



Orange County Government

Orange County
Administration Center
201 S Rosalind Ave.
Orlando, FL 32802-1393

Legislation Text

File #: 25-733, **Version:** 1

Interoffice Memorandum

DATE: April 28, 2025

TO: Mayor Jerry L. Demings and County Commissioners

THROUGH: Mindy T. Cummings, Manager

FROM: Sara Solomon, Senior Title Examiner

CONTACT: Mindy T. Cummings, Manager

PHONE: 407-836-7090

DIVISION: Real Estate Management Division

ACTION REQUESTED:

Approval and execution of Termination of Agreement to offer donation of Real Property by and between Orange County, Florida and OCE West Orange, LLC and authorization to record instrument for OCE West Orange - Closed C&D Debris Disposal Landfill - Termination Agreement (7902 Avalon Road). District 1. **(Real Estate Management Division)**

PROJECT: OCE West Orange - Closed C&D Debris Disposal Landfill - Termination Agreement (7902 Avalon Road)

PURPOSE: To provide for termination of agreement in connection with development.

ITEM:

Termination of Agreement to Offer Donation of Real Property
Size: 44.02 acres.

BUDGET: N/A

REVENUE: N/A

FUNDS: N/A

APPROVALS:

Real Estate Management Division

Risk Management Division
Environmental Protection Division

REMARKS: Pursuant to the Agreement to Offer Donation of Real Property by and between Orange County, Florida and OCE West Orange, LLC, approved by the Board on December 20, 2016, the County was granted a right of first offer of donation upon the satisfactory closure and long-term care of the landfill in accordance with the requirements of Permit #04-F13-1560 ("Agreement"). In accordance with the Agreement, the current owner, OCE West Orange, LLC (Owner), completed its closure and long-term care obligations under the closure plan and provided notice to the County.

Orange County issued a letter on March 14, 2025, that the long-term care plan for the landfill has been completed, and the County has determined that there is no current public need for Owner to donate and convey the property to the County. Therefore, the County and Owner desire to terminate the Agreement to Offer Donation of Real Property, as recorded in the Public Records of Orange County Florida as Document 20170274729. This Termination of Agreement will be recorded in the Public Records of Orange County.

Owner to record Agreement and pay all recording fees.

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS

MAY 20 2025

**THIS INSTRUMENT PREPARED BY AND
AFTER RECORDING RETURN TO:**

Baker & Hostetler, LLP
SunTrust Center, Suite 2300
200 South Orange Avenue
Orlando, Florida 32801-3432
Attn: Gregory D. Lee

Property Appraiser's Parcel Identification Number:
29-23-27-0000-00-008

Cross Reference: Doc. #20170274729

EPD Permit #: 04-F13-1560 (FDEP WACS 85524)
Project: OCE West Orange – Closed C&D Debris Disposal
Landfill – Termination Agreement (7902 Avalon Road)

**TERMINATION OF AGREEMENT
TO OFFER DONATION OF REAL PROPERTY
BY AND BETWEEN
ORANGE COUNTY, FLORIDA, AND
OCE WEST ORANGE, LLC**

This Termination of Agreement to Offer Donation of Real Property By and Between Orange County, Florida, and OCE West Orange, LLC (this "**Termination**") is made as of the Termination Date (defined below), by and between **ORANGE COUNTY**, a charter county and political subdivision of the State of Florida (the "**County**") with mailing address of 201 South Rosalind Avenue, Orlando, Florida 32801 and **OCE WEST ORANGE, LLC**, a Florida limited liability company ("**Owner**") with mailing address of 300 N. New York Ave., Winter Park, Florida 32790-1298. The County and Owner are referred to herein as the "**Parties**" and individually as a "**Party**".

RECITALS

A. WHEREAS, the County and Orange County Environmental, LLC ("**OCE**") entered into that certain Agreement to Offer Donation of Real Property By and Between Orange County, Florida, and Orange County Environmental, LLC, dated August 19, 2014 and recorded in the Public Records of Orange County, Florida as Document # 20160522791 (the "**Initial Agreement**") with respect to that certain property described on **Exhibit A** attached hereto and made a part hereof (the "**Property**");

B. WHEREAS, OCE transferred the Property to Owner on January 2, 2015 by virtue of that certain Quit Claim Deed dated January 2, 2015 and recorded in the Public Records of Orange County, Florida as Document # 20150056668 on February 2, 2015;

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C. WHEREAS, Owner became subject to the Initial Agreement as OCE’s successor in interest upon conveyance of the Property and transfer of a related permit (the “**Permit Transfer**”) to the Owner;

D. WHEREAS, as part of the Permit Transfer, the County and Owner entered into that certain Agreement to Offer Donation of Real Property By and Between Orange County, Florida, and OCE West Orange, LLC dated October 26, 2016 and recorded in the Public Records of Orange County, Florida as Document #20170274729 (the “**Agreement**”), which superseded, terminated, and replaced the Initial Agreement;

E. WHEREAS, on March 4, 2025 the State of Florida Department of Environmental Protection, OCE West Orange, LLC and Surf Pools USA, Inc. entered into a Settlement Agreement regarding the closed West Orange Environmental Resources Construction and Demolition Disposal and Recycling Facility, located at 7902 Avalon Road, Winter Garden, in Orange County, Florida (the “**Facility**”), which included: (i) the resolution of certain obligations associated with the long-term care, monitoring, and maintenance of the Facility; and (ii) a requirement to comply with certain corrective actions associated with the Facility – (GC File No. 25-0013, Office of the Central District of Florida) (the “**Settlement Agreement**”).

F. WHEREAS, on March 14, 2025 the County issued a letter determination for the “Completion of Extended Long-Term Care” to Owner approving the Certificate of Completion and stating that the long-term care plan is now being considered complete;

G. WHEREAS, Owner is working with Ocean Sports Development, Inc., a Florida corporation, to redevelop the Property into a surf park that will attract special events and create economic development in the County (“**Development**”);

H. WHEREAS, County has determined there is no current public need for Owner to donate and convey the Property to County;

I. WHEREAS; accordingly, the County and Owner now desire to terminate the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the County and Owner hereby agree as follows:

1. **Defined Terms.** All capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Agreement.

2. **Termination.** Effective as of the date hereof (the “**Termination Date**”), the County acknowledges and agrees that it has rejected the Offer to Donate, the Agreement is hereby

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terminated, and neither Party hereto shall have any further rights, duties, liabilities or obligations thereunder.

3. **Mutual Release.** As of the Termination Date, the obligations, duties and liabilities of the County and Owner, respectively, under the Agreement shall terminate and be of no further force or effect and notwithstanding any terms of the Agreement, no sections or provisions of the Agreement shall survive this Termination. In connection therewith, the County hereby fully releases and forever discharges Owner from all obligations, duties and liabilities arising out of, related to or in connection with the Agreement. Likewise, Owner hereby fully releases and forever discharges the County from all obligations, duties and liabilities arising out of, related to or in connection with the Agreement.

4. **Warranties/Entitlements.** By issuance of this Termination, County makes no warranties or representations that the Property is suitable for the intended Development and Owner agrees that it and its successors and assigns shall abide by all applicable local state and federal rules and regulations for the development of the Property. This Termination in no way should be construed to confer any development entitlements to Owner with respect to the Property.

5. **Successors and Assigns.** This Termination shall be binding upon and inure to the benefit of the Parties hereto and their respective successors and assigns.

6. **Governing Law.** This Termination shall be governed by and construed and interpreted in accordance with the laws of the State of Florida.

7. **Captions.** The captions of this Termination are solely for convenience of reference and shall not affect its interpretation.

8. **Counterparts.** This Termination may be executed and delivered in two (2) counterparts, each of which so executed and delivered shall be deemed to be an original and all of which shall constitute one and the same instrument. Counterparts may be delivered via electronic mail or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.


[Signatures and Exhibit Pages Follow]

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IN WITNESS WHEREOF, the Parties hereto have executed this Termination as of the day and year first above written.



ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: 
Jerry Demings
Orange County Mayor

ATTEST: Phil Diamond, County Comptroller
As Clerk of the Board of County Commissioners

By: 
Print: DAVID ROONEY
Date: 5/20/25

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OCE WEST ORANGE, LLC,
a Florida limited liability company

By: OCE Landfill Management, Inc.
a Florida profit corporation
Its: Manager

By: [Signature]
Ross Johnston, President

Date: 4/18/25

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 18th day of April, 2025, by Ross Johnston, President, OCE Landfill Management, Inc., a Florida profit corporation, as Manager of OCE West Orange, LLC a Florida limited liability company, on behalf of said entities. The individual ☐ is personally known to me or ☒ has produced Florida Drivers license as identification.

(Notary Stamp)

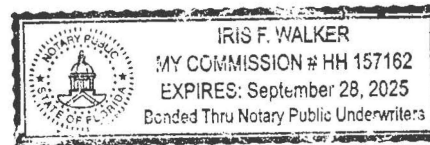
[Signature]
Notary Signature

IRIS F. Walker

Print Notary Name

Notary Public of: State of Florida

My Commission Expires: 09/29/25



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EXHIBIT A

Property Legal Description

THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 23 SOUTH, RANGE 27 EAST, ORANGE COUNTY, FLORIDA, LESS AND EXCEPT COUNTY ROAD RIGHT OF WAY AND THAT PORTION TAKEN IN THE ORDER OF TAKING RECORDED IN BOOK 3666, PAGE 916, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA.

ALSO DESCRIBED AS:

THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 23 SOUTH, RANGE 27 EAST, ORANGE COUNTY, FLORIDA, SUBJECT TO A RIGHT-OF WAY TO THE COUNTY OF ORANGE OVER THE SOUTH SIXTY (60) FEET THEREOF FOR ROAD PURPOSES; AND ALSO A STRIP OF LAND ALONG THE EAST BOUNDARY OF SAID PROPERTY BEING 39.2 FEET WIDE AT THE NORTH END AND 33.28 FEET WIDE AT THE SOUTH END, TO THE COUNTY OF ORANGE FOR ROAD PURPOSES.

AND

THE SOUTH 1/2 OF THE SOUTH 1/2 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 23 SOUTH, RANGE 27 EAST, ORANGE COUNTY, FLORIDA, LESS AND EXCEPT COUNTY ROAD RIGHT OF WAY.

LESS AND EXCEPT:

THAT PART OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 23 SOUTH, RANGE 27 EAST, ORANGE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 23 SOUTH, RANGE 27 EAST, THENCE N00°08'21"W ALONG THE WEST LINE OF SAID SOUTHWEST 1/4 A DISTANCE OF 60.00 FEET TO A POINT OF INTERSECTION WITH THE NORTHERLY RIGHT OF WAY LINE OF SCHOFIELD ROAD AND THE POINT OF BEGINNING; THENCE CONTINUE N00°08'21"W ALONG THE WEST LINE OF SAID SOUTHWEST 1/4 A DISTANCE OF 30.00 FEET; THENCE N86°29'36"E A DISTANCE OF 265.63 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 7692.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 03°07'55" AN ARC DISTANCE OF 420.45 FEET TO A POINT OF INTERSECTION WITH A LINE LYING 116.00 FEET AS MEASURED AT RIGHT ANGLES TO THE SOUTH LINE OF SAID SOUTHWEST 1/4; THENCE N89°37'31"E PARALLEL WITH SAID SOUTH LINE A DISTANCE OF 534.23 FEET; THENCE N44°35'49"E A DISTANCE OF 35.34 FEET; THENCE

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N00°25'52"W A DISTANCE OF 1513.61 FEET TO A POINT OF INTERSECTION WITH THE NORTH LINE OF THE SOUTH 1/2 OF THE SOUTH 1/2 OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 SAID SECTION 29; THENCE N89°42'11"E, ALONG SAID NORTH LINE A DISTANCE OF 54.00 FEET TO THE WESTERLY RIGHT OF WAY OF AVALON ROAD; THENCE S00°25'52"E ALONG SAID RIGHT OF WAY LINE A DISTANCE OF 1594.53 FEET TO A POINT OF INTERSECTION WITH THE SAID NORTHERLY RIGHT OF WAY LINE OF SCHOFIELD ROAD; THENCE S89°37'31"W ALONG SAID NORTHERLY RIGHT OF WAY LINE A DISTANCE OF 1298.89 FEET TO THE POINT OF BEGINNING.