

FIFTH AMENDMENT TO LEASE

This **FIFTH AMENDMENT TO LEASE** (this “Fifth Amendment”) is being made and entered into effective as of October ____, 2015 (the “Effective Date”), between the CITY OF NORTH MIAMI, FLORIDA, a Florida municipal corporation (“Landlord”), and OLETA PARTNERS LLC, a Delaware limited liability company (“Tenant”).

WITNESSETH:

WHEREAS, Landlord and Tenant entered into that certain Lease, dated as of May 29, 2012, that certain First Amendment to Lease (“First Amendment”), dated as of June 21, 2012, that certain Second Amendment to Lease (“Second Amendment”), dated as of July 31, 2012, that certain Third Amendment to Lease (“Third Amendment”), dated May 2, 2014, and that certain Fourth Amendment to Lease, dated March 3, 2015 (the “Fourth Amendment” and, together with the First Amendment, the Second Amendment and the Third Amendment, collectively the “Lease”) pursuant to which the Tenant is leasing the Premises (as such term is defined in the Lease) from Landlord; and

WHEREAS, Section 28.4 of the Lease permits a modification of the Lease if it is in writing and signed by all of the parties to be bound thereby; and

WHEREAS, simultaneously with the execution hereof, the Landlord is conveying fee title to: (i) that certain area of the Premises more particular described as Outparcel D on the Legal Description attached hereto as Exhibit A, constituting an aggregate of 29.37 acres, to OPLH I LLC, an Affiliate of the Tenant; and (ii) that certain area of the Premises more particular described as Outparcel E on the Legal Description attached hereto as Exhibit A, constituting an aggregate of 25.63 acres, to OPLH II LLC, an Affiliate of the Tenant; and

WHEREAS, as a consequence of the foregoing, Landlord and Tenant desire to further amend the Lease by substituting the Legal Description attached hereto as Exhibit A, for the legal description presently attached to, and forming a part of, the Lease; and

WHEREAS, unless otherwise defined herein, capitalized terms used in this Fifth Amendment shall have the meanings ascribed to them in the Lease.

NOW, THEREFORE, upon the mutual covenants and conditions herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. AMENDMENT. Exhibit A to the Lease is hereby deleted and replaced in its entirety by Exhibit A attached hereto.

2. MISCELLANEOUS.

(a) *Recitals.* The Recitals hereinabove are incorporated herein by this reference and constitute a part of this Fifth Amendment.

(b) *Entire Agreement.* The provisions of this Fifth Amendment and the Lease shall be read together and viewed as a single document. In the event of a conflict or an ambiguity between this Fifth

Amendment and the Lease, the provisions of this Fifth Amendment shall prevail. The Lease as amended by this Fifth Amendment contains the complete expression of the agreement by the parties regarding the subject matter hereof. Except as specifically amended and modified hereby, the Lease remains in full force and effect.

(c) *Governing Law.* This Fifth Amendment, its interpretation and performance, the relationship between the parties, and any disputes arising from or relating to any of the foregoing, shall be governed, construed, interpreted, and regulated under the laws of the State, without regard to principles of conflict of laws.

(d) *Successors and Assigns.* This Fifth Amendment shall bind and benefit Landlord and Tenant and their respective successors and assigns.

(e) *Counterparts.* This Fifth Amendment may be executed in counterparts.

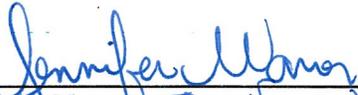
IN WITNESS WHEREOF, Landlord and Tenant have executed this Fifth Amendment to Lease as of the Effective Date of this Third Amendment.

WITNESS (as to City Manager and City Clerk)

THE CITY OF NORTH MIAMI, FLORIDA,
a municipal corporation of the State of
Florida


Print Name: Rolanda Sanchez-Medina
Title: _____

By:  _____


Print Name: Jennifer Warner
Title: _____

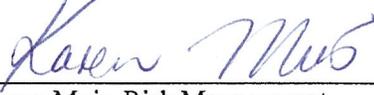
ATTEST:

By: _____
Michael A. Etienne, City Clerk

APPROVED AS TO FORM AND
CORRECTNESS:

By: 
Roland Galdos, Interim
City Attorney

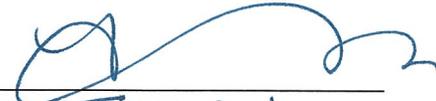
APPROVED AS TO INSURANCE
REQUIREMENTS:

By: 
Karen Muir, Risk Management
Administrator

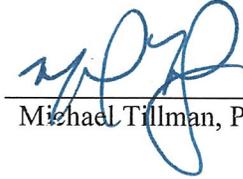
[Signatures Continue on Next Page]

WITNESSES:


Name: Patrick Powers
Title: _____


Name: Tessa Cavin
Title: _____

OLETA PARTNERS LLC

By: 

Michael Tillman, President

EXHIBIT "A"

Revised Legal Description of the Premises

TRACT "A" of BISCAYNE LANDING, according to the Plat thereof, as recorded in Pl at Book 161, at Page 72, of the Public Records of Miami-Dade County, Florida, lying in Section 21, Township 52 North, Range 42 East, less (LESS OUT PARCEL "A"), and less (LESS OUT PARCEL "B"), also known as that piece of land depicted on "THE OAKS I CONDOMINIUMS" recorded in Official Records Book 25427 at Page 4674 of the Public Records of Miami-Dade County, Florida, said LESS OUT parcels being more particularly described as follows:

LESS OUT PARCEL "A": Commence at the Northeast corner of the West 1/2 of the Northeast 1/4 of Section 21, Township 52 South, Range 42 East, the same being the Northeast Corner of said Tract "A" of BISCAYNE LANDING; thence South 87°02'55" West along the North boundary line of said Tract "A" of BISCAYNE LANDING, and along the North line of the Northeast 1/4 of said Section 21, and along the South Right of Way Line of N.E. 151st Street for a distance of 396.01 feet to the POINT OF BEGINNING of the hereinafter described parcel of land; thence along the boundary of The Oaks Condominium as described in Official Record Book 25427 at page 4613 of the Public Records of Miami-Dade County, Florida, for the following (4) courses; (1) thence South 03°17'25" East for a distance of 522.10 feet; (2) thence North 86°42'35" East for a distance of 159.56 feet; (3) thence South 27°35'03" East for a distance of 138.47 feet; (4) thence South 83°13'18" East for a distance of 177.81 feet to a point on the West line of the NE 1/4 of the NE 1/4 of said Section 21, also being the East line of said Tract "A"; thence South 02°55'05" East along said line for a distance of 252.90 feet; thence South 87°09'14" West for a distance of 501.91 feet to a point on a circular curve concave to the west whose radius point bears North 82°36'35" West from said point; thence Northwesterly to the left along the arc of said curve having a radius of 352.64 feet, through a central angle of 23°27'40" for an arc distance of 144.40 feet; thence North 78°35'03" East for 122.19 feet to a point on a circular curve concave to the Southeast whose radius point bears North 85°51'34" East from said point; thence Northeasterly to the right along the arc of said curve having a radius of 100.00 feet, through a central angle of 38°22'29" for an arc distance of 66.98 feet to a point of tangency; thence North 34°14'03" East for 70.48 feet; thence North 51°25'22" West for 70.73 feet; thence North 43°42'31" West for 108.81 feet to a point of curvature with a circular curve concave to the east; thence Northeasterly to the right along the arc of said curve having a radius of 60.00 feet, through a central angle of 72°52'56" for an arc distance of 76.32 feet to a point of reverse curvature with a circular curve concave to the northwest; thence Northeasterly to the left along the arc of said curve having a radius of 25.00 feet, through a central angle of 31°32'21" for an arc distance of 13.76 feet to a point of tangency; thence North 02°21'55" West for a distance of 173.92 feet to a point of curvature with a circular curve concave to the southwest; thence Northwesterly to the left along the arc of said curve having a radius of 125.00 feet, through a central angle of 78°55'58" for an arc distance of 172.20 feet; thence North 02°57'01" West for a distance of 138.00 feet to a point on the North boundary line of said Tract "A" of BISCAYNE LANDING, and also being to the North line of the Northeast 1/4 of said Section 21, and also being to the South Right of Way Line of said N.E. 151st Street; thence North 87°02'55" East along said North boundary line of said Tract "A" of BISCAYNE LANDING, and along said North line of the Northeast 1/4 of said Section 21, and along said South Right of Way Line of N.E. 151st Street for a distance of 149.64 feet to the POINT OF BEGINNING; Said parcel contains 4.33 acres, more or less.

AND

LESS OUT PARCEL "B":

Beginning at the most Northeasterly Corner of said Tract "A" of "BISCAYNE LANDING," said point being further described as being the Northeast Corner of the West ½ the Northeast ¼ of Section 21,

Township 52 South, Range 42 East; thence South 02°55'05" East, along the East Line of said Tract "A", a distance of 677.06 feet; thence North 83°13'18" West, a distance of 177.81 feet; thence North 27°35'03" West, a distance of 138.47 feet; thence South 86°42'35" West, a distance of 159.56 feet; thence North 03°17'25" West, a distance of 522.10 feet to a point on the North Line of said Tract "A"; thence North 87°02'55" East, along said North Line, a distance of 396.01 feet to the POINT OF BEGINNING. Said parcel contains 5.37 acres, more or less.

AND

LESS OUTPARCEL "C":

COMMENCE at the Northwest corner of Lot 1, Block 1, of PAGRO SUBDIVISION, according to the plat thereof, as recorded in Plat Book 105, Page 59 in the Public Records of Miami-Dade County, Florida, said point lying on the East right-of-way line of State Road 5, (U.S. 1 / Biscayne Boulevard), as shown on the Florida Department of Transportation Right of Way Map for said State Road 5, Section 87030-2571, dated 3/10/1992; thence S 86°24'55" W, along said right-of-way line of State Road 5, a distance of 25.53 feet; thence N 08°08'23" E, along said East right-of-way line, 33.58 feet to the POINT OF BEGINNING of the following described parcel:

Thence continue N 08°08'23" E, along said East right-of-way line of State Road 5, a distance of 115.28 feet to the beginning of a non-tangent curve concave to the Southeast, having a radius of 13,276.42 feet and a chord bearing of N 09°29'42" E; thence northeasterly along the arc of said curve and said East right-of-way line of State Road 5 a distance of 167.86 feet, through a central angle of 00° 43'28" to a point of reverse curvature with a curve concave to the Northwest, having a radius of 13,388.42 feet and a chord bearing of N 09°12'39" E; thence northeasterly along the arc of said curve and said East right-of-way line of State Road 5 a distance of 302.02 feet, through a central angle of 01°17'35" to the beginning of a non-tangent curve concave to the Southeast, having a radius of 35.00 feet and a chord bearing of N 69°01'49" E; thence northeasterly along the arc of said curve 21.23 feet, through a central angle of 34°45'36" to the intersection with the South right-of-way line of NE 151st Street; thence N 86°24'37" E, along said South right-of-way line of NE 151st Street, 2.62 feet; thence S 53°01'04" W 11.20 feet; thence S 09°22'05" W 223.48 feet; thence S 09°04'01" E 6.33 feet; thence S 09°22'05" W 38.13 feet; thence S 31°10'10" W 5.39 feet; thence S 09°22'05" W 271.32 feet; thence S 22°01'34" W 45.34 feet to the POINT OF BEGINNING.

Containing 6,914 Square Feet of land, more or less.

AND LESS OUTPARCEL "D"

LEGAL DESCRIPTION (RESIDENTIAL PARCEL I)

A portion of Tract "A", "BISCAYNE LANDING," according to the Plat thereof, as recorded in Plat Book 161 at Page 72, of the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

Commence at the Northeast corner of the West 1/2 of the Northeast 1/4 of Section 21, Township 52 South, range 42 East, Miami-Dade County, Florida, said point also being the most Northeasterly corner of the aforementioned Tract "A"; thence run South 02 degrees 55 minutes 05 seconds East, along the West line of the Northeast 1/4 of the Northeast 1/4 of said Section 21 and it's Southerly prolongation thereof, for a distance of 1,396.14 feet to the POINT OF BEGINNING of the following described Residential Parcel 1; thence run South 88 degrees 24 minutes 08 seconds East for a distance of 578.86 feet to a point;

thence run South 00 degrees 00 minutes 00 seconds West for a distance of 104.50 feet to a point; thence run South 36 degrees 35 minutes 13 seconds East for a distance of 63.14 feet to a point; thence run South 06 degrees 42 minutes 04 seconds East for a distance of 10.44 feet to a point; thence run South 10 degrees 08 minutes 58 seconds East for a distance of 69.87 feet to a point; thence run South 10 degrees 33 minutes 40 seconds East for a distance of 49.55 feet to a point; thence run South 04 degrees 58 minutes 09 seconds East for a distance of 53.91 feet to a point; thence run South 06 degrees 30 minutes 10 seconds East for a distance of 51.81 feet to a point; thence run South 03 degrees 32 minutes 42 seconds East for a distance of 52.64 feet to a point; thence run South 03 degrees 38 minutes 34 seconds East for a distance of 33.33 feet to a point; thence run South 17 degrees 55 minutes 02 seconds West for a distance of 17.53 feet to a point; thence run South 29 degrees 55 minutes 55 seconds West for a distance of 55.88 feet to a point; thence run South 19 degrees 38 minutes 02 seconds West for a distance of 40.47 feet to a point; thence run South 06 degrees 53 minutes 24 seconds West for a distance of 39.13 feet to a point; thence run South 02 degrees 25 minutes 48 seconds West for a distance of 39.21 feet to a point; thence run South 02 degrees 38 minutes 42 seconds West for a distance of 78.42 feet to a point; thence run South 05 degrees 22 minutes 25 seconds East for a distance of 53.39 feet to a point; thence run South 13 degrees 13 minutes 03 seconds East for a distance of 48.69 feet to a point; thence run South 35 degrees 41 minutes 57 seconds East for a distance of 48.27 feet to a point; thence run South 51 degrees 59 minutes 27 seconds East for a distance of 38.70 feet to a point; thence run South 61 degrees 08 minutes 52 seconds East for a distance of 39.86 feet to a point; thence run South 69 degrees 49 minutes 06 seconds East for a distance of 57.57 feet to a point; thence run South 69 degrees 42 minutes 05 seconds East for a distance of 38.43 feet to a point; thence run South 53 degrees 02 minutes 32 seconds East for a distance of 31.50 feet to a point; thence run South 28 degrees 35 minutes 08 seconds East for a distance of 21.61 feet to a point; thence run South 09 degrees 19 minutes 32 seconds East for a distance of 38.60 feet to a point; thence run South 08 degrees 17 minutes 24 seconds East for a distance of 80.42 feet to a point; thence run South 37 degrees 34 minutes 30 seconds East for a distance of 8.51 feet to a point; thence run South 24 degrees 46 minutes 11 seconds West for a distance of 28.57 feet to a point; thence run South 13 degrees 40 minutes 09 seconds West for a distance of 41.20 feet to a point; thence run South 17 degrees 09 minutes 16 seconds West for a distance of 6.00 feet to a point; thence run South 46 degrees 04 minutes 58 seconds West for a distance of 25.27 feet to a point; thence run South 36 degrees 00 minutes 45 seconds West for a distance of 43.10 feet to a point; thence run South 43 degrees 49 minutes 24 seconds West for a distance of 1.67 feet to a point; thence run South 66 degrees 17 minutes 21 seconds West for a distance of 14.94 feet to a point; thence run South 75 degrees 53 minutes 24 seconds West for a distance of 35.25 feet to a point; thence run South 78 degrees 08 minutes 52 seconds West for a distance of 11.04 feet to a point; thence run North 87 degrees 15 minutes 00 seconds West for a distance of 45.08 feet to a point; thence run North 87 degrees 52 minutes 09 seconds West for a distance of 54.12 feet to a point; thence run South 88 degrees 28 minutes 05 seconds West for a distance of 61.62 feet to a point; thence run South 79 degrees 08 minutes 36 seconds West for a distance of 77.88 feet to a point; thence run South 44 degrees 05 minutes 13 seconds West for a distance of 3.71 feet to a point; thence run South 78 degrees 56 minutes 41 seconds West for a distance of 12.05 feet to a point; thence run South 76 degrees 25 minutes 55 seconds West for a distance of 50.44 feet to a point; thence run South 76 degrees 25 minutes 32 seconds West for a distance of 68.04 feet to a point; thence run South 60 degrees 32 minutes 41 seconds West for a distance of 41.21 feet to a point; thence run North 83 degrees 15 minutes 01 seconds West for a distance of 24.62 feet to a point; thence run North 78 degrees 39 minutes 13 seconds West for a distance of 55.94 feet to a point; thence run North 88 degrees 35 minutes 43 seconds West for a distance of 87.57 feet to a point; thence run

South 70 degrees 29 minutes 37 seconds West for a distance of 88.81 feet to a point; thence run South 56 degrees 56 minutes 48 seconds West for a distance of 78.11 feet to a point; thence run South 47 degrees 13 minutes 58 seconds West for a distance of 118.28 feet to a point; thence run North 72 degrees 37 minutes 54 seconds West for a distance of 165.50 feet to a Point of Curvature of a circular curve concave to the West; thence run Northerly along the arc of a circular curve to the left, having a radius of 380.00 feet, a central angle of 08 degrees 52 minutes 37 seconds, a chord length of 58.81 feet through a chord bearing of North 06 degrees 39 minutes 10 seconds East, for an arc distance of 58.87 feet to a Point of Tangency; thence run North 00 degrees 45 minutes 03 seconds East for a distance of 19.41 feet to a point; thence run North 02 degrees 32 minutes 42 seconds West for a distance of 88.98 feet to a point; thence run North 02 degrees 37 minutes 33 seconds West for a distance of 765.18 feet to a point; thence run North 07 degrees 12 minutes 58 seconds West for a distance of 83.91 feet to a point; thence run North 15 degrees 51 minutes 46 seconds West for a distance of 85.28 feet to a point; thence run North 22 degrees 40 minutes 25 seconds West for a distance of 348.37 feet to a point; thence run North 87 degrees 02 minutes 48 seconds East for a distance of 358.81 feet to a point; thence run South 02 degrees 55 minutes 05 seconds East for a distance of 11.66 feet to a point; thence run South 88 degrees 24 minutes 08 seconds East for a distance of 75.23 feet to the POINT OF BEGINNING, lying and being in Section 21, Township 52 South, Range 42 East, Miami-Dade County Florida.

AND LESS OUTPARCEL "E"

LEGAL DESCRIPTION (RESIDENTIAL PARCEL II)

A portion of Tract "A", "BISCAYNE LANDING," according to the Plat thereof, as recorded in Plat Book 161 at Page 72, of the Public Records of Miami-Dade County, Florida, being more particularly described as follows:

Commence at the most Southwesterly corner of said Tract "A"; thence run North 87 degrees 32 minutes 55 seconds East, along the Southerly boundary line of said Tract "A," for a distance of 589.17 feet to a point; thence run North 02 degrees 27 minutes 05 seconds West, at right angles to the last described course, for a distance of 75.00 feet to the POINT OF BEGINNING of the following described Residential Parcel 2; thence run North 02 degrees 27 minutes 05 seconds West for a distance of 522.89 feet to a point; thence run North 87 degrees 32 minutes 55 seconds East for a distance of 1,137.18 feet to a point on the next described circular curve concave to the West; thence run Northerly along the arc of a circular curve to the left, having a radius of 1,446.90 feet, a central angle of 34 degrees 11 minutes 10 seconds, a chord distance of 850.56 feet through a chord bearing of North 17 degrees 27 minutes 43 seconds West, for an arc distance of 863.30 feet to a point on the next described circular curve concave to the Northwest; thence run Easterly along the arc of a circular curve to the left, having a radius of 380.48 feet, a central angle of 22 degrees 22 minutes 16 seconds, a chord distance of 147.62 feet through a chord bearing of North 54 degrees 01 minutes 35 seconds East, for an arc distance of 148.56 feet to a point; thence run North 42 degrees 55 minutes 00 seconds East for a distance of 132.24 feet to a point; thence run South 64 degrees 52 minutes 55 seconds East for a distance of 195.02 feet to the beginning of a non-tangential curve concave to the East; thence run Southerly along the arc of a circular curve to the left, having a radius of 516.86 feet, a central angle of 15 degrees 02 minutes 48 seconds, a chord distance of 135.34 feet through a chord bearing of South 11 degrees 13 minutes 44 seconds East for an arc distance of 135.73 feet to a point; thence, South 33 degrees 28 minutes 14 seconds East for a distance of 73.97 feet to a point; thence run South 40 degrees 05 minutes 50 seconds East for a distance of 89.51 feet to a point; thence run South 47 degrees 23 minutes 30 seconds East for a distance of 48.54

feet to a point; thence run South 37 degrees 12 minutes 44 seconds East for a distance of 26.91 feet to a point; thence run South 24 degrees 06 minutes 28 seconds East for a distance of 38.70 feet to a point; thence run South 21 degrees 22 minutes 30 seconds East for a distance of 40.53 feet to a point; thence run South 04 degrees 06 minutes 06 seconds East for a distance of 35.03 feet to a point; thence run South 02 degrees 09 minutes 04 seconds West for a distance of 59.33 feet to a point; thence run South 00 degrees 09 minutes 14 seconds West for a distance of 95.99 feet to a point; thence run South 02 degrees 51 minutes 40 seconds East for a distance of 64.87 feet to a point; thence run South 01 degree 40 minutes 50 seconds East for a distance of 58.46 feet to a point; thence run South 01 degree 34 minutes 24 seconds East for a distance of 93.53 feet to a point; thence run South 00 degrees 35 minutes 10 seconds East for a distance of 56.09 feet to a point; thence run South 00 degrees 56 minutes 07 seconds West for a distance of 33.99 feet to a point; thence run South 01 degree 09 minutes 04 seconds East for a distance of 90.99 feet to a point; thence run South 05 degrees 05 minutes 30 seconds West for a distance of 42.13 feet to a point; thence run South 05 degrees 02 minutes 56 seconds West for a distance of 43.15 feet to a point; thence run South 04 degrees 36 minutes 28 seconds East for a distance of 57.05 feet to a point; thence run South 05 degrees 30 minutes 24 seconds East for a distance of 54.20 feet to a point; thence run South 01 degrees 37 minutes 24 seconds East for a distance of 55.54 feet to a point; thence run South 10 degrees 04 minutes 36 seconds East for a distance of 40.16 feet to a point; thence run South 07 degrees 58 minutes 40 seconds East for a distance of 53.11 feet to a point; thence run South 04 degrees 30 minutes 58 seconds East for a distance of 37.87 feet to a point; thence run South 72 degrees 19 minutes 44 seconds West for a distance of 153.27 feet to a point; thence run North 86 degrees 39 minutes 46 seconds West for a distance of 9.60 feet to a point; thence run South 83 degrees 29 minutes 28 seconds West for a distance of 72.06 feet to a point; thence run South 84 degrees 37 minutes 28 seconds West for a distance of 76.25 feet to a point; thence run South 87 degrees 42 minutes 34 seconds West for a distance of 95.16 feet to a point; thence run South 84 degrees 45 minutes 30 seconds West for a distance of 54.16 feet to a point; thence run South 87 degrees 19 minutes 35 seconds West for a distance of 30.94 feet to a point; thence run South 82 degrees 54 minutes 40 seconds West for a distance of 27.50 feet to a point; thence run North 88 degrees 46 minutes 32 seconds West for a distance of 24.23 feet to a point; thence run North 88 degrees 46 minutes 32 seconds West for a distance of 20.58 feet to a point; thence run South 87 degrees 46 minutes 20 seconds West for a distance of 42.78 feet to a point; thence run South 86 degrees 09 minutes 33 seconds West for a distance of 42.39 feet to a point; thence run South 88 degrees 26 minutes 55 seconds West for a distance of 35.09 feet to a point; thence run South 83 degrees 53 minutes 23 seconds West for a distance of 33.44 feet to a point; thence run South 78 degrees 48 minutes 29 seconds West for a distance of 50.60 feet to a point; thence run South 87 degrees 32 minutes 55 seconds West for a distance of 575.11 feet to a point; thence run South 87 degrees 32 minutes 55 seconds West for a distance of 150.00 feet to the POINT OF BEGINNING, lying and being in Section 21, Township 52 South, Range 42 East, Miami-Dade County, Florida.