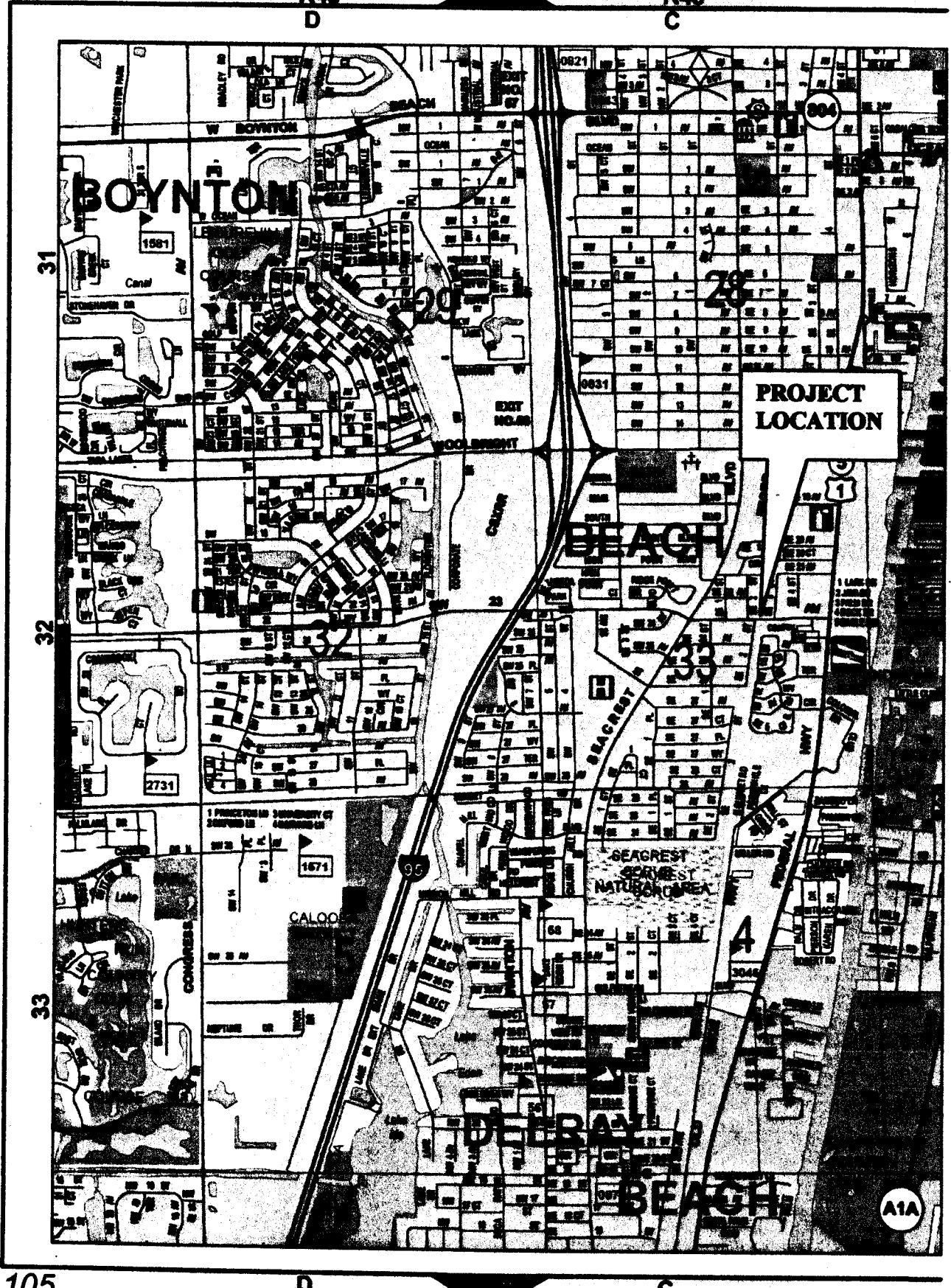


105

R43
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R43
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105

D

C

LOCATION MAP

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement ("Agreement") is made effective as of November 13, 2007 (the "Effective Date") among the Florida East Coast Railway, L.L.C., a Florida limited liability company (the "Railway"), the City of Boynton Beach, a political subdivision of the State of Florida (the "City"), and Palm Beach County, a political subdivision of the State of Florida (the "County").

Preamble

The City and the Railway are parties to an Agreement dated June 18, 1952, granting a license to the City for a public road crossing purposes over and across the Railway's right of way property located at SE 23rd Avenue (Crossing Number 272485-X). On April 21, 1981, the County acquired maintenance responsibility for SE 23rd Avenue through functional classification, and the County has maintained SE 23rd Avenue since it obtained responsibility.

The City is a party to various agreements with the Railway related to a railroad crossing at SE 23rd Avenue, which is within the boundaries of the County.

The assignment of the various agreements from the City to the County require the consent of the Railway, which consent the Railway is willing to give under the terms and conditions set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Railway, City and County agree as follows:

1. The City hereby grants, assigns, transfers and delivers to the County, all of the rights, interests, liabilities and obligations of the City in and under the following agreement (collectively the "Agreements"):
 - a. License Agreement dated June 17, 1952 between the Railway and the City regarding the crossing at MP 313 + 3517' (SE 23rd Street, Boynton Beach, Florida - DOT #3133517); and
 - b. Resolution No. R-2007-2223, dated December 18, 2007, of the Board of County Commissioners of Palm Beach County Florida authorizing the transfer of the existing Agreement for SE 23rd Avenue, from the City of Boynton Beach to Palm Beach County.
2. The County hereby accepts the foregoing assignments and assumes all rights, interests, liabilities and obligations of the City in and under the Agreements.
3. Railway hereby consents to the foregoing assignments by the City and assumptions by the County of the rights, interests, liabilities and obligations of the City in and under the Agreements.

IN WITNESS WHEREOF, and intending to be legally bound, the parties have caused this Agreement to be executed by their duly authorized officers and representatives this _____ day of _____, 2008.

OWNER:

PALM BEACH COUNTY, FLORIDA,
A Political Subdivision of the
State of Florida

BOARD OF COUNTY COMMISSIONERS

BY: _____,
Chair

ATTEST:

Sharon R. Bock, Clerk
Circuit Court

BY: _____
Deputy Clerk

SEAL

APPROVED AS TO TERMS &
CONDITIONS: _____

By: Charles Rich
Engineer

APPROVED AS TO FORM AND
LEGAL SUFFICIENCY:

By: _____
County Attorney

COMPANY:

Florida East Coast Railroad, L.L.C.
a Florida Limited Corporation

BY: _____

Attest:

By: _____
Assistant Secretary

Witnesses as to Company:

By: _____

By: _____

The City of Boynton Beach

By: _____
Its:

Witnesses
