

ORIGINAL

HOLLAND & KNIGHT LLP

315 South Calhoun Street
Suite 600
P.O. Drawer 810 (ZIP 32302-0810)
Tallahassee, Florida 32301

850-224-7000
FAX 850-224-8832
www.hklaw.com

Annapolis	San Francisco
Atlanta	Seattle
Bethesda	Tallahassee
Boston	Tampa
Bradenton	Washington, D.C.
Chicago *	West Palm Beach
Fort Lauderdale	
Jacksonville	International Offices:
Lakeland	Caracas**
Los Angeles	Helsinki
Miami	Mexico City
New York	Rio de Janeiro
Northern Virginia	São Paulo
Orlando	Tel Aviv**
Portland	Tokyo
Providence	
St. Petersburg	*Holland & Knight LLC
San Antonio	**Representative Office

July 17, 2003

D. BRUCE MAY, JR.
850-425-5607

Internet Address:
dbmay@hklaw.com

Via Hand-Delivery

Blanca S. Bayo, Director
Division of the Commission Clerk
and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

JUL 17 AM 10:52
 COMMISSION CLERK
 07/17/03

Re: In re: Application by Florida Water Services Corporation for Acknowledgment of Transfer of Nassau County Land and Facilities to Nassau County and Cancellation of Certificates Nos. 171-W and 122-S, Docket No. 030542-WS

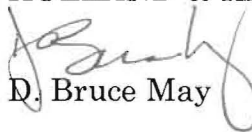
Dear Ms. Bayo:

On behalf of American Beach Property Owners' Association, Inc. ("ABPOA"), enclosed for filing in the captioned matter are the original and seven (7) copies of ABPOA's Amended Petition for Leave to Intervene. A diskette containing this filing in Word format is also enclosed.

For our records, please acknowledge your receipt of this filing on the enclosed copy of this letter. Thank you for your consideration.

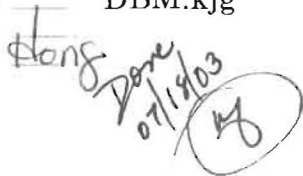
Sincerely,

HOLLAND & KNIGHT LLP


D. Bruce May

DBM:kjg

AUS _____
 CAF _____
 CMP _____
 COM _____
 CTR _____
 ECR _____
 GCL _____
 OPC _____
 MMS _____
 SEC _____
 OTH _____

Done
 07/19/03


DOCUMENT NUMBER-DATE
 06374 JUL 17 03
 FPSC-COMMISSION CLERK

Blanca S. Bayo

July 17, 2003

Page 2

Enclosure

cc: Parties of Record
Michael Mullin, Esquire
Ronald Austin, Esquire
The Honorable Henry Lee Adams, President,
American Beach Property Owners' Association, Inc.

TAL1 #268406 v1

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

IN RE: Application by Florida Water)	Docket No. 030542-WS
Services Corporation for Acknowledgment)	
Of Transfer of Nassau County Land and)	Filed: July 17, 2003
Facilities to Nassau County, and)	
Cancellation Of Certificates Nos. 171-W)	
and 122-S)	
<hr/>		

**AMERICAN BEACH PROPERTY OWNERS' ASSOCIATION, INC.'s
AMENDED PETITION FOR LEAVE TO INTERVENE**

American Beach Property Owners' Association, Inc. ("ABPOA"), pursuant to Chapter 120, Florida Statutes, and Rules 25-22.039, 28-106.201 and 28-106.205, Florida Administrative Code, respectfully requests leave to intervene in this proceeding and states:

Intervenor Information

1. ABPOA is a Florida non-profit corporation. ABPOA's full name and principal business address is:

American Beach Property Owners' Association, Inc.
5479 Waldron Street
Fernandina Beach, Florida 32034

2. Copies of all pleadings, notices, and orders in this docket should be provided to:

D. Bruce May, Jr.
Holland & Knight LLP
P.O. Drawer 810
Tallahassee, FL 32301
(850) 224-7000

and

DOCUMENT NUMBER-DATE

06374 JUL 17 8

FPSC-COMMISSION CLERK

Ronald R. Austin, Esquire
1400 Prudential Drive, Suite 1
Jacksonville, Florida 32207
(904) 346-3001

Affected Agency

3. The affected agency is the Florida Public Service Commission (the "Commission"), 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850.

Background

4. ABPOA is the property owners' association representing individuals that reside or own property in American Beach, Florida. American Beach is located on the south end of Amelia Island in Nassau County. It is a predominantly African-American community developed in 1935 by the Pension Bureau of the Afro-American Life Insurance Company as a vacation retreat for employees of the founding company. Until the passage of the Civil Rights Act of 1964, it was one of the few beaches in the Southeast open to African-Americans. American Beach is currently part of the series of historical sites that make up the Florida African-American Heritage Trail. On January 28, 2002, American Beach was officially listed in the National Register of Historic Places. Today, the majority of American Beach's permanent residents fall within the low to moderate income groups.

5. All, if not most, of the residents of American Beach occupy small 50' x 100' lots and receive their water from wells on their lots or other questionable groundwater sources and utilize septic tanks for waste removal. Some of the septic tanks have been in operation since the initial development of American Beach.

6. American Beach falls within the certificated monopoly service territory of Florida Water Services Corporation ("FWSC"). FWSC, however, does not currently provide water service to the residents of American Beach. The water and sewage lines run to the boundary of American Beach on three sides and no further.

7. In late 2000, American Beach residents began requesting that FWSC extend its water and wastewater service to serve American Beach. In response, FWSC sent a letter to American Beach residents describing the connection fees that would need to be collected by FWSC in order to provide service and enclosing an application for service. An example of this letter is attached as Exhibit "A."

8. On March 26, 2001, a letter of complaint was filed with the Commission on behalf of American Beach Community Development Corporation ("ABCDC") alleging that the residents of American Beach believed that FWSC did not intend to provide service to all of the residents of American Beach or at a price that would make utilizing such services feasible. American Beach residents were concerned as to whether ground water was safe for drinking or whether a dangerous public health and environmental hazard was present. A copy of the letter of complaint is attached hereto as Exhibit "B".

9. On April 18, 2001, the Commission responded to the complaint filed on behalf of the ABCDC. The Commission's response indicated that FWSC stood "ready, willing, and able to provide water service to the residents of American Beach upon written request for such service. . . ." and that FWSC would be willing to "perform a preliminary feasibility study upon request, at no charge, to determine

the estimated cost of providing service to the residents." A copy of the Commission's response letter is attached as Exhibit "C".

10. On March 31, 2003, the Circuit Court of the Fourth Judicial Circuit, in and for Nassau County, Florida, entered a Stipulated Order of Taking and Stipulated Final Judgment in Nassau County v. Florida Water Services Corporation, Nassau County Circuit Court Case No. 03-113-CA, pursuant to a condemnation proceeding under Chapter 74, Florida Statutes. As a result of that condemnation proceeding, Nassau County acquired title to FWSC's land and facilities in Nassau County and is scheduled to commence operations of such facilities on or about August 1, 2003. Copies of the Stipulated Order of Taking and Stipulated Final Judgment entered in the Nassau County condemnation proceeding are attached hereto as Composite Exhibit "D."

11. The Stipulated Final Judgment states that title to the property described in Exhibit "A" attached thereto shall vest in Nassau County upon deposit of the sums as required in the Stipulated Order of Taking. Exhibit "A" to the Stipulated Final Judgment expressly includes all "service commitments" made by FWSC. Thus, Nassau County has expressly assumed all "service commitments" made by FWSC to residents of American Beach.

12. As described above, prior to entry of the Stipulated Final Judgment, FWSC had committed to provide water and wastewater service to the residents of American Beach. However, ABPOA now has reason to believe that Nassau County does not intend to honor those commitments when it takes over FWSC's operations.

13. On June 17, 2003, FWSC filed with the Commission an Application for Acknowledgment of Transfer of Nassau County Land and Facilities to Nassau County, and Cancellation of Certificate Nos. 171-W and 122-S (the "Application"). FWSC's Application is the subject of the proceedings in this docket in which ABPOA seeks to intervene.

Substantial Interests Affected

14. ABPOA has standing to intervene as a party in this proceeding. Intervention in a Commission proceeding is granted to those entities whose substantial interests are subject to determination or will be affected through the proceeding. Fla. Admin. Code R. 25-22.039. The transfer of the water and wastewater systems owned and operated by the FWSC to Nassau County will substantially affect a substantial number ABPOA members. The ABPOA is comprised of individuals that either reside or own property in American Beach, Florida – an area that falls within the certificated territory of FWSC. FWSC has committed to provide water and wastewater service to the residents of American Beach who are members of the ABPOA. However, as a result of the transfer of FWSC's facilities to Nassau County, it is now questionable whether those commitments will be honored. Absent the availability of water and wastewater service from Nassau County, the residents of American Beach will be forced to continue to receive their water from wells and other questionable groundwater sources and to utilize substandard septic tanks for waste removal, all creating public health and environmental concerns.

15. The ABPOA is a property owners association created for the purpose of safeguarding the property interests of members that reside or own property in American Beach, including the rights of those members to receive adequate, reliable and reasonably-priced utility services from monopoly service providers like FWSC. Thus, participation in this proceeding clearly falls within the general scope of interest and activities of the association. Moreover, the Commission has routinely allowed property owners associations like the ABPOA to intervene in utility transfer proceedings. Thus, intervention by ABPOA in this proceeding is an appropriate relief for the association to receive on behalf of its members.

16. ABPOA clearly has standing to intervene in this proceeding because (i) the transfer of the water and wastewater systems by FWSC to Nassau County will substantially affect the substantial number of ABPOA members; (ii) the availability of adequate utility services to ABPOA members is an issue clearly within the general scope and interests of the association; and (iii) intervention into a utility transfer proceeding is appropriate for the ABPOA to receive on behalf its members. See Florida Homebuilders Association v. Department of Labor and Employment Security, 412 So. 2d 351 (Fla. 1982).

Disputed Issues of Material Fact

17. The disputed issues of material fact of which the ABPOA is aware at this time are:

- a. Whether Nassau County intends to honor the commitments made by FWSC to provide water and wastewater service to the residents of American Beach.
- b. Whether FWSC should be allowed to avoid the commitments it made to provide water and wastewater services to residents of American Beach by transferring its facilities to Nassau County.
- c. Whether the transfer of FWSC's facilities in Nassau County, Florida to Nassau County is in the public interest.

Ultimate Facts Alleged

18. FWSC made a commitment to provide water and wastewater service to the residents of American Beach prior to FWSC's facilities being condemned by Nassau County.

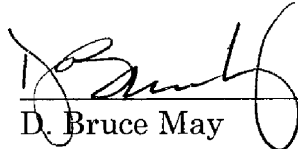
19. FWSC should not be allowed to avoid the commitments it made to provide water and wastewater services to residents of America Beach by transferring its facilities to Nassau County.

20. Nassau County assumed title to all of FWSC's service commitments by entry of the Stipulated Final Judgment in the condemnation proceeding.

21. Nassau County is required to honor FWSC's commitment to provide water and wastewater service to American Beach.

WHEREFORE, ABPOA respectfully requests that the Commission issue an order granting its Amended Petition for Leave to Intervene and authorizing its participation as a party in this proceeding.

Respectfully submitted this 17th day of July, 2003 by:

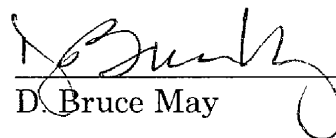


D. Bruce May
Florida Bar No. 354473
Holland & Knight LLP
P.O. Drawer 810
Tallahassee, FL 32302
(850) 224-7000
(850) 224-8832 (facsimile)

Counsel for American Beach Property
Owners' Association, Inc.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by hand-delivery to Kenneth A. Hoffman and J. Stephen Menton, Rutledge, Ecenia, Purnell & Hoffman, P.A., 215 S. Monroe Street, Suite 420, Tallahassee; and by facsimile to Mike Mullin, Attorney for Nassau County, Post Office Box 1010, Fernandina Beach, Florida 32035; and a true and correct copy has been furnished by U.S. Mail to: Florida Water Services Corporation, P. O. Box 609520, Orlando, FL 32860-9520 and Nassau County Board of Commissioners, P.O. Box 456, Fernandina Beach, FL 32034-5456 all on this 17th day of July, 2003.



D. Bruce May



November 13, 2000

Mr. John Stack
P.O. Box 877
Fernandina Beach, FL 32035

Dear Mr. Stack:

Florida Water Services has received requests from residents in your area requesting water and sewer service to be extended to provide service to their homes. As a result, we are working to determine the number of potential customers that are interested in connecting to central water and sewer service from Florida Water Services.

Florida Water Services will be pleased to have you become one of our many well-served customers. Connecting to central water and sewer service is simple. Florida Water Services will install all required water and wastewater mains, service lines, valves, and meters up to your property line. You will however, be required to obtain your own plumber to connect your house to our sewer line and have a Back-Flow Prevention Device installed on the metered water service line.

The Florida Public Service Commission has established total service connection fees of \$4,649.00 to be collected by Florida Water Services. **Please complete the enclosed application and return it with a down payment of \$1,723.00 by December 8, 2000 after which this amount will increase.** This down payment will be applied against the total amount of service connection fees.

To add convenience to the process of paying these service connection fees we can establish a 12-month or 24 month payment plan if you desire. If you choose the 12-month payment plan for the connection fees, you will be billed \$243.83 per month for the remaining balance. The 24-month plan will require a monthly payment of \$121.91. This payment plan is only for the balance of the connection charges, which will be \$2,926.00.

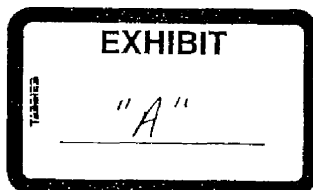
Florida Water Services will be proud to have you join our family of satisfied water and sewer customers. Please complete and return you application and down payment soon so we may begin the process of extending our quality service to you.

Very truly yours,

A handwritten signature in black ink, appearing to read "Darin Levi".

Darin Levi
Florida Water Services

Encl. 1



Ronald R Austin†
Cynthia D Austin

†Admitted to Florida & Georgia Bars



1400 Prudential Drive
Suite 1
Jacksonville, Florida 32207

Phone (904) 346-3001
Facsimile (904) 346-3940
e-mail: rra@raustinlaw.com

March 26, 2001

The Honorable E. Leon Jacobs, Jr.
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399

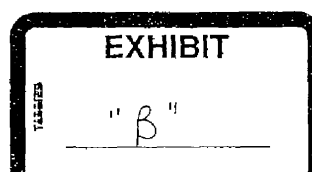
Re: Complaint of American Beach Comm. Dev. Corp.
vs. Florida Water Services Corporation/Company - Code WS574

Dear Chairman Jacobs:

I am submitting this complaint on behalf of the American Beach Community Development Corporation ("CDC"), whose members are residents of American Beach. American Beach is located on the south end of Amelia Island in Nassau County. It is a predominant African-American community developed in the late 30's by Mr. A. L. Lewis, the founder of the Afro-American Life Insurance Company which was headquartered in Jacksonville. Most of its permanent residents fall within the low to moderate income groups. You may have seen the recent PBS documentary concerning the history and current state of affairs of American Beach and its people.

Florida Water Services is a utility which provides water and waste water services in various parts of Nassau County, including Amelia Island. American Beach falls within its certificated territory and is located between nationally known Amelia Island Plantation and Summer Beach Resorts. However, this utility which has been certificated more than five years has never provided water services to the residents of American Beach. Although, it does provide water services to the more affluent communities which are just yards away from American Beach. The water and sewage lines runs to the boundary of American Beach on three sides and no further.

The "CDC" is concerned with current state of safe drinking water because of the location of both wells and septic tanks on the 50x100 feet lots. Currently, all if not most residents of American Beach, receive their water from wells on their lots or other questionable groundwater sources and dispose human waste via septic tanks. Some of the septic tanks have been in operation since the initial development of American Beach. The Community Development Corporation of American Beach is seriously concerned as to whether the ground water remains safe for drinking or whether a dangerous public health and environmental hazard is present. No one is certain as to the adverse health implications that is presented by the absence of treated drinking water in American Beach.



Florida Water Services was asked to clarify whether it would provide water services to all of the households. We received no written response. The residents have reason to believe that this utility does not intend to provide water services to all of the households and at a price that will not essentially serve as a barrier to utilizing such services.

The CDC believes that time is of the essence and asks that the PSC enter an order requiring Florida Water Services to extend water services to the residents of American Beach. Alternatively, the CDC asks that the PSC revoke the entire territorial certificate which Florida Water Services now holds for Nassau County.

Sincerely,



Ronald R. Austin, Esquire

cc: Mr. John Hayes
Pres. American Beach CDC

Judge Henry Lee Adams, Jr.
Pres. American Beach Homeowners Assoc.

Mr. Tony Brown
Bank of America

State of Florida



E. Leon Jacobs, Jr.
Chairman

Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850
(850) 413-6046
Fax: (850) 413-6395

Public Service Commission

AUSTIN & AUSTIN
ATTORNEYS

April 18, 2001

Post-it* Fax Note	7671	Date	4/23/01	# of Pages	2
To	Judge Adams	From	Ronald R Austin Esq		
Co./Dept		Co.	Austin & Austin		
Phone #		Phone #	346-3001		
Fax #	549-1938	Fax #	346-3940		

Ronald R. Austin, Esquire
1400 Prudential Drive, Suite 1
Jacksonville, Florida 32207

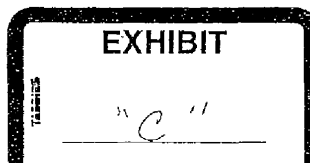
Re: American Beach Community Development Corporation in Nassau County

Dear Mr. Austin:

Thank you for your letter dated March 26, 2001, on behalf of the American Beach Community Development Corporation, in which you request this Commission to enter an order to require Florida Water Services Corporation (FWSC or utility) to extend water services to the residents of American Beach or in the alternative, to revoke FWSC's certificate of authorization to provide service within Nassau County.

As you may be aware, pursuant to Chapter 367.111, Florida Statutes, FWSC is required to provide service to the area described in its certificate of authorization within a reasonable time. The Commission staff has verified that American Beach is indeed within FWSC's service territory, and in response to your concerns, has contacted FWSC regarding this matter. FWSC assures us that it is ready, willing, and able to provide water service to the residents of American Beach upon written request for such service. According to FWSC, the utility has posted door tags on at least one street in American Beach to advise the residents of the availability of service from FWSC. The utility advises us that although a few residents of American Beach have indicated an interest in receiving service from the utility, other residents have indicated that they do not wish to receive service from FWSC.

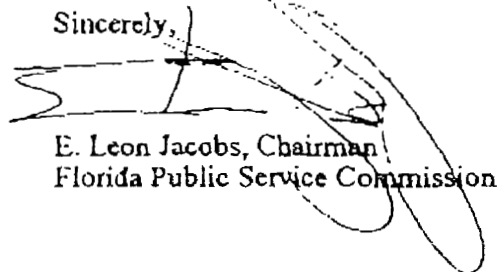
In order for FWSC to provide water service to all of the households, please contact the utility for a written application for service. You may call the utility's customer service line at (877) 397-9283 and selection option 1 for this purpose. You may also contact Ms. Sue Henesy at (407) 598-4108. She is a Development Engineer for FWSC and can assist you through the application process. Ms. Henesy has advised the Commission staff that FWSC would be willing to perform a preliminary feasibility study upon request, at no charge, to determine the estimated cost of providing service to the residents. A written application for service is not necessary in order to obtain the preliminary feasibility study.



Ronald R. Austin, Esquire
April 18, 2001
Page 2

Please be advised that in FWSC's review of the application for service, Rules 25-30.525 and 25-30.530, Florida Administrative Code, are applicable. Certain costs will apply to the applicant, as well. If, after completing the application for service, the utility advises the residents that it is unable or unwilling to provide the service within a reasonable time after such application for service is made, please notify this Commission and an investigation will be initiated. If you have further questions or concerns regarding this matter, please contact Ms. Rosanne Gervasi, Chief, Bureau of Water and Wastewater, Division of Legal Services, at (850) 413-6224

Sincerely,



E. Leon Jacobs, Chairman
Florida Public Service Commission

cc: Division of Regulatory Oversight (Hoppe, Lowe, Daniel)
Kenneth Hoffman, Esquire

l:austin.ltr

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
NASSAU COUNTY, FLORIDA

CASE NO.: 03-113-CA

DIVISION: A

NASSAU COUNTY, a Florida county,

Plaintiff,

vs.

FLORIDA WATER SERVICES
CORPORATION, a Florida corporation; et al.,

Defendants.

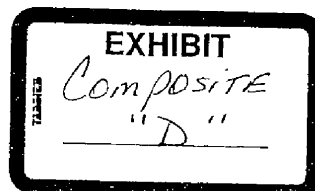
STIPULATED FINAL JUDGMENT

Upon stipulation of the parties affected as set forth herein, and it appearing to the Court that the parties are authorized to enter into such Stipulation, and the Court finding that the compensation to be paid by the condemning authority is full, just, and reasonable for all parties concerned, and the Court being fully advised in the premises, it is

ORDERED AND ADJUDGED:

1. Title to the property described in Exhibit "A" attached hereto shall vest in the Plaintiff upon the deposit of the sums as are required in the Stipulated Order of Taking entered on even date herewith.

2. The Defendant, Florida Water Services Corporation, shall have and recover of and from the Plaintiff, Nassau County, the total sum of Seventeen Million Two Hundred Thousand Dollars and no/100 cents (\$17,200,000.00) as full compensation for the taking of the



property as is described in Exhibit "A" attached hereto including all damages of whatever nature arising therefrom which have been incurred by said Defendant in this cause.

3. Defendant, Florida Water Services Corporation, shall have and recover of and from the Plaintiff as attorneys' fees and costs incurred by the Defendant herein the total amount of Three Hundred Thousand Dollars and no/100 cents (\$300,000.00).

4. Plaintiff, having been previously ordered to deposit the total sum of Seventeen Million Five Hundred Thousand Dollars and no/100 cents (\$17,500,000.00) in the Registry of the Court pursuant to the Stipulated Order of Taking entered herein on even date herewith, shall not be required to make any additional deposits pursuant to this Stipulated Final Judgment.

5. Upon deposit by the Plaintiff of the total sum of Seventeen Million Five Hundred Thousand Dollars and no/100 cents (\$17,500,000.00) into the Registry of the Court as ordered in the Stipulated Order of Taking entered herein on even date herewith, the Clerk of the Court is ordered and directed to disburse immediately the amount of Seventeen Million Five Hundred Thousand Dollars and no/100 cents (\$17,500,000.00) in the following manner:

To: Brigham Moore, LLP Trust Account, F/B/O Florida Water Services Corporation, by hand delivery to Andrew Prince Brigham, Esquire, 2963 Dupont Avenue, Suite 3, Jacksonville, FL 32217, telephone (904) 730-9001, the sum of \$17,200,000.00.


To: Brigham Moore, LLP, by hand delivery to Andrew Prince Brigham, Esquire, 2963 Dupont Avenue, Suite 3, Jacksonville, FL 32217, telephone (904) 730-9001, the sum of \$300,000.00.

6. The amount of Seventeen Million Two Hundred Thousand Dollars and no/100 cents (\$17,200,000.00) to be disbursed by the Clerk of the Court to Brigham Moore, LLP shall be deposited forthwith by Brigham Moore, LLP into an interest-bearing trust account pending apportionment hearing or satisfaction of all pending liens or other monetary encumbrances on the condemned property, which shall be the responsibility of Defendant, Florida Water Services

Corporation, to resolve, and subject to that Agreement Regarding Funds Held in Trust entered between the Plaintiff, Florida Water Services Corporation, through its counsel, and Brigham Moore, LLP, on behalf of itself and Florida Water Services Corporation, where such funds shall remain until further order of this Court or distribution by written agreement of Nassau County and Florida Water Services Corporation.

7. The Court reserves jurisdiction to enforce the terms of this Stipulated Final Judgment.

DONE AND ORDERED in chambers at Nassau County, Florida this 31st day of March, 2003.


CIRCUIT JUDGE

STIPULATION

Plaintiff, Nassau County, and Defendant, Florida Water Services Corporation, as owner of the property and interests which are the subject of this action in eminent domain, stipulate and consent to the entry of the Stipulated Final Judgment set forth above.

ROGERS TOWERS, P.A.

By: 

Mark M. Arnold
Florida Bar No. 346942
A. Graham Allen
Florida Bar No. 117110
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207-1811
(904) 398-3911 (telephone)
(904) 396-0663 (facsimile)

BRIGHAM MOORE, LLP

By: 

S. W. Moore
Florida Bar No. 157268
Andrew Prince Brigham
Florida Bar No. 903930
100 Wallace Avenue, Suite 310
Sarasota, Florida 34237
(941) 365-3800 (telephone)
(941) 952-1414 (facsimile)

Special Counsel For Defendant Florida Water
Services Corporation

And

MICHAEL S. MULLIN
NASSAU COUNTY ATTORNEY
Florida Bar No. 301094
Post Office Box 456
Fernandina Beach, Florida 32035
(904) 321-5703 (telephone)
(904) 491-3618 (facsimile)

Attorneys for Nassau County

EXHIBIT "A"

REAL PROPERTY

The real property as described herein on pages three (3) through eight (8) of this Exhibit "A", and in addition, all of the following:

All buildings, structures, improvements, appurtenances, and fixtures of any variety, located in or on the real property in Nassau County, Florida described herein and used or useful in connection with the ownership, maintenance or operation of the water and sewer utility system located within Nassau County, Florida and owned or operated by Florida Water Services Corporation, Amelia Island Waterworks, Inc. or Southern States Utilities, Inc. (the "FWS"); including without limitation all hydrants, meters, service connections, wells, water treatment facilities, water storage facilities, distribution reservoirs, stand pipes, pump stations, water pipes, water mains and related improvements that in the aggregate comprise and that are used and useful in connection the water distribution system of the FWS; and all meters, service connections, pipes, fittings, valves, pump stations, lift stations, treatment facilities, ponds and other storage facilities, monitoring wells and equipment, and all other improvements that in the aggregate comprise and that are used and useful in connection with the sewage collection, treatment and disposal system of the FWS (collectively, all such assets and property are collectively the "Real Property").

PERSONAL PROPERTY

All personal property that in any way belongs, appertains, or is related to the FWS or that is used and useful in connection the operation of the FWS and the provision of service thereby, situate on, in, about Amelia Island or any other area within Nassau County, Florida which the FWS has a certificate to provide utility service of any kind or type, including but not limited to, all accounts receivable for FWS within Nassau County, all equipment of any variety, materials, supplies, inventory and any other assets and used or useful in connection with the ownership, maintenance, or operation of the FWS; including without limitation all equipment, hydrants, meters, service connections, wells, water treatment facilities, water storage facilities, distribution reservoirs, stand pipes, pump stations, water pipes, water mains and related improvements that in the aggregate comprise and that are used and useful in connection the water distribution system of the FWS; and all meters, service connections, pipes, fittings, valves, pump stations, lift stations, treatment facilities, ponds and other storage facilities, monitoring wells and equipment, and all other improvements that in the aggregate comprise and that are used and useful in connection with the sewage collection, treatment and disposal system of the FWS (collectively, all such assets and property are collectively the "Personal Property").

EASEMENTS

All easements, rights, ways, privileges, or advantages that relate to the operation of the FWS, including without limitation all of the easements referenced and described on page nine (9) of this Exhibit "A".

03/31/2003 14:33 FAX

EXHIBIT "A"

MISCELLANEOUS

All contracts, service commitments, bills of sale, leases, permits, licenses, water rights, customer lists, databases, records and lists relating to all funds and accounts of the FWS, maps and as-built information relating to the FWS, whether hard copy or on computer, or other property used or useful in connection with the ownership, maintenance or operation of the FWS, including without limitation, all of the miscellaneous items referenced or described on page ten (10) of this Exhibit "A", and also including a water re-use reclamation facility.

03/31/2003 14:53 FAX

EXHIBIT "A"

The Real Property includes all of the land described in the following deeds, all of which are recorded in the public records of Nassau County, Florida:

Official Records Book 400, page 609

Official Records Book 429, page 435

Official Records Book 506, page 391

Official Records Book 593, page 1169

Official Records Book 1082, page 1832

And the Real Property also includes any and all real property included within the lands that are described or included within the following tax folio or parcel identification numbers (all of which numbers relate to information maintained by the Nassau County, Florida Property Appraiser and Tax Collector:

Parcel ID/Tax Folio Number 14-2N-28-0000-0009-0010

Parcel ID/Tax Folio Number 01-6N-29-AICO-0009-0000

Parcel ID/Tax Folio Number 01-6N-29-AICO-0012-0000

Parcel ID/Tax Folio Number 01-6N-29-AICO-0011-0000

Parcel ID/Tax Folio Number 01-6N-29-AICO-0013-0000

Parcel ID/Tax Folio Number 00-00-30-0518-000C-0000

EXHIBIT "A"

The Real Property includes all of the land described as follows:

PARCEL #: 5

MAX PARCEL ID #:

PARCEL FIVE (5)

A part of ~~Section~~ Section 04, Township 10N, Range 17W, City-Block (20)
East, Nassau County, Florida, more particularly described as follows:

EXHIBIT "A"

The Real Property also includes all of the land described as follows:

GENERAL #:

1

TAX PARCEL ID #: 000030031200000000

Block C, Blotched Point Subdivision, according to the plan thereof on file in the Office of the Clerk of the Circuit Court in and for Nassau County, Florida recorded in File Book 5, page 222 and 270, said lands situate, lying and being in Nassau County, Florida.

EXHIBIT "A"

The Real Property also includes all of the land described as follows:

FARCEL # : 3
TAX FARCEL ID # :

FARCEL FOUR (4)

TRACT FOUR (4) of Beach Walk Village, according to plat thereof recorded in Plat Book 4, pages 14 and 15 of the Nassau County, Florida public records.

FARCEL # : 2
TAX FARCEL ID # :

FARCEL THREE (3) - Palm Forest

A part of Section 1, Township One (1) North, Range Twenty-eight (28) East, and a part of Sections Twenty-two (22) and Twenty-three (23), Township One (1) North, Range Twenty-eight (28) East, all in Nassau County, Florida, more particularly described as follows:

Begin at the Southwesterly corner of Lot Twelve (12), Beach Walk Village, Plat Book 4, pages 14 and 15; thence North Twenty-two (22) degrees, six minutes, (42) seconds, East and (15) seconds West along the westerly line of said Lot Twelve (12), North Twenty-two (22) degrees, six minutes, (42) seconds, East, to the North Twenty-eight (28) East, Range Twenty-eight (28) East, (106) minutes, (16) seconds West, One Hundred Forty-five and thirty-one hundredths (145.53) feet to the North Seventy-nine (79) degrees, fifty-nine (59) minutes, (01) seconds West, One Hundred Thirty-four and Sixty-four hundredths (134.64) feet; thence South Eighty-three (83) degrees, fifty-three (53) minutes, Thirty-eight (38) seconds, East, Eighty-five and Seventy-seven hundredths (85.77) feet to a point on the right of way line of State Road No. 109, (A1A), as established by a width of Two Hundred (200.0) feet; thence South Ninety-nine (99) degrees, Thirty-three (33) minutes, (00) seconds West along the right of way line, Two Hundred Ninety-four and thirty-one hundredths (294.31) feet; thence North Forty-three (43) degrees, twenty-six (26) minutes, (02) seconds East, One Hundred Sixty and Seventy-four hundredths (160.74) feet; thence North Twenty-one (21) degrees, Forty (40) minutes, (00) seconds East, Two Hundred Twenty and Twenty-two hundredths (220.22) feet; thence North Twenty-two (22) degrees, Forty-eight (48) minutes, (00) seconds West, Forty-eight and Four Hundredths (48.04) feet to the point of beginning.

Subject to an easement over the easterly thirty (30) feet of the second described parcel.

EXHIBIT "A"

The Real Property includes all of the land described as follows:

PARCEL #:

TAX PARCEL ID #:

PARCEL TWO (2) - South of Entrance

A part of Section Twenty-two (22), Township Two (2) North, Range Twenty-eight (28) West, Nassau County, Florida, being more particularly described as follows:

Commenced at the intersection of the Northeastly right of way line of State Road No. 105, (AAA) with the Southerly right of way of Death Lagoon Road South; said Southerly right of way line joining in a curve southerly Southeastly and having a radius of Seven Hundred Seventy (770.0) feet thence along the arc of said curve and along said right of way line, an arc distance of Three Hundred Twenty-six and Sixty-two Hundredths (326.62) feet to the point of tangency of said curve; thence southerly along said right of way, South Eighty-four (84) degrees, Thirty-three (33) minutes, Ten (10) seconds East, Eighty-eight and Twelve Hundredths (88.72) feet to the point of curve of a curve to the right, said curve having a radius of One Hundred Twenty (120) feet; thence along the arc of said curve and along said right of way line, an arc distance of Ninety and Fifty Hundredths (90.50) feet to the point of tangency of said curve; thence southerly along said right of way line, South Fifty-four (54) degrees, Three (03) minutes, Ten (10) seconds East, One Hundred Forty-two and seven Hundredths (142.07) feet to the point of curve of a curve to the left, also being the point of beginning, said curve having a radius of Two Hundred Sixty (260.0) feet; thence along the arc of said curve and along said right of way line, an arc distance of One Hundred Twenty-four and Eighty-seven Hundredths (124.87) feet to the point of tangency of a curve to the right; said curve having a radius of One Hundred Forty-three (143.0) feet; thence along the arc of said curve and along said right of way line, an arc distance of Seventy-four and Fifty-two Hundredths (74.52) feet to the point of tangency of a curve to the left, said curve having a radius of Two Hundred Sixty (260.0) feet; thence along the arc of said curve and along said right of way line, an arc distance of Ninety-four and Seventy-four Hundredths (94.74) feet; thence South Three (03) degrees, Fifty-two (52) minutes, Four (04) seconds East, One Hundred Eighty-two and Eighty-nine Hundredths (182.89) feet; thence South Seventy (70) degrees, Twenty-two (22) minutes, Fifty (50) seconds West, Four Hundred Forty-nine and Twenty-five Hundredths (449.25) feet; thence South Seven (07) degrees, Fifty-six (56) minutes, Fifty-three (53) seconds East, Four and Fifty-five Hundredths (4.55) feet; thence South Sixty-four (64) degrees, Fifty-five (55) minutes, Zero (00) seconds West, Four Hundred Twenty (224.0) feet; thence South Forty-two (42) degrees, Five (05) minutes, Ten (10) seconds West, Sixty-five (65.0) feet; thence South Seventy (70) degrees, Twenty-five (25) minutes, Fifty (50) seconds West, Two Hundred and Fifty-nine Hundredths (210.59) feet to the Northeastly right of way line of said State Road No. 105; thence North Ninety (90) degrees, Thirty-three (33) minutes, Ten (10) seconds West, along said Northeastly right of way line, Sixty-five and Fifteen Hundredths (65.15) feet; thence North Sixty-five (65) degrees, Five (05) minutes, Zero (00) seconds East, Three Hundred Five and Seventy-two Hundredths (305.72) feet; thence North Seven (07) degrees, Fifty-six (56) minutes, Fifty-three (53) seconds West, Two Hundred Twenty-four and Twenty Hundredths (224.20) feet; thence North Fifty-two (52) degrees, Fifty-three (53) minutes, Forty-four (44) seconds East, Two Hundred Five and Seventy Hundredths (205.70) feet to the point of beginning.

EXHIBIT "A"

The Easements include all of the easements referenced in or created by the following instruments, all of which are recorded in the public records of Nassau County, Florida:

Official Records Book 266, Page 475, amended in Official Records Book 391, Page 01.
Official Records Book 400, Page 453.
Official Records Book 400, Page 470.
Official Records Book 423, Page 416.
Official Records Book 429, Page 426.
Official Records Book 497, Page 162 (& leasehold covenant).
Official Records Book 499, Page 190 (& leasehold covenant).
Official Records Book 507, Page 100, amended in Official Records Book 937, Page 227.
Official Records Book 508, Page 108.
Official Records Book 513, Page 301.
Official Records Book 513, Page 315.

Official Records Book 513, page 324

Official Records Book 560, Page 52.

Official Records Book 560, page 57
Official Records Book 560, page 62

Official Records Book 593, Page 368.
Official Records Book 616, Page 243.

Official Records Book 636, Page 773.
Official Records Book 681, Page 01.
Official Records Book 730, Page 384.
Official Records Book 733, Page 1317.
Official Records Book 738, Page 183.
Official Records Book 750, Page 1802.
Official Records Book 772, Page 892.
Official Records Book 787, Page 939.
Official Records Book 789, Page 1343.
Official Records Book 795, Page 1206.
Official Records Book 813, Page 620.
Official Records Book 819, Page 1613.
Official Records Book 823, Page 64.
Official Records Book 847, Page 176.
Official Records Book 854, Page 1397.
Official Records Book 856, Page 780.
Official Records Book 863, Page 1984.
Official Records Book 890, Page 1741.
Official Records Book 909, Page 642.
Official Records Book 934, Page 1893.
Official Records Book 948, Page 332.
Official Records Book 956, Page 1599.
Official Records Book 956, Page 1707.
Official Records Book 956, Page 1714.
Official Records Book 970, Page 934.
Official Records Book 972, Page 978.
Official Records Book 975, Page 126.
Official Records Book 976, Page 931.
Official Records Book 999, Page 616.
Official Records Book 1032, Page 1600.

Official Records Book 1055, page 673

Official Records Book 1070, Page 1111.
Official Records Book 1082, Page 1830.

EXHIBIT "A"

Such recorded instruments as may be necessary for the operation of the FWS within Nassau County, Florida.

647459v2

AGREEMENT REGARDING FUNDS HELD IN TRUST

The parties hereto, Nassau County, by and through its attorneys, Rogers Towers, P.A., and Michael S. Mullin, Nassau County Attorney, and Brigham Moore, LLP, on behalf of itself and Florida Water Services Corporation, pursuant to that Stipulated Order of Taking and Stipulated Final Judgment to be entered in Case No. 03-113-CA, in the Circuit Court, Fourth Judicial Circuit, in and for Nassau County, Florida, styled, Nassau County v. Florida Water Services Corporation et al. whereby the sum of Seventeen Million Two Hundred Thousand Dollars and no/cents (\$17,200,000.00) is to be disbursed from the Registry of the Court to an interest-bearing trust account to be established and maintained by Brigham Moore, LLP, for the benefit of Florida Water Services Corporation, subject to the terms of this Agreement, do hereby stipulate and agree as follows:

1. It is understood that the intent of the parties in entering that Stipulated Order of Taking and Stipulated Final Judgment as referenced above was that Nassau County would acquire from Florida Water Services Corporation that water and sewer utility system currently operated by Florida Water Services Corporation in Nassau County, Florida (the "system"), including all real property, personal property, equipment, easements, permits, licenses, contracts, documents, agreements and other assets of whatever kind or nature, used or useful or relating in any way to the system (the "property").

2. Within thirty (30) days from date hereof, Florida Water Services Corporation and Brigham Moore, LLP will make all reasonable and good faith efforts to ensure that the description of the property described in the attachments to the Stipulated Order of Taking and the Stipulated Final Judgment, including but not limited to the legal descriptions, is accurate, adequate, and encompasses the property required for the purposes described above, and it is

further understood and agreed that Florida Water Services Corporation will provide a quit claim deed and/or will enter an Amended Order Of Taking or Amended Stipulated Final Judgment, as necessary to correct any legal descriptions or convey any and all property required for the above purposes.

3. If not otherwise waived or released, all mortgages, liens, or any other encumbrances reflecting a monetary obligation of Florida Water Services Corporation on any of the property acquired pursuant to the Stipulated Order of Taking will either be paid in full by Florida Water Services Corporation prior to disbursement of the funds held in the Brigham Moore, LLP Trust Account, or will be satisfied from the funds held in that trust account, or the payoff value of any outstanding mortgage, lien, or other encumbrance as of the date of taking will be reimbursed to Nassau County by Brigham Moore, LLP from the funds held in its trust account.

4. Any easements held by Florida Water Services Corporation which are necessary for the operation of the system as described above, and which were not included in the property described in attachments to the Stipulated Order of Taking, will be assigned or otherwise transferred to Nassau County by Florida Water Services Corporation. Any such easements shall be identified within thirty (30) days from date hereof.

5. Unless stipulated by the parties otherwise, Nassau County shall have thirty (30) days from date hereof within which to identify any outstanding mortgages, liens, or other monetary encumbrances, as represented in paragraph 3 above, or any easements as described in paragraph 4 above, and to notify Florida Water Services Corporation, through its attorneys, Brigham Moore, LLP, as to same.

6. Upon compliance with those obligations set forth in paragraphs 2, 3 and 4 above, Brigham Moore, LLP shall disburse the funds from its Trust Account to Florida Water Services Corporation. The parties shall at that time stipulate to distribution of the funds from the Brigham Moore, LLP Trust Account, or either party may apply to the Court for an order for distribution of said funds in accordance with paragraph 6 of the Stipulated Final Judgment entered March 31, 2003, in this matter.

Dated this 31st day of March, 2003.

ROGERS TOWERS, P.A.

BRIGHAM MOORE, LLP

By: 

By: 

Mark M. Arnold
Florida Bar No. 346942
A. Graham Allen
Florida Bar No. 117110
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207-1811
(904) 398-3911 (telephone)
(904) 396-0663 (facsimile)

S. W. Moore
Florida Bar No. 157268
Andrew Prince Bringham
Florida Bar No. 903930
100 Wallace Avenue, Suite 310
Sarasota, Florida 34237
(941) 365-3800 (telephone)
(941) 952-1414 (facsimile)

Special Counsel For Defendant Florida Water Services Corporation

And

MICHAEL S. MULLIN
NASSAU COUNTY ATTORNEY
Florida Bar No. 301094
Post Office Box 456
Fernandina Beach, Florida 32035
(904) 321-5703 (telephone)
(904) 491-3618 (facsimile)

Attorneys for Nassau County

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
NASSAU COUNTY, FLORIDA

CASE NO.: 03-113-CA

DIVISION: A

NASSAU COUNTY, a Florida county,

Plaintiff,

vs.

FLORIDA WATER SERVICES
CORPORATION, a Florida corporation; et al.,

Defendants;

STIPULATED ORDER OF TAKING

Pursuant to the stipulation of the Plaintiff, Nassau County, and Defendant, Florida Water Services Corporation, owner of the property and interests which are the subject of this eminent domain proceeding, and the Court being fully advised in the premises, it is

ORDERED AND ADJUDGED:

1. This Court has jurisdiction of the subject matter and the parties to this cause.
2. The pleadings in this case are sufficient and the Plaintiff is properly exercising its delegated authority.
3. The Plaintiff and Florida Water Services Corporation have acknowledged and agreed that the amount of Seventeen Million Five Hundred Thousand Dollars and no/100 cents (\$17,500,000.00) is the fair and reasonable amount to be deposited in good faith in the Registry of the Court in connection with this Stipulated Order of Taking.
4. The interest sought to be condemned herein as to the subject property is as described on Exhibit "A" attached hereto.


5. Upon payment of the deposit hereinafter specified into the Registry of this Court, the right, title, or interest specified in the Complaint in Eminent Domain, and as more specifically set forth in those legal descriptions attached hereto in Exhibit "A," shall vest in the Plaintiff.

6. The deposit of the sum referenced herein will secure the persons lawfully entitled to the compensation, as set forth in the Stipulated Final Judgment of this Court.

7. The sum of money to be deposited in the Registry of the Court no later than the close of business on March 31, 2003 shall be in the amount of Seventeen Million Five Hundred Thousand Dollars and no/100 cents (\$17,500,000.00).

8. Upon the deposit as set forth above, and without further notice or order of this Court, the Plaintiff shall be entitled to possession of the property described in the Complaint in Eminent Domain; provided, however, that Plaintiff and Defendant Florida Water Services Corporation have stipulated and agreed that Defendant Florida Water Services Corporation shall remain in possession of that property for purposes of the continued operation of the water utility facility located thereon, for a period of 90 days from date of the deposit referenced above, or for such additional period of time as may be agreed upon by the parties. The terms of Defendant's post-taking operational services and possession shall be set out in a separate document, and filed with this Court no later than ten (10) days from date of entry of this Order.

DONE AND ORDERED in chambers at Nassau County, Florida this 31st day of March, 2003.


CIRCUIT JUDGE


STIPULATION

Plaintiff, Nassau County, and Defendant, Florida Water Services Corporation, as owner of the property and interests which are the subject of this action in eminent domain, stipulate and consent to the entry of the Stipulated Order of Taking set forth above.

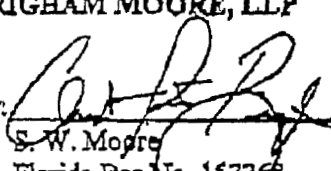
ROGERS TOWERS, P.A.

BRIGHAM MOORE, LLP

By:


Mark M. Arnold
Florida Bar No. 346942
A. Graham Allen
Florida Bar No. 117110
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207-1811
(904) 398-3911 (telephone)
(904) 396-0663 (facsimile)

By:


S. W. Moore
Florida Bar No. 157268
Andrew Prince Brigham
Florida Bar No. 903930
100 Wallace Avenue, Suite 310
Sarasota, Florida 34237
(941) 365-3800 (telephone)
(941) 952-1414 (facsimile)

Special Counsel For Defendant Florida Water Services Corporation

And

MICHAEL S. MULLIN
NASSAU COUNTY ATTORNEY
Florida Bar No. 301094
Post Office Box 456
Fernandina Beach, Florida 32035
(904) 321-5703 (telephone)
(904) 491-3618 (facsimile)

Attorneys for Nassau County

EXHIBIT "A"

REAL PROPERTY

The real property as described herein on pages three (3) through eight (8) of this Exhibit "A", and in addition, all of the following:

All buildings, structures, improvements, appurtenances, and fixtures of any variety, located in or on the real property in Nassau County, Florida described herein and used or useful in connection with the ownership, maintenance or operation of the water and sewer utility system located within Nassau County, Florida and owned or operated by Florida Water Services Corporation, Amelia Island Waterworks, Inc. or Southern States Utilities, Inc. (the "FWS"); including without limitation all hydrants, meters, service connections, wells, water treatment facilities, water storage facilities, distribution reservoirs, stand pipes, pump stations, water pipes, water mains and related improvements that in the aggregate comprise and that are used and useful in connection the water distribution system of the FWS; and all meters, service connections, pipes, fittings, valves, pump stations, lift stations, treatment facilities, ponds and other storage facilities, monitoring wells and equipment, and all other improvements that in the aggregate comprise and that are used and useful in connection with the sewage collection, treatment and disposal system of the FWS (collectively, all such assets and property are collectively the "Real Property").

PERSONAL PROPERTY

All personal property that in any way belongs, appertains, or is related to the FWS or that is used and useful in connection the operation of the FWS and the provision of service thereby, situate on, in, about Amelia Island or any other area within Nassau County, Florida which the FWS has a certificate to provide utility service of any kind or type, including but not limited to; all accounts receivable for FWS within Nassau County, all equipment of any variety, materials, supplies, inventory and any other assets and used or useful in connection with the ownership, maintenance, or operation of the FWS; including without limitation all equipment, hydrants, meters, service connections, wells, water treatment facilities, water storage facilities, distribution reservoirs, stand pipes, pump stations, water pipes, water mains and related improvements that in the aggregate comprise and that are used and useful in connection the water distribution system of the FWS; and all meters, service connections, pipes, fittings, valves, pump stations, lift stations, treatment facilities, ponds and other storage facilities, monitoring wells and equipment, and all other improvements that in the aggregate comprise and that are used and useful in connection with the sewage collection, treatment and disposal system of the FWS (collectively, all such assets and property are collectively the "Personal Property").

EASEMENTS

All easements, rights, ways, privileges, or advantages that relate to the operation of the FWS, including without limitation all of the easements referenced and described on page nine (9) of this Exhibit "A".

EXHIBIT "A"

MISCELLANEOUS

All contracts, service commitments, bills of sale, leases, permits, licenses, water rights, customer lists, databases, records and lists relating to all funds and accounts of the FWS, maps and as-built information relating to the FWS, whether hard copy or on computer, or other property used or useful in connection with the ownership, maintenance or operation of the FWS, including without limitation, all of the miscellaneous items referenced or described on page ten (10) of this Exhibit "A", and also including a water re-use reclamation facility.

EXHIBIT "A"

The Real Property includes all of the land described in the following deeds, all of which are recorded in the public records of Nassau County, Florida:

Official Records Book 400, page 609

Official Records Book 429, page 435

Official Records Book 506, page 391

Official Records Book 593, page 1169

Official Records Book 1082, page 1832

And the Real Property also includes any and all real property included within the lands that are described or included within the following tax folio or parcel identification numbers (all of which numbers relate to information maintained by the Nassau County, Florida Property Appraiser and Tax Collector:

Parcel ID/Tax Folio Number 14-2N-28-0000-0009-0010

Parcel ID/Tax Folio Number 01-5N-29-AICO-0009-0000

Parcel ID/Tax Folio Number 01-5N-29-AICO-0012-0000

Parcel ID/Tax Folio Number 01-5N-29-AICO-0011-0000

Parcel ID/Tax Folio Number 01-5N-29-AICO-0013-0000

Parcel ID/Tax Folio Number 00-00-30-0518-0000-0000

EXHIBIT "A"

The Real Property includes all of the land described as follows:

~~PARCEL #:~~ 5

~~NEW PARCEL ID #:~~

PARCEL FIVE (5)

A part of Section 30-01-00, Township Two (2) North, Range Twenty-eight (28) East, Hernando County, Florida, more particularly described as follows:

EXHIBIT "A"

The Real Property also includes all of the land described as follows:

PARCEL #:
1:
DATE EXPIRES ID #: 000030051300000000

Tract C, Plantation Water Subdivision, according to the plan thereof on file in the Office of the Clerk of the Circuit Court in and for Nassau County, Florida recorded in Public Book #, page 229 and 230, said latter abstract, lying and being in Nassau County, Florida.

EXHIBIT "A"

The Real Property includes all of the land described as follows:

PARCEL #:

TAX PARCEL ID #:

PARCEL ONE (1) - TRACT 35

A part of Tract One (1), ~~WATSON CREEK VILLAGE TRACT ONE (1)~~, Plat Book 4, pages 18 and 19 of the public records of ~~Harney County~~, Florida, more particularly described as follows:

Commence at the Southeast corner of said Tract One (1), and Southwesterly corner lying in the Southwesterly right of way line of State Road No. 105, (214.5) thence North Ninety (99) degrees, Thirty-three (33) minutes, Ten (10) seconds West along said Southwesterly right of way line, Two Thousand Two Hundred Twenty-nine and Sixty-three Hundredths (2239.63) feet to the point of beginning; thence ~~North~~ North Ninety (99) degrees, Thirty-three (33) minutes, Ten (10) seconds West along said Southwesterly right of way line, Five Hundred Eighty-nine and Ninety-five Hundredths (589.95) feet to the Northeast corner of said Tract One (1); thence South Seventy (70) degrees, Twenty-two (22) minutes, Fifty (50) seconds West, One Hundred Twenty-five (125.0) feet to the point of curve of a curve to the left; said curve having a radius of Thirty (30) feet, thence along said curve an arc distance of Thirty (30) feet to the point of tangency of said curve thence South Ninety (99) degrees, Thirty-three (33) minutes, Ten (10) seconds West, Ten and Ninety-six Hundredths (10.96) feet to the point of curve of a curve to the right, said curve having a radius of Fifty (50) feet, thence along said curve an arc distance of Fifty (50) feet to the point of tangency of said curve thence South Sixty (60) degrees, Twenty (20) minutes, Twenty (20) seconds East, Forty (40) feet to the point of curve of a curve to the left, said curve having a radius of Twenty (20) feet, thence along said curve an arc distance of Twenty (20) feet to the point of tangency of said curve; thence South Sixty (60) degrees, Twenty (20) minutes, Twenty (20) seconds East, Twenty-one and Thirty Hundredths (21.30) feet to the point of curve of a curve to the right, said curve having a radius of One Hundred Twenty (120) feet, thence along said curve an arc distance of One Hundred Twenty (120) feet to the point of tangency of said curve; thence South Sixty (60) degrees, Twenty (20) minutes, Twenty (20) seconds East, Forty-four and Four Hundredths (44.44) feet to the point of curve of a curve to the left, said curve having a radius of One Hundred Sixty (160) feet, thence along said curve an arc distance of One Hundred Sixty (160) feet to the point of tangency of said curve; thence South Sixty (60) degrees, Twenty (20) minutes, Twenty (20) seconds East, Seventy (70) feet to the point of curve of a curve to the right, said curve having a radius of One Hundred Sixty (160) feet, thence along said curve an arc distance of One Hundred Sixty (160) feet to the point of tangency of said curve; thence South Sixty (60) degrees, Twenty (20) minutes, Twenty (20) seconds East, Twenty-five and Twenty-one Hundredths (25.21) feet to the point of curve of a curve to the right, said curve having a radius of One Hundred Sixty (160) feet, thence along said curve an arc distance of One Hundred Sixty (160) feet to the point of tangency of said curve; thence South Sixty (60) degrees, Twenty (20) minutes, Twenty (20) seconds East, One Hundred Fifty and Four Hundredths (150.44) feet to the point of beginning.

EXHIBIT "A"

The Real Property includes all of the land described as follows:

PARCEL #: 5
TAX PARCEL ID #:

PARCEL TWO (2) - South of Entrance

A part of Section Twenty-two (22), Township Two (2) North, Range Twenty-eight (28) East, Nassau County, Florida, being more particularly described as follows:

Beginning at the intersection of the Northeastly right of way line of State Road No. 125, (114) feet to the Southeastly right of way of Branch Lagoon Road South and Southeastly right of way line along in a curve concave Southeastly and having a radius of Seven Hundred Seventy (770.0) feet along the arc of said curve and along said right of way line, an arc distance of Three Hundred Twenty-six and Sixty-two Hundredths (326.62) feet to the point of tangency of said curve; thence continue along said right of way, South Westly-South (84) degrees, Thirty-three (33) minutes, Ten (10) seconds East, Eighty-eight and Twelve Hundredths (88.12) feet to the point of curve of a curve to the right, said curve having a radius of One Hundred Seventy (170) feet; thence along the arc of said curve and along said right of way line, an arc distance of Ninety and Fifty Hundredths (90.50) feet to the point of tangency of said curve; thence continue along said right of way line, South Fifty-four (54) degrees, Three (03) minutes, Ten (10) seconds East, One Hundred Forty-two and Twenty-seven Hundredths (142.27) feet to the point of curve to the left, also being the point of beginning, said curve having a radius of Two Hundred Two (202.0) feet; thence along the arc of said curve and along said right of way line, an arc distance of One Hundred Twenty-four and Eighty-seven Hundredths (124.87) feet to the point of reverse curve of a curve to the right, said curve having a radius of One Hundred Forty-two (142.0) feet; thence along the arc of said curve and along said right of way line, an arc distance of Seventy-four and Fifty-two Hundredths (74.52) feet to the point of reverse curve of a curve to the left, said curve having a radius of Two Hundred Five (205.0) feet; thence along the arc of said curve and along said right of way line, an arc distance of Ninety-four and Seventy-two Hundredths (94.72) feet; thence South East (82) degrees, Fifty-two (52) minutes, Four (04) seconds East, One Hundred Eighty-two and Eighty-two Hundredths (182.82) feet; thence South South West (226.0) degrees, Twenty-five (25) minutes, Twenty-five (25) seconds West, Four Hundred Forty-nine and Twenty-five Hundredths (449.25) feet; thence South Seven (07) degrees, Fifty-six (56) minutes, Fifty-three (53) seconds East, Four and Fifty-five Hundredths (4.55) feet; thence South Sixty-nine (69) degrees, Fifty-five (55) minutes, Zero (00) seconds West, Two Hundred Twenty (220.0) feet; thence South Forty-two (42) degrees, Five (05) minutes, Zero (00) seconds West, Sixty-five (65.0) feet; thence South Seven (07) degrees, Twenty-five (25) minutes, Fifty (50) seconds West, Two Hundred Fourteen (214.20) feet to the Northeastly right of way line of said State Road No. 125; thence North Nineteen (19) degrees, Thirty-three (33) minutes, Ten (10) seconds West, along said Northeastly right of way line, Sixty-five and Fifty-two Hundredths (65.52) feet; thence North Sixty-nine (69) degrees, Fifty-five (55) minutes, Zero (00) seconds East, Three Hundred Five and Seventy-two Hundredths (305.72) feet; thence North Seven (07) degrees, Fifty-six (56) minutes, Fifty-three (53) seconds West, Two Hundred Fourteen (214.20) feet; thence North Sixty-nine (69) degrees, Fifty-three (53) minutes, Forty-four (44) seconds East, Two Hundred Fifty and Seventy (205.70) feet to the point of beginning.

EXHIBIT "A"

The Easements include all of the easements referenced in or created by the following instruments, all of which are recorded in the public records of Nassau County, Florida:

Official Records Book 366, Page 475, amended in Official Records Book 391, Page 01.
 Official Records Book 400, Page 483.
 Official Records Book 400, Page 470.
 Official Records Book 423, Page 418.
 Official Records Book 429, Page 416.
 Official Records Book 497, Page 161 (*& leasehold covenant*).
 Official Records Book 499, Page 150 (*& leasehold covenant*).
 Official Records Book 507, Page 106, amended in Official Records Book 957, Page 227.
 Official Records Book 507, Page 106.
 Official Records Book 511, Page 808.
 Official Records Book 513, Page 815.
 Official Records Book 513, page 824
 Official Records Book 560, Page 51.
 Official Records Book 560, Page 57
 Official Records Book 560, page 62.
 Official Records Book 593, Page 168.
 Official Records Book 616, Page 263.
 Official Records Book 636, Page 773.
 Official Records Book 681, Page 01.
 Official Records Book 730, Page 384.
 Official Records Book 733, Page 1317.
 Official Records Book 734, Page 183.
 Official Records Book 750, Page 1802.
 Official Records Book 772, Page 892.
 Official Records Book 787, Page 939.
 Official Records Book 789, Page 1348.
 Official Records Book 795, Page 1206.
 Official Records Book 813, Page 620.
 Official Records Book 819, Page 1613.
 Official Records Book 823, Page 84.
 Official Records Book 847, Page 176.
 Official Records Book 855, Page 1397.
 Official Records Book 856, Page 780.
 Official Records Book 863, Page 1984.
 Official Records Book 890, Page 1741.
 Official Records Book 909, Page 642.
 Official Records Book 934, Page 1895.
 Official Records Book 941, Page 532.
 Official Records Book 956, Page 699.
 Official Records Book 956, Page 1707.
 Official Records Book 956, Page 1714.
 Official Records Book 970, Page 634.
 Official Records Book 972, Page 978.
 Official Records Book 975, Page 126.
 Official Records Book 976, Page 981.
 Official Records Book 999, Page 616.
 Official Records Book 1032, Page 1600.
 Official Records Book 1055, page 673
 Official Records Book 1070, Page 811.
 Official Records Book 1082, Page 1830.

EXHIBIT "A"

Such recorded instruments as may be necessary for the operation of the FWS within Nassau County, Florida.

647459v2