

PREPARED BY AND RETURN TO:

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MILLENNIA DRI
FOURTH AMENDMENT TO THIRD AMENDED AND RESTATED
DEVELOPMENT ORDER

WHEREAS, the City of Orlando, a municipality incorporated under the laws of the State of Florida (the “**City**”) previously adopted a Development Order for the Millenia Development of Regional Impact (the “**Millenia DRI**”) by virtue of the following instruments:

- Original Development Order dated July 14, 1992;
- Amended and Restated Development Order dated December 19, 1994;
- Second Amended and Restated Development Order dated September 28, 1998;
- Third Amended and Restated Development Order dated November 15, 2005;
- First Amendment to Third Amended and Restated Development Order dated August 20, 2007;
- Second Amendment to Third Amended and Restated Development Order dated July 8, 2013, recorded at Official Records Book 10605, Page 7474, Public Records of Orange County, Florida.
- Third Amendment to Third Amended and Restated Development Order dated December 9, 2013 and recorded at Official Records Book 10711, Page 4875, Public Records of Orange County, Florida.

All of the foregoing are collectively referred to as the “**Existing Development Order**”; and

WHEREAS, Adventist Health System/Sunbelt, Inc., a Florida not-for-profit corporation (“**Applicant**”) owns that certain property identified as portions of Parcels L and M of the Millenia DRI and more particularly described in the attached **Exhibit “A”** (the “**Property**”); and

WHEREAS, Applicant desires to (i) expand the permitted land use of the Property to accommodate potential conversion of the originally designated Office use to Retail, Hotel and Residential use pursuant to the Land Use Equivalency Matrix set forth in **Exhibit “D”** to the Existing Development Order, and (ii) extend the buildout date of the Existing Development Order by five (5) years, i.e. from December 31, 2015 to December 30, 2020; and

WHEREAS, the original Millenia DRI Master Developer, Orlando Southwest Partners, a Florida general partnership, by and through its successor, Schrimsher Land Fund VII, Ltd., a Florida limited partnership, has consented to the change in use for the Property and such other changes as are reflected in this amendment to the Existing Development Order; and

WHEREAS, the changes proposed by the Applicant constitute a minor amendment under Section 380.06(19)(e)(2)(k), Florida Statutes, which do not require a Notice of Proposed Change; and

WHEREAS, all required public hearings have been duly noticed and held.

NOW THEREFORE, in consideration of the premises, the City of Orlando does hereby agree to amend the Existing Development Order as follows:

1. Exhibit “C” to the Existing Development Order is hereby replaced and superseded in its entirety by the revised Exhibit “C” attached hereto.
2. Exhibit “D” to the Existing Development Order is hereby replaced and superseded in its entirety by the revised Exhibit “D” attached hereto.
3. The first sentence of Article V, “Compliance Dates”, of the Existing Development Order is hereby amended to read as follows:

“The right to develop subject to the terms, general provisions and conditions of the Development Order shall terminate on December 30, 2020.”

Other than as hereby amended, the Existing Development Order shall remain unchanged and in full force and effect.

WHEREFORE, the City of Orlando has issued this Fourth Amendment to the Third Amended and Restated Development Order as of this ___ day of _____, 2015.

CITY OF ORLANDO

ATTEST:

By: _____
Mayor

City Clerk

APPROVED AS TO FORM AND LEGALITY
for use and reliance by the City of Orlando,
Florida, only

City Attorney
Orlando, Florida

_____, 2015

APPLICANT:

ADVENTIST HEALTH SYSTEM/SUNBELT,
INC., a Florida not-for profit corporation

By: _____
Its: _____

STATE OF FLORIDA
COUNTY OF ORANGE

PERSONALLY APPEARED before me, the undersigned authority,
_____, as _____ of ADVENTIST HEALTH SYSTEM/SUNBELT,
INC., a Florida not-for-profit corporation, and who is personally known to me or who produced a
driver's license as identification, and he acknowledged before me that he executed the foregoing
instrument on behalf of ADVENTIST HEALTH SYSTEM/SUNBELT, INC., as a true act and
deed, and that he was authorized so to do.

WITNESS my hand and official seal this _____ day of _____, 2015.

Notary Public: State of Florida
Print Name: _____
My Commission expires: _____
(Affix Notary Stamp or Seal)

This Amendment is joined in and consented to by Schrimsher Land Fund VII, Ltd., a Florida limited partnership, as successor in interest to Orlando Southwest Partners, a Florida general partnership as original master developer for the Millenia DRI.

SCHRIMSHER LAND FUND VII, LTD.,
a Florida limited partnership, as Administrative
General Partner

By: JSS of Orlando, Inc., a Florida
corporation, General Partner

By: _____
J. Steven Schrimsher, President

STATE OF FLORIDA
COUNTY OF ORANGE

PERSONALLY APPEARED before me, the undersigned authority, J. STEVEN SCHRIMSHER, as President of JSS of Orlando, Inc., a Florida corporation, General Partner of SCHRIMSHER LAND FUND VII, LTD., a Florida limited partnership, and who is personally known to me or who produced a driver's license as identification, and he acknowledged before me that he executed the foregoing instrument on behalf of SCHRIMSHER LAND FUND VII, LTD., as a true act and deed, and that he was authorized so to do.

WITNESS my hand and official seal this _____ day of _____, 2015.

Notary Public: State of Florida
Print Name: _____
My Commission expires: _____
(Affix Notary Stamp or Seal)

PROPERTY

PARCEL L:

THAT PART OF SECTION 17, TOWNSHIP 23 SOUTH, RANGE 29 EAST, ORANGE COUNTY, FLORIDA DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 17; THENCE RUN N 89°32'35" E ALONG THE SOUTH LINE OF THE NORTHWEST 1/4 OF SAID SECTION 17 FOR A DISTANCE OF 232.28 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF ORLANDO-VINELAND ROAD AS RECORDED IN DEED BOOK 375, PAGE 539, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE RUN N 33°55'11" E ALONG SAID EAST RIGHT-OF-WAY LINE FOR A DISTANCE OF 752.75 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N 33°55'11" E ALONG SAID EAST RIGHT-OF-WAY LINE FOR A DISTANCE OF 799.60 FEET; THENCE S 56°04'15" E A DISTANCE OF 485.33 FEET TO THE WESTERLY RIGHT-OF-WAY LINE OF INTERSTATE NO. 4 AS RECORDED IN OFFICIAL RECORDS BOOK 5578, PAGE 2643 OF SAID PUBLIC RECORDS, SAID POINT LYING ON A NON-TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 7545.44 FEET AND A CHORD BEARING OF S 40°25'53" W; THENCE RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND SAID WESTERLY RIGHT-OF-WAY LINE THROUGH A CENTRAL ANGLE OF 03°07'45" FOR AN ARC DISTANCE OF 412.08 TO THE POINT OF TANGENCY; THENCE S 41°59'45" W A DISTANCE OF 231.56 FEET; THENCE N 48°00'15" W A DISTANCE OF 130.10 FEET; THENCE S 41°59'45" W A DISTANCE OF 190.34 FEET; THENCE N 53°57'29" W A DISTANCE OF 250.69 FEET; TO THE POINT OF BEGINNING.

ALSO KNOWN AS LOT 2, LEGACY POINT PHASE 1, ACCORDING TO THE PLAT THEREOF AS IN RECORDED PLAT BOOK 41, PAGES 77 AND 78, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA.

AND:

THAT PART OF SECTION 17, TOWNSHIP 23 SOUTH, RANGE 29 EAST, ORANGE COUNTY, FLORIDA DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 17; THENCE RUN NORTH 89°32'35" EAST ALONG THE SOUTH LINE OF THE NORTHWEST 1/4 OF SAID SECTION 17 FOR A DISTANCE OF 232.28 FEET TO A POINT ON THE EAST RIGHT-OF-WAY LINE OF ORLANDO-VINELAND ROAD AS RECORDED IN DEED BOOK 375, PAGE 539, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE RUN NORTH 33°55'11" EAST ALONG SAID EAST RIGHT-OF-WAY LINE FOR A DISTANCE OF 1552.35 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH 33°55'11" EAST FOR 317.85 FEET TO THE WESTERLY LINE OF SHINGLE CREEK AS RECORDED IN MINUTE BOOK 39, PAGE 663 OF SAID PUBLIC RECORDS; THENCE RUN SOUTH 54°18'06" EAST ALONG SAID WESTERLY LINE FOR A DISTANCE OF 9.67 FEET; THENCE RUN SOUTH 34°16'57" EAST ALONG SAID WESTERLY LINE FOR A DISTANCE OF 522.71 FEET TO A POINT ON THE WESTERLY LINE OF I-4/CONROY ROAD INTERCHANGE, PER OFFICIAL RECORDS BOOK 5578, PAGE 2643 OF SAID PUBLIC RECORDS, SAID POINT BEING ON A NON-TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF

EXHIBIT "A"

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7545.44 FEET AND A CHORD BEARING OF SOUTH 38°23'47" WEST; THENCE RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 00°56'27" FOR A DISTANCE OF 123.91 FEET; THENCE NORTH 56°04'15" WEST FOR 485.33 FEET TO THE POINT OF BEGINNING.

ALSO KNOWN AS TRACT A, LEGACY POINT PHASE 1, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 41, PAGES 77 AND 78, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA.

PARCEL M:

THAT PART OF SECTION 17, TOWNSHIP 23 SOUTH, RANGE 29 EAST, ORANGE COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE NORTHWEST 1/4 OF SAID SECTION 17; THENCE RUN SOUTH 89°12'54" WEST ALONG THE NORTH LINE OF SAID NORTHWEST 1/4 OF SECTION 17 FOR A DISTANCE OF 385.39 FEET TO A POINT ON THE WESTERLY LINE OF THE I-4/CONROY ROAD INTERCHANGE, PER OFFICIAL RECORDS BOOK 5578, PAGE 2643, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE RUN SOUTH 56°05'19" EAST FOR A DISTANCE OF 175.59 FEET; THENCE RUN SOUTH 08°41'06" EAST FOR A DISTANCE OF 169.28 FEET; THENCE RUN SOUTH 31°34'00" WEST FOR A DISTANCE OF 258.54 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE SOUTH 31°34'00" WEST FOR A DISTANCE OF 441.99 FEET; THENCE RUN SOUTH 28°33'55" WEST FOR A DISTANCE OF 200.01 FEET TO A POINT ON A NON-TANGENT CURVE CONCAVE NORTHWESTERLY HAVING A RADIUS OF 7614.44 FEET AND A CHORD BEARING OF SOUTH 34°32'17" WEST; THENCE RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 03°38'52" FOR A DISTANCE OF 484.78 FEET TO A NON-TANGENT LINE; THENCE RUN SOUTH 86°11'09" WEST FOR A DISTANCE OF 90.61 FEET TO A POINT ON THE NORTHERLY LINE OF SHINGLE CREEK (ORANGE COUNTY DRAINAGE RIGHT-OF-WAY), AS RECORDED IN MINUTE BOOK 39, PAGE 663 OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE RUN NORTH 34°16'57" WEST ALONG SAID NORTHERLY LINE, A DISTANCE OF 500.98 FEET; THENCE RUN NORTH 54°18'06" WEST ALONG SAID NORTHERLY LINE FOR A DISTANCE OF 38.72 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF ORLANDO-VINELAND ROAD AS RECORDED IN OFFICIAL RECORDS BOOK 375, PAGE 539 OF SAID PUBLIC RECORDS; THENCE RUN NORTH 33°55'11" EAST ALONG THE EASTERLY RIGHT-OF-WAY LINE FOR A DISTANCE OF 919.41 FEET TO THE EASTERLY RIGHT-OF-WAY LINE OF ORLANDO-VINELAND ROAD; THENCE RUN NORTH 51°30'48" EAST ALONG SAID EASTERLY RIGHT-OF-WAY LINE FOR A DISTANCE OF 56.17 FEET; THENCE RUN NORTH 33°54'41" EAST ALONG SAID EASTERLY RIGHT-OF-WAY LINE FOR A DISTANCE OF 20.62 FEET; THENCE SOUTH 56°05'19"E EAST FOR 526.97 FEET TO THE POINT OF BEGINNING, LESS AND EXCEPT THE NORTHERLY 81.38 FEET THEREOF.

EXHIBIT "A"

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APPURTENANT EASEMENTS

EASEMENT RIGHTS SET FORTH IN THAT CERTAIN MILLENIA PARCELS L AND M DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS BY ORLANDO SOUTHWEST PARTNERS, A FLORIDA GENERAL PARTNERSHIP, AS DECLARANT, DATED DECEMBER 18, 1998 AND RECORDED ON DECEMBER 18, 1998 IN OFFICIAL RECORDS BOOK 5641, PAGE 1829, AND THAT CERTAIN MILLENIA DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS BY ORLANDO SOUTHWEST PARTNERS, A FLORIDA GENERAL PARTNERSHIP, AS DECLARANT, DATED DECEMBER 18, 1998 AND RECORDED ON DECEMBER 18, 1998 IN OFFICIAL RECORDS BOOK 5641, PAGE 1790, BOTH OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA.

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DEVELOPMENT DATA BY TRACT
MILLENNIA DRI
JULY, 2007

COMMERCIAL

TRACT	LAND USE	GROSS ACRES	OFFICE	GSF	GLA	IND., DIST. R&D	HOTEL ROOMS
A-1a	COMMERCIAL	19.5		264,706	225,000		
A-1b	COMMERCIAL	5.0		41,176	35,000		
B-1	COMMERCIAL	10.0		72,940	62,000		
B-2	HOTEL	4.0					375
B-3	COMMERCIAL	7.4		70,588	60,000		
C-1	COMMERCIAL	84.10		1,963,530	1,449,244		
C-2a	COMMERCIAL	7.30		88,237	75,000		
C-2b	COMMERCIAL	6.80		47,059	40,000		
C-3a1	COMMERCIAL	29.8		435,294	370,000		
C-3a2	COMMERCIAL	2.0		11,765	10,000		
D-1a	MU OFFICE	3.00	60,000				
D-1b	IND., DIST.,R&D	16.00				150,000	
D-1c	MU OFFICE	3.00	60,000				
D-2	COMMERCIAL	13.20		127,058	108,000		
E	COMMERCIAL	1.00		11,765	10,000		
C-3b	HOTEL	4.00					375
N	HOTEL	4.00					375
	LAKE 1	25.10					
	LAKE 2, PARK	28.70					
LM	MU OFFICE	30.90	750,000				
H-1	OFFICE	25.0	405,000				
H-2a	OFFICE	12.2	202,500				
H-2b	OFFICE	12.2	202,500				
K	OFFICE	11.80	400,000				
Roads, Canal, Open Space	Roads, Canal, Open Space	11.30					
TOTALS		377.30	2,080,000	3,134,118	2,444,244	150,000	1,125

NOTE: Parcels may be converted to other permitted uses per the conditions on page 2 of the Exhibit C and the Land Use Equivalency Matrix attached as Exhibit "D".

EXHIBIT "C"
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Exhibit C
LAND USE CONVERSION ENTITLEMENTS
MILLENIA DRI

Conditions:

- (1) Land use conversion based on the Land Use Equivalency Matrix (Exhibit “D”) developed for Daily Trip Generation conditions, unless otherwise noted.
- (2) Residential density of Parcels B2 and C3b is restricted by size (4 acres each) and zoning limitation of 100 units per acre. In the event Parcels K and C3b are developed as a unified project, approved residential density on such parcels may be combined and located anywhere within the unified project.
- (3) Residential density of Parcel N is restricted by size (3 acres) and zoning limitation of 100 units/ac.
- (4) Conversion of Parcel C-1 Retail limited to maximum 600-room hotel and/or 400,000 sf office by agreement with City.
- (5) Conversion of undeveloped portions of Parcel L and Parcel M may include new automobile dealership use only, including associated service and repair facilities, as permitted uses. No additional parcels within the Millenia DRI shall be converted to automobile dealership or other Intensive Retailing use.

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Exhibit D
LAND USE EQUIVALENCY MATRIX (DAILY TRIPS)
MILLENNIA DRI

<i>Land Use</i>		FROM			
		Parcel K Office	All Other Office	Hotel	Retail
TO	<i>Parcel K Office</i>	1.000	1.1705	0.8277	4.4601
	<i>Parcel H-1/H-2 Office</i>	0.8543	1.0000	0.7071	3.8104
	<i>Hotel</i>	1.2082	1.4142	1.0000	5.3886
	<i>Condo/Town Homes</i>	1.6422	1.9222	1.3592	na
	<i>Apartments</i>	1.4320	1.6762	1.1853	na
	<i>Retail</i>	0.4316	0.4316	0.1856	1.0000
	<i>Office</i>	na	na	Na	na
		Unit		Daily	Rate
<i>Land Use</i>	<i>Size</i>	<i>Units</i>	<i>Trips</i>		
<i>Office</i>	1,000	sf	-	11.264	trips/ksf (based on DRI avg.)
<i>Hotel</i>	1	room	5,974	7.965	trips /room (based on 750 cms)
<i>Condo/Town Homes</i>	1	du	2,930	5.860	trips /du (based on 500 dus)
<i>Apartments</i>	1	du	3,360	6.720	trips /du (based on 500 dus)
<i>Retail</i>	1,000	sf	-	26.098	trip/ksf (based on DRI avg.)

Example Application of Trip Equivalency Matrix

400SF Office (Parcel K) = 400 KSF office x 1.6422 DU/office KSF = 657 condo or townhome DUs OR
 = 400 KSF office x 1.4320 DU/office KSF = 573 MF DUs

375-room Hotel = 375 hotel rooms x 1.3592 DU/room = 510 condo or townhome DUs OR
 = 375 hotel rooms x 1.1853 DU/room = 444MFDUs

303,655-sf Retail (Parcel C-1) = 303.655 KSF retail x 5.3886 hotel rooms/retail KSF = 1,636 hotel rooms OR
 = 303.655 KSF x 3.8104 office KSF in Parcel H-2/retail KSF = 1,157,000 office SF