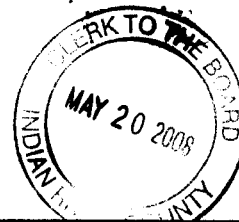


STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION
DIVISION OF ROAD OPERATIONS
RAILROAD REIMBURSEMENT AGREEMENT
GRADE CROSSING AND TRAFFIC CONTROL DEVICES
TRANSFER AGREEMENT



1/20/82
2008-444

(County)
Roseland Rd.

COUNTY	SECTION	UTILITY JOB NO.	STATE ROAD NO.	COUNTY NAME	PARCEL & R/W JOB NO.	FAT NO.
88	602	6601	8-505	Indian River	4 (2601)	N/A

THIS AGREEMENT, made and entered into this 20 day of January, 1982, by and between the STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION hereinafter called the DEPARTMENT, and FLORIDA EAST COAST RAILWAY COMPANY, a corporation organized and existing under the laws of Florida, with its principal place of business in the City of St. Augustine, County of St. Johns, State of Florida, hereinafter called the COMPANY; and Indian River County, a political subdivision of the State of Florida, acting by and through its Board of County Commissioners, hereinafter called the COUNTY.

WITNESSETH:

WHEREAS, the Legislature of the State of Florida in 1977 enacted Chapter 77-165, which in part, provided for the transfer of tax funds and maintenance responsibilities of certain public roads in the State from the DEPARTMENT to the COUNTY, and

WHEREAS, Section 7 Chapter 77-165 (Fla. Statutes 335.04 (3)) provided for transfer of Railroad Crossing Agreements and other agreements, hereinafter referred to as "Existing Agreements" in those roads to occur at the same time, and

WHEREAS, the parties wish to provide for the orderly transfer of such Existing Agreements,

NOW, THEREFORE, in consideration of the mutual undertakings as herein set forth, the parties hereto agree as follows:

1. The DEPARTMENT assigns all of its rights and duties in the Agreements listed in Exhibit "A" to the COUNTY. The Existing Agreements are modified only to the extent that the COUNTY is substituted in place of the DEPARTMENT as a party to the Existing Agreements, and is subject to all rights and duties contained therein. Attached to the COUNTY counterpart is a copy of all agreements listed in Exhibit "A".

2. The COUNTY accepts the foregoing assignment and assumes all obligations and duties thereunder.

3. The COMPANY agrees to the foregoing assignment and shall look solely to the COUNTY for the performance under the Existing Agreements.

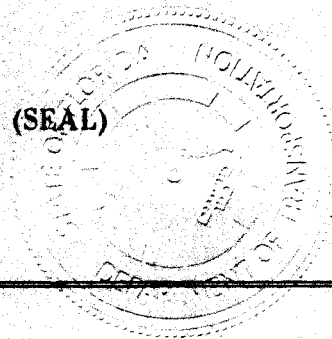
4. This Agreement shall take effect on the same date of the transfer of maintenance responsibility of the roads listed in Exhibit "A" from the DEPARTMENT to the COUNTY.

5. That the COUNTY, by Resolution No. 82-27, has authorized execution of this Crossing Transfer Agreement by the Chairman and Clerk of the Board of County Commissioners on its behalf.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed by their duly authorized officers, and their official seals hereto affixed, the day and year first above written.

STATE OF FLORIDA
DEPARTMENT OF TRANSPORTATION

BY: *Gene R. Gordon*



ATTEST: *Joyce A. Yawn*
Executive Secretary

COMPANY: Florida East Coast Railway Company

BY: *J. L. Harrison*
President

(SEAL)

ATTEST: *James M. Russell*
Asst. Secretary

APPROVED		
ACCURACY	FORM	EXECUTION
<i>RWT</i> <i>9/30/81</i>	<i>[Signature]</i> <i>10/1/81</i>	<i>CS</i> <i>12/15/81</i>

Indian River COUNTY, FLORIDA

BY: *David C. Schuff*
(Title: Chairman)

Approved as to form and legal sufficiency (SEAL)
By: *[Signature]*
Gary M. Brandenburg
County Attorney

ATTEST: *[Signature]*

Approved as to Form, Legality and Execution
STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION

BY: *[Signature]*
Assistant Attorney

COUNTY RESOLUTION
CROSSING TRANSFER AGREEMENT

A RESOLUTION AUTHORIZING EXECUTION OF RAILROAD CROSSING AGREEMENTS AND OTHER RELATED AGREEMENTS PROVIDING FOR SUBSTITUTION OF THE Florida East Coast Railway Company AS A PARTY TO THE AGREEMENTS IN PLACE OF THE STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION, OR ITS PREDECESSORS, AND PROVIDING FOR AN EFFECTIVE DATE.

RESOLUTION NO. 82-27

ON MOTION OF Commissioner Lyons,
and seconded by Commissioner Wedtke,
the following RESOLUTION was adopted:

WHEREAS, the Legislature of the State of Florida has enacted Chapter 77-165 providing for the transfer of maintenance responsibility of certain public roads, including railroad crossing agreements and other agreements, from the State to the Indian River County, and

WHEREAS, the Indian River County has been presented with an agreement for this purpose which it wishes to execute.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COMMISSION OF INDIAN RIVER COUNTY, FLORIDA:

That Indian River County enter into a CROSSING TRANSFER AGREEMENT with the State of Florida Department of Transportation and the Florida East Coast Railway Company providing for the substitution of the Indian River County for the FDOT, or its predecessors, and the transfer of the rights and duties of the agreements listed in Exhibit "A" to the CROSSING TRANSFER AGREEMENT; and,

That the Chairman and Clerk of the Board of County Commissioners be authorized to enter into such agreements with the State of Florida Department of Transportation and the Florida East Coast Railway Company as herein described; and,

That this RESOLUTION shall take effect immediately upon adoption.

INTRODUCED AND PASSED by the Board of County Commissioners of Indian River County Florida, in regular session, this 20 day of January, 198 2.

ATTEST: Freda Wright
Clerk of the Board of County
Commissioners

X [Signature]
Chairman of the Board of County
Commissioners

Approved as to form
and legal sufficiency
By [Signature]
Gary M. Brandenburg
County Attorney

EXHIBIT "A"

CROSSING TRANSFER AGREEMENT

STATE ROAD NO.	COMMON ROAD NAME	FDOT/AAR CROSSING NUMBER	RAILROAD	R. R. MILEPOST	AGREEMENT DATE	SUBJECT
8-905		2721598	Florida East Coast	212+2991'	7-12-63	Signal Agreement