



Interoffice Memorandum

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
MAY 05 2015 *NP/KH*

REAL ESTATE MANAGEMENT ITEM 11

DATE: April 21, 2015

TO: Mayor Teresa Jacobs
and the
Board of County Commissioners

THROUGH: Ann Caswell, Manager *AC*
Real Estate Management Division

FROM: Elizabeth Price Jackson, Senior Title Examiner *EPJ*
Real Estate Management Division

CONTACT PERSON: Ann Caswell, Manager

DIVISION: Real Estate Management
Phone: 836-7082

ACTION REQUESTED: APPROVAL AND EXECUTION OF WAIVER AND TERMINATION OF FUNDING AND LEASE AGREEMENT BETWEEN ORANGE COUNTY AND WEST ORANGE HEALTH ALLIANCE, INC.

PROJECT: West Orange County Health Care Facility
District 1

PURPOSE: To release the County's interest.

ITEM: Waiver and Termination of Funding and Lease Agreement

APPROVALS: Real Estate Management Division
County Attorney's Office
Health Services Department

REMARKS:

On September 28, 1999, the Board of County Commissioners (County) approved a Lien and Security Agreement (Agreement) between the West Orange Health Alliance, Inc. and the State of Florida Department of Health. Said Agreement included an Amendment to Lien and Security Agreement Creating Right of First Refusal in Orange County, Florida. The County vacated its leased premises in the facility in March 2014.

West Orange Health Alliance, Inc. is selling the property and has asked the County to terminate its rights under the Agreement in order to clear title.

A file labeled “BCC Agenda Backup” containing a copy of this agenda item and all supporting documentation is in the top drawer of the BCC file cabinet in the supply room adjacent to Commissioner Thompson’s office.

APPROVED
BY ORANGE COUNTY BOARD
OF COUNTY COMMISSIONERS
MAY 05 2015 NP/KH

**WAIVER AND TERMINATION
OF
FUNDING AND LEASE AGREEMENT**

THIS WAIVER AND TERMINATION is dated _____, by Orange County, Florida, a charter county and political subdivision of the State of Florida whose mailing address is P. O. Box 1393, Orlando, Florida 32802-1393 (the "County").

RECITALS:

WHEREAS, the County and the West Orange Health Alliance, Inc. a non-profit Corporation, existing under the laws of the State of Florida (the "Alliance") entered into a Funding and Lease Agreement (the "Agreement") for the West Orange County Outpatient Health Care Facility ("Facility") on March 30, 1999, which provided in part for a security interest to be granted by the Alliance in favor of County; and

WHEREAS, that certain Lien and Security Agreement ("Security Agreement"), was executed by the State of Florida, Department of Health and the Alliance and an Amendment to Lien and Security Agreement Creating Right of First Refusal in Orange County was executed by the State of Florida, Department of Health, the Alliance and the County all recorded at Official Records Book 5871, Page 4520 Public Records of Orange County Florida; and

WHEREAS, the Security Agreement terminated in 2007, five years after completion of the Facility; and

WHEREAS, the Agreement also granted the County a 35-year leasehold interest in a portion of the Facility; and

WHEREAS, the County vacated the Facility in March, 2014; and

WHEREAS, the County desires to terminate the Agreement and relieve the Alliance of any further obligation it may have to the County with respect to the Agreement.

NOW THEREFORE, in consideration of the performance by the Alliance of its obligations under the Security Agreement and the Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the County hereby agrees as follows:

1. **RECITALS.** That the foregoing recitals are true and correct and are incorporated herein by this reference.
2. **TERMINATION AND WAIVER.** The County hereby acknowledges the performance by the Alliance of its obligation under the Security Agreement, terminates the Agreement and waives any further leasehold interest under the Agreement and releases the Alliance from the same.

IN WITNESS WHEREOF, this Waiver and Termination has been executed by the Orange County Mayor following approval by the Board of County Commissioners as of the day and year first above written.



ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: *Teresa Jacobs*
Teresa Jacobs
Orange County Mayor

Date: 5.5.15

ATTEST: Martha O. Haynie, County Comptroller
As Clerk of the Board of County Commissioners

By: *Katie Smith*
Deputy Clerk

Katie Smith
Printed Name

This Instrument prepared by:

Lila I. McHenry
Orange County Attorney's Office
P. O. Box 1393
Orlando, FL 32802-1393