



145 NW CENTRAL PARK PLAZA
SUITE 200
PORT ST. LUCIE, FLORIDA 34986

(772) 873-5910
FAX: (772) 873-3110
NOREEN.DREYER@RUDEN.COM

July 11, 2005

Via E-Mail and US Mail
RECEIVED
AUG 03 2005

Mr. Donald B. Cooper
City Manager
City of Port St. Lucie
121 SW Port St. Lucie Boulevard
Port St. Lucie, FL 34984

Ruden McClosky

Re: Annexation Agreement for Southwest Quadrant dated July 19, 2004 by and among Southern Grove, Kennedy Groves (now "Minto"), GL and Anasca, as amended ("Annexation Agreement")
Request for Approval of Second Amendment

Dear Mr. Cooper:

The terms of the Annexation Agreement require that Southern Grove convey to the City its portion of the right-of-way for Becker Road and Village Parkway within one year of the Annexation Agreement, which means that such conveyances are due July 19, 2005. Southern Grove's conveyances of the rights-of-ways consistent with the ULI road network recommendations and of the utility sites are due one year after the date of the expiration of the appeal period for the NCD Plan Amendment, which due date is November 2, 2005.

If acceptable to the City, Southern Grove requests, and Minto, GL and ANSCA agree to, a delay of Southern Grove's conveyance of Becker Road and Village Parkway to November 2, 2005, consistent with the timing of the other referenced conveyances.

If this is acceptable to you, would you please agenda this request for City Council consideration at the next Council Meeting. Upon approval by Council, this letter would constitute the Second Amendment to Annexation Agreement. Except as stated herein, the remaining provisions of the Annexation Agreement remain in full force and effect. This Second Amendment shall be dated as of the date it is approved by the City and may be executed in any number of identical counterparts.

Sincerely,

Noreen S. Dreyer

Page 2

NSD/pw

cc: Charles Scardina
Alan J. Fant
Craig S. Unger
Mitchell Sherman
Richard Arkin
James R. Brindell, Esq.
Reginald L. Bouthillier, Jr., Esq.
Robert N. Klein, Esq.
Paul J. Hegener
Paul Fanning, Esq.
Wesley S. McCurry

PSL16425:2

Approved on behalf of Minto Kennedy Groves, Inc., successor in interest to Horizons Acquisition 2, LLC ("Minto").

MINTO KENNEDY GROVES, INC.
a Florida corporation

Witnesses:

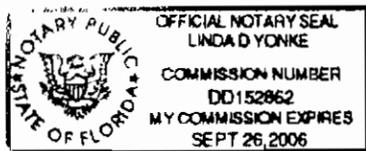
Linda D. Yonke
Witness
Print Name: LINDA YONKE

By: [Signature]
Name: Craig S. Unger
Title: S.V.P.

Andrea Winnee
Witness
Print Name: ANDREA WINNEE

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11th day of July, 2005 by Craig S. Unger as Senior Vice President of Minto Kennedy Groves, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



Linda D. Yonke
Notary Public

LINDA D YONKE
Typed, printed or stamped name of
Notary Public

My Commission Expires:

Approved on behalf of ACR PROPERTIES, LLC ("ANSCA").

ACR PROPERTIES, LLC,
a Florida limited liability company

Witnesses:

[Signature]

Witness

Print Name: Kristina Iwasz

By: [Signature]

Name: Mitchell A. Sherman

Title: Authorized Agent

[Signature]

Witness

Print Name: MIA P. Witherspoon

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 11th day of July, 2005 by Mitchell A. Sherman as Authorized Agent of ACR Properties, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.

[Signature]
Notary Public

Typed, printed or stamped name of
Notary Public

My Commission Expires:

 Kristina N Iwasz
My Commission DD165879
Expires February 01 2007

Approved on behalf of St. Lucie Associates III, LLLP, a Florida limited liability limited partnership, for itself and as successor by merger to St. Lucie Associates II, LLLP ("GL").

ST. LUCIE ASSOCIATES III, LLLP.
a Florida limited liability limited partnership for
for itself and as successor by merger to St. Lucie
Associates II, LLLP

BY: ST. LUCIE III CORPORATION
a Florida corporation, its General Partner

Witnesses:

Witness

Print Name:

[Handwritten signature]
Clayton Ryals

By:

Name:

Title:

[Handwritten signature]
Richard M. Norwalk
VP

Witness

Print Name:

Shardlyn Webb
SHARDLYN WEBB

STATE OF FLORIDA
COUNTY OF Dee ward

The foregoing instrument was acknowledged before me this 11 day of July, 2005 by Richard M. Norwalk as Vice President of St. Lucie III Corporation, a Florida corporation, on behalf of the corporation as General Partner of St. Lucie Associates III, LLLP, a Florida limited liability limited partnership, on behalf of the partnership. He is personally known to me or has produced _____ as identification.

[Handwritten signature]
Notary Public



Typed, printed or stamped name of
Notary Public

My Commission Expires:

Approved on behalf of Horizons Acquisition 5, LLC, a Florida limited liability COMPANY ("Southern Grove").

HORIZONS ACQUISITION 5, LLC,
a Florida limited liability company

Witnesses:

J. Paul Fanning
Witness
Print Name: J. Paul Fanning

Susan E. Berg
Witness
Print Name: SUSAN E. BERG

By: [Signature]
Name: Paul J. Hege
Title: President

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 11th day of July, 2005 by Paul J. Hege as President of Horizons Acquisition 5, LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced _____ as identification.

Susan E. Berg
Notary Public

SUSAN E. BERG
Typed, printed or stamped name of
Notary Public

My Commission Expires:

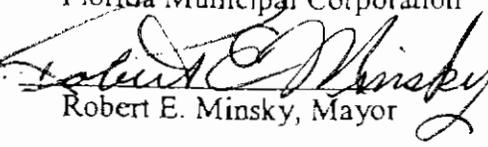


Susan E. Berg
My Commission # DD080552 EXPIRES
December 25, 2005
BONDED THROUGH TROY FAIN INSURANCE, INC.

Approved by the City of Port St. Lucie on this 25th day of July, 2005.

CITY OF PORT ST. LUCIE, a
Florida Municipal Corporation

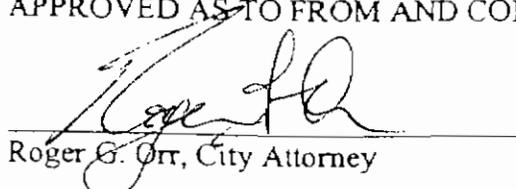
By:


Robert E. Minsky, Mayor

ATTEST:


Karen Phillips, City Clerk

APPROVED AS TO FORM AND CORRECTNESS:


Roger G. Orr, City Attorney