

June 29, 2015

VIA HAND DELIVERY

Mr. Francisco J. Garcia
Planning Director
City of Miami
444 S.W. 2nd Avenue, 3rd Floor
Miami, Florida 33130

Re: Mannigan Holdings, LLC; Melanie Holdings, LLC; Megan Holdings, LLC; Malux Realty, LLC; Milana Holdings, LLC; Millie Realty, LLC; Mizrachi Holdings, LLC; Wynwood Holdings, LLC; 2294 NW 2 Avenue Realty, LLC and Mapton Holdings, LLC, (collectively the "Owner" or "Applicant") / Mana Wynwood District Special Area Plan ("SAP") Application

Dear Mr. Garcia:

Our firm represents the Applicant in connection with land use, development and permitting matters relating to the establishment of the Mana Wynwood District (the "District") pursuant to Article 3.9 of Miami 21, a copy of which is attached as **Exhibit "A"**.

The Applicant submits an assemblage of contiguous properties consisting of 26.4 acres located within the City of Miami's Wynwood neighborhood for approval of a SAP. The Applicant seeks to redefine the area through the SAP process to create a distinct neighborhood/zoning District, unique to the City and Wynwood with respect to design, function, atmosphere, and new urbanism perspectives. Additionally, the proposed Mana Wynwood SAP incorporates design and development concepts from the City of Miami's proposed Wynwood Neighborhood Revitalization District.

I. District Design

As discussed in Article 3.9 Miami 21, the intent of the SAP approval process is to facilitate parcels containing more than 9 abutting acres to be master planned to integrate public and private improvements, together with necessary infrastructure and to encourage design flexibility; keeping in mind that the product achieved through the SAP process will be defined by specialized and high quality building design, function and use. With respect to the District, this couldn't be more true. In addition to achieving the highest levels of building form and architectural design, the District integrates significant public and civic-type spaces among multiple levels of private improvements together with enhanced infrastructure by utilizing both horizontal and vertical development connectivity.

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Based on the above SAP goals and objectives, the District was designed to achieve the following:

1. Promoting a neighborhood/campus for multi-cultural, international corporations and institutions to include the production and exhibition of art, fashion and culture, innovative technologies, and light manufacturing products;
2. Increasing open space proposing infrastructure improvements, and increasing pedestrian accessibility;
3. Introducing Flex Space use, a flexible configuration of collaborative work space, commercial space, media and technology production, exhibition space, museum space and other uses that promote and invite entrepreneurial design, technology and innovation to the Wynwood area;
4. Revitalizing the neighborhood through design, innovation, and new urbanism best practices;
5. Promoting mixed use, civic, commercial and integrated development programs;
6. Utilizing sustainable informative technology and strategic initiatives and concepts.

As shown in the Regulating Plan dated June 12, 2015 (the "Plan"), the District is primarily comprised of two (2) Zones, identified as the East Zone and West Zone. The proposed SAP area is generally bounded by Northwest 2nd Avenue on the East, Northwest 22nd Street and Northwest 21st Terrace on the South, Northwest 24th Street on the North, and Northwest 6th Avenue on the West.

II. Development Standards

As detailed in the Plan, the District proposes development consistent with the urban context and trend in the surrounding area. Additionally, building heights and facade articulation and design on private frontages are consistent with the goals and objectives in Miami 21, along with the City's Comprehensive Neighborhood Development Master Plan. The Plan is also consistent with the intent of SAPs in that the proposed zoning text will produce a variety of building heights and massing together with streetscape designs to identify and enhance horizontal and vertical thoroughfares and public environments.

III. District Zoning Regulations

The Plan for the District, including the conceptual building, massing, and use diagrams in the Standards distribute density (on a conceptual basis only) within the District in a fashion wholly within scale. As shown in the charts detailing potential typical levels for buildings in the District, the intent is to create multiple use transitions from active pedestrian to collaborative office.

IV. District Thoroughfares

In the District there are several Thoroughfares which the Plan contemplates the improvement of to successfully achieve optimal pedestrian and vehicular circulation. In a North-South fashion, NW 2nd Avenue, (the District boundary on the East) functions as a pedestrian and vehicular Thoroughfare including significant civic-type space functioning as an entrance to the East Zone. NW 5th Avenue, which also runs in a North-South fashion, separates the East Zone and West Zone, and serves as the West Zone's link to both the North and South. NW 5th Avenue will also have retail frontage throughout the entire length of the District. Both will be transformed with a focus on promoting pedestrian and bicycle traffic, together with vehicle traffic, consistent with the abutting neighborhood.

NW 24th, NW 23rd, and NW 22nd Streets are East-West streets each of which vary in intensity and treatment. NW 22nd and NW 23rd Streets are the primary East-West connections between NW 2nd Avenue and NW 5th Avenue. NW 24th, NW 23rd, and NW 22nd Streets will function as Secondary Thoroughfares; many of the service areas and entrances/exits to parking for the buildings will be channeled through these Thoroughfares, consistent with the proposed Wynwood NRD, where NW 2nd Avenue and NW 5th Avenue have been designated NRD Corridors. Please note the Plan accounts for existing and proposed mass transit uses together with the proposed bicycle network and intended pedestrian circulation elements. In other words, the design, circulation and improvement of thoroughfares in the District, as conceived in the Plan, is the product of a multi-faceted analysis of all modes of transportation ranging from, pedestrians, and bicycles, to vehicles and mass transit elements. The Plan holistically evaluated existing conditions together with intended enhancements to achieve an ideal design for District thoroughfares.

V. District Zones

The District is divided into two Zones, the East Zone and West Zone, with the Mana Commons serving as the open space and pedestrian link between the two zones.

A. The East Zone. The East Zone establishes a campus atmosphere to attract certain national and international business in the innovation, technology, and creative industries into a mixed use neighborhood. The campus will serve as a cultural nexus for the Wynwood community anchored by a consolidated outdoor space, the Mana Commons, and Flex Space, the Mana Contemporary where exhibition, invention, and assembly merge. The Flex Space use is introduced to ensure collaborative office tenants the flexibility to operate within a broad range of different commercial uses which will consist of exhibition space, media and technology production, light manufacturing, distribution, and retail uses.

B. The West Zone. The West Zone serves as an extension of Flex Spaces from the East Zone, while introducing a variety of residential options that will serve the needs of the Flex and Creative industries sought after in the

development. The Mana Commons extends into the West Zone in a more neighborhood scale. Additional support uses such as hospitality and service oriented retail will also be included in the West Zone.

C. The Mana Commons. The Mana Commons is a consolidated privately owned Open Space that connects 2nd Avenue, the East Zone, and the West Zone. The space allows for open air dining, open air markets, enclosed gallery pavilion and private outdoor event uses. Limited vehicular access may be provided and integrated into the design of the Mana Commons open space. The Mana Commons serves as the link between the East Zone and West Zone, and will serve as the main pedestrian passage and bicycle path.

VI. Character & Integration

The conceptual landscaping, connectivity, lighting, materials, and building finishes are collectively detailed in the Standards. They are the product of thoughtful analysis and consideration. Wynwood is characterized by its art and culture. To the North East, intense retail commercial and residential uses are present in the Midtown area. To the East and South, are residential uses together with multiple civic assets, Biscayne Boulevard and the Performing Arts Center. West of the District lies West of Wynwood, (“WOW”) which is an up and coming area targeted for redevelopment including residential, commercial, and mass transit uses. In other words, the District is surrounded by existing and planned development; integrating into the urban fabric is essential.

The District fits within this context, but distinguishes itself architecturally and with respect to identity. The District embraces the creative spirit for which Wynwood is known. The Flex Space use will attract creative innovators who can work and be inspired by the art and culture of Wynwood and the District itself. The Mana Commons combines open space, open air retail, and outdoor event space into a unique outdoor concept unavailable elsewhere in the City of Miami. Additionally, sustainability initiatives and objectives distinguish the District in a positive fashion.

VII. Job Creation

The Applicant estimates that the establishment of the District will create in aggregate an estimated 14,850 total direct full time equivalent (FTE) non-recurring jobs that generate \$675 million in direct gross wages. Upon stabilized operations, the proposed development is estimated to create more than 19,400 direct and indirect full time jobs and more than \$400 million in direct and indirect wages annually related to building employment and operating expenditures.

In formalizing and conceptualizing the District as detailed above, the design team was mindful of the need to fall within the requirements and intent contained in Article 3.9 of Miami 21 copy of which is attached as Exhibit "A". In furtherance of confirming that:

- a. The single or multiple owner(s) of Abutting properties in excess of nine (9) acres may apply for a rezoning to a Special Area Plan. **As detailed in the signed and sealed surveys prepared by Schwebke-Shiskin, the District contains 23.483 acres of lot area.**
- b. A Special Area Plan shall be approved by the process of rezoning with or without Transect changes. **Consistent with Miami 21, the SAP proposed appropriate transect changes and modifications to the underlying transect zones.**
- c. A Special Area Plan shall assign Thoroughfares, Transect Zones and Civic Space Types, with appropriate transitions to Abutting areas. Guidelines for Thoroughfares and Public Frontages may be adjusted to the particular circumstances of the Special Area Plan. **The enclosed documents are consistent with the above requirements.**
- d. A Special Area Plan shall include a map of the Thoroughfares and Transect Zones, and the standards that deviate from the requirements of Article 5. **The Regulating Plan provides said confirmation.**
- e. A Special Area Plan shall assign at least five percent (5%) of its aggregated Lot Area to a Civic Space Type. Civic Building sites are to be located within or adjacent to Civic Space Types or at the axial termination of significant Thoroughfares. The developer shall be responsible for constructing the public improvements within the Special Area Plan, including but not limited to the Civic Space Types and Thoroughfares. **The Regulating Plan and Concept Book articulate the proposed Open Space and Civic Space areas.**
- f. Development within the Special Area Plan shall be pursuant to a recorded development agreement that will establish the allocation of Thoroughfares and Civic Space Types and Building Area among the Building sites, and the creation and retention of the public benefits. **Enclosed please find a draft of the Development Agreement required above.**
- g. Unless a Building is specifically approved as part of the Special Area Plan, any Building shall be reviewed by the Planning Director, after referral to and recommendation from the CRC for conformance to the Plan, prior to issuance of the Building Permit. **New development within the District shall comply with CRC approval.**
- h. A Special Area Plan may include:

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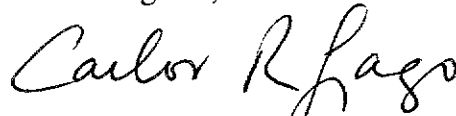
1. A differentiation of the Thoroughfares as a Primary-Grid (A-Grid) and a Secondary-Grid (B-Grid). Buildings along the A-Grid shall be held to the highest standard of this Code in support of pedestrian activity. Buildings along the B-Grid may be more readily considered for automobile-oriented standards allowing surface parking lots, unlined parking desks, and drive-throughs. The Frontages assigned to the B-Grid shall no exceed thirty (30%) of the total length within a Special Area Plan. For Frontages on the B-Grid, parking areas may be allowed in the Second Layer. **Provided.**
2. Retail Frontage requiring that a Building provide a Commercial Use at sidewalk level along the entire length of the Frontage. The Commercial Use Building shall be no less than seventy (70%) glazed in clear glass and provided with an Awning overlapping the sidewalk as generally illustrated in Article 4, Table 6. The first floor should be confined to Retail Use through the depth of the Second Layer. **Provided.**
3. Gallery or Arcade Frontage, requiring that a Building provide a permanent cover over the sidewalk, either cantilevered or supported by columns. The Gallery or Arcade Frontage may be combined with a Retail Frontage as shown in Article 4, Table 6. Gallery or Arcade Frontage within the First Layer may apply towards Open Space requirements. **Provided.**
4. Build-to-lines that differ from Transect Zone Setback requirement. **Provided.**
5. A Terminated Vista location, requiring that the Building be provided with architectural articulation of a Type and character that responds to the location. **Provided.**
6. A Pedestrian Passage, requiring a minimum ten (10) foot wide pedestrian access be reserved between Buildings. **Provided.**
7. A preservation plan acceptable to the Historic and Environmental Preservation Board for any historic resources in the area of the Special Area Plan. **Not applicable.**
8. Area Design Guidelines. **Provided.**
9. A parking management program that enables shared parking among public and private Uses. **Provided.**
10. Flexible allocation of development capacity and Height, excluding Density on individual sites within the Special Area Plan shall be allowed so long as the

capacity or Height distribution does not result in development that is out of Scale or character with the surrounding area, and provides for appropriate transitions.
Provided.

IX. Conclusion

We are pleased to submit this Letter of Intent, together with the Concept Book, the Regulating Plan, and the required SAP documentation requesting an expedited review and approval of an SAP establishing the Mana Wynwood District. As detailed in the Regulating Plan, the development environment that will be achieved through the implementation of the District will be unique and significant and will redefine the standards for future SAPs and master planned projects in the City. As we move forward in this collaborative process, it is likely additional questions will be asked and issues will be raised. We look forward to working with City staff to resolve these inquiries and finalize the SAP.

Regards,



Carlos R. Lago

Cc: Irene Hegedus, AIA
Iris Escarra, Esq.

No Variances from the provisions of Section 3.8.4 are permitted.

3.9 SPECIAL AREA PLANS

The purpose of a Special Area Plan is to allow parcels greater than nine (9) Abutting acres in size to be master planned so as to allow greater integration of public improvements and Infrastructure, and greater flexibility so as to result in higher or specialized quality building and Streetscape design within the Special Area Plan.

The purpose of a Special Area Plan further is to encourage the assembly and master planning of parcels greater than nine (9) Abutting acres in size, in order to provide greater integration of public and private improvements and Infrastructure; to enable Thoroughfare connectivity; to encourage a variety of Building Heights, massing and Streetscape design, and to provide high quality design elements, all in order to further the intent of this Code expressed in Article 2.

3.9.1 General

- a. The single or multiple owner(s) of Abutting properties in excess of nine (9) acres may apply for a rezoning to a Special Area Plan.
- b. A Special Area Plan shall be approved by the process of rezoning with or without Transect changes.
- c. A Special Area Plan shall assign Thoroughfares, Transect Zones and Civic Space Types, with appropriate transitions to Abutting areas. Guidelines for Thoroughfares and Public Frontages may be adjusted to the particular circumstances of the Special Area Plan.
- d. A Special Area Plan shall include a map of the Thoroughfares and Transect Zones, and the standards that deviate from the requirements of Article 5.
- e. A Special Area Plan shall assign at least five percent (5%) of its aggregated Lot Area to a Civic Space Type. Civic Building sites are to be located within or adjacent to Civic Space Types or at the axial termination of significant Thoroughfares. The developer shall be responsible for constructing the public improvements within the Special Area Plan, including but not limited to the Civic Space Types and Thoroughfares.
- f. Development within the Special Area Plan shall be pursuant to a recorded development agreement that will establish the allocation of Thoroughfares and Civic Space Types and Building Area among the Building sites, and the creation and retention of the public benefits.
- g. Unless a Building is specifically approved as part of the Special Area Plan, any Building shall be reviewed by the Planning Director, after referral to and recommendation from the CRC for conformance to the Plan, prior to issuance of the Building Permit.
- h. A Special Area Plan may include:
 1. A differentiation of the Thoroughfares as a Primary-Grid (A-Grid) and a Secondary-Grid (B-Grid). Buildings along the A-Grid shall be held to the highest standard of this Code in

support of pedestrian activity. Buildings along the B-Grid may be more readily considered for automobile-oriented standards allowing surface parking lots, unlined parking decks, and drive-throughs. The Frontages assigned to the B-Grid shall not exceed thirty percent (30%) of the total length within a Special Area Plan. For Frontages on the B-Grid, parking areas may be allowed in the Second Layer.

2. Retail Frontage requiring that a Building provide a Commercial Use at sidewalk level along the entire length of the Frontage. The Commercial Use Building shall be no less than seventy percent (70%) glazed in clear glass and provided with an Awning overlapping the sidewalk as generally illustrated in Article 4, Table 6. The first floor should be confined to Retail Use through the depth of the Second Layer.
3. Gallery or Arcade Frontage, requiring that a Building provide a permanent cover over the sidewalk, either cantilevered or supported by columns. The Gallery or Arcade Frontage may be combined with a Retail Frontage as shown in Article 4, Table 6. Gallery or Arcade Frontage within the First Layer may apply towards Open Space requirements.
4. Build-to-lines that differ from Transect Zone Setback requirement.
5. A Terminated Vista location, requiring that the Building be provided with architectural articulation of a Type and character that responds to the location.
6. A Pedestrian Passage, requiring a minimum ten (10) foot wide pedestrian access be reserved between Buildings.
7. A preservation plan acceptable to the Historic and Environmental Preservation Board for any historic resources in the area of the Special Area Plan.
8. Area Design Guidelines.
9. A parking management program that enables shared parking among public and private Uses.
10. Flexible allocation of development capacity and Height, excluding Density on individual sites within the Special Area Plan shall be allowed so long as the capacity or Height distribution does not result in development that is out of Scale or character with the surrounding area, and provides for appropriate transitions.

3.10 HISTORIC PRESERVATION STANDARDS

See Chapter 23 of the City Code, titled Historic Preservation, for regulations and additional height requirements.

3.11 WATERFRONT STANDARDS

In addition to the Miami City Charter requirements, the following Setback, walkways and waterfront standards shall apply to all waterfront properties within the City of Miami, except as modifications to these standards for all waterfront properties may be approved by the City Commission pursuant to