

June 29, 2015

VIA ELECTRONIC MAIL

Mr. Jaye M. Epstein, Director
City of Hollywood
Office of Planning
2600 Hollywood Boulevard, Room 315
Hollywood, FL 33020-4807

Re: *The Hillcrest Golf and Country Club*
Letter of Explanation to the Technical Advisory Committee

Dear Mr. Director:

Please allow this correspondence to serve as our letter of explanation to the Technical Advisory Committee in connection with the attached application (the "Application"). This firm represents Hillcrest Country Club, L.P. ("Applicant"), owner of the Hillcrest Golf & Country Club located between Washington Street, Pembroke Road, S 52nd Avenue, and S 37th Avenue, more particularly described in the legal description attached hereto as Exhibit "A" ("Property"). This firm also represents Hillcrest IG, LLC, which has a contract to purchase the Property ("Hillcrest IG").

The Applicant is respectfully requesting an amendment to Subsection 3(B) of Ordinance No. 0-76-25 to modify the final site plan for the Hillcrest Planned Unit Development ("Hillcrest PUD").¹ The purpose of the amendment is to permit the redevelopment of the Property in accordance with the plans attached hereto and incorporated herein as prepared by Design and Entitlement Consultants, LLC ("Development Plans"). The Development Plans presented for your review and consideration by this Application were perfected through a collaborative effort that involved the Applicant, Hillcrest IG, the Hillcrest Leadership Council, the Hillcrest Legal Committee and owners of co-operative and condominium units located within the Hillcrest PUD. This collaborative process, which is more fully described below, took approximately 18 months to complete.

¹ Ordinance No. 0-76-25 has been amended several times, including amendments that were duly enacted by the City Commission pursuant to Resolution No. R-81 -56 and Ordinance Nos. 0-81-80, 0-84-54, 0-87-39, 0-93-75, 0-99-09, 0-2000-05, 0-2002-34 and 0-2009-38.

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A. THE HILLCREST PUD AND THE PROPERTY

The Hillcrest PUD comprises 243.1066± acres of land located between Washington Street on the north, Pembroke Road on the south, S 37th Avenue on the east, and S 52nd Avenue on the west. The Property, which comprises the Hillcrest Golf & Country Club, accounts for 169.293± acres of the planned area development and meanders throughout the Hillcrest community. For the limited purpose of this discussion, the Property can be described in four individual sections. The first section contains an 18-hole golf course comprised of 133.401± acres (the "Golf Course"). The second section is an abandoned executive 9-hole golf course lying between Washington Street to the north and Hillcrest Drive to the south, consisting of 30.45± acres (the "Executive Golf Course"). The third section is improved with a clubhouse situated on 3.939± acres lying along the southwest segment of Hillcrest Drive (the "Club House Parcel"). The final section is currently abandoned tennis courts on 1.503± acres lying along the northeast segment of Hillcrest Drive (the "Tennis Court Parcel").

B. THE PROPOSED DEVELOPMENT PROGRAM

The Applicant and Hillcrest IG are pleased to present a plan of redevelopment that will create a resort-styled neighborhood for the entire Hillcrest PUD. This plan of redevelopment was perfected through cooperative efforts and contributions made by the Applicant, Hillcrest IG, the Hillcrest Leadership Council and the Hillcrest Legal Committee over a period of time exceeding one-year. The plan of redevelopment that evolved through these cooperative efforts and presented to you for your review and consideration includes the following improvements: (1) the construction of 645 residential units as depicted and described on the Development Plans; (2) 69.79± acres of community park space; (3) two newly designed clubhouse buildings; (4) 22± acres of serene lakes; (5) resort-styled entrance features; (6) a tennis and bocce ball facility and (7) off-site landscaping improvements to portions of Hillcrest Drive (the proposed improvements are collectively referred to hereinafter as the "Development Program").

The Development Program supersedes and significantly improves on a previous plan of redevelopment approved for the Property pursuant to Ordinance No. 0-2009-38, which was passed and adopted by the City Commission on September 16, 2009. The previous plan of redevelopment included the construction of 645 dwelling units on 17.39± acres, comprised of portions of the Executive Golf Course, the Club House Parcel and the Tennis Court Parcel. The multifamily residential housing products were designed, presented and approved as follows: (1) a high-rise residential tower with 400-units on the Club House Parcel located adjacent to Building 21, (2) 225 multifamily units in mid-rise buildings on the Executive Golf Course located between Hillcrest Drive and Washington Street and (3) 20 townhomes on the Tennis

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Court Parcel located adjacent to Building 20. The previously approved plan of redevelopment also included the following non-residential improvements: (1) a pro-shop and surface parking lot located to the south of the high-rise building on the Club House Parcel to service the 18-hole golf course, a course that receives more than 400 rounds of play per year; (2) a clubhouse building with a commercial restaurant and tennis and swimming facilities located at the center of the Executive Golf Course; and (3) a pocket community park located adjacent to the clubhouse. The proposed Development Program presented in this Application maintains the same development density of 645 dwelling units but significantly reduces the development intensity by incorporating the following: (1) introducing single-family housing products in-lieu of multifamily units and high-rise buildings, (2) creating onsite vehicular queuing areas and (3) spreading the development density over significantly more acreage.

The residential improvements included within the proposed Development Program are inclusive of both the Golf Course and the Executive Golf Course. As depicted and described on the Development Plans attached hereto, the Golf Course will be improved with a gated community consisting of a total of 494 single-family homes comprised of 238 detached units and 256 townhome units. The Executive Golf Course will be improved with a separately gated residential community consisting of a total of 151 single-family homes comprised of 67 detached units and 84 townhome units. Both communities will be serviced by ingress and egress points from Hillcrest Drive through onsite vehicular roundabouts that will serve as traffic calming devices and vehicular queuing areas.

The intent of the proposed Development Program is to create a resort-styled neighborhood for the entire Hillcrest PUD. This redefined and revitalized neighborhood will be anchored by two expansive and secured community parks that will be available to all residents of Hillcrest. Buffering the existing multifamily towers and future residential units to be located on the Executive Golf Course will be a 12.90± acre community park fronting along the entire length of Hillcrest Drive and extending along the eastern boundary of the Executive Golf Course north to a pocket park fronting Washington Street. A 2.33± acre lake will also be constructed on the eastern boundary of the Executive Golf Course. The peripheral park and the proposed lake will offer existing and future Hillcrest residents with passive-use amenities in the form of green park space with walking trails where a former private golf course reserved for country club patrons previously existed. The placement of the peripheral park and lake will offer expansive viewing corridors to adjacent residents as well as pedestrian and vehicular traffic within the area.

Buffering the existing multifamily towers and future residential units to be located on the Golf Course will be a 56.89± acre community park stretching the entire width of the 18-hole golf course. Within this park boundary will be three serene lakes that will enhance the passive open-space experience and further buffer the planned residential development from the existing

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multifamily towers. The distance separation created between the existing residential towers and the planned single family homes on the Golf Course, by the creation of this expansive neighborhood park and water bodies, will be approximately 202 feet when measured from the closest point of separation and nearly 560 feet when measured from the greatest point of separation.

The introduction of the two neighborhood parks will formulate a new resort-styled living experience within the Hillcrest PUD by creating usable green space for all residents. The proposed parks will expand upon this resort-styled living experience by the incorporation of walking trails that will collectively comprise approximately 3.5 miles of pathways onsite, the incorporation of shaded rest areas and the introduction of lush landscaping. Additionally, the resort-styled living experience will be promoted by the proposed construction of a new tennis and bocce ball facility as well as two new community clubhouses with one clubhouse being accessible to all Hillcrest residents and one reserved for the future community. The new clubhouses will be constructed on the existing Club House Parcel and the new tennis facility will be constructed on the existing Tennis Court Parcel.

Based on the following analysis, we submit that the Development Program is compliant with applicable regulations, is consistent with the goals, objectives, and policies of the City and County Comprehensive Plans and is compatible with the surrounding areas.

C. COMPLIANCE WITH CITY ORDINANCE NO. 0-76-25 AND THE ASSOCIATED DECLARATION OF RESTRICTIONS

The City Commission passed and adopted Ordinance No. 0-76-25 on March 3, 1976, which granted zoning and site plan approval for the development of the existing Hillcrest PUD. The passage of Ordinance No. 0-76-25 was conditioned to the approved site plan and adherence to a Declaration of Restrictions, which was recorded in Official Records Book 6515 at Page 911 and re-recorded in Official Records Book 6529 at Page 704 of the Public Records of Broward County, Florida, copies of which are attached hereto as Exhibit "B" ("Original Declaration"). Ordinance No. 0-76-25 permitted the construction of a total of 2,353 residential units and a country club with an 18-hole and 9-hole golf course. There are currently 2,299 residential units within the Hillcrest PUD and one 18-hole golf course in operation. Approval of the Development Program will increase the existing unit count to 2,944 dwellings, 591 dwelling units less than originally approved in 1976.

The Original Declaration limited the use of both golf courses to golf play and recreational uses and provided that no building shall be erected, altered, placed or permitted to remain on any portion of the golf courses other than the existing clubhouse and accessory buildings; including, but not necessarily limited to, golf cart barns. The Original Declaration is described as a covenant

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running with the land and binding on all parties and persons claiming under it for a period of 30 years from March 10, 1976, after which time it shall be extended automatically for successive periods of ten years unless modified. Modification of the terms and conditions of the Original Declaration relating to the use of one or both of the golf courses requires written consent from a majority of the owners of co-operative and condominium units within the Hillcrest PUD. To our knowledge, a restrictive covenant containing a prohibition on development unless first approved by a majority of the surrounding community has never been successfully modified in South Florida except on two instances that both involved cooperative efforts by and between the Applicant and the Hillcrest community.

In 2006 the Original Declaration was first modified to permit residential development on the 9-hole executive course. The resulting effect of this modification was the passage and adoption of Ordinance No. 0-2009-38 by the City Commission that permitted the construction of the 645 dwelling units on 17.39± acres and amenity package described above. Due to the collapse in the housing markets and the continuing strains on the marketability of multifamily housing products, this redevelopment program was never constructed.

In 2014, Hillcrest IG executed a contract to purchase the Property and evaluated the previously approved plan with the Hillcrest Leadership Council, the Hillcrest Legal Committee and owners of co-operative and condominium units located within the Hillcrest PUD. As a product of those evaluations, Hillcrest IG created the proposed Development Program to redefine and revitalize the Hillcrest PUD as a resort-style neighborhood with the same residential density as previously approved but with a less intense development package and far superior amenities.

After working for more than a year with the Hillcrest Leadership Council and the Hillcrest Legal Committee to perfect the resort-styled neighborhood concept, the Applicant and Hillcrest IG circulated a petition to again modify the Original Declaration. The purpose of this modification was to permit residential development on portions of both the 9-hole and the 18-hole golf courses. The modification was memorialized in written agreements by the unit owners, which read in pertinent part as follows:

From: The above-described real property presently being utilized for two Golf Courses within the boundaries of the development known as "Hillcrest" shall not be used except for Golf Courses and recreational purposes. No building shall be erected, altered, placed or permitted to remain on any portion thereof other than presently existing club houses and presently existing or future accessory buildings

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for Golf Course and/or recreation use or private garage for Golf Course rolling stock purposes.

To: The above-described real property presently being utilized for two Golf Courses within the boundaries of the development known as “Hillcrest” may be developed with residential and recreational uses in accordance with the terms and conditions of that certain Declaration of Restrictions executed by Hillcrest Country Club, Limited Partnership, a Delaware limited partnership and shall be developed in substantial conformity with the Concept Plan as described therein. ~~No building shall be erected, altered, placed or permitted to remain on any portion thereof other than presently existing club houses and presently existing or future accessory buildings for Golf Course and/or recreation use or private garage for Golf Course rolling stock purposes.~~

The proposed modification to the Original Declaration to permit the Development Program was approved by the Hillcrest community by an overwhelming majority exceeding 80% of those residents located by the Applicant and approximately 60% of the entire Hillcrest unit owners.² We submit that this showing of neighborhood participation and support demonstrates beyond all questions a new benchmark of sound community planning.

The written instruments that modified the Original Declaration to permit residential development on both golf courses have been duly recorded in the Public Records of Broward County, Florida. As evidenced by these public recordings, the Development Program and the attached Application fully comply with the terms and conditions of both Ordinance No. 0-76-25 and the Original Declaration.

D. COMPLIANCE WITH ZONING REGULATIONS

² The Original Declaration will remain in full force and effect except as modified by the Development Program and the Application.

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The Property is zoned PUD-R. This Application does not seek to rezone the Property and is compliant with the City's Land Development Regulations as described in the Project Narrative provided by Design and Entitlement Consultants, LLC, which is attached hereto as Exhibit "C".

E. COMPLIANCE WITH THE FUTURE LAND USE MAP

The Hillcrest PUD is designated on both the City and County Future Land Use Maps by an Irregular Residential Dashed Line with a permitted development density of 11.5 units per gross acre. The Irregular Residential Dashed Line designation at a permitted density of 11.5 is consistent with the Development Plan as presented in this Application.

The Executive Golf Course, Club House Parcel and the Tennis Court Parcel are designated Medium Density Residential on the City's Future Land Use Map and Irregular Residential Dashed Line (11.5) on the County's Future Land Use Map. The Medium Density Residential designation attached to these properties permit a development density of 16 dwelling units per gross acre. Both the development densities permitted by the City's Medium Density Residential designation and the County's Irregular Residential Dashed Line (11.5) designation greatly exceed the requested density of 151 dwelling units proposed by this Application for the Executive Golf Course.

The Golf Course is designated Open Space and Recreational on both the City and County Future Land Use Maps. In order to facilitate the Development Program, the Applicant has requested an amendment to the Future Land Use Map from Open Space and Recreation to Open Space and Recreation and Low/Medium Density Residential with a maximum development density of 10 dwelling units per gross acre. The Open Space and Recreation designation will remain as the future land use designation for the 56.89± acre community park and the Low/Medium Density Residential designation will cover only the areas of the Golf Course proposed for residential development.

F. THE 2015 DECLARATION OF RESTRICTIONS & DEVELOPER'S AFFIDAVIT

As part of the cooperative efforts by and between the Applicant, Hillcrest IG, the Hillcrest Leadership Council, the Hillcrest Legal Committee and owners of co-operative and condominium units located within the Hillcrest PUD, the Applicant has entered into a Declaration of Restrictions and First Amended and Restated Developers' Affidavit running in favor of the existing Hillcrest residents, their successors-in-interests and assigns. The purpose of these instruments are to set forth future limitations on the development and use of the Property, which will supplement and where inconsistent supersede the Original Declaration, as well as

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provide for concessions to mitigate development impacts. A full and complete copy of both the 2015 Declaration of Restrictions ("2015 Declaration") and First Amended and Restated Developers' Affidavit are attached hereto as Composite Exhibit "D".

A summary of select provisions of the 2015 Declaration are provided below as an overview of the commitments made by the Applicant to the community as part of this Application.

1. **A MAXIMUM NUMBER OF SINGLE-FAMILY HOMES.** Paragraph 2 of the 2015 Declaration provides that no more than 645 single-family homes will be constructed on the Property, inclusive of detached and attached product.
2. **THE CONCEPT PLAN.** Paragraph 2 of the Declaration also provides that the Concept Plan presented to the residents and attached as an exhibit to the Declaration is the plan to be constructed, subject to all regulations and approvals of the governmental agencies having jurisdiction over it.
3. **EARLY DELIVERY OF THE NEIGHBORHOOD PARKS.** Paragraph 3 of the Declaration provides that the neighborhood parks described herein must be completed before the first Certificate of Occupancy is issued for any newly constructed home on the Property, excluding model unit(s) and sale center(s).
4. **THE NEIGHBORHOOD CLUBHOUSE.** Paragraph 4 of the Declaration provides that the neighborhood clubhouses as described herein and depicted on the Development Plans must be completed before the first Certificate of Occupancy is issued for any newly constructed home on the Property, excluding model unit(s) and sale center(s).
5. **THE ENTRANCE FEATURES.** Paragraph 8 of the Declaration provides that the monument entrance feature signs depicted on the Development Plans will be constructed when and where the construction is permitted by the city and other property owners of record.
6. **USE OF THE RECREATIONAL IMPROVEMENTS WITHOUT COST EXCEPT FOR NORMAL USAGE FEES.** Paragraph 5 of the Declaration provides that the neighborhood parks, clubhouse, tennis facility, walking/jogging paths, water features, rest areas and entrance features described herein and depicted on the Development Plans will be constructed by the developer at its sole cost and expense. It further provides that those improvements will be maintained by the future 645 home owners at no cost or expense to the existing Hillcrest community and will be available to the existing Hillcrest

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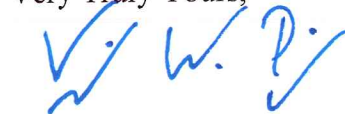
community, including their successors and assigns, at no cost or expenses except for generally applicable usage fees that may be established by a future governing board. The secondary clubhouse proposed by the developer is the only amenity that will be for the exclusive use of the future 645 home owners.

7. **LANDSCAPING**. Paragraph 6 of the Declaration provides that the Property will comply with all landscaping requirements approved by the city, including tree lining of streets within the Hillcrest PUD boundaries and landscaping buffers at the Charter School site. Additionally, Paragraph 9 provides that the developer must use its best efforts to preserve all specimen sized trees existing within the boundaries of the neighborhood parks.
8. **80% VOTE REQUIRED FOR ANY FUTURE CHANGES**. Paragraph 10 of the Declaration provides that any future proposals to modify the Declaration will require a vote approved by at least 80% of all unit owners within Hillcrest, inclusive of the existing and future units.

G. CONCLUSION

Based on the foregoing, we respectfully request staff's support for this Application. As always, if I can provide you with additional information or documents regarding this matter, please do not hesitate to contact me at (305) 913-0541.

Very Truly Yours,



William W. Riley, Esq.