REQUEST FOR PROPOSAL | #2021-042

EMPORIUM

CULINARY | LIFESTYLE | MINDFULNESS | NATURE
CULTURAL EXPERIENCES

Em·po·ri·um is the River of Ancient Rome. It's meaning also refers to a marketplace or trading center in ancient cities such as the agoras found in ancient Greece.

REQUEST FOR PROPOSAL | #2021-042

NORTH SPRINGS IMPROVEMENT DISTRICT

REQUEST FOR PROPOSALS FOR SALE & DEVELOPMENT OF DISTRICT OWNED PROPERTY

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- "Appendix B"

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RFP#	RFP TITLE:			RELEASE DATE:
2021-042	**Heron Bay Commercial Redevelopment of Golf Course**			**JUNE 15TH, 2021**
DATE DUE AUG 13, 2021	TIME DUE-AT OR BEFORE 5:00 P.M. (EST)	ORIGINAL HARD COPY PROPOSALS & APPENDIX REQUIRED FOR ITN: 1	PROPOSAL & APPENDIX ADDITIONAL HARD COPIES REQUIRED FOR ITN: 9	COMPLETE ELECTRONIC COPY OF PROPOSAL *1 Single Adobe PDF file

PROPOSER INFORMATION

PROPOSER'S NAME: UPPER BUENA VISTA MANAGEMENT LLC
STREET ADDRESS: 3301 NE 1 AVE #2403
CITY AND STATE: MIAMI FL 33137
PROPOSER TELEPHONE: (786) 554-6872 PROPOSER FAX: (651) 602-3629
CONTACT PERSON: MICHAL AVIV
CONTACT PERSON'S ADDRESS: 3301 NE 1 AVE #2403 MIAMI FL 33137
CONTACT TELEPHONE: (786) 554-6872 CONTACT FAX: (651) 602-3629
INTERNET E-MAIL ADDRESS: connect@upperbuenavista.com COMPANY WEBSITE: www.upperbuenavista.com
PROPOSER TAXPAYER IDENTIFICATION NUMBER: 47-4124079

How were you informed of this solicitation? (please provide media name(s) in blank space):

- Website: www.bizjournals.com Newspaper: www.bizjournals.com Other: _____

PROPOSAL CERTIFICATION

I hereby certify that I am submitting the following information as my firm's (Proposer) proposal and am authorized by Proposer to do so; Proposer agrees to complete and/or provide all information required by this document inclusive of this request for proposals, and all attachments, exhibits and appendices and the contents of any Addenda released hereto; Proposer agrees to be bound to any and all specifications, terms and conditions contained in this solicitation, and any released Addenda and understand that these are requirements of this solicitation and failure to comply may result in disqualification of proposal submitted; Proposer has not divulged, discussed or compared the proposal with other proposers and has not colluded with any other proposer or party to any other proposal; Proposer acknowledges that all information contained herein is part of the public domain as defined by the State of Florida Sunshine and Public Records Laws; all responses, data and information contained in this proposal are true and accurate.

08/11/2021
Signature of Proposer's Authorized Principal. Date

MICHAL AVIV MANAGING PRINCIPAL UPPER BUENA VISTA MANAGEMENT LLC
Name of Proposer's Authorized Principal Title of Proposer's Authorized Principal

NOTE: Entries must be completed in ink or typewritten.

SECTION 2

COMMITMENT LETTER

August 12, 2020

North Springs Improvement District,
ATTN: District Clerk (RFP #2021-042),
9700 NW 52nd Street
Coral Springs, FL 33076 USA.

Re: Response to Request for Proposal # 2021-042 -Sale & Development of District Owned Property ("RFP")

Dear District Clerk:

On behalf of Upper Buena Vista Management, LLC (the "Proposer"), we are pleased to submit our vision and strategy in response to the North Springs Improvement District ("District")'s request for proposals for the sale and development of the district owned property known as the Heron Bay Golf Course (the "Property"). Proposer acknowledges and is committed to the terms and conditions of RFP #2020-042 and subsequent addenda and, for the reasons that follow, we are confident that we are best qualified to execute the scope of this exciting mixed-use project in a way that complements the existing attributes of the Property while supporting the surrounding neighborhood and municipalities of Coral Springs and Parkland.

Proposer's interest in the RFP is a natural extension of its experience in creating community spaces with a focus on place-making. **Coupled with the opportunity to infuse the unrivalled residential setting of Northwest Broward with a well-curated and novel mixed-use concept, Proposer was inspired to create a vision for the Property that includes an ecological town center known as Emporium. A more detailed narrative of Emporium can be found in Section 3.0 of this response to the RFP.**

As both proposer and master developer, Proposer is fully committed to developing the entire proposed site (69.219 acres), thereby guaranteeing a mixed-use town center that is cohesive and designed to complement and support the surrounding neighborhoods.

To realize the Emporium vision, Proposer has put together a strong team specialized in place-making and commercial development with proven success both abroad and in South Florida. Proposer is part of a consortium of 7 experienced South Floridian and international commercial development entities and individuals, led by Michal Aviv with over 100 years of combined experience and a collective portfolio exceeding of $500 Million that is being organized under a new entity called OUR EMPORIUM LLC. The entities, key personnel and consultants include:

ENTITY

Upper Buena Vista Management, LLC

- Established in 2015
- 3301 NE 1 Avenue #2403 Miami FL 33137
- (786)- 554 -6872
- www.upperbuenavista.com

CONSORTIUM OF KEY INDIVIDUALS AND ENTITIES

- **Michal Aviv** and **David Lahmy** from **Upper Buena Vista Management LLC (UBV)** affiliate company of BVM Development LLC will serve as project leaders and investors.
- **Doron Marom** from **Regional One Aviation (ROA)** will serve as Acquisition Specialist.
- **Yoav Tal** and **Assi Aviv** from **MY Construction (MVC)** will serve as project leaders and Construction Management.
- **Ofer Tamir** from **Florida Prime Acquisitions (FPA)** will serve as Chief Financial Officer.
- **Freddy Boulton** and **Izak Ben-Naim** from **B&B Development (BBD)** will serve in Operations and Project Management.
- **Amir Hayun** from **Golani Investments (GLN)** will serve as Operations and Project Management.
- **Justin Abrams** from **Flagship (FSP)** will serve as Premium flagship Brand curator and Management.

CONSULTANTS:

- **Juan Mullerat** from **Plusurbia Design (PUD)** will serve as lead Urban Designer and Urban Planner.
- **Jacob Brillhart** from **Brillhart (BLH)** will serve as lead Architect.
- **Hitesh Mehta** from **HM Design (HMD)** will serve as lead Landscape Architect & Ecological Design consultant.
- **Jaya Kader** from **KZ Architecture (KZA**) will serve a lead Public Art and Signature Moments designer.

- **John Shubin** from **Shubin & Bass Law Firm (SBL)** will serve as the lead Land Use and Zoning attorney.
- **Francisco J. Garcia** from **Shubin & Bass Law Firm (SBL)** will serve as the lead Land Use and Zoning counsel.
- **Kevin Greiner** from **UrbanCentric Analytics (UCA)** will serve as lead market analyst.
- **Gary W. Siebein**, FASA, FAIA, NCARB from **Siebein Acoustics (SBA)** will provide architectural and environmental acoustics.
- **Brett Russell,** Business Development for South East Region for **VirtualGuard (VGD)** will provide high tech security solutions.

Proposer is uniquely positioned to respond to the RFP with Proposer's proven mixed-use concept: A village type community space with a combination of different activity nodes and district environments that are human scaled and configured in an organic manner that steer clear of the prevalent over-commercialized zones or standardized districts. A recent example of this successful concept is the Upper Buena Vista Retail Sanctuary project, an $11 million dollar renovated 51,000 sq.ft. complex featuring a collection of designer boutiques and restaurants between the Miami Design District and the proposed Magic City Innovation District.

Our affiliate MY Construction has also successfully developed over 200 projects, including millions of square feet of commercial real estate development projects in the UK, equivalent to over 2 billion £ in gross development value.

Some of Proposer's other successful South Florida projects include the $24.6 million dollar Beacon Tower of Hallandale in Hallandale Beach, Florida (a 70,000 sq.ft. modern office environment for professionals delivered in 2019; the $12.2 million dollar Mirabella Plaza in Miramar completed in 2017 and providing 58,000 sq.ft. of new retail and office spaces to the area; and completed in 2020 is the 42,000 sq.ft. Cooper Square Boutique Retail Plaza in Cooper City built for a total cost of $13.3 million dollars.

Proposer looks forward to the opportunity to work with the District, the Association and the municipalities of Coral Springs and Parkland to refine, optimize and make our shared vision a reality.

Sincerely,

MICHAL AVIV
Managing Principal
Upper Buena Vista Management LLC

Image: Upper Buena Vista, Miami Florida. (source: BVM Development LLC)

Image: Upper Buena Vista, Miami Florida. (source: BVM Development LLC)

SECTION 2

COMPANY QUALIFICATIONS

QUALIFICATIONS

This section provides an introduction to the project team, including a brief introduction to leading firm, qualifications, key staff, experience and information regarding special tools and past collaborations of team members.

COMPANY OVERVIEW

Upper Buena Vista Management LLC

- 3301 NE 1 Avenue #2403 Miami FL 33137
- (786)- 554 -6872
- www.upperbuenavista.com

To realize the Emporium vision, Proposer has put together a strong team specialized in place-making and commercial development with proven success both abroad and in South Florida. Proposer is a consortium of seven (7) experienced South Floridian and international commercial development entities and individuals, led by Michal Aviv with a combined +100 years of experience and a collective portfolio exceeding $500 Millions.

OUR PHILOSOPHY

While the majority of developments focus on scale, the Company creates sanctuaries of retail with hospitality elements and is a pioneer in bringing micro-retail to south Florida. The movement envisioned by our Company embraces changing consumer preference; away from over commercialized zones and standardized districts and towards an organic & human experience.

KEY PERSONNEL

Introductory information for the team is provided below, including brief introductions to each firm, key personnel, their roles and expertise. See page 45, for team organizational chart.

DEVELOPMENT TEAM

Michal Aviv, **Upper Buena Vista Management LLC (UBV),** an affiliate company of BVM Development LLC will serve as project leader and investor.

Aviv is the Chief Executive Officer (CEO) at **Upper Buena Vista Management LLC** a Florida-based Real Estate company specialized in conceptualization, design, construction, branding, leasing, managing and programming of project developments. Throughout her career, she has led investments and projects in Israel, England, Germany, France, and the US. Her projects include commercial developments, hospitality, residential, zoning transformations and more. Ms. Michal Aviv has led over 20 Real Estate Development projects through her career totaling $100 M in investments. The most recent successful completed project was Upper Buena Vista in South Florida.

David Lahmy, Upper Buena Vista Management LLC (UBV), an affiliate company of BVM Development LLC will serve as project leader and investor.

Lahmy is the Co-founder of Upper Buena Vista Management LLC. Together with spouse Michal Aviv, they lead the firm's development team and drive the vision for all development projects, construction, and operational asset management. David's focus is creating consumer experiences that steer away from over commercialized zones and towards an organic & human experience. His area of expertise include conceptualization, execution, design, branding and he is responsible for all creative aspects from project inception through the construction of the developments. With over 15 years of experience. He has been involved in a variety of hospitality and real estate projects in France, Israel, and the US. The undeniable success of South Florida's Upper Buena Vista is a testament of his talent and vision.

Both Aviv and Lahmy will serve as primary contacts for this RFP.

Image: Upper Buena Vista, Miami Florida. (source: BVM Development LLC)

PARTNERS

Doron Marom from **Regional One Aviation (ROA)** will serve as Acquisition Specialist.

Regional One (ROA) is a purchaser, lessor and seller of aircraft, engines, engine parts and aircraft parts offering worldwide support to regional and international commercial airlines. Regional One has grown from $35 million to over $300 million in yearly revenues under Doron's leadership. Doron is also the founder and head of JetOneX LLC, a multimillion-dollar international company with estimated revenues of over $250 million in 2021 and projected revenues of over $750 million in 2022. Doron has been investing in both Hospitality Commercial and Residential Real Estate in Miami and Broward since 2002 creating a rich portfolio including a 464 units-hotel in Miami, a medical center in Weston, office buildings in Coral Springs and throughout Miami, warehouses by the Miami airport, Little River, and Miami Magic area, as well as multiple development sites throughout the Miami area, and condos units in Miami Beach, Miami, Aventura, and more.

Yoav Tal from **MY Construction (MYC)** will serve as project leader and Construction Management.

Assi Aviv from **MY Construction (MYC)** will serve as project leader and Construction Management.

MY Construction (MYC), established in 2005, is committed to delivering excellence through outstanding quality, reliability and endless creativity. MYC has successfully completed over 200 projects in the UK and has completed a million square feet, equivalent to over 2 billion £ in gross development value across a variety of sectors. From prime residences to hotels, schools, places of worship and offices. With over 16 years of experience, from the initial design to the final touches, their highly experienced execution teams have become MY construction's distinctive edge.

Ofer Tamir from **Florida Prime Acquisitions (FPA)** will serve as Chief Financial Officer.

While managing a 500-employee organization in the textile industry, Mr. Tamir purchased and syndicated a substantial real estate portfolio

comprised of commercial, residential and development projects in Florida, Georgia, Texas, Tennessee, Costa Rica, and Israel. He also acquired numerous tracts of land for future development in Israel and extended private loans to real estate entrepreneurs. Following the Real Estate debacle of 2008, Mr. Tamir co-founded **Florida Prime Acquisitions (FPA)**, a real estate investment company that acquired hundreds of commercial and residential properties in South Florida.

Freddy Boulton from **B&B Development (BBD)** will serve as Operations / Project Management

Izak Ben-Naim from **B&B Development (BBD)** will serve as Operations / Project Management.

B&B Development (BBD) has over 15 years'-experience in development that range from industrial, retail and office space. B&B Development has extensive knowledge in the Florida Real estate market ensuring each project will be executed in a professional and diligent manner. They take pride in developing projects that cater to smaller and local businesses. Their business model has proven to be successful and has resulted in substantial lasting relationships with their investors.

Amir Hayun from **Golani Investments (GLN)** will serve as Operations / Project Management

Golani Investments (GLN) is a Real Estate Investment Company that acquires and manages properties, while actively in search for optimum investments and partnerships. With over 25 years of experience in the real estate market, we are experts in identifying the potential to add value to real estate, while focusing on risk management and optimizing cash flow. Our main focus is South Florida, encompassing both commercial and real estate of all types. In addition to this, we pride ourselves in being actively involved in community service and projects. Not only do we donate funds, but we also invest our time in our community.

Justin Abrams from **Flagship (FSP)** will serve as Premium flagship Brand curator /Management.

Marketing & Partnerships at Red Bull for 8 years. From idea to execution, managed large teams and led multi-million dollar marketing campaigns accounting for 2B+ media impressions. Expertise: omni-channel marketing, retail & pop-up activations, large-scale project management, event production, partnerships, digital & social media, experiential marketing strategy & execution. In addition to his retail real estate & marketing career, Justin is a concert classical cellist. He has performed across the US, Canada, and Europe in venues such as Madison Square Garden and the Staples Center.

DESIGN TEAM

Juan Mullerat from **Plusurbia Design (PUD)** will serve as lead Urban Designer and Urban Planner.

Plusurbia Design (PUD) is an award-winning urban design firm based in Miami, excelling at urban design, planning, visioning, zoning code creation, downtown redevelopment, and complete street design. The practice designs contextual cities, towns, and neighborhoods that create lasting value. Its diverse group of designers specializes in creative solutions that result in vibrant, innovative, unique, and prosperous places. Our experience empowers us to design healthy cities and neighborhoods, transit, recreation, and job-sustaining commerce. Our design method preserves the best of the past, addresses the needs of the present, and creates a durable plan for a viable and adaptable future.

Jacob Brillhart from **Brillhart (BLH)** will serve as main Architecture design.

Brillhart (BLH) is an architectural firm that is interested in exploring the spatial and atmospheric qualities in architecture that move or affect us emotionally. Looking at those ingredients that create "chemistry of space", we are always thinking about how buildings make us feel; what history and memory bring to a place; the importance of light; the clarity of structure;

the honesty of materials; and so on.

Hitesh Mehta from **HM Design (HMD)** will serve as lead Landscape Architecture & Ecological Design.

HM Design (HMD) is an altruistic, creative, sensitive and multi-disciplinary modern-renaissance firm. The firms president, Hitesh Mehta is one of the world's leading practitioners and researchers on ecotourism physical planning, landscape architectural and architectural aspects of ecolodges. Hitesh is an Eco-Architect, Eco-Landscape Architect, Environmental Planner, Professional Photographer, Adjunct Professor and Author.

Jaya Kader from **KZ Architecture (KZA)** will serve a lead Public Art and Signature Moments design.

KZ Architecture (KZA) is a South Florida Architecture firm committed to design excellence and sustainable building practices. Our design philosophy is one of context and purpose. Through an in depth study of place, we respond to the specific conditions of each site, with the hope that our projects can become one with their surroundings. We approach our work with the calling of service and a humanistic perspective that good design has the potential to enhance the quality of life in any setting.

LAND USE/ZONING ATTORNEY

John Shubin from **Shubin & Bass Law Firm (SBL)** will serve as the lead Land Use and Zoning attorney.

Shubin & Bass Law Firm (SBL) is a small law firm which handles mission critical matters for a select number of public and private institutional clients and local governments, who place a premium on their ability to handle the most complex business objectives in the areas of litigation, administrative and land use and zoning matters. Throughout the State of Florida, the firm has represented the interests of property owners, governmental bodies, business entities, and advocacy groups in all types of administrative proceedings addressing the proposed entitlement and development of land. This representation includes matters relating to project development, including site selection, zoning and government relations.

Francisco J. Garcia from **Shubin & Bass Law Firm (SBL)** will serve as the lead Land Use and Zoning counsel.

A planner, urban designer and architect by training, Mr. García is responsible for leading designs for new communities as well as urban redevelopment and revitalization projects in America, Europe, Asia and the MENA region. Most distinctly, Mr. Garcia has over 25 years of experience in the public sector having held the position of Director of Planning and Zoning for the City of Miami from 2010 to 2020 period. As Director, he was responsible for the adoption of the Miami21 form-based code, the first city-wide development methodology regulation applied to a major urban area.

MARKET ANALYST

Kevin Greiner from **UrbanCentric Analytics (UCA)** will serve as lead market analyst.

UrbanCentric Analytics (UCA) is a boutique urban research and strategic planning consultancy providing Economic Development, Strategic Planning, Competitive Analysis & Economic Benchmarking, and Climate Change advisory services to government, institutions and private clients.

ADVISORS

Gary W. Siebein, FASA, FAIA, NCARB from **Siebein Acoustics (SBA)** will provide architectural and environmental acoustics.

Siebein Associates (SBA) is a leading acoustical consulting firm established in 1981 with an office in Gainesville, Florida. We have a broad range of diverse experience in acoustical design, sound mitigation and research that enables us to provide state-of-the-art consulting services. We specialize in the design of spaces for natural acoustic and amplified performances in many diverse venues.

Brett Russell, Business Development for South East Region for **VirtualGuard (VGD**) will provide high tech security solutions.

VirtualGuard (VGD) specializes in providing high-tech security solutions that are reliable and effective and that will actually PREVENT crime from taking place. We provide top-notch security services to areas that would have previously needed a security guard or costly patrol services. We quickly identify potential threats and intercept them, thus protecting you and your valuable assets.

PRIOR EXPERIENCE

The proposer team has demonstrated experience of successful development undertakings across multiple jurisdictions in various countries and continents. With a view always to selective and curated development endeavors aggregating value not only to the development site but also and most importantly to surrounding neighborhoods and neighboring communities with the belief that enhanced quality of life for advanced stakeholders translates directly into added value and appreciation of developed assets. This approach includes and requires an intimate understanding of local needs and preferences as well as close collaboration with civic institutions, regulatory agencies, and governmental entities always regarded as indispensable partners toward the optimized execution of projects.

The proposers' track record of building and maintaining such beneficial partnerships and extending their duration post-development to enhanced maintenance arrangements and contribution to public benefits and community oriented programs and projects, serves as precedent experience toward the cultivation of close links with all community stakeholders toward a consensus driven set of goals that will inform the development project, will frame its program and operation and will guide the enhancement and activation of the surrounding lands to ensure the transformation of not only the development site but also the surrounding Heron Bay lands into an unrivaled community amenity and a source of local pride; an iconic place of significance for the Northwest Broward region.

Image: Upper Buena Vista, Miami Florida. (source: BVM Development LLC)

Image: Conceptual master plan. (source: Plusurbia Design)

TRAIL CONNECTIONS

PROGRAM

DESIGN CENTRIK	5.15 AC	Athletik	0.30 AC	HABITAT PAVILION	0.40 AC
MAKERS ATELIER	0.70 AC	BOTANIK	0.25 AC	ACOUSTIK	1.15 AC
MEDIK	2.00 AC	HOLISTIK	0.35 AC		
ANATHOM	1.15 AC	UPPER BUENA VISTA	0.70 AC	**TOTAL**	**12.15 AC**

SECTION 3

TECHNICAL PROPOSAL

PROJECT CONCEPT

On the sand banks of a former golf course, a new ecological town center known as The Emporium will rise. Carefully planned to enhance the lush landscape of the development will be a variety of amenities. These will be strategically located between three unique districts: **Upper Emporium, The Epicenter, and Southern Emporium** that will introduce health, design, arts, entertainment, and education program in a village-like environment surrounded by nature reserves.

> ***"A new ecological town center known as The Emporium will rise. Planned into three unique districts: Upper Emporium, The Epicenter, and Southern Emporium"***

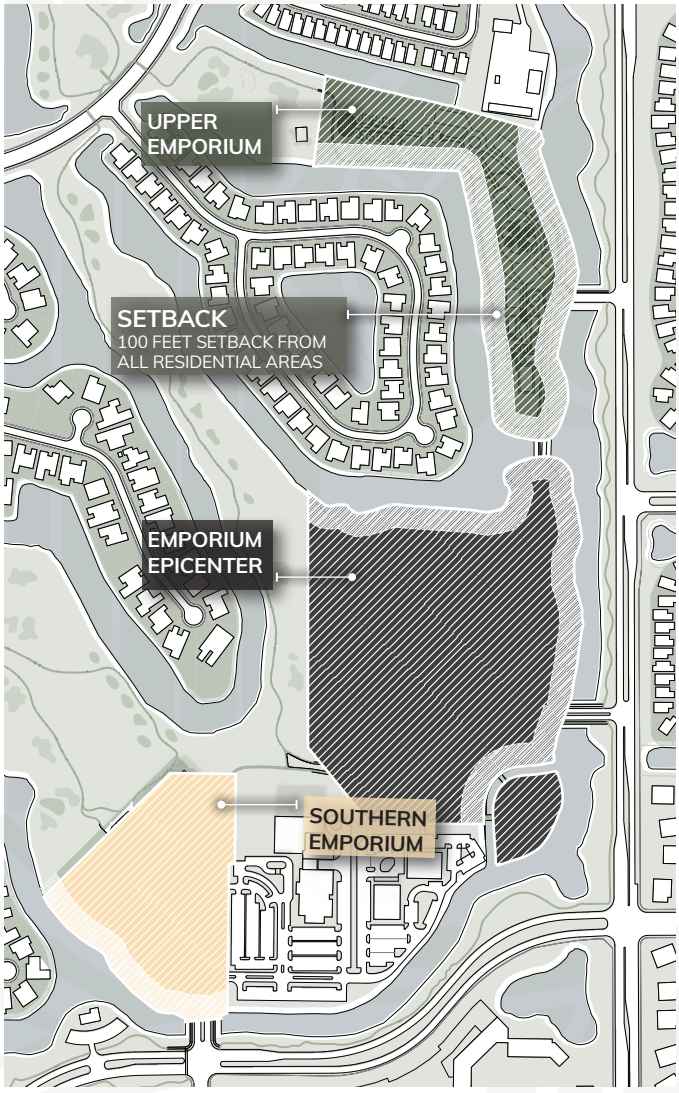


Image: General areas diagram. (source: Plusurbia Design)

Image: Upper Emporium, Upper Buena Vista. (source: Plusurbia Design)

Image: Emporium Epicenter, Market. (source: Plusurbia Design)

Image: Southern Emporium, Anathom. (source: KZ Architecture)

“The distinctive landscaped architecture will mimic organic and natural hills, visually and physically connecting the buildings with the canals and nature preserve. “

SETBACKS AND BERMS

Our proposal respects a 100 ft building setback from the edges of the canals to maximize privacy for the residents. The setback will be improved with alluring natural walking trails that are covered with a native hammock ecosystem and landscaped berms rising to the edge of the buildings minimizing the visual impact from the homes.

The distinctive landscaped architecture will mimic organic and natural hills, visually and physically connecting the buildings with the canals and nature preserve.

Image: Organic architecture example. (source: Google Images.)

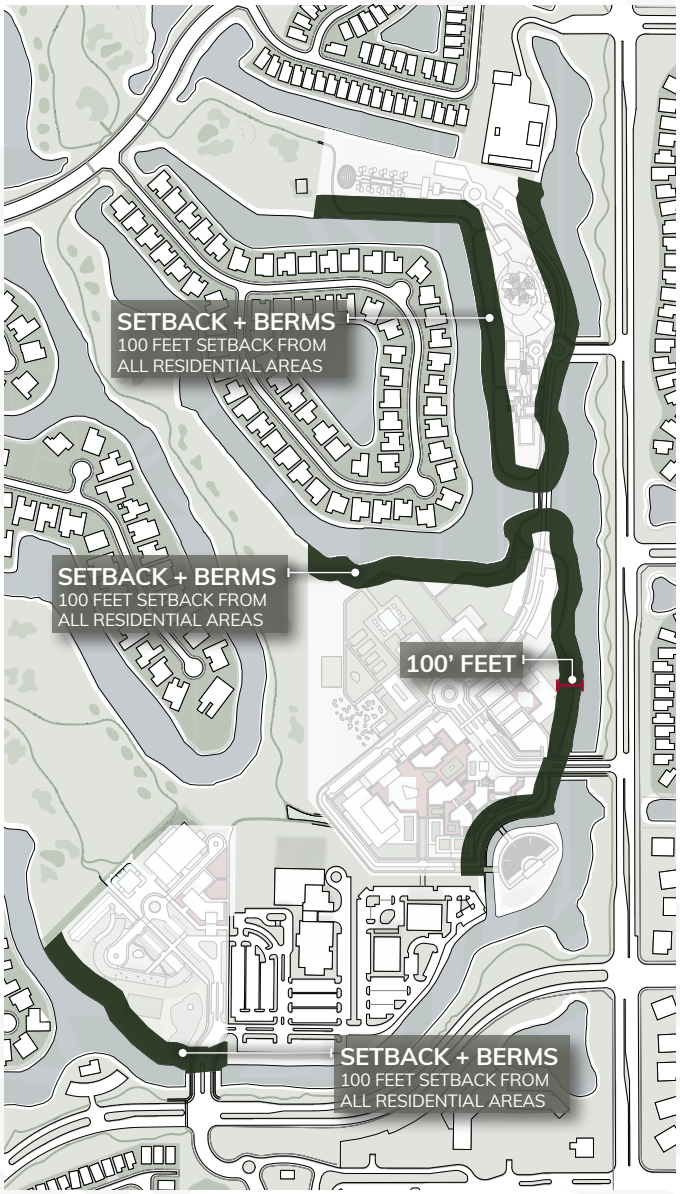


Image: General areas diagram. (source: Plusurbia Design)

Image: Conceptual rendering, aerial view of the proposed Emporium project. (source: Plusurbia Design)

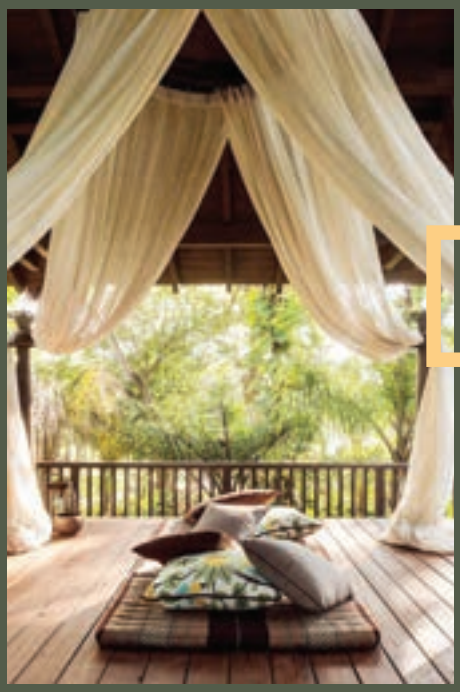
UPPER® EMPORIUM

HOLISTIK BOTANIK UPPER BUENA VISTA

A Sanctuary of Artisans, Spirited Merchants and Holistic Experiences with a different frequency.

UPPER

HOLISTIK



BOTANIK

Image: Conceptual rendering, view of Upper Buena Vista pavilions and outdoor areas. (source: Plusurbia Design)

UPPER EMPORIUM

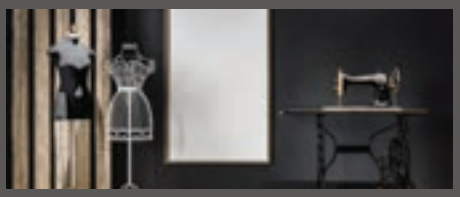
When you visit the Upper area of Emporium, you not only arrive at a destination, but you also travel to a different frequency. It is the nexus between a bustling commercial center and nature. Our Holistik Center is where you can enjoy classes, workshops rooted into culture, wellness and wellbeing services, martial arts, and spirituality. A sanctuary of experiences, where you have dining options amongst sustainable art, Additionally, you will find a botanical garden and walkways that connect to a micro-boutique village. An oasis where authenticity is freshly brewed with each cup of coffee. An open space mall where curious discovery meets thoughtful craftsmanship.

- **HOLISTIK** is designed as the community's wellness center it will feature individual rooms to enjoy treatments and retreats. The resort style center includes a dedicated sculptural meditation dome where classes are in close connection with nature. The well-being center is offering beauty services and dinner is an enchanting experience with plant-based options intrinsic to the menu.
- In collaboration and with the curatorial contributions by distinguished botanists of Fairchild Botanical Gardens, **BOTANIK** will feature thematic gardens to grow local fruits and vegetables, a prominent space for folks to gather and learn about nature, a space to host public events from recognized institutions. A prominent bamboo sculpture will serve as a monument to sustainable design. Botanik is a place for exploration, discovery and learning. This inside-outside structure offers exhibits, guided tours and lectures to local schoolchildren and visitors, similar to the Discovery Center in St. Petersburg Pier Park.
- As the evolution of the original **UPPER BUENA VISTA** concept, the design for Emporium builds upon all the key ingredients that make it successful in Miami. Upper Buena Vista is a Sanctuary for Artisans and Spirited Merchants. A Community of passionate makers beneath the bows of a magical botanical garden. Upper Buena Vista at the Emporium will invite neighbors and patrons to a novel community experience, where activities are immersed with nature art installations and authenticity. The Florida-based micro boutiques concept will bring spirited merchants, food concepts and artisan services.

Image: Conceptual rendering, view of the Botanik's garden, sculptures and the future Preserve Trail systems extensions. (source: Plusurbia Design)

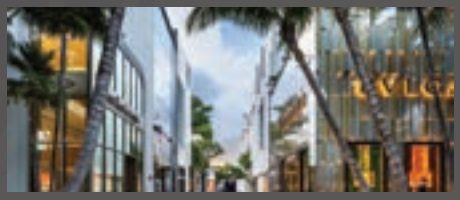
EMPORIUM®
EPICENTER

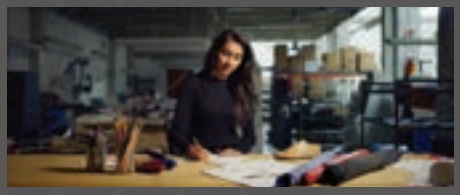
A shopping destination for Architecture, Culture, Design, Art, Fashion and Dining.



CENTRIK

ATHLETIK





ACOUSTIK

Image: Conceptual rendering, view of the Design Centrik's outdoor spaces and courtyards. (source: Plusurbia Design)

EMPORIUM EPICENTER

Design Centrik, is the epicenter of Emporium: a shopping destination for Architecture Culture, Design, Art. , Fashion and Dining. Similar to a small-town center with a lot of offerings to visitors such as high end boutiques, an acoustic amphitheater, events spaces, a maker atelier, co-working offices, and a market. The walkable shopping district features a network of indoor, outdoor and semi-open softscapes and hardscapes, defining the area with pedestrian bridges, canopies and paths linked throughout the site to public Art installations and a waterfront area. Our proposal is committed to achieving a fully pedestrian friendly shopping environment by removing vehicles and services intruding the experience of its visitors. This is achieved by locating the parking and services under the shopping town center.

» **DESIGN CENTRIK,** Patrons will enjoy fashion art design architecture where dining options of international cuisine are ranging from upscale dining to bistros and casual comfort food spots. The stores will feature the latest collections and finest women's fashion, menswear and children's clothing as well as jewelry, stunning accessories, and high-quality cosmetics. Design Centrik also features a farmers' market-style store with a curated food hall featuring kitchens concepts from across the world and the best of our natural, local and sustainable approach with communal tables beautifully laid out between a fish shop, an artisanal butcher, a Bakery with its Coffee Lab and a brewery. Our Makers Atelier located next to the market is a space designed for creatives whether they are artists, freelancers, entrepreneurs, or just individuals looking for a workshop space to express themselves.

» Our **HABITAT PAVILION** offers luxury home goods, custom home designs, high-end furniture and antique shops. A co-working building will be especially tailored for professionals.

» **ACOUSTIK** celebrating music, art and culture, the program features three event spaces that include a ceremonial pavilion for smaller gatherings, a conference hall for business

Image: Conceptual rendering, Master plan closeup of Emporium Epicenter. (source: Plusurbia Design)

Image: Conceptual rendering, view of the Food Market and the Makers Atelier. (source: Plusurbia Design)

events, and at the center of Emporium's Design Centrik is the waterfront Acoustik amphitheater. The Acoustik amphitheater will bring the community together around nature and life for acoustic performance, community lectures and evenings of culture. Surrounded by water, with a created water canal, the amphitheater is accessed by a signature pedestrian walkway from the Design Centrik's active boardwalk.

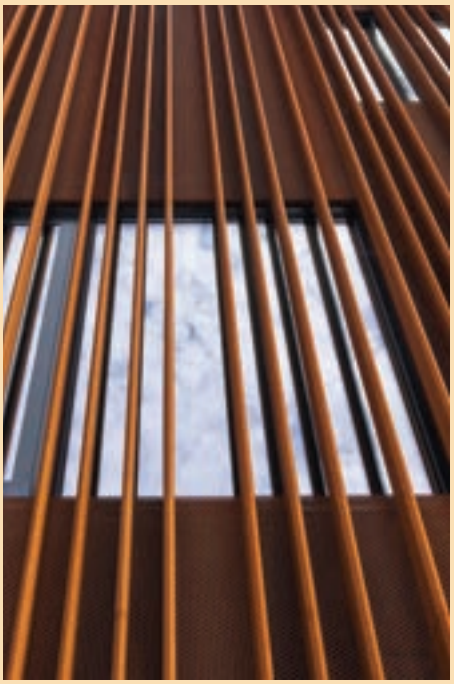
» **ATHLETIK** is a tropical open family friendly space featuring: family, micro paddle tennis courts, mini-golf, micro soccer field, and a specialized climbing boulder for the young children in the community Parks. Kids can hang out with vetted supervision at the Mini Club while parents are shopping.

Image: Conceptual rendering, view from the Design Centrik's waterfront and outdoor dinning areas. (source: Plusurbia Design)

SOUTHERN® EMPORIUM

ANATHOM MEDIK

Quality Education in and high-grade Healthcare services



MEDIK

ANATHOM

Image: Conceptual rendering of school. (source: KZ Architecture)

SOUTHERN EMPORIUM

A healthy community is defined by the ability to access quality healthcare services and education for its citizens. At Southern Emporium in Parcel 5, our project proposal will ensure the neighborhood community has access to quality education in Anathom and high grade healthcare services in Medik, both embedded in large open spaces and preserved natural environments.

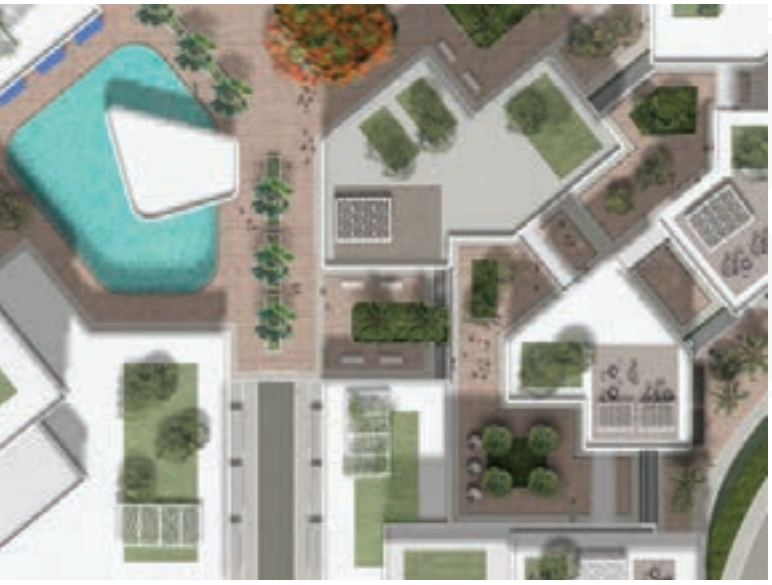
- **ANATHOM**, the ecological educational and civic space of Emporium is Anathom, featuring nature-inspired building design as a means to bring the benefits of sustainable design to the classroom.
- **MEDIK EMPORIUM** will bring health to your community through Medik, featuring doctors' offices close to your community as well as a Veterinary Center with its adjacent dog park. Located in proximity to the existing hotel, Medik can also serve the growing medical tourism market demand.

EMPORIUM®
HOLISTIK
BOTANIK
UPPER BUENA VISTA
DESIGN CENTRIK
HABITAT PAVILLON
ACOUSTIK
ANATHOM
ATHLETIK
MEDIK
MAKERS ATELIER
CO-WORKING
CULINARY | LIFESTYLE | MINDFULNESS | NATURE
CULTURAL EXPERIENCES

CONCLUSION

Our project proposal incorporates distinctive landscape architecture mimicking organic and natural forms, and visually and physically connects the buildings with the canals and preserve. Our team is committed to sustainability from the inside out – to create healthier spaces for occupants as well as energy-efficient structures that save money and minimize broader environmental impact.

We are looking at our project to be a positive complimentary project to the 150-acre preserve and our intention is to help with drainage and also ensure that there are multiple connection points between our proposed Project and the Preserve's trail system.



Images: Conceptual detailed plan of the Design CentriK and examplae of a semi under-deck parking. (source: Plusurbia Design)

BENEFITS

Considering the sustainable qualities of the project, research was undertaken to ensure that the following approaches have been implemented in our project proposal:

- Emporium will integrate proactive traffic management measures by design and through travel demand management strategies. Design features include community path connections, multiple drop-off zones, and improved pedestrian safety through complete streets. Travel demand strategies include car-sharing / carpooling options, smart parking systems, and rewards for healthy, active travel modes such as walking and biking.
- Rain gardens of native shrubs, perennials, and flowers are proposed to be planted in small depressions. They are designed to temporarily hold and soak in rain water runoff that flows from roofs, parking lots, patios or lawns. Rain gardens are effective in removing up to 90% of nutrients and chemicals and up to 80% of sediments from the rainwater runoff. Compared to a conventional lawn, rain gardens allow for 30% more water to soak into the ground.
- Pathways and the parking lots will be porous surfaces and this will greatly help site drainage.
- Stormwater drainage ponds will be located at visible location and planted with native water-loving species
- Native trees, shrubs and groundcovers will provide a context and will also enhance biodiversity.
- The planting palette proposes plants that will attract fauna such as butterflies, bees and birds.
- Energy sourcing and consumption minimization will be factored into the design.

Image: Parking diagram. (source: Plusurbia Design)

PROGRAM

SURFACE PARKING UNDER-DECK PARKING STREET PARKING

> ***Taubman and FlagshipRTL have a shared understanding of the critical role that brick-and- mortar plays in ...[retailing and customer acquisition. Our partnership,] ...[is a perfect example of how we as landlord have become more nimble to bring a great brand to the right market with unprecedented speed and a full range of support in order to better meet the needs of both the tenant and our customers.]"***
> ***- Bill Taubman, COO***

TENANTS & LANDLORD PARTNERSHIPS

Having a long history of participation in some of the most exciting projects across the world, we recognize the need for a tailored leasing strategy to create a successful commercial development.

With ever expanding market trends, we understand that every project is unique and merits a bespoke approach to leasing. RTL flagship and its team of professionals will undertake marketing strategies, tenant canvassing, and lease negotiations. Flagship's proven track record in working with these tenants will be invaluable to retain the right combination of targeted retailers. Flagship engages with world renowned luxury brands. Their partners include Moncler, Bonpoint, Bogner, Proenza Schouler, Fresh Cosmetics, and OMEGA.

Flagship's real estate partnerships enable landlords to:

- Create retail space with beautifully-built stores from premium, luxury brands
- Drive qualified foot traffic and increased exposure
- Capture data & analytics that Flagship provides to better understand retail assets for other prospective tenants

RTL Flagship clients include:

Taubman, Brookfield, Vector Group LTD

In addition to Flagship support , we are proud of our tenant's selective process and proven marketing techniques that helped us to pre-lease all of our project's pre-construction from 0 to 100% occupancy and in most cases with waiting lists.

The following information should be used solely as a reference of prospect Retailers and Tenants to illustrate the type and caliber of companies targeted by Proposer for the project.

FLAGSHIP'S TARGETED TENANTS

HARD GOODS	SOFT GOODS	RESTAURANTS & FAST CASUAL	EXPERIENTIAL & OTHERS
Adidas	Dental	Amazon Fresh	Fair Child Botanical
Apple	Doctor Offices	Ceviche 105	Les Ailes du Désir (LADD)
Carolina Herrera	Mount Sinai Medical Aesthetic	Farmers Market	Miami Contemporary Circus
Crate & Barrell	Clinic	Time Out Food court	School
Gift Shops, Gucci	Banking	Houston's	Andretti Racing
Jewelry Stores	Barry's Bootcamp	Tacology	Bowlero
Lens Crafters	Club Pilates	Beirut Bakery	Escape Room Pickle
LEGO	Cycle Bar	Proper Sausage	Game works
Lululemon/Athletica	Day Spa	El Bagel	Pop Stroke
Pandora	Dry Bar/ Blow Bar	Zak the baker	Strike 10
Pottery Barn	FedEx, Hair Salons	Salty Donuts	Tesla
Sephora	Hot Worx/CorePower	Pub Belly Sushi	Two Bit Circus
Sunglass Hut	Kumon	Krudo	Whirly Ball
Victoria's Secret	Orange Theory	Mayami Cuccina	Paddle club
Vineyard Vines	Other Financial Services	Vista	Urban Mini Soccer
Warby Parker	Stretch Zone	Astra	Thierry Isambert
West Elm	Ulta Beauty	1800-lucky	Culinary and Event Design
Restoration Hardware	Yoga Studios	KYU	Art Complex
House of Findings	Pilathon	The Butcher Shop	Yellow Korner
P de Palma	Modern Om	Shukudo	Buena vista market Fest
Scotch & Soda	Ahana Yoga	Mandoline	Candlelight by Fever
Osklen	Soul & Body	El Turco	The wish spot
Zadig & Voltaire	Animal Hospital	Fuego by Mana	Museum
The container shop	B12 Shop	Little Hen	Avenue The world School
Anne Fontaine	Tattoo Shop	Casa Tua Cucina	Chabad Center
Anthropologie	Contesta Hair Rock	Trader Joe	
Aveda	Martial Art Center	Luke's Lobster	
Balenciaga	Made co working	Dr Smood	
Brooks Brothers	Beacon Coworking	Hillston's	
Assouline Editions	Bosque	Pura Vida	
Cartier	Midtown Nursery	Fincas Cofee	
Chanel	Design Center	Devia Juice	
David Yurman	Sana Skin Studio	Carpaccieria	
Dior	Vondon	Amazonica	
Fendi	The Tailor Shop	Plantisserie	
Foot Lockers		Lulu's Nitrogen Ice Cream	
Golden Goose, Hermes		Palapa	
Intimissimi, Jimmy Choo		Funky Buddha Brewery	
Joe Malone London		Carrots	
L' OCCITANE		All day	
SABON		Kosher Kingdom	
Louis Vuiton			
Lush			
Mac			
Omega			
Prada			
Saint Laurent			
Stuart Weitzman			
Swarovski			
Tory Burch			
Van Cleef Arpels			
Vilebrequin			
Wolford			

MARKET DEMAND

The Market Area has sizable spending gaps in the businesses targeted as tenants for The Emporium. The Project capitalizes on sizable gaps in the local specialty retail, food & beverage, entertainment, health service, personal service, office, professional services, educational and co-working markets.

The Market Area has over $59.4 B in total spending demand capacity. The Market area is significantly underserved in multiple industries and services. The largest market area opportunities, representing over $3.3 B in unmet local spending demand.

EMPORIUM CATERS TO A RAPIDLY CHANGING WORK ECONOMY

Where and how we work is changing rapidly. Prior to the Pandemic 25% of all American workers reported working all or part of the week from home, and that number was growing each year. Workshifting, or moving employees out of central offices using telecommuting, satellite offices and remote co-working spaces has accelerated with the Pandemic.

In a recent survey of over 8,000 workers by LinkedIn, workers in multiple industries from Software to legal, finance and health care reported that as many as 48% of employers are now offering full-time remote work options to employees. (See Figure 1).

In addition, the Parkland/Coral Springs Immediate Community is a community of commuters. 54,230 employed residents live in zip codes 33065, 33067 and 33076, but 6,417, or only 11.8% of all employed residents live and work in these zip codes. 47,813 workers (88.2%) leave the community to work elsewhere. (See Figure 2).

Providing high quality alternatives to commuting is the future of local office development. The Emporium delivers amenity-laden, high quality alternative workspace including co-working, maker spaces, and business accelerators aimed at the new reality of the workplace. Retaining only a small percentage (10% to 20%) of workers currently commuting out of the area has significant economic benefits including:

- New tax base;
- Increased local daily retail and service spending;
- Lower transportation costs and better work/life balance;
- Improving property values, by providing work options close to home; and
- Attracting both new small businesses and corporate satellite office alternatives into the community.

Image: Figure 1: . (source: Linkedin & UrbanCentric Analytics)

Image: Figure 2. (source: UrbanCentric Analytics)

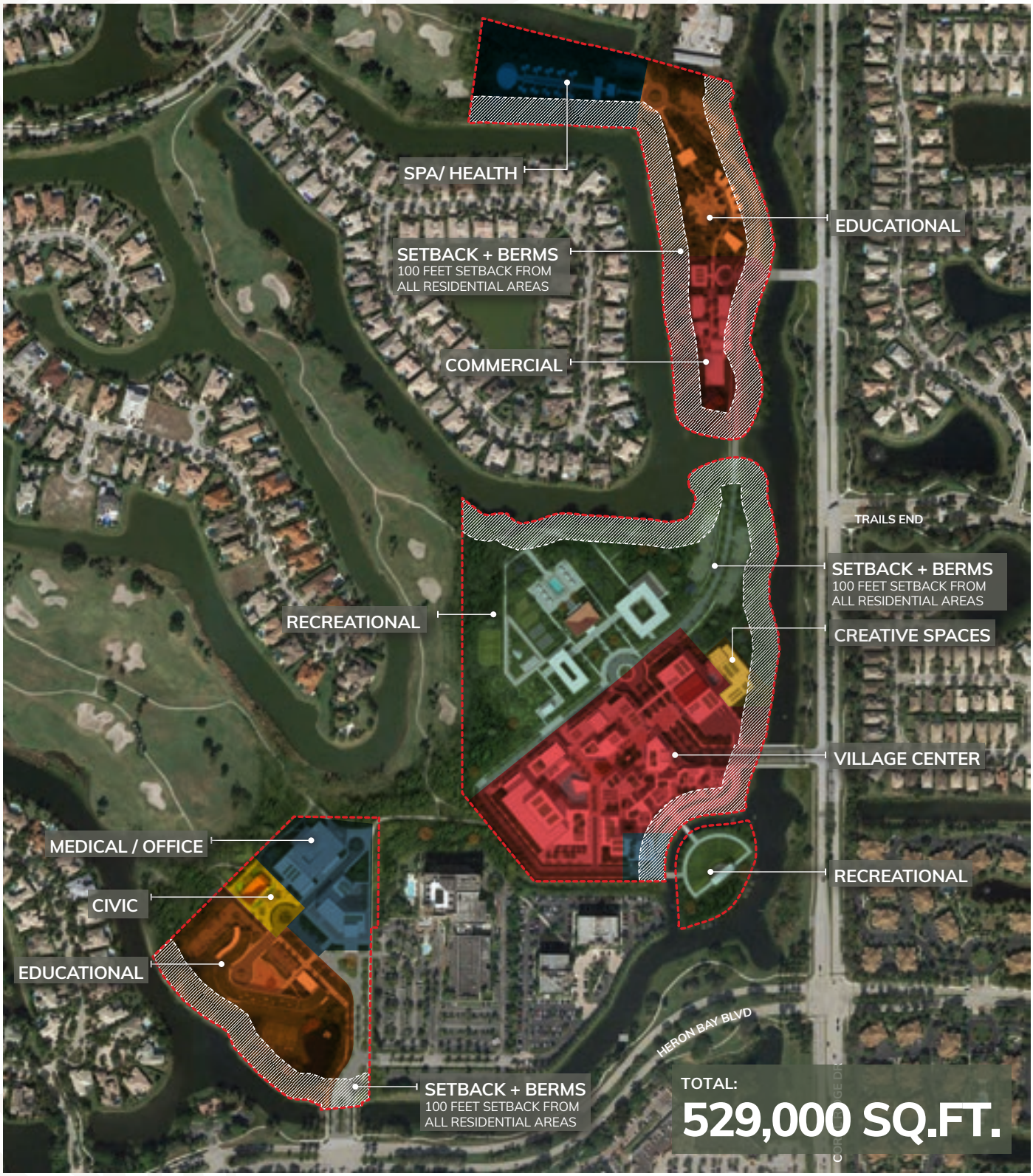


Image: Conceptual master plan, diagram of uses. (source: Plusurbia Design)

USES

SERVICES	Personal care | Spa	17,500 SQ.FT	EDUCATIONAL	Educational | Research	54,000 SQ.FT
VILLAGE CENTER	Retail | Restaurants | Food Market	186,500 SQ.FT	CREATIVE SPACES	Artistic | Light Manufacturing	28,000 SQ.FT
OFFICE	Medical | Co-Work | Flex	157,000 SQ.FT	CIVIC		11,000 SQ.FT
RECREATIONAL	Sports | Events	75,000 SQ.FT	**TOTAL**		**529,000 SQ.FT**

Image: Upper Buena Vista. (source: BVM Development LLC)

DEVELOPER'S EXPERIENCE

To realize the Emporium vision, Proposer has put together To realize the Emporium vision, Proposer has put together a strong consortium of experienced South Floridian and international commercial development entities and individuals, led by Michal Aviv from BVM Development, Freddy Boulton and Izak Ben-Naim from B&B Development, and Yoav Tal from MY Construction in UK. Together, they amount to over a half decade of experience and a collective portfolio exceeding of $500 Million. In the following, we showcase four successful projects from the Proposer's South Florida and UK portfolio:

UPPER BUENA VISTA | Miami, Florida

A 51,000 sq.ft. 'shopping sanctuary' development nestled in between the Miami Design District and the Buena Vista neighborhood. Upper Buena Vista embraces changing consumer preference; away from over commercialized zones and standardized districts and towards a down to earth & human experience. Dubbed as Miami's urban oasis, Upper Buena Vista is providing tenants with a global, organic space and access to the eminent micro-retail movement. This innovative model facilitates a sustainable brick-and-mortar footprint optimizing for 'in-person' product experiences, business-owner bandwidth for online income operations, and on-site retail synergy. Micro-retail entails a diversified tenant portfolio, reducing landlord risk and increasing the frequency of market-value rent adjustments. Micro-retail entails a diversified tenant portfolio, reducing landlord risk and increasing the frequency of market-value rent adjustments. Ultimately, beyond singular aesthetics, Upper Buena Vista's presentation into the exponential economics of Miami's expansion distinguishes itself by a proven concept . With supporting roles from nearby Wynwood, Midtown, Edgewater, Design District, Upper Buena Vista demonstrates capitalized efficiency with low foot imprint impact and yet-maximized on-property construction opportunities.

Completion: 2018 | **Costs:** 11 million (USD)
Company: BVM Development LLC | **Number:** 786.262.2621
Address: 184 NE 50th Terrace, Miami, FL, 33137, US

THE ZEDWELL HOTEL | London, UK

London's best-known iconic buildings, the Trocadero, top to toe refurbishment of the whole building. Spread over 40,000 m2, the project included adding a new floor featuring a stunning ziggurat roof and extensive outdoor space for what will be London's largest sky bar. Inside the building is London's first Zedwell Hotel with 800 keys, plus extensive office, retail and F&B space.

Over 100 years' old, the Grade II building has been put through many different uses over the years. Working closely with Historic England, MYC sensitively rationalized the internal layout and structure of the building, with extensive cut and carve alterations throughout, including major structural works, a facade retention and cleaning program of the works.

Completion: 2020 | **Costs:** 135 million (USD)
Company: MY Construction | **Number:** 020 8450 5747
Address: 28 St Albans Lane, London, NW11 7QE

Image: The Trocadero building, London. (source: MY Construction)

GREAT RUSSELL HOTEL | London, UK

An exciting new concept, all 226 keys, plus reception and public areas have all been built in a former NCP car park, located on floors -4 and -5, located on Great Russell Street, just off Tottenham Court Road. Due to the subterranean location, the MEP, ventilation in particular, was particularly challenging. MY Construction designed and managed every aspect of this in house.

Completion time: Q4 2021 | **Costs:** 23 million (USD)
Company: MY Construction | **Number:** 020 8450 5747
Address: 28 St Albans Lane, London, NW11 7QE

Image: The Great Russell Hotel rendering, London. (source: MY Construction)

COOPER SQUARE | Cooper City, Florida

Cooper Square is a 42,000 sq.ft. plaza with 3 freestanding buildings with drive-thru lanes project that takes advantage of the high visibility on Stirling Rd and solid demographics in Cooper City. Located in front of the Cooper City High School, the property provides space for local restaurants and service providers. Thanks to its curb appeal Cooper Square was sold out before its completion.

Completion: March 2020 | **Costs:** 13.3 million (USD)
Company: B&B Development | **Number:** 954.840.0449
Address: 800 SE 4th Ave, Suite #804, Hallandale Beach, FL 33009

Image: Cooper Square rendering. (source: B&B Development)

Image: Beacon Tower rendering. (source: B&B Development)

Image: Mirabella Plaza rendering. (source: B&B Development)

Image: Union Station rendering. (source: B&B Development)

BEACON TOWER | Hallandale, FL

Beacon Hallandale offers a modern office environment for professionals and companies in Hallandale, Aventura and Sunny Isles. Conveniently located in the heart of Hallandale, Beacon Hallandale is one block from Biscayne boulevard as well as to several banks and restaurants. Our elegant facilities offer fast and reliable fiber-optic Internet, reception services and covered parking.

Completion: March 2019 | **Cost:** $24.6 million (USD)
Company: B&B Development | **Number:** 954.840.0449
Address: 800 SE 4th Ave, Suite #804, Hallandale Beach, FL 33009

MIRABELLA PLAZA | Miramar, FL

A 58,000 sq.ft. Retail / Office Space designed to attract business and strategically located to interact with the community, the 5 buildings spread across 4.7 acres that make up Mirabella Plaza are home to units designed to Maximize the square footage use of space. The ground units provide easy access to booming business like hair and nail salons, coffee shops, boutique stores, cell phone and e-cigarette stores, jewelry and spas to name a few.

Completion: May 2017 | **Costs:** 12,2 million (USD)
Company: B&B Development | **Number:** 954.840.0449
Address: 800 SE 4th Ave, Suite #804, Hallandale Beach, FL 33009

UNIVERSITY STATION | Orlando, Florida

University Station leverages its unique proximity to the University of Central Florida. The area also boasts a very active daytime population of 13,000+ high paid professionals that work at nearby Siemens Headquarters and the Central Florida Research Park. With a continuous inflow of visitors attending more than 400 sporting events hosted by UCF every year, University Station Shopping Center (15,000 sq.ft.) is sure to become a convenient one-stop shop for their service needs.

Completion: July 2019 | **Costs:** 7 million (USD)
Company: B&B Development | **Number:** 954.840.0449
Address: 800 SE 4th Ave, Suite #804, Hallandale Beach, FL 33009

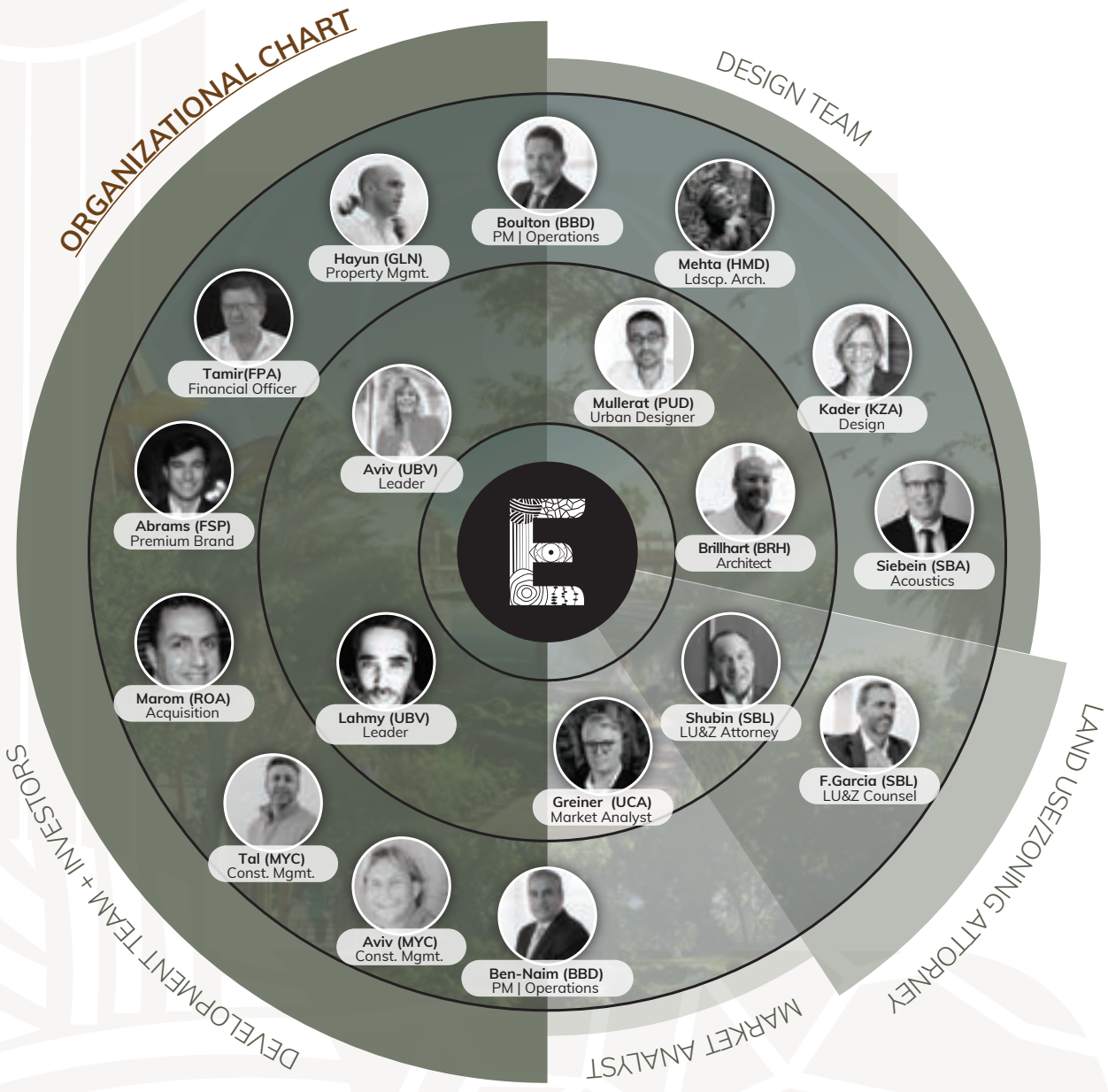
DEALING WITH GOVERNMENTAL AGENCIES

Our team includes professionals with extensive local expertise in urban design, planning, operations, engineering, economic development, and distinguished land use and zoning attorneys. The firm Shubin & Bass will serve as our lead liaison with local government agencies during the project.

The firm's clients that required dealing with local and state agencies include: City of Aventura; City of Coral Gables; City of Miami Beach; City of North Miami; City of Palm Bay; City of Venice; City of Vero Beach; Lee County; St. Lucie County; Stranahan House; Swerdlow Development Group; State of Florida, Florida Department of State; Town of Golden Beach; Village of Key Biscayne.

THE DEVELOPER'S ROLE, LIST OF PARTNERS, PROPOSED TEAM AND THEIR ROLES

Refer to the Organizational Chart below, and explanation of key roles in pages 4 to 7.



TIMELINE

In consideration to the Schedule requested by the RFQ, we propose the following Timeline:

RFP Process
Executed contract
3 Months

Master plan
Program
Zoning requirements
Design development
Site approval
8 Months

Construction documents
Infrastructure
Civil
Utilities
Architectural
Mechanicals
Structural
Hardscape Landscape Plan

Permits/Entitlements
12 months

Breaking grounds
Infrastructure
remediations /Site work /civil / utilities
bridges / access points/ drains
12 months

Buildings construction
Phase 1 - 2 years
Phase 2 – 3 years
Phase 3 – 2 years

Our proposal promises a greater economic impact than a traditional retail mall...

PHASING

We intend to develop the project in phases as a way to maximize the value of the site. Each phase will be commercially and economically viable on a stand-alone basis and comply with all Laws and Ordinances and building and zoning codes.

Each phase will have its own financing and legal structure and be able to operate independently from all other phases. All phases will allow for access to and between all the other phases and a traffic management plan will be implemented during all phases of construction ensuring minimal impact for residents. Our development team is fully committed to develop the full site in line with our provided PHASING.

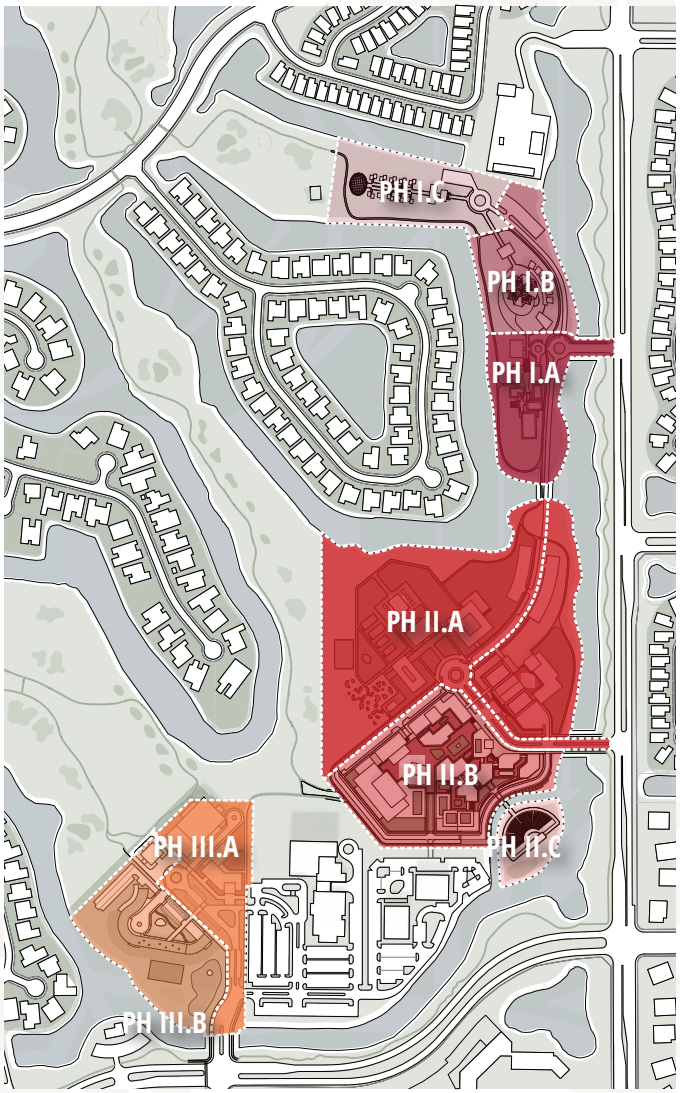


Image: Phasing diagram. (source: Plusurbia Design)

BENEFITS TO THE ENTITIES

PURCHASE PRICE OFFERED FOR THE PROPERTY

Refer to Section 4.

FINANCING SOURCES (FUNDING\ FINANCING CAPACITY)

Refer to Section 4.

ECONOMIC BENEFITS

Annually the Project generates:

» $10,544,985 in new local taxes (including property taxes), $8,779,281 in new state taxes and $3,255,221 in new Federal taxes; and § $150,755,640 in new worker wages.

JOBS CREATED

» 2,640 permanent initial jobs, 282 direct jobs, 64 indirect jobs, and 289 induced jobs

OTHER BENEFITS TO THE ENTITIES

The Emporium generates a greater economy than a traditional retail and food service development. It's mix of uses support new, high-wage job creation, new business locations, retail spending, health spending, and entertainment revenue.

» Our development is a unique offering in the Project's 10-mile radius primary market area, which is characterized by high quality, but mostly conventional retail, food and beverage, and entertainment establishments

» The economics of our proposal is supported by the Market Area's Population and Household Growth as well as its mix of industries and occupations

» This proposal isn't a generic retail development, but caters to the wide range of needs, tastes, and spending habits of households , businesses, and entrepreneurs in the Market area

» The project's concept, offerings and mix of food, beverage, retail, health, co-working, and business space, set in a distinctive natural environment, uniquely distinguishes it from competing properties within the market area

» The Project's unique mix of uses and different offerings will most likely draw patrons from further than 10 miles, including those up to 30-40 minutes away

» Our proposal promises a greater economic impact than a traditional retail mall, as it adds to the total supply of retail, entertainment, and food & beverage establishments, rather than merely attracting businesses to move from their current locations in the market area

» Our proposal generates a greater economy than a traditional retail and food service development. It's mix of uses support new, high-wage job creation, new business locations, retail spending, health spending, and entertainment revenue

» Our proposal also generates positive economic impacts in addition to new jobs, wages, and taxes, including: 1) New Business formation, 2) Providing hybrid and remote workspace, directly supporting professional employment and professional workers in Parkland and Coral Springs, 3) Increasing local daytime spending—new mid-day spending and workers using co-working spend more in Parkland and Coral Springs, 4) Lowering transportation impacts and road costs, and reduces daily commutes by taking workers off the road and 5) Reducing the area's local carbon footprint by reducing car trips

ECONOMIC IMPACTS OF PROJECT CONSTRUCTION

Based on a $162,677,075 construction cost, the Project generates the following impacts over the construction period:

» 768 Initial construction jobs, 98 Direct (multiplier) jobs, 25 Indirect jobs, and 147 Induced jobs

» $85,151,542 in new worker wages; and

» $1,559,900 new local taxes (including property taxes), $1,438,440 new state taxes, and $1,067,563 in new Federal taxes.

SECTION 4

FINANCIAL PROPOSAL

KEY BUSINESS TERMS HERON BAY RFP

In response to the RFP, Proposer submits the following brief term sheet outlining the proposed purchase price and proposed key business terms and closing conditions. Per the RFP, final purchase price, business terms, and closing conditions are subject to final negotiation upon selection to enter into an Exclusive Right to Negotiate Agreement.

PROPOSED PURCHASE PRICE

THREE HUNDRED THOUSAND USD
($300,000.00) per acre for Parcels 2, 4, and 7.

THREE HUNDRED THOUSAND USD
($300,000.00) per acre for Parcel 5.

The proposed purchase price is severable, should the District prefer to consider an individual component parcel independently from other parcels during the Exclusive Right to Negotiate, the corresponding land area may be prorated accordingly.

BUSINESS TERMS AND CLOSING CONDITIONS

Refundable Security Deposit: upon attribution of the Exclusive Right to Negotiate, a refundable security deposit to be deposited at Proposer's Attorney escrow account in the amount of

FIVE HUNDRED THOUSAND USD
($500,000.00).

Purchase Price Payment: upon execution of the Purchase and Sale Agreement an additional refundable deposit will be placed into the escrow account and the balance of negotiated purchase price will be paid at Closing.

Out-of-Pocket Expenses: upon Closing of the transaction, Proposer agrees to pay the additional amount of:

THIRTY-FIVE THOUSAND USD
($35,000.00) for District out-of-pocket costs as set forth in the RFP.

Due Diligence: mutually acceptable due diligence period, with appropriate extensions.

OTHERS

The overall disposition of the land to sustain the development herein proposed is of the essence and material to the eventual fulfillment of Proposer's investment-backed expectations; accordingly, we propose the following nonexclusive list of material conditions to be satisfied prior to closing and release of the Purchase Price from escrow:

a. Approval of all entitlements required to execute the proposed development plan, as amended through the negotiation process;

b. Release of all restrictive covenants restricting development that is responsive to the RFP;

c. Confirmation to Buyer's reasonable satisfaction that Final Phase 1 Environmental Assessment provided by NSID's consultant reveals no evidence of recognized environmental conditions (REC) or historical recognized environmental conditions (HREC) in connection with the Property;

d. Confirmation to Buyer's reasonable satisfaction that the soil attributes are acceptable and conducive to the construction of the structures and uses contemplated by the approved master plan.

APPROVALS

Our team's internal decisions and commitment process are not subject to any Board of directors' resolutions and are driven by our project Leaders in a strategic manner to achieve the project milestones according to our agenda and timelines.

All the partners are dedicated to the daily advancement of the project working in harmony with the project Leaders to ensure reactivity flexibility, efficiency and the implementation of prompt execution.

CAPITALIZATION

The total capitalization of our partner's for Emporium project, will be financed with 55% debt and 45% equity. The first phase of equity including soft costs, deposit, and all land acquisition related costs is the partners own capital.

On the debt side, our Team track record, credit, and current financial strength allow us to obtain debt from conventional local and national lenders toward the development of the project.

We have already lined up some of our lenders for the development and the debt will most certainly be provided by Valley National Bank, Merrill Professional Bank and Ocean Bank, while the rest of the equity for the construction phase will be sourced from MY Group UK and from Mr. Doron Marom.

These banks have done significant financings for our Team in the past and are eagerly awaiting an award recommendation. The following pages also include letters of interest from the above lenders and equity partner.

EMPORIUM

August 10, 2021

North Springs Improvement District,
ATTN: District Clerk (RFP #2021-042),
9700 NW 52nd Street, Coral Springs, FL 33076 USA

Re: Proof of Funding

This letter does not constitute an offer, agreement, conditional or otherwise, agreement in principle, agreement to agree, or commitment to make an investment, provide financing or to pursue any other transaction.

To Whom it May Concern.

I am pleased to confirm that Mr. Marom in charge of Acquisitions on behalf of our Team has made available funds as cash liquidity on hand in the amount of:

TWENTY-SIX MILLION FIVE HUNDRED TWENTY-ONE THOUSAND AND SEVEN HUNDRED AND TEN USD AND SIXTY CENTS
$ 26,521,710.60

Should you have any questions regarding our capitalization, please do not hesitate to contact me.

I attest the above is true and correct as of the date thereof.

Corresponding Bank Statements are available for review upon request.

Sincerely,

Michal Aviv
Managing Principal
Upper Buena Vista Management LLC

Upper Buena Vista Management LLC 3301 NE 1 Avenue #2403 Miami FL 33137
www.upperbuenavista.com connect@upperbuenavista.com
+1 786 262 2621

BRINDLEY GOLDSTEIN LTD
CHARTERED ACCOUNTANTS
Director: C. H. Goldstein F.C.A.

103 High Street, Waltham Cross, Hertfordshire, EN8 7AN
Tel: (01992) 652222 Email: enquiries@brindleygoldstein.co.uk

Our ref: CHG/M15

08 August 2021

North Springs Improvement District
Attention District Clerk (RFP 2021-042)
9700 NW 52nd Street
Coral Springs
Florida 33076
USA

Dear Sirs

LETTER OF INTEREST FOR THE DEVELOPMENT OF THE FORMER HERON BAY GOLF COURSE RESORT

This letter is in reference to the proposal for the development of the former Heron Bay Golf Course Resort situated in the north western portion of Broward County, Florida, between the cities of Parkland and Coral Springs.

Our firm has acted in the capacity of accountants to MY Construction & Carpentry Limited for more than 15 years. Over the years, MY Construction & Carpentry Limited has acted as the main contractor on over 200 projects and has completed millions of square feet of commercial real estate development projects in the UK, equivalent to over £2 billion in gross development value.

MY Construction & Carpentry Limited and its affiliates launched its last project together with BVM Development LLC in the US in 2018, in the form of the Upper Buena Vista Retail Sanctuary in Miami Florida. MY Construction & Carpentry Limited demonstrate a high level of ethical standards in its building projects.

Yours faithfully

Brindley Goldstein Ltd

BRINDLEY GOLDSTEIN LIMITED

Registered Office: 103 High Street, Waltham Cross, Hertfordshire, EN8 7AN. Registered in England No. 3929796
Registered to carry on audit work by the Institute of Chartered Accountants of England and Wales.

August 10, 2021

North Springs Improvement District
ATTN: District Clerk (RFP #2021-042)
9700 NW 52nd Street, Coral Springs, FL 33076 USA

RE: LETTER OF INTEREST FOR THE DEVELOPMENT OF THE FORMER HERON BAY GOLF COURSE

This letter is in reference to the proposal for the development of the former Heron Bay Golf Course Resort situated in the northwestern portion of Broward County, Florida, between the cities of Parkland and Coral Springs.

I have been the Banker for BVM Development, LLC and Upper Buena Vista Management, LLC for more than 5 years. They have always maintained a good lending and banking relationship with me at Gibraltar Private Bank and IBERIA Bank. In addition, they have recently commenced a lending and banking relationship with me at Professional Bank for commercial real estate development projects.

I confirm and acknowledge that all transactions during our relationship have performed well with no event of default.

I would most certainly entertain further lending opportunities with BVM Development LLC and Upper Buena Vista Management, LLC.

I value the relationship and look forward to additional endeavors with BVM Development LLC and Upper Buena Vista Management, LLC.

Very truly yours,

Andres J. Pino

Andres J. Pino, SVP/Private Banker

Professional Bank
396 Alhambra Circle, Suite 150 Coral Gables, Florida 33134

OCEAN BANK

August 10, 2021

Mr. Amir Hayun
1355 W 44th PL.,
Hialeah, FL 33012

Re: Bank Reference for Amir Hayun

Please accept this as confirmation that Amir Hayun has been a customer of Ocean Bank since 2005 and has maintained a satisfactory banking relationship.

Mr. Hayun also maintains a diverse credit portfolio of commercial, retail, multi-family and residential loans in the high 7-Figure Dollar Range.

Based on our client's existing relationship, Ocean Bank is looking forward in expanding the business relationship on future real estate investments.

If you have any questions or need additional information, please call me at 305-569-8020.

Sincerely,

Rogelio Villarreal

Rogelio Villarreal
EVP & Head of Commercial Lending
Ocean Bank

Ocean Bank provides the information herein in strict confidence and at the request of the customer of reference, without any representation or warranty, implied or otherwise. Performances in the past do not permit any reference or reliance to the future. Ocean Bank, its officers, directors and employees, shall have no liability for any loss, directly or indirectly caused by errors or inaccuracies in the information provided herein, or for any decisions made by the recipient of the information, based on the contents of this letter.

780 NW 42nd Avenue, Miami, FL 33126-5597 / P.O. Box 441140, Miami, FL 33144-1140
305-442-2660 / oceanbank.com

BANK OF AMERICA | MERRILL
A BANK OF AMERICA COMPANY

North Springs Improvement District,
ATTN: District Clerk (RFP #2021-042),
9700 NW 52nd Street, Coral Springs, FL 33076 USA

Mr. Doron Marom & Nava Group LLC has had a good lending and banking relationship with Bank of America Merrill Lynch

Lending has been in excess of 15 million dollars including a commercial real estate project and a securities based line.

We confirm and acknowledge that all transactions during our relationship have performed well with no event of default.

We would most certainly entertain further lending opportunities with Mr. Marom and its affiliates for future Developments.

We value the relationship and look forward to additional endeavors.

Very truly yours,

Christopher Meckes
Vice President
312-828-3353

Valley

Valley National Bank
1001 Brickell Bay Drive,
Suite 2510
Miami FL 33131

North Springs Improvement District,
ATTN: District Clerk (RFP #2021-042),
9700 NW 52nd Street, Coral Springs, FL 33076 USA

Dear Sir/Madam:

This letter is in reference to the RFP #2021-042 for the Development of the former Heron Bay Golf Course Resort Property.

Mr. Doron Marom Investments have a good lending and banking relationship with Valley National Bank.

Lending has been in excess of $20 (Twenty) million dollars including commercial real estate projects.

We confirm and acknowledge that all transactions during our relationship have performed well with no events of default.

We would consider further lending opportunities with Mr. Marom and its affiliates for future Developments.

We value the relationship and look forward to additional endeavors.

Very truly yours,

Ash Ramkhalawan, SVP

Ash Ramkhalawan
Senior Vice President
Valley National Bank
Ph: (305) 810-1293
aramkhalawan@valley.com

APPENDIX D: AFFIDAVIT

NORTH SPRINGS IMPROVEMENT DISTRICT
REQUEST FOR PROPOSALS (RFP) NO.: RFP #2021-042

SINGLE EXECUTION AFFIDAVITS

THIS FORM COMBINES SEVERAL AFFIDAVIT STATEMENTS TO BE SWORN TO BY THE PROPOSER OR BIDDER AND NOTARIZED BELOW. IN THE EVENT THE PROPOSER OR BIDDER CANNOT SWEAR TO ANY OF THESE AFFIDAVIT STATEMENTS, THE PROPOSER OR BIDDER IS DEEMED TO BE NON-RESPONSIVE AND IS NOT ELIGIBLE TO SUBMIT A PROPOSAL/BID.

THESE SINGLE EXECUTION AFFIDAVITS ARE STATEMENTS MADE ON BEHALF OF:

UPPER BUENA VISTA MANAGEMENT LLC	MICHAL AVIV MANAGING PRINCIPAL
NAME OF PROPOSING OR BIDDING ENTITY	INDIVIDUAL'S NAME AND TITLE
47-4124079	
FEIN OF PROPOSING OR BIDDING ENTITY	

AMERICANS WITH DISABILITIES ACT COMPLIANCE AFFIDAVIT

The above-named firm, corporation, or organization is in compliance with and agrees to continue to comply with, and assure that any subcontractor, or third-party contractor under this project complies with all applicable requirements of the laws listed below including, but not limited to, those provisions pertaining to employment, provision of programs and services, transportation, communications, access to facilities, renovations, and new construction.

- The American with Disabilities Act of 1990 (ADA), Pub. L. 101-336, 104 Stat 327, 42 USC 1210112213 and 47 USC Sections 225 and 661 including Title I, Employment; Title II, Public Services; Title III, Public Accommodations and Services Operated by Private entities; Title IV, Telecommunications; and Title V, Miscellaneous Provisions.
- The Florida Americans with Disabilities Accessibility Implementation Act of 1993, Section 553.501-553.513, Florida Statutes:
- The Rehabilitation Act of 1973, 229 USC Section 794;
- The Federal Transit Act, as amended 49 USC Section 1612;
- The Fair Housing Act as amended 42 USC Section 3601-3631.

Proposer Initials

PUBLIC ENTITY CRIMES AFFIDAVIT

I understand that a "public entity crime" as defined in Paragraph 287.133(1)(g), Florida Statutes, means a violation of any state or federal law by a person with respect to and directly related to the transaction of business with any public entity or with an agency or political subdivision of any other state or of the United States, including but not limited to, any bid or contract for goods or services to be provided to any public entity or an agency or political subdivision of any other state or of the United States and involving antitrust, fraud, theft, bribery, collusion, racketeering, conspiracy, or material misrepresentations.

I understand that "convicted" or "conviction" as defined in Paragraph 287.133(1)(b), Florida Statutes, means a finding of guilt or a conviction of a public entity crime, with or without an adjudication of guilt, in any federal or state trial court of record relating to charges brought by indictment or information after July 1, 1989, as a result of a jury verdict, non-jury trial, or entry of a plea of guilty or nolo contendere.

I understand that an "affiliate" as defined in Paragraph 287.133(1)(a), Florida Statutes, means:

1. A predecessor or successor of a person convicted of a public entity crime; or

2. An entity under the control of any natural person who is active in the management of the entity and who has been convicted of a public entity crime. The term "affiliate" includes those officers, directors, executives, partners, shareholders, employees, members, and agents who are active in the management of an affiliate. The ownership by one person of shares constituting a controlling interest in another person, or a pooling of equipment or income among persons when not for fair market value under an arm's length agreement, shall be a prima facie case that one person controls another person. A person who knowingly enters into a joint venture with a person who has been convicted of a public entity crime in Florida during the preceding 36 months shall be considered an affiliate.

I understand that a "person" as defined in Paragraph 287.133(1)(e), Florida Statutes, means any natural person or entity organized under the laws of any state or of the United States with the legal power to enter into a binding contract and which bids or applies to bid on contracts for the provision of goods or services let by a public entity, or which otherwise transacts or applies to transact business with a public entity. The term "person" includes those officers, directors, executives, and partners, shareholders, employees, members, and agents who are active in the management of an entity.

Based on information and belief, the statement, which I have marked below, is true in relation to the entity submitting this sworn statement.

(INDICATE WHICH STATEMENT APPLIES)

☒ Neither the entity submitting this sworn statement, nor any of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, nor any affiliate of the entity has been charged with ad convicted of a public entity crime subsequent to July 1, 1989.

☐ The entity submitting this sworn statement, or one or more of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, or an affiliate of the entity has been charged with and convicted of a public entity crime subsequent to July 1, 1989.

☐ The entity submitting this sworn statement, or one or more of its officers, directors, executives, partners, shareholders, employees, members, or agents who are active in the management of the entity, or an affiliate of the entity has been charged with and convicted of a public entity crime subsequent to July 1, 1989. However, there has been a subsequent proceeding before a Hearing Officer of the State of Florida, Division of Administrative Hearings and the final Order entered by the Hearing Officer determined that it was not in the public interest to place the entity submitting this sworn statement on the convicted vendor list (attach a copy of the final order).

I understand that the submission of this form to the contracting officer for any public entity is for that public entity only and that this form is valid through December 31 of the calendar year in which it is filed. I also understand that I am required to inform the public entity prior to entering into a contract in excess of the threshold amount provided in Section 287.017, Florida Statutes for category two of any change in the information contained in this form.

Proposer Initials

NO CONFLICT OF INTEREST OR CONTINGENT FEE AFFIDAVIT

Proposer warrants that neither it nor any principal, employee, agent, representative nor family member has paid or will pay any fee or consideration that is contingent on the award or execution of a contract arising out of this solicitation. Proposer also warrants that neither it nor any principal, employee, agent, representative nor family member has procured or attempted to procure this contract in violation of any of the provisions of any conflict of interest or code of ethics ordinances. Further, Proposer acknowledges that any violation of these warrants will result in the termination of the contract and forfeiture of funds paid or to be paid to the Proposer should the Proposer be selected for the performance of this contract.

Proposer Initials

BUSINESS ENTITY AFFIDAVIT

Proposer hereby recognizes and certifies that no elected official, board member, or employee of the NORTH SPRINGS IMPROVEMENT DISTRICT (the "District") shall have a financial interest directly or indirectly in this transaction or any compensation to be paid under or through this transaction, and further, that no District employee, nor any elected or appointed officer (including District board members) of the District, nor any spouse, parent or child of such employee or elected or appointed officer of the District, may be a partner, officer, director or proprietor of Proposer or Vendor, and further, that no such District employee or elected or appointed officer, or the spouse, parent or child of any of them, alone or in combination, may have a material interest in the Vendor or Proposer. Material interest means direct or indirect ownership of more than 5% of the total assets or capital stock of the Proposer. Any exception to these above-described restrictions must

Sworn Signature of Proposing Entity Representative and Notarization for all above Affidavits.

In the presence of:

Gladys Pierre
WITNESS #1 – PRINT NAME

Jean Claude Savain
WITNESS #1 – PRINT NAME

Signed, sealed and delivered by:

MICHAL AVIV PRINCIPAL
INDIVIDUAL'S NAME AND TITLE

ACKNOWLEDGMENT

State of Florida
County of **Miami-Dade**

On this **11** day of **AUGUST**, 2021, before me the undersigned, personally appeared, whose name(s) is/are **MICHAL AVIV** subscribed to the within instrument, and he/she/they acknowledge that he/she/they executed it.
Witness my hand and official seal:

JOSEPH GEDEON
MY COMMISSION # GG273663
EXPIRES December 20, 2022

08.11.2021

Notary Public (Print, Stamp, or Type as Commissioned)

☒ Personally, known to me; or
☐ Produced identification (Type of Identification:_____)
☐ Did take an oath; or
☐ Did not take an oath

be expressly provided by applicable law or ordinance and be confirmed in writing by District. Further, Proposer recognizes that with respect to this transaction or bid, if any Proposer violates or is a party to a violation of any applicable ethics ordinances or rules, or the provisions of Chapter 112, part III, Fla. Stat., the Code of Ethics for Public Officers and Employees, such Proposer may be disqualified from furnishing the goods or services for which the bid or proposal is submitted and may be further disqualified from submitting any future bids or proposals for goods or services to District.

MZ
Proposer Initials

ANTI-COLLUSION AFFIDAVIT

1. Proposer/Bidder has personal knowledge of the matters set forth in its Proposal/Bid and is fully informed respecting the preparation and contents of the attached Proposal/Bid and all pertinent circumstances respecting the Proposal/Bid;

2. The Proposal/Bid is genuine and is not a collusive or sham Proposal/Bid; and

3. Neither the Proposer/Bidder nor any of its officers, partners, owners, agents, representatives, employees, or parties in interest, including Affiant, has in any way colluded, conspired, connived, or agreed, directly or indirectly with any other Proposer/Bidder, firm, or person to submit a collusive or sham Proposal/Bid, or has in any manner, directly or indirectly, sought by agreement or collusion or communication or conference with any other Proposer/Bidder, firm, or person to fix the price or prices in the attached Proposal/Bid or of any other Proposer/Bidder, or to fix any overhead, profit, or cost element of the Proposal/Bid price or the Proposal/Bid price of any other Proposer/Bidder, or to secure through any collusion, conspiracy, connivance or unlawful agreement any advantage against NORTH SPRINGS IMPROVEMENT DISTRICT or any person interested in the proposed Contract.

MZ
Proposer Initials