

NOTICE OF AMENDED PRICING

regarding
OFFER TO TENDER BONDS DATED APRIL 29, 2024
made by
MIAMI-DADE COUNTY, FLORIDA

to the Holders described herein of all or any portion of the maturities of the

MIAMI-DADE COUNTY, FLORIDA

Water and Sewer System Revenue Bonds, Series 2017A

Water and Sewer System Revenue Refunding Bonds, Series 2017B

Water and Sewer Revenue Refunding Bonds, Taxable Series 2019C

The purpose of this Notice of Amended Pricing dated May 3, 2024 (the “Amended Pricing Notice”) is to amend the Fixed Spreads for the Taxable Bonds subject to the Tender Offer and to provide notice of an Amendment to the Tender Offer.

- *The Fixed Spread for the Taxable Bond with CUSIP 59334DLS1 has been amended and decreased from 20 basis points to 12 basis points*
- *No other changes to Benchmark Treasury Securities and Fixed Spreads for any other Taxable Bonds*
- *No changes to the Tax-Exempt Purchase Prices for Tax-Exempt Bonds*

Pursuant to the Offer to Tender Bonds, dated April 29, 2024 (as may be amended or supplemented, the “*Invitation*”), the Preliminary Official Statement relating to the Miami-Dade County, Florida Water and Sewer System Revenue Refunding Bonds, Series 2024B (the “*Series 2024B Bonds*”), dated April 29, 2024 (the “*Preliminary Official Statement*”), and this Notice of Amended Pricing, dated as of May 3, 2024, the Miami-Dade County, Florida (the “*County*”) offered to purchase all Bonds tendered by any Bondholder for cash (the “*Tender Offer*”), (a) with respect to the Taxable Bonds, at the applicable purchase prices based on a fixed spread to be added to the yields on certain benchmark United States Treasury Securities set forth in the Invitation, and (b) with respect to the Tax-Exempt Bonds, at the applicable purchase prices set forth in the Invitation, plus, Accrued Interest on the Bonds tendered for purchase to but not including the Settlement Date. All terms used herein and not otherwise defined are used as defined in the Invitation.

TENDER OFFER – YIELD SPREADS (TAXABLE BONDS)

By way of this Notice of Amended Pricing, the Fixed Spread (as defined in the Invitation) for the County’s Water and Sewer Revenue Refunding Bonds, Taxable Series 2019C with CUSIP 59334DLS1 (the “*Affected Bonds*”) is hereby amended and decreased from 20 basis points to 12 basis points. The Purchase Prices to be paid on the Settlement Date excludes Accrued Interest on the Bonds tendered for purchase, which interest will be paid to but not including the Settlement Date in addition to the Purchase Price.

The yields on the Benchmark Treasury Securities are currently expected to be determined at approximately 11:00 a.m. New York City time on May 14, 2024.

All other terms relating to the Tender Offer remain unchanged. No action is required for any Bondholders who have previously submitted their Bonds for purchase. Bondholders who have previously tendered Bonds who no longer wish to tender Affected Bonds must withdraw such Bonds prior to the Expiration Date.

Any offers submitted with respect to the Affected Bonds prior to the County providing notice of an extension, purchase price amendment or any other amendment or waiver of the Tender Offer, shall remain in full force and effect at the amended Fixed Spread and any Bondholder of such Affected Bonds wishing to revoke their offer to tender such Bonds must affirmatively withdraw such offer prior to the Expiration Date.

As set forth in the Invitation, the County has the right, through and including an Expiration Date, to extend the Tender Offer, provided that a notice of any extension of an Expiration Date is given to the Information Services, including by posting such notice to the EMMA Website on or about 9:00 a.m., New York City time, on the first business day after the Expiration Date.

As set forth in the Invitation, except with respect to extensions of the Tender Offer, the County has the right to amend the terms of the Offer to change the purchase price of the Bonds by providing a notice of such purchase price amendment to the Information Services, including by posting such notice to the EMMA Website no later than on or about 5:00 p.m., New York City time, five (5) business days prior to the Expiration Date. Further, the County has the right to amend or waive any term of the Tender Offer in any respect, other than an extension or Purchase Price amendment, by providing notice of such amendment or waiver to the Information Services, including by posting such notice to the EMMA Website no later than on or about 5:00 p.m., New York City time, three (3) business days prior to the Expiration Date.

In such event, any offers submitted with respect to the affected Bonds prior to the County providing notice of an extension, purchase price amendment or any other amendment or waiver of the Tender Offer, shall remain in full force and effect and any Bondholder of such affected Bonds wishing to revoke their offer to tender such Bonds must affirmatively withdraw such offer prior to the Expiration Date.

The Tender Offer and the Preliminary Official Statement are available: (i) at the MSRB through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Bonds, and (ii) on the website of the Information Agent at <https://www.globic.com/miamidade>.

Investors with questions about the Tender Offer should contact the Dealer Manager or the Information Agent and Tender Agent. The contact information for the Dealer Manager and the Information Agent and Tender Agent is as follows:

The Dealer Manager for the Tender Offer is:

Goldman Sachs & Co. LLC
200 West Street
30th Floor
New York, New York 10282
Tel: (212) 357-3189
Attn: Ken Ukaigwe
Email: Ken.Ukaigwe@gs.com

The Information Agent and Tender Agent for the Tender Offer is:

Globic Advisors
485 Madison Avenue, 7th Floor
New York, New York 10022
Tel: (212) 227-9622
Attn: Robert Stevens
Email: rstevens@globic.com
Document Website: <https://www.globic.com/miamidade>