



## UPTOWN URBAN VILLAGE ZONING CITY-INITIATED REZONING REQUEST AND CONSENT FORM

The City of Fort of Fort Lauderdale City Commission adopted Ordinance C-19-34, which among other things, created new zoning districts collectively known as the Uptown Urban Village Zoning Districts. As an economic incentive, the City, upon the request and consent of a property owner (herein "Owner"), will initiate the rezoning of properties in the Uptown area from the current zoning district to the appropriate Uptown Urban Village Zoning District. Consent is required from each property owner, contract purchaser, or both, as applicable. A separate consent form must be completed and signed by each owner or contract purchaser in order to proceed with the rezoning.

**PROPERTY INFORMATION** 494210360030; 494210360040; 494210360021;  
**Folio number(s):** 494210360010; 494210360050  
**Address:** 6700, 6750 North Andrews Avenue, Fort Lauderdale, FL  
**Owner:** CPN West LLC; F Land LLC  
**Agent/Managing Partner:** RD Investment Properties, LLC  
*(An agent authorization form required. Owner approval must specifically state authorization to process the rezoning.)*  
**Legal Description (Abbreviated):** A portion of Parcel A of the Reflections  
 Plat, 119-46 (Complete Legal attached as Exhibit 1)  
**Property size:** approximately 18.46 acres (square feet/acres)  
**Current zoning district:** B-3 - Heavy Commercial / Light Industrial Business  
**Uptown zoning district:** UUV-NE - Uptown Urban Village Northeast District

The Owner agrees to provide the City with the necessary items to process a rezoning application on their behalf. Processing includes the completing the Planning and Zoning Board and City Commission Applications, Public Notice Signs, and attending public meetings. Necessary items include the content listed below.

### **REQUIRED DOCUMENTATION**

*Owner agrees to provide the City with the items listed below and to make revisions to such items if deemed needed to process the rezoning.*

**Survey:** Current signed and sealed survey of the property  
**Sketch and Legal Description:** Written legal description  
**Warranty Deed:** Last recorded warranty deed for the subject property  
**Consent Form:** Signed and executed Consent Form

### **REQUIRED ADVERTISEMENT**

*City will produce the required public sign notice and will post the signs. Owner agrees to pay the costs listed below.*

**Advertisement:** Public advertisement costs (newspaper notice not public sign notice)

**DEPARTMENT OF SUSTAINABLE DEVELOPMENT**  
 700 NW 19 AVENUE, FORT LAUDERDALE 33311  
 TELEPHONE (954) 828-6520  
[WWW.FORTLAUDERDALE.GOV](http://WWW.FORTLAUDERDALE.GOV)

I hereby give CONSENT to the City of Fort Lauderdale to process a City-initiated rezoning of my property more specifically identified on the attached warranty deed and hereby waive any legal objections to the rezoning of the property to an Uptown Urban Village Zoning Districts. I fully understand and acknowledge that this consent does not obligate the City Commission of the City of Fort Lauderdale to rezoning the property as contemplated and therefore does not constitute a contract to use the police power of the City of Fort Lauderdale to rezone the property.

I hereby certify I have full knowledge the property I have an ownership interest in is the subject of this application. I further certify the statements or information made in any paper or plans submitted herewith are true and correct to the best of my knowledge. I further agree to all terms and conditions, which may be imposed as part of the approval of this application.

**OWNER/CONTRACT PURCHASER:**

CPN West LLC; F Land LLC  
(Name - type, stamp or print clearly)

See Exhibit 2  
(Signature)

6301 NW 5th Way, Suite 2600, Fort Lauderdale, FL 33309  
(Address) (City, State, Zip)

**AGENT: Contract Purchaser**

RD Investment Properties, LLC  
(Name - type, stamp or print clearly)

See Exhibit 3  
(Signature)

2850 Tigertail Avenue, Suite 800, Miami, FL 33133  
(Address) (City, State, Zip)

**NOTARY PUBLIC INFORMATION:**

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 7th day of Apr, 2023 by Yoav Nerary (name of person acknowledging). He/she is personally known to me or has produced (type of identification) as identification and did did not take an oath (circle correct response).

See Exhibits 2 and 3  
Liudmila Blanco  
(Name - type, stamp or print clearly)

LB  
(Signature)

My Commission Expires on:  
01/24/26

**NOTARY'S SEAL OR STAMP**



**Exhibit 1**

ACTIVE 686395000v1








[illegible]

ALTA / NSPS LAND TITLE SURVEY A PORTION OF PARCEL 'A'									
JOB #:	SCALE: 1" = 40'	DATE: 04/28/2022	BY: W.R.E.	CHECKED: J.T.D.	F.B. 2102 PG. 59-64				
11985-2					SHEET: 2 OF 2				
REFLECTIONS 6700 N ANDREWS AVENUE (P.B. 119 PG. 45 B.C.R.) CITY OF FORT LAUDERDALE BROWARD COUNTY, FLORIDA									
REVISIONS	DATE	F.B. / P.G.	BY	CRD	REVISIONS	DATE	F.B. / P.G.	BY	CRD
NO FIELD COMMENTS	09/12/2022	--	W.R.E.	J.T.D.					
REVISED PER COMMENTS	09/12/2022	--	W.R.E.	J.T.D.					
AS-CUR PER COMMENTS	09/12/2022	--	W.R.E.	J.T.D.					
REVISED PER COMMENTS	09/12/2022	--	W.R.E.	J.T.D.					
REVISED SQUARE FOOTAGE	09/14/2022	--	W.R.E.	J.T.D.					
REVISED PER COMMENTS	09/14/2022	--	W.R.E.	J.T.D.					
REVISED LAND DEEDS ROW (SEE PARCEL 1)	12/16/2022	--	W.R.E.	J.T.D.					
REVISED PARCELS NUMBERS	01/03/2023	--	W.R.E.	J.T.D.					



**AVIROM & ASSOCIATES, INC.**  
**SURVEYING & MAPPING**  
50 S.W. 2nd AVENUE, SUITE 102  
BOCA RATON, FLORIDA 33432  
(951) 382-2594 / www.AVIROMSURVEY.com

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This drawing was prepared by the undersigned professional engineer and licensed surveyor and shall not be reproduced or copied without written permission.

SKETCH & DESCRIPTION  
**A PORTION OF PARCEL "A"**  
REFLECTIONS  
(P.B. 119, PG. 46, B.C.R.)  
CITY OF FORT LAUDERDALE, BROWARD COUNTY, FLORIDA  
**REZONING PETITION FROM "B-3" TO "UUV-NE"**

**SURVEYOR'S NOTES:**

1. Reproductions of this Sketch are not valid without the signature and the original seal of a Florida Licensed Surveyor and Mapper. Additions or deletions to this sketch by other than the signing party is prohibited without written consent of the signing party.
2. No Title Opinion or Abstract to the subject property has been provided. It is possible that there are Deeds, Easements, or other instruments (recorded or unrecorded) which may affect the subject property. No search of the Public Records has been made by the Surveyor.
3. The land description shown hereon was prepared by the Surveyor.
4. Bearings shown hereon are relative to said plat, based on the north line of said Parcel "A", having a bearing of S72°32'57"E.
5. LESS OUT land based on deed, as recorded at Instrument #115871388, of the Public Records of Broward County, Florida.
6. Data shown hereon was compiled from instrument(s) of record and does not constitute a boundary survey.
7. Abbreviation Legend: B.C.R. = Broward County Records; F.B. = Field Book; L.B. = Licensed Business; O.R.B. = Official Records Book; P.B. = Plat Book; PG. = Page; P.L.S. = Professional Land Surveyor; P.O.B. = Point of Beginning; P.O.C. = Point of Commencement.

**CERTIFICATION:**

I HEREBY CERTIFY that the attached Sketch and Description of the hereon described property is true and correct to the best of my knowledge and belief as prepared under my direction. I FURTHER CERTIFY that this Sketch and Description meets the Standards of Practice set forth in Chapter 5J-17, Florida Administrative Code, pursuant to Chapter 472, Florida Statutes.

Date: 5/11/2023



JOHN T. DOOGAN, P.L.S.  
Florida Registration No. 4409  
AVIROM & ASSOCIATES, INC.  
L.B. No. 3300

**NOT VALID WITHOUT  
SHEETS 1 THRU 4**

**REVISIONS**

REVISE 05/10/2023



**AVIROM & ASSOCIATES, INC.**  
**SURVEYING & MAPPING**

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JOB #: **11985-4**

SCALE: -

DATE: 04/12/2022

BY: W.R.E.

CHECKED: J.T.D.

F.B. - PG. -

SHEET: **1 OF 4**

**SKETCH & DESCRIPTION  
A PORTION OF PARCEL "A"  
REFLECTIONS  
(P.B. 119, PG. 46, B.C.R.)  
CITY OF FORT LAUDERDALE, BROWARD COUNTY, FLORIDA  
REZONING PETITION FROM "B-3" TO "UUV-NE"**

**LAND DESCRIPTION:**

Parcel 'A', REFLECTIONS, according to the Plat thereof, as recorded in Plat Book 119, Page 46, of the Public Records of Broward County, Florida.

Said lands lying in the City of Fort Lauderdale, Broward County, Florida, less the following described land:

That portion of Parcel A of "Reflections" as recorded in Plat Book 119, at Page 46, of the Public Records of Broward County, Florida, being more particularly described as follows:

**Commence** at the Northeast corner of said Parcel A; thence South 00°12'18" East for 103.29 feet along the Easterly boundary of said Parcel A to an intersection with the Northwesterly right of way line of interstate 95; thence South 41°34'31" West along the said Northwesterly right of way line, for 337.68 feet; thence South 48°57'43" West along said Northwesterly right of way line, for 458.01 feet to the Easternmost corner of Parcel A of "Park Lake" as shown on Plat recorded in Plat Book 106, at Page 1, of the Public Records of Broward County, Florida; thence North 89°42'21" West along the boundary of Parcel A of said "Park Lake" for 152.00 feet to the **Point of Beginning** of the following described parcel of land; thence North 89°42'21" West along the boundary line of Parcel A of said "Park Lake" for 631.50 feet to the Southwest corner of the Southwest ¼ of the Northeast ¼ of the Northeast ¼ of Section 10, Township 49 South, Range 42 East, Broward County, Florida (same being a corner on the boundary of Parcel A of said Park Lake); thence North 00°24'57" West for 287.77 feet along the West boundary of the Southwest ¼ of the Northeast ¼ of the Northeast ¼, of said Section 10; thence South 89°42'21" East for 229.28 feet; thence North 54°06'35" East for 12.97 feet; thence North 63°46'42" East for 12.57 feet; thence North 51°50'49" East for 18.52 feet; thence North 04°26'37" East for 14.63 feet; thence North 25°47'37" West for 31.60 feet; thence North 56°26'19" East for 53.51 feet; thence South 42°39'54" East for 29.84 feet; thence South 33°33'41" East for 283.56 feet; thence South 89°42'21" East for 159.66 feet; thence South 00°17'39" West for 128.00 feet to the **Point of Beginning**; lying and being in Broward County, Florida.

Said lands lying in the City of Fort Lauderdale, Broward County, Florida and containing 804,467 square feet (18.4680 acres), more or less.

**NOT VALID WITHOUT  
SHEETS 1 THRU 4**

**REVISIONS**

REVISE 05/10/2023



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**JOB #: 11985-4**

**SCALE: -**

**DATE: 04/12/2022**

**BY: W.R.E.**

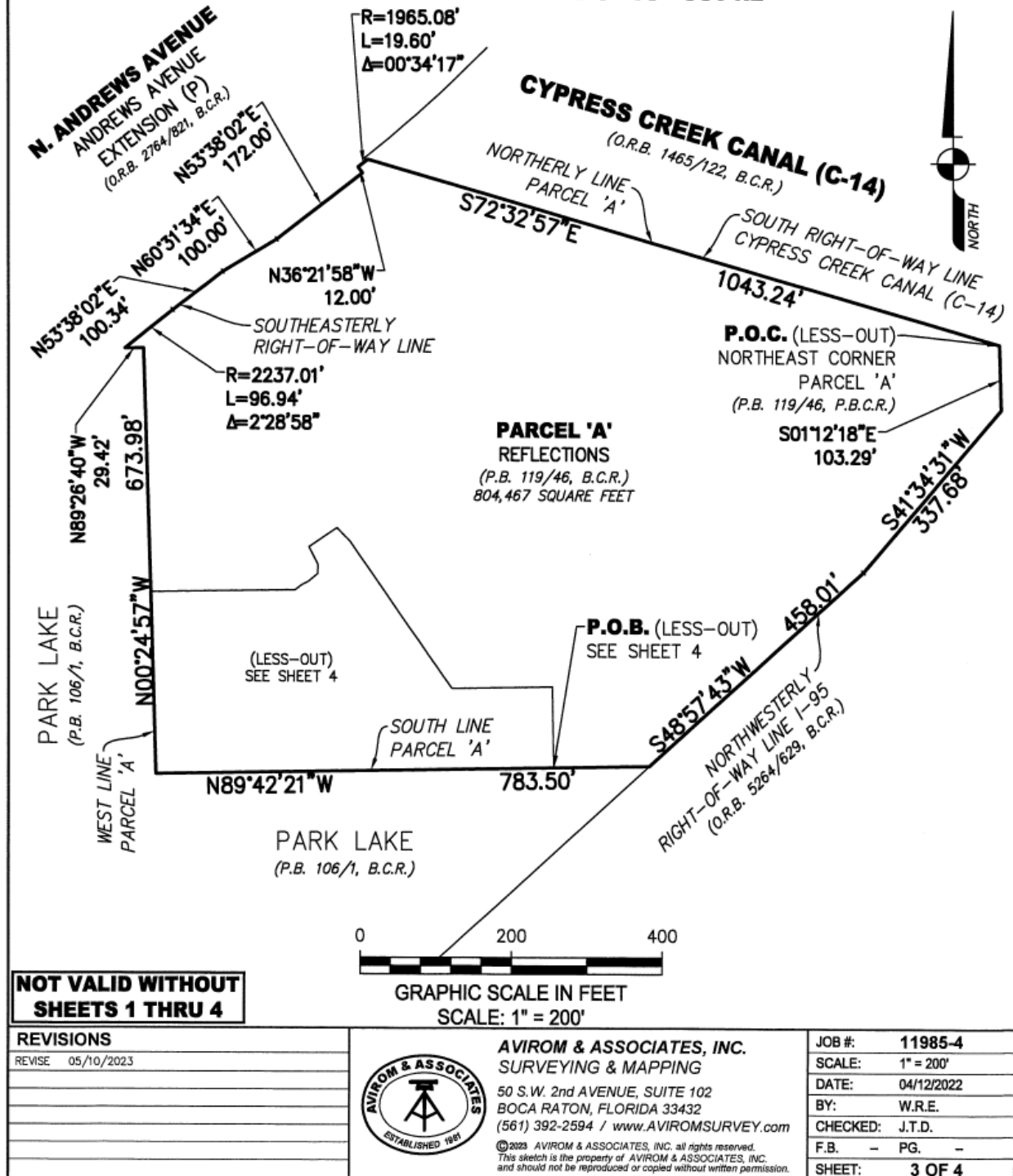
**CHECKED: J.T.D.**

**F.B. - PG. -**

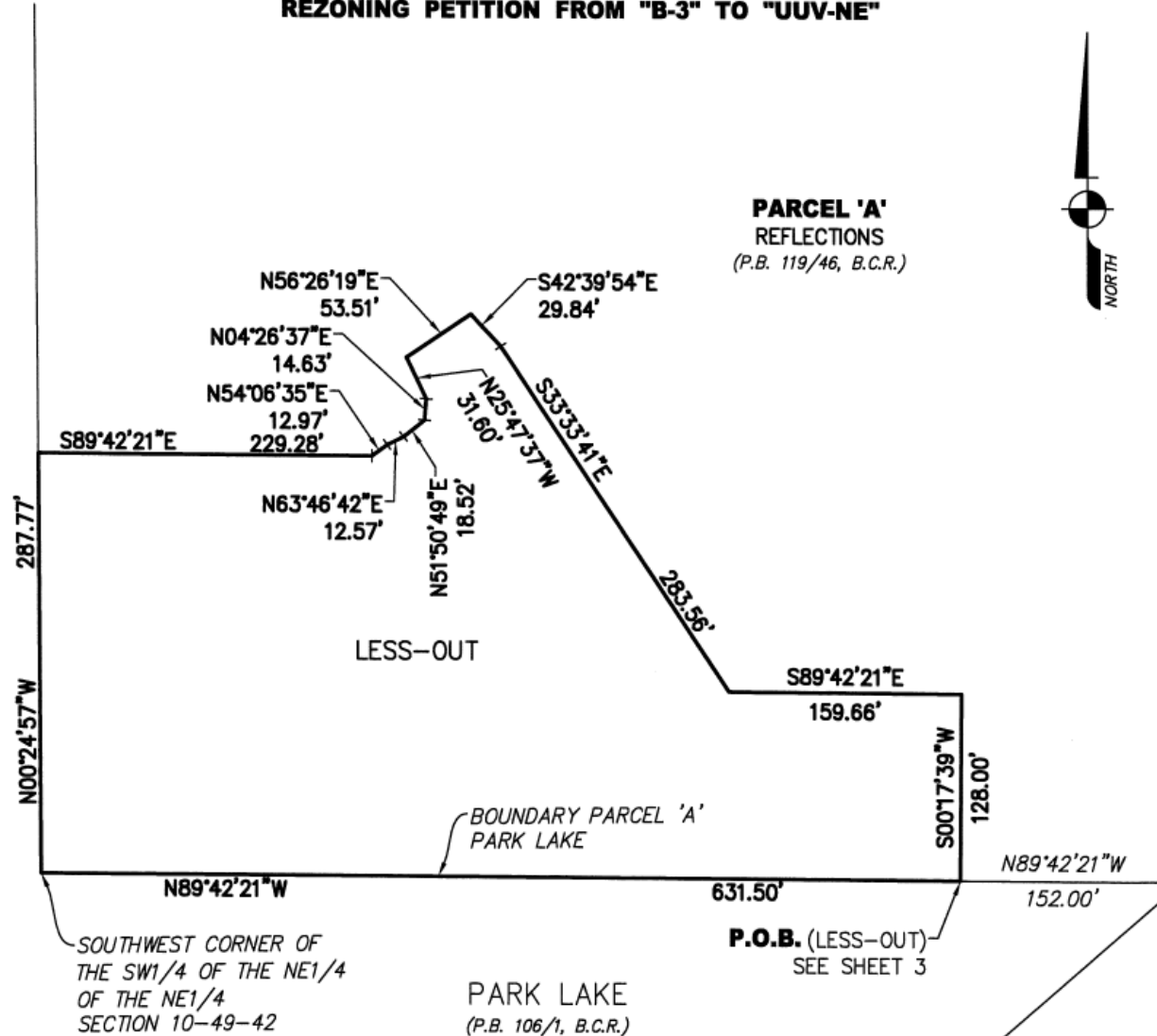
**SHEET: 2 OF 4**



**SKETCH & DESCRIPTION  
A PORTION OF PARCEL "A"**  
REFLECTIONS  
(P.B. 119, PG. 46, B.C.R.)  
CITY OF FORT LAUDERDALE, BROWARD COUNTY, FLORIDA  
**REZONING PETITION FROM "B-3" TO "UUV-NE"**



SKETCH & DESCRIPTION  
**A PORTION OF PARCEL "A"**  
 REFLECTIONS  
 (P.B. 119, PG. 46, B.C.R.)  
 CITY OF FORT LAUDERDALE, BROWARD COUNTY, FLORIDA  
**REZONING PETITION FROM "B-3" TO "UUV-NE"**



**NOT VALID WITHOUT  
SHEETS 1 THRU 4**

**REVISIONS**

REVISE 05/10/2023



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**JOB #:** 11985-4

**SCALE:** 1" = 100'

**DATE:** 04/12/2022

**BY:** W.R.E.

**CHECKED:** J.T.D.

**F.B.** - PG. -

**SHEET:** 4 OF 4

This instrument prepared by  
(and after recording return to):

Jeffrey P. Orlan, Esq.  
Jeffrey P. Orlan, P.A., P.C.  
747 Chestnut Ridge Road, Suite 200  
Chestnut Ridge, NY 10977

Property Appraiser's Parcel  
Identification Number:  
494210-36-0040

**SPECIAL WARRANTY DEED**  
**(vacant)**

**STOCKBRIDGE CYPRESS PARK WEST, LLC**, a Delaware limited liability company ("**Grantor**"), whose mailing address is c/o Stockbridge Capital Group, 3414 Peachtree Road, NE, Suite 1160, Atlanta, Georgia 30326, in consideration of ten dollars (\$10.00) and other valuable considerations received from **F LAND LLC**, a Florida limited liability company ("**Grantee**"), whose mailing address is 6030 Hollywood Blvd., #240, Hollywood, Florida 33024, hereby grants and conveys to Grantee the real property in Ft. Lauderdale, Broward County, Florida, described on the attached **Exhibit A**, along with any rights, privileges, hereditaments, appurtenances, and easements related to such real property.

This conveyance is subject to the matters described on **Exhibit B** (without the intent of re-imposing same).

Grantor hereby covenants and warrants that the property is free of all encumbrances except as otherwise expressly provided herein, that lawful seizing of and good right to convey the property are vested in Grantor, and that Grantor hereby fully warrants the title to the property and will defend the same against the lawful claims of all persons claiming by, through or under Grantor.

DATED this 30 day of September, 2016.

[SIGNATURE PAGE FOLLOWS]

3129052-2 12162.0209906



Signed in the presence of:

Sharon E. Smith  
(print name): Sharon E. Smith

Penney N. Farlow  
(print name): Penney N. Farlow

**STOCKBRIDGE CYPRESS PARK WEST, LLC,**  
a Delaware limited liability company

By: Brian Bill (Seal)  
Brian Bill, Vice President

STATE OF GEORGIA

COUNTY OF FULTON

The foregoing instrument was signed and acknowledged before me this 21st day of September, 2016, by Brian Bill, as Vice President of Stockbridge Cypress Park West, LLC, a Delaware limited liability company on behalf of the Company. Such person is personally known to me or produced \_\_\_\_\_ as identification.



Karen E. Davis  
Printed/typed name: Karen E. Davis  
Notary Public-State of Georgia

3129052-2 12162.0209906

EXHIBIT A

Property Description

PARCEL 1:

A parcel of land being a portion of Parcel A, REFLECTIONS, according to the plat thereof, as recorded in Plat Book 119, at Page 46, of the Public Records of Broward County, Florida, said lands being more particularly described as follows:

BEGINNING at the Easternmost corner of Parcel A, PARK LAKE, according to the plat thereof as recorded in Plat Book 106, at Page 1 of the Public Records of Broward County, Florida; THENCE North 89°42'21" West along the North line of said Parcel A of PARK LAKE plat, a distance of 152.00 feet to a point on the Easterly boundary of the lands described in Official Records Book 42764, at Page 885 of said County Records (also known as the Marriot Less-out Parcel); the following 4 courses following said Marriot boundary; THENCE North 00°17'39" East, a distance of 128.00 feet; THENCE North 89°42'21" West, a distance of 159.66 feet; THENCE North 33°33'41" West, a distance of 283.56 feet; THENCE North 42°39'54" West, a distance of 29.84 feet; THENCE North 56°26'19" East, a distance of 38.74 feet to a point on the Westerly boundary of the lands described in Official Records Book 12425, at Page 603 and in Official Records Book 18818, at Page 897 of said County Records (also known as the Amended Wetlands Restoration Area); the following 11 courses following said Wetlands boundary; THENCE South 18°26'28" East, a distance of 10.77 feet; THENCE South 33°11'52" East, a distance of 266.35 feet; THENCE South 79°04'27" East, a distance of 90.73 feet; THENCE North 47°46'11" East, a distance of 150.02 feet; THENCE North 66°20'08" East, a distance of 17.42 feet; THENCE North 89°28'06" East, a distance of 89.13 feet; THENCE South 47°38'50" East, a distance of 36.54 feet; THENCE North 88°54'29" East, a distance of 12.99 feet; THENCE North 48°56'42" East, a distance of 37.20 feet; THENCE North 78°56'21" East, a distance of 26.24 feet; THENCE South 41°02'17" East, a distance of 144.90 feet to a point on the Northwesterly right-of-way line of Interstate 95; THENCE South 48°57'43" West along said right-of-way line, a distance of 248.88 feet to the POINT OF BEGINNING. (CYPRESS PARK WEST SOUTH LESS-OUT PARCEL).

Together with:

Easements for ingress, egress, access and parking for the benefit of Parcel 1, created by that certain Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement recorded April 4, 1985, in Official Records Book 12443, at Page 405, as amended by instrument filed in Official Records Book 12850, at Page 606, and as further amended by Second Amendment to Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement in Official Records Book 13565, at Page 889, of the Public Records of Broward County, Florida.

3129052-2 12162.0209906

EXHIBIT B

Permitted Encumbrances

1. General or special taxes and assessments required for the year 2016 and subsequent years, none now due and payable.
2. Restrictions, conditions, reservations, easements, and other matters contained on the Plat of Reflections, as recorded in Plat Book 119, Page 46; as affected by Agreement to Place a Notation on Plat recorded in O.R. Book 32528, Page 303; and Notice recorded in O.R. Book 32528, Page 314; and Resolution to Adopt Vacation recorded in O.R. Book 45560, Page 1212, Public Records of Broward County, Florida.
3. Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement between Cypress Creek Associates, Ltd. and Interstate/Fort Lauderdale Associates, Ltd., recorded in O.R. Book 12443, at Page 405, as amended by First Amendment to Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement recorded in O.R. Book 12850, at Page 606, and as further amended by Second Amendment to Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement recorded in O.R. Book 13565, at Page 889, Public Records of Broward County, Florida.
4. Easement to Broward County recorded in O.R. Book 16069, Page 118; as affected by Partial Release of Easement recorded in O.R. Book 45185, Page 481, Public Records of Broward County, Florida.
5. Bill of Sales Absolute recorded in O.R. Book 16069, Page 182 and O.R. Book 34093, Page 1166, O.R. Book 35009, Page 1786, Public Records of Broward County, Florida.
6. Declaration of Easement recorded in O.R. Book 50637, Page 1614, Public Records of Broward County, Florida.
7. Survey prepared by Michael F. Feldbusch, PSM No. 4615 for U.S. Surveyor under Job No. SS51188. DWG \_ AW, dated August 26, 2016, shows the following: Asphalt located across Utility Easement (O.R. Book 16069, Page 118)
8. Rights of the tenants, as tenants only in possession under unrecorded leases with no rights of first written refusal or options to purchase the subject property.

3129052-2 12162.0209906



This instrument prepared by  
(and after recording return to):

Jeffrey P. Orlan, Esq.  
Jeffrey P. Orlan, P.A., P.C.  
747 Chestnut Ridge Road, Suite 200  
Chestnut Ridge, NY 10977

Property Appraiser's Parcel  
Identification Numbers: 494210-36-0010  
494210-36-0021  
494210-36-0030  
494210-36-0050

**SPECIAL WARRANTY DEED**  
**(office)**

**STOCKBRIDGE CYPRESS PARK WEST, LLC**, a Delaware limited liability company ("**Grantor**"), whose mailing address is c/o Stockbridge Capital Group, 3414 Peachtree Road, NE, Suite 1160, Atlanta, Georgia 30326, in consideration of ten dollars (\$10.00) and other valuable considerations received from **CPN WEST LLC**, a Florida limited liability company ("**Grantee**"), whose mailing address is 6030 Hollywood Blvd., #240, Hollywood, Florida 33024, hereby grants and conveys to Grantee the real property in Ft. Lauderdale, Broward County, Florida, described on the attached **Exhibit A**, along with any rights, privileges, hereditaments, appurtenances, and easements related to such real property.

This conveyance is subject to the matters described on **Exhibit B** (without the intent of re-imposing same).

Grantor hereby covenants and warrants that the property is free of all encumbrances except as otherwise expressly provided herein, that lawful seizing of and good right to convey the property are vested in Grantor, and that Grantor hereby fully warrants the title to the property and will defend the same against the lawful claims of all persons claiming by, through or under Grantor.

DATED this 30 day of September, 2016.

[SIGNATURE PAGE FOLLOWS]

3128819-2 12162.0209906



EXHIBIT AProperty DescriptionPARCEL 1:

Parcel A of "REFLECTIONS", according to the Plat thereof, as recorded in Plat Book 119, at Page 46 of the Public Records of Broward County, Florida, excepting therefrom the following described Parcel:

COMMENCING at the Northeast corner of said Parcel A; THENCE South 00°12'18" East for 103.29 feet along the Easterly boundary of said Parcel A to an intersection with the Northwesterly right-of-way line of Interstate 95; THENCE South 41°34'31" West along the Northwesterly right-of-way line for 337.68 feet; THENCE South 48°57'43" West along said Northwesterly right-of-way line for 458.01 feet to the Easternmost corner of Parcel A of PARK LAKE as recorded in Plat Book 106, at Page 1 of the Public Records of Broward County, Florida; THENCE North 89°42'21" West along the boundary of Parcel A of said PARK LAKE for 152.00 feet to the POINT OF BEGINNING of the following described Parcel of land; THENCE North 89°42'21" West along the boundary line of Parcel A of said PARK LAKE for 631.50 feet to the Southwest corner of the Southwest one-quarter (SW 1/4) of the northeast one-quarter (NE 1/4) of the Northeast one-quarter (NE 1/4) of Section 10, Township 49 South, Range 42 East, Broward County, Florida (same being a corner on the boundary of Parcel A of said PARK LAKE); THENCE North 00°24'57" West for 287.77 feet along the West boundary of the Southwest one-quarter (SW 1/4) of the Northeast one-quarter (NE 1/4) of the Northeast one-quarter (NE 1/4) of Section 10; THENCE South 89°42'21" East for 229.28 feet; THENCE North 54°06'35" East for 12.97 feet; THENCE North 63°46'42" East for 12.57 feet; THENCE North 51°50'49" East for 18.52 feet; THENCE North 04°26'37" East for 14.63 feet; THENCE North 25°47'37" West for 31.60 feet; THENCE North 56°26'19" East for 53.51 feet; THENCE South 42°39'54" East for 29.84 feet; THENCE South 33°33'41" East for 283.56 feet; THENCE South 89°42'21" East for 159.66 feet; THENCE South 00°17'39" West for 128.00 feet to the POINT OF BEGINNING (MARRIOT PARCEL described in Official Records Book 42764, at Page 885, of the Public Records of Broward County, Florida)

And Less and Excepting the following described Parcel:

A parcel of land being a portion of Parcel A, REFLECTIONS, according to the plat thereof, as recorded in Plat Book 119, at Page 46, of the Public Records of Broward County, Florida, said lands being more particularly described as follows:

BEGINNING at the Easternmost corner of Parcel A, PARK LAKE, according to the plat thereof as recorded in Plat Book 106, at Page 1 of the Public Records of Broward County, Florida; THENCE North 89°42'21" West along the North line of said Parcel A of PARK LAKE plat, a distance of 152.00 feet to a point on the Easterly boundary of the lands described in Official Records Book 42764, at Page 885 of said County Records (also known as the Marriot Less-out Parcel); the following 4 courses following said Marriot boundary; THENCE North 00°17'39" East, a distance of 128.00 feet; THENCE North 89°42'21" West, a distance of 159.66 feet; THENCE North 33°33'41" West, a distance of 283.56 feet; THENCE North 42°39'54" West, a distance of 29.84 feet; THENCE North 56°26'19" East, a distance of 38.74 feet to a point on the Westerly boundary of the lands described in Official Records Book 12425, at Page 603 and in Official Records Book 18818, at Page 897 of said County Records (also known as the Amended Wetlands Restoration Area); the following 11 courses following said Wetlands boundary; THENCE South 18°26'28" East, a distance of 10.77 feet; THENCE South 33°11'52" East, a distance of 266.35 feet; THENCE South 79°04'27" East, a distance of 90.73 feet; THENCE North 47°46'11" East, a distance of 150.02 feet; THENCE North 66°20'08" East, a distance of 17.42 feet; THENCE North 89°28'06" East, a distance of 89.13 feet; THENCE South 47°38'50" East, a distance of 36.54 feet; THENCE North 88°54'29" East, a distance of 12.99 feet; THENCE North 48°56'42" East, a distance of 37.20 feet; THENCE North 78°56'21" East, a distance of 26.24 feet; THENCE South 41°02'17" East, a distance of 144.90 feet to a point on the Northwesterly right-of-way line of Interstate 95; THENCE South

3128819-2 12162.0209906



48°57'43" West along said right-of-way line, a distance of 248.88 feet to the POINT OF BEGINNING.  
(CYPRESS PARK WEST SOUTH LESS-OUT PARCEL).

Together with:

Easements for ingress, egress, access and parking for the benefit of Parcel 1, created by that certain Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement recorded April 4, 1985, in Official Records Book 12443, at Page 405, as amended by instrument filed in Official Records Book 12850, at Page 606, and as further amended by Second Amendment to Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement in Official Records Book 13565, at Page 889, of the Public Records of Broward County, Florida.

3128819-2 12162.0309906

EXHIBIT B

Permitted Encumbrances

1. General or special taxes and assessments required for the year 2016 and subsequent years, none now due and payable.
2. Restrictions, conditions, reservations, easements, and other matters contained on the Plat of Reflections, as recorded in Plat Book 119, Page 46; as affected by Agreement to Place a Notation on Plat recorded in O.R. Book 32528, Page 303; and Notice recorded in O.R. Book 32528, Page 314; and Resolution to Adopt Vacation recorded in O.R. Book 45560, Page 1212, Public Records of Broward County, Florida.
3. Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement between Cypress Creek Associates, Ltd. and Interstate/Fort Lauderdale Associates, Ltd., recorded in O.R. Book 12443, at Page 405, as amended by First Amendment to Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement recorded in O.R. Book 12850, at Page 606, and as further amended by Second Amendment to Maintenance, Easements, Covenants, Restrictions and Option to Purchase Agreement recorded in O.R. Book 13565, at Page 889, Public Records of Broward County, Florida.
4. Agreement for Amendment of Wetland Restoration Area and Wetland Preservation Area on Reflections Plat between Broward County, and Cypress Creek Associates, Ltd., recorded in O.R. Book 12425, at Page 603, and O.R. Book 18818, Page 897, Public Records of Broward County, Florida.
5. Easement to Broward County recorded in O.R. Book 16069, Page 118; as affected by Partial Release of Easement recorded in O.R. Book 45185, Page 481, Public Records of Broward County, Florida.
6. Bill of Sales Absolute recorded in O.R. Book 16069, Page 182 and O.R. Book 34093, Page 1166, O.R. Book 35009, Page 1786, Public Records of Broward County, Florida.
7. Resolution No. 89-4525 of The Board of County Commissioners of Broward County recorded in O.R. Book 17022, Page 838, Public Records of Broward County, Florida.
8. Easements to Broward County recorded in O.R. Book 34093, Page 1176 and O.R. Book 35009, Page 1796, Public Records of Broward County, Florida.
9. Easement to Florida Power & Light Company recorded in O.R. Book 35405, Page 1245, Public Records of Broward County, Florida.
10. Declaration of Easement recorded in O.R. Book 50637, Page 1614, Public Records of Broward County, Florida.
11. Survey prepared by Michael F. Feldbusch, PSM No. 4615 for U.S. Surveyor under Job No. SS51188. DWG \_AW dated August 26, 2016, shows the following:
  - a. 6' chain link fence meandering along the North and East boundaries and extending into adjacent lands.
  - b. Asphalt and brick paving, concrete curbing and sidewalks located across Utility Easement (O.R. Book 16069, Page 118)

3128819-2 12162.0209906

- c. The existence of manholes, fire department connectors, valves, electric transformers, electric meters, storm inlets, fire hydrants, and bollards indicate possible easement areas.
- 12. Rights of the tenants, as tenants only in possession under unrecorded leases with no rights of first written refusal or options to purchase the subject property.

3128819-2 12162.0209906

**STOCKBRIDGE CYPRESS PARK WEST, LLC AND  
STOCKBRIDGE VALUE FUND HOLDINGS, LLC  
OFFICER CERTIFICATE**

The undersigned, Daniel S. Weaver, hereby certifies that:

1. He is the duly elected, qualified and acting Vice President of Stockbridge Cypress Park West, LLC, a Delaware limited liability company (the "Company") and the Vice President of Stockbridge Value Fund Holdings, LLC, a Delaware limited liability company ("Holdings") which is the sole member of the Company, and that, as such, he is authorized to execute this Certificate on behalf of the Company and Holdings.
2. As of this date, Daniel S. Weaver and Brian Bill are duly elected, qualified, and acting officers of the Company and Holdings, each holding the respective offices in the Company and Holdings set forth opposite his respective name, each of whom is authorized, for and on behalf of such entity or entities of which he is an officer, to execute any document required to be executed by the Company and Holdings. Also set forth opposite the name of each officer is a genuine specimen of the signature of each such officer.

**NAME:**

**TITLE:**

**SIGNATURE:**

Daniel S. Weaver

Vice President of  
the Company and  
Holdings



Brian Bill

Vice President of  
the Company



3. Attached hereto as Exhibit A is a full and correct copy of certain resolutions of Holdings, duly adopted by it by written consent, which remains in full force and effect, and there have been no amendments or modifications thereto.
4. Attached hereto as Exhibit B is a full and correct copy of the Certificate of Formation of the Company, certified by the Delaware Secretary of State, which remains in full force and effect, and there have been no amendments or modifications thereto.

5. Attached hereto as Exhibit C are full and correct copies of the Certificates of Good Standing issued on behalf of the Company by the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware.
6. Attached hereto as Exhibit D is a full and correct copy of the Limited Liability Company Agreement of the Company dated as of August 22, 2013, which remains in full force and effect, and there have been no amendments or modifications thereto.
7. Attached hereto as Exhibit E is a full and correct copy of the Certificate of Formation of Stockbridge Value Fund Holdings, LLC, certified by the Secretary of State of Delaware, which remains in full force and effect, and there have been no amendments or modifications thereto.
8. Attached hereto as Exhibit F is a full and correct copy of the Certificate of Good Standing of Stockbridge Value Fund Holdings, LLC issued by the Secretary of State of Delaware.
9. Attached hereto as Exhibit G is a full and correct copy of the Amended and Restated Limited Liability Company Agreement of Stockbridge Value Fund Holdings, LLC dated as of December 30, 2011, which remains in full force and effect, and there have been no amendments or modifications thereto.

WITNESS, my signature as of this 30 day of September, 2016.

  
Daniel S. Weaver

I, Brian Bill, do hereby certify that I am duly elected, qualified and acting Vice President of the Company; that Daniel S. Weaver is the duly elected, qualified and acting Vice President of the Company and Stockbridge Value Fund Holdings, LLC; and that the signature appearing by his name is genuine specimen of the signature of said officer.

WITNESS, my signature as of this 30 day of September, 2016.


  
Brian Bill



Exhibit A

Resolutions of Stockbridge Value Fund Holdings, LLC

CONSENT OF THE SOLE MEMBER OF  
STOCKBRIDGE CYPRESS PARK WEST, LLC

The undersigned, Stockbridge Value Fund Holdings, LLC, a Delaware limited liability company (the "Member"), being the sole member of Stockbridge Cypress Park West, LLC, a Delaware limited liability company (the "Company"), hereby adopts the following resolutions pursuant to Section 18-302(d) of the Limited Liability Company Act of the State of Delaware:

**WHEREAS**, the Company, as Seller, has entered into an Agreement of Purchase and Sale with an Effective Date of July 28, 2016 (the "Agreement"), with Naya USA Investment & Management, L.L.C., a Florida limited liability company, pursuant to which the Company shall convey certain real estate owned by the Company, in the City of Fort Lauderdale, County of Broward, State of Florida (the "Property") to said Naya USA Investment & Management, L.L.C. or its designee (the "Purchaser").

**WHEREAS**, it is deemed by the Member advisable and in the best interest of the Company that it ratify the execution and delivery of the Agreement and close the sale of the Property pursuant to the Agreement.

**NOW THEREFORE, BE IT RESOLVED**, that the execution and delivery of the Agreement by Brian Bill, as Vice President of the Company, is hereby ratified and confirmed, as the authorized act and deed of the Company.

**FURTHER RESOLVED**, that the transaction contemplated by the Agreement be, and it hereby is, approved.

**FURTHER RESOLVED**, that in connection with the conveyance of the Property and the execution and delivery of the Agreement, the Company is hereby authorized and empowered to enter into, execute, deliver and perform its obligations under: (a) a Special Warranty Deed; (b) a Bill of Sale; (c) an Assignment and Assumption of Leases, Service Contracts, Warranties and Other Intangible Property; (d) Rent Roll; (e) a Non-Foreign Certificate; (f) an Affidavit of Title; and (g) Closing Statement; (h) any and all other conveyance documents from the Company to the Purchaser; and (i) any and all other documents that the title company requires or otherwise reasonably requests in order to enable the title company to remove the standard title exceptions and/or issue the final title policy; together with any and all other certificates, documents, agreements or instruments deemed necessary, advisable and/or desirable to effect the conveyance of the Property (collectively, the "Documents"); said Documents to be in substantially the form reviewed by the officers of the Company, including without limitation, Brian Bill and Daniel S. Weaver (collectively, the "Officers"), with such changes, modifications or amendments thereto as the Officers, or any of them, acting singly, executing and delivering the Documents and any changes, modifications or amendments thereto may deem necessary, advisable and/or desirable, the execution and delivery of the Documents and any changes, modifications or

Consent of Member for Sale-Stockbridge Cypress Park West, LLC

amendments, if any, on behalf of the Company to be conclusive evidence of the approval thereof.

**FURTHER RESOLVED**, that the Officers, and each of them singly, be and they hereby are authorized, directed and empowered to take such action as may be necessary or advisable to carry out the intent and purposes expressed in the foregoing resolutions; and

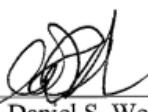
**FURTHER RESOLVED**, that all lawful actions taken by the Officers, on behalf of the Company, in entering into, executing, performing, acknowledging or attesting any arrangements, agreements, instruments or documents in carrying out the terms and intentions of the foregoing resolutions are hereby approved, ratified, and confirmed.

**IN WITNESS WHEREOF**, the undersigned has executed this consent as of the date first above written.

Dated as of September 13, 2016

**SOLE MEMBER:**

**STOCKBRIDGE VALUE FUND HOLDINGS, LLC**,  
a Delaware limited liability company

By:   
Name: Daniel S. Weaver  
Its: Vice President

Consent of Member for Sale-Stockbridge Cypress Park West, LLC

Exhibit B

Certificate of Formation of  
Stockbridge Cypress Park West, LLC

Delaware

# Delaware

PAGE 1

*The First State*

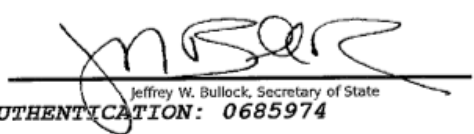
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF FORMATION OF "STOCKBRIDGE CYPRESS  
PARK WEST, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY  
OF AUGUST, A.D. 2013, AT 11:43 O'CLOCK A.M.

5387321 8100

131014963

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0685974

DATE: 08-22-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:03 PM 08/22/2013  
FILED 11:43 AM 08/22/2013  
SRV 131014963 - 5387321 FILE

**CERTIFICATE OF FORMATION**  
**OF**  
**STOCKBRIDGE CYPRESS PARK WEST, LLC**

The undersigned, being authorized to execute and file this Certificate of Formation under Section 18-201 of the Delaware Limited Liability Company Act, hereby certifies that:

FIRST: The name of the limited liability company is Stockbridge Cypress Park West, LLC (the "Company").

SECOND: The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation this 21<sup>st</sup> day of August, 2013.


  
Daniel S. Weaver  
Authorized Person



Exhibit C

Certificates of Good Standing  
of Stockbridge Cypress Park West, LLC

Florida  
Delaware

# *State of Florida*

## *Department of State*

I certify from the records of this office that STOCKBRIDGE CYPRESS PARK WEST, LLC is a Delaware limited liability company authorized to transact business in the State of Florida, qualified on August 27, 2013.

The document number of this limited liability company is M13000005404.

I further certify that said limited liability company has paid all fees due this office through December 31, 2016, that its most recent annual report was filed on March 31, 2016, and that its status is active.

I further certify that said limited liability company has not filed a Certificate of Withdrawal.

*Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this  
the Second day of September, 2016*



*Ken DeFina*  
**Secretary of State**

Tracking Number: CU1934458871

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "STOCKBRIDGE CYPRESS PARK WEST, LLC" IS  
DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD  
STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS  
OFFICE SHOW, AS OF THE SECOND DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN  
PAID TO DATE.



5387321 8300

SR# 20165634831

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the signature, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202930286

Date: 09-02-16

Exhibit D

Limited Liability Company Agreement of  
Stockbridge Cypress Park West, LLC

**LIMITED LIABILITY COMPANY AGREEMENT  
OF  
STOCKBRIDGE CYPRESS PARK WEST, LLC**

**THIS LIMITED LIABILITY COMPANY AGREEMENT** (as amended, restated or supplemented or otherwise modified from time to time in accordance with the terms hereof, this "Agreement") of Stockbridge Cypress Park West, LLC (the "Company") effective as of August 22, 2013, is entered into by Stockbridge Value Fund Holdings, LLC, a Delaware limited liability company, as the sole member (the "Member").

1. Formation. The Company was formed as a limited liability company on August 22, 2013, upon the execution and filing, by Daniel S. Weaver, as authorized person, of a certificate of formation (the "Certificate") with the Secretary of State of the State of Delaware in accordance with the provisions of the Delaware Limited Liability Company Act, as amended from time to time (the "Act").

2. Principal Business Office; Registered Office and Agent. The principal business office of the Company shall be located at 4 Embarcadero Center, Suite 3300, San Francisco, California 94111 or such other location as the Member shall designate from time to time. The registered office of the Company in the State of Delaware shall be at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 or such other location as the Member shall designate from time to time, and the Company's registered agent for service of process on the Company at such address shall be The Corporation Trust Company or such other agent as the Member may designate from time to time.

3. Admission of the Member. The Member is deemed admitted as a member of the Company effective the date hereof upon its execution and delivery of this Agreement.

4. Term. The term of the Company commenced on the date the Certificate was filed with the Secretary of State of the State of Delaware and shall continue until dissolved in accordance with this Agreement. The existence of the Company as a separate legal entity shall continue until cancellation of the Certificate.

5. Purpose. The purpose of the Company shall consist of: (a) acquiring, owning, redeveloping, operating, managing, maintaining, leasing, financing and selling, that certain property located at 6700 and 6750 North Andrews Avenue, and surrounding land and improvements, in the City of Fort Lauderdale, County of Broward, State of Florida (the "Property"), whether directly or through one or more subsidiaries; (b) such other activities as are necessary, incidental or appropriate in connection with acquiring, owning, redeveloping, operating, managing, maintaining, leasing, financing, and selling

the Property, whether directly or through one or more subsidiaries; and (c) such other activities as may be approved by the Member.

6. Management.

(a) In accordance with Section 18-402 of the Act, management of the Company shall be vested solely and exclusively in the Member, except to the extent, if any, that the Member delegates such authority. The Member shall have the full power and authority to do any and all acts necessary, convenient or incidental to or for the furtherance of the purposes described herein (including all powers, statutory or otherwise, possessed by a member of a limited liability company under the laws of the State of Delaware, including the right to appoint (and remove) officers of the Company, to act on behalf of the Company and to appoint (and remove) a person or entity to act as a manager of the Company (as the term "manager" is defined in Section 18-101 of the Act)). Any appointment by the Member of officers or managers of the Company shall be deemed to have been made pursuant to this Agreement and may be made by a written resolution of the Member. The Member has the authority to bind the Company.

(b) The individuals listed below shall each be an officer of the Company (the "Officers") having the titles set forth opposite their names. Each Officer, acting alone shall have the authority to execute and deliver on behalf of the Company any and all documents or instruments as such Officers may determine to be necessary, desirable or advisable in the conduct of the business of the Company.

Douglas D. Sturiale	President
Stephen M. Steppe	Executive Vice President
Mark D. Carlson	Vice President
Daniel S. Weaver	Vice President
Kelly Yeend	Vice President and Treasurer
David Nix	Vice President
Brian Bill	Vice President
Albert J. Jehle	Vice President
Sol A. Raso	Secretary

(c) The Member shall devote such time to the business of the Company as it deems necessary, desirable or appropriate. In addition to the other rights and powers of the Company, the Member is expressly authorized to: (i) employ, engage or contract with entities, including affiliates, in the operation and management of the Company; (ii) borrow money; (iii) purchase, sell, pledge, hypothecate and mortgage Company property; and (iv) take any other actions which the Member deems necessary, desirable or appropriate. The Company shall reimburse the Member for all costs incurred by the Member, its affiliates, employees or agents on behalf of the Company or otherwise in connection with performance of the duties of the Member.

**STOCKBRIDGE VALUE FUND HOLDINGS, LLC,**  
a Delaware limited liability company

By: **Stockbridge Value Fund, LP,**  
a Delaware limited partnership  
Its: Managing Member

By: **Stockbridge Value Fund Partners, LLC,**  
a Delaware limited liability company  
Its: General Partner

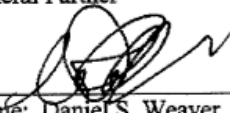
By:   
Name: Daniel S. Weaver  
Its: Vice President



Exhibit E

Certificate of Formation of  
Stockbridge Value Fund Holdings, LLC

Delaware

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "STOCKBRIDGE VALUE FUND HOLDINGS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SIXTH DAY OF JUNE, A.D. 2011, AT 3:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "STOCKBRIDGE VALUE FUND HOLDINGS, LLC".



4992516 8100H

130132593

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0194144

DATE: 02-05-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:01 PM 06/06/2011  
FILED 03:47 PM 06/06/2011  
SRV 110692576 - 4992516 FILE

CERTIFICATE OF FORMATION

OF

STOCKBRIDGE VALUE FUND HOLDINGS, LLC

- 1.) The name of the limited liability company (the "LLC") is:

Stockbridge Value Fund Holdings, LLC

- 2.) The address of the registered office of the LLC in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the registered agent of the LLC at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of the LLC this 6th day of June, 2011.



Michael J. Perlowski  
Authorized Person

700170759 11113082

Exhibit F

Certificate of Good Standing of  
Stockbridge Value Fund Holdings, LLC

State of Delaware

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "STOCKBRIDGE VALUE FUND HOLDINGS, LLC"  
IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN  
GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF  
THIS OFFICE SHOW, AS OF THE SECOND DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN  
PAID TO DATE.



4992516 8300

SR# 20165634827

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202930284

Date: 09-02-16

Exhibit G

Amended and Restated Limited Liability Company Agreement of  
Stockbridge Value Fund Holdings, LLC

**AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT**

**of**

**STOCKBRIDGE VALUE FUND HOLDINGS, LLC**

---

a Delaware limited liability company

---

Dated as of December 30, 2011


THE LIMITED LIABILITY COMPANY INTERESTS IN STOCKBRIDGE VALUE FUND HOLDINGS, LLC (THE "COMPANY") ARE SUBJECT TO RESTRICTIONS ON TRANSFER FOR THE PURPOSE OF THE COMPANY'S MAINTENANCE OF ITS STATUS AS A REIT UNDER THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND TO PREVENT THE COMPANY FROM BEING SUBJECT TO REGULATION UNDER THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED. EXCEPT AS OTHERWISE PROVIDED PURSUANT TO THIS AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT, NO PERSON MAY BENEFICIALLY OWN COMMON SHARES IN EXCESS OF 9.8% (OR SUCH GREATER PERCENTAGE AS MAY BE DETERMINED BY THE MANAGING MEMBER OF THE COMPANY) OF THE NUMBER OR VALUE OF THE OUTSTANDING COMMON SHARES OF THE COMPANY (UNLESS SUCH PERSON IS AN EXISTING HOLDER), AND NO PERSON MAY BENEFICIALLY OWN PREFERRED SHARES IN EXCESS OF 9.8% (OR SUCH GREATER PERCENTAGE AS MAY BE DETERMINED BY THE MANAGING MEMBER OF THE COMPANY) OF THE NUMBER OR VALUE OF THE OUTSTANDING PREFERRED SHARES OF THE COMPANY. ANY PERSON WHO ATTEMPTS OR PROPOSES TO BENEFICIALLY OWN SHARES IN EXCESS OF THE ABOVE LIMITATIONS MUST NOTIFY THE COMPANY IN WRITING AT LEAST 15 DAYS PRIOR TO SUCH PROPOSED OR ATTEMPTED TRANSFER. ALL CAPITALIZED TERMS IN THIS LEGEND HAVE THE MEANINGS DEFINED IN THIS AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT. IF THE RESTRICTIONS ON TRANSFER ARE VIOLATED, THE LIMITED LIABILITY COMPANY INTERESTS SHALL BE DESIGNATED AND TREATED AS EXCESS SHARES WHICH SHALL BE HELD IN TRUST BY THE EXCESS SHARE TRUSTEE FOR THE BENEFIT OF THE CHARITABLE BENEFICIARY.

700784662

**IN WITNESS HEREOF**, the parties hereto have duly executed this Agreement as of the opening of business on the day and year first above written.

Stockbridge Value Fund, LP, a Delaware limited partnership, as Managing Member

By: Stockbridge Value Fund Partners, LLC, a Delaware limited liability company, its general partner

By:   
Name: Douglas D. Sturiale  
Title: President

Signature Page of Amended and Restated Limited Liability Company Agreement of Stockbridge Value Fund Holdings, LLC

700784662



**Exhibit 2**

ACTIVE 686395000v1

CPN WEST LLC, a Florida  
limited liability company

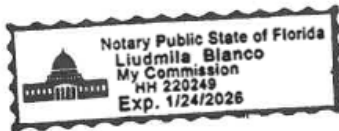
By: CPN WEST MANAGEMENT INC., a  
Florida corporation, its Manager

By: \_\_\_\_\_  
Yoav Merary, President

STATE OF Florida )  
COUNTY OF Palm Beach )SS

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April,  
2023 by Yoav Merary, as President of **CPN West Management Inc, a Florida  
corporation, Manager of CPN WEST, LLC, Inc.**, a Florida limited liability company. He/she  
personally appeared before me by means of ☒ physical presence or [ ] online notarization, is  
personally known to me or produced \_\_\_\_\_ as identification.

NOTARY SEAL



Notary: \_\_\_\_\_  
Print Name: Liudmila Blanco  
Notary Public, State of Florida  
My commission expires: 01/24/26

ACTIVE 686395000v1

F LAND LLC, a Florida  
limited liability company

By: NAYA USA INVESTMENT &  
MANAGEMENT, L.L.C., a Florida  
limited liability company, its  
Manager

By: \_\_\_\_\_  
Yoav Merary, Authorized Person

STATE OF Florida )  
COUNTY OF Palm Beach )SS

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of April, 2023 by  
Yoav Merary, as Authorized Person of **Naya USA Investment &  
Management L.L.C.** as Manager of **F LAND LLC**, a Florida limited liability company.  
He/she/they personally appeared before me by means of ☒ physical presence or ☐ online  
notarization, is personally known to me or produced \_\_\_\_\_ as

NOTARY SEAL



Notary: \_\_\_\_\_  
Print Name: Liudmila Blanco  
Notary Public, State of Florida  
My commission expires: 01/24/26

ACTIVE 686395000v1

**Exhibit 3**

ACTIVE 686395000v1

RD INVESTMENT PROPERTIES, LLC, ,  
a Florida limited liability company

By:

Name:

Authorized Signatory

STATE OF Florida )  
 )SS  
COUNTY OF Miami-Dade )

The foregoing instrument was acknowledged before me this 18 day of April, 2023 by Steve Patterson, as Authorized Signatory of RD Investment Properties, LLC. He/she/she personally appeared before me by means of ☒ physical presence or [ ] online notarization, is personally known to me or produced \_\_\_\_\_ as

NOTARY SEAL



Salvador Arce  
Comm. #GG365375  
Expires: August 13, 2023  
Bonded Thru Aaron Notar

Notary:

Salvador Arce

Print Name:

Florida

Notary Public, State of

8/13/2023

My commission expires:

ACTIVE 686395000v1