

**CITY OF MARATHON, FLORIDA
RESOLUTION 2019-29**

A RESOLUTION OF THE CITY OF MARATHON, FLORIDA, TERMINATING THE DEVELOPMENT AGREEMENT APPROVED PURSUANT TO RESOLUTION 2005-162 FOR KEY VACA LLC, FOR A PROJECT TO HAVE BEEN LOCATED BETWEEN 4700 AND 4800 OVERSEAS HIGHWAY, MARATHON, FLORIDA ON PROPERTIES INCLUDING REAL ESTATE NUMBERS 00327110-000000, 00327120-000000, 00327130-000000, AND 00327140-000000. NEAREST MILE MARKER 50; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Resolution 2005-162 was approved by the City Council for a Development Agreement issued to Key Vaca LLC on January 24, 2006; and

WHEREAS, said Development Agreement expired on or about January 26, 2016; and

WHEREAS, it is the desire of the Key Vaca LLC to formally terminate the Agreement pursuant to Article IV, Section O(f) of the Agreement; and

WHEREAS, it is in the best interest of both parties to formally terminate the Agreement,

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MARATHON, FLORIDA, THAT:

Section 1. The above recitals are true and correct and incorporated herein.

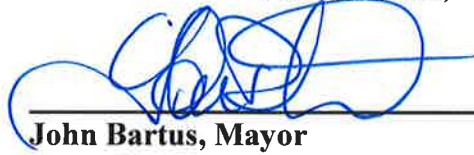
Section 2. Pursuant to Article IV, Section O (f) of the Development Agreement by and between the City of Marathon and Key Vaca LLC, the Development Agreement approved through City Resolution 2005-162 is hereby terminated as expressed and signed in the Attached Exhibit, "Exhibit A."

Section 3. The City Clerk shall forward a certified copy of this Resolution to Key Vaca LLC and the Florida Department of Economic Opportunity.

Section 4. Effective Date. This Resolution shall become effective immediately upon its adoption.

PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF MARATHON, FLORIDA, THIS 12TH DAY OF MARCH, 2019.

THE CITY OF MARATHON, FLORIDA



John Bartus, Mayor

AYES: Cook, Gonzalez, Senmartin, Zieg, Bartus
NOES: None
ABSENT: None
ABSTAIN: None

ATTEST:



Diane Clavier, City Clerk

(City Seal)

APPROVED AS TO FORM AND LEGALITY FOR THE USE AND RELIANCE OF THE CITY OF MARATHON, FLORIDA ONLY:



David Migut, City Attorney

EXHIBIT A

Doc# 2211677 03/20/2019 11:39AM
 Filed & Recorded in Official Records of
 MONROE COUNTY KEVIN MADOK

Prepared By:
 Thomas D. Wright, Esq.
 Law Offices of Thomas D. Wright, Chartered
 9711 Overseas Highway
 Marathon, FL 33050

Doc# 2211677
 BKM 2954 Pgm 1138

Parcel I.D. Nos.:
 RE# 00327120-000000
 RE# 00327130-000000
 RE# 00237140-000000
 RE# 00327140-000100

TERMINATION OF DEVELOPMENT AGREEMENT AND INTERLOCAL AGREEMENT
 FOR PROPERTY IN
 THOMPSON & ADAMS SUBDIVISION
 KEY VACA, MARATHON, FLORIDA

THIS TERMINATION OF DEVELOPMENT AGREEMENT AND INTERLOCAL AGREEMENT (the "Termination") is made and entered into as of the 20th day of March, 2019, by and among the CITY OF MARATHON, FLORIDA, a Florida municipal corporation (hereinafter referred to as "CITY") and KEY VACA, LLC, a Florida limited liability company (hereinafter referred to as "VACA") (CITY and VACA are collectively referred to as the "Parties")

RECITALS

A. CITY and VACA entered into that certain Development Agreement (the "Development Agreement") dated as of January 26, 2006, filed on February 9, 2006, in Official Records Book 2185, Page 2262, Monroe County, Florida Records.

B. CITY and Monroe County (the "County") entered into that certain Interlocal Agreement dated December 14, 2016, filed on February 7, 2017, in Official Records Book 2838, Page 857, aforesaid records, as affected by that Affidavit filed on March 23, 2017, Book 2845, Page 582, aforesaid records (collectively, the "Interlocal Agreement").

C. All capitalized terms in this Termination shall have the same meaning as in the Development Agreement and the Interlocal Agreement unless otherwise provided herein.

D. John S. Strittar, III, and Phyllis C. Strittar no longer own a portion of the property subject to the Development Agreement.

E. The Parties wish to mutually terminate the Development Agreement and the Interlocal Agreement as hereinafter set forth. The original duration of the Development Agreement was ten (10) years, and thus the Development Agreement has expired. VACA has contracted to sell

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the property, and the title underwriter for the Buyer has requested a formal termination of the Development Agreement and Interlocal Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

1. The Recitals hereinabove contained are true and correct and are made a part hereof.
2. Pursuant to Article IV, Section O(f) the Development Agreement, the Parties hereby mutually consent to the termination of the Development Agreement as of the date above.
3. This Termination shall be binding upon, and shall inure to the benefit of, the respective successors and assigns of the parties hereto.
4. CITY, on behalf of itself and its officers, agents, servants, employees, and invitees, hereby releases and forever discharges VACA, its officers, agents, servants, employees, successors, and assigns from any and all liabilities, claims, and damages of any kind or nature which CITY, its officers, agents servants, invitees, and employees, and their respective successors or assigns now has or at any time, shall have against VACA, its officers, agents, servants, employees, successors, and assigns as a result of any matter, cause, or thing whatsoever occurring on or prior to the date of this Termination arising out of or in connection with the Development Agreement or the Interlocal Agreement.
5. VACA, on behalf of itself and its officers, agents, servants, employees, and invitees, hereby releases and forever discharges CITY, its officers, agents, servants, employees, successors and assigns from any and all liabilities, claims, and damages of any kind or nature which VACA, its officers, agents, servants, invitees and employees, and its respective successors or assigns now has or at any time shall have against CITY, their officers, agents, servants, employees, successors, and assigns as a result of any matter, cause or thing whatsoever occurring on or prior to the date of this Termination arising out of or in connection with the Development Agreement or the Interlocal Agreement.
6. THE PARTIES HEREBY KNOWINGLY, IRREVOCABLY, VOLUNTARILY AND INTENTIONALLY WAIVE ANY RIGHT TO A TRIAL BY JURY IN RESPECT OF ANY ACTION, PROCEEDING, DEFENSE OR COUNTERCLAIM BASED ON THIS TERMINATION OR ARISING OUT OF, UNDER OR IN CONNECTION WITH THIS TERMINATION, THE DEVELOPMENT AGREEMENT, OR ANY DOCUMENT EXECUTED IN CONNECTION THEREWITH, OR ANY COURSE OF CONDUCT, COURSE OF DEALING, STATEMENTS (WHETHER VERBAL OR WRITTEN) OR ACTIONS OF ANY PARTY HERETO. THIS PROVISION IS A MATERIAL INDUCEMENT FOR THE CITY AND VACA ENTERING INTO THE SUBJECT TRANSACTION.


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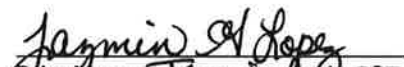
IN WITNESS WHEREOF, the parties hereto have executed this Termination as of the day and year first above written.

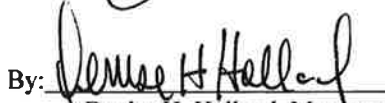
Signed, sealed and delivered
In the presence of:

KEY VACA, LLC,
a Florida limited liability company


Print Name: Ronald Bauman

By: 
Brian C. Schmitt, Manager


Print Name: Jazmin G Lopez

By: 
Denise H. Holland, Manager

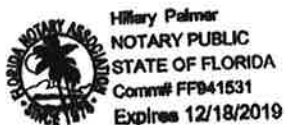
STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared BRIAN C. SCHMITT and DENISE H. HOLLAND, as Managers of KEY VACA, LLC, a Florida limited liability company, on behalf of the company. They are personally known to me or have produced N/A as identification.


Notary Public, State of Florida

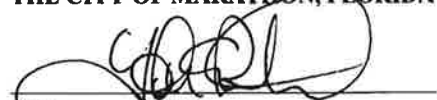
My Commission Expires:



[signatures continue on following page]

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THE CITY OF MARATHON, FLORIDA


John Bartus Mayor

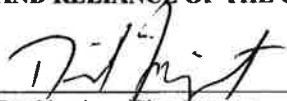
AYES: Cook, Gonzalez, Senmartin, Zieg, Bartus
NOES: None
ABSENT: None
ABSTAIN: None

ATTEST:


Diane Clavier, City Clerk

(City Seal)

**APPROVED AS TO FORM AND LEGALITY FOR THE USE
AND RELIANCE OF THE CITY OF MARATHON, FLORIDA ONLY:**


David Migut, City Attorney

**MONROE COUNTY
OFFICIAL RECORDS**