your request that the District prosecute a dissolution ("**Dissolution**") of the District by the Board of County Commissioners of Miami-Dade County, Florida. We have enclosed a copy of the District's draft Resolution 2022-04 authorizing the Dissolution, and outlining a Plan of Dissolution. To facilitate the Dissolution, the District will require that Oleta Partners, LLC ("**Developer**") pay any remaining, outstanding fees and costs of the District, as outlined in the Plan of Dissolution, and pay all fees and costs in connection with the Dissolution, including but not limited to any fees and costs of the District Manager and District Counsel, upon thirty day's written request by the proper party. The District Manager and District Counsel, as well as all other District contractors as outlined in the Plan of Dissolution, are third party beneficiaries of this letter agreement.

If the Developer is agreeable to the terms of this letter agreement, please sign below and return an executed copy of this letter to our address. Thank you for your cooperation and attention to this matter.

Agreed to by:

Sincerely,

OLETA PARTNERS, LLC

**OLETA RIVER COMMUNITY
DEVELOPMENT DISTRICT**

By: _____
Its: _____

Richard P. Hans
District Manager

EXHIBIT "C"
FORM OF PETITION

PETITION TO DISSOLVE THE OLETA RIVER
COMMUNITY DEVELOPMENT DISTRICT

COMES NOW, Oleta River Community Development District ("**Petitioner**" or "**District**"), and hereby petitions the Board of County Commissioners of Miami-Dade County, Florida ("**Commission**"), pursuant to Section 190.046(10), *Florida Statutes*, to dissolve the District. In support of this Petition, Petitioner states:

1. **Reason for Request.** The District is a local unit of special-purpose government established pursuant to and governed by Chapter 190, *Florida Statutes*, and established by Ordinance No. 16-130 ("**Ordinance**") of the Board of County Commissioners of Miami-Dade County, Florida on December 6, 2016. A copy of the Ordinance is attached hereto as **Exhibit 1** (without exhibits). Encompassing approximately 183.4 acres, the District was established to plan, finance, construct, operate and maintain various public infrastructure and facilities. The developer for the project within the District was Oleta Partners, LLC ("**Developer**").

The District has learned since its creation that it is no longer required for financing of the public infrastructure and facilities, as the Developer instead may obtain sufficient financing through private means. As the District is no longer needed for financing of these improvements, its existence is no longer necessary.

2. **Authority.** Section 190.046(10) of the *Florida Statutes* provides that:

"If a district has no outstanding financial obligations and no operating or maintenance responsibilities, upon the petition of the district, the district may be dissolved by a nonemergency ordinance of the general-purpose local governmental entity that established the district . . ."

3. **Statutory Criteria Satisfied.** The following facts are established under the Affidavit of the District Manager attached hereto as **Exhibit 2**. Consistent with Section 190.046(10), *Florida Statutes*, the District does not presently have any outstanding financial obligations, and does not have any operating or maintenance responsibilities. For example, the District does not presently own any real property or infrastructure improvements; the District does not presently have any outstanding bonds, notes or other debt instruments; and the District does not presently have any debt service special assessments levied against the assessable real property located within the District. Moreover, any remaining expenses associated with this dissolution or the continued administrative operation of the District during the pendency of this dissolution are being funded under an agreement between the District and the Developer. As such, all outstanding obligations have been paid.

4. **Dissolution Authorized; Plan of Dissolution.** Accordingly, on _____, 2022, the District's Board of Supervisors, during a duly noticed public meeting, adopted Resolution 2022-04, which among other things authorized a Plan of Dissolution that allows for the orderly dissolution of the District, and which directed the District Manager and District Counsel to submit Resolution 2022-04 and this Petition to the Board. As part of Resolution 2022-04, the District's Board of Supervisors found that it is in the best interest of the District and the Developer, as the owner of 100% of the lands within the

District, to dissolve the District. Further, the District has complied with all conditions precedent of the Plan of Dissolution as evidenced by this Petition and the exhibits attached hereto. A copy of the Resolution 2022-04, which includes the Plan of Dissolution, is attached as **Exhibit 3**.

5. **Official District Records.** Upon repeal of the Ordinance, and pursuant to the Plan of Dissolution, the District will cause all official records of the District to be transferred to the Florida Secretary of State in accordance with Florida public records laws.

6. **Notice of Dissolution.** Upon repeal of the Ordinance, and pursuant to the Plan of Dissolution, the District will cause notice of repeal of the Ordinance to be transmitted to the Florida Department of Community Affairs, and will further cause to be recorded in the Official Records of Miami-Dade County, Florida, a Notice of Dissolution in the form attached to the Plan of Dissolution.

7. **District's Representative.** Pursuant to Resolution 2022-04 of the District, KE Law Group, PLLC, as District Counsel, has been authorized to represent the District with respect to this Petition. Copies of all correspondence and official notices should be sent to:

Roy Van Wyk, Esq.
KE LAW GROUP, PLLC
2016 Delta Boulevard, Suite 101
Tallahassee, FL 32303

[THIS SPACE INTENTIONALLY LEFT BLANK]

WHEREFORE, because the District has no outstanding financial obligations and no operating or maintenance responsibilities and accordingly has met the requirements for dissolution as provided in Section 190.046(10), *Florida Statutes* (2021), and for the other reasons herein stated, Petitioner respectfully requests the Board of County Commissioners of Miami-Dade County, Florida, to:

- a. grant the Petition and repeal the Ordinance pursuant to Section 190.046(10), *Florida Statutes*; and
- b. grant such other relief as appropriate.

RESPECTFULLY SUBMITTED, this ___ day of _____ 2022.

KE LAW GROUP, PLLC

/s/ Roy Van Wyk
Roy Van Wyk, Esq.
Florida Bar No. 631299
KE Law Group, PLLC
2016 Delta Boulevard, Suite 101
Tallahassee, Florida 32303
(850) 556-7618
Attorneys for Petitioner

Exhibit 1: Ordinance
Exhibit 2: Affidavit of District Manager
Exhibit 3: Resolution 2022-04
Exhibit 4: Developer's Consent to Dissolution

Exhibit 2

STATE OF _____)
COUNTY OF _____)

AFFIDAVIT OF DISTRICT MANAGER

BEFORE ME, the undersigned authority, this day personally appeared Richard P. Hans who by me first being duly sworn and deposed says:

1. I am over eighteen (18) years of age and am competent to testify as to the matters contained herein. I have personal knowledge of the matters stated herein. I, Richard P. Hans, am employed by Governmental Management Services-South Florida, LLC, and, in the course of that employment, serve as District Manager for the Oleta River Community Development District.

2. I do hereby certify that I have reviewed Resolution 2022-04 and the Plan of Dissolution attached thereto and all of the facts in it are true and correct. Consistent with Section 190.046(10), *Florida Statutes*, the District does not presently have any outstanding financial obligations, and does not have any operating or maintenance responsibilities. Further, the District does not presently own any real property or infrastructure improvements; the District does not presently have any outstanding bonds, notes or other debt instruments; and the District does not presently have any debt service special assessments levied against the assessable real property located within the District. Moreover, any remaining expenses associated with this dissolution or the continued administrative operation of the District during the pendency of this dissolution are being funded under an agreement between the District and the Developer. As such, all outstanding obligations have been paid.

FURTHER AFFIANT SAYETH NOT.

GOVERNMENTAL MANAGEMENT SERVICES-
SOUTH FLORIDA, LLC

By: Richard P. Hans
Its: District Manager

SVJORN AND SUBSCRIBED before me by means of physical presence or online notarization this _____ day of _____ 2022, by _____, and as _____ of Governmental Management Services-South Florida, LLC, who is personally known to me or has provided _____ as identification, and who did or did not take an oath.

NOTARY PUBLIC

Print Name: _____
Notary Public, State of _____
Commission No.: _____
My Commission Expires: _____

EXHIBIT "D"
NOTICE OF DISSOLUTION

This instrument was prepared by
and should be returned to:

KE LAW GROUP, PLLC
2016 Delta Boulevard, Suite 101
Tallahassee, Florida 32303

**NOTICE OF DISSOLUTION OF THE
OLETA RIVER COMMUNITY DEVELOPMENT DISTRICT**

PLEASE TAKE NOTICE that on _____, 2022, the Oleta River Community Development District's ("District") Board of Supervisors adopted Resolution 2022-04 approving a Plan of Dissolution for the District and requesting that the Board of County Commissioners of Miami-Dade County, Florida repeal Ordinance No. 16-130 which established the District. Effective _____, and following public notice and a hearing, the Board of County Commissioners of Miami-Dade County, Florida repealed Ordinance No. 16-130. Resolution 2022-04 and a copy of repealed Ordinance No. 16-130 were subsequently filed with the Florida Department of Community Affairs. A legal description of the dissolved District is attached hereto.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, this Notice has been executed to be effective as of the ___ day of _____, 2022, and recorded in the Official Records of Miami-Dade County, Florida.

WITNESS

OLETA RIVER COMMUNITY DEVELOPMENT DISTRICT

By: _____
Name: _____

By: _____
Name: _____
Title: _____

By: _____
Name: _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me by means of physical presence or or:line notarization, this ___ day of _____, 2022, by _____, as _____ of **Oleta River Community Development District**, who appeared before me this day in person, and who is either personally known to me, or produced _____ as identification.

NOTARY PUBLIC, STATE OF _____

(NOTARY SEAL)

Name: _____
(Name of Notary Public, Printed, Stamped or
Typed as Commissioned)

EXHIBIT A – Legal Description

EXHIBIT "E"
CONSENT TO DISSOLUTION

The undersigned, **OLETA PARTNERS, LLC** ("Developer"), a Delaware corporation, understands and acknowledges that the Oleta River Community Development District ("District") intends to petition the Board of County Commissioners of Miami-Dade County, Florida to dissolve the District in accordance with the provisions of Chapter 190.046(10), *Florida Statutes*. The Developer represents that it is the owner of 100% of the lands within the District, which lands are described in **Exhibit 1**, and hereby consents to the dissolution of the District. The undersigned hereby represents and warrants that it has taken all actions and obtained all consents necessary to duly authorize the execution of this consent and joinder by the officer executing this instrument.

Executed this ____ day of _____, 2022.

Agreed to by:

OLETA PARTNERS, LLC

By: _____
Its: _____