



Interoffice Memorandum

AGENDA ITEM

May 27, 2021

TO: Mayor Jerry L. Demings
—AND—
County Commissioners

FROM: Jon V. Weiss, P.E., Chairman
Roadway Agreement Committee

SUBJECT: July 13, 2021 – Consent Item
First Amendment to Escrow Agreement for Hamlin West Road
Network Agreement

The Roadway Agreement Committee has reviewed the First Amendment to Escrow Agreement for Hamlin West Road Network Agreement (the "Escrow Agreement") by and among Hamlin Retail Partners West, LLC, Carter-Orange 45 SR 429 Land Trust, Shutts & Bowen, LLP and Orange County to amend the terms of the Escrow Agreement for Hamlin West Road Network Agreement approved by the Board on October 18, 2016. The First Amendment provides additional flexibility to the County to direct the Escrow Agent to disburse Escrowed Funds to either (i) to the County, or (ii) into the Escrow Account established for Town Center West (Silverleaf) Road Network Agreement.

The Roadway Agreement Committee recommended approval of the Agreement on May 5, 2021. The Specific Project Expenditure Report and Relationship Disclosure Forms are on file with the Transportation Planning Division.

If you have any questions, please feel free to contact me at 407-836-5393.

ACTION REQUESTED: Approval and execution of First Amendment to Escrow Agreement for Hamlin West Road Network Agreement by and among Hamlin Retail Partners West, LLC, Carter-Orange 45 SR 429 Land Trust, Orange County, and Shutts & Bowen, LLP to provide flexibility for the County on where to direct the Escrow Agent to disburse escrowed funds. District 1

JVW/tc/ep
Attachment

BCC Mtg. Date: July 13, 2021

FIRST AMENDMENT TO ESCROW AGREEMENT
for

HAMLIN WEST
ROAD NETWORK AGREEMENT

THIS FIRST AMENDMENT TO ESCROW AGREEMENT (the “**First Amendment**”) is made and entered into as of the date of the latest execution hereof (the “**Effective Date**”), by and among **HAMLIN RETAIL PARTNERS WEST, LLC**, a Florida limited liability company (“**Hamlin Retail Partners**”), **CARTER-ORANGE 45 SR 429 LAND TRUST** (“**Carter**”), **ORANGE COUNTY**, a charter county and political subdivision of the State of Florida (“**County**”) and **SHUTTS & BOWEN, LLP**, a Florida limited liability partnership (“**Escrow Agent**”).

W I T N E S S E T H:

WHEREAS, Hamlin Retail Partners, Carter, County and Escrow Agent entered into that certain Escrow Agreement for Hamlin West Road Network Agreement dated October 18, 2016 (the “**Escrow Agreement**”); and

WHEREAS, the parties desire to amend the Escrow Agreement in accordance with the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto represent, warrant, covenant, and agree as follows:

1. **Recitals; Defined Terms.** The recitals set forth above are true and correct and incorporated herein by this reference. All capitalized terms not otherwise defined in this First Amendment shall have the meanings ascribed to them in the Escrow Agreement.

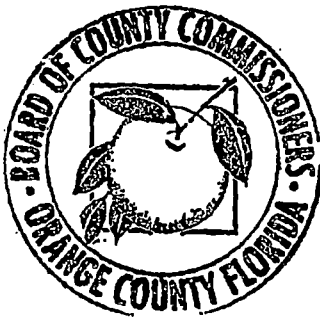
2. **Amendment to Paragraph 5 of Escrow Agreement.** Paragraph 5 of the Escrow Agreement entitled “Release of Escrowed Funds to County” is hereby amended in its entirety to read as follows:

“5. **Release of Escrowed Funds.** In the event construction of Improvements is not commenced within two (2) years after the Effective Date of this Escrow Agreement, County may, at its sole discretion, direct Escrow Agent to disburse all Escrowed Funds either (i) to County, or (ii) into the Escrow Account established in accordance with the Escrow Agreement for Town Center West (Silverleaf) Road Network Agreement, i.e. the “Silverleaf Escrow Agreement”, dated September 1, 2020, for such uses and purposes as set forth in the Silverleaf Escrow Agreement as may be thereafter amended.”

First Amendment to Escrow Agreement for
Hamlin West Road Network Agreement (2021)
Hamlin Retail Partners West, LLC and Carter-Orange 45 SR 429 Land Trust
Project: New Independence Parkway and C.R. 545/Avalon Road

3. **Ratification.** In all other respects the Escrow Agreement shall remain unchanged and in full force and effect.

WHEREFORE, the parties have executed this First Amendment as of the date set forth below.



"COUNTY"

ORANGE COUNTY, FLORIDA

By: Board of County Commissioners

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

Execution Date: July 13, 2021

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

By: *Katie Smith*
Deputy Clerk


Print: **Katie Smith**

First Amendment to Escrow Agreement for
Hamlin West Road Network Agreement (2021)
Hamlin Retail Partners West, LLC and Carter-Orange 45 SR 429 Land Trust
Project: New Independence Parkway and C.R. 545/Avalon Road

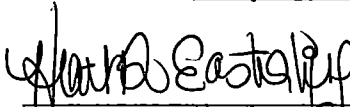
Signed, sealed and delivered in the presence of: **"HAMLIN RETAIL PARTNERS"**

HAMLIN RETAIL PARTNERS WEST, LLC, a Florida limited liability company

By: BK Hamlin Retail Partners West, LLC, a Florida limited liability company, its Manager


Print Name: T.J. Schwaes

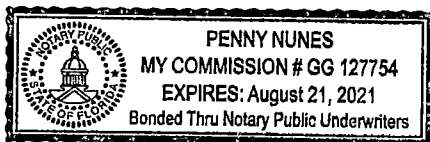
By: 
Scott T. Boyd, Manager

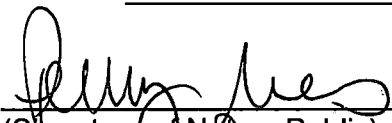

Print Name: Heather Eukerting

Execution Date: 5/19/21

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to, subscribed and acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 19th day of May, 2021 by Scott T. Boyd, Manager of BK Hamlin Retail Partners West, a Florida limited liability company, Manager of **HAMLIN RETAIL PARTNERS WEST, LLC**, a Florida limited liability company, on behalf of the company. He is ☒ personally known to me, or ☐ has produced _____ as identification.




(Signature of Notary Public)
Print Name: Penny Nunes
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

First Amendment to Escrow Agreement for
Hamlin West Road Network Agreement (2021)
Hamlin Retail Partners West, LLC and Carter-Orange 45 SR 429 Land Trust
Project: New Independence Parkway and C.R. 545/Avalon Road

Signed, sealed and delivered in the
presence of:

Emily Brown
Print Name: Emily Brown
Laurie M. Perez
Print Name: LAURIE PEREZ

"CARTER"

CARTER-ORANGE 45 SR 429 LAND
TRUST

By: [Signature]
Daryl Carter, Trustee

Execution Date: 5-19-2021

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to, subscribed and acknowledged before
me by means of ☒ physical presence or ☐ online notarization, this 19th day of
May, 2021 by Daryl Carter, Trustee of CARTER-ORANGE 45 SR 429
LAND TRUST, on behalf of the company. He is ☒ personally known to me, or
☐ has produced _____ as identification.



Laurie M. Perez
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG281322
Expires 12/3/2022

Laurie M. Perez
(Signature of Notary Public)
Print Name: LAURIE PEREZ
Notary Public, State of Florida
Commission No.: GG281322
My Commission Expires: 12/3/2022

First Amendment to Escrow Agreement for
Hamlin West Road Network Agreement (2021)
Hamlin Retail Partners West, LLC and Carter-Orange 45 SR 429 Land Trust
Project: New Independence Parkway and C.R. 545/Avalon Road

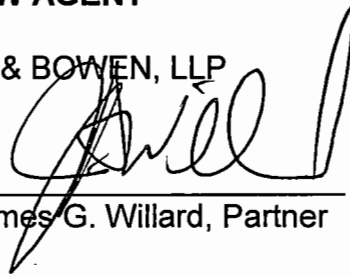
Signed, sealed, and delivered
in the presence of:


Print Name: Serena M. Williams


Print Name: Janice B. Altman

"ESCROW AGENT"

SHUTTS & BOWEN, LLP

By: 
James G. Willard, Partner

Execution Date: 5/19/21

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to, subscribed and acknowledged before
me by means of ☒ physical presence or ☐ online notarization, this 19th day of
May, 2021 by James G. Willard, Partner of Shutts & Bowen, LLP, on behalf
of the partnership. He is ☒ personally known to me, or ☐ has produced
_____ as identification.


(Signature of Notary Public)

Print Name: _____

Notary Public, State of Florida

Commission No.: _____

My Commission Expires: _____



SERENA M. WILLIAMS
Commission # GG 316007
Expires April 14, 2023
Bonded Thru Budget Notary Services