

ORIGINAL

ESCROW AGREEMENT

THIS ESCROW AGREEMENT is made by and between First Union National BANK, in MARION County (the Bank), the Florida Public Service Commission (FPSC), and A.D. Utilities, Inc. (the Utility), a Florida corporation, upon the following terms, conditions, and considerations.

W I T N E S S E T H:

WHEREAS, by Order No. PSC-98-0044-PCO-WS, issued January 6, 1998, the FPSC authorized the Utility to continue to collect its previously authorized rates subject to refund and WHEREAS, by Order No. PSC-98-0044-PCO-WS, the Utility is required to provide security for those service rates being collected on an interim basis pending the completion of the FPSC's investigation of the Utility's rates and earnings, and WHEREAS the Bank has agreed to hold such funds in an interest bearing escrow account at an interest rate of .15%, the parties hereto agree as follows:

- 1. The foregoing representations are true and correct.
- 2. The Utility shall open a joint interest bearing escrow account. The amount of revenue subject to refund shall be deposited by the Utility in the escrow account within seven days of receipt.
- 3. The escrow account shall bear interest at the rate of .15%.
- 4. The FPSC's Director of the Division of Records and Reporting shall be a signatory to the escrow account.
- 5. No funds shall be withdrawn from the escrow account without the signature of both the Director of the Division of Records and Reporting of the FPSC and the Utility. Signature cards executed by the Director of the Division of Records and Reporting of the FPSC and the Utility shall designate the appropriate authorized signature for each.
- 6. The Bank shall forward regular monthly statements (including cancelled checks) to the utility and shall mail a copy of the monthly account statement to the FPSC.
- 7. If a refund to the customers is required, all interest earned by the escrow account shall be distributed to those customers who paid such monies that generated the deposits into the escrow account.

ACK \_\_\_\_\_  
 AFA \_\_\_\_\_  
 APP \_\_\_\_\_  
 CAF \_\_\_\_\_  
 CMU \_\_\_\_\_  
 CTR \_\_\_\_\_  
 EAG \_\_\_\_\_  
 LEG \_\_\_\_\_  
 LIN \_\_\_\_\_  
 OPC \_\_\_\_\_  
 RCH \_\_\_\_\_  
 SEC 1 \_\_\_\_\_  
 WAS \_\_\_\_\_  
 OTH \_\_\_\_\_

DOCUMENT NUMBER-DATE  
04509 APR 22 1998  
 FPSC-RECORDS/REPORTING

THIS AGREEMENT shall become effective and binding upon all parties upon the date that it becomes executed by all parties.

1) A.P. UHDES  
Name of Utility  
By: [Signature]  
Person's Name and Title  
4/22/98  
Date

2) First Union National Bank  
Name of Bank  
By: [Signature], FSR  
Person's Name and Title  
April 21, 1998  
Date

3) Florida Public Service Commission  
By: [Signature] Director  
Division of Records and Reporting  
4/22/98  
Date

Notary Public: [Signature]  
Name

Place Seal Here:



H. RUTHE POTAMI  
MY COMMISSION # CC406296 EXPIRES  
September 11, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

Org. 003 Loc. Branch 00630 Visit No. Sold By A089487 Referred By

Product Type Account Number

1 Comm Money Mkt Inv

2

3

4

2 SIGNATURES REQUIRED

**REDACTED**

Name/Address

A P Utilities, Inc  
 Escrow Over Earnings Account  
 3925 SE 45th Ct Suite E  
 Ocala FL 34480

Tax ID No. 59-2890036  
 of First Name

Date of Birth

CERTIFICATION - Under penalties of perjury, I certify that:

(1) The number shown on this form is my correct Taxpayer Identification Number (or that I am waiting for a number to be issued to me) and  
 (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding; or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified me that I am no longer subject to backup withholding.

CERTIFICATION INSTRUCTIONS - You must cross out item (2) above if you were notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return. Refer to back for W8 certification.

SIGNATURE CARD - The words I, me and my which also mean we, us and our, if more than one customer, mean the person(s) signing this agreement. I agree that First Union will recognize the signatures below in the payment of funds or in the transaction of other business for the account(s). I/We agree to the terms and conditions of the First Union Deposit Agreement for this account(s) and authorize First Union to establish my/our account(s). I/We hereby acknowledge receipt of a Deposit Agreement, Schedule of Fees and Rate Disclosure, if applicable.

If checked, I/we request a First Union Banking Card for access to the indicated accounts. I/We agree to the terms and conditions of the First Union Card Agreement.

Refer to back for Right of Survivorship provisions for NC, TN, and VA accounts. The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

| Signature             | (SEAL) | Title*      | Date    |
|-----------------------|--------|-------------|---------|
| <i>Wayne S. Boyer</i> |        | DEPTOR-FISC | 4/22/98 |
| <i>Philip DeBoer</i>  |        | UTILITIES   | 4/22/98 |

MUST BE COMPLETED, SIGNED AND RETURNED TO BANK \*NONPERSONAL ACCOUNTS 537855 (50/pkg Rev. 01)

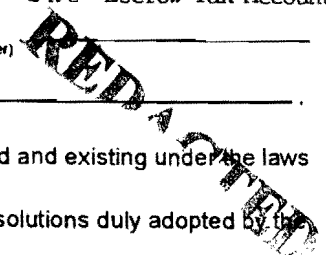
PART 1 - SIGNATURE CARD - DEPOSIT SERVICES



Certified Corporate Resolution for Depository Authorization

A P Utilities, Inc Escrow Tax Account

(Org.) 003 (Account Number)



I, the undersigned, hereby certify to First Union National Bank, that I am

Secretary of Florida a Corporation duly organized and existing under the laws

of the State of Florida; that the following is a true copy of Resolutions duly adopted by the

Board of Directors of said Corporation at its meeting duly held on the

at which a quorum was present and acted throughout; and that such Resolutions are in full force and effect, have not been amended or rescinded, and that there is no provision in the Articles of Incorporation, Charter or By-Laws of said Corporation limiting the power of the Board of Directors of said Corporation to pass the following Resolutions, which are in full conformity with the provisions of said Articles of Incorporation, Charter and By-Laws:

(1) RESOLVED, the First Union (complete bank name) (hereinafter the "BANK") is designated as an authorized depository of this Corporation, and that one or more checking, savings, and/or other deposit accounts be opened and maintained with said Bank; that [ ], (only if checked here) any two - otherwise, each: of the present holders of the following offices and/or positions of this Corporation and his (their) successors in office or position, to wit:

(Here, insert Title(s), of the Office(s) or Position(s) with Corporation)

is/are authorized on behalf of this Corporation, and in its name: To sign checks, drafts, instruments, bills of exchange, acceptances and/or other orders for the payment of money from said Corporation account(s); to endorse checks, instruments, evidences of indebtedness, and orders payable, owned or held by this Corporation; to accept drafts, acceptances, instruments and/or other evidences of indebtedness payable at or through said Bank; to waive presentment, demand, protest and notice of protest or dishonor of any check(s), instrument(s), draft(s), acceptance(s), or other evidences of indebtedness made, drawn or endorsed by this Corporation; and otherwise to deal with said Bank in connection with the foregoing activities.

RESOLVED FURTHER, that in the opening and maintaining of the above corporate accounts and all transactions in connection therewith shall be governed by the provisions of the agreements pertaining to such account(s), as amended from time to time by the Bank, and by such rules and regulations as the Bank shall, from time to time, promulgate and establish. This Corporation is also authorized to purchase CDs, bonds, notes and other such savings instruments from the Bank. Further, this Corporation is authorized to obtain other related services from the Bank, such as the rental of safe deposit boxes from the Bank, obtaining of the night depository services, and the like. The rendering of such services by the Bank shall be governed by night depository agreement(s), safe deposit box lease agreement, and any other such agreement(s) contained on the application or signature cards pertaining to any such services offered to this Corporation by the Bank, as amended from time to time. Each of the above identified or described officers or representatives of the Corporation is herewith authorized to sign and execute such signature cards, applications and forms as the Bank shall deem appropriate, from time to time, in connection with the opening and maintaining of such account(s) and/or paying of such additional related services. Each is also authorized on behalf of this Corporation, and in its name to execute applications for the issuance of any such savings instrument in the name of this Corporation.

FURTHER, the foregoing authority shall not be limited to the above-identified or described officers or other representatives of this Corporation but shall extend to such additional or different individual(s) as are named as being so authorized in any letter, form or other written or oral notice by any officer or other representative of this Corporation identified or described above; and

(RESOLUTIONS CONTINUED ON REVERSE SIDE HEREOF)

I, finally, certify that the above described persons are the persons who now hold offices and/or positions referred to in the first of the above Resolutions and that their bona fide signatures are set forth below.

Signature table with handwritten entries: Blanca S. Bayo (Director, FPSC/RAR), Philip D. Woods (Urgines), and Blanca S. Bayo (Signature), Philip D. Woods (Signature).

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this Corporation.

(Date) (Secretary) AFFIX CORPORATE SEAL HERE

## ADDITIONAL RESOLUTIONS

(Continued from reverse side hereof)

- (2) RESOLVED FURTHER, that the Bank be and it hereby is authorized to honor, receive, certify or pay all checks, drafts and other evidences of indebtedness enumerated or described in the foregoing Resolution bearing or purporting to bear the facsimile signature of any person or persons authorized to sign, when the signature resembles the facsimile signature designated regardless of who affixed the actual or purported facsimile signature thereon, or by what means the facsimile signature thereon may have been affixed thereto, if such facsimile signature resembles the facsimile specimen from time to time filed with the Bank.
- (3) RESOLVED FURTHER, that the Bank be and hereby is authorized to honor, receive, certify, or pay all of their instruments or evidences of indebtedness, checks, drafts, and other items enumerated or described in the foregoing Resolutions, even though drawn or endorsed to bearer or to the order of any individual, or any officer, representative, or employee of this Corporation, signing his name or tendered by him for cash, or for payment of the individual obligation(s) of such officer, representative, or employee, or for deposit to his personal account; and said Bank shall not be expected, required or under any obligation to inquire as to the circumstances of the issuance or use of any document or item signed or endorsed in accordance with the foregoing Resolutions, or the application or disposition of such document(s) or item(s) or the proceeds thereof.
- (4) RESOLVED FURTHER, that the Secretary or Assistant Secretary of this Corporation, shall furnish said Bank a certified copy of these Resolutions and the Bank is hereby authorized to deal with the above named or described persons, officers, representatives, and/or employees under the authority of these Resolutions, unless and until it shall be expressly notified in writing to the contrary by this Corporation.
- (5) RESOLVED FURTHER, that the Secretary or Assistant Secretary of this Corporation shall, from time to time hereafter, as changes in the personnel of said offices, positions, officers, representatives, and/or employees, of this Corporation named or described in the foregoing Resolutions made immediately certify such changes to said Bank. Said Bank shall be fully protected in relying upon such certifications resulting from, or growing out of, honoring the signature of any officer(s), representative(s), agent(s), or employee(s) so certified, or refusing to honor any signature not so certified which is not described or stated in the foregoing Resolutions.
- (6) RESOLVED FURTHER, that the Secretary or Assistant Secretary of this Corporation is authorized and directed to certify to said Bank that the foregoing Resolutions were duly adopted and that the provisions thereof are in full conformity with the Charter and By-Laws of the Corporation.
- (7) RESOLVED FURTHER, that all transactions by any officers, representatives, employees or agents of this Corporation, on its behalf and in its name with the Bank prior to the delivery of a certified copy of the foregoing Resolutions, are, in all respects, hereby ratified, confirmed, and adopted, **nunc pro tunc**.
- (8) RESOLVED FURTHER, this Corporation certifies to the Bank that should the Corporation open or convert an existing account to an interest-bearing account of any kind with the Bank, the Corporation is and shall be eligible under Regulation D of the Federal Reserve Board to maintain an account that earns interest.