



Interoffice Memorandum

AGENDA ITEM

September 13, 2021

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

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

SUBJECT: October 12, 2021 – Consent Item
First Amendment to Proportionate Share Agreement for
Restaurant at Hamlin NEC Avalon Road/CR 545

The Roadway Agreement Committee has reviewed the First Amendment to Proportionate Share Agreement for Restaurant at Hamlin NEC Avalon Road/CR 545 ("First Amendment") by and among Hamlin Retail Partners East NEC, LLC and Orange County to amend the Proportionate Share Agreement for Restaurant at Hamlin NEC which was approved by the Board on February 26, 2019 and recorded as Document #20190135876.

The First Amendment serves to update the Tax Parcel Identification Number and to replace the Exhibit A Project Location Map and Exhibit B Legal Description and apply the Proportionate Share Payment from the prior Parcel Identification Number to the revised Parcel Identification Number.

The Roadway Agreement Committee recommended approval on September 1, 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 Proportionate Share Agreement for Restaurant at Hamlin NEC Avalon Road/CR 545 by and among Hamlin Retail Partners East NEC, LLC and Orange County to update the Parcel Identification number, replace two exhibits and apply the funds paid from the prior Parcel Identification Number to the revised Parcel Identification Number. District 1

JVW/HEGB/fb
Attachment

BCC Mtg. Date: October 12, 2021

PREPARED BY AND RETURN TO:

**JAMES G. WILLARD, ESQUIRE
SHUTTS & BOWEN LLP
300 SOUTH ORANGE AVENUE, SUITE 1600
ORLANDO, FLORIDA 32801**

Tax Parcel I.D. Number 21-23-27-2719-01-004

**FIRST AMENDMENT TO PROPORTIONATE SHARE
AGREEMENT FOR RESTAURANT AT HAMLIN NEC
AVALON ROAD/CR 545**

THIS FIRST AMENDMENT TO PROPORTIONATE SHARE AGREEMENT FOR RESTAURANT AT HAMLIN NEC AVALON ROAD/CR 545 (the “**First Amendment**”), is effective as of the 2nd day of August, 2021 (the “**Effective Date**”), and is made and entered into by and among **HAMLIN RETAIL PARTNERS EAST NEC, LLC**, a Florida limited liability company (the “**Owner**”), and **ORANGE COUNTY**, a charter county and political subdivision of the State of Florida (“**County**”).

WHEREAS, Owner is the fee simple owner to certain real property, as generally depicted on **Exhibit “A”** and more particularly described on **Exhibit “B”**, both of which are attached hereto and incorporated herein by this reference (collectively, the “**Property**”); and

WHEREAS, County and Hamlin Retail Partners East, LLC entered into that certain Proportionate Share Agreement for Restaurant at Hamlin NEC Avalon Road/CR 545, dated February 26, 2019 and recorded March 6, 2019 in Document #20190135876, in the Public Records of Orange County, Florida (the “**Prop Share Agreement**”); and

WHEREAS, the Property was subsequently conveyed by Hamlin Retail Partners East, LLC to Owner; and

WHEREAS, in accordance with Section 2 of the Prop Share Agreement, Owner delivered its PS Payment in the amount of Fourteen Thousand One Hundred Twenty-Nine and 00/100 Dollars (\$14,129.00) to the Escrow Agent on April 30, 2019.

WHEREAS, Owner and County now wish to amend the Prop Share Agreement to update the Tax Parcel I.D. number of the property, to replace Exhibit “A” and Exhibit “B” attached to the Prop Share Agreement, and to apply the PS Payment to the updated Tax Parcel I.D. Number.

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein contained, Owner and County do hereby amend the Prop Share Agreement as follows:

1. **Recitals; Defined Terms.** The foregoing recitals are true and correct and are incorporated herein by reference. All capitalized terms used herein not otherwise defined or

amended by this First Amendment shall have the meanings ascribed to them in the Prop Share Agreement.

2. Tax Parcel I.D. Number. The Tax Parcel I.D. Number listed in the Prop Share Agreement is hereby deleted in its entirety and replaced with the following: Tax Parcel I.D. #21-23-27-2719-01-004.

3. Application of PS Payment. The PS Payment previously delivered to the Escrow Agent and applied to Tax Parcel I.D. #21-23-27-2719-01-000, is hereby to be wholly applicable to Tax Parcel I.D. #21-23-27-2719-01-004.

4. Exhibits. Exhibit "A" and Exhibit "B" of the Prop Share Agreement are hereby deleted in their entirety and replaced with Exhibit "A" and Exhibit "B", attached hereto.

5. Effect of Amendment. Except as modified in this First Amendment, there are no changes to the Prop Share Agreement and the Prop Share Agreement, as herein modified, remains in full force and effect as of the date hereof and is hereby ratified by the parties in all respects. The execution, delivery and effectiveness of this First Amendment shall not operate as a waiver of any right, power or remedy of either party for any default under the Prop Share Agreement, nor constitute a waiver of any provision of the Prop Share Agreement, except as expressly set forth herein.

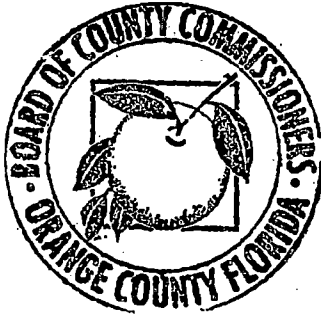
[SIGNATURES CONTAINED ON THE FOLLOWING PAGES]

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

"COUNTY"

ORANGE COUNTY, FLORIDA

By: Board of County Commissioners



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

Date: October 12, 2021

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

By: *Katie Smith*
Deputy Clerk

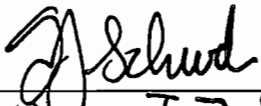
Print Name: Katie Smith

"OWNER"

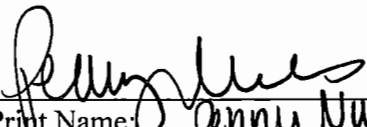
**HAMLIN RETAIL PARTNERS EAST
NEC, LLC**, a Florida limited liability company


Signed, sealed and delivered
in the presence of:

By: HRPE Holding Company, LLC,
a Florida limited liability company,
as Sole Member


Print Name: T.J. Schwab

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

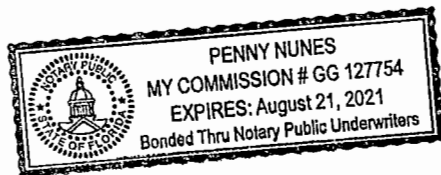

Print Name: Penny Nunes

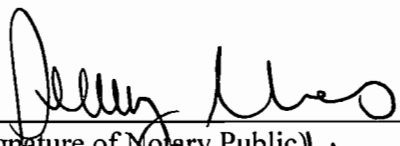
By: 
Scott T. Boyd, Manager

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me by means of ☒ physical presence
or ☐ online notarization, this 2nd day of August, 2021 by Scott T. Boyd, as manager
of BK Hamlin Retail Partners East, LLC, a Florida limited liability company, the Manager of
HRPE Holding Company, LLC a Florida limited liability company, the Sole Member of **HAMLIN
RETAIL PARTNERS EAST NEC, 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: 8/21/21

PROJECT LOCATION MAP

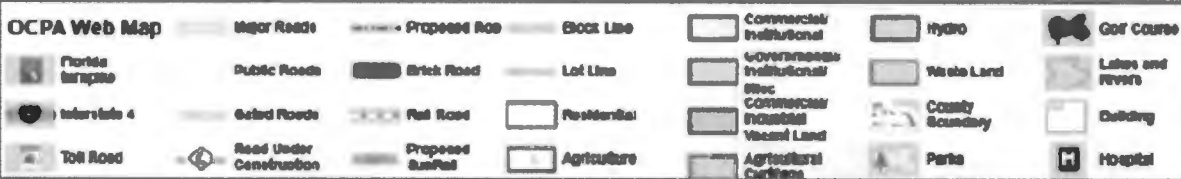


EXHIBIT "B"

LEGAL DESCRIPTION

A parcel of land comprising a portion of Lot 1, HAMLIN EAST as recorded in Plat Book 97, Pages 64 through 67 of the Public Records of Orange County, Florida.

Being more particularly described as follows:

COMMENCE at the Southwest corner of said Lot 1 also being a point on the Northerly right-of-way line of New Independence Parkway according to Official Records Book 10416, Page 5782 of said Public Records; thence run North 89°42'03" East along the South line of said Lot 2 and said Northerly right-of-way line for a distance of 300.31 feet to the POINT OF BEGINNING; thence departing the South line of said Lot 1 and said Northerly right-of-way line run North 00°17'57" West for a distance of 277.44 feet; thence run North 89°42'03" East for a distance of 285.11 feet; thence run South 00°17'57" East for a distance of 277.44 feet to a point on the South line of said Lot 1 and said Northerly right-of-way line; thence run South 89°42'03" West along the South line of said Lot 1 and said Northerly right-of-way line for a distance of 285.11 feet to the POINT OF BEGINNING.

Containing 79,102 square feet or 1.82 acres, more or less.