

RESOLUTION NO. 2002- 170

A RESOLUTION BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, ACCEPTING AN EASEMENT FOR UTILITIES FOR WATER AND SEWER SERVICE TO MARSHALL CREEK VILLAGE CENTER PHASE ONE.

WHEREAS, Marshall Creek, Ltd., has executed and presented to the County an Easement for Utilities, attached hereto as Exhibit "A", incorporated by reference and made a part hereof, for water and sewer service to Marshall Creek Village Center Phase One; and

WHEREAS, The Bill of Sale conveying all personal property associated with the water and sewer system has also been executed and is attached hereto as Exhibit "B", incorporated by reference and made a part hereof; and

WHEREAS, St. Johns County Utility Department has reviewed and approved the documents mentioned above as stated in letter attached hereto as Exhibit "C", incorporated by reference and made a part hereof.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, as follows:

Section 1. The above recitals are incorporated by reference into the body of this Resolution and such recitals are adopted as findings of fact.

Section 2. The above described Easement for Utilities and Bill of Sale, attached hereto, are hereby accepted.

Section 3. The Clerk is instructed to record the original Easement for Utilities and file the Bill of Sale in the Public Records of St. Johns County, Florida.

PASSED AND ADOPTED this 3rd day of September, 2002.

**BOARD OF COUNTY COMMISSIONERS
ST. JOHNS COUNTY, FLORIDA**

By: James E. Bryant

James E. Bryant, Chairman

ATTEST: Cheryl Strickland, Clerk

Patricia McGrade
Deputy Clerk

RENDITION DATE 9-6-02



PREPARED BY
AND RETURN TO:

GARY B. DAVENPORT, ESQ.
PAPPAS METCALF JENKS & MILLER, P.A.
200 WEST FORSYTH STREET, # 1400
JACKSONVILLE, FL 32202

Exhibit "A" to Resolution

EASEMENT FOR UTILITIES
(MARSHALL CREEK)
VILLAGE CENTER PHASE I

THIS EASEMENT executed and given this 6th day of June, 2002 by **MARSHALL CREEK, LTD.**, with an address of 7502-B US Highway 1 North, St. Augustine, Florida 32095, hereinafter called "Grantor," to **ST. JOHNS COUNTY, FLORIDA**, a political subdivision of the State of Florida, whose address is c/o Clerk of Courts, P. O. Drawer 349, St. Augustine, Florida 32085, hereinafter called "Grantee."

WITNESSETH:

That for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby agree as follows:

1. Grantor does hereby grant, bargain, sell, alien, remise, release, convey and confirm unto Grantee a non-exclusive permanent easement and right-of-way to install, construct, operate, maintain, repair, replace and remove pipes and mains constituting the underground water distribution system and sewer collection system, (including lift stations if applicable) and all other equipment and appurtenances as may be necessary or convenient for the operation of the underground water and sewer utility services (hereinafter referred to as "Utility Lines and Associated Equipment") over and upon the real property described on Exhibit A attached hereto (the "Easement Area"); together with rights of ingress and egress on and over the Easement Area as necessary for the use and enjoyment of the easement herein granted. This easement is for water and sewer utility services only and does not convey any right to install other utilities such as cable television service lines.

The easement herein granted is subject to covenants, restrictions, easements, liens and encumbrances of record including but not limited to those set forth on Exhibit "B" attached hereto.

(a) Grantor reserves the right and privilege to use and occupy and to grant to others the right to use and occupy (i) the surface and air space over the Easement Area for any purpose which is consistent with the rights herein granted to Grantee; and (ii) subsurface of the Easement Area for other utility services or other purposes which do not interfere with the rights herein granted to Grantee, including, without limitation, the right to install, construct, operate, maintain, repair, replace and remove telecommunications, telephone, telegraph, electric, gas and drainage facilities and foundations, footing and/or anchors for surface improvements.

(b) All Utility Lines and Associated Equipment will be installed, operated and maintained at all times beneath the surface of the Easement Area provided that the same may be temporarily exposed or removed to the surface when necessary or desirable for the purpose of repairing and/or replacing the same. Provided, however, that Associated Equipment that is customarily installed above ground may be installed above ground subject to the right of Grantor, consistent with good engineering practices to approve the location of such above ground installation in its reasonable discretion.

(c) The easement granted by this instrument may be relocated to a location acceptable to the Grantee at any time upon Grantor's request provided that Grantor bears the cost of relocating the underground water and sewer utility lines and facilities located within the Easement area. At Grantor's request, and upon relocation of such lines at Grantor's expense, Grantee and Grantor shall execute an instrument in recordable form relocating the easement hereby granted to the new Easement Area designated by and in the title of the Grantor.

(d) Grantee shall exercise the easement rights conveyed herein in a manner which will not unreasonably interfere with use and occupancy of residential or commercial improvements constructed upon the adjacent property owned by Grantor.

2. Grantee, by acceptance of this Easement, hereby agrees to maintain sewer force mains and gravity sewer lines located within the Easement Area. The Grantee's maintenance of gravity sewer lines shall extend "manhole to manhole", but shall not include a responsibility for maintenance of sewer service laterals. The Grantor or Grantor's successors and assigns shall be responsible for the maintenance of such sewer service laterals. Grantor hereby specifically indemnifies and holds Grantee harmless from and against costs and expenses associated with installation, maintenance, repair or replacement of sewer service laterals. The Grantee shall maintain all water mains and other elements of the water distribution system up to and including the water meter or meters. Grantor or Grantor's successors and assigns shall be responsible for maintaining any water lines between the water meter and the improvements served by the utility system.

3. After any installation, construction, repair, replacement or removal of any utility lines or equipment as to which easement rights are granted, Grantee shall refill any holes or trenches in a proper and workmanlike manner to the condition existing prior to such installation, construction, repair, replacement or removal, but Grantee shall not be responsible for restoration of sod, landscaping, planting, pavement or other similar surface improvements. Grantor or Grantor's successors and assigns shall be solely responsible for replacement of any such sod, landscaping, planting, pavement or other surface improvements which are required to be removed in connection with installation, construction, repair, replacement or removal of utility lines or equipment. Nothing in this section shall, however, relieve Grantee of liability for damage caused to improvements by Grantee's negligence.

4. This Grant of Easement shall inure to the benefit of and be binding upon Grantee and its successors and assigns.

5. For the purposes of the terms and conditions of this Grant of Easement, "Grantor" means the owner from time to time of the Easement Area or any part thereof.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by its duly authorized officer and its corporate seals to be hereunto affixed as of the day and year first above written.

Signed, sealed and delivered in the presence of:


MARSHALL CREEK, LTD., a Florida limited partnership

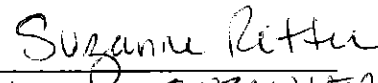
By: HINES/MARSHALL CREEK, LTD., a Florida limited partnership, as its sole general partner

By: HINES MANAGEMENT, L.L.C., a Delaware limited liability company, as its sole general partner

By: Hines Interests Limited Partnership, a Delaware limited partnership, its sole member

By: Hines Holdings, Inc., a Texas corporation, as its sole general partner


Print: GERI RESSTER


Print: SUZANNE RITTER

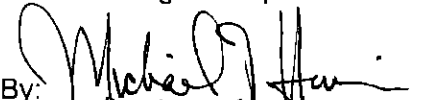
By:  (WP)
Print: Michael Harrison
Its: Sr. Vice President
Address: _____

EXHIBIT A

Easement Area

SOUTH END DRIVE, SOUTH COMMON LANE, MIDWAY STREET, AND MARKET STREET, AS WELL AS TRACT C, ALL A PART OF THE PLAT OF MARSHALL CREEK DRI VILLAGE CENTER UNIT ONE RECORDED IN MAP BOOK 43, PAGES 74 -75 OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, TOGETHER WITH:

A PORTION OF SECTION 53, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT A NORTHWEST CORNER OF SOUTH LOOP PARKWAY, ACCORDING TO MAP OF MARSHALL CREEK DRI UNIT A--ONE, AS RECORDED IN MAP BOOK 41, PAGES 98 THROUGH 103 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY: THENCE NORTH 40°23'29" EAST, ALONG THE NORTHWEST BOUNDARY OF SAID MARSHALL CREEK DRI UNIT A--ONE, 80.00 FEET; THENCE NORTH 49°36'31" WEST, 16.40 FEET TO A POINT OF TANGENCY; THENCE IN A NORTHWESTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 210.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 30°49'21" WEST, 135.25 FEET TO A POINT OF CURVATURE; THENCE NORTH 12°02'12" WEST, 277.03 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED THENCE CONTINUE NORTH 12°02'12" WEST, 23.84 FEET; THENCE NORTH 45°00'00" EAST, 686.03 FEET; THENCE NORTH 89°45'34" WEST, 626.70 FEET; THENCE NORTH 44°45'34" WEST, 31.49 FEET; THENCE NORTH 67°15'34" WEST, 38.60 FEET; THENCE NORTH 16°18'20" EAST, 20.13 FEET; THENCE SOUTH 67°15'34" EAST, 44.83 FEET; THENCE SOUTH 44°45'34" EAST, 27.18 FEET; THENCE SOUTH 89°45'34" EAST, 616.15 FEET; THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 56.50 FEET, A CHORD BEARING AND DISTANCE OF NORTH 48°11'31" EAST, 92.92 FEET; THENCE NORTH 45°00'00" EAST, 26.04 FEET; THENCE NORTH 73°43'43" WEST, 39.26 FEET; THENCE NORTH 90°00'00" WEST, 799.43 FEET; THENCE NORTH 00°00'00" EAST, 20.00 FEET; THENCE SOUTH 90°00'00" EAST, 802.29 FEET; THENCE SOUTH 73°43'43" EAST, 53.09 FEET; THENCE NORTH 45°00'00" EAST, 17.34 FEET; THENCE SOUTH 45°00'00" EAST, 49.52 FEET; THENCE SOUTH 45°00'00" WEST, 61.52 FEET; THENCE SOUTH 54°51'32" WEST, 110.97 FEET; THENCE SOUTH 45°00'00" WEST, 699.71 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 1.24 ACRES, MORE OR LESS.

TEMPORARY ACCESS EASEMENT ACROSS A PORTION OF THE THERESA MARSHALL GRANT, SECTION 53, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE MOST NORTHERLY CORNER OF CENTRAL STREET ACCORDING TO PLAT OF MARSHALL CREEK DRI VILLAGE CENTER UNIT ONE, AS RECORDED IN MAP BOOK 43, PAGES 74 THROUGH 75 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE SOUTH 45°00'00" EAST, ALONG A NORTHEASTERLY RIGHT OF WAY LINE OF SAID CENTRAL STREET, 18.50 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE NORTH 45°00'00" EAST, 227.50 FEET; THENCE NORTH 90°00'00" EAST, 23.33 FEET; THENCE NORTH 45°00'00" EAST, 169.00 FEET; THENCE NORTH 00°00'00" WEST, 28.28 FEET; THENCE NORTH 45°00'00" WEST, 280.64 FEET TO A POINT OF CURVATURE; THENCE IN A WESTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 25.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 71°04'43" WEST, 21.98 FEET TO A POINT OF CURVATURE, THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY, AND HAVING A RADIUS OF 56.50 FEET, A CHORD BEARING AND DISTANCE OF NORTH 45°00'00" EAST, 69.33 FEET TO A POINT OF CURVATURE, THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY, AND HAVING A RADIUS OF 25.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 18°55'17" EAST, 21.98 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 45°00'00" EAST, 315.28 FEET; THENCE NORTH 90°00'00" EAST, 55.86 FEET; THENCE SOUTH 45°00'00" EAST, 141.05 FEET; THENCE SOUTH 45°00'00" WEST, 163.92 FEET; THENCE SOUTH 45°00'00" EAST, 28.00 FEET; THENCE SOUTH 45°00'00" WEST, 189.58 FEET; THENCE NORTH 45°00'00" WEST, 70.00 FEET; THENCE NORTH 45°00'00" EAST, 172.36 FEET; THENCE NORTH 00°00'00" WEST, 32.53 FEET; THENCE NORTH 45°00'00" EAST, 87.92 FEET; THENCE NORTH 00°00'00" WEST, 28.59 FEET; THENCE NORTH 45°00'00" WEST, 35.12 FEET; THENCE SOUTH 90°00'00" WEST, 35.15 FEET; THENCE SOUTH 45°00'00" WEST, 77.01 FEET; THENCE SOUTH 45°00'00" EAST, 16.50 FEET; THENCE SOUTH 45°00'00" WEST, 370.63 FEET; THENCE NORTH 45°00'00" WEST, 83.00 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 1.82 ACRES, MORE OR LESS.

A PORTION OF SECTION 53, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A NORTHWEST CORNER OF SOUTH LOOP PARKWAY, ACCORDING TO MAP OF MARSHALL CREEK DRI UNIT A-ONE, AS RECORDED IN MAP BOOK 41, PAGES 98 THROUGH 103 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY: THENCE NORTH 49°36'31" WEST, 16.40 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHWESTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 290.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 30°49'21" WEST, 186.78 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 12°02'12" WEST, 593.65 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 640.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 06°34'01" WEST, 122.01 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 01°05'51" WEST, 196.09 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 800.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 12°00'13" WEST, 302.72 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 22°54'36" WEST, 54.60 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 430.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 04°15'52" WEST, 274.95 FEET; THENCE SOUTH 75°37'07" EAST, 80.00 FEET; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY, AND HAVING A RADIUS OF 350.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 04°15'52" EAST, 223.80 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 22°54'36" EAST, 54.60 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 880.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 12°00'13" EAST, 333.00 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 01°05'51" EAST, 196.09 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 560.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 06°34'01" EAST, 106.75 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 12°02'12" EAST, 593.65 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHEASTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 210.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 30°49'21" EAST, 135.25 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 49°36'31" EAST, 16.40 FEET TO A NORTHWESTERLY LINE OF AFOREMENTIONED MARSHALL CREEK DRI UNIT A-ONE; THENCE SOUTH 40°23'29" WEST, ALONG SAID NORTHWESTERLY LINE, 80.00 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 3.15 ACRES, MORE OR LESS.

EXHIBIT B

Permitted Exceptions

1. Reciprocal Easement agreement recorded in Official Records Book 1431, Page 517.
2. Declaration of Consent to Jurisdiction of Community Development District and to Imposition of Special Assessments recorded in Official Records Book 1510, Page 824.
3. Post Closing Development Agreement recorded in Official Records Book 1431, Page 549.
4. UCC-Financing Statement recorded in Official Records Book 1634, Page 1378.
5. The status of taxes is as follows: All taxes for the year 2001 and prior years are paid.

All of the Public Records of St. Johns County, Florida

Exhibit "B" to Resolution

BILL OF SALE

UTILITY IMPROVEMENTS
FOR MARSHALL CREEK
[VILLAGE CENTER PHASE I]

The Marshall Creek Community Development District, a local unit of special purpose government established pursuant to Chapter 190, Florida Statutes, and located in St. Johns County, Florida ("District"), for and in consideration of the sum of Ten and No/100 Dollars (\$10) and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, hereby grants, bargains, sells, transfers, and delivers to **ST. JOHNS COUNTY, FLORIDA**, a political subdivision of the State of Florida, the following personal property:

The personal property, fixtures and equipment comprising the sewage collection and potable water distribution system (the "Improvements") for Improvements within the project. All of the Improvements are included on the approved construction plan drawings prepared by Prosser Hallock, Inc., titled Marshall Creek Village Center (Phase I) issued for May 2000, and marked approved by St. Johns County on May 10, 2001, (the "Plans"). All of the Improvements are lying within the right-of-way of South End Drive, South Common Lane, Midway Street and Market Street, as well as Tract C, all a part of the plat of Marshall Creek DRI Village Center Unit One Plat recorded in Map Book 43, pages 74-75 of the public records of St. Johns County, Florida, together with the property described on the attached Exhibit A. Said personal property, fixtures and equipment being more particularly described on the attached Schedule A.

The District does, for itself and its successors and assigns, covenant to and with St. Johns County and its successors and assigns, that it is the lawful owner of said personal property; that the personal property is free of all encumbrances; that it has good right to sell the same; and that it will warrant and defend the sale of the personal property against the lawful claims and demands of all persons.

IN WITNESS WHEREOF, the District has caused this instrument to be duly executed and delivered by its duly authorized officer on this 6th day of June, 2002.

MARSHALL CREEK COMMUNITY
DEVELOPMENT DISTRICT


Its: Chairman

Print: Walter O'Shea


Its: Assistant Secretary

Print: DONNA PASSMORE

EXHIBIT A

Easement Area

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FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE NORTH 45°00'00" EAST, 227.50 FEET; THENCE NORTH 90°00'00" EAST, 23.33 FEET; THENCE NORTH 45°00'00" EAST, 169.00 FEET; THENCE NORTH 00°00'00" WEST, 28.28 FEET; THENCE NORTH 45°00'00" WEST, 280.64 FEET TO A POINT OF CURVATURE; THENCE IN A WESTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE SOUTHERLY AND HAVING A RADIUS OF 25.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 71°04'43" WEST, 21.98 FEET TO A POINT OF CURVATURE, THENCE IN A NORTHEASTERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHWESTERLY, AND HAVING A RADIUS OF 56.50 FEET, A CHORD BEARING AND DISTANCE OF NORTH 45°00'00" EAST, 69.33 FEET TO A POINT OF CURVATURE, THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY, AND HAVING A RADIUS OF 25.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 18°55'17" EAST, 21.98 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 45°00'00" EAST, 315.28 FEET; THENCE NORTH 90°00'00" EAST, 55.86 FEET; THENCE SOUTH 45°00'00" EAST, 141.05 FEET; THENCE SOUTH 45°00'00" WEST, 163.92 FEET; THENCE SOUTH 45°00'00" EAST, 28.00 FEET; THENCE SOUTH 45°00'00" WEST, 189.58 FEET; THENCE NORTH 45°00'00" WEST, 70.00 FEET; THENCE NORTH 45°00'00" EAST, 172.36 FEET, THENCE NORTH 00°00'00" WEST, 32.53 FEET; THENCE NORTH 45°00'00" EAST, 87.92 FEET; THENCE NORTH 00°00'00" WEST, 28.59 FEET; THENCE NORTH 45°00'00" WEST, 35.12 FEET; THENCE SOUTH 90°00'00" WEST, 35.15 FEET; THENCE SOUTH 45°00'00" WEST, 77.01 FEET; THENCE SOUTH 45°00'00" EAST, 16.50 FEET; THENCE SOUTH 45°00'00" WEST, 370.63 FEET; THENCE NORTH 45°00'00" WEST, 83.00 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 1.82 ACRES, MORE OR LESS.

A PORTION OF SECTION 53, TOWNSHIP 5 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A NORTHWEST CORNER OF SOUTH LOOP PARKWAY, ACCORDING TO MAP OF MARSHALL CREEK DRAINAGE UNIT A-ONE, AS RECORDED IN MAP BOOK 41, PAGES 98 THROUGH 103 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY: THENCE NORTH 49°36'31" WEST, 16.40 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHWESTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 290.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 30°49'21" WEST, 186.78 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 12°02'12" WEST, 593.65 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 640.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 06°34'01" WEST, 122.01 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 01°05'51" WEST, 196.09 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 800.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 12°00'13" WEST, 302.72 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE NORTH 22°54'36" WEST, 54.60 FEET TO A POINT OF CURVATURE; THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 430.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 04°15'52" WEST, 274.95 FEET; THENCE SOUTH 75°37'07" EAST, 80.00 FEET; THENCE IN A SOUTHERLY DIRECTION, ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY, AND HAVING A RADIUS OF 350.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 04°15'52" EAST, 223.80 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 22°54'36" EAST, 54.60 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 880.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 12°00'13" EAST, 333.00 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 01°05'51" EAST, 196.09 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 560.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 06°34'01" EAST, 106.75 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 12°02'12" EAST, 593.65 FEET TO A POINT OF CURVATURE; THENCE IN A SOUTHEASTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 210.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 30°49'21" EAST, 135.25 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH 49°36'31" EAST, 16.40 FEET TO A NORTHWESTERLY LINE OF AFOREMENTIONED MARSHALL CREEK DRAINAGE UNIT A-ONE; THENCE SOUTH 40°23'29" WEST, ALONG SAID NORTHWESTERLY LINE, 80.00 FEET TO THE POINT OF BEGINNING.

THE LAND THUS DESCRIBED CONTAINS 3.15 ACRES, MORE OR LESS.

Exhibit "A" to Bill of Sale

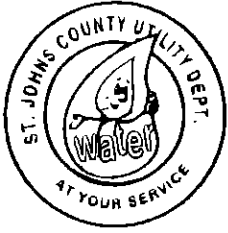
Marshall Creek Village Center
Schedule of Values

Prepared by: Douglas M. Davis, Jr., PE - Prosser Hallock, District Engineer
Prepared for: St. Johns County Utility Department

ITEM	DESCRIPTION OF WORK	QTY	UNIT	CONTRACT SCHEDULED		SCHEDULED		WORK COMPLETED		TOTAL COMPLETED TO DATE	% COMP	BALANCE TO FINISH
				VALUE	UNIT PRICE	VALUE	AMOUNT	FROM PREVIOUS APPLICATION	QUANTITY TOTAL			
1 SANITARY SEWER SYSTEM												
Village Center												
a	Manhole (3'-6" Deep)	7	EA	1,763.00		1,234.00					100%	12,341.00
b	Manhole (6'-10" Deep)	4	EA	2,825.25		11,301.00					100%	11,301.00
c	Manhole (10'-14" Deep)	4	EA	5,637.00		22,548.00					100%	22,548.00
d	Manhole (14'-20" Deep)	4	EA	5,440.25		25,761.00					100%	25,761.00
e	Manhole (20'-24" Deep, Wat. Well & Lift Station)	1	EA			110,530.00					100%	110,530.00
f	8" SDR-26 Gravity Sewer Pipe	2501	LF	19.34		48,364.00					100%	48,364.00
g	8" SDR-35 Gravity Sewer Pipe	1391	LF	12.12		16,862.00					100%	16,862.00
h	Fittings & Misc.	1	LS	54,537.00		54,537.00					100%	54,537.00
i	6" PVC Gravity Laterals - X-Louis	1898	LF	7.06		13,400.00					100%	13,400.00
j	6" PVC Force Main	1	LS	28,619.00		28,619.00					100%	28,619.00
	Total Sewer					344,263.00						344,263.00
2 FIRE AND POTABLE WATER SYSTEMS												
a	12" DR-25 Main	980	LF	18.55		18,179.00					100%	18,179.00
b	10" DR-25 Main	600	LF	14.62		8,772.00					100%	8,772.00
c	8" DR-25 Main	3060	LF	11.06		33,844.00					100%	33,844.00
d	6" DR-25 Main	660	LF	8.76		5,782.00					100%	5,782.00
e	2" & 1 1/2" PVC Potable Water Main (Services)	1	LS	9,610.00		9,610.00					100%	9,610.00
f	10" Gate Valve & Box	4	EA	1,256.50		5,026.00					100%	5,026.00
g	8" Gate Valve & Box	12	EA	504.42		6,053.00					100%	6,053.00
h	6" Gate Valve & Box	9	EA	618.89		5,570.00					100%	5,570.00
i	Fire Hydrant & Assembly	8	EA	1,624.50		12,996.00					100%	12,996.00
j	Flusher Hydrant/ Sample Taps	8	EA	181.13		1,449.00					100%	1,449.00
k	Fittings & Misc.	1	LS	71,719.00		71,719.00					100%	71,719.00
	Total Water					182,600.00						182,600.00
VILLAGE CENTER - TOTALS						526,863.00					0.00%	526,863.00

ST. JOHNS COUNTY, FLORIDA

Board of County Commissioners



P.O. Box 3006
St. Augustine, Florida 32085-3006
Phone: (904) 471-2161 • Toll Free: 1-877-837-2311
Administrative Fax: (904) 461-7619
Billing Dept. Fax: (904) 461-3995

July 18, 2002

St. Johns County Real Estate Department
Attn: Ms. Debbie Taylor
Real Estate Coordinator
P.O. Box 349
St. Augustine, FL 32095-0349

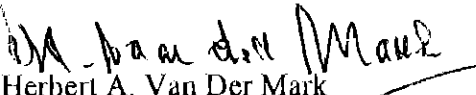
RE: Easement for Utilities and Bill of Sale for Water and wastewater infrastructure for Marshall Creek Village Center.

Dear Ms. Taylor:

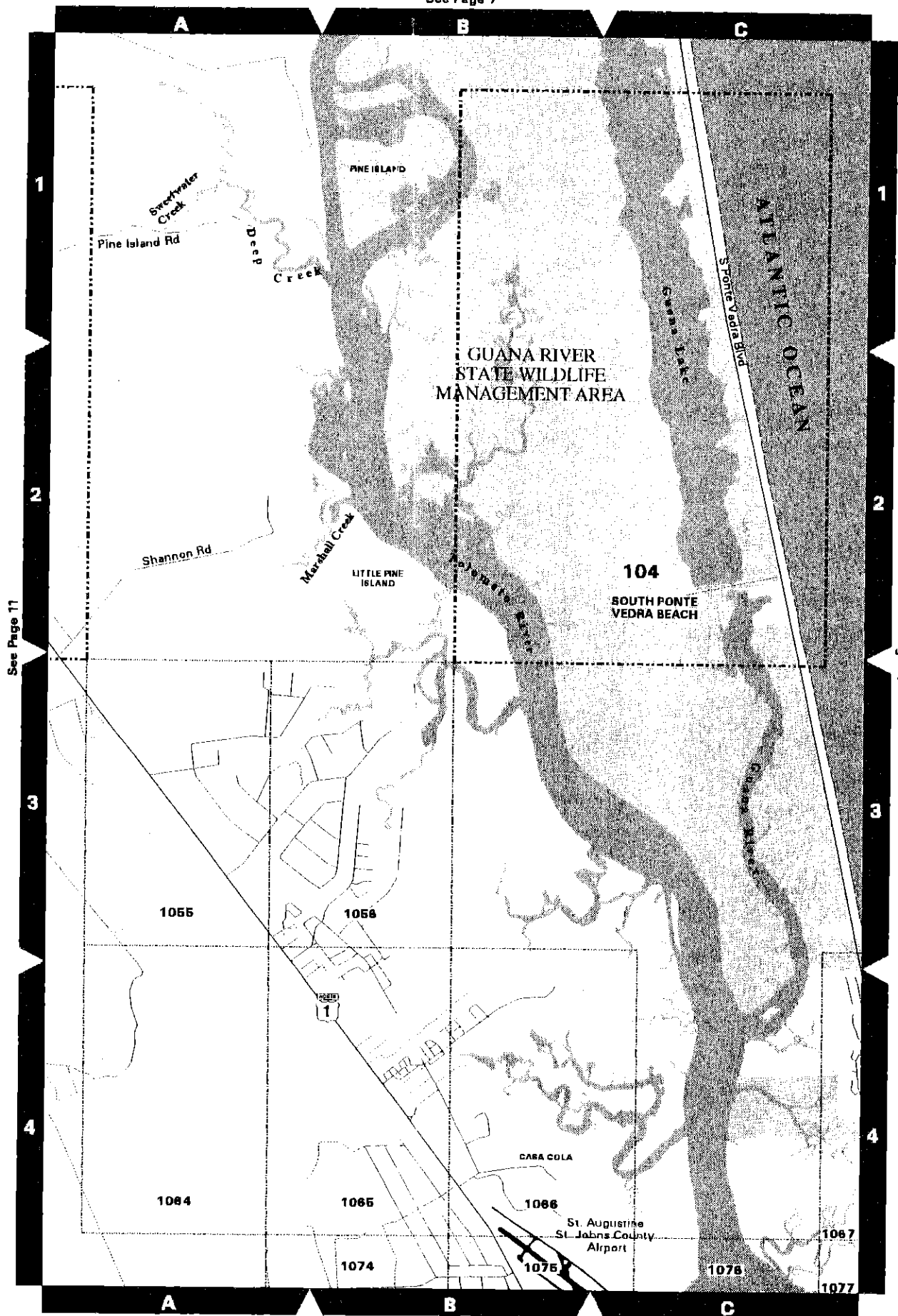
This response is in reference to the transmittal letter to you, dated June 13, 2002 from Gary Davenport of the law firm, Pappas Metcalf Jenks & Miller.

Please be informed that we have reviewed and approved the reference documents for the utility easements. Please submit to the Board of County Commissioners for their final approval and acceptance.

Sincerely,


Herbert A. Van Der Mark
Construction Manager of Utilities
St. Johns County

cc: Gary B. Davenport [via fax: (904) 353-1980]



See Page 11

See Page 13