

**FIFTH AMENDMENT TO
AMENDED AND RESTATED DEVELOPMENT AGREEMENT**

THIS FIFTH AMENDMENT TO AMENDED AND RESTATED DEVELOPMENT AGREEMENT ("Fifth Amendment") is dated as of _____ and is between the **CITY OF POMPANO BEACH, FLORIDA**, a Florida municipal corporation ("**City**") and **POMPANO PIER ASSOCIATES, LLC**, a Florida limited liability company ("**Developer**").

RECITALS:

City and Developer have entered into an Amended and Restated Development Agreement dated July 28, 2014; a First Amendment to Amended and Restated Development Agreement dated March 27, 2015; a Second Amendment to Amended and Restated Development Agreement dated April 15, 2016; a Third Amendment to Amended and Restated Development Agreement dated November 3, 2017; and a Fourth Amendment to Amended and Restated Development Agreement dated October 29, 2018 (collectively, "**Agreement**"), for the development, leasing and operation of approximately 6.125 acres of oceanfront property located on Pompano Beach Boulevard ("**Property**").

All terms used in this Fifth Amendment which are defined in the Agreement will have the meanings set forth in the Agreement.

The City has leased Parcel C1 to PPA-C1, LLC ("**Parcel C1 Tenant**"), an affiliate of the Developer, pursuant to the Parcel Ground Lease for Parcel C1 dated February 15, 2017 (the "**Parcel C1 Ground Lease**").

The City has leased Parcel C2 to PPA-C2, LLC ("**Parcel C2 Tenant**"), an affiliate of the Developer, pursuant to the Parcel Ground Lease for Parcel C2 dated April 17, 2017 (the "**Parcel C2 Ground Lease**").

The Existing Concession Building is located on Parcel E. The City has leased Parcel E to PPA-E, LLC ("**Parcel E Tenant**"), an affiliate of the Developer, pursuant to the Parcel Ground Lease for Parcel E dated March 15, 2015, amended on April 15, 2016, and November 3, 2017 (collectively, "**Parcel E Ground Lease**").

The City has leased Parcel R1 to PPA-R1, LLC ("**Parcel R1 Tenant**"), an affiliate of the Developer, pursuant to the Parcel Ground Lease for Parcel R1 dated February 28, 2017 (the "**Parcel R1 Ground Lease**").

The City has leased Parcel R2 to PPA-R2, LLC ("**Parcel R2 Tenant**"), an affiliate of the Developer, pursuant to the Parcel Ground Lease for Parcel R2 dated September 30, 2015, and amended on April 15, 2016 (collectively, "**Parcel R2 Ground Lease**").

The City has leased Parcel R3 to PPA-R3, LLC ("**Parcel R3 Tenant**"), an affiliate of the Developer, pursuant to the Parcel Ground Lease for Parcel R3 dated March 31, 2015, and amended on April 15, 2016 (collectively, "**Parcel R3 Ground Lease**").

The City has leased Phase R4 to PPA-R4, LLC (“**Phase R4 Tenant**”), an affiliate of the Developer, pursuant to the Space Lease for Phase R4 dated April 15, 2016, and amended November 3, 2017 (collectively, “**Phase R4 Lease**”).

The City has leased Parcel R5 to PPA-R5, LLC (“**Parcel R5 Tenant**”), an affiliate of the Developer, pursuant to the Parcel Ground Lease for Parcel R5 dated November 6, 2018 (the “**Parcel R5 Ground Lease**”).

NOW, THEREFORE, in consideration of the mutual covenants contained in this Amendment, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

AGREEMENT:

1. **Development Timeline.** The Development Timeline attached as **Exhibit C** to the Agreement is replaced with the revised Development Timeline attached as **Exhibit A** to this Fifth Amendment.
2. **Amendment of Parcel Ground Leases and Phase R4 Lease.** The Parcel E, R1, R2, R3, R5, C1, C2, and Phase R4 Tenants are joining in this Fifth Amendment to confirm that the Development Timeline attached as **Exhibit A** is hereby incorporated into each of the respective Parcel Ground Leases and the Phase R4 Lease, and replaces the Development Timeline currently attached to said leases and that the amendments to the Agreement in Paragraphs 4, 5, 6 and 7 below are incorporated into each of the respective Parcel Ground Lease and Phase R4 Lease, as well.
3. **Ratification of Agreement.** The Agreement, as amended by this Fifth Amendment, remains in full force and effect on the date hereof.

[SIGNATURES ON FOLLOWING PAGES]

The parties have executed this Fifth Amendment on the dates set forth below their respective signatures.

Witnesses:

CITY:

CITY OF POMPAÑO BEACH, FLORIDA

Print name: _____

By: _____

REX HARDIN, MAYOR

Dated: _____

Print name: _____

By: _____

GREGORY P. HARRISON,
CITY MANAGER

Dated: _____

Attest:

ASCELETA HAMMOND, CITY CLERK

(SEAL)

Approved as to Form:

MARK E. BERMAN, CITY ATTORNEY

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on _____, by REX HARDIN, as Mayor, GREGORY P. HARRISON, as City Manager, and ASCELETA HAMMOND, as City Clerk of the City of Pompano Beach, Florida, a municipal corporation, on behalf of the municipal corporation, who are personally known to me.

NOTARY PUBLIC, STATE OF FLORIDA

(Name of Notary Typed, Printed or Stamped)

NOTARY'S SEAL

Commission Number

City Signature Page to Fifth Amendment

Witnesses:

Print name: Nicholas Biobol

Print name: Rhonda K Brami

DEVELOPER:

POMPAÑO PIER ASSOCIATES, LLC, a
Florida limited liability company

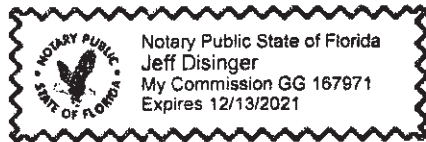
By: [Signature]

RICHARD CASTER, Manager

Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on
July 11th 2019, by RICHARD CASTER, as Manager of Pompano Pier
Associates, LLC, a Florida limited liability company, on behalf of the company. He is
personally known to me or has produced _____ as identification.



NOTARY'S SEAL

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

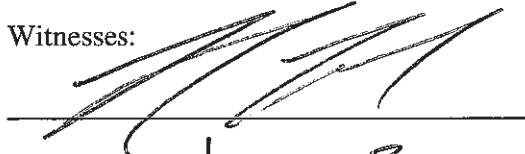
Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

GC 167971
Commission Number

JOINDER OF PARCEL E TENANT

PPA-E, LLC, a Florida limited liability company ("Parcel E Tenant"), as the tenant of Parcel E pursuant to the Parcel Ground Lease for Parcel E dated March 31, 2015, and amended on April 15, 2016; November 3, 2017; and May 3, 2018, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Parcel E Tenant under the Parcel E Ground Lease.

Witnesses:



Print name: Nicholas Beber



Print name: Rhonda K. Brami

PARCEL E TENANT:

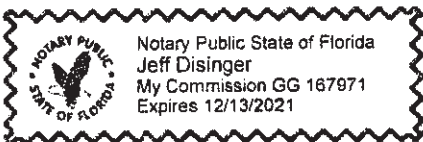
PPA-E, LLC, a Florida limited liability company

By: 
RICHARD CASTER, Manager

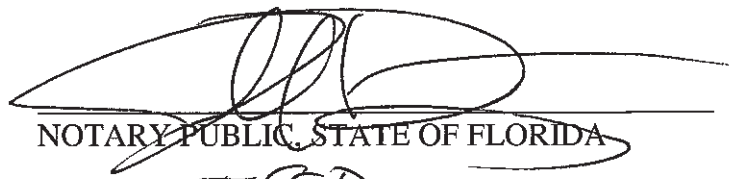
Date: 2/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 11th, 2019, by RICHARD CASTER, as Manager of PPA-E, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.



NOTARY'S SEAL



NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger

(Name of Notary Typed, Printed or Stamped)

6C 167971

Commission Number

Tenant Signature Page to Fifth Amendment

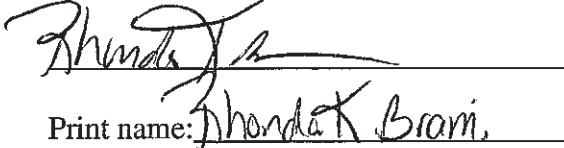
JOINDER OF PHASE R4 TENANT

PPA-R4, LLC, a Florida limited liability company ("Phase R4 Tenant"), as the tenant of Phase R4 pursuant to the Space Lease for Phase R4 dated April 15, 2016, and amended November 3, 2017, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Phase R4 Tenant under the Phase R4 Space Lease.

Witnesses:



Print name: NICHOLAS BIBBER



Print name: Rhonda K Brani

PHASE R4 TENANT:

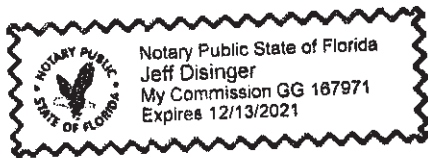
PPA-R4, LLC, a Florida limited liability company

By: 
RICHARD CASTER, Manager

Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 11th, 2019, by RICHARD CASTER, as Manager of PPA-R4, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced as identification.



NOTARY'S SEAL


NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

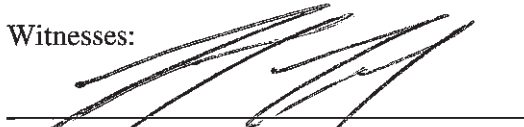
GC 167971
Commission Number

Tenant Signature Page to Fifth Amendment

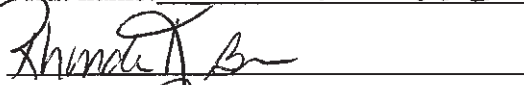
JOINDER OF PARCEL R1 TENANT

PPA-R1, LLC, a Florida limited liability company ("Parcel R1 Tenant"), as the tenant of Parcel R1 pursuant to the Parcel Ground Lease for Parcel R1 dated February 28, 2017, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Parcel R1 Tenant under the Parcel R1 Ground Lease.

Witnesses:



Print name: Nicholas Biorce



Print name: Rhonda K. Bram

PARCEL R1 TENANT:

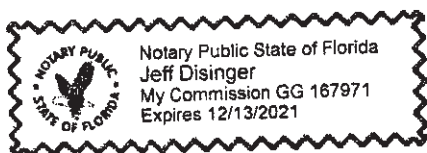
PPA-R1, LLC, a Florida limited liability company

By: 
RICHARD CASTER, Manager

Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 11th, 2019, by RICHARD CASTER, as Manager of PPA-R1, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced as identification.



NOTARY'S SEAL


NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

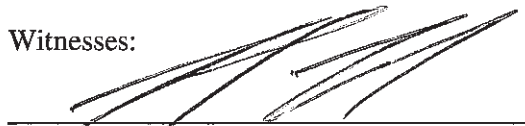
6C 167971
Commission Number

Tenant Signature Page to Fifth Amendment

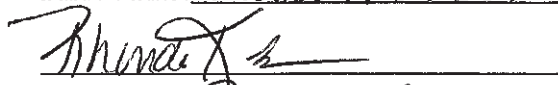
JOINDER OF PARCEL R2 TENANT

PPA-R2, LLC, a Florida limited liability company ("**Parcel R2 Tenant**"), as the tenant of Parcel R2 pursuant to the Parcel Ground Lease for Parcel R2 dated September 30, 2015, and amended on April 15, 2016, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Parcel R2 Tenant under the Parcel R2 Ground Lease.

Witnesses:



Print name: NICHOLAS BIBER



Print name: Rhonda K Bami

PARCEL R2 TENANT:

PPA-R2, LLC, a Florida limited liability company

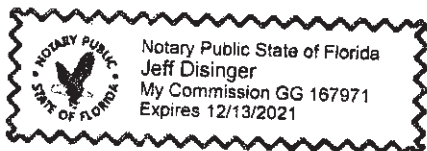
By: 

RICHARD CASTER, Manager

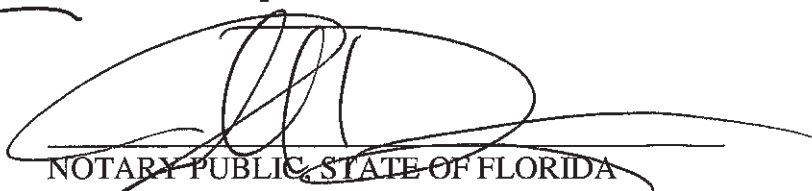
Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 11th, 2019, by RICHARD CASTER, as Manager of PPA-R2, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.



NOTARY'S SEAL


NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

6C167971
Commission Number

Tenant Signature Page to Fifth Amendment

JOINDER OF PARCEL R3 TENANT

PPA-R3, LLC, a Florida limited liability company ("**Parcel R3 Tenant**"), as the tenant of Parcel R3 pursuant to the Parcel Ground Lease for Parcel R3 dated March 31, 2015, and amended on April 15, 2016, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Parcel R3 Tenant under the Parcel R3 Ground Lease.

Witnesses:



Print name: NICHOLAS Bieber



Print name: Rhonda K. Bami

PARCEL R3 TENANT:

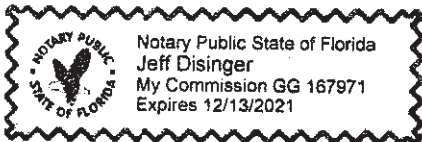
PPA-R3, LLC, a Florida limited liability company

By: 
RICHARD CASTER, Manager

Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 4th, 2019, by RICHARD CASTER, as Manager of PPA-R3, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.




NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

NOTARY'S SEAL

60167571
Commission Number

Tenant Signature Page to Fifth Amendment

JOINDER OF PARCEL R5 TENANT

PPA-R5, LLC, a Florida limited liability company ("**Parcel R5 Tenant**"), as the tenant of Parcel R5 pursuant to the Parcel Ground Lease for Parcel R5 dated November 6, 2018, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Parcel R5 Tenant under the Parcel R5 Ground Lease.

Witnesses:



Print name: Nicholas Bleser



Print name: Rhonda Bami

PARCEL R1 TENANT:

PPA-R5, LLC, a Florida limited liability company

By: 
RICHARD CASTER, Manager


Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 11th, 2019, by RICHARD CASTER, as Manager of PPA-R5, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.



NOTARY'S SEAL


NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

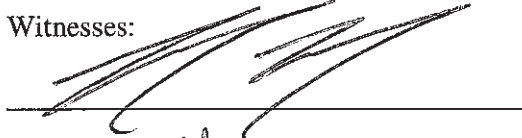
GC 167971
Commission Number

Tenant Signature Page to Fifth Amendment

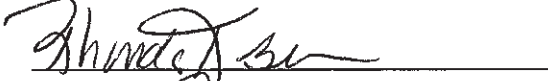
JOINDER OF PARCEL C1 TENANT

PPA-C1, LLC, a Florida limited liability company ("Parcel C1 Tenant"), as the tenant of Parcel C1 pursuant to the Parcel Ground Lease for Parcel C1 dated February 15, 2017, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Parcel C1 Tenant under the Parcel C1 Ground Lease.

Witnesses:



Print name: Nicholas Bieber



Print name: Shonda K. Barni

PARCEL C1 TENANT:

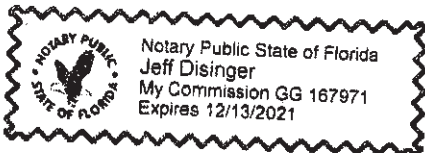
PPA-C1, LLC, a Florida limited liability company

By: 
RICHARD CASTER, Manager

Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 4, 2019, by RICHARD CASTER, as Manager of PPA-C1, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.




NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

NOTARY'S SEAL

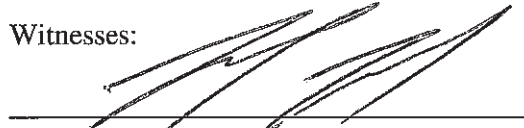
GC 167971
Commission Number

Tenant Signature Page to Fifth Amendment

JOINDER OF PARCEL C2 TENANT

PPA-C2, LLC, a Florida limited liability company ("**Parcel C2 Tenant**"), as the tenant of Parcel C2 pursuant to the Parcel Ground Lease for Parcel C2 dated April 17, 2017, joins in this Fifth Amendment to Amended and Restated Development Agreement to acknowledge its consent to the terms and conditions of the Fifth Amendment which may affect the rights or obligations of the Parcel C2 Tenant under the Parcel C2 Ground Lease.

Witnesses:



Print name: NICHOLAS BEBOE



Print name: Brandon Bram

PARCEL C2 TENANT:

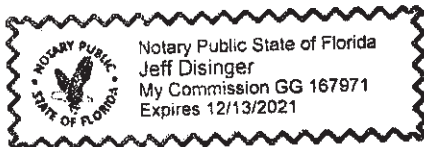
PPA-C2, LLC, a Florida limited liability company

By: 
RICHARD CASTER, Manager

Date: 7/11/19

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 11th, 2019, by RICHARD CASTER, as Manager of PPA-C2, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.




NOTARY PUBLIC, STATE OF FLORIDA

Jeff Disinger
(Name of Notary Typed, Printed or Stamped)

NOTARY'S SEAL

6C 167971
Commission Number

Tenant Signature Page to Fifth Amendment