

This instrument prepared by
(and return to):

C. Parkhill Mays, Jr.
HOLLAND & KNIGHT
92 Lake Wire Drive
P. O. Box 32092
Lakeland, FL 33802-2092

ASSUMPTION AGREEMENT

This Assumption Agreement (the "Agreement") is dated as of the _____ day of _____, 2006, and is by and among the City of Gainesville, Florida, doing business as Gainesville Regional Utilities, a municipal corporation (the "Public Body"), the City of Blountstown, the City of Chipley, the City of Clearwater, the City of Fort Meade, the City of Homestead, the Town of Jay, the City of Lake City, the City of Lake Worth, the City of Lakeland, the City of Leesburg, the City of Live Oak, the City of Marianna, the City of Perry, the City of St. Cloud, the City of Starke, the City of Sunrise, the City of Vero Beach, the City of Williston, the Florida Municipal Power Agency, the Fort Pierce Utilities Authority, the Kissimmee Utility Authority, the Palatka Gas Authority, and the Orlando Utilities Commission (collectively, the "Current Members"), and Florida Gas Utility, a separate legal entity created pursuant to Section 163.01, Florida Statutes ("FGU") (terms not otherwise defined herein shall have the meanings ascribed in the Second Amended and Restated Interlocal Agreement, dated July 27, 1999, by and among the current Members (the "Interlocal Agreement")).

WITNESSETH:

WHEREAS, the Public Body wishes to become a Member of FGU effective upon execution and filing of this Agreement and the execution of a Gas Supply Agreement; and

WHEREAS, pursuant to Section 3 of the Interlocal Agreement, a public agency as defined by Section 163.01(2)(b), Florida Statutes, may become a Member if it meets all of the requirements set forth in the Interlocal Agreement; and

WHEREAS, the Public Body has approved the execution of Gas Supply Agreement No. 2 with FGU granting to FGU the appropriate powers to enable FGU to perform the services which the Public Body desires to receive; and

WHEREAS, the Public Body has been accepted for membership by appropriate action of the Board of Directors of FGU; and

WHEREAS, this Agreement evidences the Public Body's assumption of all rights and responsibilities set forth in the Interlocal Agreement and its agreement to pay its costs as incurred pursuant to the schedule of rates and charges applicable to it; and

WHEREAS, the Public Body has taken all necessary action to authorize the Public Body to become a Member of FGU, and has appointed a Director and alternate Director to represent the Public Body on the Board of Directors of FGU, in a formal session of a meeting of its governing body and which action is reflected in the minutes thereof, as required by the Interlocal Agreement.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH:

In consideration of the premises hereof, the mutual covenants of the parties hereto and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. ASSUMPTION. The Public Body/~~GRU~~ has been presented with a true and correct copy of the Second Amended and Restated Interlocal Agreement and has accepted the terms and provisions thereof, hereby assumes all the rights and responsibilities of being a Member of FGU as set forth in the Interlocal Agreement and agrees to be bound thereby as if it had been an original party thereto.

SECTION 2. AGREEMENT AS TO RATES AND CHARGES. The Public Body/GRU hereby agree to pay its costs as incurred pursuant to the schedule of rates and charges as established by the adopted pricing policy of FGU or as otherwise provided in or pursuant to the Interlocal Agreement or the Bylaws of FGU.

SECTION 3. FILING INFORMATION. Attached hereto as Appendix A is a list of the filing information with respect to each location where the Interlocal Agreement and previous Assumption Agreements have been filed and where this Agreement will be filed.

SECTION 4. REPRESENTATIONS. The Public Body has full legal right, power and authority to enter into this Agreement and the Gas Supply Agreement and to carry out and to consummate the transactions contemplated by the Interlocal Agreement and the Gas Supply Agreement. *This* Agreement and the Gas Supply Agreement, when executed and delivered by the Public Body, will constitute valid and legally binding obligations of the Public Body enforceable in accordance with the terms

thereof. The authorization, execution, delivery and performance of this Agreement and the Gas Supply Agreement will not violate any applicable judgment or order of any court and will not conflict with or result in a material breach of or default under any constitutional provision or law, or any administrative regulation, judgment or decree or any other agreement or other instrument to which the Public Body is a party.

SECTION 5. DIRECTOR AND ALTERNATE DIRECTOR. The appointment of the Director and alternate Director to serve on the Board of Directors of FGU has been made in formal session of and constitutes the official action of the governing body of the Public Body, should be reflected in the minutes of such meeting, and a certified copy of such evidence of appointment has been provided to FGU.

SECTION 6. EXECUTION IN COUNTERPARTS. This Agreement may be executed in any number of counterparts and the counterparts collectively shall constitute the agreement of the parties.

(remainder of page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have set their hands and seals as of the date first above written.

CITY OF GAINESVILLE, FLORIDA, D/B/A
GAINESVILLE REGIONAL UTILITIES
Member

By: _____

Karen S. Johnson
Interim General Manager

(SEAL)

APPROVED AS TO FORM AND LEGALITY:

By: _____

Raymond O. Manasco, Jr.
Utilities Attorney

STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this _____ day of _____, 2006, by Karen S. Johnson, as Interim General Manager, on behalf of **GAINESVILLE REGIONAL UTILITIES**, who is personally known to me.

NOTARY PUBLIC:

(SEAL)

Name: _____

My commission expires:

IN WITNESS WHEREOF, the parties hereto have set their hands and seals as of the date first above written.

FLORIDA GAS UTILITY, on behalf of itself and its Current Members as set forth on Appendix A

(SEAL)

ATTEST:

By _____
Name: Steve McElhaney
Title: Vice Chair

By: _____
Name: Katrina R. Vaughan
Title: Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this _____ day of _____, 2006, by Steve McElhaney, as Vice Chair of Florida Gas Utility, on behalf of **FLORIDA GAS UTILITY**, who is personally known to me.

NOTARY PUBLIC:

(SEAL)

NAME: _____
My commission expires:

STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this _____ day of _____, 2006, by Katrina R. Vaughan, as Secretary of Florida Gas Utility, on behalf of **FLORIDA GAS UTILITY**, who is personally known to me.

NOTARY PUBLIC:

(SEAL)

NAME: _____
My commission expires:

**APPENDIX A
FLORIDA GAS UTILITY
Recording Information for Interlocal Agreement and Assumption Agreements**

<u>Member</u>	<u>Interlocal Agreement</u>	<u>Assumption Agreements</u>
1. BLOUNTSTOWN, CITY OF Calhoun County	Filed 8/2/99 No. 99001911 OR Book 228, P. 217-252	Filed 12/15/2000 OR Book 241 P. 396-403/File #20003036-Clearwater P. 404-411/File #20003037-Leesburg P. 412-419/File #20003038-Live Oak P. 420-427/File #20003039-Palatka Gas Auth. P. 428-435/File #20003040-Perry P. 436-443/File #20003041-Sunrise Filed 10/14/2004 OR Book 291 P. 400-408/File #2004002650-Lakeland
2. CHIPLEY, CITY OF Washington County	Filed 8/2/99 File # 1999 6876 OR Book 351, P. 251-286	Filed 12/14/2000 OR Book 393 P. 456-463/File #2000 6613-Clearwater P. 464-471/File #20006614-Leesburg P. 472-479/File #20006615-Live Oak P. 480-487/File #20006616-Palatka Gas Auth. P. 488-495/File #20006617-Perry P. 496-503/File #20006618-Sunrise Filed 10/14/2004 OR Book 551 P. 151-159/File #2004009558-Lakeland

Member

Interlocal Agreement

Assumption Agreements

3. **CLEARWATER, CITY OF**
Pinellas County

Auth.

Filed 12/7/2000
File # 00-370585
OR Book 11146, P. 1912-1947

Filed 12/7/2000
OR Book 11146
P. 1948-1955/File #00-370586-Clearwater
P. 1960-1967/File #00-370588-Palatka Gas

P. 1971-1978/File #00-370590-Live Oak
P. 1980-1987/File #00-370592-Leesburg
P. 1989-1996/File #00-370594-Perry
P. 1999-2006/File #00-370596-Sunrise

Filed 10/15/2004
OR Book 13889
P. 1486-1494/File #2004408074-Lakeland

4. **FLORIDA GAS UTILITY**
Alachua County

Filed 1/9/2001
File # 1729050
OR Book 2331, P. 2973-3008

Filed 1/9/2001
OR Book 2332
P. 1-8/File #1729051-Clearwater
P. 9-16/File #1729052-Leesburg
P. 17-24/File #1729053-Live Oak
P. 25-32/File #1729054-Palatka Gas Auth.
P. 33-40/File #1729055-Perry
P. 41-48/File #1729056-Sunrise

Filed 10/14/2004
OR Book 3008
P. 1214-1222/File #2079326-Lakeland

Member

Interlocal Agreement

Assumption Agreements

5. **FLORIDA MUNICIPAL POWER AGENCY (FMPA)**
Orange County

Auth

Filed 7/30/99
File # 1999-0329725
OR Book 5806, P. 4028-4063

Filed 12/19/2000
OR Book 6153
P. 2825-2832/File # 2000-0533084-Clearwater
P. 2833-2840/File #2000-0533085-Leesburg
P. 2841-2848/File #2000-0533086-Live Oak
P.2849-2856/File #2000-0533087-Palatka Gas

P. 2857-2864/File #2000-0533088-Perry
P. 2865-2872/File #2000-0533089-Sunrise

Filed 10/15/2004
OR Book 07660
P. 3733-3741/File #20040667599-Lakeland

6. **FORT MEADE, CITY OF**
Polk County

Filed 7/30/99
File # 99121591
OR Book 4289, P.1018-1053

Filed 12/15/2000
OR Book 4591
P. 894-901/File #2000200557-Clearwater
P. 902-909/File #2000200558-Leesburg
P. 910-917/File #2000200559-Live Oak
P. 918-925/File #2000200560-Palatka Gas Auth.
P. 926-933/File #2000200561-Perry
P. 934-941/File #2000200562-Sunrise

Filed 10/13/2004
OR Book 05951
P.0193-0201/File #2004207771-Lakeland

Member

Interlocal Agreement

Assumption Agreements

7. **FORT PIERCE UTILITIES
AUTHORITY**
St. Lucie County

Filed 8/2/99
File # 1739864
OR Book 1240, P. 1710-1745

Filed 12/14/2000
OR Book 1349
P. 843-850/File # 1866394-Clearwater
P. 851-858/File #1866395-Leesburg
P. 859-866/File #1866396-Live Oak
P. 867-874/File #1866397-Palatka Gas Auth.
P. 875-882/File #1866398-Perry
P. 883-890/File #1866399-Sunrise

Filed 10/15/2004
OR Book 2078
P. 1421-1429/File #2486949-Lakeland

8. **HOMESTEAD, CITY OF**
Miami-Dade County

Filed 8/2/99
File # 99R399391

Filed 12/19/2000
OR Book 19414
P. 3108-3115/File #OOR608083-Clearwater
P. 3116-3123/File #OOR608084-Leesburg
P. 3124-3131/File #OOR608085-Live Oak
P. 3132-3139/File #OOR608086-Palatka Gas

P. 3140-3147/File #OOR608087-Perry
P. 3148-3155/File #OOR608088-Sunrise

Filed 10/26/2004
OR Book 22764
P. 1361-1369/File #2004R0940910-Lakeland
Filed 11/9/2004
OR Book 22810
P. 3129-3137/File #2004R0996097-Lakeland

Auth.

Member

Interlocal Agreement

Assumption Agreements

9. **JAY, TOWN OF**
Santa Rosa County

Filed 8/3/99
File # 990031943
OR Book 1773, P. 439-474

Filed 12/21/2000
OR Book 1869
P. 1903-1910/File #200049344-Clearwater
P. 1911-1918/File #200049345-Leesburg
P. 1919-1926/File #200049346-Live Oak
P. 1927-1934/File #200049347-Palatka Gas

P. 1935-1942/File #200049348-Perry
P. 1943-1950/File #200049349-Sunrise

Auth.

Filed 10/18/2004
OR Book 2362
P.1017-1025/File #200460110-Lakeland

10. **KISSIMMEE UTILITY
AUTHORITY**
Osceola County

Filed 8/2/99
File # 99119401
OR Book 1642, P. 2802

Filed 12/28/2000
OR Book 1818
P. 2063-2070/File #2000190619-Clearwater
P. 2071-2078/File #200190620-Leesburg
P. 2079-2086/File #200190621-Live Oak
P. 2087-2094/File #200190622-Palatka Gas

P. 2095-2102/File #200190623-Perry
P.2103-2110/File #200190624-Sunrise

Auth.

Filed 10/25/2004
OR Book 2623
P. 1551-1559/File #2004208494-Lakeland

Member

Interlocal Agreement

Assumption Agreements

11. **LAKE CITY, CITY OF**
Columbia County

Filed 8/2/99
File # 99-13305
OR Book 0885, P. 1389

Filed 1/2/2001
OR Book 0917
P. 1041-1048/File #01-00032-Clearwater
P. 1049-1056/File #01-00033-Leesburg
P. 1057-1064/File #01-00034-Live Oak
P. 1065-1072/File #01-00035-Palatka Gas Auth.
P. 1073-1080/File #01-00036-Perry
P. 1081-1088/File #01-00037-Sunrise

Filed 10/19/2004
OR Book 1028
P. 1252-1260/File #2004023404-Lakeland

12. **LAKE WORTH, CITY OF**
Palm Beach County

Filed 8/4/99
No file number or OR Book

Filed 1/9/2001
OR Book 12242
P. 1858-1865/File #019476-Clearwater
P. 1866-1873/File #019477-Leesburg
P. 1874-1881/File #019478-Live Oak
P. 1882-1889/File #019479-Palatka Gas Auth.
P. 1890-1897/File #019480-Perry
P. 1898-1905/File #019481-Sunrise

Filed 10/25/2004
OR Book 17679
P. 90-98/File #20040605542-Lakeland

Member

Interlocal Agreement

Assumption Agreements

13. **LAKELAND, CITY OF**
Polk County

Filed 7/30/99
File # 99121591
OR Book 4289, P.1018-1053

Filed 12/15/2000
OR Book 4591
P. 894-901/File #2000200557-Clearwater
P. 902-909/File #2000200558-Leesburg
P. 910-917/File #2000200559-Live Oak
P. 918-925/File #2000200560-Palatka Gas Auth.
P. 926-933/File #2000200561-Perry
P. 934-941/File #2000200562-Sunrise

Filed 10/13/2004
OR Book 05951
P.0193-0201/File #2004207771-Lakeland

14. **LEESBURG, CITY OF**
Lake County

Filed 12/7/2000
File # 2000101910
OR Book 1887, P. 507-542

Filed 12/7/2000
OR Book 1887
P. 543-550/File #2000101911-Clearwater
P. 551-558/File #2000101912-Leesburg
P. 559-566/File #2000101913-Live Oak
P. 567-574/File #2000101914-Palatka Gas

P. 575-582/File #2000101915-Perry
P. 583-590/File #2000101916-Sunrise

Auth.

Filed 10/15/04
OR Book 02677
P. 1714-1722/File #2004138280-Lakeland

Member

Interlocal Agreement

Assumption Agreements

15. **LIVE OAK, CITY OF**
Suwannee County

Filed 12/7/2000
File # 0012083427
OR Book 836, P. 177-212

Filed 12/7/2000
OR Book 836
P. 213-220/File #0012083428-Clearwater
P. 221-228/File #0012083429-Leesburg
P. 229-236/File #0012083430-Live Oak
P. 237-244/File #0012083431-Palatka Gas Auth.
P. 245-252/File #0012083432-Perry
P. 253-260/File #0012083433-Sunrise

Filed 10/18/2004
OR Book 1141
P. 235-243/File #01429202526-Lakeland

16. **MARIANNA, CITY OF**
Jackson County

Filed 8/2/99
File # 99011199
OR Book 742, P. 370-405

Filed 1/4/2001
OR Book 800
P. 817-824/File #01000252-Clearwater
P. 825-832/File #01000253-Leesburg
P. 833-840/File #01000254-Live Oak
P. 841-848/File #01000255-Palatka Gas Auth.
P. 849-856/File #01000256-Perry
P. 857-864/File #01000257-Sunrise

Filed 10/15/2004
OR Book 0986
P. 0205-0213/File #2004015093-Lakeland

17. **ORLANDO UTILITIES**
COMMISSION

Filed 7/30/99

Filed 12/19/2000

Member

Interlocal Agreement

Assumption Agreements

Orange County

File # 1999-0329725
OR Book 5806, P. 4028-4063

OR Book 6153
P. 2825-2832/File #2000-0533084-Clearwater
P. 2833-2840/File #2000-0533085-Leesburg
P. 2841-2848/File #2000-0533086-Live Oak
P. 2849-2856/File #2000-0533087-Palatka Gas

P. 2857-2864/File #2000-0533088-Perry
P. 2865-2872/File #2000-0533089-Sunrise

Auth

Filed 10/15/2004
OR Book 07660
P. 3733-3741/File #20040667599-Lakeland

18. **PALATKA GAS AUTHORITY**
Putnam County

Filed 12/7/2000
File # 401740
OR Book 841, P, 1613-1648

Filed 12/7/2000
OR Book 841
P. 1649-1656/File #401741-Clearwater
P. 1657-1664/File #401742-Leesburg
P. 1665-1672/File #401743-Live Oak
P. 1673-1680/File #401744-Palatka Gas Auth.
P. 1681-1688/File #401745-Perry
P. 1689-1696/File #401746-Sunrise

Filed 10/15/2004
OR Book 1002
P. 936-944/File #0000512691-Lakeland

19. **PERRY, CITY OF**
Taylor County

Filed 12/7/2000
File # 135940

Filed 12/7/2000
OR Book 452

Member

Interlocal Agreement

Assumption Agreements

OR Book 452, P.143-176

P. 177-184/File #135941-Clearwater
P. 185-192/File #135942-Leesburg
P. 193-200/File #135943-Live Oak
P. 201-208/File #135944-Palatka Gas Auth.
P. 209-216/File #135945-Perry
P. 217-224/File #135946-Sunrise

Filed 10/18/2004

OR Book 535

P. 306-314/File #040006722-Lakeland

20. **ST. CLOUD, CITY OF**
Osceola County

Filed 8/2/99
File # 99119401
OR Book 1642, P. 2802

Filed 12/28/2000

OR Book 1818

P. 2063-2070/File #2000190619-Clearwater
P. 2071-2078/File #2000190620-Leesburg
P. 2079-2086/File #2000190621-Live Oak
P. 2087-2094/File #2000190622-Palatka Gas

Auth.

P. 2095-2102/File #2000190623-Perry
P. 2103-2110/File #2000190624-Sunrise

Filed 10/25/2004

OR Book 2623

P. 1551-1559/File #2004208494-Lakeland

21. **STARKE, CITY OF**
Bradford County

Filed 8/3/99
File # 119945
OR Book 808, P. 352

Filed 1/8/2001

OR Book 861

P. 264-271/File #2001-133871-Clearwater

Member

Interlocal Agreement

Assumption Agreements

Auth.

P. 272-279/File #2001-133872-Leesburg
P. 280-287/File #2001-133873-Live Oak
P. 288-295/File #2001-133874-Palatka Gas

P. 296-303/File #2001-133875-Perry
P. 304-311/File #2001-133876-Sunrise

Filed 10/20/2004

OR Book 1048

P. 352-360/File #2004177044-Lakeland

22. **SUNRISE, CITY OF**
Broward County

Filed 12/14/2000
File # 100714368
OR Book 31105, P. 43-78

Filed 12/14/2000

OR Book 31105

P. 79-86/File #100714369-Clearwater
P. 87-94/File #100714370-Leesburg
P. 95-102/File #100714371-Live Oak
P. 103-110/File #100714372-Palatka Gas Auth.
P. 119-126/File #100714373-Perry
P. 127-134/File #100714374-Sunrise

Filed 10/19/2004

OR Book 38390

P. 692-700/File #104422523-Lakeland

23. **VERO BEACH, CITY OF**
Indian River County

Filed 7/30/99
File # 1146822
OR Book 1287, P. 156

Filed 1/8/2001

OR Book 1374

P. 2288-2295/File #1246288-Clearwater
P. 2296-2303/File #1246289-Leesburg

Member

Interlocal Agreement

Assumption Agreements

24. **WILLISTON, CITY OF**
Levy County

Filed 8/2/99
File # 342761
OR Book 684, P. 196

P. 2304-2311/File #1246290-Live Oak
P. 2312-2319/File #1246291-Palatka Gas Auth.
P. 2320-2327/File #1246292-Perry
P. 2328-2335/File #1246293-Sunrise

Filed.10/15/2004

OR Book 1790

P. 1322-1330/File #1582718-Lakeland

Filed 1/17/2001

OR Book 733

P. 148-155/File #365996-Clearwater
P. 156-163/File #365997-Leesburg
P. 164-171/File #365998-Live Oak
P. 172-179/File #365999-Palatka Gas Auth.
P. 180-187/File #366000-Perry
P. 188-195/File #366001-Sunrise

Filed 10/14/2004

OR Book 910

P. 827-835/File #434574-Lakeland