



## Interoffice Memorandum

November 29, 2021

**TO:** Mayor Jerry L. Demings  
-AND-  
County Commissioners

**FROM:** Ed Torres, M.S., P.E., LEED AP, Director  
Utilities Department

A handwritten signature in black ink, appearing to read "Ed Torres", with a long, sweeping horizontal line extending to the right.

**SUBJECT: BCC AGENDA ITEM – Consent Agenda  
December 14, 2021 BCC Meeting  
Hold Harmless and Indemnification Agreement  
(Orangewood (N-9) PD / Parcel 1 PSP / Alta Freedom)  
Contact Person: Lindy A. Wolfe, P.E., LEED AP, Manager  
Utilities Engineering Division  
407-254-9918**

The Applicant, Alta Freedom Owner, LLC, holds fee simple title to and wishes to develop property at 2501 Taft Vineland Road, Orlando, Florida, 32837 (Property). Orange County currently has a temporary utility easement over the Property which will automatically terminate after the Property receives a new plat. The plat will dedicate a new utility easement for the portion of the Property containing utilities which the County will continue to own and maintain. By entering into this Agreement, the Applicant agrees to hold harmless and indemnify the County for, and accept ownership of, the portion of the utilities not included under the new utility easement.

The County Attorney's Office and Risk Management Division reviewed this agreement and find it acceptable as to form. Utilities Department staff recommends approval.

**Action Requested: Approval and execution of Hold Harmless and Indemnification Agreement (Orangewood (N-9) PD / Parcel 1 PSP / Alta Freedom) by and between Alta Freedom Owner, LLC and Orange County.**

**District 4.**

BCC Mtg. Date: Dec. 14, 2021

Instrument prepared by:

Orange County Attorney's Office  
P.O. Box 1393  
Orlando, Florida 32802-1393

Return to:  
Orange County Attorney's Office  
P.O. Box 1393  
Orlando, Florida 32802-1393

**HOLD HARMLESS AND  
INDEMNIFICATION AGREEMENT**

***(Orangewood (N-9) PD / Parcel 1 PSP / Alta Freedom)***

This Hold Harmless and Indemnification Agreement (the “**Agreement**”) is made as of the date of last execution below (the “**Effective Date**”) by and between Alta Freedom Owner, LLC, a Delaware limited liability company, whose address is 3715 Northside Parkway, NW, Suite 4-600, Atlanta, Georgia 30327 (the “**Applicant**”) and Orange County, a charter county and political subdivision of the State of Florida, whose mailing address is c/o Orange County Administrator, P.O. Box 1393, Orlando, Florida 32802 (the “**County**”).

**WITNESSETH:**

**WHEREAS**, the Applicant holds fee simple title to property located at 2501 Taft Vineland Road, Orlando, Florida 32837, which property is more particularly described in **Exhibit “A”** attached hereto and incorporated herein by this reference (the “**Property**”); and

**WHEREAS**, the County owns and maintains public water, wastewater, and reclaimed water infrastructure pursuant to that certain Temporary Utility Easement recorded on August 11, 2021, at Document Number 20210489224, of the Public Records of Orange County, Florida (the “**Temporary Easement**”), which Temporary Easement replaced those certain Utility Easements shown on the Taft-Vineland Business Park plat recorded on October 25, 2006, in Official Records Book 67, Pages 89, 90, and 91, of the Public Records of Orange County, Florida (the “**Original Easements**”), which Original Easements were vacated by the County on July 13, 2021, by that certain Resolution recorded on August 3, 2021, at Document Number 20210470419, of the Public Records of Orange County, Florida; and

**WHEREAS**, the Applicant intends to subdivide the Property by recordation of a subdivision plat (the “**Plat**”) and dedicate a utility easement to the County by virtue of the Plat over the portion of the Property containing the public water, wastewater, and reclaimed water infrastructure that will continue to be owned and maintained by the County (the “**Permanent Easement**”); and

**WHEREAS**, the Temporary Easement will automatically terminate upon recordation of the Plat pursuant to the terms of the Temporary Easement; and

**WHEREAS**, as a result of the vacation of the Original Easements and the anticipated automatic termination of the Temporary Easement, the Applicant desires to assume ownership of, and responsibility for, the portion of the public water, wastewater, and reclaimed water infrastructure located within the portion of the Temporary Easement described in **Exhibit “B”** attached hereto and incorporated herein by this reference (the “**Existing Utilities**”); and

**WHEREAS**, the Applicant has also agreed to release, indemnify, defend, and hold the County harmless from and against any and all claims, suits, judgments, demands, liabilities, damages, costs, and expenses, arising out of or related in any way to, the Existing Utilities.

**NOW, THEREFORE**, in consideration of these premises, the mutual covenants and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Applicant and the County hereby agree as follows:

1. **RECITALS.** The above recitals are true and correct and are hereby incorporated as a material part of this Agreement by this reference.

2. **OWNERSHIP OF EXISTING UTILITIES.** The County hereby conveys the Existing Utilities to the Applicant, and the Applicant hereby accepts ownership of, and responsibility for, the Existing Utilities at its sole cost and expense. As of the Effective Date, the County has no further interest in or liability for the Existing Utilities and the Applicant shall have the unilateral right to operate, maintain, repair, modify and/or remove the Existing Utilities.

3. **HOLD HARMLESS AND INDEMNIFICATION.** The Applicant and its successors, assigns, heirs, grantees, representatives, invitees, and permittees hereby agree to release, indemnify, defend (with legal counsel acceptable to the County), and hold the County, its Board members, officers, employees, contractors, agents, and elected and appointed officials, harmless from and against any and all claims, suits, judgments, demands, liabilities, damages,

costs, and expenses (including but not limited to attorneys' fees, paralegals' fees, consultants' fees and costs at all administrative, pretrial, trial, and appellate levels) of any kind or nature whatsoever, including without limitation damage to property, arising out of or related in any way to, the Existing Utilities, whether arising before or after the Effective Date.

4. **COVENANTS RUNNING WITH THE LAND.** This Agreement shall run with the Property, and shall be binding on all parties having any right, title, or interest in the Property described herein or any portion thereof, their heirs, representatives, successors, and assigns.

5. **AMENDMENT/TERMINATION.** This Agreement may be amended or terminated only by express written instrument approved and executed by the County and the Applicant.

6. **APPLICABLE LAW.** This Agreement and the provisions contained herein shall be construed, controlled, and interpreted according to the laws of the State of Florida.

7. **RECORDATION.** An executed original of this Agreement shall be recorded by the Applicant, at the Applicant's expense, in the Public Records of Orange County, Florida.

*[SIGNATURE PAGES TO FOLLOW]*

Hold Harmless and Indemnification Agreement (Orangewood (N-9) PD / Parcel 1 PSP / Alta Freedom)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective duly authorized representatives on the dates set forth below.



ORANGE COUNTY, FLORIDA

By: Board of County Commissioners

By: *Jerry L. Demings*  
for Jerry L. Demings  
Orange County Mayor

Date: December 14, 2021

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

By: *Katie Smith*  
Deputy Clerk

Print Name: Katie Smith

WITNESSES:

**Alta Freedom Owner, LLC**, a Delaware limited liability company

By: Alta Freedom JV, LLC, a Delaware limited liability company, its sole member and manager

By: WS Freedom, LLC, a Delaware limited liability company, its managing member

By: WP Florida/Washington, LLC, a Delaware limited liability company, its sole member and manager

By: \_\_\_\_\_

Name: Bryan Borland

Title: Vice President

Date: 11/17/21

Nancy Lee Elswick  
Print Name: NANCY LEE ELSWICK

Jonathan P. Huel  
Print Name: Jonathan P. Huel

STATE OF Florida  
COUNTY OF Orange

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 17th day of November, 2021, by Bryan Borland, as Vice President of WP Florida/Washington, LLC, a Delaware limited liability company, as sole member and manager of WS Freedom, LLC, a Delaware limited liability company, as managing member of Alta Freedom JV, LLC, a Delaware limited liability company, as sole member and manager of Alta Freedom Owner, LLC, a Delaware limited liability company who ☐ is personally known to me or ☒ has produced (type of identification)

Fl. Drivers license

as identification.

(NOTARY SEAL)

Nancy Lee Elswick  
Notary Public Signature



Nancy-Lee Elswick  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# GG923699  
Expires 11/18/2023

NANCY LEE ELSWICK  
(Name typed, printed or stamped)

My Commission Expires: 11/18/2023

## **EXHIBIT "A"**

### **LEGAL DESCRIPTION OF THE PROPERTY**

That part of TAFT-BUSINESS PARK according to the plat thereof as recorded in Plat Book 67, Pages 89 through 91 Public Records of Orange County, Florida that was Vacated in Document 20210470419 Public Records of Orange County, Florida and being more particularly Described as follows:

COMMENCE at the Most Northerly corner of TRACT A, TAFT-BUSINESS PARK as recorded in Plat Book 67, Pages 89 through 91 Public Records of Orange County, Florida, thence S38°31'35"W a distance of 378.72 feet along the West boundary of said TRACT A to the Northwest corner of that certain parcel of land vacated in Document 20210470419 Public Records of Orange County, Florida; thence N80°15'52"E a distance of 547.92 feet along the North Boundary of said lands to the beginning of a non-tangent curve concave Northwesterly and having a radius of 40.52 feet; thence from a tangent bearing of N63°44'00"E run Northeasterly 41.98 feet along the arc of said curve and said North boundary of said lands through a central angle of 59°21'47" to the end of said curve; thence N00°09'29"E a distance of 43.44 feet along said North boundary; thence S85°38'26"E a distance of 59.37 feet along said North boundary to the beginning of a tangent curve concave Southwesterly and having a radius of 2226.67 feet and a central angle of 17°26'31"; thence Southeasterly 677.84 feet along the arc of said curve and said North boundary to the end of said curve; thence S68°11'55"E a distance of 92.37 feet along said North boundary to a point on the East boundary of said lands and being the beginning of a tangent curve concave Southwesterly and having a radius of 167.77 feet and a central angle of 67°54'30"; thence Southeasterly 198.85 feet along the arc of said curve and said East boundary to the end of said curve; thence S00°17'25"E a distance of 26.78 feet along said East boundary to a point on the Northerly right of way line of Taft-Vineland Road as described and recorded in Plat Book 46, Page 129 of the Public Records of Orange County, Florida and the South boundary of said lands; thence S89°42'35"W a distance of 237.54 feet along said right of way line and said South boundary to the beginning of a tangent curve concave Southerly and having a radius of 1060.00 feet and a central angle of 10°09'14"; thence Westerly 187.85 feet along the arc of said curve, said right of way line and said South boundary to the end of said curve; thence S79°33'21"W a distance of 450.23 feet along said right of way line and said South boundary to the beginning of a tangent curve concave Southerly and having a radius of 2296.83 feet and a central angle of 07°46'57"; thence Westerly 311.98 feet along the arc of said curve, said right of way line and said South boundary to the end of said curve; thence S71°46'25"W a distance of 249.77 feet along said right of way line and said South boundary to a point on the East right of way line of Amazonas Circle as described and recorded in Plat Book 67, Pages 89 through 91 Public Records of Orange County, Florida and being a point on the West boundary of said lands for the beginning of a tangent curve concave Northeasterly and having a radius of 39.00 feet and a central angle of 90°00'00"; thence Northwesterly 61.26 feet along the arc of said curve, said right of way line and said West boundary to the end of said

curve; thence N18°13'35"W a distance of 89.10 feet along said right of way line and said West boundary to the beginning of a tangent curve concave Southeasterly and having a radius of 22.00 feet and a central angle of 37°13'35"; thence Northerly 14.29 feet along the arc of said curve, said right of way line and said West boundary to the end of said curve; thence N19°00'00"E a distance of 22.27 feet along said right of way line and said West boundary; thence N71°00'00"W a distance of 50.00 feet along said right of way line and said West boundary to a point on the East boundary of LOT 1 of the aforesaid TAFT-BUSINESS PARK; thence N56°30'10"W a distance of 51.64 feet along said East boundary of LOT 1 and said West boundary of said lands to the Southwest corner of said LOT 5 of said TAFT-BUSINESS PARK'; thence N19°00'00"E a distance of 280.00 feet along the West boundary of said LOT 5 said West boundary; thence N38°31'35"E a distance of 7.11 feet along the West boundary of said LOT 5 and said West boundary to the Point of Beginning;

CONTAINING: 12.669 acres, more or less.



# Exhibit B

## Existing Utilities

### SKETCH OF DESCRIPTION SEE SHEETS 2 AND 3 FOR SKETCH DESCRIPTION

That part of TAFT-BUSINESS PARK according to the plot thereof as recorded in Plat Book 67, Pages 89 through 91 Public Records of Orange County, Florida that was Voted in Document 20210470419 Public Records of Orange County, Florida and being more particularly Described as follows:

COMMENCE at the Northerly most corner of Lot 1, TAFT-VINELAND BUSINESS PARK as recorded in Plat Book 67, Pages 89 through 91 of the Public Records of Orange County, Florida thence South 56 degrees 30 minutes 10 seconds East 41.32 feet along the East boundary of said LOT 1 to the POINT OF BEGINNING; thence North 19 degrees 00 minutes 00 seconds East 80.93 feet to the beginning of a tangent curve concave Southeasterly and having a radius of 82.00 feet and a central angle of 61 degrees 15 minutes 52 seconds; thence Northeasterly 87.68 feet along the arc of said curve to the end of said curve; thence North 80 degrees 15 minutes 52 seconds East 517.95 feet to the beginning of a tangent curve concave Southwesterly and having a radius of 82.00 feet and a central angle of 89 degrees 28 minutes 44 seconds; thence Southeasterly 128.06 feet along the arc of said curve to the end of said curve; thence South 10 degrees 15 minutes 24 seconds East 116.00 feet to the beginning of a tangent curve concave Northeasterly and having a radius of 29.00 feet and a central angle of 90 degrees 11 minutes 17 seconds; thence Southeasterly 45.65 feet along the arc of said curve to the end of said curve; thence South 79 degrees 33 minutes 21 seconds West 48.96 feet; thence North 10 degrees 26 minutes 39 seconds West 46.15 feet; thence South 80 degrees 15 minutes 52 seconds West 30.00 feet; thence South 10 degrees 26 minutes 39 seconds East 46.52 feet; thence South 79 degrees 33 minutes 21 seconds West 8.90 feet to the beginning of a tangent curve concave Southerly and having a radius of 2306.83 feet and a central angle of 00 degrees 59 minutes 05 seconds; thence Westerly 39.65 feet along the arc of said curve to the end of said curve and the beginning of a non-tangent curve concave Northwesterly and having a radius of 29.00 feet; thence from a tangent bearing of North 78 degrees 34 minutes 17 seconds East, Northerly 44.96 feet along the arc of said curve to the end of said curve; thence North 10 degrees 15 minutes 24 seconds West 116.77 feet to the beginning of a tangent curve concave Southwesterly and having a radius of 12.00 feet and a central angle of 89 degrees 28 minutes 44 seconds; thence Northwesterly 18.74 feet along the arc of said curve to the end of said curve; thence South 80 degrees 15 minutes 52 seconds West 517.95 feet to the beginning of a tangent curve concave Southeasterly and having a radius of 12.00 feet and a central angle of 61 degrees 15 minutes 52 seconds; thence Southwesterly 12.83 feet along the arc of said curve to the end of said curve; thence South 19 degrees 00 minutes 00 seconds West 105.79 feet to the beginning of a tangent curve concave Easterly and having a radius of 12.00 feet and a central angle of 37 degrees 13 minutes 35 seconds; thence Southerly 7.80 feet along the arc of said curve to the end of said curve; thence South 18 degrees 13 minutes 35 seconds East 89.10 feet to the beginning of a tangent curve concave Easterly and having a radius of 29.00 feet and a central angle of 27 degrees 19 minutes 18 seconds; thence Southerly 13.83 feet along the arc of said curve to the end of said curve; thence South 44 degrees 27 minutes 07 seconds West 10.00 feet to a point on the East right of way line of Amazonas Circle as described in the oforesaid TAFT-BUSINESS PARK, said point being the beginning of a non-tangent curve concave Easterly and having a radius of 39.00 feet; thence from a tangent bearing of North 45 degrees 32 minutes 53 seconds West, Northerly 18.60 feet along the arc of said curve and said right of way line to the end of said curve; thence North 18 degrees 13 minutes 35 seconds West 89.10 feet along said right of way line to the beginning of a tangent curve concave Easterly and having a radius of 22.00 feet and a central angle of 37 degrees 13 minutes 35 seconds; thence Northerly 14.29 feet along the arc of said curve and said right of way line to the end of said curve; thence North 19 degrees 00 minutes 00 seconds East 22.27 feet along said right of way line; thence North 71 degrees 00 minutes 00 seconds West 50.00 feet along said right of way line to a point on the East boundary of the oforesaid Lot 1; thence North 56 degrees 30 minutes 10 seconds West 10.33 feet along said East boundary to the Point of Beginning.

CONTAINING: 1.406 acres, more or less.

#### NOTES

1. THIS IS NOT A SURVEY
2. This Sketch represents the Description prepared by JONES, WOOD and GENTRY, INC. per client's instruction and does not indicate ownership.
3. Bearings shown hereon are based on the Northerly right of way line of Taft-Vineland Road as bearing S79°33'21"W, per plat.

IT IS CERTIFIED THAT THE SKETCH REPRESENTED HEREON WAS MADE UNDER MY RESPONSIBLE CHARGE AND MEETS THE STANDARDS OF PRACTICE SET FORTH BY THE FLORIDA BOARD OF PROFESSIONAL SURVEYORS AND MAPPERS IN RULE 5J-17, FLORIDA ADMINISTRATIVE CODE, PURSUANT TO CHAPTER 472 FLORIDA STATUTES. UNLESS IT BEARS THE SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER THIS DRAWING, SKETCH, PLAT OR MAP/REPORT IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT VALID.

FOR: **WOOD PARTNERS**

DATE: 10-20-21 DRAWN BY: DGJ

NOT VALID WITHOUT SIGNATURE AND THE ORIGINAL RAISED SEAL OF A FLORIDA LICENSED SURVEYOR AND MAPPER

DANIEL E. GENTRY JR., Florida Registration Number 5047

**JONES, WOOD & GENTRY, INC.**

PROFESSIONAL SURVEYORS AND MAPPERS - LB1

9645 EAST COLONIAL DRIVE

SUITE 114

ORLANDO, FLORIDA, 32817

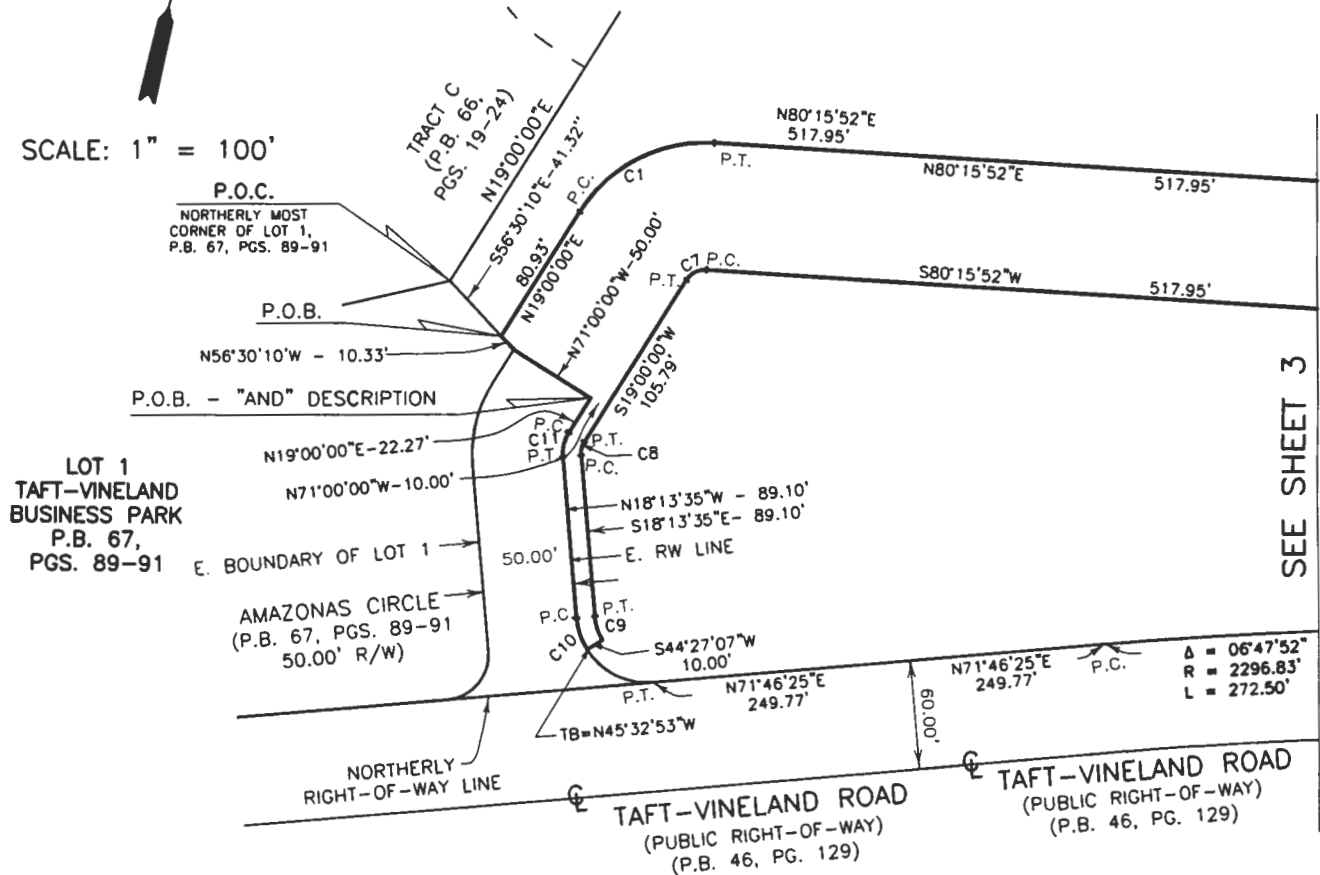
407-898-7780

JOB NO. 29270 Sheet 1 of 3 Sheets  
29270\_HOLD HARMLESS.DWG

# SKETCH OF DESCRIPTION SEE SHEETS 1 AND 2 FOR DESCRIPTION



SCALE: 1" = 100'



## LEGEND

Δ = CENTRAL ANGLE  
R = RADIUS  
L = ARC LENGTH  
CH = CHORD DISTANCE  
CB = CHORD BEARING  
TB = TANGENT BEARING  
C = CENTERLINE  
O.R.B. = OFFICIAL RECORDS BOOK  
P.B. = PLAT BOOK  
PG(S). = PAGE(S)  
P.O.C. = POINT OF COMMENCEMENT  
P.O.B. = POINT OF BEGINNING  
P.C. = POINT OF CURVATURE  
P.T. = POINT OF TANGENCY  
NT = NON TANGENT  
R/W = RIGHT OF WAY

## CURVE TABLE

| NAME | DELTA     | RADIUS   | LENGTH  | CHORD   | CHORD BEARING |
|------|-----------|----------|---------|---------|---------------|
| C1   | 61°15'52" | 82.00'   | 87.68'  | 83.56'  | N49°37'56"E   |
| C2   | 89°28'44" | 82.00'   | 128.06' | 115.44' | S54°59'46"E   |
| C3   | 90°11'17" | 29.00'   | 45.65'  | 41.08'  | S55°25'08"E   |
| C4   | 00°59'05" | 2306.83' | 39.65'  | 39.65'  | S79°03'49"W   |
| C5   | 88°49'41" | 29.00'   | 44.96'  | 40.59'  | N34°09'26"E   |
| C6   | 89°28'44" | 12.00'   | 18.74'  | 16.89'  | N54°59'46"W   |
| C7   | 61°15'52" | 12.00'   | 12.83'  | 12.23'  | S49°37'56"W   |
| C8   | 37°13'35" | 12.00'   | 7.80'   | 7.66'   | S00°23'13"W   |
| C9   | 27°19'18" | 29.00'   | 13.83'  | 13.70'  | S31°53'14"E   |
| C10  | 27°19'18" | 39.00'   | 18.60'  | 18.42'  | N31°53'14"W   |
| C11  | 37°13'35" | 22.00'   | 14.29'  | 14.04'  | N00°23'13"E   |

FOR: WOOD PARTNERS

DATE: 10-20-2021

DRAWN BY: DGJ

JOB NO. 29270 Sheet 2 of 3 Sheets  
29270\_HOLD HARMLESS.DWG

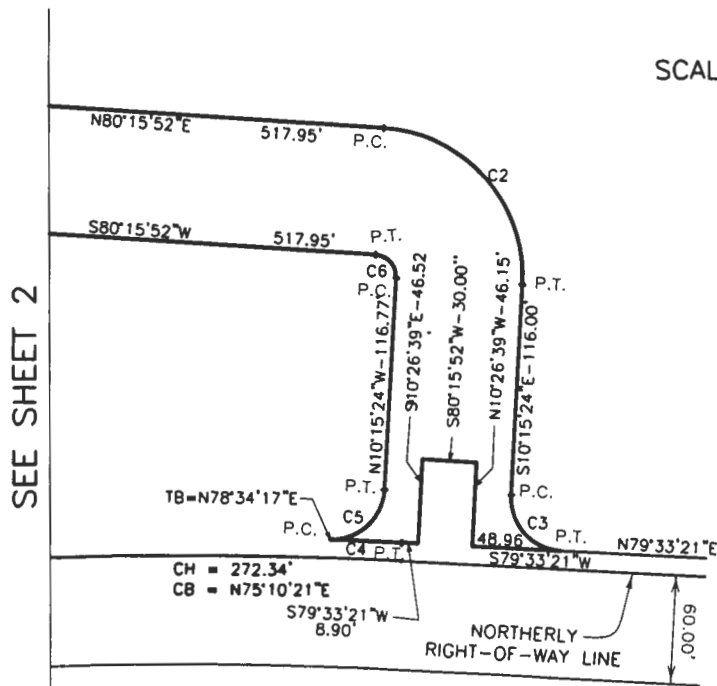
**JONES, WOOD & GENTRY, INC.**  
PROFESSIONAL SURVEYORS AND MAPPERS - LB1  
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# SKETCH OF DESCRIPTION

SEE SHEETS 1 AND 2 FOR DESCRIPTION



SCALE: 1" = 100'



CURVE TABLE

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| C10  | 27°19'18" | 39.00'   | 18.60'  | 18.42'  | N31°53'14"W   |
| C11  | 37°13'35" | 22.00'   | 14.29'  | 14.04'  | N00°23'13"E   |

## LEGEND

|        |   |                       |
|--------|---|-----------------------|
| Δ      | = | CENTRAL ANGLE         |
| R      | = | RADIUS                |
| L      | = | ARC LENGTH            |
| CH     | = | CHORD DISTANCE        |
| CB     | = | CHORD BEARING         |
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| P.T.   | = | POINT OF TANGENCY     |
| NT     | = | NON TANGENT           |
| R/W    | = | RIGHT OF WAY          |

FOR: WOOD PARTNERS

DATE: 10-20-2021

DRAWN BY: DGJ

JOB NO. 29270 Sheet 3 of 3 Sheets  
29270\_HOLD HARMLESS.DWG

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