

PREPARED BY AND RETURN TO:

Allison E. Turnbull, Esq.
Holland and Knight
200 South Orange Avenue, Suite 2600
Orlando, Florida 32801

**EIGHTH AMENDMENT TO THE ORLANDO FASHION SQUARE
DEVELOPMENT ORDER**

WHEREAS, FUND A ORLANDO, INC., a Delaware corporation authorized to do business in the State of Florida (“Fund A”) and the City of Orlando, a municipality incorporated under the laws of the State of Florida (the “City”) entered into the Orlando Fashion Square Development Order, ECFRPC DRI # 691-09 issued on August 6, 1991, and recorded on August 9, 1991, in Official Records Book 4314, Page 4006 of the Official Records of Orange County, Florida (the “Original Development Order”) pertaining to the Orlando Fashion Square Development of Regional Impact (“DRI”); and

WHEREAS, the Original Development Order relates to the development of the Orlando Fashion Square Development of Regional Impact (the “Project”) and imposes conditions of development applicable to the Project; and

WHEREAS, the Project is located on certain real property located in Orange County, Florida, more particularly described on Exhibit “A” attached hereto and by this reference made a part hereof (the “Property”); and

WHEREAS, the Original Development Order has been amended over time by virtue of the following instruments; and

WHEREAS, pursuant to the First Amendment to the Original Development Order dated December 12, 1994, and recorded on January 24, 1995, in Official Records Book 4847, page 2426 of the Public Records of Orange County, Florida (the "First Amendment"), the buildout date of the Project was extended; and,

WHEREAS, pursuant to the Second Amendment to the Development Order for Orlando Fashion Square dated September 11, 1995, and recorded on September 25, 1995, in Official Records Book 4949, Page 2865 (the "Second Amendment"), the Original Development Order was amended for the purpose of amending Map H for the Project and adding certain property to the Project; and

WHEREAS, pursuant to the Third Amendment to the Development Order for Orlando Fashion Square dated January 10, 2000, and recorded on February 29, 2000, in Official Records Book 5950, Page 4308 (the "Third Amendment"), the buildout date of Phase I of the Project was extended to December 30, 2001, and the buildout date of Phase II of the Project was extended to December 30, 2004; and

WHEREAS, pursuant to the Fourth Amendment to the Development Order for Orlando Fashion Square dated July 28, 2003, and recorded on August 29, 2003, in Official Records Book

7074, Page 2134 (the "Fourth Amendment"), the buildout date of Phase I of the Project was extended to December 30, 2003, the former freestanding theater was relocated into the mall and expanded, an office/school land use was added for use in the former freestanding theater, and a land use equivalency matrix was added; and

WHEREAS, pursuant to the Fifth Amendment to the Development Order for Orlando Fashion Square dated May 5, 2005, and recorded on May 24, 2005, in Official Records Book 7983, Page 1318 (the "Fifth Amendment"), the buildout date of Phase I and Phase II of the Project was extended to December 30, 2006 and December 30, 2007, respectively; and

WHEREAS, pursuant to the Sixth Amendment to the Development Order for Orlando Fashion Square dated August 27, 2013, and recorded on September 19, 2013, in Official Records Book 10636, Page 7069 (the "Sixth Amendment"), hotel use was added as an approved use to the Project, existing retail entitlements were converted into the hotel use, the land use equivalency matrix was updated to include hotel as an approved use in the Project, and the annual reporting requirement was replaced with a biennial reporting requirement consistent with Section 380.06(18), Florida Statutes; and

WHEREAS, pursuant to the Seventh Amendment to the Development Order for Orlando Fashion Square dated June 2, 2014, and recorded on June 20, 2014, in Official Records Book 10762, Page 5527 (the "Seventh Amendment"), multifamily residential was added as an approved use to the Project, the retail and office entitlements in Phase 1 were increased, the theater entitlements in Phase 1 were decreased, additional parking was provided to serve the new multifamily and office uses, the land use equivalency matrix was updated to include multifamily residential as an approved use in the Project, map H was amended to show the location of the multifamily residential use in the project and to otherwise provide for the location of certain land uses allowed under the existing and proposed entitlement, and provisions were added to allow digital signage in the Project, (the Original Development Order, as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, the Fifth Amendment, the Sixth Amendment, and the Seventh Amendment are collectively referred to as the "Existing Development Order"); and

WHEREAS, since the original DRI approval, ownership of the Orlando Fashion Square DRI property has changed several times, and most recently UP Fieldgate US Investments – Fashion Square, LLC, a Delaware limited liability company is the successor owner and developer of the Project (the "Master Developer"); and

WHEREAS, Maple Multi-Family Land SE, L.P., a Delaware limited partnership (the "Applicant") has purchased the Property contained within the Fashion Square DRI from the Master Developer; and

WHEREAS, in connection with the Applicant's development of the Property, the Master Developer and Applicant agree that it has become necessary to incorporate certain additional property into the DRI (the "Additional Property"); and

WHEREAS, the Master Developer and the Applicant are in agreement that the previous Map H, Master Development Plan for the Project, must be amended to include the Additional Property; 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. The legal description of the Project is hereby amended to include the Additional Property described on Exhibit "B" attached hereto and by this reference made a part hereof; and
2. The Existing Development Order is hereby amended to replace the previous Map H, Master Development Plan for the Project, with the amended and modified Map H shown on Exhibit "C" attached hereto and incorporated herein.

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 Seventh Amendment to the Development Order for Orlando Fashion Square as of this ___ day of _____, 2016.

CITY OF ORLANDO

By: _____

Mayor/Mayor Pro Tem

ATTEST:

City Clerk

APPROVED AS TO FORM AND LEGALITY for use and reliance by

the City of Orlando, Florida, only

City Attorney
Orlando, Florida

_____, 2016.

APPLICANT:

MAPLE MULTI-FAMILY LAND SE, L.P., a Delaware limited partnership

by: Maple Multi-Family Development, L.L.C., a Texas limited liability company, its general partner

by: _____

Jim Berardinelli, Vice President

STATE OF FLORIDA

COUNTY OF ORANGE

PERSONALLY APPEARED before me, the undersigned authority, Jim Berardinelli as Vice-President of Maple Multi-Family Development, LLC, a Texas limited liability company, as Managing Member of Maple Multi-Family Land SE, L.P., a Delaware limited partnership company, 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 Maple Multi-Family Development, LLC, a Texas limited liability company, as Managing Member of Maple Multi-Family Land SE, L.P., a Delaware limited partnership company, as a true act and deed, and that he was authorized so to do.

WITNESS my hand and official seal this _____ day of _____, 2016.

Notary Public: State of Florida

Print Name: _____

My Commission expires: _____

(Affix Notary Stamp or Seal)

Exhibit A

OVERALL SURVEYED LEGAL:

A PARCEL OF LAND LYING IN SECTION 20, TOWNSHIP 22 SOUTH, RANGE 30 EAST, BEING A PORTION OF LOT 1, ORLANDO FASHION SQUARE, AS RECORDED IN PLAT BOOK 27, PAGES 3 AND 4, AND A PORTION OF LOT 1, ORLANDO OFFICE CENTER, AS RECORDED IN PLAT BOOK 12, PAGES 62 AND 63, ALL IN THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF LOT 1, ORLANDO OFFICE CENTER, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 12, PAGES 62 AND 63, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; SAID POINT BEING THE POINT OF BEGINNING AND A POINT LYING ON THE SOUTHERLY RIGHT OF WAY LINE OF MAGUIRE BOULEVARD HAVING A 100 FOOT RIGHT OF WAY AT THIS TIME; THENCE SOUTHWESTERLY ALONG THE SOUTHERLY RIGHT OF WAY OF MAGUIRE BOULEVARD ALONG A CURVE BEING CONCAVE SOUTHEAST HAVING A RADIUS OF 1900.00 FEET, A DELTA ANGLE OF 09°29'31" AND AN ARC LENGTH OF 314.76 FEET, SAID CURVE BEING SUBTENDED BY A CHORD BEARING OF S74°10'40"W AND A CHORD DISTANCE OF 314.41 FEET; THENCE DEPARTING THE SOUTHERLY RIGHT OF WAY LINE OF MAGUIRE BOULEVARD S35°25'29"E A DISTANCE OF 254.84 FEET; THENCE S54°34'31"W A DISTANCE OF 166.68 FEET; THENCE N35°25'29"W A DISTANCE OF 20.00 FEET; THENCE S54°34'31"W A DISTANCE OF 469.00 FEET; THENCE S35°25'29"E A DISTANCE OF 157.00 FEET; THENCE S54°34'31"W A DISTANCE OF 177.06 FEET TO A POINT LYING ON THE EASTERLY RIGHT OF WAY LINE OF McCULLOUGH AVENUE, A PRIVATE 50.00 FOOT ACCESS EASEMENT, SAID POINT LYING S35°25'51"E AND 455.35 FEET FROM THE MOST NORTHERLY CORNER OF LOT 1, ORLANDO FASHION SQUARE, AS RECORDED IN PLAT BOOK 27, PAGES 3 AND 4; THENCE S35°25'51"E ALONG THE EASTERLY RIGHT OF WAY LINE OF McCULLOUGH AVENUE A DISTANCE OF 566.77 FEET; THENCE S00°51'11"E A DISTANCE OF 43.42 FEET TO A POINT LYING ON THE NORTHERLY LINE OF FAIRVIEW HOME COMPANY SUBDIVISION, LAKEWOOD ESTATES AS RECORDED IN PLAT BOOK E, PAGE 13, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA, ALSO BEING THE NORTHERN PROPERTY LINE OF THE UNITED STATES POSTAL SERVICE PARCEL; THENCE N89°08'44"E ALONG SAID NORTHERN LINE A DISTANCE OF 388.14 FEET; THENCE DEPARTING SAID NORTHERN LINE N00°51'11"W A DISTANCE OF 88.79 FEET; THENCE N89°08'44"E A DISTANCE OF 52.43 FEET TO THE EASTERN BOUNDARY LINE OF LOT 1, ORLANDO FASHION SQUARE AS RECORDED IN PLAT BOOK 27, PAGES 3 AND 4; THENCE ALONG THE EASTERN BOUNDARY LINE OF SAID LOT 1, N01°07'09"W A DISTANCE OF 366.35 FEET TO THE SOUTHEAST CORNER OF LOT 1, ORLANDO OFFICE CENTER AS RECORDED IN PLAT BOOK 12, PAGES 62 AND 63, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE CONTINUE N01°07'09"W ALONG THE EASTERN LINE OF LOT 1, ORLANDO OFFICE CENTER AS RECORDED IN PLAT BOOK 12, PAGES 62 AND 63 A DISTANCE OF 911.75 FEET TO THE NORTHEAST CORNER OF SAID LOT 1, AND THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 15.03 ACRES PLUS OR MINUS.

Exhibit B

CADY WAY TRAIL DESCRIPTION:

A PARCEL OF LAND LYING IN SECTION 20, TOWNSHIP 22 SOUTH, RANGE 30 EAST, AND BEING ALL OF TRACT "A" BENNET ROAD REPLAT PLAT BOOK 37, PAGES 72 & 73, ALSO KNOWN AS CADY WAY TRAIL, ALL IN THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF LOT 1, ORLANDO OFFICE CENTER, ALSO BEING THE NORTHWESTERLY CORNER OF SAID LOT 1 BENNET ROAD REPLAT; AND LYING ON THE SOUTHERLY RIGHT OF WAY LINE OF MAGUIRE BOULEVARD HAVING A 100 FOOT RIGHT OF WAY AT THIS TIME; THENCE ALONG THE LINE COMMON TO SAID ORLANDO OFFICE CENTER AND BENNET ROAD REPLAT $S01^{\circ}07'09''E$ A DISTANCE OF 1142.60' TO THE NORTHWESTERLY CORNER OF TRACT "A" OF BENNET ROAD REPLAT, SAID POINT ALSO BEING THE POINT OF BEGINNING;

THENCE DEPARTING SAID COMMON LINE OF ORLANDO OFFICE CENTER AND BENNET ROAD REPLAT $N89^{\circ}11'02''E$ ALONG THE NORTHERLY LINE OF SAID TRACT "A" A DISTANCE OF 783.00' TO THE NORTHEASTERLY CORNER OF TRACT "A", SAID POINT ALSO BEING ON THE WESTERLY RIGHT OF WAY OF BENNET ROAD AS PLATTED IN SAID BENNET ROAD REPLAT; THENCE $S00^{\circ}32'17''E$ ALONG SAID WESTERLY RIGHT OF WAY OF BENNET ROAD A DISTANCE OF 135.00' TO THE SOUTHEASTERLY CORNER OF SAID TRACT "A"; THENCE DEPARTING SAID WESTERLY RIGHT OF WAY OF BENNET ROAD $S89^{\circ}11'02''W$ ALONG THE SOUTHERLY LINE OF TRACT "A", A DISTANCE OF 781.63' TO THE SOUTHWESTERLY CORNER OF SAID TRACT "A", ALSO BEING ON THE LINE COMMON TO SAID BENNET ROAD REPLAT AND THE EASTERLY LINE OF THE PLAT OF ORLANDO FASHION SQUARE, PLAT BOOK 27, PAGE 3 AND 4; THENCE ALONG SAID COMMON LINE TO BENNET ROAD REPLAT AND FASHION SQUARE PLAT $N01^{\circ}07'09''W$, A DISTANCE OF 135.50' TO THE POINT OF BEGINNING, SAID PARCEL CONTAINING 2.425 ACRES PLUS OR MINUS.

Exhibit B (Cont.)

Together with:

A PARCEL OF LAND LYING IN SECTION 20, TOWNSHIP 22 SOUTH, RANGE 30 EAST, BEING A PORTION OF LOT 1, ORLANDO OFFICE CENTER, AS RECORDED IN PLAT BOOK 12, PAGES 62 AND 63, ALL IN THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF LOT 1, ORLANDO OFFICE CENTER, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 12, PAGES 62 AND 63, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; SAID POINT LYING ON THE SOUTHERLY RIGHT OF WAY LINE OF MAGUIRE BOULEVARD HAVING A 100 FOOT RIGHT OF WAY AT THIS TIME; THENCE DEPARTING THE SOUTHERLY RIGHT OF WAY LINE OF MAGUIRE BOULEVARD AND ALONG THE NORTHERLY RIGHT OF WAY LINE OF McCULLOUGH AVENUE BEING A 50 FOOT PRIVATE RIGHT OF WAY, S35°25'51"E A DISTANCE OF 455.35 FEET; THENCE DEPARTING SAID NORTHERLY RIGHT OF WAY LINE OF McCULLOUGH AVENUE N54°34'31"E A DISTANCE OF 124.00 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE N54°34'31"E A DISTANCE OF 53.06 FEET; THENCE S35°25'29"E A DISTANCE OF 110.00 FEET; THENCE S54°34'31"W A DISTANCE OF 40.00 FEET; THENCE S35°25'29"E A DISTANCE OF 95.00 FEET; THENCE N54°34'31"E A DISTANCE OF 343.00 FEET; THENCE S35°25'29"E A DISTANCE OF 252.41 FEET; THENCE S59°14'03"W A DISTANCE OF 357.18 FEET; THENCE N35°25'29"W A DISTANCE OF 428.40 FEET TO THE POINT OF BEGINNING.

SAID PARCEL CONTAINING 2.11 ACRES PLUS OR MINUS

Exhibit C

Map H of Subject Area

Below-Fashion Square Mall Development of Regional Impact (DRI) Map H.

