

MIAMI BEACH

PLANNING DEPARTMENT

1700 Convention Center Drive, Miami Beach, Florida 33139; Tel: 305.673.7550; Web: www.miamibeachfl.gov/planning

LAND USE BOARD HEARING APPLICATION

The following application is submitted for review and consideration of the project described herein by the land use board selected below. A separate application must be completed for each board reviewing the proposed project.

Application Information			
FILE NUMBER 2133			
<input type="radio"/> Board of Adjustment <input type="checkbox"/> Variance from a provision of the Land Development Regulations <input type="checkbox"/> Appeal of an administrative decision		<input type="radio"/> Design Review Board <input type="checkbox"/> Design review approval <input type="checkbox"/> Variance	
<input checked="" type="radio"/> Planning Board <input checked="" type="checkbox"/> Conditional use permit <input type="checkbox"/> Lot split approval <input type="checkbox"/> Amendment to the Land Development Regulations or zoning map <input type="checkbox"/> Amendment to the Comprehensive Plan or future land use map		<input type="radio"/> Historic Preservation Board <input type="checkbox"/> Certificate of Appropriateness for design <input type="checkbox"/> Certificate of Appropriateness for demolition <input type="checkbox"/> Historic district/site designation <input type="checkbox"/> Variance	
<input checked="" type="checkbox"/> Other: Amend existing CUP to reflect new owner entity			
Property Information – Please attach Legal Description as “Exhibit A”			
ADDRESS OF PROPERTY 2912 Collins Avenue			
FOLIO NUMBER(S) 02-3226-001-1090			
Property Owner Information			
PROPERTY OWNER NAME Odyssey Propco VIII, LLC			
ADDRESS 345 California Street, Suite 3300	CITY San Francisco	STATE CA	ZIP CODE 94104
BUSINESS PHONE 212-601-4700	CELL PHONE n/a	EMAIL ADDRESS jmuller@tpg.com	
Applicant Information (if different than owner)			
APPLICANT NAME			
ADDRESS	CITY	STATE	ZIP CODE
BUSINESS PHONE	CELL PHONE	EMAIL ADDRESS	
Summary of Request			
PROVIDE A BRIEF SCOPE OF REQUEST Request to amend existing Conditional Use Permit (File No. 2133) dated September 24, 2013 to reflect new ownership entity, Odyssey Propco VIII, LLC.			

Project Information			
Is there an existing building(s) on the site?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Does the project include interior or exterior demolition?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Provide the total floor area of the new construction.		n/a	SQ. FT.
Provide the gross floor area of the new construction (including required parking and all usable area).		n/a	SQ. FT.
Party responsible for project design			
NAME		<input type="checkbox"/> Architect <input type="checkbox"/> Contractor <input type="checkbox"/> Landscape Architect <input type="checkbox"/> Engineer <input type="checkbox"/> Tenant <input type="checkbox"/> Other _____	
ADDRESS		CITY	STATE ZIPCODE
BUSINESS PHONE	CELL PHONE	EMAIL ADDRESS	
Authorized Representative(s) Information (if applicable)			
NAME		<input checked="" type="checkbox"/> Attorney <input type="checkbox"/> Contact <input type="checkbox"/> Agent <input type="checkbox"/> Other _____	
David J. Coviello, Esq., Shutts & Bowen LLP			
ADDRESS		CITY	STATE ZIPCODE
200 S. Biscayne Boulevard, Suite 4100		Miami	FL 33131
BUSINESS PHONE	CELL PHONE	EMAIL ADDRESS	
305-415-9437	n/a	dcoviello@shutts.com	
NAME		<input type="checkbox"/> Attorney <input type="checkbox"/> Contact <input type="checkbox"/> Agent <input type="checkbox"/> Other _____	
ADDRESS		CITY	STATE ZIPCODE
BUSINESS PHONE	CELL PHONE	EMAIL ADDRESS	
NAME		<input type="checkbox"/> Attorney <input type="checkbox"/> Contact <input type="checkbox"/> Agent <input type="checkbox"/> Other _____	
ADDRESS		CITY	STATE ZIPCODE
BUSINESS PHONE	CELL PHONE	EMAIL ADDRESS	

Please note the following information:

- A separate disclosure of interest form must be submitted with this application if the applicant or owner is a corporation, partnership, limited partnership or trustee.
- All applicable affidavits must be completed and the property owner must complete and sign the "Power of Attorney" portion of the affidavit if they will not be present at the hearing, or if other persons are speaking on their behalf.
- To request this material in alternate format, sign language interpreter (five-day notice is required), information on access for persons with disabilities, and accommodation to review any document or participate in any City sponsored proceedings, call 305.604.2489 and select (1) for English or (2) for Spanish, then option 6; TTY users may call via 711 (Florida Relay Service).

Please read the following and acknowledge below:

- Applications for any board hearing(s) will not be accepted without payment of the required fees. All checks are to be made payable to the "City of Miami Beach".
- Public records notice – All documentation submitted for this application is considered a public record subject to Chapter 119 of the Florida Statutes and shall be disclosed upon request.
- In accordance with the requirements of Section 2-482 of the code of the City of Miami Beach, any individual or group that will be compensated to speak or refrain from speaking in favor or against an application being presented before any of the City's land use boards, shall fully disclose, prior to the public hearing, that they have been, or will be compensated. Such parties include: architects, engineers, landscape architects, contractors, or other persons responsible for project design, as well as authorized representatives attorneys or agents and contact persons who are representing or appearing on behalf of a third party; such individuals must register with the City Clerk prior to the hearing.
- In accordance with Section 118-31. – Disclosure Requirement. Each person or entity requesting approval, relief or other action from the Planning Board, Design Review Board, Historic Preservation Board or the Board of Adjustment shall disclose, at the commencement (or continuance) of the public hearing(s), any consideration provided or committed, directly or on its behalf, for an agreement to support or withhold objection to the requested approval, relief or action, excluding from this requirement consideration for legal or design professional service rendered or to be rendered. The disclosure shall: (I) be in writing, (II) indicate to whom the consideration has been provided or committed, (III) generally describe the nature of the consideration, and (IV) be read into the record by the requesting person or entity prior to submission to the secretary/clerk of the respective board. Upon determination by the applicable board that the foregoing disclosure requirement was not timely satisfied by the person or entity requesting approval, relief or other action as provided above, then (I) the application or order, as applicable, shall immediately be deemed null and void without further force or effect, and (II) no application form said person or entity for the subject property shall be reviewed or considered by the applicable board(s) until expiration of a period of one year after the nullification of the application or order. It shall be unlawful to employ any device, scheme or artifice to circumvent the disclosure requirements of this section and such circumvention shall be deemed a violation of the disclosure requirements of this section.
- When the applicable board reaches a decision a final order will be issued stating the board's decision and any conditions imposed therein. The final order will be recorded with the Miami-Dade Clerk of Courts. The original board order shall remain on file with the City of Miami Beach Planning Department. Under no circumstances will a building permit be issued by the City of Miami Beach without a copy of the recorded final order being included and made a part of the plans submitted for a building permit.

The aforementioned is acknowledged by:

☒ Owner of the subject property ☐ Authorized representative


SIGNATURE

Matthew Coleman
PRINT NAME

8/9/2021
DATE SIGNED

OWNER AFFIDAVIT FOR INDIVIDUAL OWNER

STATE OF _____

COUNTY OF _____

I, _____, being first duly sworn, depose and certify as follows: (1) I am the owner of the property that is the subject of this application. (2) This application and all information submitted in support of this application, including sketches, data, and other supplementary materials, are true and correct to the best of my knowledge and belief. (3) I acknowledge and agree that, before this application may be publicly noticed and heard by a land development board, the application must be complete and all information submitted in support thereof must be accurate. (4) I also hereby authorize the City of Miami Beach to enter my property for the sole purpose of posting a Notice of Public Hearing on my property, as required by law. (5) I am responsible for remove this notice after the date of the hearing.

SIGNATURE

Sworn to and subscribed before me this _____ day of _____, 20____. The foregoing instrument was acknowledged before me by _____, who has produced _____ as identification and/or is personally known to me and who did/did not take an oath.

NOTARY SEAL OR STAMP

NOTARY PUBLIC

My Commission Expires: _____

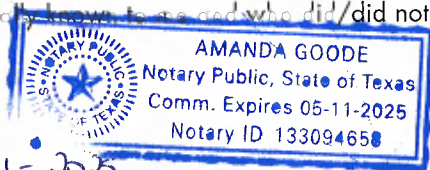
PRINT NAME**ALTERNATE OWNER AFFIDAVIT FOR CORPORATION, PARTNERSHIP OR LIMITED LIABILITY COMPANY**STATE OF TexasCOUNTY OF Tarrant

I, Matthew Coleman, being first duly sworn, depose and certify as follows: (1) I am the Vice President (print title) of Odyssey Proco VIII, LLC (print name of corporate entity). (2) I am authorized to file this application on behalf of such entity. (3) This application and all information submitted in support of this application, including sketches, data, and other supplementary materials, are true and correct to the best of my knowledge and belief. (4) The corporate entity named herein is the owner of the property that is the subject of this application. (5) I acknowledge and agree that, before this application may be publicly noticed and heard by a land development board, the application must be complete and all information submitted in support thereof must be accurate. (6) I also hereby authorize the City of Miami Beach to enter my property for the sole purpose of posting a Notice of Public Hearing on my property, as required by law. (7) I am responsible for remove this notice after the date of the hearing.

SIGNATURE

Sworn to and subscribed before me this 9 day of August, 2021. The foregoing instrument was acknowledged before me by Matthew Coleman, who has produced _____ as identification and/or is personally known to me and who did/did not take an oath.

NOTARY SEAL OR STAMP

**NOTARY PUBLIC**My Commission Expires: 5-11-2025**PRINT NAME**

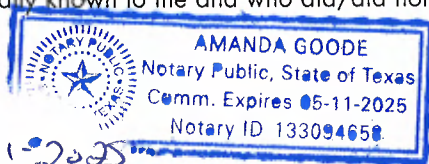
POWER OF ATTORNEY AFFIDAVITSTATE OF TexasCOUNTY OF Tarrant

I, Matthew Coleman, being first duly sworn, depose and certify as follows: (1) I am the owner or representative of the owner of the real property that is the subject of this application. (2) I hereby authorize David J. Coviello, Esq. to be my representative before the Planning Board. (3) I also hereby authorize the City of Miami Beach to enter my property for the sole purpose of posting a Notice of Public Hearing on my property, as required by law. (4) I am responsible for remove this notice after the date of the hearing.

Matthew Coleman - V.P**PRINT NAME (and Title, if applicable)**Matthew Coleman**SIGNATURE**

Sworn to and subscribed before me this 9 day of August, 2021. The foregoing instrument was acknowledged before me by Matthew Coleman, who has produced _____ as identification and/or is personally known to me and who did/did not take an oath.

NOTARY SEAL OR STAMP

Amanda Goode**NOTARY PUBLIC**My Commission Expires: 5-11-2025Amanda Goode**PRINT NAME****CONTRACT FOR PURCHASE**

If the applicant is not the owner of the property, but the applicant is a party to a contract to purchase the property, whether or not such contract is contingent on this application, the applicant shall list the names of the contract purchasers below, including any and all principal officers, stockholders, beneficiaries or partners. If any of the contact purchasers are corporations, partnerships, limited liability companies, trusts, or other corporate entities, the applicant shall further disclose the identity of the individuals(s) (natural persons) having the ultimate ownership interest in the entity. If any contingency clause or contract terms involve additional individuals, corporations, partnerships, limited liability companies, trusts, or other corporate entities, list all individuals and/or corporate entities.

NAME**DATE OF CONTRACT**

NAME, ADDRESS AND OFFICE

% OF STOCK

In the event of any changes of ownership or changes in contracts for purchase, subsequent to the date that this application if filed, but prior to the date of a final public hearing, the applicant shall file a supplemental disclosure of interest.

DISCLOSURE OF INTEREST
CORPORATION, PARTNERSHIP OR LIMITED LIABILITY COMPANY

If the property that is the subject of the application is owned or leased by a corporation, partnership or limited liability company, list ALL of the owners, shareholders, partners, managers and/or members, and the percentage of ownership held by each. If the owners consist of one or more corporations, partnerships, trusts, partnerships or other corporate entities, the applicant shall further disclose the identity of the individual(s) (natural persons) having the ultimate ownership interest in the entity.

Odyssey Propco VIII, LLC

NAME OF CORPORATE ENTITY

NAME AND ADDRESS

% OF OWNERSHIP

See attached Exhibits "B" and "C"

NAME OF CORPORATE ENTITY

NAME AND ADDRESS

% OF OWNERSHIP

If there are additional corporate owners, list such owners, including corporate name and the name, address and percentage of ownership of each additional owner, on a separate page.

DISCLOSURE OF INTEREST
TRUSTEE

If the property that is the subject of the application is owned or leased by a trust, list any and all trustees and beneficiaries of the trust, and the percentage of interest held by each. If the owners consist of one or more corporations, partnerships, trusts, partnerships or other corporate entities, the applicant shall further disclose the identity of the individual(s) (natural persons) having the ultimate ownership interest in the entity.

TRUST NAME	
NAME AND ADDRESS	% INTEREST

COMPENSATED LOBBYIST

Pursuant to Section 2-482 of the Miami Beach City Code, all lobbyists shall, before engaging in any lobbying activities, register with the City Clerk. Please list below any and all persons or entities retained by the applicant to lobby City staff or any of the City's land development boards in support of this application.

NAME	ADDRESS	PHONE
David J. Coviello, Esq.	200 S. Biscayne Boulevard, Suite 4100	305-415-9437
_____	_____	_____
_____	_____	_____

Additional names can be placed on a separate page attached to this application.

APPLICANT HEREBY ACKNOWLEDGES AND AGREES THAT (1) AN APPROVAL GRANTED BY A LAND DEVELOPMENT BOARD OF THE CITY SHALL BE SUBJECT TO ANY AND ALL CONDITIONS IMPOSED BY SUCH BOARD AND BY ANY OTHER BOARD HAVING JURISDICTION, AND (2) APPLICANT'S PROJECT SHALL COMPLY WITH THE CODE OF THE CITY OF MIAMI BEACH AND ALL OTHER APPLICABLE CITY, STATE AND FEDERAL LAWS.

APPLICANT AFFIDAVIT

STATE OF Texas

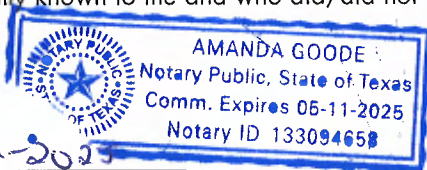
COUNTY OF Tarrant

I, Matthew Coleman, being first duly sworn, depose and certify as follows: (1) I am the applicant or representative of the applicant. (2) This application and all information submitted in support of this application, including sketches, data, and other supplementary materials, are true and correct to the best of my knowledge and belief.

Matthew Coleman
SIGNATURE

Sworn to and subscribed before me this 9 day of August, 2021. The foregoing instrument was acknowledged before me by Matthew Coleman, who has produced _____ as identification and/or is personally known to me and who did/did not take an oath.

NOTARY SEAL OR STAMP



My Commission Expires: 5-11-2025

Amanda Goode
NOTARY PUBLIC

Amanda Goode
PRINT NAME

EXHIBIT “A”

Legal Description of the Property

The land referred to herein below is situated in the County of MIAMI-DADE, State of Florida, and described as follows:

Lots 1, 2, 6, 9 and 10, Block 12, of AMENDED MAP OF THE OCEAN FRONT PROPERTY OF MIAMI BEACH IMPROVEMENT COMPANY, according to the Plat thereof, as recorded in Plat Book 5, Page 7, of the Public Records of Miami-Dade County, Florida.

EXHIBIT “B”

CORPORATION, PARTNERSHIP OR LIMITED LIABILITY COMPANY

If the property that is the subject of the application is owned or leased by a corporation, partnership or limited liability company, list ALL of the owners, shareholders, partners, managers and/or members, and the percentage of ownership held by each. If the owners consist of one or more corporations, partnerships, trusts, partnerships or other corporate entities, the applicant shall further disclose the identity of the individual(s) (natural persons) having the ultimate ownership interest in the entity.

Odyssey Propco VIII, LLC

NAME OF CORPORATE ENTITY

NAME AND ADDRESS
OWNERSHIP

% OF

Odyssey Holdings 2020, LLC; 301 Commerce St, Suite 3300, Fort Worth, Texas 76102

100%

Odyssey Holdings 2020, LLC

NAME OF CORPORATE ENTITY

NAME AND ADDRESS

OWNERSHIP

% OF

TPG RE III Odyssey Aggregation, L.P.; 301 Commerce St, Suite 3300, Fort Worth, Texas 76102

99.609%

CORPORATION, PARTNERSHIP OR LIMITED LIABILITY COMPANY

If the property that is the subject of the application is owned or leased by a corporation, partnership or limited liability company, list ALL of the owners, shareholders, partners, managers and/or members, and the percentage of ownership held by each. If the owners consist of one or more corporations, partnerships, trusts, partnerships or other corporate entities, the applicant shall further disclose the identity of the individual(s) (natural persons) having the ultimate ownership interest in the entity.

TPG RE III Odyssey Aggregation, L.P.

NAME OF CORPORATE ENTITY

NAME AND ADDRESS
OWNERSHIP

% OF

TPG RE III Odyssey Holdings, L.P.; 301 Commerce St, Suite 3300, Fort Worth, Texas 76102

98.725%

TPG RE III Odyssey Holdings, L.P.

NAME OF CORPORATE ENTITY

NAME AND ADDRESS
OWNERSHIP

% OF

TPG Real Estate Partners III, L.P.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

32.79%

TPG RE III Odyssey BL, Inc.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

16.39%

TPG RE III Master ECI CL, Inc.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

50.46%

TPG Real Estate Partners III(D), L.P.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

.36%

CORPORATION, PARTNERSHIP OR LIMITED LIABILITY COMPANY

If the property that is the subject of the application is owned or leased by a corporation, partnership or limited liability company, list ALL of the owners, shareholders, partners, managers and/or members, and the percentage of ownership held by each. If the owners consist of one or more corporations, partnerships, trusts, partnerships or other corporate entities, the applicant shall further disclose the identity of the individual(s) (natural persons) having the ultimate ownership interest in the entity.

TPG RE III Odyssey BL, Inc.

NAME OF CORPORATE ENTITY

NAME AND ADDRESS
OWNERSHIP

% OF

TPG Real Estate Partners III(A), L.P.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

100%

TPG RE III Master ECI CL, Inc.

NAME OF CORPORATE ENTITY

NAME AND ADDRESS
OWNERSHIP

% OF

TPG RE III BDH ECI (B), L.P.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

77.21%

TPG RE III BDH ECI (C), L.P.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

22.79%

CORPORATION, PARTNERSHIP OR LIMITED LIABILITY COMPANY

If the property that is the subject of the application is owned or leased by a corporation, partnership or limited liability company, list ALL of the owners, shareholders, partners, managers and/or members, and the percentage of ownership held by each. If the owners consist of one or more corporations, partnerships, trusts, partnerships or other corporate entities, the applicant shall further disclose the identity of the individual(s) (natural persons) having the ultimate ownership interest in the entity.

TPG RE III BDH ECI (B), L.P.

NAME OF CORPORATE ENTITY

NAME AND ADDRESS
OWNERSHIP

% OF

TPG Real Estate Partners III(B), L.P.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

100%

TPG RE III BDH ECI (C), L.P.

NAME OF CORPORATE ENTITY

[illegible]

% OF

TPG Real Estate Partners III(C), L.P.; 301 Commerce St., Suite 3300, Fort Worth, Texas 76102

100%

EXHIBIT “C”



From: Yaman Shukairy, Vice President

Date: September 1, 2021

Entity: Odyssey PropCo VIII, LLC

Fund¹: TPG Real Estate Partners III, L.P.

Investment Adviser: TPG Real Estate III Management, LLC; SEC# 801-79315

This memorandum confirms certain beneficial ownership information regarding the Entity and the Fund. Additional information regarding the due diligence and anti-money laundering procedures undertaken by the Fund can be provided upon request.

Beneficial Ownership

The Entity is indirectly more than 98% funded by partners of the Fund or their affiliates (collectively, its “Investors”). The only Investors with an equity interest of 5% or greater in the Fund are three foreign pension plan fund investors, two sovereign wealth funds, and a foreign governmental investor, and based on information and belief there is no individual with an ultimate economic interest of 5% or greater in the Fund.

Control Interest

The Fund, the Investment Adviser and the portion of the Entity controlled by TPG² are ultimately controlled by Messrs. David Bonderman and James George Coulter.

Regulated Status

The Investment Adviser to the Fund is a registered investment adviser with the SEC. Additional information on the Investment Adviser and the Fund is publicly available on the SEC’s website at: <http://www.adviserinfo.sec.gov/IAPD/>. The Investment Adviser has engaged TPG and its affiliates to manage the day-to-day activities of the Fund and is responsible for the Fund’s investment decisions.

Under the Financial Crimes Enforcement Network’s (“FinCEN”) final rule on Customer Due Diligence Requirements for Financial Institutions, effective July 11, 2016 (which contain the customer due diligence requirements, including beneficial ownership

¹ As used in this memo, the term “Fund” refers to the entity set forth adjacent to the caption “Fund” in the header of this memo or any parallel fund or their alternative investment vehicles which are reported on a consolidated basis with such entity.

² TPG Global, LLC (together with its affiliates, “TPG”) is a Delaware limited liability company (Delaware File Number 5066307) with its principal office at 301 Commerce Street, Suite 3300, Fort Worth, TX 76102 and is wholly owned by TPG Global Advisors, LLC, a registered investment adviser with the United States Securities and Exchange Commission (the “SEC”) (SEC# 801-72942).

diligence, that U.S. financial institutions must comply with by May 11, 2018), investment advisers and private funds advised by such advisers are excluded from the definition of “legal entity customer”³. U.S. financial institutions are not required under the ownership prong of customer due diligence to identify and verify the identities of a natural person behind entities excluded from the legal entity customer definition.⁴ Accordingly, TPG, the Investment Adviser and the Fund are not required to disclose beneficial ownership information at any level to a U.S. financial institution.

The statements in this memorandum and any additional information or documentation provided to you in connection with your due diligence (collectively, the “Information” and any reference to which shall mean any and all such documentation or information) are non-public and highly confidential and are being provided to you for informational purposes only. By accepting the Information, you agree that (i) you understand that the Information is confidential, (ii) you will maintain the confidential nature of the Information, (iii) without the prior written consent of TPG, you will not disclose the Information to any person other than (a) to your directors, officers, employees and attorneys and then only on a “need to know” basis and after having informed them of the confidential nature of these documents, (b) a regulatory authority with competent jurisdiction (provided that prior to such disclosure, you will use your reasonable best efforts to obtain confidential treatment for the Information from such authorities) or (c) as required by law, (iv) if requested or required to disclose any Information pursuant to item (iii)(b) or (c), you will contact TPG as soon as possible and (if permitted under applicable law) prior to releasing such Information and (v) in no event will you use the Information for any purpose other than compliance with applicable anti-money laundering or similar laws.

The statements in this memorandum are made as of the last completed calendar quarter prior to the date first written above. TPG makes no undertaking to update this memorandum as of any subsequent date. You may contact us, no more often than annually, to confirm that this information is still accurate.

Sincerely,



Yaman Shurkairy

³ § 1010.230(e)(2) “*Legal entity customer* does not include: . . . (v) An investment adviser, as defined in section 202(a)(11) of the Investment Advisers Act of 1940, that is registered with the Securities and Exchange Commission under that Act; . . . (xi) A pooled investment vehicle that is operated or advised by a financial institution excluded under paragraph (e)(2) of this section.”

⁴ “In the relatively unusual situations where an excluded entity holds a 25 percent or greater equity interest that is not covered by the above mentioned exclusion, FinCEN notes that covered financial institutions are not required under the ownership prong to identify and verify the identities of a natural person behind these entities; this is because the definition of “beneficial owner” under the ownership prong refers to “[e]ach individual, *if any*, . . .”, and in such a case there would not be any individual who is the ultimate owner of such interest.”