

From: Barron Channer [mailto:barron.channer@bachre.com]
Sent: Wednesday, July 01, 2015 5:12 PM
To: Ghany, Aleem
Cc: Joseph, Smith; jean@jeancherubin.com
Subject: City Council Agenda + Request to present

Mr. Ghany:

Good day to you. On behalf of Millenium Investments Group of North Miami, LLC ("MIG"), I am submitting a request for the opportunity to present during an upcoming City Council meeting.

As you know, MIG has operated in the role of oversight for Local Preference with the project formerly referred to as Biscayne Landing ("Project") for several years. Recently, there have been several troubling developments regarding the Developer's stance regarding the Local Preference efforts. It is our desire to insure that the Council is fully informed on these matters given the significance of Local Preference considerations in the Lease for the Project.

Please let me know how MIG can proceed with this request to present. Thank you in advance.

Regards,
Barron

34.2. *Excluded Park Property.* The Park Property shall not include the walking and biking trails along the open space on the perimeter of the Premises, which shall be constructed, retained and maintained by Tenant or those claiming under it, and the trails shall be open to the public.

35. COMMUNITY BENEFITS

35.1. *Community Center.* Tenant shall cause the Community Center to be constructed on the Premises (as noted on the Concept Plan, but subject to change as elsewhere provided for in this Lease) for use of the properties to be constructed on the Premises. After completion, Tenant shall cause such Community Center to be made available to Landlord, subject to prior reservation, for at least three (3) events or meetings per calendar month at no charge to Landlord except for standard setup, breakdown and cleanup charges, if said work is not performed by Landlord. The space devoted to such community center and its recreational facilities shall be included in the calculation of the thirty-seven (37) acres of park area under Section 34.

35.2. *Local Preference.* Subject to applicable Laws, Tenant shall comply with City of North Miami ordinances including Procurement Code Ordinance Nos. 1289 and 1308 and Section 7-151, as same may be amended, supplemented, or replaced from time to time. Tenant shall employ or contract with residents of the City of North Miami and local businesses (as "local business" is defined in City of North Miami Procurement Code Sec. 7-151) (such residents and local businesses are collectively, the "Local Preference Group") for at least ten percent (10%) of residents of the City of North Miami and ten percent (10%) of the local businesses, with an aspirational goal of twenty-five percent (25%), of the labor, goods and services to be provided on an annual basis in connection with the Development, and if Tenant or its Affiliate operates any portion of the Premises itself, in long-term employment. It is agreed by the Parties that the definitions provided in the City of North Miami Procurement Code Sec. 7-151 entitled "Procedure to Provide Preference to Local Businesses in City Contacts" subsection (a) for Business location and for Local business shall apply, and that regarding Sec. 7-151 (b) "Preference to local business" and (c) "Comparison of qualifications," the Tenant and Subtenants shall have the same rights and responsibilities as the City of North Miami under the Procurement Code. For the purposes of this Section 35, the percentages shall be (i) the number of qualified individual residents as a percent of the total number of laborers employed, and (ii) the dollar amount expended for goods and services acquired from qualified local businesses as a percent of the total dollar amount expended for goods and services on an annual basis.

35.2.1 *Plan and Reporting.* Within sixty (60) days of the Commencement Date, Tenant shall provide a Local Preference Plan describing in reasonable detail a program to implement the commitments made by Tenant regarding the Local Preference Group. Tenant shall solicit input from the City of North Miami Community Redevelopment Agency (the "CRA") with regards to creation of the Local Preference Plan. During the term of Construction, Tenant shall provide Landlord with quarterly reporting of the achievement of the annual goal regarding the programs planned and in place and the progress made to achieve the goals described in Section 35.2 above. Tenant, however, shall not be in default of this reporting obligation until it has received Notice of Default and opportunity to cure and thereafter, subject to Section 23.1.8, Landlord's sole remedies for breach of this obligation shall be limited to specific performance and/or payment of the Delay Fee, and Tenant waives all defenses, except defense of performance

or of Unavoidable Delay, in any action for specific performance brought by Landlord to enforce its rights under this Section.

35.2.2 *Outreach and Training.* Tenant anticipates that over 1,000 jobs can be made available to City of North Miami residents as part of its development, construction and operational program, as more particularly set forth on **Exhibit H** attached hereto. As part of the Local Preference Plan required in Section 35.2.1, above, Tenant shall prepare a program of outreach and training of members of the Local Preference Group designed to create a qualified workforce and qualified firms or entities. Tenant shall inventory and identify (a) existing education and training resources available from established public and private educational institutions, and (b) unmet needs that those institutions can potentially meet to educate and train North Miami residents for specific positions available because of the activities of Tenant. Tenant shall also identify education and training programs available to assist private businesses in North Miami take advantage of the market demand for goods and services required by Tenant in the development of the project. Tenant shall provide notice to its Subtenants of the applicable ordinances and require compliance by Subtenants with the local preference goals for the hiring of North Miami residents described in this Section in their Subleases, for both the construction period and long-term employment.

35.2.3 *Financial and Business Support.* Tenant shall as part of its Plan provide financial and business mechanisms to increase access to available work for the Local Preference Group such as (a) providing a structured revolving line of credit of up to Five Million Dollars (\$5,000,000.00) until the completion of the Initial Development to fund secured advance payments at a rate equal to no more than the then Prime Rate for approved contractual costs to qualified Local Preference Group businesses that may not be able to obtain traditional financing to initiate work on a contract related to Initial Development work without initial assistance, (b) assistance with bonding requirements, (c) assisting members of the Local Preference Group to make connections with general contractors who are seeking bids, (d) facilitating the creation of mentoring programs for large, established businesses to mentor Local Preference Group firms, (e) facilitating the creation of "incubator-style" programs that offer a supportive environment and lower overhead through shared space and other capital costs, (f) assistance with information and applications for small business loans and other small business programs, and (g) providing information to the City of North Miami CRA Coordinator regarding available space for small business operators. In addition, beginning within ninety (90) days of the Commencement Date and continuing without interruption over the initial seven (7) years following the Commencement Date, Tenant shall provide a total of Two Million Five Hundred Thousand Dollars (\$2,500,000.00) in the aggregate (the "Training Program Funds") towards an Occupational Training and Trade Related Educational Program in the nature of that described in **Exhibit I** attached hereto. No later than sixty (60) days following each anniversary of the Commencement Date during such seven (7) year period, Tenant shall report to Landlord on expenditures made or credits given, if applicable, for said program. In the event, at the end of the seventh year of the program, there are any amounts remaining of said Training Program Funds, the balance of such Training Program Funds (the "Training Program Funds Balance") shall be paid to the Landlord within sixty (60) days following the end of such seventh year to be used for job creation programs for City of North Miami residents in accordance with the spirit and intention of this Section 35.2.3.

35.2.4 *Local Preference Program Liaisons.* Within ninety (90) days of the Commencement Date, each of Tenant and Landlord shall designate one or more individuals as local preference liaison officers. The designated officers shall work together with an employee or firm acceptable to Landlord and hired by Tenant to (a) gather and report statistical data and other information as required to analyze the Plan's progress, and prepare quarterly reports on the achievement of annual goals, (b) work with the City of North Miami CRA to assist Local Preference Group members to secure needed permits and certifications, (c) promote awareness of local businesses of procurement opportunities, (d) advise the City Manager and Tenant on matters impacting the local preference program, (e) provide the Local Preference Group with information and assistance on preparing bids, obtaining bonding and insurance, (f) assist the Local Preference Group to obtain training, (g) provide outreach to the Local Preference Group through business and community organizations to advise them of contracting opportunities, and (h) facilitate access for the Local Preference Group to current information on relevant regulations and laws. The participation of Landlord's liaison officer shall not in any way reduce or shift Tenant's responsibility for meeting its commitments in this Section 35.

35.2.5 *Costs of Local Preference Plan.* Tenant shall be responsible to pay the reasonable costs of implementation of the programs and obligations under the Local Preference Plan as described in Subsection 35.2, and agrees to invest a minimum of Three Hundred Thousand Dollars (\$300,000.00) annually for five (5) years from the Commencement Date for same. Tenant shall include a statement of funds spent in each quarterly report, and shall provide substantiating backup documentation in connection therewith.

35.3. *Office Space for Landlord's Employees or Designees.* (a) Commencing thirty days following the Commencement Date and continuing until Landfill Closure, Tenant shall cause at least four hundred (400) square feet of air conditioned office and document storage space with appropriate parking to be provided to the City PE or designee (with the same qualifications) to be used solely for the administration and compliance monitoring of Tenant's environmental and related obligations under this Lease, including the Remedial Action, which office space may be in the construction trailer complex on site or such other office space as may be mutually agreeable to Landlord and Tenant, at no charge to Landlord. Such employee shall not unreasonably interfere with the operations of Tenant, subtenant or either of their agents or employees on the Premises.

(b) In addition, commencing thirty days following the Commencement Date and continuing until Landfill Closure, Tenant shall cause at least four hundred (400) square feet of air conditioned office space with appropriate parking to be provided for the use of Landlord's employees or designee to be used primarily for compliance monitoring of Tenant's environmental and related obligations under this Lease, including the Remedial Action, which office space shall be in an air conditioned trailer located near the site of the ERA Work. Further, Tenant shall contribute one half of the salary of such employee, until Landfill Closure, provided that except solely in the first Lease Year as a result of the operation of (x) and (y) of this Section 35.3(b), Tenant's contribution to such salary shall not exceed One Hundred Twenty-Five Thousand Dollars (\$125,000.00) per Lease Year, pursuant to the following schedule: (x) within thirty (30) days following the Commencement Date Tenant shall pay the proportionate amount of its contribution for the period of the Commencement date thru September 31, 2012, and (y) on October 1, 2012 and on each October 1st thru and until Landfill Closure, Tenant shall pay the

OLETA PARTNERS, LLC
15045 Biscayne Boulevard
North Miami, Florida 33181
(646) 420-1930
mtillman@lefrak.com

April 14, 2015

Via Email: RMonestime@northmiamifi.gov

Ms. Regine Monestime,
City Attorney
City of North Miami
776 N.E. 125th Street
North Miami, Florida 33161

Re: Millenium Investment Group of North Miami, LLC

Dear Regine:

As I believe you are aware, since inception of the Lease for Biscayne Landing, Oleta Partners has been retaining Millenium Investment Group to oversee the management and operation of Oleta's Local Preference Initiatives and, in this regard, has been voluntarily funding costs in excess of those required to be funded by Oleta pursuant to its Management Oversight Agreement with Millenium.

Unfortunately, for an extended period of time, both I and Joseph Silver, Oleta's Compliance Officer, have been disappointed in the lack of accountability and performance of the entire staff assigned to manage and operate Oleta's Local Preference Office on behalf of Millenium. In this regard, and as you are also aware, the Lease imposes upon Oleta numerous obligations pertaining to its mandated, local preference initiatives which, we believe, are achievable, but only if Millenium and the Local Preference Office staff adopt and comply with Oleta's recommended procedures for the operation of such Local Preference Office, all as discussed below.

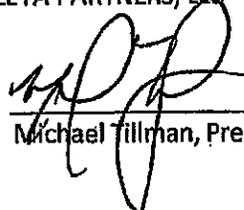
Based upon the foregoing, it was my opinion that, unless normal, customary and proper business office procedures were put in place, the situation could not be corrected, all to the detriment of the residents and businesses of the City of North Miami and, as a result thereof, the City itself.

It is for each of the above reasons that I found it necessary to forward the attached letter to Millenium, advising it of the need to immediately institute such recommended procedures. It is Oleta's hope that these procedures will be instituted in a timely fashion, but measures will be taken should they not be.

In the interim, please do not hesitate to contact me with any questions you may have regarding this matter.

Sincerely,
OLETA PARTNERS, LLC

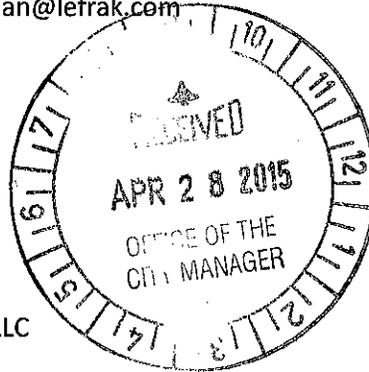
By:


Michael Tillman, President

City of North Miami, Florida
April 14, 2015
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cc.: Jonathan Kurry, Esq.
Aleem Ghany
Herb Tillman
Joseph Silver, Esq.

OLETA PARTNERS, LLC
15045 Biscayne Boulevard
North Miami, Florida 33181
(646) 420-1930
mtillman@lefrak.com



April 27, 2015

Via Federal Express

Millenium Investments Group of North Miami, LLC
1510 N.E. 162nd Street
North Miami Beach, Florida 33162

Re: Biscayne Landing
Management Oversight Agreement

NOTICE OF DEFAULT

Ladies and Gentlemen:

I am in receipt of your letter to Oleta Partners, LLC ("OPL"), dated April 20, 2015, which was in response to OPL's letter to Millenium Investments Group of North Miami, LLC's ("MIG") dated April 8, 2015 in regards to OPL's dissatisfaction with MIG's timely, professional performance of its obligations under that certain Management Oversight Agreement, dated the ___ day of _____, 2012, between OPL, as Owner, and MIG, as Manager (the "Agreement"). All capitalized terms used (but not otherwise defined) herein, shall have the identical, respective meanings ascribed to them in said Agreement.

OPL is aware of its obligations under Section 35.2.5 of the Ground Lease for Biscayne Landing and always has been, and will continue to, strictly comply with such obligations in the future. In addition, although the April 20th letter states that "With respect to the \$14,500 that you deliver each month for funding of the LPO...", it fails to mention that in addition to OPL's voluntary "funding of the LPO budget" (which happens to be in excess of the actual amount reflected in said budget, as prepared by MIG and includes the prepayment of expenses without any evidence or other substantiation thereof), OPL also pays to MIG the sum of \$6,000 per month for its performance of the identical services which are the responsibility of MIG under the Agreement but are being performed by the individuals to whom it has delegated such responsibilities. Also, OPL supplies (and has always supplied) to MIG and its consultants, free of charge, office space, photocopying and scanning usage, and Internet usage, all of which bear real costs and are not required to be funded by OPL pursuant to said Agreement.

Furthermore, the April 20th letter states that the Manager retained the LPO staff as independent contractors with a view to "efficiently stewarding the ... implementation of the Plan". This assertion may have been true during the period that Marie Gill & Associates oversaw such responsibilities. However, since your insistence that MGB be permitted to discharge Marie Gill & Associates and, in lieu thereof, retain Paola Pierre in December 2013, and thereafter appoint J. Marc Villain and Matthew

Millenium Investments Group

April 27, 2015

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Pigatt in her place and stead, has resulted in a marked deterioration of MIG's efficient stewarding of the implementation of the Plan. Such actions by these individuals, which has been documented since December 2013, can only lead to the conclusion that MIG is not "efficiently stewarding" such implementation. Further evidence of such inefficient stewarding is demonstrated by the fact that it is rare that any of MIG's principals attend the bi-monthly LPO team meetings at which they could garner factual information as to whether or not such alleged efficient operation of the of the LPO is actually occurring.

Moreover, MIG admits that it has "...not enforced a rigid schedule, nor has such a schedule been warranted", which OPL concludes is an excuse for MIG's admitted failure to oversee the proper and efficient management of the LPO's operations and its consultants, each of whom has been advised, numerous times, of the hours that such LPO must be staffed by individuals other than a receptionist/administrative assistant. It should also be noted that, during the course of Ms. Gill's management of such operations, the LPO was properly staffed in accordance with the Procedures attached to OPL's April 8th letter.

Notwithstanding the foregoing, MIG has taken the position that relieving an individual (whether an employee or a consultant) of an obligation to account for his/her time and his/her activities, is not required to properly supervise others. It is directly as a result of such attitude, that OPL was forced to require the implementation of such Procedures and Financial Reporting Requirements. In fact, Matthew was previously advised that the LPO would be closed (for approximately one day) due to the need to relocate its electric service and was told that, on the day such closure would take place, Marc, Matthew and Fabiah should report to the N.E. 151st offices, as there was ample space for them to work out of such office. Notwithstanding the foregoing, each of these individuals chose not to report to work on the day in question.

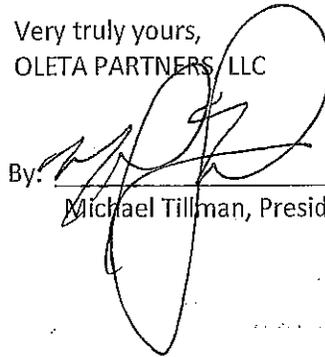
In view of the foregoing, notice is hereby given that in the event MIG does not institute, within a maximum period of thirty (30) days after MIG's receipt of this Notice, and thereafter monitor the strict compliance with such Procedures and Financial Reporting Requirements, OPL will deem MIG to be in breach and default in the performance of its obligations under the Agreement and thereafter pursue such rights and/or remedies (including, but not limited to, the possible termination of said Agreement) as may be available to it under applicable law.

Please note that representatives of OPL would be more than happy to meet, as soon as possible, with representatives of MIG in an attempt to resolve our differences and thereby avoid any such termination of the Agreement. Accordingly, please advise Alberta (amathurin@turnberry.com) of at least three dates and times that MIG would be available to meet.

In addition, please note that a copy of this Notice is not being forwarded to Arnstein & Lehr, Esqs. in that such firm has notified OPL that it no longer represents MIG.

Millenium Investments Group
April 27, 2015,
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Very truly yours,
OLETA PARTNERS, LLC

By: 
Michael Tillman, President

cc.: Emanuel Cherubin
Jean Cherubin
Barron Channer
Jonathan Kurry, Esq.
Patrick Powers
Camille Douglass
Jon Chassen, Esq.
Eric Cohen
Joseph Silver, Esq.
Scott Meyer
Herb Tillman

OLETA PARTNERS, LLC
15045 Biscayne Boulevard
North Miami, Florida 33181
(786) 629-3144
j.silver@turnberry.com

May 14, 2015

Via Federal Express

City of North Miami
776 N.E. 125th Street
North Miami, Florida 33161
Attn.: City Manager

Re: Biscayne Landing

Ladies and Gentlemen:

In accordance with Sections 7.8 and 35 of the Lease for the above referenced Property, dated May 29, 2012, between the City of North Miami, Florida and Oleta Partners, LLC (the "Developer"), I am pleased to enclose a copy of the Developer's Quarterly Report for the Quarter Ended March 31, 2015, all as required by such Sections of the Lease.

Please feel free to contact either Mr. Cohen or me with any questions you might have with respect to the enclosed Report.

Very truly yours,
OLETA PARTNERS, LLC

By: 
Joseph Silver,
Compliance Officer

cc.: City of North Miami
Hon. Mayor Smith Joseph
sjoseph@northmiamifl.gov.

City of North Miami
Councilman Scott Galvin
scott@scott-galvin.com

City of North Miami, Florida

May 14, 2015

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City of North Miami
Councilwoman Marie Erlande Steril
msteril@northmiamifl.gov

City of North Miami
Councilwoman Carol Keys, Esq.
ckkeys@northmiamifl.gov

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Councilman Philippe Ben-Aime
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City of North Miami
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roland@smgqlaw.com

Wells Fargo Bank, National Association
Attn.: Connor Atkinson
connor.atkinson@wellsfargo.co

Eric Cohen
Michael Tillman
Jonathan Kurry, Esq.
Timothy L. Brown
Aly-Khan S. Merali
Patrick Powers
Mario Romine, Esq.
Camille Douglass
Scott Meyer

**BISCAYNE LANDING
OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT
AS AT MARCH 31, 2015**

**FOR THE PERIOD JANUARY 1, 2015
THROUGH MARCH 31, 2015**

DESIGN/PERMITTING PROJECTS: For the period in question, Oleta Partners, LLC's (the "Developer") design and permitting activities included its receipt of an annual operating Permit (No. SW-1178/File No.12838) from the Miami-Dade County Department of Regulatory and Economic Resources ("RER") for the filling of the Development's Lake Nos.1, 3, and 7; and an annual operating Permit (No. SW-1636/File No. 24652) from the RER for concrete rubble processing.

CONSTRUCTION PROJECTS: The Developer's construction activities, for the period in question, have been the following: (i) the commencement of the deep dynamic compaction (and all support activities related thereto) of the area of the Development's Spine Road; (ii) the continued crushing of concrete rubble to produce clean fill in accordance with the RER's Permit therefore; (iii) the maintenance of all on-site silt fencing and erosion control devices; (iv) the routine dust control of all of the Development's haul roads and stockpiles; and (v) the periodic street sweeping of N.E. 143rd Street, east of Biscayne Boulevard.

ENVIRONMENTAL PROJECTS: For the period in question, the Developer's environmental activities included: (i) the quarterly landfill gas monitoring (First Quarter, 2015) of the Development; (ii) the ongoing coordination of the Developer's site activities, with the City and its contractor, pertaining to the Development's groundwater remediation system's operation (Phase I) and the design and completion of Phase II of such system; (iii) the completion of the quarterly maintenance of the 0.79 and 32 acre areas of wetlands surrounding the Development, all in accordance with the requirements of the RER and the South Florida Water Management District ("SFWMD"); (iv) the commencement of the semi-annual site wide (groundwater and surface water) sampling event; and (v) the submittal of the soil management quarterly report in accordance with the requirements of the RER, as well as the quarterly groundwater sampling related to these stockpiles.

On February 5, 2013, March 1, 2013 and again on March 11, 2013, the Miami Dade County Department of Regulatory and Economic Resources, Division of Environmental Resources Management ("DERM") formally approved of the Developer's use of a certain virgin rock/grout mixture as fill for the lakes located on the Development and, in accordance with such DERM approval, the Developer acquired approximately 194,000 cubic yards of such material which was delivered to, and is presently located on, the Development. Thereafter, based upon the complaints made by a City of North Miami contractor to Miami-Dade County, DERM, on May 31, 2013, temporarily rescinded such approval pending further testing of the same, which tests disclosed that such material, when subjected to a synthetic precipitation leaching procedure could result in the leaching of elevated levels of aluminum above Miami Dade County's defined Cleanup Target Levels for the same (DERM finding that general conditions of such constituent at various other sites within the County, also exceeded such Cleanup Target Level). These results were also confirmed by similar tests conducted by the Developer. Accordingly, work on the Development was suspended until DERM recommended, and the Miami Dade County Environmental Quality Control Board (the "EQCB") approved

of, the use of same, for lakefill, subject to certain conditions. Notwithstanding such DERM recommendation and EQCB approval, on September 19, 2013, the City's Public Works Director forwarded to the Developer a notice denying it the ability to use such material for its intended purpose (as recommended by DERM and approved by the EQCB), pending the City causing such material to be further tested by an independent entity (to be selected by the City) and the City's receipt and review of the results of same and such entity's opinion to be issued in connection therewith, all in conjunction with the City's review of the EQCB's September 12, 2013 approval of the Developer's use of such material.

On October 22, 2013, the City's independent environmental consultant, Westhorp & Associates, Inc., provided the City with a soil sampling summary report on the subject fill material in which such consultant concurred with DERM's recommendations and the EQCB's ruling that such material was suitable for lakefill, subject to certain conditions. Westhorp & Associates, Inc. presented such findings at the October 22, 2013 meeting of the City Council. In addition, numerous experts testified, at such meeting, that such use would not be harmful to human health or the environment.

Notwithstanding the foregoing, the City Council continued to prohibit such use of the materials for lake fill, which resulted in the Developer proposing to use the same for other on-site purposes previously permitted by DERM without a variance and, in addition, the City filed with the Circuit Court a Petition for Writ of Certiorari in an attempt to quash the Miami-Dade County Environmental Quality Control Board's order granting such variance, which Petition was responded to by the Developer's filing of a Motion to Dismiss the same, which Motion was granted by the Court, the City having subsequently elected not to appeal such decision.

Notwithstanding such agreement by the Developer (to use the material for permitted purposes other than lake fill), the City Council, on November 12, 2013, passed a Resolution ordering the Developer to immediately remove the subject material from the site, which order has been objected to by counsel to the Developer. Notwithstanding the foregoing, on November 18, 2013, counsel to the City forwarded to the Developer a demand to remove the subject material from the Development, which demand had not been rescinded as of the date of this Report.

On August 20, 2014, the Developer submitted to DERM a formal request for reclassification of the material as residential fill for unrestricted upland reuse, based on six quarters of groundwater data that was collected through coordination with DERM's staff. On September 16, 2014, DERM issued a letter stating that the material qualifies as "residential soils pursuant to DERM's soil reuse guidelines".

PERMITS AND APPROVALS: Please see Exhibit A attached hereto.

PARTICIPATION RENT: None.

SALES AND SUBLEASING: During the period in question, the Developer did not sell or enter into a sublease of any portion of the Land and/or the Premises.

LOCAL BUSINESSES AND LABOR PARTICIPATION: Please see the following Exhibits attached hereto for a summary of the following:

Exhibit B: Construction costs paid by the Developer, since inception, to the various contractors performing work at and/or for the Development, broken down so as to indicate those contractors who

are members of the City's Local Preference Group and the resulting percentage of such amounts paid to local businesses versus total amounts paid; and

Exhibit C: Total number of individuals employed by the Developer and each of its contractors/consultants (exclusive of attorneys, accountants and certain other businesses, a list of which is annexed at the end of such Exhibit) who worked at or for the Development during each of the months of October, November and December, 2014, versus those of such employees who resided in the City during each such month. In this regard, it should be noted that for the quarterly period in question, there were an aggregate of 77 City residents who worked (during all or a portion of each month of such period) at or for the Development, out of a total of 241 employees, or 32% of such total.

NEW CONTRACTS WITH MEMBERS OF THE LOCAL PREFERENCE GROUP:

In March, 2015, the Developer entered into a Letter of Intent with Zahlene Enterprises, Inc., a member of the Local Preference Group, pursuant to which such company agreed to perform certain of the Development's concrete crushing operations, which Letter of Intent was subsequently replaced by a formal Agreement for such services.

In February, 2015, the Developer entered into an agreement with Trojan Labor, a member of the Local Preference Group, pursuant to which such company agreed to supply to the Developer, as well as the independent contractors working at the Development, temporary construction laborers at certain agreed upon hourly rates.

UNAVOIDABLE DELAYS SINCE LAST REPORT:

On September 25, 2013, the Developer caused to be delivered to the City a Notice of Unavoidable Delay describing, among other events, the RER's revocation of its prior approval to use a certain virgin rock/grout mixture (the "Material") as fill for the Development's lakes, which revocation was later reversed; and, notwithstanding such reversal by the RER, the City Public Works Director's subsequent notice to the Developer to cease all use of such fill material (117 days to September 25, 2013).

At the February 25, 2014 Meeting of the City Council, there was presented to the Members a proposed form of Settlement Agreement pursuant to which the City would agree to waive its right to appeal the decision of the Court in dismissing its Petition for a Writ of Certiorari, in exchange for the Developer's agreement to use the Material for purposes other than lakefill (all as approved by the RER without a variance), which Agreement was rejected by the Council. Furthermore, as of June 30, 2014, the City Council had not rescinded its demand that the Material be moved off the site. Accordingly, as of the date hereof, the period of Unavoidable Delay applicable to such matter (only) increased, during the quarter, by an additional ninety (90) days, to a total of 669 days.

CONCEPT PLAN MODIFICATIONS SINCE LAST REPORT: On January 27, 2015, the members of the City Council adopted Resolution 2015-R-16 approving of an amendment to the Conditional Use Permit applicable to the Development, which Resolution had attached thereto an Amended Conceptual Master Development Plan for the Development.

LOCAL PREFERENCE PLAN/PROGRAM ACTIVITIES: Please see Exhibit D attached hereto for a summary of the Local Preference Plan/Program activities undertaken during the period in question by the Administrator of the Developer's Local Preference Plan Initiatives, Millenium Investments Group of North Miami, LLC.

COSTS INCURRED IN COMPLYING WITH LOCAL PREFERENCE PLAN: The total fees, costs and/or expenses incurred by the Developer in complying with its obligations under its Local Preference Plan, was \$197,745 for the six (6) month period ended February 28, 2015. Details regarding each component of such total fees, costs and/or expenses, as well as substantiating backup documentation in support thereof, is on file at the Developer's offices and is open to inspection by the City upon request.

TRAINING INITIATIVES: Please see Exhibit E attached hereto for a Summary of the Developer's training initiatives in process during the period in question.

BISCAYNE LANDING

**EXHIBIT A TO OLETA PARTNER'S, LLC'S
QUARTERLY PROGRESS REPORT**

PERMITS AND APPROVALS

**FOR THE PERIOD JANUARY 1, 2015
THROUGH MARCH 31, 2015**

PERMITS AND APPROVALS

PERMITS ISSUED: None.

APPROVALS ISSUED: On January 27, 2015, the members of the City Council adopted Resolution 2015-R-16 approving of an amendment to the Development's conditional Use Permit.

APPROVALS DENIED: Please see the information provided in the second through fifth paragraphs under the heading "Environmental Projects".

BISCAYNE LANDING

**EXHIBIT B TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT**

CONSTRUCTION COSTS

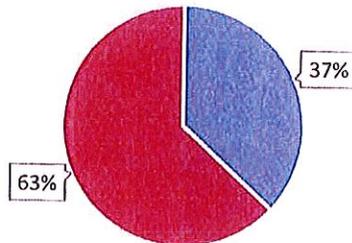
**FOR THE PERIOD FROM INCEPTION
THROUGH MARCH 31, 2015**

**Construction Costs Paid To Local Businesses versus Total Construction
Costs From Inception Through March 31, 2015**

**Inception Through
31-Mar.-2015**

	Inception Through 31-Mar.-2015	
Local Businesses-Construction Costs		
Atkins No. Amer./Premiere Design - Surveying	\$	81,059
Ameri-Temps Employment	\$	271
Apex Tech. Electrical and A/C	\$	4,209
Bert's Painting	\$	14,220
Country Bills Lawn Maintenance	\$	948,444
DC Equipment	\$	1,618,649
Fifty State Security	\$	268,122
Lake & Weland Mgt./Ameritemps Employment	\$	18,844
Lassiter Plumbing Co.	\$	238
Premiere Design Solutions	\$	6,821
R&M Truck Repair	\$	7,590
SCS ES Consult./Wingerters Labs-Miscellaneous	\$	291,002
Superman Plumbing	\$	2,937
The Fairy Cleaners	\$	22,515
Tondreau & Associates - Cleaning	\$	930
Wingerters Labs - Chemical Analysis	\$	36,420
Total Local Business Construction Costs Incurred to Date	\$	3,322,271
Total Construction Costs Incurred to Date	\$	8,866,805
% Local Business Construction Costs to Total Construction Costs		37.47%

**% local business construction costs
vs non-local business construction costs**



- Total local business construction costs incurred from inception thru 12-31-14
- Total non-local business construction costs incurred from inception thru 12-31-14

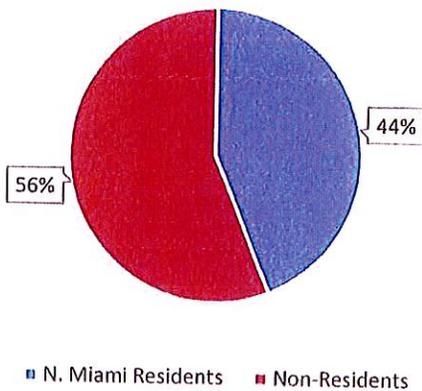
BISCAYNE LANDING
EXHIBIT C TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT
EMPLOYED INDIVIDUALS
FOR EACH OF THE MONTHS OF
JANUARY THROUGH MARCH, 2015

**NORTH MIAMI RESIDENTS EMPLOYED
AND ASSIGNED TO WORK ON THE DEVELOPMENT BY CONTRACTORS
VS. TOTAL NUMBER OF EMPLOYEES ASSIGNED TO DEVELOPMENT
BY EACH SUCH CONTRACTOR DURING THE
MONTH OF JANUARY, 2015^(1/2)**

Name of Company	# of N. Miami Residents Employed	Total # of Employees
Oleta Partners LLC*	3	7
All Star Toilets	0	3
Arquitectonica	0	4
Bert's Painting Contractors*	1	1
Conestoga Rovers & Assoc.	0	1
Country Bill's Lawn Maint.*	10	10
EDSA, Inc.	0	4
Fifty State Security*	5	6
Millenium Investments	2	4
R&M Auto & Truck Repair*	0	1
SCS ES Consultants-Engineering	0	5
SCS ES Consultants/ Wingerter Labs/Premiere Des.-Misc. Serv.*	0	0
Southern Waste Systems	0	2
The Fairy Cleaners*	3	3
Waste Pro	0	2
Wingerter Labs*	1	4
Total	25	57

* Denotes Local Business

Residents Assigned to Project



Total Number of North Miami Residents Assigned to the Project = **25**

Total Number of Employees Assigned to the Project = **57**

Percentage of North Miami Residents Assigned to the Project = **43.9%**

1 Based upon information submitted by each contractor set forth above but, with respect to certain of such information, has not been verified as of the date of this Report.

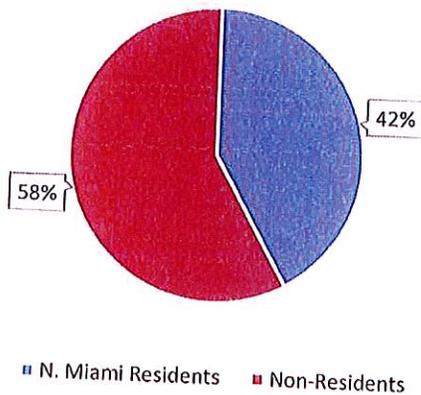
2 Excludes those categories of vendors set forth on the Exclusions to Reporting annexed hereto.

**NORTH MIAMI RESIDENTS EMPLOYED
AND ASSIGNED TO WORK ON THE DEVELOPMENT BY CONTRACTORS
VS. TOTAL NUMBER OF EMPLOYEES ASSIGNED TO DEVELOPMENT
BY EACH SUCH CONTRACTOR DURING THE
MONTH OF FEBRUARY, 2015^(1/2)**

Name of Company	# of N. Miami Residents Employed	Total # of Employees
Oleta Partners LLC*	3	7
All Star Toilets	0	3
Arquitectonica	0	4
Conestoga Rovers & Assoc.	0	1
Country Bill's Lawn Maint.*	10	10
EDSA, Inc.	0	5
Fifty State Security*	5	7
Millenium Investments	2	4
R&M Auto & Truck Repair*	0	1
SCS ES Consultants-Engineering	0	5
SCS ES Consultants/ Wingerter Labs/Premiere Des.-Misc. Serv.*	0	1
Southern Waste Systems	0	2
The Fairy Cleaners*	3	3
Waste Pro	0	2
Total	23	55

* Denotes Local Business

Residents Assigned to Project



Total Number of North Miami Residents Assigned to the Project = **23**

Total Number of Employees Assigned to the Project = **55**

Percentage of North Miami Residents Assigned to the Project = **41.8%**

1 Based upon information submitted by each contractor set forth above but, with respect to certain of such information, has not been verified as of the date of this Report.

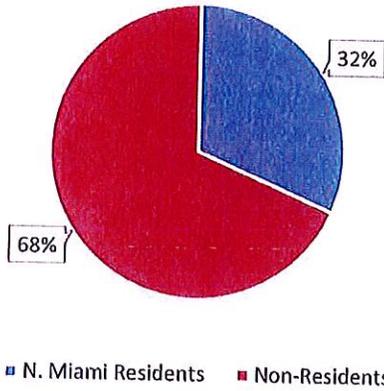
2 Excludes those categories of vendors set forth on the Exclusions to Reporting annexed hereto.

NORTH MIAMI RESIDENTS EMPLOYED
AND ASSIGNED TO WORK ON THE DEVELOPMENT BY CONTRACTORS
VS. TOTAL NUMBER OF EMPLOYEES ASSIGNED TO DEVELOPMENT
BY EACH SUCH CONTRACTOR DURING THE
MONTH OF MARCH, 2015^(1/2)

Name of Company	# of N. Miami Residents Employed	Total # of Employees
Oleta Partners LLC*	3	7
All Star Toilets	0	3
Arquitectonica	0	5
Apex Technical Air Cond.*	0	1
Atkins No. Amer./Premiere Des.*	0	5
Atlas Carpet	0	1
Bert's Painting Services	1	1
Conestoga Rovers & Assoc.	0	2
Country Bill's Lawn Maint.*	10	10
EDSA, Inc.	0	4
Densification, Inc.	0	3
Fifty State Security*	3	5
Lake & Wetland Mgmt./Ameri-Temps	2	9
Lassiter Plumbing*	1	1
Millenium Investments	2	3
R&M Auto & Truck Repair	0	1
SCS ES Consultants-Engineering	0	4
SCS ES Consultants/ Wingerter Labs/Premiere Des.-Misc. Serv.*	1	7
*Southern Waste Systems	0	2
The Fairy Cleaners*	3	3
Tristan Painting, Inc.	0	6
Trojan Labor	2	3
*Waste Pro	0	2
Wingerter Labs*	1	4
Total	29	92

* Denotes Local Business

Residents Assigned to Project



Total Number of North Miami Residents Assigned to the Project = **29**

Total Number of Employees Assigned to the Project = **92**

Percentage of North Miami Residents Assigned to the Project = **31.5%**

1 Based upon information submitted by each contractor set forth above but, with respect to certain of such information, has not been verified as of the date of this Report.

2 Excludes those categories of vendors set forth on the Exclusions to Reporting annexed hereto.

EXCLUSIONS TO REPORTING

National delivery companies (such as Fedex)
Internet purchases (such as Staples/Office Max)
Attorneys
Accountants
Consultants reviewing Association Documents
Insurance agents/bonding companies
Lobbyists/PR Agencies
Printers
Office equipment/FF&E lessors
Market analysts
Name/branding consultants
Enterprise Zone consultants
Grant consultants
Material suppliers
Local delivery companies/movers
Utility companies (such as FPL)
Companies placing advertising (such as Miami Herald/Radyo Puple)
Postage suppliers
Municipalities/governmental agencies (such as South Florida Water Management District)
Entities retained by the City of North Miami (for which Oleta Partners is responsible)
Telephone/internet suppliers
Educational institutions providing training
Employment agencies

BISCAYNE LANDING

**EXHIBIT D TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT**

LOCAL PREFERENCE ACTIVITIES REPORTS

**FOR THE PERIOD JANUARY 1, 2015
THROUGH MARCH 31, 2015**

Biscayne Landing - Local Preference Office (LPO)

Activities Report for January 2015

LPO Traffic

Contact information for all North Miami residents that visited the LPO for the month of January were entered in the resident database.

Week One – January 5 – 9

Nine (9) walk-ins. Two (2) new.

Week Two – January 12 – 16

Seven (7) walk-ins. Four (4) new.

Week Three – January 19 – 23

Eleven (11) walk-ins. One (1) new.

Week Four – January 26 – 30

Five (5) walk-ins. Three (3) new.

Twenty-five (25) inquired about jobs. Seven (7) inquired about scholarships for training. Two (2) inquired about bids.

LPO Occupational Training

- **Turner Tech:**
 - Contacted all December 2014 graduates. Nine (9) showed up to scheduled meetings to discuss their Turner Tech experience and post graduate plans. Forty-one (41) students are currently enrolled.
- **FIU:**
 - Four (4) students from North Miami High are currently enrolled.
- **Miami Lakes Educational Center:**
 - No updates

LPO Activities – 2015 Program Planning

As directed by the Project Office, during the month of January, the LPO's activities were focused on:

- 1.) Drafting and executing a Plan for connecting recent and future graduates of Turner Tech/OIC and Miami Lakes Tech to job opportunities outside of Biscayne Landing pending the site's ramp up of the construction
- 2.) Drafting and executing a plan for connecting residents to contractors
- 3.) Organizing students and residents for City Council Meeting

Below is an account of some of the specific tasks that the LPO worked on:

1. Met with all training partners to discuss post-graduation plans for graduates
2. Compiled list of contractors, subcontractors, construction sites, and our procurement vendors
3. Began registering graduates with Trojan Labor and continued registering such graduates with AmeriTemps and other temporary employment agencies
4. Began collecting resumes of residents, especially the recent graduates
5. Set up one-on-one interviews for Turner Tech graduates to:
 - Discuss career goals
 - Review resumes
 - Discuss their efforts to obtain employment
 - Discuss potential job opportunities outside of Biscayne Landing
 - Encourage them to visit sites and join organizations
6. Set up systems to track the number of individuals who obtain employment
7. Developed a package to introduce the LPO as a resource to fulfill local labor needs
8. Modified language of bid package to encourage the submission of details of anticipated jobs

LPO Business Activities

No activities during this month.

Project Development

No activities during this month.

Biscayne Landing - Local Preference Office (LPO)

Activities Report for February 2015

LPO Traffic

Contact information for all North Miami residents that visited the LPO for the month of February were entered in the resident database.

Week One – February –

Six (6) walk-ins. Four (4) new.

Week Two – February –

Fifteen (15) walk-ins. Five (5) new.

Week Three – February –

Two (2) walk-ins. One (1) new.

Week Four – February –

One (1) walk-ins. Zero (0) new.

Of the foregoing visitors to the LPO, sixteen (16) inquired about jobs, an additional four (4) inquired about scholarships for training and two (2) inquired about upcoming invitations to bids.

LPO Occupational Training

- **Turner Tech:** Forty-one (41) students are currently enrolled. Twenty-eight (28) are having attendance issues (either missing more than 3 classes or were late to class more than 4 times this semester).
- **FIU:** Four (4) students currently enrolled.
- **Miami Lakes Educational Center:** Twelve (12) students graduated. All twelve (12) were contacted for a follow-up interview. Seven (7) showed up.

LPO Activities – 2015 Program Planning

The LPO continued to update and finalize its operating protocols and tools, as follows: business database, screening protocol, recruitment protocol, release of information form, letter promoting our graduates and students to outside contractors, and continued updating of the office filing system.

LPO Activities

Below is a summary of the business and job placement activities conducted during the month of February:

Contractor Referral

1. Acting on a request from OPL's Project Manager to identify a pool of local businesses specializing in fencing, demolition and electrical contractors, the LPO referred 2 local electrical

contractors: Fello Electric and Jerusalem Electrical, to the Project Office. No local fencing or demolition companies were identified.

Job Placement

1. The LPO Team and OPL met with Joey Finberg of Trojan Labor, a local, temporary employment agency, to discuss OPL opening an account and registering North Miami residents and students interested in job placement.
2. The LPO Team met with Michael Rivers, Employment Specialist with CareerSource, in an effort to identify more agencies to assist with job placement of interested graduates.
3. The LPO Team is working on putting together an innovative on the job training program with E-Serano Appliance & Repair, Inc. where A/C repair graduates from Turner Tech may be working for the company at minimum wage for 3 months while they receive training, all with the understanding that if their performance is satisfactory during such trial period, the company might retain them at market rate.

Job Projection on Site

1. The LPO Team spoke to Kaola King, the owner of a local trucking company, and John Allred of Country Bill's Landscaping, also a local company, both of whom were potential sub-contractors to the contractor selected for the upcoming Spine Road construction project. Together the two (2) companies project to generate between 23 to 25 jobs.

Project Development

The LPO Team sent out over 500 email invitations to potential contractors (local and non-local) inviting them to participate in a mandatory bid conference for each of the Development's Concrete Crushing Operations and Lake Fill operations. The Team also placed the advertisement/flyers in strategic locations in the City of North Miami.

The Team also participated in the foregoing bid conferences and provided an overview of the LPO offerings to residents and businesses. Following the meetings, the Team met with a potential local companies in an effort to expedite their Business Tax Receipt applications to the City of North Miami.

Biscayne Landing - Local Preference Office (LPO)

Activities Report for March 2015

LPO Traffic

Contact information for all North Miami residents that visited the LPO for the month of March were entered in the resident database.

Week One – March 2 – 6

Five (5) walk-ins. Three (3) new.

Week Two – March 9 – 13

Four (4) walk-ins. Three (3) new.

Week Three – March 16 – 20

Nine (9) walk-ins. Five (5) new.

Week Four – March 23 – 27

Five (5) walk-ins. Two (2) new.

As to these individuals, eight (8) inquired about jobs, fifteen (15) inquired about scholarships for training and one (1) inquired about upcoming invitations to bid.

LPO Occupational Training

- **OIC:**
 - Received nine (9) NCCER certificates for those who completed Class 3. Restarted dialogue for another class to start in May/June, 2015.
 - **Turner Tech:**
 - Twenty-eight (28) students were contacted for missing more than three (3) classes or arriving late to class more than four (4) times. Started to recruit for April 27th start date. Finalized two (2) orientation dates: April 2nd and April 7th.
- Miami Lakes Educational Center:**
- Started to recruit for May 13th start date.

LPO Activities

During the month of March, the LPO started to recruit for upcoming training classes, finalized the scholarship screening and recruitment protocols, serviced residents and businesses that contacted our office, and continued to monitor our scholarship recipients.

LPO Business Activities

The LPO continued to monitor the referral of two (2) local electrical contractors (Jerusalem Electrical and Fello Electrical) as requested by the Project office. The contractors met with both the Land Development Manager and the Project Manager to discuss the scope of work and subsequently submitted their bids.

The LPO continued to work with Big Daddy's Tree Cutting and Landscaping, a licensed arborist company, including assisting the company in its bid submittal for work on the site.

The LPO also continued with the effort of identify new ways to assist the recent graduates from the Project's occupational training programs with job placement referral. The LPO team sent letters to 15 active construction sites offering to connect them with the student/graduates as potential employers and laborers.

Project Development

No activities during this month.

BISCAYNE LANDING

**EXHIBIT E TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT**

TRAINING INITIATIVES

**FOR THE PERIOD JANUARY 1, 2015
TO MARCH 31, 2015**

INTER-OFFICE MEMO

To: Herb Tillman
From: Joseph Silver
Date: April 15, 2015
Subject: Training Programs

In response to your inquiry, the following is a summary of the status of Oleta Partners' efforts in complying with its Training Initiatives obligation, the entire cost of which is being funded by Oleta Partners:

TURNER TECHNICAL ARTS ADULT EDUCATION CENTER:

In addition to the three (3) students who previously graduated from Turner Tech, as of the end of Turner Tech's Third Trimester 2014 (which ended in December, 2014) there was a total of fifty-nine (59) students who successfully completed their chosen course of study, seventeen (17) of whom graduated from the program in December. In addition: (i) all but one of the balance of such class of students (41) elected to continue on by enrolling in the trimester which commenced in January, 2015, each of whom is a resident of the City of North Miami, and all with the understanding that the cost of their tuition, fees, books and tools have been and will be completely funded by Oleta Partners. Out of such continuing class of students, eleven (11) individuals will be graduating from Turner Tech on April 16, 2015.

Furthermore, as of March 31, 2015, the Local Preference Office ("LPO") was interviewing individuals interested in attending classes for the trimester starting April 27, 2015, all with the goal of granting an additional twenty (20) scholarships to qualified North Miami Residents.

Such classes, in most instances, utilize the NCCER curricula discussed below. They are anticipated to be completed within four (4) trimesters, or approximately fourteen (14) months, assuming that each student attends classes four (4) evenings per week, five (5) hours per evening, for the entire course. Please note, however, that the flexibility of these programs will permit a student to skip an entire trimester or attend classes two nights per week, at their option; provided, however, that in all events, each student, as a condition to graduating, must complete the required total number of hours of each course (i.e., 1,200 hours-commercial electrician; 960 hours-plumber). Upon completion of this vocational training, each student will receive a certification for their chosen trade.

OIC OF BROWARD COUNTY: This National Center for Construction Education and Research endorsed courses conducted by OIC of Broward County, Inc. at Biscayne Landing (and recognized by the Miami-Dade County Public Schools – Division of Career and Technical Education) is comprised of a two (2) day, Basic OSHA Training Course, followed by a ten (10) to fourteen (14) week Core Construction Training Course (the number of weeks being dependent on how many nights per week (2 or 3) the majority of the students desire. Please see below for more detailed information regarding these programs.

As of the date hereof, a total of forty-six (46) students had successfully completed, graduated and received both their NCCER/Core Construction and OSHA-10 certifications, of which two (2) were

successfully placed for employment by OIC; and an additional six (6) individuals received their OSHA-10 certifications.

In addition to the foregoing, as of March 31, 2015, the LPO was instructed to interview individuals interested in attending a new course of study in June, 2015, all with the goal of granting an additional twenty (20) scholarships to qualified North Miami Residents.

MIAMI LAKES EDUCATION CENTER: In September, 2014, Oleta Partners sponsored the cost (including tuition, books, uniforms and miscellaneous items) of twelve (12) North Miami residents participating in Miami-Dade County Public Schools'- Miami Lakes Adult Educational Center's course in heavy equipment operations. This 1,200 hour course (which will conclude in February, 2015) provides training five days per week/five hours per day in operating numerous heavyweight vehicles, including bulldozers, forklifts, backhoes and wheel loaders. In addition, students are instructed in skills such as grading, sloping and backfilling, as well as basic equipment maintenance and safety procedures. Each student successfully completed such course and, upon graduating, received NCCER's Level One Heavy Equipment Operator Engineer's Certification, General Construction Forklift Certification and OSHA 10 and OSHA 500 Certifications.

In addition to the foregoing, as of March 31, 2015, the LPO was interviewing individuals interested in attending a new course of study commencing in May, 2015, all with the goal of granting an additional ten (10) scholarships to qualified North Miami Residents.

ABC INSTITUTE: In October, 2013, Oleta Partners and Marie Gill met with Ruth Tirado, Vice-President of Education and Training of ABC Institute which represents major contractors and suppliers which agree to employ qualified individuals for participation in their apprenticeship programs while, at the same time, attend ABC's vocational training program, the cost of which is funded by each such contractor. At such meeting, Ms. Tirado advised that she currently had opportunities for six (6) electrical helpers and anticipated future needs for plumbing helpers. As a result, the LPO recommended six (6) individuals for participation in the program, although only four such candidates appeared for the required interviews. Out of such group, three were selected to be interviewed by the contractor in question and, as a result, were offered employment by such contractor. Unfortunately, of such three selectees, only one (1) agreed to participate in the program.

FIU CULINARY ARTS ACADEMY: As you are aware, in August, 2013 the City Manager approved of Oleta Partners' request to include, as part of its Training Initiatives, the ten (10) week course offered by FIU's Culinary Arts Academy (a Division of its Institute for Hospitality & Tourism Education & Research) for those individuals who desired to start a career in the culinary arts and take advantage of job opportunities in restaurants, hotels and resorts, among others.

The first of such courses commenced in January, 2014 and, accordingly, the Local Preference Office solicited (from its database of North Miami residents) a group of six (6) individuals who were sponsored by Oleta Partners, qualified, attended and graduated from such program; and, as of the date hereof, one such individual was placed (by FIU) for employment.

In addition to the foregoing, Oleta Partners subsequently sponsored an additional four (4) North Miami residents for participation in a new program which commenced in September 2014, three (3) of whom successfully completed the program and one of which is anticipated to graduate after attending certain make-up classes.

Furthermore, in January, 2015, Oleta Partners sponsored an additional four (4) North Miami residents, each of which were completing their senior year of high-school and successfully graduated from the program.

Finally, although Oleta partners intended to grant scholarships to an additional six (6) individuals for a course which was anticipated to commence in April, 2015, FIU elected to delay such course until September, 2015.

SUMMARY: Please be advised that, as of the date hereof, the following information summarizes the results of Oleta Partners' efforts in complying with its Training Initiatives:

Number of Students Completing OSHA-10/NCCER Core Construction Courses	46
Number of Students Completing OSHA-10 Course	6
Number of Students Graduated from Turner Tech Program	20
Number of Students Graduated from Miami Lakes Heavy Equipment Operations	12
Number of Students Completing the ABC Apprenticeship Program	1
Number of Students Presently Attending Turner Tech	41
Number of Students Completing FIU Culinary Arts Program	13

ABOUT NCCER: NCCER is a not-for-profit 501(c)(3) education foundation created in 1996 as The National Center for Construction Education and Research. It was developed with the support of more than 125 construction CEOs and various association and academic leaders who united to revolutionize training for the construction industry. Sharing the common goal of developing a safe and productive workforce, these companies created a standardized training and credentialing program for the industry. This progressive program, which is recognized by the U.S. Department of Labor and numerous state and local education departments, including the Florida Department of Education and the Miami-Dade County Public Schools, has evolved into curricula for more than 60 craft areas and a complete series of more than 70 assessments offered in over 4,000 NCCER-accredited training and assessment locations across the United States.

NCCER develops standardized construction and maintenance curricula and assessments with portable credentials. These credentials are tracked through NCCER's National Registry which allows organizations and companies to track the qualifications of their craft professionals and/or check the qualifications of possible new hires. The National Registry also assists craft professionals by maintaining their records in a secure database.

CURRICULUM. In cooperation with publishing partner Pearson, NCCER develops and publishes a world-class curriculum created by Subject Matter Experts representing contractors and schools from around the United States. Subject Matter Experts ensure exceptional training programs that meet or exceed national industry standards. The NCCER curriculum, which includes more than 60 craft areas, is taught worldwide by contractors, associations, construction users, and secondary and post-secondary schools.

TRAINING AND CERTIFICATIONS. NCCER offers curricula in over 60 different craft areas and more than 80 different assessments. When you successfully complete training, assessments and/or performance verifications through an NCCER Accredited Training Sponsor or Assessment Center, NCCER's National Registry records your completions and issues the appropriate credentials. It is these portable, industry-recognized credentials that many industry leaders look for when making employment decisions.

**BISCAYNE LANDING
OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT
AS AT DECEMBER 31, 2014**

**FOR THE PERIOD OCTOBER 1, 2014
THROUGH DECEMBER 31, 2014**

DESIGN/PERMITTING PROJECTS: For the period in question, Oleta Partners, LLC's (the "Developer") design and permitting activities included its receipt of an annual operating Permit (No. SW-1178/File No.12838) from the Miami-Dade County Department of Regulatory and Economic Resources ("RER") for the filling of the Development's Lake Nos.1, 3, and 7; and an annual operating Permit (No. SW-1636/File No. 24652) from the RER for concrete rubble processing.

CONSTRUCTION PROJECTS: The Developer's construction activities, for the period in question, have been the following: (i) the continued crushing of concrete rubble to produce clean fill in accordance with the RER's Permit therefore; (ii) the maintenance of all on-site silt fencing and erosion control devices; (iii) the routine dust control of all of the Development's haul roads and stockpiles; (iv) the periodic street sweeping of N.E. 143rd Street, east of Biscayne Boulevard; and (v) the commencement of the deep dynamic compaction (and all support activities related thereto) of the area of the Development's Spine Road.

ENVIRONMENTAL PROJECTS: For the period in question, the Developer's environmental activities included: (i) the quarterly landfill gas monitoring (Fourth Quarter, 2014) of the Development; (ii) the ongoing coordination of the Developer's site activities, with the City and its contractor, pertaining to Development's groundwater remediation system's operation (Phase I) and the design and completion of Phase II of such system; (iii) the completion of the quarterly maintenance of the 0.79 and 32 acre areas of wetlands surrounding the Development, all in accordance with the requirements of the RER and the South Florida Water Management District ("SFWMD"); (iv) commencement of the semi-annual site wide (groundwater and surface water) sampling event; and (v) the submittal of the soil management quarterly report in accordance with the requirements of the RER, as well as the quarterly groundwater sampling related to these stockpiles.

On February 5, 2013, March 1, 2013 and again on March 11, 2013, the Miami Dade County Department of Regulatory and Economic Resources, Division of Environmental Resources Management ("DERM") formally approved of the Developer's use of a certain virgin rock/grout mixture as fill for the lakes located on the Development and, in accordance with such DERM approval, the Developer purchased approximately 194,000 cubic yards of such material which was delivered to, and is presently located on, the Development. Thereafter, based upon the complaints made by a City of North Miami contractor to Miami-Dade County, DERM, on May 31, 2013, temporarily rescinded such approval pending further testing of the same, which tests disclosed that such material, when used below the water table, might result in the leaching of elevated levels of aluminum above Miami Dade County's defined Cleanup Target Levels for the same (DERM finding that general conditions of such constituent at various other sites within the County, also exceeded such Cleanup Target Level). These results were also confirmed by certain tests conducted by the Developer. Accordingly, work on the Development was suspended until DERM recommended, and the Miami Dade County Environmental Quality Control Board (the "EQCB") approved of, the use of same, for lakefill, subject

to certain conditions. Notwithstanding such DERM recommendation and EQCB approval, on September 19, 2013, the City's Public Works Director forwarded to the Developer a notice denying it the ability to use such material for its intended purpose (as recommended by DERM and approved by the EQCB), pending the City causing such material to be further tested by an independent entity (to be selected by the City) and the City's receipt and review of the results of same and such entity's opinion to be issued in connection therewith, all in conjunction with the City's review of the EQCB's September 12, 2013 approval of the Developer's use of such material.

On October 22, 2013, the City's independent environmental consultant, Westhorp & Associates, Inc., provided the City with a soil sampling summary report on the subject fill material in which such consultant concurred with DERM's recommendations and the EQCB's ruling that such material was suitable for lakefill, subject to certain conditions. Westhorp & Associates, Inc. presented such findings at the October 22, 2013 meeting of the City Council. In addition, numerous experts testified, at such meeting, that such use would not be harmful to human health or the environment.

Notwithstanding the foregoing, the City Council continued to prohibit such use of the materials for lake fill, which resulted in the Developer proposing to use the same for other on-site purposes previously permitted by DERM without a variance and, in addition, the City filed with the Circuit Court a Petition for Writ of Certiorari in an attempt to quash the Miami-Dade County Environmental Quality Control Board's order granting such variance, which Petition was responded to by the Developer's filing of a Motion to Dismiss the same, which Motion was granted by the Court, the City having subsequently elected not to appeal such decision.

Notwithstanding such agreement by the Developer (to use the material for permitted purposes other than lake fill), the City Council, on November 12, 2013, passed a Resolution ordering the Developer to immediately remove the subject material from the site, which order has been objected to by counsel to the Developer. Notwithstanding the foregoing, on November 18, 2013, counsel to the City forwarded to the Developer a demand to remove the subject material from the Development, which demand had not been rescinded as of the date of this Report.

On August 20, 2014, the Developer submitted to DERM a formal request for reclassification of the material as residential fill for unrestricted upland reuse, based on six quarters of groundwater data that was collected through coordination with DERM's staff. On September 16, 2014, DERM issued a letter stating that the material qualifies as "residential soils pursuant to DERM's soil reuse guidelines".

PERMITS AND APPROVALS: Please see Exhibit A attached hereto.

PARTICIPATION RENT: In February, 2013, the Developer entered into an Agreement pursuant to which it assigned its rights to use the Development's Billboard to the operator of a retail store located in Biscayne Commons (the Shopping Center located immediately adjacent to the Development) for the thirteen (13) month period commencing February 6, 2013, thereby entitling the City to receive, in the form of Participation Rent, a certain percentage of the Usage Fees payable thereunder. In addition, on October 1, 2013, the parties to said Agreement agreed to renew the term thereof for an additional period of one (1) year (expiring March 5, 2015), subject to the user's agreement to pay increased Usage Fees (of five (5%) percent) in consideration thereof. However, in that the Lease for the Development does not specify such percentage (to be applied to such revenues), the Developer submitted a proposal regarding the same and is presently awaiting a response thereto from the City.

SALES AND SUBLEASING: During the period in question, the Developer did not sell or enter into a sublease of any portion of the Land and/or the Premises. However, on March 21, 2014, the Developer and Warren Henry Automobiles, Inc. entered into an Agreement to Enter Into Ground Sublease for an approximately 8.5 acre parcel of Biscayne Landing to be used as an automobile dealership, the transactions reflected in such Agreement not having been consummated as of the date of this Report.

LOCAL BUSINESSES AND LABOR PARTICIPATION: Please see the following Exhibits attached hereto for a summary of the following:

Exhibit B: Construction costs paid by the Developer, since inception, to the various contractors performing work at and/or for the Development, broken down so as to indicate those contractors who are members of the City's Local Preference Group and the resulting percentage of such amounts paid to local businesses versus total amounts paid; and

Exhibit C: Total number of individuals employed by the Developer and each of its contractors/consultants (exclusive of attorneys, accountants and certain other businesses, a list of which is annexed at the end of such Exhibit) who worked at or for the Development during each of the months of October, November and December, 2014, versus those of such employees who resided in the City during each such month. In this regard, it should be noted that for the quarterly period in question, there were an aggregate of 77 City residents who worked (during all or a portion of each month of such period) at or for the Development, out of a total of 241 employees, or 32% of such total.

NEW CONTRACTS WITH MEMBERS OF THE LOCAL PREFERENCE GROUP: None.

UNAVOIDABLE DELAYS SINCE LAST REPORT:

On September 25, 2013, the Developer caused to be delivered to the City a Notice of Unavoidable Delay describing, among other events, the RER's revocation of its prior approval to use a certain virgin rock/grout mixture (the "Material") as fill for the Development's lakes, which revocation was later reversed; and, notwithstanding such reversal by the RER, the City Public Works Director's subsequent notice to the Developer to cease all use of such fill material (117 days to September 25, 2013).

At the February 25, 2014 Meeting of the City Council, there was presented to the Members a proposed form of Settlement Agreement pursuant to which the City would agree to waive its right to appeal the decision of the Court in dismissing its Petition for a Writ of Certiorari, in exchange for the Developer's agreement to use the Material for purposes other than lakefill (all as approved by the RER without a variance), which Agreement was rejected by the Council. Furthermore, as of June 30, 2014, the City Council had not rescinded its demand that the Material be moved off the site. Accordingly, as of such date, the period of Unavoidable Delay applicable to such matter (only) increased, during the quarter, by an additional ninety-two (92) days, to a total of 579 days.

CONCEPT PLAN MODIFICATIONS SINCE LAST REPORT: On December 2, 2014, the Developer presented to the City's Planning Department a proposed Resolution pursuant to which the Development's Conditional Use Permit would be amended; and, in connection therewith, there was attached thereto a proposed, revised Conceptual Master Development Plan for the Development, a discussion on the approval of which is anticipated to be held by the City Council in January, 2015.

LOCAL PREFERENCE PLAN/PROGRAM ACTIVITIES: Please see Exhibit D attached hereto for a summary of the Local Preference Plan/Program activities undertaken during the period in question by the

Administrator of the Developer's Local Preference Plan Initiatives, Millenium Investments Group of North Miami, LLC.

COSTS INCURRED IN COMPLYING WITH LOCAL PREFERENCE PLAN: The total fees, costs and/or expenses incurred by the Developer in complying with its obligations under its Local Preference Plan, was \$99,021 for the three (3) month period ended November 30, 2014. Details regarding each component of such total fees, costs and/or expenses, as well as substantiating backup documentation in support thereof, is on file at the Developer's offices and is open to inspection by the City upon request.

TRAINING INITIATIVES: Please see Exhibit E attached hereto for a Summary of the Developer's training initiatives in process during the period in question.

BISCAYNE LANDING

**EXHIBIT A TO OLETA PARTNER'S, LLC'S
QUARTERLY PROGRESS REPORT**

PERMITS AND APPROVALS

**FOR THE PERIOD OCTOBER 1, 2014
THROUGH DECEMBER 31, 2014**

PERMITS AND APPROVALS

PERMITS ISSUED:

During the period in question, the RER issued its: (i) 2015 annual operating Permit (No. SW-1178/File No. 12838) for the filling of the Development's Lake Nos. 1, 3, and 7; and (ii) 2015 annual operating Permit (No. SW-1636/File No. 24652) for concrete rubble processing.

APPROVALS ISSUED:

During the period in question, no Approvals were issued.

APPROVALS DENIED: Please see the information provided in the second through fifth paragraphs under the heading "Environmental Projects".

BISCAYNE LANDING

**EXHIBIT B TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT**

CONSTRUCTION COSTS

**FOR THE PERIOD FROM INCEPTION
THROUGH DECEMBER 31, 2014**

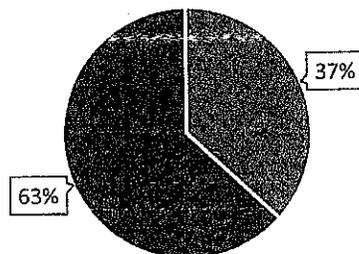
**Construction Costs Paid To Local Businesses versus Total Construction
Costs From Inception Through December 31, 2014**

**Inception Through
31-Dec.-2014**

Local Businesses-Construction Costs

Atkins No. Amer./Premiere Design - Surveying	\$ 76,439
Ameri-Temps Employment	\$ 271
Apex Tech. Electrical and A/C	\$ 3,945
Bert's Painting	\$ 14,220
Country Bills Lawn Maintenance	\$ 837,883
DC Equipment	\$ 1,618,649
Fifty State Security	\$ 231,786
Lake & Weland Mgt./Ameritemps Employment	\$ 18,844
Lester Plumbing Co.	\$ 108
Premiere Design Solutions	\$ 6,821
R&M Truck Repair	\$ 7,269
SCS ES Consult./Wingerter Labs-Miscellaneous	\$ 283,802
Superman Plumbing	\$ 2,937
The Fairy Cleaners	\$ 21,315
Tondreau & Associates - Cleaning	\$ 930
Wingerter Labs - Chemical Analysis	\$ 33,270
Total Local Business Construction Costs Incurred to Date	\$ 3,158,489
Total Construction Costs Incurred to Date	\$ 8,564,394
% Local Business Construction Costs to Total Construction Costs	36.88%

**% local business construction costs
vs non-local business construction costs**



- Total local business construction costs incurred from inception thru 12-31-14
- Total non-local business construction costs incurred from inception thru 12-31-14

BISCAYNE LANDING

**EXHIBIT C TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT**

EMPLOYED INDIVIDUALS

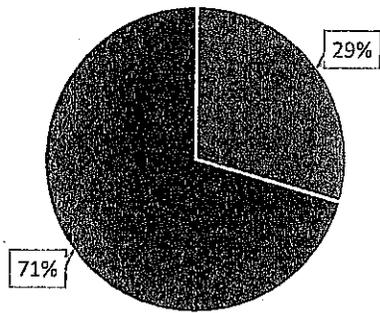
**FOR EACH OF THE MONTHS OF
OCTOBER THROUGH DECEMBER, 2014**

NORTH MIAMI RESIDENTS EMPLOYED
AND ASSIGNED TO WORK ON THE DEVELOPMENT BY CONTRACTORS
VS. TOTAL NUMBER OF EMPLOYEES ASSIGNED TO DEVELOPMENT
BY EACH SUCH CONTRACTOR DURING THE
MONTH OF OCTOBER, 2014^(1/2)

Name of Company	# of N. Miami Residents Employed	Total # of Employees
Oleta Partners LLC*	3	9
Aerial Photography, Inc.	0	2
All Star Toilets	0	3
Apex Tech Elect. & A/C*	0	1
Arquitectonica International	0	7
Atkins No. Amer./Conestoga Rover - Engineering	0	7
Atkins No. Amer./Premiere Des.-Surveying*	0	3
Coft Consulting Services	0	1
Conestoga Rovers & Assoc.	0	3
Country Bill's Lawn Maint.*	10	10
DC Equipment Corp.*	4	7
EDSA, Inc.	0	7
Fifty State Security*	6	7
GeoSonics, Inc.	0	2
Millenium Investments	2	4
Public Communicators Group	0	1
R&M Auto & Truck Repair*	0	1
RS Environmental Consulting	0	2
Saltz Michelson Architects	0	3
SCS ES Consultants-Engineering	0	5
SCS ES Consultants/ Wingerter Labs/Premiere Des.-Misc. Serv.*	0	3
Southern Waste Systems	0	2
The Fairy Cleaners*	3	3
Waste Pro	0	2
Total	28	95

* Denotes Local Business

Residents Assigned to Project



■ N. Miami Residents ■ Non-Residents

Total Number of North Miami Residents
Assigned to the Project = **28**

Total Number of Employees Assigned to the
Project = **95**

Percentage of North Miami Residents
Assigned to the Project = **29.5%**

1 Based upon information submitted by each contractor set forth above but, with respect to certain of such information, has not been verified as of the date of this Report.

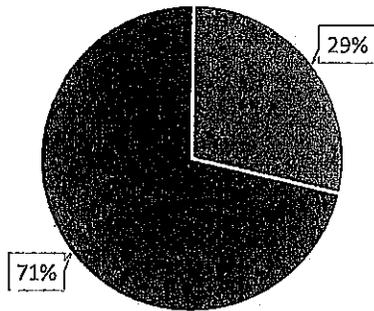
2 Excludes those categories of vendors set forth on the Exclusions to Reporting annexed hereto.

NORTH MIAMI RESIDENTS EMPLOYED
AND ASSIGNED TO WORK ON THE DEVELOPMENT BY CONTRACTORS
VS. TOTAL NUMBER OF EMPLOYEES ASSIGNED TO DEVELOPMENT
BY EACH SUCH CONTRACTOR DURING THE
MONTH OF NOVEMBER, 2014^(1/2)

Name of Company	# of N. Miami Residents Employed	Total # of Employees
Oleta Partners LLC*	3	8
All Star Toilets	0	3
Apex Tech Elect. & A/C*	0	1
Arquitectonica International	0	5
Atkins No. Amer./Conestoga Rover - Engineering	0	6
Atkins No. Amer./Premiere Des.-Surveying*	0	6
Coft Consulting Services	0	1
Conestoga Rovers & Assoc.	0	2
Country Bill's Lawn Maint.*	10	10
Dunkleberger Engineering	0	2
EDSA, Inc.	0	7
Enterprise Electrical	0	11
Fifty State Security*	6	7
Millenium Investments	2	4
Public Communicators Group	0	1
R&M Auto & Truck Repair*	0	1
SCS ES Consultants-Engineering	0	1
SCS ES Consultants/ Wingerter Labs/Premiere Des.-Misc. Serv.*	0	1
Southern Waste Systems	0	2
The Fairy Cleaners*	3	3
Waste Pro	0	2
Total	24	84

* Denotes Local Business

Residents Assigned to Project



■ N. Miami Residents ■ Non-Residents

Total Number of North Miami Residents
Assigned to the Project = **24**

Total Number of Employees Assigned to the
Project = **84**

Percentage of North Miami Residents
Assigned to the Project = **28.6%**

1 Based upon information submitted by each contractor set forth above but, with respect to certain of such information, has not been verified as of the date of this Report.

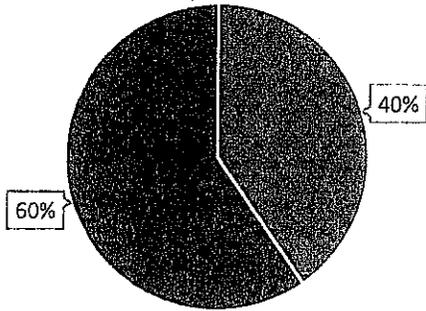
2 Excludes those categories of vendors set forth on the Exclusions to Reporting annexed hereto.

NORTH MIAMI RESIDENTS EMPLOYED
AND ASSIGNED TO WORK ON THE DEVELOPMENT BY CONTRACTORS
VS. TOTAL NUMBER OF EMPLOYEES ASSIGNED TO DEVELOPMENT
BY EACH SUCH CONTRACTOR DURING THE
MONTH OF DECEMBER, 2014^(1/2)

Name of Company	# of N. Miami Residents Employed	Total # of Employees
Oleta Partners LLC*	3	7
All Star Toilets	0	3
Atkins No. Amer./Conestoga Rover - Engineering	0	0
Atkins No. Amer./Premiere Des.- Surveying*	0	4
Coft Consulting Services	0	1
Conestoga Rovers & Assoc.	0	2
Country Bill's Lawn Maint.*	10	10
EDSA, Inc.	0	3
Fifty State Security*	5	6
Lake & Wetlands Mgmt./Ameri-Temps*	2	7
Millenium Investments	2	4
Public Communicators Group	0	1
R&M Auto & Truck Repair*	0	1
SCS ES Consultants-Engineering	0	2
SCS ES Consultants/ Wingerter Labs/Premiere Des.-Misc. Serv.*	0	4
Southern Waste Systems	0	2
The Fairy Cleaners*	3	3
Waste Pro	0	2
Total	25	62

* Denotes Local Business

Residents Assigned to Project



■ N. Miami Residents ■ Non-Residents

Total Number of North Miami Residents
Assigned to the Project = **24**

Total Number of Employees Assigned to the
Project = **84**

Percentage of North Miami Residents
Assigned to the Project = **40.3%**

1 Based upon information submitted by each contractor set forth above but, with respect to certain of such information, has not been verified as of the date of this Report.

2 Excludes those categories of vendors set forth on the Exclusions to Reporting annexed hereto.

EXCLUSIONS TO REPORTING

National delivery companies (such as Fedex)
Internet purchases (such as Staples/Office Max)
Attorneys
Accountants
Consultants reviewing Association Documents
Insurance agents/bonding companies
Lobbyists/PR Agencies
Printers
Office equipment/FF&E lessors
Market analysts
Name/branding consultants
Enterprise Zone consultants
Grant consultants
Material suppliers
Local delivery companies/movers
Utility companies (such as FPL)
Companies placing advertising (such as Miami Herald/Radyo Puple)
Postage suppliers
Municipalities/governmental agencies (such as South Florida Water Management District)
Entities retained by the City of North Miami (for which Oleta Partners is responsible)
Telephone/internet suppliers
Educational institutions providing training
Employment agencies

BISCAYNE LANDING

**EXHIBIT D TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT**

LOCAL PREFERENCE ACTIVITIES REPORTS

**FOR THE PERIOD OCTOBER 1, 2014
THROUGH DECEMBER 31, 2014**

Biscayne Landing - Local Preference Office (LPO)

Activities Report for October 2014

LPO Traffic

Contact information for all North Miami residents that visited the LPO for the month of October were entered in the resident database.

Week One – October 1 – 10

Four (4) new walk-ins sought information about occupational training and employment opportunities.

Week Two – October 13 – 16

No walk-ins for this week.

Week Three – October 16 – 28

At the request of Oleta Partners LLC (OPL), the Local Preference Office (LPO) was closed from October 16th to October 28th.

Week Four – October 29 – 31

No walk-ins for this week.

LPO Occupational Training

- **Turner Tech:**
 - Nineteen (19) students experienced poor attendance and test scores in October. The LPO contacted all of them for counseling on the requirements to graduate and obtain certification.
- **OIC:**
 - The LPO worked with Rehana Seepersad, the new OIC liaison, to discuss the six (6) students who have did not fulfill all of their requirements to receive NCCER certification. On Oct. 9th the LPO hosted OIC's test taking of such students. Three (3) out the six (6) students attended the make-up session but, due to various circumstances, only one (1) was able to complete the requirements.
- **FIU:**
 - The LPO participated in an introductory conference call with FIU's Culinary Arts program director, Samantha Dahila. Ms. Dahila gave an overview of the program and discussed the basic requirements for admission and FIU's commitment to strive to connect students with employment opportunities after graduation.
 - The LPO met with Principal Iber of North Miami High School for an introductory meeting. The group discussed FIU's program, after which he submitted the names of four (4) students for the upcoming January trimester.
 -
- **Miami Lakes Educational Center:**

- The LPO met with the Assistant Principal of Miami Lakes who is overseeing its heavy equipment training to introduce the Operations Manager (Matthew) to the program.

LPO Activities

1. The LPO welcomed Matthew Pigatt (Matthew) as a new member of the team. As Operations Manager, Matthew will assist the newly appointed LPO Director, Marc Villain (Marc) in managing the programmatic activities of the office. Matthew's responsibilities will specifically include interfacing with Oleta Partners' Occupational Training partners, oversee the student case management process and maintain the integrity of the database systems.

LPO Business Activities

1. The LPO met with Ken Jennings, owner of a construction management company and member of the Miami Dade Chamber of Commerce. After discussing the project in detail, he expressed his desire of moving his company from the City of Miami to North Miami but also wanted to know the types of jobs that were in the pipeline for 2015. He also stated that his company just moved back to Florida and that he would be ready to revisit the issue in early 2015.
2. The LPO team requested a meeting with Herb Tillman and Ralph Brantley, owner Big Daddy's Tree Cutting, Land Clearing and Landscaping Services, Inc. Mr. Tillman asked if the company was certified as an Arborist and if so wanted to receive a copy of the certificate. The LPO requested and obtained a copy of the certificate, which was forwarded to Mr. Tillman.
3. The LPO attended the annual Med Week Conference at FIU.

Project Development

While the office remained closed, most contractors suspended working on the site.

Biscayne Landing - Local Preference Office (LPO)

Activities Report for November 2014

LPO Traffic

Contact information for all North Miami residents that visited the LPO for the month of November were entered in the resident database.

Week One – November 3 – 7

Two (2) walk-ins

Week Two – November 10 – 14

Eight (8) walk-ins. Two (2) of them were new. Both of the new walk-ins were inquiring about work however they were not North Miami residents.

Week Three – November 17 – 21

Seven (7) walk-ins

Week Four – November 24 – 28

Five (5) walk-ins

LPO Occupational Training

- **Turner Tech:**
 - During this month seventeen (17) out of sixty-three (63) students were contacted due to a decrease in attendance and grades.
- **OIC:**
 - The LPO hosted two make-up sessions for the six (6) students who were not able to fulfil all of their requirements to receive NCCER certification. During those times, two (2) students completed their requirements.
- **FIU:**
 - Four (4) students are on-track to graduate from the Culinary Arts program.
- **Miami Lakes Educational Center:**
 - During this month two (2) out of the twelve (12) students were contacted due to a decrease in their attendance and grades.

LPO Activities

The LPO was engaged in planning for 2015 and, as of the end of November, was in the process of refining its databases, intake process, and student screening procedures.

LPO Business Activities

- The LPO met with North Miami's Purchasing Department's Purchasing Agent, Ms Linda Julien, in order to identify more potential vendors in active construction and non-construction related industries such as:
 - Electrical
 - Engineering
 - Asbestos Removal
 - Demolition
 - Roofing
 - Nursery
 - HVAC
 - Fencing
 - Advertising
 - Transportation
 - Food
 - Signs

North Miami vendors will be extracted from the list and uploaded into the LPO business database.

- The LPO attended a welcoming luncheon for the Mayor of North Miami sponsored by the Greater North Miami Chamber of Commerce at the Miami Shores Country Club.

Project Development

No activities during this month.

Biscayne Landing - Local Preference Office (LPO)

Activities Report for December 2014

LPO Traffic

Contact information for all North Miami residents that visited the LPO during the month of December were entered in the resident database.

Week One – December 1 – 5

Five (5) walk-ins

Week Two – December 8 – 12

Four (4) walk-ins. Two (2) of them were new. Both of the new walk-ins were inquiring about scholarships for training.

Week Three – December 15 – 19

Six (6) walk-ins. One (1) new. The new walk-in inquired about a Heavy Equipment training scholarship.

Week Four – December 22 – 24

Two (2) walk-ins

Week Five – December 29 – 31

Office closed for holidays

LPO Occupational Training

- **Turner Tech:**
 - Nineteen (19) students graduated. Two (2) in A/C and Heating. Seven (7) in Electrical. Seven (7) in Plumbing. Three (3) in Carpentry.
- **FIU:**
 - Three (3) students completed the Culinary Arts Program with one additional student's completion being subject to his completing certain missed classes.
- **Miami Lakes Educational Center:**
 - No updates

LPO Activities

Joseph Silver and Matthew Pigatt attended Turner Tech's graduation ceremonies.

During the month, the LPO commenced its planning of activities for 2015 as well as continued redeveloping its databases and data collection processes.

LPO Business Activities

The LPO office met with Mr. James Pierre, the principal of James Parking Lot Maintenance, Inc. (JPLMI) and former Councilman Jacques Despinosse. JPLMI is a local preference business. The purpose of the meeting was to provide an overview of the project and formerly register the company in the database.

Project Development

No activities during this month.

BISCAYNE LANDING

**EXHIBIT E TO OLETA PARTNERS, LLC'S
QUARTERLY PROGRESS REPORT**

TRAINING INITIATIVES

**FOR THE PERIOD OCTOBER 1, 2014
TO DECEMBER 31, 2014**

To: Herb Tillman
From: Joseph Silver
Date: January 12, 2015
Subject: Training Programs

In response to your inquiry, the following is a summary of the status of Oleta Partners' efforts in complying with its Training Initiatives obligation, the entire cost of which is being funded by Oleta Partners:

TURNER TECHNICAL ARTS ADULT EDUCATION CENTER:

In addition to the three (3) students who previously graduated from Turner Tech, as of the end of Turner Tech's Third Trimester 2014 (which ended in December, 2014) there was a total of fifty-nine (59) students who successfully completed their chosen course of study, seventeen (17) of whom graduated from the program in December. In addition, all but one of the balance of such class of students (resulting in a net total of 41 students) elected to continue on by enrolling in the trimester which commenced in January, 2015, each of whom is a resident of the City of North Miami, and all with the understanding that the cost of their tuition, fees, books and tools have been and will be completely funded by Oleta Partners.

Such classes, in most instances, utilize the NCCER curricula discussed below. They are anticipated to be completed within four (4) trimesters, or approximately fourteen (14) months, assuming that each student attends classes four (4) evenings per week, five (5) hours per evening, for the entire course. Please note, however, that the flexibility of these programs will permit a student to skip an entire trimester or attend classes two nights per week, at their option; provided, however, that in all events, each student, as a condition to graduating, must complete the required total number of hours of each course (i.e., 1,200 hours-commercial electrician; 960 hours-plumber). Upon completion of this vocational training, each student will receive a certification for their chosen trade.

OIC OF BROWARD COUNTY: This National Center for Construction Education and Research endorsed courses conducted by OIC of Broward County, Inc. at Biscayne Landing (and recognized by the Miami-Dade County Public Schools – Division of Career and Technical Education) is comprised of a two (2) day, Basic OSHA Training Course, followed by a ten (10) to fourteen (14) week Core Construction Training Course (the number of weeks being dependent on how many nights per week (2 or 3) the majority of the students desire. Please see below for more detailed information regarding these programs.

As of the date hereof, a total of forty-six (46) students had successfully completed, graduated and received both their NCCER/Core Construction and OSHA-10 certifications, of which two (2) were successfully placed for employment by OIC; and an additional six (6) individuals received their OSHA-10 certifications.

MIAMI LAKES EDUCATION CENTER: In September, 2014, Oleta Partners sponsored the cost (including tuition, books, uniforms and miscellaneous items) of twelve (12) North Miami residents participating in

Miami-Dade County Public Schools' - Miami Lakes Adult Educational Center's course in heavy equipment operations. This 1,200 hour course (which will conclude in February, 2015) provides training five days per week/five hours per day in operating numerous heavyweight vehicles, including bulldozers, forklifts, backhoes and wheel loaders. In addition, students are instructed in skills such as grading, sloping and backfilling, as well as basic equipment maintenance and safety procedures. Upon graduating, each student will receive NCCER's Level One Heavy Equipment Operator Engineer's Certification, General Construction Forklift Certification and OSHA 10 and OSHA 500 Certifications. As of the date hereof, it is anticipated that each student will successfully complete this course.

ABC INSTITUTE: In October, 2013, Oleta Partners and Marie Gill met with Ruth Tirado, Vice-President of Education and Training of ABC Institute which represents major contractors and suppliers which agree to employ qualified individuals for participation in their apprenticeship programs while, at the same time, attend ABC's vocational training program, the cost of which is funded by each such contractor. At such meeting, Ms. Tirado advised that she currently had opportunities for six (6) electrical helpers and anticipated future needs for plumbing helpers. As a result, the LPO recommended six (6) individuals for participation in the program, although only four such candidates appeared for the required interviews. Out of such group, three were selected to be interviewed by the contractor in question and, as a result, were offered employment by such contractor. Unfortunately, of such three selectees, only one (1) agreed to participate in the program.

FIU CULINARY ARTS ACADEMY: As you are aware, in August, 2013 the City Manager approved of Oleta Partners' request to include, as part of its Training Initiatives, the ten (10) week course offered by FIU's Culinary Arts Academy (a Division of its Institute for Hospitality & Tourism Education & Research) for those individuals who desired to start a career in the culinary arts and take advantage of job opportunities in restaurants, hotels and resorts, among others.

The first of such courses commenced in January, 2014 and, accordingly, the Local Preference Office solicited (from its database of North Miami residents) a group of six (6) individuals who were sponsored by Oleta Partners, qualified, attended and graduated from such program.

In addition to the foregoing, Oleta Partners subsequently sponsored an additional four (4) North Miami residents for participation in a new program which commenced in September 2014, three (3) of whom successfully completed the program and one of which is anticipated to graduate after attending certain make-up classes.

Finally, in January, 2015, Oleta Partners sponsored an additional four (4) North Miami residents, each of which are completing their senior year of high-school and are presently attending such course.

SUMMARY: Please be advised that, as of the date hereof, the following information summarizes the results of Oleta Partners' efforts in complying with its Training Initiatives:

Number of Students Completing OSHA-10/NCCER Core Construction Courses	46
Number of Students Completing OSHA-10 Course	6
Number of Students Graduated from Turner Tech Program	20
Number of Students Enrolled in Miami Lakes Heavy Equipment Operations	12
Number of Students Enrolled in the ABC Institute Apprenticeship Program	1
Number of Students Presently Attending Turner Tech	41
Number of Students Completing FIU Culinary Arts Program	9

ABOUT NCCER: NCCER is a not-for-profit 501(c)(3) education foundation created in 1996 as The National Center for Construction Education and Research. It was developed with the support of more than 125 construction CEOs and various association and academic leaders who united to revolutionize training for the construction industry. Sharing the common goal of developing a safe and productive workforce, these companies created a standardized training and credentialing program for the industry. This progressive program, which is recognized by the U.S. Department of Labor and numerous state and local education departments, including the Florida Department of Education and the Miami-Dade County Public Schools, has evolved into curricula for more than 60 craft areas and a complete series of more than 70 assessments offered in over 4,000 NCCER-accredited training and assessment locations across the United States.

NCCER develops standardized construction and maintenance curricula and assessments with portable credentials. These credentials are tracked through NCCER's National Registry which allows organizations and companies to track the qualifications of their craft professionals and/or check the qualifications of possible new hires. The National Registry also assists craft professionals by maintaining their records in a secure database.

CURRICULUM. In cooperation with publishing partner Pearson, NCCER develops and publishes a world-class curriculum created by Subject Matter Experts representing contractors and schools from around the United States. Subject Matter Experts ensure exceptional training programs that meet or exceed national industry standards. The NCCER curriculum, which includes more than 60 craft areas, is taught worldwide by contractors, associations, construction users, and secondary and post-secondary schools.

TRAINING AND CERTIFICATIONS. NCCER offers curricula in over 60 different craft areas and more than 80 different assessments. When you successfully complete training, assessments and/or performance verifications through an NCCER Accredited Training Sponsor or Assessment Center; NCCER's National Registry records your completions and issues the appropriate credentials. It is these portable, industry-recognized credentials that many industry leaders look for when making employment decisions.

OLETA PARTNERS, LLC
15045 Biscayne Boulevard
North Miami, Florida 33181

April 8, 2015

Via Federal Express

Millenium Investments Group of North Miami, LLC
1510 N.E. 162nd Street
North Miami Beach, Florida 33162

Re: Biscayne Landing

Ladies and Gentlemen:

Reference is made to that certain Management Oversight Agreement, dated the ___ day of ___, 2012, pursuant to which Millenium Investments Group LLC, as Manager, agreed to render certain specified services to Oleta Partners LLC, as Owner (the "Agreement"). All capitalized terms used (but not otherwise defined) herein, shall have the identical, respective meanings ascribed to them in said Agreement.

As you are aware, the provisions of Section 1.2 of the Agreement require the Manager to use commercially reasonable efforts, in good faith, to perform certain services including:

- (a) Attending meetings convened, from time to time, by the Owner;
- (b) Consulting with the Owner in the placement of advertising for Biscayne Landing; and
- (c) Coordinating the recruitment of candidates for opportunities available under the Local Preference Program.

As you are also aware, substantially all of such services are being performed by the Manager's independent consultants, Mr. J. Marc Villain and Mr. Matthew Pigatt, supported by an Administrative Assistant, in that it is a rare occurrence that any of the Manager's principals: (i) although invited to attend, actual attend the bi-weekly team meetings convened by the Owner; and/or (ii) coordinate the recruitment of candidates for the opportunities being made available by the Owner.

Unfortunately, it has come to my attention that: (i) Mr. Pigatt does not report to work until approximately 10:00 a.m., notwithstanding the Owner's present directive that the office be opened and staffed from 8:00 a.m. to 5:00 p.m., Mondays thru Friday and, most recently, has been leaving the offices early; and (ii) Mr. Villain is rarely in the office during his assigned hours, nor does he advise the Administrative Assistant of his whereabouts.

Millenium Investments Group

April 8, 2015

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It is for the above reasons and the perceived failure of the Manager to properly and effectively oversee the proper management of the Local Preference Office's day-to-day activities and that of its Consultants and employee, that the Owner deems it necessary to establish and monitor certain of the procedures that are required for the proper and efficient operation of such Office and the Manager's proper performance of the services required of it pursuant to the Agreement (a copy of which is attached hereto and is being distributed to such Consultants and the Administrative Assistant), as the failure to adhere to the same will necessarily require the Owner to make other arrangements for the proper and efficient operation of such Office.

In addition to the foregoing, and as you are aware, the Consultants previously delivered to the Owner, on behalf of the Manager, the attached Budget, which Budget reflects the monthly prepayment of certain expenses anticipated to be incurred by the Manager during each month but which, to my knowledge, have never been actually expended. Accordingly, the attached procedures now provide that such items will only be subject to reimbursement after there is delivered to the Owner evidence/substantiation (in the form of paid invoices and/or receipts) of the actual costs pertaining to each line item. Furthermore, such procedures reflect the Owner's intention to deduct from the amounts set forth in the Manager's April, 2015 invoice amounts overpaid to it during the months of January, February and March, 2015 (subject to possible reimbursement of certain expenses upon the Owner's receipt of the paid invoices/receipts pertaining thereto).

Finally, and as you are also aware, in addition to the monthly \$6,000 fee to be paid to the Manager as required by the terms of the Agreement, the Owner has been voluntarily paying to the Manager an additional \$14,500 per month (to be reduced, as aforesaid, commencing April, 2015) for the identical services required to be performed by the Manager thereunder. Accordingly, notice is hereby given that, commencing with the month of April, 2015, the total fees, costs and expenses to be paid to the Manager (assuming it and its consultants and employees are in strict compliance with the attached procedures) will be the sum of \$11,400 (less, for the month of April, the amount set forth in the attached Procedures) plus reimbursement for those reasonable and necessary out-of-pocket expenses (as evidenced by paid receipts/invoices) actually incurred in connection with the Manager's performance of its duties and responsibilities under the Agreement.

Please be guided accordingly.

Very truly yours,
OLETA PARTNERS, LLC

By: 
Michael Tillman, President

Millenium Investments Group

April 8, 2015

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cc.: Arnstein & Lehr, LLP
200 S. Biscayne Boulevard
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Miami, Florida 33131
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Jonathan Kurry
Patrick Powers
John Peterson
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Scott Meyer
Emanuel Cherubin
Jean Cherubin
Herb Tillman
Barron Channer
Matthew Pigatt
Marc Villain
Fabiah Lherisson

**LPO OFFICE PROCEDURES
AND FINANCIAL REPORTING**

1. Office to be staffed from 8:00 a.m. to 5:00 p.m., Mondays through Fridays, as follows:
 - (a) Admin. Asst. – Mon.-Fri. – 8:00 a.m. to 5:00 p.m. (*) (***)
 - (b) Matthew Pigatt – Mon.-Fri. – 8:00 a.m. to 5:00 p.m. (*) (**)
 - (c) Marc Villain – Wed. – 1:00 a.m. to 5:00 p.m.
Thur.- Fri.- 8:00 a.m. to 5:00 p.m. (*)

(*) Less one hour for lunch.
(**) On those days when an OIC class has been scheduled, the hours will be from 8:00 a.m. to 7:00 p.m.
(***) When construction activities warrant (as determined by H. Tillman), the hours will be from 7:00 a.m. to 5:00 p.m.
2. Admin. Asst. to keep detailed, daily attendance sheets (which shall be made available, on request, to OPL), as follows:
 - (a) When an individual will not be reporting to work on time, he must immediately advise (by telephone/text/email) the Admin. Asst. of the reason why (i.e., illness, personal day, attendance at meeting [specifying, in detail, where such meeting is to take place, the individuals who will be attending the same, and the expected time of arrival]); and
 - (b) When an individual leaves the office for any reason, he must advise the Admin. Asst. of his/her expected time to return, the reason for same and, if it is to attend a meeting, listing the same information set forth above.
3. Consultants shall not be paid a fee when they are absent from the office, including holidays.
4. Commencing with the month of April, 2015, the monthly reimbursement will be reduced to \$11,787, representing the salary and benefits to be paid to the Admin. Asst. and the consulting fees to be paid to Marc and Matthew.
5. All other reimbursable expenses listed in the budget (and totaling \$2,713 per month) will be reimbursed within thirty (30) days after OPL's receipt of reasonable evidence/substantiation (in the form of paid invoices/receipts) thereof.
6. No single expense in excess of \$200 may be incurred by the LPO without OPL's prior written approval thereof. In addition, the individual line item expenses listed in the budget may not be exceeded without OPL's prior written approval.
7. The April, 2015 reimbursement (\$11,400) will be charged the aggregate sum of sum of \$9,303, calculated as follows:
 - (a) The sum of \$1,164 representing the difference between the amounts actually paid for January February and March, 2015 (\$14,500/month) and the amount reflected in the budget for each such month (\$14,112); and
 - (b) The sum of \$8,139 representing the reimbursable expenses set forth in the January, February and March, 2015 budgets. Upon OPL's receipt of reasonable evidence/substantiation thereof, it will be reimbursed as stated above.

**Local Preference Office Budget
FY 2015**

SALARIES + BENEFITS	<u>Annual</u>	<u>Monthly</u>
Director	\$ 60,000	\$ 5,000
Operations Manager	\$ 48,000	\$ 4,000
Office Admin	\$ 27,000	\$ 2,250
OA - Benefits	\$ 1,800	\$ 150
Consultants	\$ 3,000	\$ 250

OUTREACH COSTS

Jobs & Training	\$ 8,000	\$ 667	Recruit workers for jobs; students for training
Business & Contracts	\$ 8,000	\$ 667	Recruit contractors and JV partners
Printing Services	\$ 6,000	\$ 500	

OPERATING COSTS

Technology	\$ 2,000	\$ 167
Supplies	\$ 1,800	\$ 150
Payroll Service	\$ 3,739	\$ 312

\$ 169,339	\$ 14,112	Monthly budget is \$14,500
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