



February 21, 2014

D'Wayne M. Spence, Esq.
Assistant City Attorney
City of Fort Lauderdale
100 North Andrews Avenue
Fort Lauderdale, FL 33301-1016

Re: Riverbend Marketplace – Declaration of Restrictive Covenants

Dear Mr. Spence:

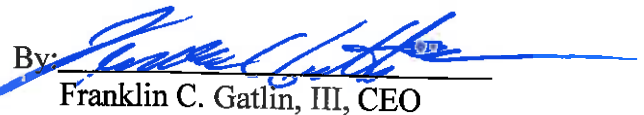
The undersigned "Declarant" under the proposed Declaration of Restrictive Covenants, a copy of which is attached to this letter, as a material inducement to the City of Fort Lauderdale to execute the Joinder and Consent attached thereto, agrees to be fully responsible for all obligations and liabilities arising out of the Declaration and agrees to indemnify and hold the City of Fort Lauderdale harmless from any and all costs and expenses incurred by the City of Fort Lauderdale in connection therewith.

Sincerely,

GDC BROWARD RB, LLC, a Delaware limited liability company

By: GATLIN PARTNERS 3, LLC, a Delaware limited liability company, its Sole Member

By: GATLIN DEVELOPMENT CO., INC., a California corporation, its Sole Member

By: 
Franklin C. Gatlin, III, CEO