

RECEIVED

MAR 22 2017

**LAW OFFICE OF
WAYNE M. RICHARDS, P.A.**

CITY ATTORNEY'S OFFICE

7681 WOODSMUIR DR
WEST PALM BEACH
FLORIDA 33412
TEL (561) 596-5878
FAX (561) 360-3134
wayne@wrichardslaw.com

March 21, 2017

Andrew DeGraffenreidt
City Attorney
City of Riviera Beach Florida
600 West Blue Heron Blvd.
Riviera Beach, FL 33404

Re: Ocean Mall

Dear Mr. Degraffenreidt:

I am writing in response to your letter dated March 20, 2017. Please be advised that we disagree with the City's position that the notice previously provided was not sufficient under the Lease Agreement. The City had proper and actual notice, and previously requested an extension of time to respond, which shows the City clearly recognized that the notice was proper.

Nevertheless, in response to your letter, please find enclosed a copy of our prior correspondence and notice, as follows:

1. October 12, 2016, written notice requesting consent to transfer lease sent by USPS Overnight courier (copy of original letter and overnight receipt is attached hereto), (Composite Ex. "A")

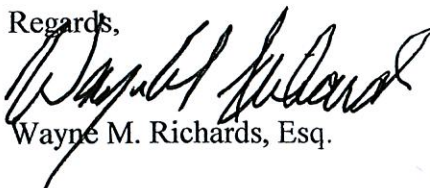
On November 15, 2016, the City responded to above letter.

2. February 1, 2017 written notice renewing request for consent to transfer lease. This was hand delivered and received on same day (Feb 1, 2017) as evidenced by City's date stamp of Feb 1, 2017, in lower right corner of letter. (Composite Ex. "B")

On March 1, 2017 the City Council considered our request and on March 3, 2017, the City Manager requested an additional 30 days following the March 1, 2017 Council meeting in which no final action was taken.

Clearly the City has had actual notice, however this notice and cover letter is being provided by overnight courier company. We reserve all rights under our prior notice, and in follow-up to our prior discussions, we still expect that the City to act on or before March 27, 2017.

Regards,



Wayne M. Richards, Esq.

CUSTOMER USE ONLY

FROM: (PLEASE PRINT) PHONE ()

Law Office of
Wynne M. Richards
7680 Woodson Drive
West Palm Beach, FL 33412

PAYMENT BY ACCOUNT (if applicable)
USPS' Corporate Acct. No. Federal Agency Acct. No. or Postal Service' Acct. No.

DELIVERY OPTIONS (Customer Use Only)

SIGNATURE REQUIRED Note: The mailer must check the "Signature Required" box if the mailer: 1) Requires the addressee's signature; OR 2) Purchases additional insurance; OR 3) Purchases COD service; OR 4) Purchases Return Receipt service. If the box is not checked, the Postal Service will leave the item in the addressee's mail receptacle or other secure location without attempting to obtain the addressee's signature on delivery.

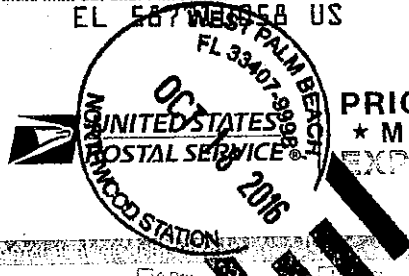
Delivery Options

No Saturday Delivery (delivered next business day)
 Sunday/Holiday Delivery Required (additional fee, where available*)
 10:30 AM Delivery Required (additional fee, where available*)
 *Refer to USPS.com or local Post Office for availability.

TO: (PLEASE PRINT) PHONE ()

Danny Jones
Interim City Manager
City of West Palm Beach, FL
203 West Palm Beach Blvd.
West Palm Beach, FL 33404

ZIP + 4® (U.S. ADDRESSES ONLY)



PRIORITY MAIL EXPRESS™

<input checked="" type="checkbox"/> 1-Day	<input type="checkbox"/> 2-Day	<input type="checkbox"/> 3-Day	<input type="checkbox"/> 4-Day	<input type="checkbox"/> 5-Day	<input type="checkbox"/> 7-Day	<input type="checkbox"/> 9-Day	<input type="checkbox"/> 10-Day	<input type="checkbox"/> 12-Day	<input type="checkbox"/> 15-Day	<input type="checkbox"/> 20-Day	<input type="checkbox"/> 30-Day			
PO ZIP Code 33404	Scheduled Delivery (MMDDYY) 10/18/16	Stage 2095	Date of origin (MMDDYY) 10/18/16	Scheduled Delivery Time <input type="checkbox"/> 10:00 AM <input type="checkbox"/> 3:00 PM <input type="checkbox"/> 12:00 PM	Insurance Fee \$	COD Fee \$	Time Affixed AM PM	10:00 AM Delivery Fee \$	Return Receipt Fee \$	Live Animal Transportation Fee \$	Weight 7.0 lbs	<input type="checkbox"/> Flat Rate \$	Sunday/Holiday Premium Fee \$	Total Postage & Fees \$ 22.95
Delivery Attempt (MMDDYY) Time	Employee Signature													
Delivery Attempt (MMDDYY) Time	Employee Signature													

■ For pickup or USPS Tracking™, visit USPS.com or call 800-222-1811.
 ■ \$100.00 insurance included.

LABEL 11-B, SEPTEMBER 2015 PSN 7690-02-000-8996 2-CUSTOMER COPY

Postage

NORTHWOOD
516 NORTHWOOD RD
WEST PALM BEACH
FL
33407-9998
1194480105
(800)275-8777 9:41 AM
10/18/2016

Product Description	Sale Qty	Final Price
PM Exp 1-Day Legal Env (Domestic) (WEST PALM BEACH, FL 33404) (Signature Waiver) (Scheduled Delivery Day) (Wednesday 10/19/2016 12:00 PM) (Money Back Guarantee) (USPS Tracking #) (EL587710058US)	1	\$0.00
PM Exp Insurance (Up to \$100.00 included)	1	\$0.00
Signature Waived	1	(\$15.04)
Affixed Postage (Affixed Amount: \$15.04)	2	\$15.04
National Parks FP (Unit Price: \$7.52)		
Total		\$22.95
Debit Card Remit'd (Card Name: Debit Card) (Account #: XXXXXXXXXXXX1801) (Approval #) (Transaction #: 837) (Receipt #: 002978) (Debit Card Purchase: \$22.95) (Cash Back: \$0.00)		\$22.95

Includes up to \$100 insurance

Save this receipt as evidence of insurance. For information on filing an insurance claim go to <https://www.usps.com/help/claims.htm>.

Order stamps at usps.com/shop or call 1-800-Stamp24. Go to

EXHIBIT A

**LAW OFFICE OF
WAYNE M. RICHARDS, P.A.**

7681 WOODSMUIR DRIVE
WEST PALM BEACH
FLORIDA 33412
TEL (561) 596-5878
FAX (561) 360-3134
wayne@wrichardslaw.com

October 12, 2016

Danny Jones
Interim City Manager
City of Riviera Beach, Florida
600 West Blue Heron Blvd.
Riviera Beach, FL 33404

cc: City Attorney Andrew DeGraffendreidt

Subject: Request to obtain Landlord's consent and Estoppel Certificate re Ocean Mall transfer

Dear Messrs. Jones and DeGraffendreidt

As you may be aware, our firm has the pleasure of representing GSF, Florida Retail, LLC., the holder of the Ground leases ("lessee") of the Ocean Mall. The purpose of this letter is to request the City's consent to GSF's transfer of its interest in the lease. Article 10 of Land Lease from the City of Riviera Beach ("lessor") and the subsequent Amendments thereto provide for the assignment and subletting of Lessee's interest in the lease and provide in part:

"If the Tenant sells, assigns or transfers this Lease (collectively, an "Assignment"), to any non-Affiliated Person, then the Tenant must obtain the City's consent and the City agrees that: (i) such consent shall not be unreasonably withheld or delayed. Notwithstanding the foregoing and without limitation on other grounds for which the City may reasonably withhold or delay consent, it shall specifically be deemed reasonable by the parties for the City to refuse consent to any sale, assignment or transfer of this Lease on the basis that the assignee, buyer or transferee (either personally or in the case of an entity, either the entity or any of its principals, members or shareholders) has a history of any actually filed litigation in which the assignee, buyer or transferee (either personally or in the case of an entity, either the entity or any of its principals, members or shareholders) has been adverse to the City, and (ii) if the City has not responded to the Tenant's request for such consent within thirty (30) days of receipt of such request (sent by overnight courier company delivery to the City's representative), then such consent shall automatically, immediately and irrevocably be deemed given on the thirty-first (31st) day following the delivery of Tenant's request for such consent. "

The contract purchaser, RH 2401 Ocean, LLC., has extensive expertise in the successful operation of retail establishments and malls. They are turn around specialists with expertise in improving and leasing up retail centers RH 2401 Ocean is a joint venture of two well known, and

well regarded, South Florida commercial real estate operators; Duncan Hillsley and PEBB Capital (different than PEBB Enterprises). Both of these ventures has extensive operational experience in the Retail and Multi-family asset classes.

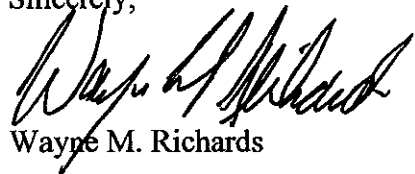
PEBB Capital owns or has owned 22 retail shopping centers ranging from a free-standing Starbucks in New Port Richey to a 210,000 square foot power center situated on 22 acres. Six (6) of these retail properties are between 51,000 and 93,000 square feet in size.

A currently active asset owned by Duncan Hillsley & PEBB Capital is the Downtown Dadeland retail center located across from the Dadeland Mall in Miami. This is a 127,635 square foot property that was under-leased and under-performing as it was a legacy asset from the economic downturn and bank owned. Duncan & PEBB have increased occupancy from to . They have driven occupancy and financial performance through community involvement and events. For example, there are regular public events that are organized and sponsored by the ownership. These events include outdoor movie night on a large blow-up screen, farmer's markets and music concerts. They believe that Ocean Mall and the City of Riviera Beach will benefit greatly by and through this type of event planning.,

Please accept this letter as a formal request on behalf of GSF Florida Retail, LLC., to the City of Riviera Beach for the City's written consent to the transfer of its leasehold interest in the Ocean Mall to RH 2401 Ocean, LLC. I have attached a "Landlord's Consent and Estoppel Form that needs to be completed consistent with GSF's lease.

Time is of the essence, as always I thank you for your time and assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Wayne M. Richards". The signature is written in a cursive, flowing style.

Wayne M. Richards

Attachments: Landlord's Consent and Estoppel Letter

**LAW OFFICE OF
WAYNE M. RICHARDS, P.A.**

7681 WOODSMUIR DRIVE
WEST PALM BEACH
FLORIDA 33412
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wayne@wrichardslaw.com

February 1, 2017

Danny Jones
Interim City Manager
City of Riviera Beach, Florida
600 West Blue Heron Blvd.
Riviera Beach, FL 33404

cc: City Attorney Andrew DeGraffendreidt

Subject: Request to obtain Landlord's consent and Estoppel Certificate re Ocean Mall transfer

Dear Messrs. Jones and DeGraffendreidt

The purpose of this letter is to renew my request on behalf of GSF Florida, LLC, for the City of Riviera Beach's consent to transfer its leasehold interest in the Ocean Mall to RH2401, LLC.

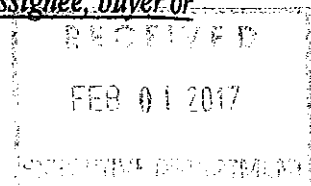
Almost four (4) months ago, specifically on October 12, 2016, I hand delivered a request for the City's consent for GSF's transfer of their leasehold interest in the Ocean Mall to RH2401, LLC, a great company based in Palm Beach County with extensive experience in turning around underperforming retail malls such as the Ocean Mall. On November 15, 2016, the City Manager's Office responded in writing wherein a request for a "sixty (60) day period was made to allow the City time to properly review and make recommendations to The City Council. Further, a potential date for this recommendation was offered as early as the second City Council meeting in January 2017".

I am very pleased that following numerous meetings with all parties involved the Interim City Manager was able to say with certainty they were comfortable with RH2401, LLC's track record.

As you are aware, the lease between the City and GSF provides in part:

"If the Tenant sells, assigns or transfers this Lease (collectively, an "Assignment"), to any non-Affiliated Person, then the Tenant must obtain the City's consent and the City agrees that: (i) such consent shall not be unreasonably withheld or delayed. Notwithstanding the foregoing and without limitation on other grounds for which the City may reasonably withhold or delay consent, it shall specifically be deemed reasonable by the parties for the City to refuse consent to any sale, assignment or transfer of this Lease on the basis that the assignee, buyer or transferee (either personally or in the case of an entity, either the entity or any of its principals, members or shareholders) has a history of any actually filed litigation in which the assignee, buyer or

EXHIBIT B

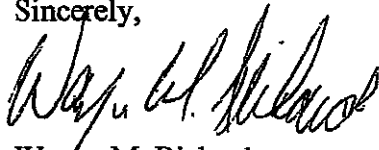


transferee (either personally or in the case of an entity, either the entity or any of its principals, members or shareholders) has been adverse to the City, and (ii) if the City has not responded to the Tenant's request for such consent within thirty (30) days of receipt of such request (sent by overnight courier company delivery to the City's representative), then such consent shall automatically, immediately and irrevocably be deemed given on the thirty-first (31st) day following the delivery of Tenant's request for such consent. "

Thirty days from now would be Friday, February 3, 2017, and accordingly a response would be due by that date. I will forward to your office shortly an administrative consent and estoppel form that is customarily completed with such transactions.

I thank you for your time and assistance in this matter.

Sincerely,



Wayne M. Richards

Wayne M. Richards

FedEx

Express

61 INDIANIS ANHVAI 12

7681 WOODSMUIR DRIVE
WEST PALM BEACH, FL 33412
UNITED STATES US

TO **MR. DEGRAFFENREIDT**
CITY ATTORNEY
600 WEST BLUE HERON BLVD

RIVIERA BEACH FL 33404

(407) 325-4931
REF#
PO#

DEPT#



FedEx
Express
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ST 2 10:30
B 8412
03:22

WED - 22 MAR 10:30A
PRIORITY OVERNIGHT

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