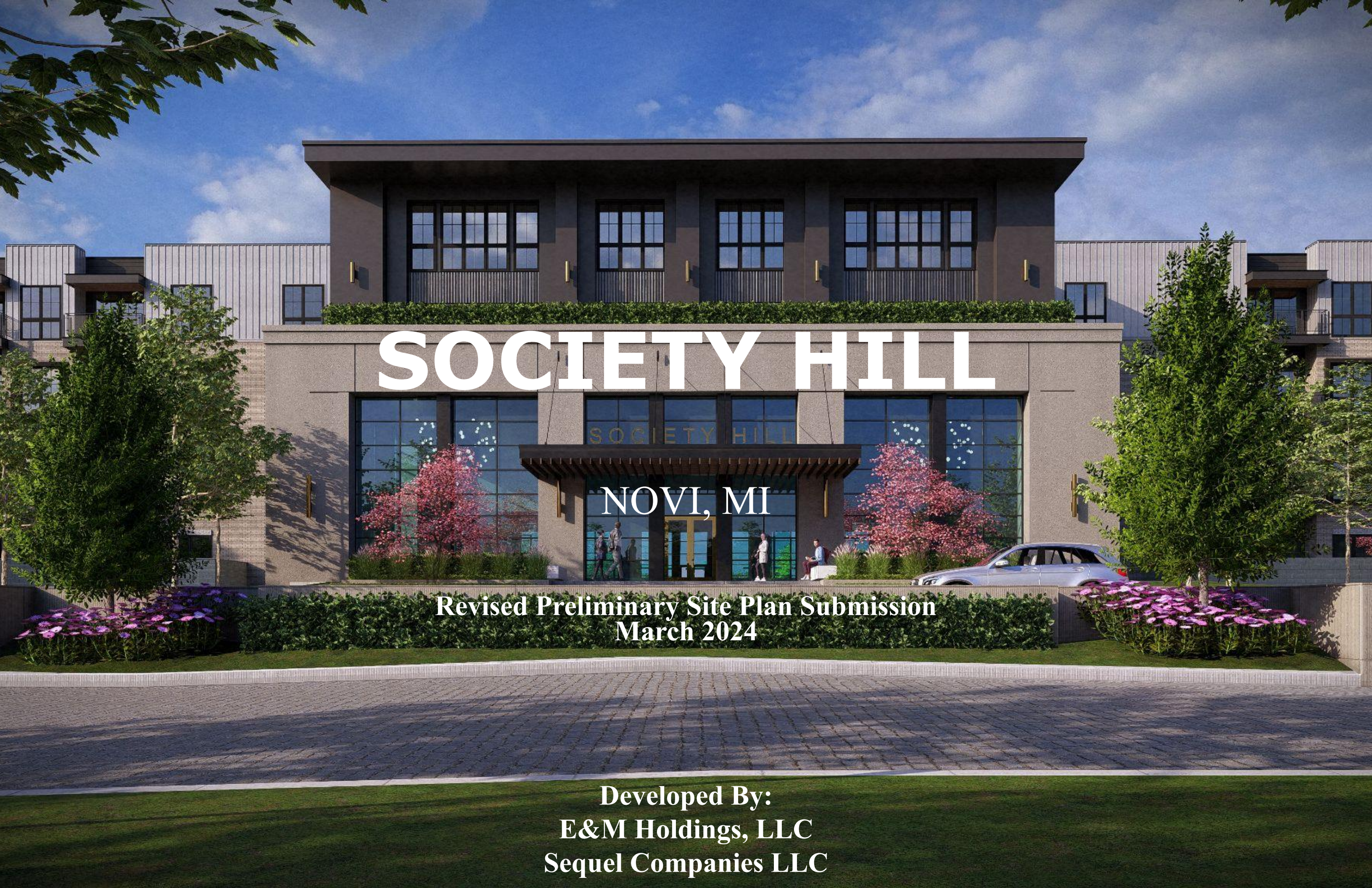




SOCIETY HILL

NOVI, MI

Revised Preliminary Site Plan Submission
March 2024

Developed By:
E&M Holdings, LLC
Sequel Companies LLC

SEQUEL

March 25, 2024

City of Novi - Planning Division
45175 Ten Mile Road
Novi, MI 48375
Victor Cardenas, City Manager
Barbara McBeth, City Planner

RE: Society Hill - Revision to 1999 Final Site Plan

Dear Mr. Cardenas & Ms. McBeth,

On behalf of E&M Holdings, LLC (the “Property Owner”), I am thrilled for the opportunity to share an exciting new vision for the property consisting of approximately 34 acres and located on the west side of Novi Road, south of 12 ½ Mile Road (commonly referred to herein as “Society Hill”). The current final site plan for Society Hill (the “1999 Final Site Plan”), which remains in effect as described below, was originally approved by the City in 1999 and reaffirmed in a Consent Judgment (the “Consent Judgment”) entered in 2001. At the time of original approval of the 1999 Final Site Plan, Society Hill was a state-of-the-art multi-family project, with significant amenities, designed to appeal to housing needs and tastes of the times. While the 1999 Final Site Plan would still result in a desirable residential project, the Property Owner, after over a year of planning and design work, is proposing to amend the Consent Judgment and the 1999 Final Site Plan approved therein in order to create an innovative and contemporary residential development consistent with the current state of master-planning and development objectives of the City and catering to the needs and desires of new generations of current and future residents.

The revised plan (the “Revised Preliminary Site Plan”) reflects two fundamental concepts - (1) providing mixed-use, multi-generational housing options in one comprehensive development, and (2) providing an entire range of modern recreational and healthy living amenities. While the 1999 Final Site Plan raised the bar for multi-family residential living over 25 years ago, the Revised Preliminary Site Plan was designed to raise the bar for residential living in Novi for 2024 and beyond.

This visionary project aligns seamlessly with the goals outlined in the 2022 draft update to the City's Master Plan, emphasizing optimal use of properties to maintain Novi's status as a top destination community, most notably at the critically important commercial intersection of 12 Mile & Novi Road. Society Hill will inspire others to find new ways to creatively compete and participate in the City. The influx of new residents into Society Hill will act as catalysts for economic advancement by supporting local businesses and contributing to the vibrancy of the entire community. The collateral economic development impact of Society Hill will be similar to that of our trailblazing project - River Oaks West - in the early 90’s, when many developers flocked to Novi after that project delivered with great success.

For Society Hill, the process of review and approval is unique because it is governed by the Consent Judgment. The decision to amend the Consent Judgment in the manner proposed by Property Owner must be approved by City Council. Over a year ago, the City staff presented City Council with concept plans for the revised Society Hill development for informal review and for direction as to Council’s interest in pursuing such a change. It was reported back to the Property Owner that City Council was supportive of moving forward with more comprehensive planning and review of the changes. While City Council has the authority to unilaterally review and decide amendments to consent judgments, the City directed that Property Owner proceed with full administrative review by City staff before City Council consideration and action on the request to amend the Consent Judgment. After more than a year of meticulous planning, our team is pleased to submit our Revised Preliminary Site Plan for Society Hill in accordance with the terms of the Consent Judgment. If approved by City Council, the Revised Preliminary Site Plan will amend the 1999 Final Site Plan, which was originally approved pursuant to the PD-1 guidelines and remains in effect today under the terms of the Consent Judgment.

1999 Final Site Plan

Dating back to as early as 1984, the parcels of land that make up Society Hill were acquired by the Property Owner through a series of transactions. In 1996, the Property Owner rezoned the Property to its current land use designation (RM-1, PD-1). In October 1999, the Property Owner received final site plan approval based on PD-1 guidelines.

The 1999 Final Site Plan contemplates a multi-family development made up of 312 units across 23 buildings. The units heavily favor oversized two, three and four bedrooms across “townhouse” and “flat” unit typologies with an average square footage of 1,758 SF. In addition, the 1999 Final Site Plan includes a gated entry, detached clubhouse with indoor amenities, swimming pool and tennis courts.

Image 1 - 1999 Final Site Plan

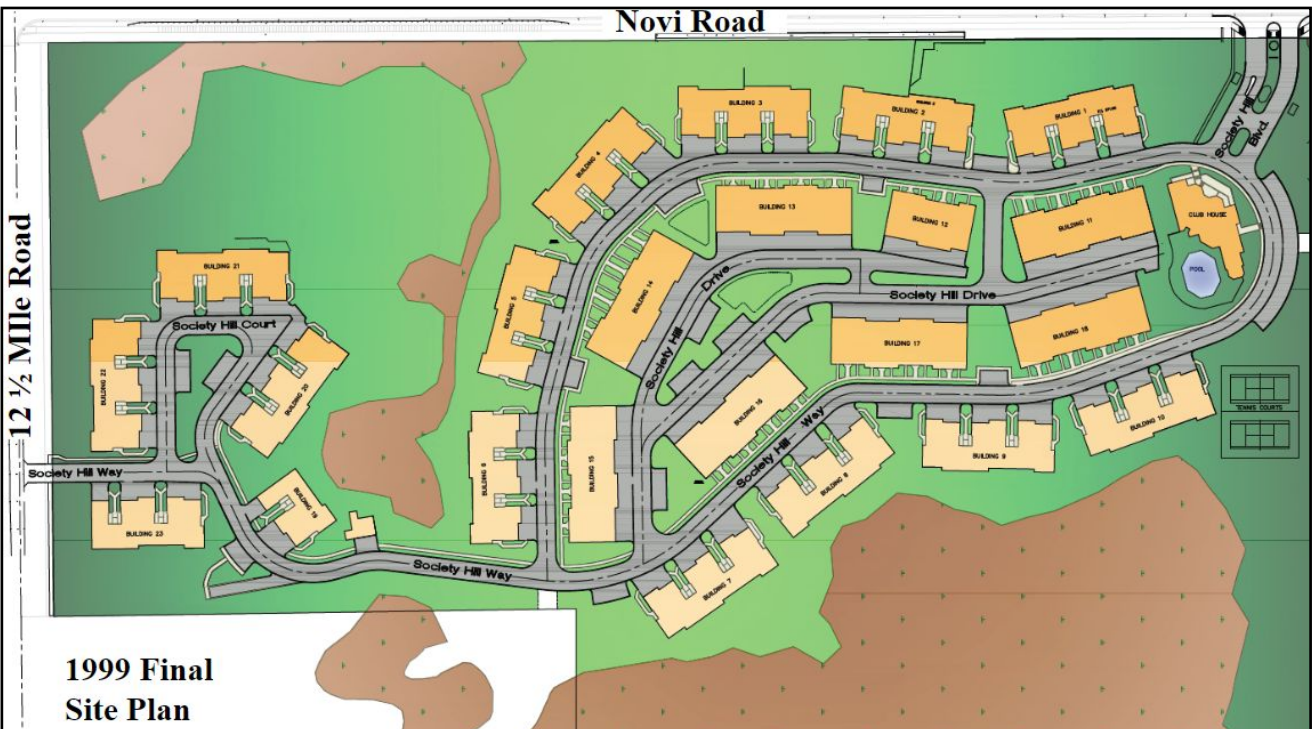


Image 2 – Bird’s Eye View Rendering (from the SE) of 1999 Final Site Plan



2001 Consent Judgment

The Consent Judgment addresses the following substantive matters:

- **SAD 94 Improvements:** In the 1980’s, the City established Special Assessment District 94 to construct sewer improvements by charging special assessments against certain properties, much of which was assessed against Society Hill. The City did not complete the sewer improvements to 12 ½ Mile Road as designed and as required under the SAD. Under the Consent Judgment, the City will provide the Property Owner with an easement and escrowed funds and the Property Owner will tie into an existing tap to provide connectivity to Society Hill.
- **1999 Final Site Plan:** The City granted the Property Owner certain rights relating to the previously approved 1999 Final Site Plan, including (but not limited to):
 - Annual site plan extensions, the expiration of which triggers the immediate obligation of the City to complete construction of the SAD 94 improvements
 - Administrative review for revisions to the 1999 Final Site Plan, unless the 1997 Zoning Ordinance required formal review, in which case review would be through City Council
 - The project may be completed solely in accordance with the ordinances in effect in 1999 (i.e. - 1997 Zoning Ordinance, etc)
- **Arena Drive Easements:** An affiliate of Property Owner granted easements to the City to construct a berm along Nick Lidstrom Drive (f/k/a Arena Drive)

- **Tree Planting & Mitigation:** The City granted Property Owner (and its affiliates) the right to plant trees and the right to mitigate tree replacements (from Society Hill) within the City, including at property owned by affiliates of Property Owner and along Arena Drive
- **Condemnation Settlement:** The City and the Property Owner settled a dispute relating to the City’s use of eminent domain to take land along Novi Road between 12 Mile and 12 ½ Mile to complete a road widening project.

As stated above, the Consent Judgment permits the Property Owner to revise the 1999 Final Site Plan. The procedure for reviewing certain proposed revisions shall be done administratively by City staff and consultants, unless formal review is required under the 1997 Zoning Ordinance, in which case it should be reviewed and approved by City Council, the latter of which applies here. The City Council and the Property Owner have authority to mutually agree to amend the Consent Judgment. As previously stated, the City Council determined that the Revised Preliminary Site Plan should be reviewed administratively by City staff and consultants before submission to City Council for final approval at a public hearing (the “Review Methodology”). Furthermore, based upon the agreed upon Review Methodology, it is the expectation that the City staff and consultants will review the Revised Preliminary Site Plan as an amendment to the 1999 Final Site Plan in accordance with the Consent Judgment and not as if the Revised Preliminary Site Plan is a new site plan submission (PD-1, PRO or otherwise) without the historical context of Society Hill.

To that end, within the Revised Preliminary Site Plan, our team has provided narratives, where applicable, to explain why certain deviations are appropriate (for example, in some cases, the deviations already exist under the 1999 Final Site Plan).

Revised Preliminary Site Plan

Image 3 – Revised Preliminary Site Plan



The new vision for Society Hill includes 463 units (1,220 SF on avg) across a diverse mix of housing typologies that will attract a range of residents spanning different backgrounds. Residents will have the option to live in residences within our elevatored buildings that include fully-integrated amenities and garage parking or in our reserve collection of distinct two and three story townhomes and villas with direct-entry, attached garages. The Revised Preliminary Site Plan will also incorporate 15,000 SF of indoor amenities and 16+ acres of open space including natural features and an outdoor, terraced vista of world-class recreational activities. In addition, the new vision for Society Hill will feature sustainable design features and meaningful enhancement and preservation of natural features, interconnected and seamlessly integrated within close proximity to the City’s commercial core.

Society Hill is split into two distinct, but fully-integrated components - the Residences on the Hill and the Reserve Collection at Society Hill.

The Residences on the Hill, located on the southern portion of the property, is made up of 363 apartments across five buildings with elevators and garage parking. Of the 363 apartments, the average unit size is 1,075 SF and will include studios through three-bedrooms that range in size from 617 to 1,329 SF.

The central building, which sits on a parking podium and is considered the primary building, includes an indoor and outdoor amenity offering that is unmatched by any multi-family development in the region. What makes Society Hill truly special is the diversity of housing opportunities within an unified and walkable community and the overall extensive amenity offering, all of which benefit from the naturally sloping topographies and targeted preservation of natural features. Furthermore, the buildings are intentionally designed to bring a contemporary and innovative approach to the market that will define Society Hill as a special and unique place to live.

Within the primary building, a fully integrated indoor amenity offering consists of 15,000 SF of programmed and serviced space for the residents’ enjoyment. The offering includes a state of the art fitness center and studios, spa facilities, café/bistro, community lounge, dedicated co-working space and conference rooms, community kitchen with dedicated dining area, library and reading area, and an indoor/outdoor terrace on the top floor of central building providing impressive views across an expansive outdoor amenity program, which incorporates vast areas of preserved natural features.

The outdoor amenities are programmed across a 10+ acre, terraced vista including two pools, a turf soccer field, tennis court, sports court, pickleball courts, playground areas, dog park and over two miles of walking path creating interconnectivity throughout the entire site.

The Reserve Collection at Society Hill, located on the northern and western portion of the property, is a collection of 100 townhome and villa residences with attached garages (1,731 SF on average) across 16 buildings all with access to the world-class amenity offering at Society Hill. Eighty of the townhomes are designed as three-story residences with either two or three bedrooms (plus a home office). The remaining 20 villas are designed as two-story residences with three-bedrooms, 16 of which provide a ground floor master suite adjacent to the living space, which we believe will be attractive to both empty nesters and large families.

Image 4 – Central Building Main Entry



Image 5 – Terraced Vista of Outdoor Amenities



Image 6 – Reserve Collection Three Story Townhome



Image 7 – Reserve Collection Two ½ Story Townhome



In addition to the Society Hill property, the Revised Preliminary Site Plan includes a 3.15 acre parcel owned by the City (the “City Parcel”). The City informed the Property Owner that it acquired (through a tax foreclosure) the City Parcel with the intention of utilizing it for the development of Society Hill. As a result, our team worked with the city engineers to determine the feasibility and utility of the City Parcel. Given that the City Parcel is covered almost entirely by regulated wetlands and woodlands and has significant topographic slopes, our team has determined that its only utility is to be used as a stormwater detention basin on approximately one acre of upland area. To accomplish this, it is our intention that the City would grant an easement to the Property Owner to construct and maintain the stormwater detention basin on the City Parcel.

As consideration for using the City Parcel, the Property Owner is proposing to (1) increase the stormwater detention requirements for Society Hill to meet the standards under current ordinance (100 year storm event) rather than the approved standards (10 year storm event), and (2) provide new sidewalk improvements south of Society Hill and enhanced landscape features adjacent to and on the City Parcel along Novi Road.

Site Plan Comparison

The Revised Preliminary Site Plan was designed and engineered with the intended goal of creating the most desired residential offering in southeast Michigan. To accomplish this goal, certain design features became critically important to layout of the property, including, but not limited to:

- Distinct housing typologies to attract a variety of residents across differing demographics and reflect anticipated market trends
- Contemporary and innovative design features
- Building placement on the topographic slopes to incorporate integrated garage parking
- Targeted preservation and enhancement of natural features
- Inclusion of vast open space and recreational amenities, including interconnected trails
- Energy efficiency and sustainability targets

After applying the stated goals to create the Revised Preliminary Site Plan, a comparison to the 1999 Final Site Plan results in nearly identical key metrics, including room counts, square footage and average daily traffic generation.

Given the Review Methodology described above, the following comparison is intended to support the City staff and consultants as well as City Council in its review of the Revised Preliminary Site Plan. The comparison charts will provide meaningful context of the tangible differences between the 1999 Final Site Plan and the Revised Preliminary Site Plan. In our submission, our team attempted to comply with the minimum applicable standards, but in instances where such standards could not be maintained, the team attempted to comply with many of the approved deviations that exist under the 1999 Final Site Plan.

RESIDENTIAL PROGRAMMING SUMMARY				
Programming	1999 Final Site Plan	Revised PSP	Delta	Code (PD-1)
Building Count	23	21	(8.7%)	Compliant
Building Height	2.5 - 4 stories	2.5 - 4.5 stories	N/A	Compliant
Rentable SF	548,533	563,749	2.7%	Compliant
Room Count	1,264	1,359	7.5%	Compliant
Avg Unit Size (SF)	1,758	1,220	(30.7%)	Compliant
Unit Count	312	463	151	Compliant

SITE PROGRAMMING SUMMARY		
Programming	1999 Final Site Plan	Revised PSP
Parking Ratio	2.22	2.03
Programmed Outdoor Space	~1 acre	6.64 acres
Private Outdoor Space	0% of units	98% of units
Interior Amenity	~5,000 SF	~15,000 SF
Exterior Amenity		
Swimming Pools	One	Two
Tennis/Pickleball	Two	Three
Sports Court	None	One
Soccer Field	None	One
Playground	None	One
Dog Park	None	One
Active Trails	0 Miles	2+ Miles
EV Charging	N/A	Included
Preserved Wetland (net)	~8.42 acres	10.02 acres
Wetland Impact	0 acres	.847 acres
Wetland Mitigation	N/A	.923 acres onsite (1.09x); some offsite/payment
Woodland Impact	1,062 trees	1,256 trees; 82 trees (City Parcel)
Woodland Mitigation	All offsite/payment	Some onsite; some offsite/payment
Traffic Impact	2,883 trips	2,930 trips; 47 trip variance (1.6%)
Community Enhancement:	N/A	Society Hill: Stormwater improvements City Parcel: Sidewalk and landscaping improvements

Conclusion and Next Steps

We are confident that our innovative approach to residential development will be an asset to the City and its residents. Our new vision for Society Hill will certainly be a transformative project for the City and set the bar as the new standard for residential living in the region.

Beyond the positive impact we intend to provide to our residents, we are confident that the City will experience immense economic benefit from Society Hill. It is our expectation that Society Hill will certainly be one of the largest economic development projects within the City. A project of this scale is certain to have significant collateral economic benefit for the City, notably in the form of an increased tax base and increased demand on the commercial core of Novi, which has always been (and will continue to be) critical to the future financial success of the City.

We are excited about the prospect of working together to bring this vision to life and to continue our longstanding partnership with the City. I invite you to reach out at your earliest convenience to discuss any questions or suggestions you may have. I am available via cell phone at 248-640-8720 or through email at jordan@sequelcos.com.

Thank you for your time, consideration, and commitment to the prosperity of Novi. Together, let us embark on this exciting journey to complete the legacy of Society Hill.

Sincerely,

Jordan Sasson

Jordan Sasson
CEO
Sequel Companies

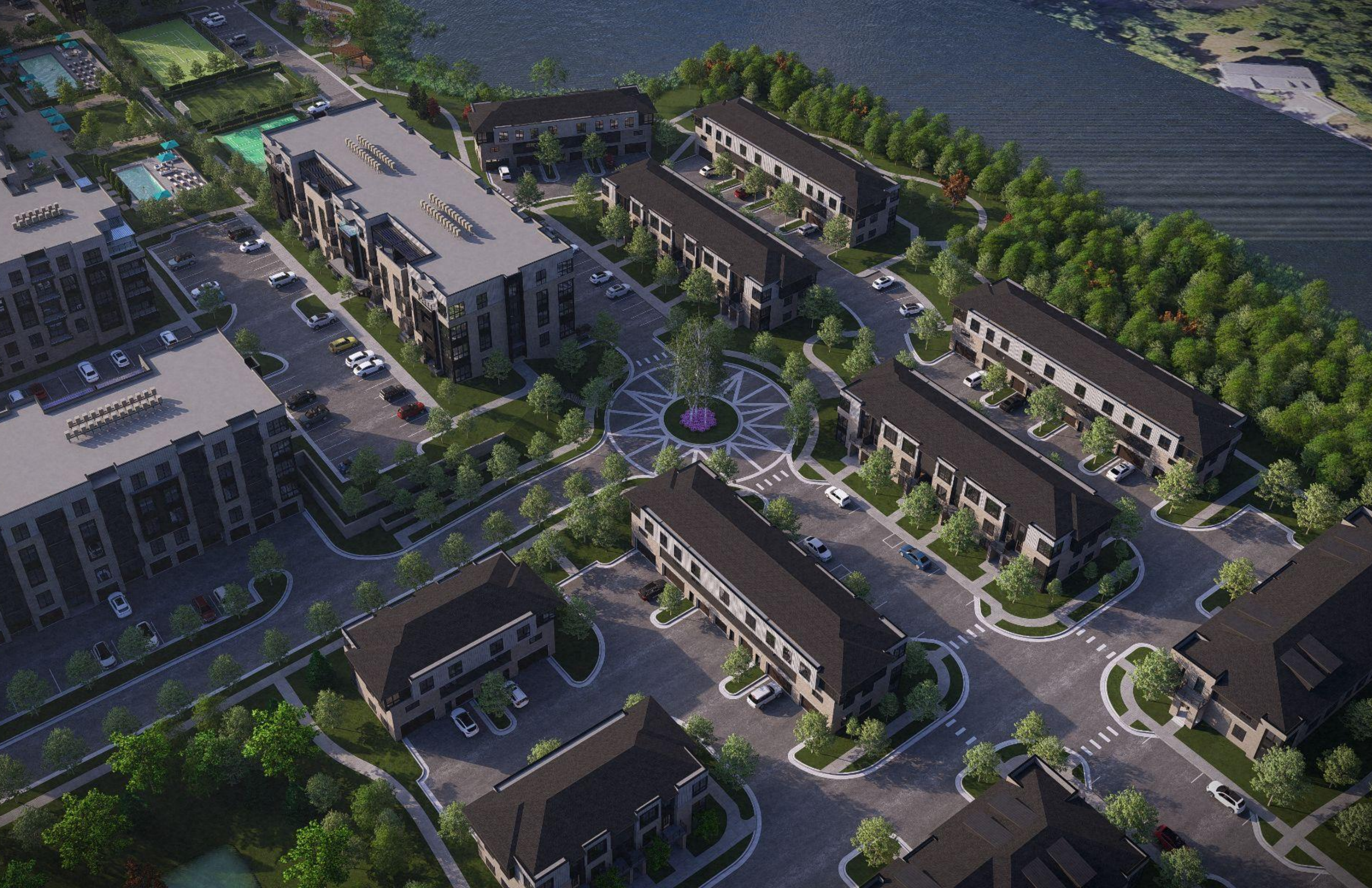
CC: Henry Sasson, E&M Holdings
Richard Guido, Sequel Companies
Alan Greene, Dykema Gossett















SOCIETY HILL













