From:	Zervis, James
To:	Siddons, Mary
Cc:	Daly, Phil; Koehler, Joshua
Subject:	FW: Mizner Park - Ground Leases & Amendments + Civic Site Leases
Date:	Tuesday, November 10, 2026 4:24:31 PM
Attachments:	image001.png image002.png
Importance:	High

Mary,

Please include this email as additional information for tonight's agenda items (resolution and ordinance) on this matter and make sure it added to the public record.

Thankyou.

James L. Zervis, CPA, CPFO | Interim City Manager
City of Boca Raton, City Manager's Department
201 W. Palmetto Park Road, Boca Raton, FL 33432
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From: Bonnie Miskel <bmiskel@miskelbackman.com>
Sent: Tuesday, November 10, 2026 3:00 PM
To: Zervis, James <JZervis@bocaraton-fl.gov>
Cc: Lukasik, Andrew <ALukasik@bocaraton-fl.gov>; Koehler, Joshua <JKoehler@bocaraton-fl.gov>
Subject: [EXTERNAL] Re: Mizner Park - Ground Leases & Amendments + Civic Site Leases

Thank you, Jim and Josh for memorializing Josh's opinion.

Will this be noted or incorporated into the agenda item this evening? If so, I will not need to attend. Thank you for your timely response.

Sincerely,

Bonnie Miskel, Esq.

Miskel Backman LLP

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From: Zervis, James <JZervis@bocaraton-fl.gov>
Date: Tuesday, November 10, 2026 at 2:46 PM
To: Bonnie Miskel <bmiskel@miskelbackman.com>
Cc: Lukasik, Andrew <ALukasik@bocaraton-fl.gov>; Koehler, Joshua <JKoehler@bocaraton-fl.gov>
Subject: FW: Mizner Park - Ground Leases & Amendments + Civic Site Leases

Bonnie,

At the November 9 CRA meeting, the City Attorney responded on the record to concerns that applying the Save Boca ordinance to CRA property could affect your client's rights under the purchase options in the Mizner Park leases. That is the same question raised in your November 9 email below. For your client's records, I am providing the City Attorney's written response below, which is consistent with his oral statement at the meeting.

Best regards.

James L. Zervis, CPA, CPFO | Interim City Manager
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From: Koehler, Joshua <JKoehler@bocaraton-fl.gov>
Sent: Tuesday, November 10, 2026 1:44 PM
To: Zervis, James <JZervis@bocaraton-fl.gov>
Cc: Lukasik, Andrew <ALukasik@bocaraton-fl.gov>
Subject: RE: Mizner Park - Ground Leases & Amendments + Civic Site Leases

Jim:

Following up on yesterday's CRA meeting, I wanted to memorialize in writing the response I gave on the record regarding the existing purchase option under Article 31 of the Mizner Park ground leases. As I explained yesterday, Article 31 contains a preexisting contractual purchase option that has been part of the Mizner Park lease structure for decades. If the contractual conditions are satisfied and the option is properly exercised, the tenant has an existing contractual right to purchase the property through the process established in the lease. That is materially different from a new request for the CRA or City to decide today whether it wishes to sell publicly owned property. The purchase right already exists and already burdens the landlord's interest.

The Save Boca measures address future discretionary governmental decisions to sell, lease, or otherwise alienate qualifying public property. They do not reopen, eliminate, or place back before the voters contractual commitments that the government made decades ago. If a valid preexisting purchase option is properly exercised, the governmental landlord would not be making a new policy decision about whether to sell the property; it would be performing an existing contractual obligation. Accordingly, neither the proposed extension of the Save Boca protections to CRA-owned property nor a transfer of the underlying governmental ownership interest from the CRA to the City would, in my view, extinguish, subordinate, or otherwise impair the tenant's existing rights under Article 31. If the City ultimately succeeds to the CRA's ownership interest, it would take that interest subject to the existing lease and the contractual rights and obligations contained in it.

Of course, this does not prejudge whether any particular future exercise of the option satisfies the requirements of Article 31. Any exercise would remain subject to the terms and conditions of the lease itself, including the applicable notice, no default, valuation, closing, and other contractual requirements. But the existence of the Save Boca measures would not convert performance of a properly exercised preexisting contractual option into a new discretionary decision requiring voter approval.

That is the substance of the opinion I gave to the CRA yesterday.

Sincerely,

Joshua P. Koehler | **City Attorney**
City of Boca Raton, Office of the City Attorney
201 W. Palmetto Park Road, Boca Raton, FL 33432
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From: Bonnie Miskel <bmiskel@miskelbackman.com>
Sent: Monday, November 9, 2026 12:57 PM
To: Lukasik, Andrew <ALukasik@bocaraton-fl.gov>
Cc: Andy Thomson <andy@andythomson.com>; Koehler, Joshua <JKoehler@bocaraton-fl.gov>
Subject: [EXTERNAL] Mizner Park - Ground Leases & Amendments + Civic Site Leases

Good morning, Andy.

As you know, my client closed last Thursday on Brookfield's interest in Mizner Park. They intend to take the next several months to look at what needs to be done to restore and

better Mizner Park and bring it into the 21st century. I understand that the City Council intends to consider expanding the reach of the Save Boca referendum (" Referendum") to CRA owned property or convey the property to the City which raises a question as to whether the Referendum could interfere with my clients right to acquire the underlying fee in accordance with Article 31 of the Amended and Restated Retail Lease ("Lease"). Under the lease, Section 31.1 grants my client the exclusive right and option to purchase the premises any time after the 26th anniversary of the rental commencement date and until the expiration date. Per Article 2 of the Lease Agreement, the lease commenced in May 1989, therefore, the leaseholder could exercise this right beginning in 2015. The expiration date is April 20, 2088.

The process to purchase the land is as follows: The tenant shall give the landlord notice of at least 60 days before the proposed closing date, along with the tenant's estimate of the FMV of the property. If the landlord agrees with the FMV, then the estimate will be deemed to be the FMV. If the landlord disagrees with the estimate of the FMV, and the parties are unable to agree on the FMV within 45 days of notice, then the FMV will be determined through arbitration.

With the Referendum or the CRA property becoming the City property, my client now is concerned that the public may attempt to force a referendum vote should my client decide to exercise its contractual right. While I understand that Article 1, Section 10 of the Florida Constitution provides that "no bill of attainder, ex post facto law or law impairing the obligation of contracts shall be passed", the public may believe that by applying the Save Boca referendum language to CRA owned property, my client's exercise of it right to purchase the premises could be obfuscated or interfered with in some way which at a minimum would result in a lawsuit and a Bert Harris claim for hundreds of millions of dollars. I understand that the City Attorney has investigated this and has concluded that there is no affect on my client's contract right. We would respectfully request confirmation of that to put my client's concerns to rest.

Thank you for your attention.

Sincerely,

Bonnie Miskel, Esq.

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Please note that Effective June 1, 2026, our new office address will be: 5550 Glades Rd., Suite 620, Boca Raton, FL 33431

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Best Regards,

Jordan Rosenblum, Esq.
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From: Bonnie Miskel <bmiskel@miskelbackman.com>

Sent: Monday, November 9, 2026 8:37 AM
To: Jordan Rosenblum <jrosenblum@miskelbackman.com>
Subject: FW: Mizner Park - Ground Leases & Amendments + Civic Site Leases

Do you have time this morning to go through these documents before noon. I need to go to a meeting at 1 today. I need to find the section of any of the attached that gives the right to the ground lease holder to buy out the lease and convert the lease to ownership through a process.

Bonnie Miskel, Esq.

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From: Joy Liotta <jliotta@miskelbackman.com>
Date: Tuesday, November 3, 2026 at 3:28 PM
To: Bonnie Miskel <bmiskel@miskelbackman.com>
Subject: FW: Mizner Park - Ground Leases & Amendments + Civic Site Leases

Joy Liotta
Legal Assistant to Bonnie Miskel, Esq.
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From: Christina Bilenki <cbilenki@miskelbackman.com>
Sent: Tuesday, November 3, 2026 3:18 PM
To: Joy Liotta <jliotta@miskelbackman.com>
Subject: Mizner Park - Ground Leases & Amendments + Civic Site Leases

Christina Bilenki, Esq. | Partner
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