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VIA ELECTRONIC SUBMITTAL

January 4, 2026

Debbie Tackett
Historic Architecture & Preservation Officer
City of Miami Beach
1700 Convention Center Drive, 2nd Floor
Miami Beach, Florida 33139

RE: **PB25-0810** - Letter of Intent for Minor Revisions to
Approved Hotel Project at 1509-1515 Washington
Avenue and 1500 Collins Avenue, Miami Beach

Dear Ms. Tackett:

This law firm represents 1515 Washington Acquisition LLC (the "Applicant") relating to the property located at 1509 – 1515 Washington Avenue and 1500 Collins Avenue in the City of Miami Beach (the "City"). This letter serves as the required letter of intent to modify existing Conditional Use Permit PB23-0625 that approved of construction exceeding 50,000 square feet in size, a rooftop restaurant within 200 feet of residential uses, and a neighborhood impact establishment for restaurants not also operating as entertainment establishments, with occupancy of 300 or more persons (the "Existing CUP"). Specifically, the Applicant wishes to modify the occupancy and seat count figures set forth in the Existing CUP pursuant to revised City Fire Department-directed occupancy load calculations and pursuant to discussion with Planning Department staff. This letter also serves as the required letter of intent for minor revisions related to the proposed relocation of a beverage outlet feature from its approved location in the southeast corner of the Washington Avenue parcels to the northwest corner of the Haddon Hall building.

The Applicant has filed a concurrent application to the Historic Preservation Board under File No. HPB25-

0680, including a waiver of Certificate of Appropriateness for demolition of a noncontributing structure, addition of an operable glass door located within a historic opening, and addition of an egress door within the Haddon Hall building to satisfy life-safety egress requirements (the "HPB Application").

Description of the Property. The subject property consists of two lots on the east side of Washington Avenue identified by Folio Nos. 02-3234-019-1180 and 02-3234-019-1170, and one assemblage that fronts Collins Avenue identified by Folio No. 02-3234-019-1190 (collectively the "Property"). See Composite Exhibit A, Property Appraiser Summary Reports. The Property is a unified development site pursuant to the Covenant in Lieu of Unity of Title recorded in Official Record Book 30519, Page 3915 of the Public Records of Miami-Dade County (the "Covenant"). See Exhibit B, the Covenant. On the portion of the Property associated with the address 1509 Washington Avenue, there is a one-story commercial building that was developed in 1959. On the portion of the Property associated with the address 1515 Washington Avenue, there is a thirteen (13) unit single-story multi-family building developed in 1948. Last, on the portion of the Property associated with the address 1500 Collins Avenue is the iconic, Haddon Hall Hotel.

The Washington Avenue portion of the Property is zoned CD-2, Commercial, Medium Intensity District, and the Collins Avenue portion of the Property is zoned MXE, Mixed Use Entertainment District. The Washington Avenue portion of the Property is located in the Flamingo Park Local Historic District, and the Collins Avenue portion of the Property is located in the Ocean Drive/Collins Avenue Historic District.

Proposed Revisions to Existing CUP. Pursuant to City Fire Department-directed calculations of occupancy loads for certain features within the Approved Project and pursuant to discussion with Planning Department staff, the Applicant is seeking to modify Conditions 4.A. and 4.B the Existing CUP to revise approved seat count and occupancy load figures. Additionally, the Applicant is seeking to relocate a beverage outlet feature from its approved location at the southeast corner of the Washington Avenue building to the northwest corner of the Haddon Hall building (collectively, the "Proposed Revisions"). See Composite Figure 1. Proposed Revisions to Existing CUP, below, for a summary of the revisions the Applicant proposes to the approved occupancy and seat count figures.

PB23-0625 APPROVED ORDER

4. The project authorized by this Conditional Use Permit includes the creation and operation of the proposed Neighborhood Impact Establishment, subject to the criteria listed below:
- A. The proposed number of seats are:
- Amenities open to Hotel guests and the public:
- 1 - Ground Floor Restaurant: 254 seats (170 Indoor and 84 Outdoor)
 - 2 - Rooftop Restaurant: 166 seats (16 Indoor and 150 Outdoor)
 - 3 - Bar/Pool Deck: 18 seats (10 Indoor and 8 Outdoor)
 - 4 - Lobby lounge and amenities: 119 seats (including outdoor lounge, and café bar)
- Amenities open only to Hotel guests and their invitees:
- 5 - Haddon Hall Ballroom: 149 seats (128 Indoor and 21 Outdoor)
- B. The maximum occupant content pursuant to this CUP shall be:
- Amenities open to Hotel guests and the public:
- 1 - Ground Floor Restaurant: 599 persons (388 Indoor and 211 Outdoor)
 - 2 - Rooftop Restaurant: 184 persons (94 Indoor and 90 Outdoor)
 - 3 - Bar/Pool Deck: 82 persons
 - 4 - Lobby lounge and amenities: 236 persons (including outdoor lounge and café bar)
- Amenities open only to Hotel guests and their invitees:
- 5 - Haddon Hall Ballroom: 373 persons (314 Indoor and 59 Outdoor)

PB23-0625 PROPOSED ORDER

A. PROPOSED APPROXIMATE NUMBER OF SEATS:

- 1 - Ground Floor Restaurant: 264 seats (168 Indoor and 96 Outdoor)
- 2 - Rooftop Restaurant: 154 seats (40 Indoor and 114 Outdoor)
- 3 - Pool Bar + Prefunction Bar: 41 seats (19 Indoor and 22 Outdoor)
- 4 - Dixon Cafe: 62 seats (40 Indoor and 22 Outdoor)
- 5 - Haddon Hall Event Space: 120 seats

B. PROPOSED OCCUPANCY:

- 1 - Ground Floor Restaurant: 487 persons (287 Indoor and 200 Outdoor)
- 2 - Rooftop Restaurant: 324 persons (80 Indoor and 244 Outdoor)
- 3 - Pool Bar + Prefunction Bar: 133 persons (78 Indoor and 55 Outdoor)
- 4 - Dixon Cafe: 125 persons (85 Indoor and 40 Outdoor)
- 5 - Haddon Hall Event Space: 413 persons

Figure 1. Proposed Revisions to Existing CUP.

As detailed above, the Applicant proposes a modest decrease in overall seat count (from 706 seats approved to approximately 641 seats proposed) and proposes a minor increase in overall occupancy load (from 1,474 persons approved to 1,482 persons proposed).

Analysis. The Proposed Revisions will serve important goals related to the effective implementation and buildout of the Approved Project. The proposed revisions to

occupancy loads will allow the Applicant to comply fully with City Fire Department-directed maximum occupancy load calculations for approved features located within the Approved Project. The proposed revisions to seat count figures will permit greater flexibility during the building permitting process and obviate the need for further applications to the Planning Board in the event of minor design changes to approved features. Finally, the proposed relocation of the beverage outlet feature from its approved location at the southeast corner of the Washington Avenue building to the northwest corner of the Haddon Hall building will allow for more seamless operation of the overall ground floor space. For further details on the Proposed Revisions, please refer to the architectural plans package included in this application.

Conditional Use Criteria. Every conditional use permit application requires the Planning Board to determine the application's consistency with eight (8) criteria. The Applicant's satisfaction of the conditional use permit criteria, codified in Section 2.5.2.2.a. of the Resiliency Code, is outlined below.

(1) The use is consistent with the comprehensive plan or neighborhood plan if one exists for the area in which the property is located.

Hotels, restaurants, retail and associated amenities are consistent with the Comprehensive Plan and permitted by the underlying CD-2 and MXE regulations. The purpose of the Medium Intensity Commercial Category is to provide development opportunities that enhance the desirability and quality the commercial areas, which serve the entire City. The purpose of the Mixed Use Entertainment Category is to provide development opportunities for and to enhance the desirability and quality of existing and/or new mixed use areas which accommodate residential, hotel and commercial development. The Project will diversify the uses and transient types on Washington Avenue, in addition to renovating the existing hotel on Collins Avenue. The combination of this approach permits a variety of hotel unit sizes, multiple opportunities for amenities, and enhanced pedestrian access. Overall, this will lessen the need for short-term rental of residential properties, ensure the longevity of historic resources in two local historic districts.

(2) The intended use or construction will not result in an impact that will exceed the thresholds for the levels of service as set forth in the comprehensive plan.

Development of the Project is not expected to have any negative impact in excess of the thresholds of level of service provided for in the City Comprehensive Plan. The Project will provide a variety of hotel opportunities for transient uses in close proximity to retail, restaurants, and the beach. The unified projects increases the amenities for hotel guests, and provides certain amenities that are open to the public to guests of nearby hotels and residents. A Traffic Study, included with the application materials, concludes that the Project will not adversely impact the traffic in the area and area roadways will maintain adequate levels of service following development of the Project.

(3) Structures and uses associated with the request are consistent with these land development regulations.

The Proposed Project is consistent with the land development regulations as it conforms to the CD-2 and MXE regulations with respect to density, height, and minimum requirements for hotel uses. The Applicant is proposing forward-thinking hotel, with mix-unit sizes, with sufficient amenities. Additionally, the Applicant is creatively addressing the resilience and adaption standards provided in the Chapter 7 of the Resiliency Code.

(4) The public health, safety, morals, and general welfare will not be adversely affected.

The Project will not adversely impact the public health, safety, morals, and general welfare. Rather, it will enhance the pedestrian experience. The Project benefits the community by continuing the revitalization of the Washington Avenue corridor with a new synergistic blend of uses. There is no outdoor entertainment proposed. The Applicant's intention is strictly a relaxing and enjoyable experience that will enhance the neighborhood. The attractive design of the Project is a direct investment to improve the aesthetics of the area, preserve contributing historic resources, in addition to compliance with all required resilience measures, including required LEED certification, ensures enhanced resiliency for the area.

(5) Adequate off-street parking facilities will be provided.

Based on the Washington Avenue incentives and renovation of a contributing hotel on Collins Avenue, parking is not required. There is a large public garage on the same City-block and ride share opportunities in this area. As needed, the Applicant will utilize valet to service the Project and obtain a private agreement for the valet

storage of vehicles in close proximity to the Property. The Operations Plan and Traffic Study, included in the application materials, provides additional details on the proposed valet operations.

(6) Necessary safeguards will be provided for the protection of surrounding property, persons, and neighborhood values.

The Applicant is proposing 24/7 security on the Property and security cameras at all major entrance and exits points. All point of sale locations and elevators and stairs will also be monitored with security cameras. Entrances and exits will be secured by electronic systems.

(7) The concentration of similar types of uses will not create a negative impact on the surrounding neighborhood. Geographic concentration of similar types of conditional uses should be discouraged.

This portion of the Washington Avenue, and the connection with Collins Avenue, is the ideal location for transient and commercial uses that can utilize shared services and operations.

Sea Level Rise and Resiliency Criteria. The Proposed Project advances the sea level rise and resiliency criteria in Section 7.1.2.4 of the Resiliency Code as follows:

(1) A recycling or salvage plan for partial or total demolition shall be provided.

A recycling and salvage plan for the demolition of the existing structures will be provided.

(2) Windows that are proposed to be replaced shall be hurricane proof impact windows.

Hurricane proof impact windows will be provided.

(3) Where feasible and appropriate, passive cooling systems, such as operable windows, shall be provided.

The Applicant will provide, where feasible, passive cooling systems.

(4) Whether resilient landscaping (salt tolerant, highly water-absorbent, native or Florida friendly plants) will be provided.

The Project includes resilient, Florida-native, or Florida-friendly landscaping.

(5) Whether adopted sea level rise projections in the Southeast Florida Regional Climate Action Plan, as may be revised from time-to-time by the Southeast Florida Regional Climate Change Compact, including a study of land elevation and elevation of surrounding properties were considered.

Sea level rise projections have been considered in the design and development of the Project.

(6) The ground floor, driveways, and garage ramping for new construction shall be adaptable to the raising of public rights-of-ways and adjacent land.

The ground floor areas will be adaptable to raised public rights-of way and adjacent properties.

(7) Where feasible and appropriate. All critical mechanical and electrical systems are located above base flood elevation.

All mechanical and electrical systems will be located above base flood elevation.

(8) Existing buildings shall be, where reasonably feasible and appropriate, elevated to the base flood elevation.

All habitable spaces within the Project will be elevated.

(9) When habitable space is located below the base flood elevation plus City of Miami Beach Freeboard, wet or dry flood proofing systems will be provided in accordance with Chapter of 54 of the City Code.

When habitable space is located below base flood elevation, wet or dry flood proofing systems will be provided.

(10) Where feasible and appropriate, water retention systems shall be provided.

Water retention systems will be provided as part of the resiliency goals of the Project.

(11) Cool pavement materials or porous pavement materials shall be utilized.

Cool pavement and porous materials are proposed where appropriate.

(12) The design of each project shall minimize the potential for heat island effects on-site.

The Applicant is proposing multiple green spaces on the ground floor and second floor with specific materials and landscaping to minimize any potential for heat island effects on-site.

Conclusion. The Project is an important part of the revitalization of Washington Avenue and restoration of the Haddon Hall Hotel. The Proposed Revisions to the Existing CUP will allow the Applicant to comply fully with City Fire Department-directed calculations for occupancy load figures, will permit greater flexibility during the building permit phase of the Approved Project and obviate the need for further applications to the Planning Board when minor changes to seat counts are contemplated, and will facilitate more seamless operations of the overall ground floor area of the Approved Project. Accordingly, we respectfully request your favorable review and recommendation with respect to the Project. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



Michael Larkin

Attachments

cc: Mitchell Tozian, Esq.

EXHIBIT A



OFFICE OF THE PROPERTY APPRAISER

Summary Report

Generated On: 07/04/2024

PROPERTY INFORMATION	
Folio	02-3234-019-1180
Property Address	1509 WASHINGTON AVE MIAMI BEACH, FL 33139-7802
Owner	1515 WASHINGTON ACQUISTION LLC
Mailing Address	299 ALHAMBRA CIR STE 510 CORAL GABLES, FL 33135
Primary Zone	6400 COMMERCIAL - CENTRAL
Primary Land Use	1111 STORE : RETAIL OUTLET
Beds / Baths /Half	0 / 0 / 0
Floors	1
Living Units	0
Actual Area	11,458 Sq.Ft
Living Area	11,458 Sq.Ft
Adjusted Area	11,362 Sq.Ft
Lot Size	14,500 Sq.Ft
Year Built	Multiple (See Building Info.)



ASSESSMENT INFORMATION			
Year	2024	2023	2022
Land Value	\$3,074,000	\$3,074,000	\$3,074,000
Building Value	\$1,745,000	\$539,000	\$226,000
Extra Feature Value	\$0	\$0	\$0
Market Value	\$4,819,000	\$3,613,000	\$3,300,000
Assessed Value	\$3,974,300	\$3,613,000	\$3,300,000

BENEFITS INFORMATION				
Benefit	Type	2024	2023	2022
Non-Homestead Cap	Assessment Reduction	\$844,700		

Note: Not all benefits are applicable to all Taxable Values (i.e. County, School Board, City, Regional).

SHORT LEGAL DESCRIPTION
ALTON BEACH 1ST SUB PB 2-77
W100FT OF FOLLOWING LOT 20 S1/2
LT 19 BLK 57 & ST BET BLK 57 & 76
LOT SIZE 145.000 X 100
OR 15335-2698 1291 5

TAXABLE VALUE INFORMATION			
Year	2024	2023	2022
COUNTY			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$3,974,300	\$3,613,000	\$3,300,000
SCHOOL BOARD			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$4,819,000	\$3,613,000	\$3,300,000
CITY			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$3,974,300	\$3,613,000	\$3,300,000
REGIONAL			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$3,974,300	\$3,613,000	\$3,300,000

SALES INFORMATION			
Previous Sale	Price	OR Book-Page	Qualification Description
06/04/2024	\$20,000,000	34264-0280	Qual on DOS, multi-parcel sale
12/01/1991	\$0	15335-2698	Sales which are disqualified as a result of examination of the deed
12/01/1987	\$550,000	13531-2176	Sales which are qualified

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Summary Report

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PROPERTY INFORMATION	
Folio	02-3234-019-1190
Property Address	1500 COLLINS AVE MIAMI BEACH, FL 33139-4122
Owner	INVERAMA USA CORP , C/O GROUP PERALADA ET AL
Mailing Address	1500 COLLINS AVE MIAMI BEACH, FL 33139
Primary Zone	6501 COMMERCIAL - MIXED USE ENTERTAINMENT
Primary Land Use	3921 HOTEL OR MOTEL : HOTEL
Beds / Baths /Half	115 / 115 / 0
Floors	4
Living Units	163
Actual Area	72,554 Sq.Ft
Living Area	72,554 Sq.Ft
Adjusted Area	68,337 Sq.Ft
Lot Size	60,445 Sq.Ft
Year Built	Multiple (See Building Info.)



ASSESSMENT INFORMATION			
Year	2024	2023	2022
Land Value	\$19,611,250	\$19,611,250	\$19,611,250
Building Value	\$14,188,750	\$13,638,750	\$19,288,750
Extra Feature Value	\$0	\$0	\$0
Market Value	\$33,800,000	\$33,250,000	\$38,900,000
Assessed Value	\$31,687,033	\$28,806,394	\$26,187,631

BENEFITS INFORMATION				
Benefit	Type	2024	2023	2022
Non-Homestead Cap	Assessment Reduction	\$2,112,967	\$4,443,606	\$12,712,369

Note: Not all benefits are applicable to all Taxable Values (i.e. County, School Board, City, Regional).

SHORT LEGAL DESCRIPTION
ALTON BEACH 1ST SUB PB 2-77 LOTS 1 & 2 & ST LYG N & ADJ & LOTS 3-4-5 BLK 76 & S1/2 OF LOT 19 & ALL OF LOT 20 LESS W100FT & ST LYG & ADJ BLK 57

TAXABLE VALUE INFORMATION			
Year	2024	2023	2022
COUNTY			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$31,687,033	\$28,806,394	\$26,187,631
SCHOOL BOARD			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$33,800,000	\$33,250,000	\$38,900,000
CITY			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$31,687,033	\$28,806,394	\$26,187,631
REGIONAL			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$31,687,033	\$28,806,394	\$26,187,631

SALES INFORMATION			
Previous Sale	Price	OR Book-Page	Qualification Description
01/18/2018	\$58,200,000	30834-3786	Qual by exam of deed
07/17/2013	\$5,995,000	28730-3186	Transfer where the sale price is verified to be part of a package or bulk sale.
09/01/1978	\$883,333	10171-0480	Sales which are qualified

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OFFICE OF THE PROPERTY APPRAISER

Summary Report

Generated On: 07/04/2024

PROPERTY INFORMATION	
Folio	02-3234-019-1170
Property Address	1515 WASHINGTON AVE MIAMI BEACH, FL 33139-7802
Owner	1515 WASHINGTON ACQUISITION LLC
Mailing Address	299 ALHAMBRA CIR STE 510 CORAL GABLES, FL 33135
Primary Zone	6400 COMMERCIAL - CENTRAL
Primary Land Use	1209 MIXED USE-STORE/RESIDENTIAL : MIXED USE - RESIDENTIAL
Beds / Baths /Half	13 / 13 / 0
Floors	1
Living Units	13
Actual Area	9,273 Sq.Ft
Living Area	9,273 Sq.Ft
Adjusted Area	9,166 Sq.Ft
Lot Size	13,125 Sq.Ft
Year Built	1948

ASSESSMENT INFORMATION			
Year	2024	2023	2022
Land Value	\$4,200,000	\$4,200,000	\$3,150,000
Building Value	\$100,000	\$100,000	\$100,000
Extra Feature Value	\$0	\$0	\$0
Market Value	\$4,300,000	\$4,300,000	\$3,250,000
Assessed Value	\$3,932,500	\$3,575,000	\$3,250,000

BENEFITS INFORMATION				
Benefit	Type	2024	2023	2022
Non-Homestead Cap	Assessment Reduction	\$367,500	\$725,000	
Note: Not all benefits are applicable to all Taxable Values (i.e. County, School Board, City, Regional).				

SHORT LEGAL DESCRIPTION
ALTON BEACH 1ST SUB PB 2-77
LOT 18 & N1/2 LOT 19 BLK 57
LOT SIZE 75.000 X 175
OR 16762-0696 0495 1



TAXABLE VALUE INFORMATION			
Year	2024	2023	2022
COUNTY			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$3,932,500	\$3,575,000	\$3,250,000
SCHOOL BOARD			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$4,300,000	\$4,300,000	\$3,250,000
CITY			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$3,932,500	\$3,575,000	\$3,250,000
REGIONAL			
Exemption Value	\$0	\$0	\$0
Taxable Value	\$3,932,500	\$3,575,000	\$3,250,000

SALES INFORMATION			
Previous Sale	Price	OR Book-Page	Qualification Description
06/04/2024	\$20,000,000	34264-0280	Qual on DOS, multi-parcel sale
06/30/2015	\$4,600,000	29679-2984	Not exposed to open-market; atypical motivation
04/01/1995	\$800,000	16762-0696	Sales which are qualified

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This instrument was prepared by:

Name: Michael W. Larkin, Esq.
Address: 200 S. Biscayne Blvd, Suite 850
Miami, Florida 33131

(Space reserved for Clerk)

**COVENANT
IN LIEU OF UNITY OF TITLE**

WHEREAS, **WASHINGTON GARDENS, INC.**, a Florida corporation, and **WASHINGTON GARDENS MB, LLC**, a Florida limited liability company (collectively, the “WP Owner”), having offices at 1228 Alton Road, Miami Beach, Florida 33139, is the fee simple owner of those certain properties in Miami Beach, Florida described in **Exhibit “A”** (collectively, the “Washington Properties”); and

WHEREAS, **HADDON HALL HOTEL OWNER, LLC**, a Delaware limited liability company (the “HHP Owner”), having offices at 1500 Collins Avenue, Miami Beach, Florida 33139, is fee simple owner of those certain properties in Miami Beach, Florida described in **Exhibit “C”** (collectively, the “Haddon Hall Properties”); and

WHEREAS, the Washington Properties and the Haddon Hall Properties (together referred to as the “Total Properties”) are to be submitted as a unified development site, consistent with Section 118-5 of the Miami Beach Code (the “Code”), for the purpose of combined Floor Area Ratio calculation (“FAR”) for the City of Miami Beach, Florida (also referred to herein as the “City”); and

WHEREAS, the WP Owner and HHP Owner (together referred to as “Owners”) agree to have the Total Properties function as a unified development site for FAR purposes as contemplated by Section 118-5 of the Miami Beach Code;

NOW, THEREFORE, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, WP Owner and HHP Owner hereby freely, voluntarily and without duress covenant and agree as follows:

1. The recitals set forth above are true and correct and are adopted herein.
2. The agreement hereunder on the part of Owners shall constitute a covenant running with the land with respect to the Total Properties and will be recorded, at WP Owner's expense, in the public records of Miami-Dade County, Florida, and shall remain in full force and effect and be binding upon the successors and assigns of the Owners, until such time as the same is released in writing as hereinafter provided.
3. The subject site will be developed as a unified development site in substantial accordance with the approved site plan, after one has been submitted and approved under the City's land development regulations in connection with this Covenant in Lieu of Unity of Title. No modification shall be effectuated to such site plan without the written consent of (i) the then owner(s) of the phase or portion of the Total Properties for which modification is sought, (ii) all other owners within the original unified development site (i.e. of the Total Properties), or their successors, whose consent shall not be unreasonably withheld, and (iii) the Director of the City's Planning Department; provided the Director finds that the modification is in compliance with the land development regulations. Should the Director withhold such approval, the then owner(s) of the phase or portion of the Total Properties for which modification is sought shall be permitted to seek such modification by application to modify the plan at public hearing before the appropriate City board or the City Commission of Miami Beach, Florida (whichever by law has jurisdiction over such matters). Such application shall be in addition to all other required approvals necessary for the modification sought.
4. In the event of additional multiple ownerships subsequent to site plan approval, each of the subsequent owners shall be bound by the terms, provisions and conditions of this Covenant in Lieu of Unity of Title. Owners further agree that they will not convey portions of the Total Properties to such other parties unless and until the Owners and such other party or parties shall have executed and mutually delivered, in recordable form, an instrument to be known as an Easement and Operating Agreement which shall contain, among other things:
 - (i) Easements in the common area of each parcel for ingress to and egress from the other parcels;
 - (ii) Easements in the common area of each parcel for the passage and parking of vehicles;
 - (iii) Easements in the common area of each parcel for the passage and accommodation of pedestrians;
 - (iv) Easements for access roads across the common area of each parcel to public and private roadways;
 - (v) Easements for the installation, use, operation, maintenance, repair, replacement, relocation and removal of utility facilities in appropriate areas in each such parcel;
 - (vi) Easements on each such parcel for construction of buildings and improvements in favor of each such other parcel;
 - (vii) Easements upon each such parcel in favor of each adjoining parcel for the

- installation, use, maintenance, repair, replacement and removal of common construction improvements such as footings, supports and foundations;
- (viii) Easements on each parcel for attachment of buildings;
 - (ix) Easements on each parcel for building overhangs and other overhangs and projections encroaching upon such parcel from the adjoining parcels such as, by way of example, marquees, canopies, lights, lighting devices, awnings, wing walls and the like;
 - (x) Appropriate reservation of rights to grant easements to utility companies;
 - (xi) Appropriate reservation of rights to road right-of-ways and curb cuts;
 - (xii) Easements in favor of each such parcel for pedestrian and vehicular traffic over dedicated private ring roads and access roads; and
 - (xiii) Appropriate agreements between the owners of the Total Properties as to the obligation to maintain and repair all private roadways, parking facilities, common areas and common facilities and the like.
5. The Easement and Operating Agreement provisions or portions thereof set forth in **Paragraph 4** above, may be waived by the Director if they are not applicable to the Total Properties or portion thereof (such as for conveyances to purchasers of individual condominium units). These provisions of the Easement and Operating Agreement shall not be amended without prior written approval of the City Attorney. In addition, such Easement and Operating Agreement shall contain such other provisions with respect to the operation, maintenance and development of the Total Properties as to which the parties thereto may agree, or the Director may require, all to the end that although the Total Properties may have several owners, it will be constructed, conveyed, maintained and operated in accordance with the approved site plan.
6. The Washington Properties are currently entitled to Fifty Five Thousand Two Hundred Fifty (55,250) square feet of FAR. The Haddon Hall Properties are currently entitled to One Hundred Twenty Thousand Eight Hundred Ninety (120,890) square feet of FAR. The Total Properties are currently entitled to One Hundred Seventy Six Thousand One Hundred Forty (176,140) square feet of FAR. The WP Owner shall be entitled to use, for the development of the Washington Properties, and in addition to the 55,250 square feet of FAR already allocated thereto, a total of Forty Thousand (40,000) square feet of additional FAR, and no more, available from the Haddon Hall Properties. This FAR derived from the Haddon Hall Properties shall be transferred as follows (the current FAR analysis is attached hereto as **Exhibit "B"**):
- a. Ten Thousand (10,000) square feet of FAR shall be derived from the CD-2 zoned property identified within folio # 02-3234-019-1190 and commonly referred to as the "Campton Building Property" (as more particularly described on **Exhibit "C"** attached hereto). The Campton Building Property is currently entitled to Thirty Six Thousand (36,000) square feet of FAR and is currently developed with a total FAR of Sixteen Thousand Six Hundred Thirty Three (16,633) square feet, such that after

the transfer it will have Nine Thousand Three Hundred Sixty Seven (9,367) square feet of FAR remaining.

- b. Fifteen Thousand (15,000) square feet of FAR shall be derived from the MXE zoned property identified within folio # 02-3234-019-1190 and commonly known as the "Haddon Hall Pool Property" (as more particularly described on Exhibit "C" attached hereto). The Haddon Hall Pool Property is currently entitled to Twenty One Thousand Seven Hundred Fifty (21,750) square feet of FAR and is currently developed with a total FAR of Five Thousand Nine Hundred Seventy (5,970) square feet such that after the transfer it will have Seven Hundred Eighty (780) square feet of FAR remaining.
 - c. Fifteen Thousand (15,000) square feet of FAR shall be derived from the MXE zoned property identified within folio # 02-3234-019-1190 and commonly known as the "Haddon Hall Hotel Property" (as more particularly described on Exhibit "C" attached hereto). The Haddon Hall Hotel Property is currently entitled to Sixty Three Thousand One Hundred Forty (63,140) square feet of FAR and is currently developed with a total FAR of Forty Three Thousand Eighty Four (43,084) square feet such that after the transfer it will have Five Thousand Fifty Six (5,056) square feet of FAR remaining.
7. The use of the Campton Building Property shall be restricted such that at all times if the FAR exceeds 1.5 on all properties with an underlying zoning district of CD-2, more than twenty five percent (25%) of the total area of the buildings with an underlying zoning district of CD-2 shall be used for residential or hotel units in accordance with Section 142-307 (d)(2) of the Code. Except as described in and as expressly permitted for WP Owner's use pursuant to Paragraph 6 above, the WP Owner may not use any additional FAR from the Haddon Hall Properties. In the event that the amount of permitted FAR on the Total Properties is increased by changes in the Code, then such additional FAR shall be deemed to be allocated to each applicable portion of the Total Properties that generates the additional FAR.
 8. The provisions of this instrument shall become effective upon their recordation in the Public Records of Miami-Dade County, Florida, and, unless terminated in accordance with Paragraph 2 above, shall continue in effect for a period of thirty (30) years after the date of such recordation, after which time they shall be extended automatically for successive periods of ten (10) years each, unless released in accordance with the provisions of Paragraph 9 below.
 9. The provisions of this instrument may be released, amended, or modified from time to time by recorded instrument executed by the then owner or owners of the Total Properties, with joinders by any mortgagees, provided that the same is also approved by the Planning

Director of the City of Miami Beach, or his or her successor, or a City board if such has jurisdiction of the matter at the time of the request.

10. Should this Covenant in Lieu of Unity of Title be released, amended, or modified in accordance with **Paragraph 9** hereof, the Planning Director, or his or her successor, shall execute a written instrument effectuating and acknowledging such modification, amendment, or release. No release, amendment or modification shall be effective without the approval of the Director or his successor.
11. Enforcement shall be by action against any parties or persons violating or attempting to violate any of these covenants. The prevailing party in any action or suit arising out of or pertaining to this Covenant in Lieu of Unity of Title shall be entitled to recover, in addition to costs and disbursements allowed by law, such sum as the Court may determine to be reasonable for the services of its attorney. This enforcement provision is in addition to any other remedy at law, in equity or both.
12. Invalidation of any one of these covenants, by judgment of Court, in no way shall affect any of the other provisions, which shall remain in full force and effect.
13. All rights, remedies and privileges granted herein shall be deemed to be cumulative and the exercise of any one or more shall neither be deemed to constitute an election of remedies, nor shall it preclude the party exercising the same from exercising such other additional rights, remedies or privileges.
14. This Covenant in Lieu of Unity of Title shall be recorded in the public records of Miami-Dade County at the WP Owner's expense.
15. In the event of a violation of this Covenant in Lieu of Unity of Title or the violation by any portion of the Total Properties of any applicable law, rule or regulation (collectively, a "Violation"), the City is hereby authorized to withhold any future permits, to refuse to make any inspections or grant any approvals, and/or to pursue any other rights or remedies available to the City (collectively, the "Remedies"), for the applicable portion of the Total Properties that is causing a Violation, until such time as the same is cured.
16. In the event an Owner subjects all or a part of its portion of the Total Properties to a condominium regime of ownership and/or a declaration of restrictions under a property owner association, the condominium, homeowner and/or other similar association created thereby shall be deemed to be the Owner of such portion of the Total Properties under this Covenant in Lieu of Unity of Title and shall in all instances be deemed to be designated as the party to grant or withhold the consent of the Owner under this Covenant in Lieu of Unity of Title with respect thereto. The Other Owners shall have the right to rely upon this

designation for all purposes hereunder and shall have the right to rely upon the authority of the board of such association or any officer of such association.

17. HHP Owner covenants and agrees to reasonably cooperate with WP Owner and its representatives and to execute any and all documents reasonably required for the transfer of the FAR contemplated by **Paragraph 6** hereof and for the redevelopment of the Washington Properties and the related site plan approval process, including, but not limited to, appearance at public hearings, city staff meetings, or other meetings related to the site plan approval as may be reasonably requested by WP Owner. HHP Owner's cooperation shall be at no cost or expense to the HHP Owner and, if any such costs or expenses are to be so incurred, then the HHP Owner shall have no obligation to undertake such cooperative actions, unless reimbursed by the WP Owner.
18. The distribution of allowable FAR contemplated herein shall be subject to the review and approval of the Planning Director, and shall be in full accordance with the applicable provisions of the Land Development Regulations of the Code of the City of Miami Beach.

[SIGNATURE PAGES TO FOLLOW]

APPROVED AS TO
FORM & LANGUAGE
& FOR EXECUTION

Nick Etallegris
City Attorney
[Signature]
City Planning Director

4-27-17
Date

4-27-17
Date

EXHIBIT "A"

Washington Properties Legal Description

The West 100.00 feet of Lot 20 and the West 100.00 feet of the South ½ of Lot 19, Block 57 of FISHER'S FIRST SUBDIVISION OF ALTON BEACH, according to the Plat thereof, as recorded in Plat Book 2, at Page 77, of the Public Records of Miami-Dade County, Florida.

Together with:

Commencing at the Northwest corner of Lot 5, Block 76 of the aforementioned subdivision, thence run 70.00 feet North along the East right-of-way line of Washington Avenue to the Point of Beginning, thence run East 100.00 feet along the South line of Lot 20, thence run South 70.00 feet and 100.00 feet East of and parallel to the East right-of-way line of Washington Avenue, thence run West 100.00 feet along the North line of Lot 5 to the Point of Beginning.

FOLIO No. 02-3234-019-1180

And

Lot 18 and the North ½ of Lot 19, Block 57, FISHER'S FIRST SUBDIVISION OF ALTON BEACH, according to the Plat thereof, as recorded in Plat Book 2, at Page 77, of the Public records of Miami-Dade County, Florida

FOLIO No. 02-3234-019-1170

EXHIBIT "B"**FAR Analysis**

<u>Building Name</u>	<u>Allowed FAR</u>	<u>Existing FAR</u>	<u>FAR Transfer</u>	<u>Remaining FAR</u>
Campton Building	36,000	16,633	15,000	4,367
Pool Property	21,750	5,970	15,000	780
Haddon Hall	63,140	43,084	10,000	10,056

EXHIBIT B (Continued)

PROPERTY AREA CALCULATION

LIST OF PARCELS	
OE	
OE1 (NORTH)	13,125 SF
OE2 (SOUTH)	14,500 SF
OE TOTALS	27,625 SF
HADDON HALL	
HH1	18,000 SF
HH2	31,570 SF
HH3	10,875 SF
HH TOTALS	60,445 SF
GRAND TOTAL	88,070 SF

DEVELOPMENT REGULATIONS

ALLOWED/REQUIRED	PROPOSED
F.A.R. 2.00 X 88,070 SQ.FT.	176,140 SF
	160,937 SF

EXISTING FAR SCHEDULE BY PARCEL

PARCEL AREA	OE1	OE2	HH1	HH2	HH3	TOTAL
13,125	14,500	10,000	31,570	10,875	86,070	
EXISTING F.A.R.	9,216	11,458	16,633	43,084	5,970	86,360
AVAILABLE	17,035	17,542	19,367	20,056	15,780	89,780
MAX F.A.R.	26,250	29,000	36,000	63,140	21,750	176,140

PROPOSED DISTRIBUTION OF FAR

HH1	16,633 SF (EXIST.)
HH2	43,084 SF (EXIST.)
HH3	5,970 SF (EXIST.)
SUBTOTAL	65,687 SF
OE1	26,250 SF
OE2	9,215 (EXIST.) + 17,035 (PROP)
SUBTOTAL	28,000 SF
TOTAL F.A.R. PROPOSED FOR UNIFIED SITE	160,937 SF

TOTAL F.A.R. ALLOWED	176,140 SF
TOTAL F.A.R. PROPOSED FOR UNIFIED SITE	160,937 SF
TOTAL REMAINING FOR FUTURE DEVELOPMENT	15,203 SF



OE WASHINGTON AVE
MIAMI BEACH, FL

**NICHOLS
BROSCH
WURST
WOLFE**
Architects & Planners, Inc.

09-11-15
EXH B

0:\16070-02 WASHINGTON AVENUE PRODUCTION\20170250467\CENTRAL_FILES\16070 WASHINGTON AND 16TH.DWG

EXHIBIT "C"

Haddon Hall Properties Legal Description

Folio No. 02-3234-019-1190:

Haddon Hall Hotel Property:

Lots 1 and 2, and Strip lying North and adjacent thereto, Block 76, FISHER'S FIRST SUBDIVISION OF ALTON BEACH, according to the Plat thereof, as recorded in Plat Book 2, at Page 77, of the Public records of Miami-Dade County, Florida.

Haddon Hall Pool Property:

South ½ of Lot 19 and all of Lot 20, Less the West 100 Feet thereof, and Strip lying South and adjacent thereto, Block 57, FISHER'S FIRST SUBDIVISION OF ALTON BEACH, according to the Plat thereof, as recorded in Plat Book 2, at Page 77, of the Public records of Miami-Dade County, Florida.

Campton Building Property:

Lot 3, 4 and 5, in Block 76, of FISHER'S FIRST SUBDIVISION OF ALTON BEACH, according to the Plat thereof, as recorded in Plat Book 2, at Page 77, of the Public Records of Dade County, Florida .

EXHIBIT "C" (continued)

Overall Legal Description of Haddon Hall Properties

PARCEL 1:

Lots One (1) and Two (2) of Block Seventy-Six (76) of FISHER'S FIRST SUBDIVISION OF ALTON BEACH, according to the plat thereof as recorded in Plat Book 2, Page 77, of the Public Records of Miami - Dade County, Florida, and also the following described land: That part of vacated Fifteenth Street formerly known as Avenue D, described as follows: Begin at the Northeast corner of Lot 1 of Block 76 of FISHER'S FIRST SUBDIVISION OF ALTON BEACH, according to the plat thereof as recorded in Plat Book 2, Page 77, of the Public Records of Miami - Dade County, Florida; thence Northeasterly along West line of Collins Avenue a distance of 70.98 feet to the Southeast corner of Lot 1, of Block 57 of the aforesaid subdivision; thence Westerly along the Southerly line of Lot 1, Block 57 of the aforesaid subdivision a distance of 172.01 feet, more or less, to a point where the Westerly line of Lot 2 of Block 76 of the aforesaid subdivision extended Northerly intersects the Southerly line of Lot 1, of Block 57 of the aforesaid subdivision; thence Southerly a distance of 70 feet to the Northwest corner of Lot 2 of Block 76 of the aforesaid subdivision; thence Easterly along the Northerly line of Lots 2 and 1 of Block 76 of the aforesaid subdivision, a distance of 155.21 feet to the Point of Beginning.

AND

PARCEL 2:

Commencing at the Northwest corner of Lot 5, Block 76, of FISHER'S FIRST SUBDIVISION OF ALTON BEACH, as same is shown upon a recorded Plat of said subdivision, recorded in Plat Book 2, Page 77, of the Public Records of Miami - Dade County, Florida; thence run East along the North line or said Block 76, a distance of one hundred (100) feet to the Point of Beginning of the Tract of land herein described:

From said Point of Beginning run North along a line deflecting 90 degrees to the left, said line being parallel to and one hundred (100) feet distant Easterly from the Easterly line of Washington Avenue, as above recorded, a distance of one hundred forty-five (145) feet to a point on the North line of the South 1/2 of Lot 19, Block 57, FISHER'S FIRST SUBDIVISION OF ALTON BEACH, as recorded in Plat Book 2, Page 77, of the Public Records of Miami - Dade County, Florida; thence run Easterly along a line deflecting 90 degrees to the right along the North line of the South 1/2 of Lot 19, Block 57, a distance of seventy-five (75) feet to a point on the West line of Lot 2, of said Block 57, thence run Southerly along a line deflecting 90 degrees to the right along the dividing line between Lots 1 and 2, and Lot 20 and the South 1/2 of Lot 19, Block 57, a distance

of seventy-five (75) feet to a point, said point being the Southeasterly corner of Lot 20, or the Southwesterly corner of Lot 1, of said Block 57; thence run Southeasterly along a line deflecting to the left $04^{\circ} 05' 08.2''$, a distance of 70.178 feet to a point, said point being the Northeasterly corner of Lot 3, of said Block 76, FISHER'S FIRST SUBDIVISION; thence run Westerly along a line deflecting to the right $94^{\circ} 05' 08.2''$ along the Northerly line of said Block 76, a distance of eighty (80) feet to the Point of Beginning of the tract of land herein described.

TOGETHER with the easement described on Page 2 of that certain Deed from Daniel I. Taradash to Haddon Hall Corp., dated May 12, 1952, filed June 13, 1952 in Deed Book 3609, Page 25, of the Public Records of Miami - Dade County, Florida, but subject to the terms of such easement.