

**Prepared by & return to:
Holly Walter, Esq.
South Florida Water Management District
P.O. Box 24680
West Palm Beach, FL 33416-4680**

NOTICE CONFIRMING PRIORITY OF INTERESTS

This Notice Confirming Priority of Interests (“Notice”) is made this _____ day of _____, 2008 by the **SOUTH FLORIDA WATER MANGEMENT DISTRICT** (“District”) having an address of 3301 Gun Club Road, West Palm Beach, Florida 33406 and a mailing address of Post Office Box 24680, West Palm Beach, Florida 33416-4680.

WITNESSETH:

WHEREAS, pursuant to those certain instruments recorded (i) February 1, 1968 in Official Record Book 256 at Page 294 (the “Northern Easement”), and (ii) April 11, 1968 in Official Record Book 270 at Page 37 (the “Southern Easement”), all in the Official Records of Collier County, Florida, access easements were created over certain lands including those certain properties described in Exhibit “A-1” (the “Northern Easement Area”), and Exhibit “A-2” (the “Southern Easement Area”); and

WHEREAS, the Northern Easement was subsequently re-imposed in those certain deeds recorded (i) September 26, 1979 in Official Record Book 834 at Page 532, (ii) May 1, 1990 in Official Record Book 1525 at Page 524, and (iii) January 18, 2000 in Official Record Book 2631 at Page 3373, all in the Official Records of Collier County, Florida; and

WHEREAS, the Southern Easement was subsequently re-imposed in that certain deed recorded January 18, 2000 in Official Record Book 2631 at Page 3296 in the Official Records of Collier County, Florida; and

WHEREAS, the Northern Easement and the Southern Easement shall hereinafter be referred to collectively as the “Access Easements”; and

WHEREAS, the Access Easements are also described as Tract P-3B, Milano, Plat Book 41, Pages 69 through 73, inclusive, of the Official Records of Collier County, Florida;

WHEREAS, Pulte Homes Corporation (“Pulte”) granted that certain Deed of Conservation Easement, dated May 25, 2004 and recorded in Official Record Book 3572 at Page 701 of the Official Records of Collier County, Florida (hereinafter referred to as the “Conservation Easement”), in favor of the District encumbering that certain real

property described in Exhibit “B” attached hereto and made a part hereof (hereinafter referred to as the “Conservation Easement Area”); and

WHEREAS, the Northern Easement Area and the Southern Easement Area are located within the Conservation Easement Area; and

WHEREAS, Pulte conveyed all its right, title and interest in and to the Conservation Easement Area to Milano Recreation Association, Inc. pursuant to that certain Quit Claim Deed recorded September 12, 2007 in Official Records Book 4281 at Page 32 of the Official Records of Collier County, Florida; and

WHEREAS, Imperial Golf Estates Homeowners Assoc., Inc. (“IGE”) and Marsilea Villas, LLC (“Marsilea”) are currently among the benefited parties under the Access Easements; and

WHEREAS, IGE and Marsilea have requested the District to acknowledge that, given the fact that the Access Easements were recorded in the Official Records of Collier County, Florida prior to the Conservation Easement and remain in effect as of the date hereof, the District’s interest in the Northern Easement Area and the Southern Easement Area arising under the Conservation Easement is subordinate to the Access Easements as they pertain to the Northern Easement Area and the Southern Easement Area; and

WHEREAS, the District is amenable to acknowledging that its interest in the Northern Easement Area and the Southern Easement Area arising under the Conservation Easement is subordinate to, and does not supersede, the Access Easements as the Access Easements pertain to the Northern Easement Area and the Southern Easement Area by virtue of the Access Easements being recorded prior to the Conservation Easement.

NOW, THEREFORE, for good and valuable consideration, the adequacy and receipt of which are hereby acknowledged, the District hereby acknowledges that the District’s interest in the Northern Easement Area and the Southern Easement Area arising under the Conservation Easement is subordinate to, and does not supersede, the Access Easements as the Access Easements pertain to Northern Easement Area and the Southern Easement Area by virtue of the Access Easements being recorded prior to the Conservation Easement. The District further agrees and acknowledges that those terms, conditions, limitations, and prohibitions of the Conservation Easements which conflict with the exercise of easement rights arising under the Access Easement may not be enforced against any holder of such Access Easement rights, including without limitation IGE and Marsilea. The Conservation Easement, and the District’s rights thereunder, as clarified in this Notice, remain in full force and effect.

Furthermore, nothing contained herein shall constitute a waiver or abrogation of the District’s regulatory jurisdiction or regulatory authority with respect to the Northern Easement Area and the Southern Easement Area. There is no representation, guaranty or assurance made by the District that the District will in fact approve the issuance of any required District permits, and there is no obligation on the part of the District that is being

imposed or created by way of this Notice to approve the issuance of any required District permits. Any approvals that may be granted by the District in connection with the Northern Easement Area and/or the Southern Easement Area shall be subject to and in accordance with the District's proper and ordinary exercise of its regulatory powers. The District's review process for any required permits will be done separate, independent and unfettered of the fact that the District has given this Notice and shall be in accordance with any and all applicable laws, statutes, rules and regulations.

The foregoing recitals are true and correct and are hereby incorporated herein by reference.

IN WITNESS WHEREOF, this Notice Confirming Priority of Interests has been executed by the undersigned, whose hand and seal is affixed hereto, as of the date first above written.

SOUTH FLORIDA WATER MANAGEMENT DISTRICT

By: _____
Carol Ann Wehle, Executive Director

(Corporate Seal)

ATTEST:

District Clerk/Secretary

LEGAL FORM APPROVED
SFWMD OFFICE OF COUNSEL

By: _____ DATE: _____

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2008 by Carol Ann Wehle, Executive Director of the South Florida Water Management District, a public corporation of the State of Florida, on behalf of the corporation, who is personally known to me.

Notary Public

Print Name
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2008 by Jacki McGorty, District Clerk/Secretary of the South Florida Water Management District, a public corporation of the State of Florida, on behalf of the corporation, who is personally known to me.

Notary Public

Print Name: _____

My Commission Expires: _____