

**RESOLUTION NO.: R-2014-054**

*Authorizing the City Manager to execute Amendment Number Eight to  
Joint Use Agreement between Garrison Columbia LLC,  
Core Campus Columbia I, LLC and the City of Columbia*

ORIGINAL  
STAMPED IN RED

BE IT RESOLVED by the Mayor and City Council of the City of Columbia, South Carolina this 24th day of June, 2014, that the City Manager is hereby authorized to execute the attached Amendment Number Eight to Joint Use Agreement, or on a form approved by the City Attorney, between Garrison Columbia LLC, Core Campus Columbia I LLC, and the City of Columbia.

Requested by:

Mayor Benjamin

  
\_\_\_\_\_  
Mayor

Approved by:

  
\_\_\_\_\_  
City Manager

Approved as to form:

  
\_\_\_\_\_  
City Attorney

ATTEST:

  
\_\_\_\_\_  
City Clerk

Introduced: 6/24/2014

Final Reading: 6/24/2014

## AMENDMENT NUMBER EIGHT TO JOINT USE AGREEMENT

THIS AMENDMENT NUMBER EIGHT TO JOINT USE AGREEMENT (this "Amendment"), made and entered into to be effective as of the 13th day of May, 2014, by and among GARRISON COLUMBIA LLC, a Delaware limited liability company ("HOTEL"), 1350 Avenue of the Americas, 9<sup>th</sup> Floor, New York, New York 10019 (and successor in interest to GEPA Hotel Owner Columbia LLC, a Delaware limited liability company, which was the successor in interest to Seven Seventeen HB Columbia Corporation, a South Carolina corporation); Core Campus Columbia I LLC, a Delaware limited liability company ("OFFICE"), 540 W. Madison Street, Suite 2500, Chicago, Illinois 60661, Attention: DRW Real Estate Management I LLC (and successor in interest to Main Street Associates, a South Carolina Limited Partnership ("Main Street")); and the CITY OF COLUMBIA, South Carolina, a body politic of the State of South Carolina ("CITY") located at City Hall, Columbia, South Carolina 29201.

### RECITALS:

A. Hampton Street Associates, a South Carolina limited partnership (the original owner of the Hotel and predecessor in interest to HOTEL), Main Street (the original owner of the Office Building and predecessor in interest to OFFICE), CITY and the South Carolina Electric & Gas Company, a South Carolina corporation ("SCE&G") entered into that certain Joint Use Agreement dated December 1, 1981, recorded January 14, 1982 in the Offices of the Register of Deeds for Richland County, South Carolina (the "ROD Offices") in Book D-598 at Page 611 (as amended, the "Joint Use Agreement"), in connection with the development and operation of the Project.

B. Pursuant to that certain Termination of Lease, Release, Covenant Not to Sue and Indemnity, dated March 28, 2012, recorded March 28, 2012 in the ROD Offices in Book 1752 at page 3645, that certain Lease and Agreement dated October 1, 1983 between Main Street and SCE&G, as amended, has been terminated and SCE&G is no longer a tenant in the Office Building or has any interest in the Office Building or the Joint Use Agreement.

C. OFFICE desires to further re-design and construct certain improvements within the Common Area and, in connection therewith, HOTEL, OFFICE and CITY are willing to modify the Common Area as described in this Amendment.

D. The parties desire to replace the illegible exhibits to the Joint Use Agreement with new drawings to more clearly depict the existing easements described therein. For the avoidance of doubt, the parties' intention is not to expand or modify the existing easements granted in the Joint Use Agreement.

E. The parties deem it appropriate to execute this Amendment for the purposes of amending the Joint Use agreement as set forth in this Amendment.

NOW, THEREFORE, HOTEL, OFFICE and CITY do hereby agree as follows:

1. The foregoing Recitals to this Amendment are hereby incorporated in and made a part of this Amendment to the same extent as if set forth in full herein.
2. Each capitalized term used herein but not defined shall have the meaning ascribed to it in the Joint Use Agreement.
3. Each of CITY and HOTEL consents to OFFICE's construction of the Common Area improvements more particularly described in Exhibit A of this Amendment.
4. In connection with the construction described in Section 3 above, and for purposes of clarification only, Exhibits B, C-1, C-2, C-3, E, F, G-1, H and I-1 of the Joint Use Agreement are hereby deleted and replaced with Exhibits B, C-1, C-2, C-3, E, F, G-1, H and I-1 of this Amendment.
5. OFFICE hereby grants HOTEL a non-exclusive easement and right-of-use, and rights of ingress, egress and access by all pedestrian means, for the use, access, repair, maintenance and replacement of the HVAC (defined below). HOTEL acknowledges that OFFICE gives no assurances as to HOTEL'S use of the HVAC or the operating condition or state of repair of the HVAC nor does OFFICE make any representation or warranty whatsoever with respect thereto. HOTEL shall pay all costs associated with the maintenance, repair, replacement and operation of the HVAC and all costs in connection with extending the duct work on the mezzanine level for HOTEL to continue its use of the HVAC after the completion of the construction described in Section 3 above. Except as set forth in this Section 5, this Amendment does not grant, nor shall it be deemed or construed to grant or create, any right, title, interest or estate, in or to HOTEL, respecting the HVAC.

“HVAC” shall mean the air handler units identified below:

- (a) Basement level:
  - (i) AUB-2 – serves the Garnets zone of the Common Area
  - (ii) AUB-4 – serves north doors of the Common Area
  - (iii) AUB-5 – serves south doors of the Common Area
- (b) Mezzanine:
  - (i) AUM-2: serves grilles under the second floor walkway (captured by mezzanine lobby enclosure)

6. Other than as expressly set forth above, HOTEL, CITY and OFFICE hereby acknowledge and agree that nothing contained in this Amendment shall modify any express use, restrictions or other terms and conditions contained in the Joint Use Agreement.

7. HOTEL and OFFICE agree to negotiate in good faith an amended joint use agreement which shall amend and restate the Joint Use Agreement, which amended joint use agreement remains subject to the review and consent of: (i) U.S. Bank National Association, as the holder

of the mortgage lien on the OFFICE Property and (ii) Pacific Western Bank, successor by merger to CapitalSource Bank, as the holder of the mortgage lien on the HOTEL Property.

8. The Joint Use Agreement, as amended and modified, shall remain in full force and effect.

IN WITNESS WHEREOF the parties hereto have executed this Amendment to be effective as of the day and year first above written.



**SIGNATURE PAGE FOR**  
**AMENDMENT NUMBER EIGHT TO JOINT USE AGREEMENT**

The undersigned executes this Signature Page and authorizes the same to be affixed to the above referenced Amendment to evidence the agreement of the undersigned to be bound by all terms of the Amendment.

**CITY:**

CITY OF COLUMBIA, SOUTH CAROLINA

Witnesses:

Ashley M. Galen  
Connie R.

By: Teresa Wilson  
Its: City Manager

STATE OF South Carolina )  
COUNTY OF Richland )

ACKNOWLEDGMENT

I Erika D. Moore, a Notary Public for South Carolina, do hereby certify that Teresa Wilson of City of Columbia, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and seal this 1<sup>st</sup> day of July, 2014.

Erika D. Moore (L.S.)  
Notary Public for South Carolina  
My commission expires: 4.16.2022

**SIGNATURE PAGE FOR**

**AMENDMENT NUMBER EIGHT TO JOINT USE AGREEMENT**

The undersigned executes this Signature Page and authorizes the same to be affixed to the above referenced Amendment to evidence the agreement of the undersigned to be bound by all terms of the Amendment.

**OFFICE:**

Core Campus Columbia I LLC, a Delaware limited liability company

By: DRW Real Estate Management I LLC

Its: Manager

Witnesses:

\_\_\_\_\_

By: \_\_\_\_\_

\_\_\_\_\_

Its: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

)

**ACKNOWLEDGMENT**

COUNTY OF \_\_\_\_\_ )

I \_\_\_\_\_, a Notary Public for \_\_\_\_\_, do hereby certify that \_\_\_\_\_ of \_\_\_\_\_, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_(L.S.)  
Notary Public for \_\_\_\_\_  
My commission expires: \_\_\_\_\_



**CONSENT OF LENDER TO**

**AMENDMENT NUMBER EIGHT TO JOINT USE AGREEMENT**

The undersigned which holds the mortgage lien on the HOTEL Property hereby gives its consent to Amendment Number Eight to Joint Use Agreement by and among Garrison Columbia LLC, the City of Columbia, South Carolina and Core Campus Columbia I LLC.

Pacific Western Bank, a California state-chartered bank, as successor by merger to CapitalSource Bank, a California industrial bank

Witnesses:

\_\_\_\_\_  
\_\_\_\_\_

By: \_\_\_\_\_  
David Skoien,  
Senior Vice President & Portfolio Manager

STATE OF MARYLAND)

) ACKNOWLEDGMENT

COUNTY OF MONTGOMERY)

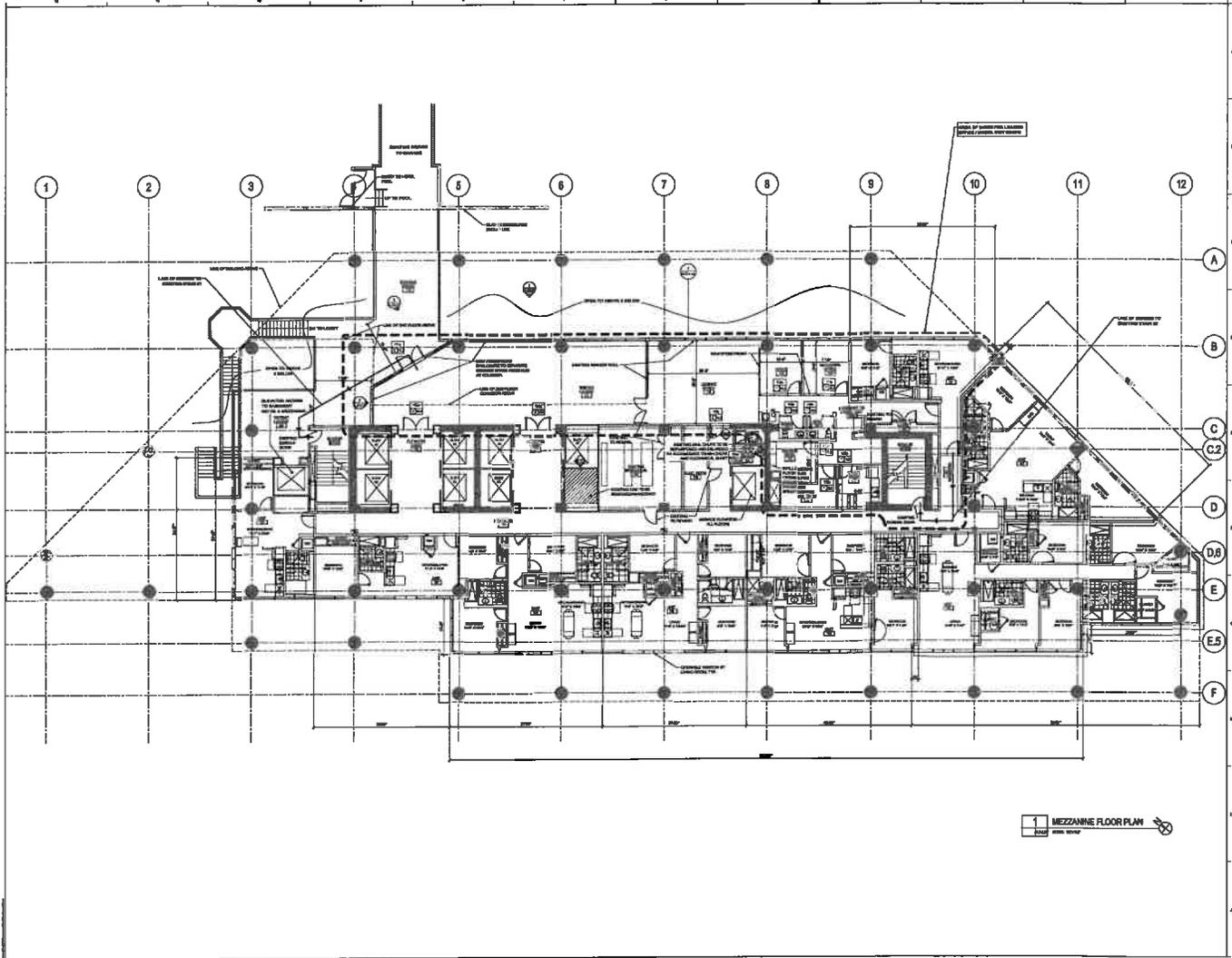
I \_\_\_\_\_, a Notary Public for \_\_\_\_\_, do hereby certify that David Skoien, Senior Vice President & Portfolio Manager of Pacific Western Bank, a California state-chartered bank, successor by merger to CapitalSource Bank, a California industrial bank, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_(L.S.)  
Notary Public for \_\_\_\_\_  
My commission expires: \_\_\_\_\_

**EXHIBIT A**

**Common Area Improvement Drawings**



**REVISIONS**

NO.	DATE	DESCRIPTION
1	05/07/2013	ISSUED FOR PERMITS

**PROJECT INFORMATION**

PROJECT: HUB AT COLUMBIA  
 LOCATION: 1010 Main Street, Columbia, SC 29201

**DESIGNER**

POWER ENGINEERING COMPANY, INC.  
 1010 Main Street, Columbia, SC 29201  
 (803) 799-1111

**ARCHITECT**

MOOREHEAD ASSOCIATES  
 1010 Main Street, Columbia, SC 29201  
 (803) 799-1111

**CONTRACTOR**

MOOREHEAD CONSTRUCTION CO.  
 1010 Main Street, Columbia, SC 29201  
 (803) 799-1111

**DATE**

05/07/2013

**PROJECT TITLE**

MEZZANINE FLOOR PLAN

**SCALE**

AS SHOWN

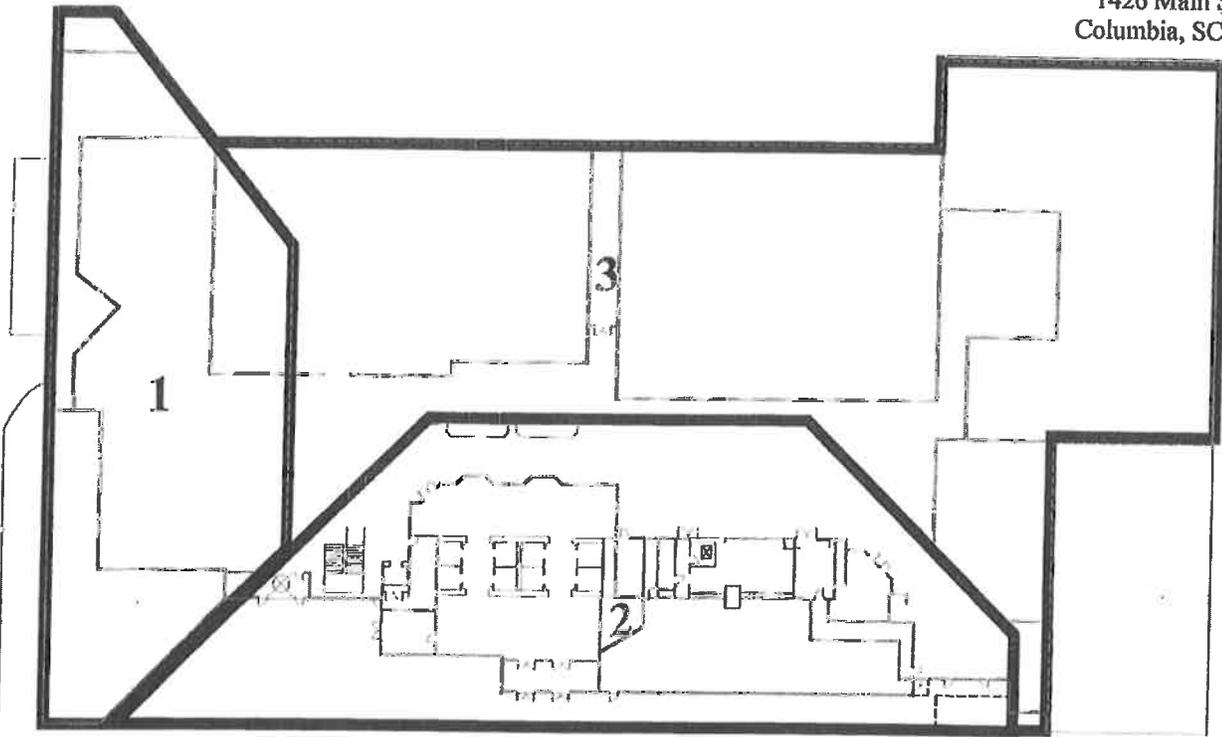
**PROJECT NUMBER**

ALO-2.02

**Exhibit B, C-1, C-2, C-3, E, F, G, H and I**

[See attached.]

Palmetto Center Complex  
Joint Use Areas  
1426 Main Street  
Columbia, SC, 29201



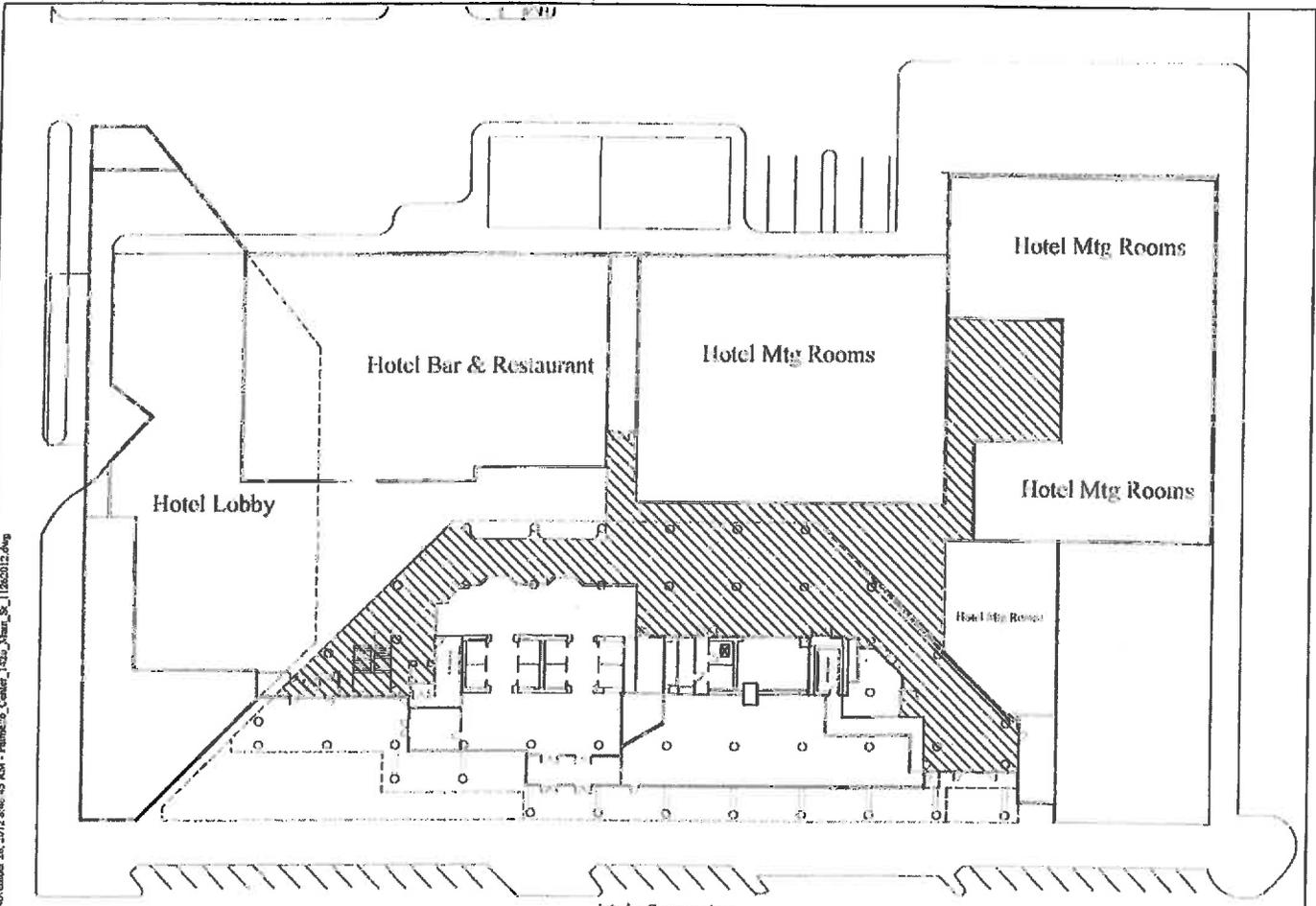
- 1 - HOTEL SITE
- 2 - OFFICE BUILDING SITE
- 3 - PUBLIC MEETING AREA SITE

Prepared for  
Main Street Associates

Page 2 of 11 - Exhibit B - Area Identification

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Published on Monday, November 28, 2012 8:46:45 AM - Palmetto Center, 1426 Main St, 11260012.dwg

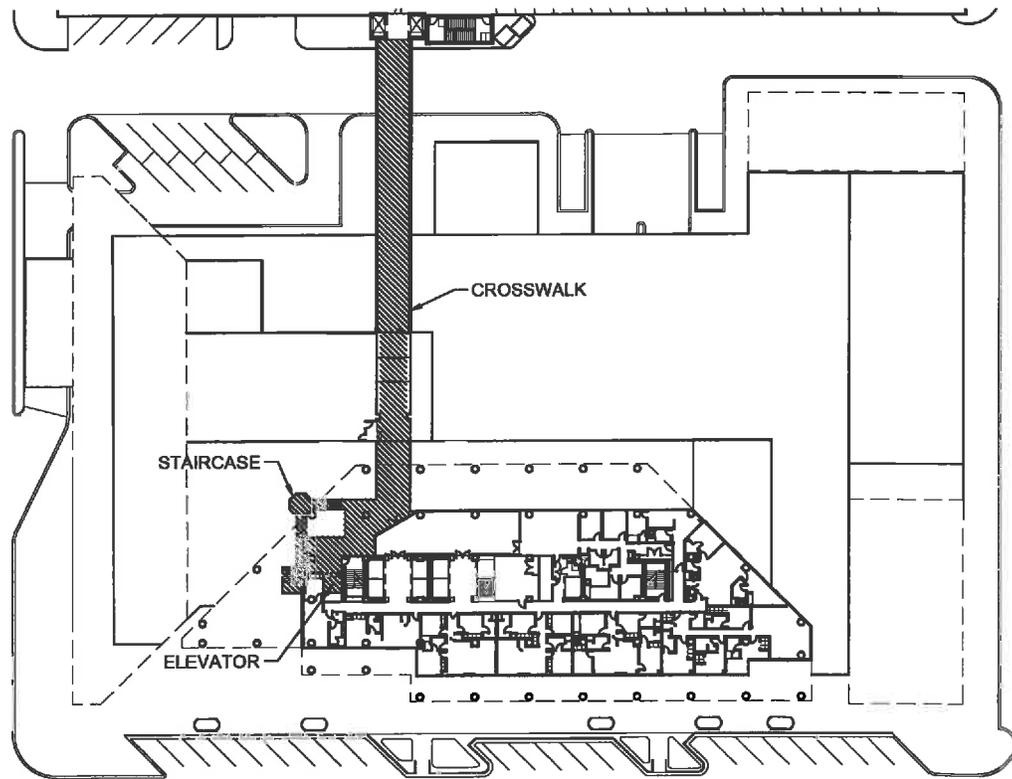


Palmetto Center Complex  
1426 Main Street  
Columbia, SC, 29201

Prepared for  
Main Street Associates

Page 3 of 11 - Exhibit C - 1 - Ground Level Common Areas

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LEGEND:  
 = COMMON AREA

Palmetto Center Complex  
 1426 Main Street  
 Columbia, SC 29201

Title:

**HUB AT COLUMBIA**  
**MEZZANINE LEVEL PLAN - INTERIOR COMMON AREA**  
 Exhibit C-2 - Mezzanine Level Common Area

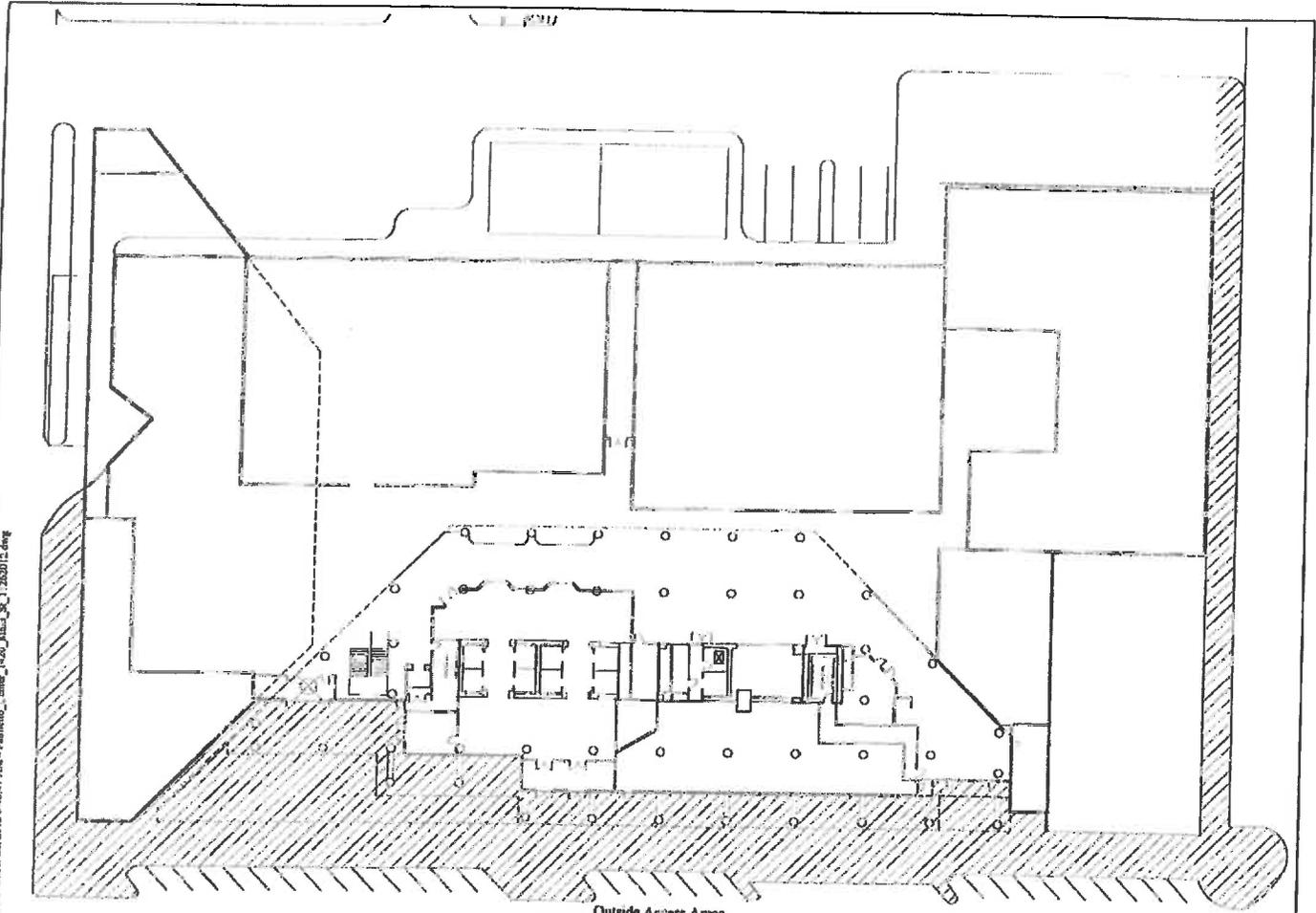
Prepared for:

Core Campus Communities, LLC, 2234 W. North Ave, Chicago, IL 60647, P: (773) 227-2850, F: (773) 227-5350



Scale: 1/64" = 1'-0"

Published on Monday, November 26, 2012 8:46:47 AM - Palmetto\_Center\_1426\_Main\_SC\_1:2012.dwg

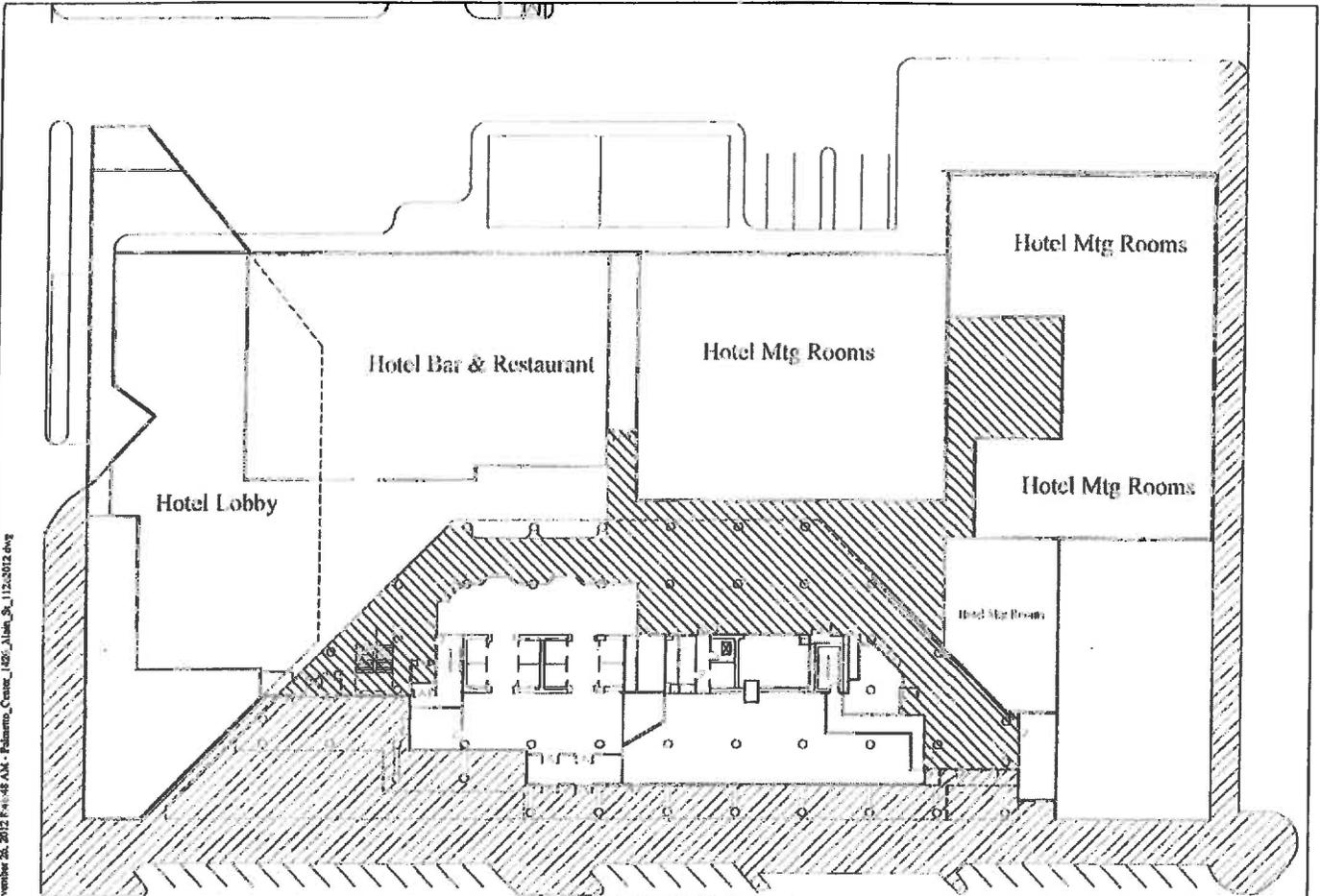


Outside Access Areas  
Palmetto Center Complex  
1426 Main Street  
Columbia, SC, 29201

Prepared for  
Main Street Associates

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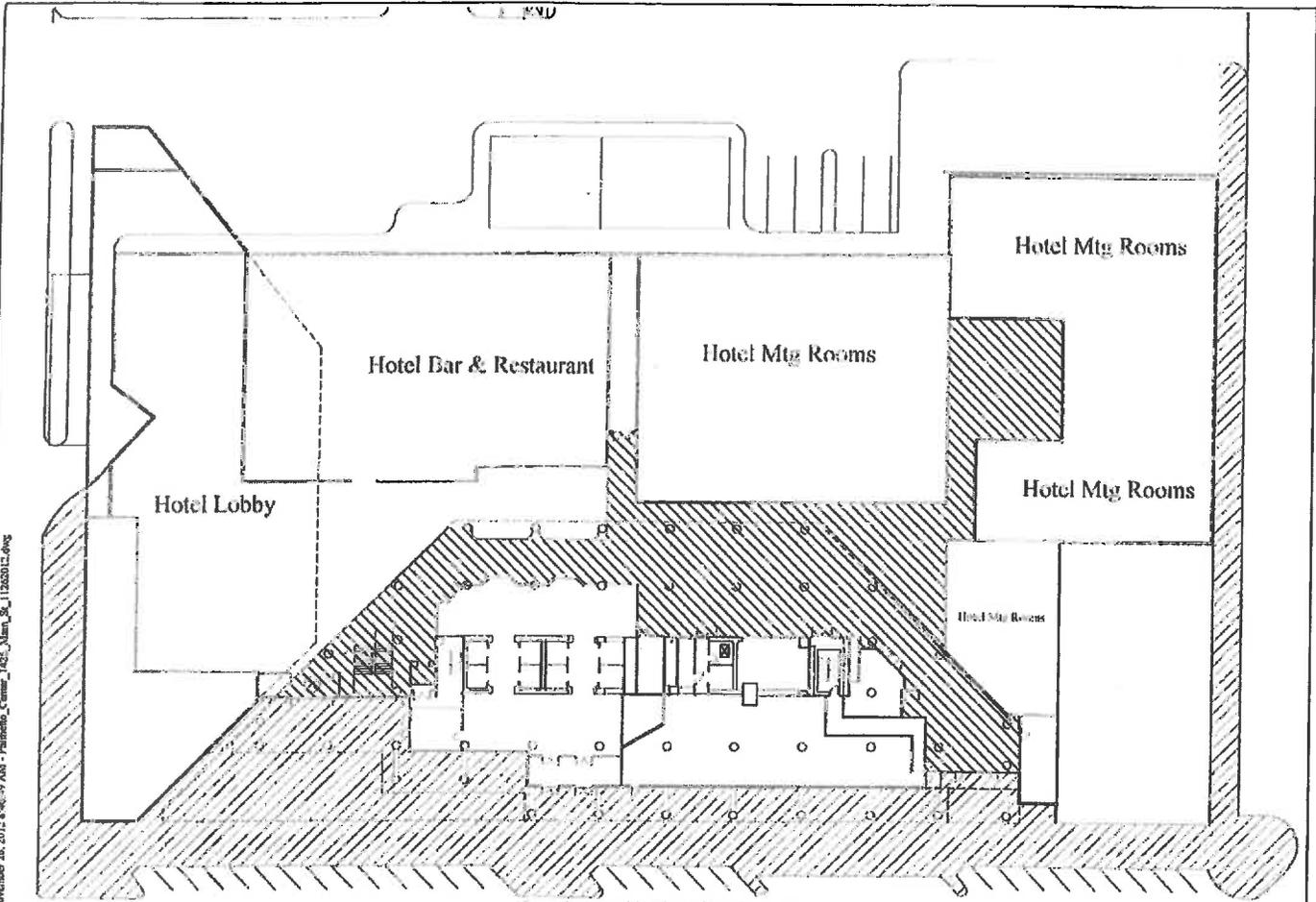
Ground Level Special Hotel Facilities Easement Area

**Palmetto Center Complex**  
1426 Main Street  
Columbia, SC, 29201

Prepared for  
Main Street Associates

Page 7 of 11 - Exhibit E - Ground Level Special Hotel Facilities Easement Area

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Ground Level Special Office Facilities Easement Area

Palmetto Center Complex

1426 Main Street

Columbia, SC, 29201

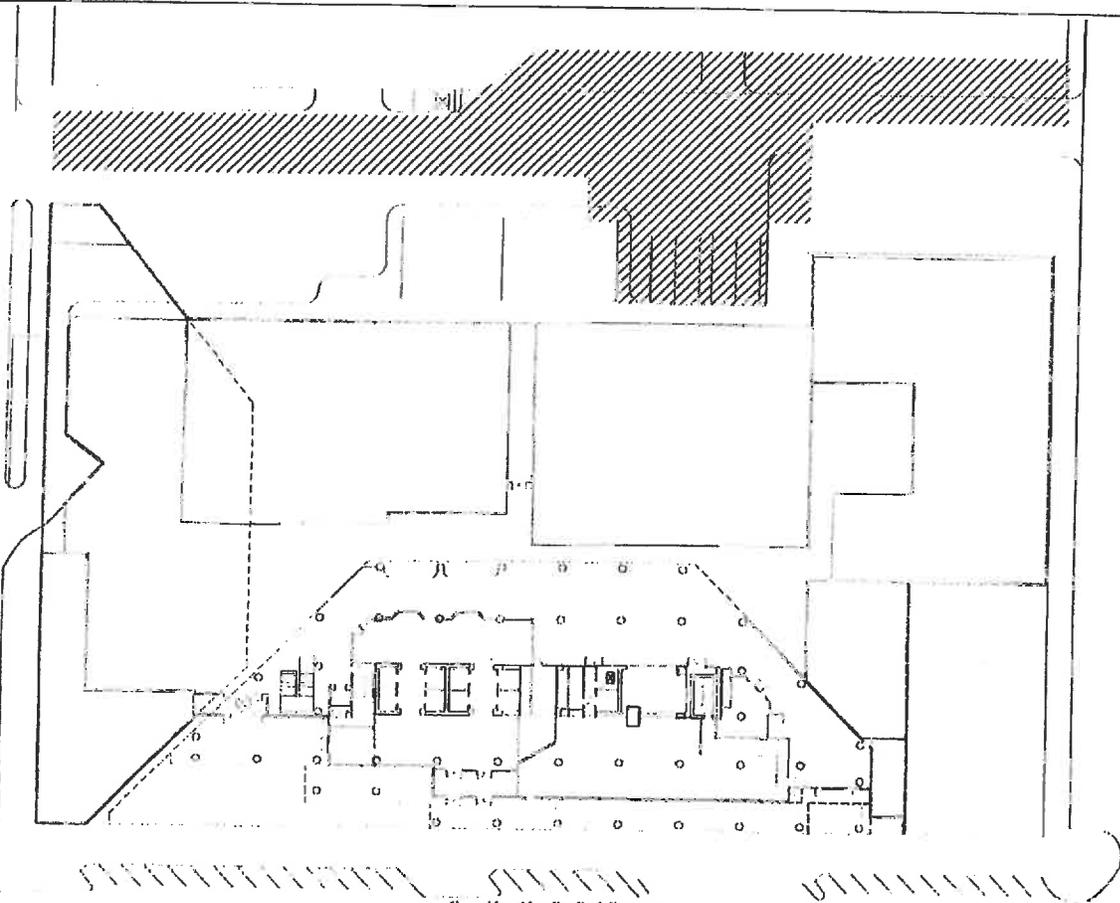
Prepared for  
Main Street Associates

Page 8 of 11 - Exhibit F - Ground Level Special Office Facilities Easement Area

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WASHINGTON STREET



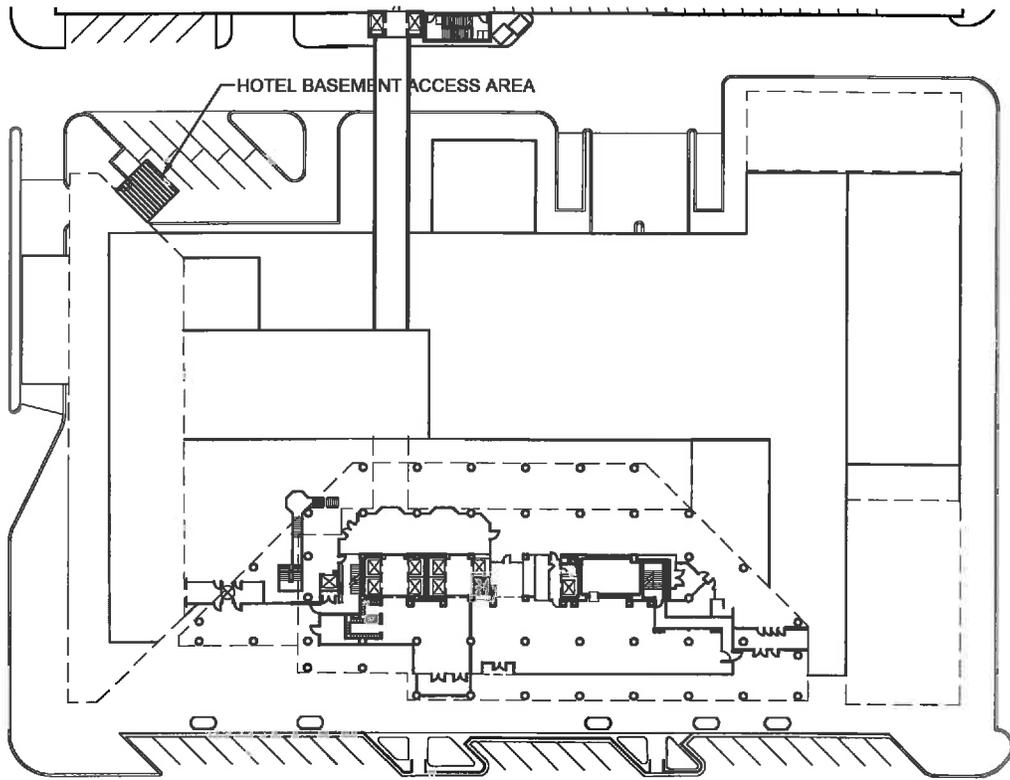
Ground Level Loading Dock Easement Area  
Palmetto Center Complex  
1426 Main Street  
Columbia, SC, 29201

Prepared for  
Main Street Associates

Page 6 of 11 - Exhibit G-1 Ground Level Loading Dock Access Easement Area

Published on Thursday, November 26, 2014 9:47 AM. File name: Palmetto\_Center\_1426\_Main\_SC\_11/26/2012.dwg

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Palmetto Center Complex  
 1426 Main Street  
 Columbia, SC 29201

Title:

**HUB AT COLUMBIA**  
 GROUND FLOOR PLAN - HOTEL BASEMENT ACCESS AREA  
 Exhibit H - Hotel Basement Access Area

Prepared for:

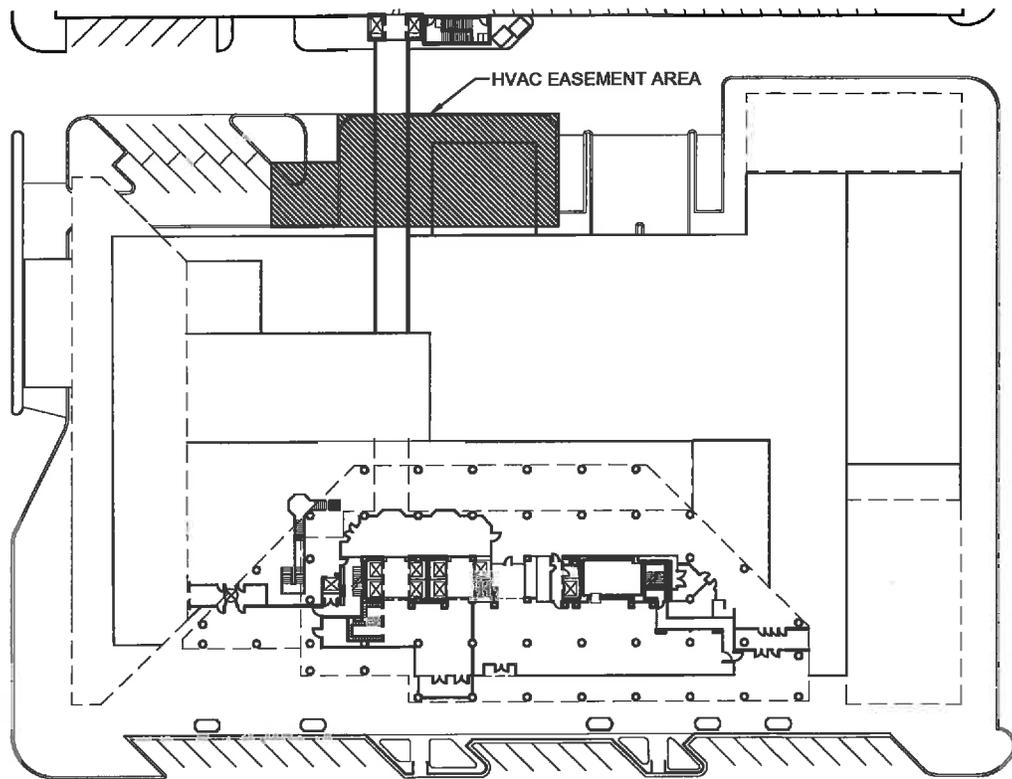
Core Campus Communities, LLC, 2234 W. North Ave, Chicago, IL 60647, P: (773) 227-2850, F: (773) 227-5350

LEGEND:

 = COMMON AREA



Scale: 1/64" = 1'-0"



LEGEND:  
 = COMMON AREA

Palmetto Center Complex  
 1426 Main Street  
 Columbia, SC 29201

Title:

**HUB AT COLUMBIA**  
**GROUND FLOOR PLAN - HVAC EASEMENT AREA**  
 Exhibit I - 1 Ground Level HVAC Easement Area



Prepared for:

Core Campus Communities, LLC, 2234 W. North Ave, Chicago, IL 60647, P: (773) 227-2850, F: (773) 227-5350

Scale: 1/64" = 1'-0"