

AMENDMENT TO CONDITIONAL SETTLEMENT AGREEMENT

This Amendment to Conditional Settlement Agreement (“Amendment”) is made and entered by and between Collier Enterprises, Ltd., Collier Development Corporation, Hamilton Harbor, Inc. (collectively “Hamilton Harbor”), c/o Collier Enterprises, 3003 Tamiami Trail North, Naples, Florida 34103, and the City of Naples (“City”), a political subdivision of the State of Florida, 735 Eighth Street South, Naples, Florida 34102.

WHEREAS, the City and Hamilton Harbor engaged in settlement negotiations, which resulted in a Conditional Settlement Agreement.

WHEREAS, the Conditional Settlement Agreement was considered and approved by the City at a duly noticed public hearing on September 30, 2002, and executed on October 11, 2002.

WHEREAS, The Conditional Settlement Agreement required that the City follow its development review procedures, including all necessary public hearings, as part of the proposed settlement, for consideration of the revised Hamilton Harbor Marina, including public hearings before the Planning Advisory Board and final consideration by the City Council, as required.

WHEREAS, on December 11, 2002, the revised Hamilton Harbor Marina went before the Planning Advisory Board, which recommended approval of the revised Hamilton Harbor Marina.

WHEREAS, following the Planning Advisory Board’s recommendation, additional revisions were made to the revised Hamilton Harbor Marina, further reducing the Project’s impacts.

WHEREAS, on February 17, 2003, the City Council approved, at first reading, the rezoning portions of the revised Hamilton Harbor Marina as allowed by the Conditional Settlement Agreement.

WHEREAS, on March 5, 2003, the City Council approved, at second reading, the rezoning portions of the revised Hamilton Harbor Marina, as further revised, and also approved other necessary approvals as allowed by the Conditional Settlement Agreement.

WHEREAS, the City and Hamilton Harbor drafted this Amendment to incorporate the modifications that were made during the review process of the revised Hamilton Harbor Marina.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree to modify the Conditional Settlement Agreement as follows:

1. Marina Basin: Exhibit B referenced in Paragraph 3.a. of the Conditional Settlement Agreement has been modified in accordance with the attached Revised Exhibit “B”. The modifications further reduce the potential impacts to the marina basin.

2. Wet Slips: Paragraph 3.c. of the Conditional Settlement Agreement is modified to limit the maximum number of wet slips to 36.

3. Conservation Lands to be Conveyed to City: Paragraph 3.g. of the Conditional Settlement Agreement is modified to include an additional 41 acres that shall be part of the permanent conservation easement lands to be conveyed to the City, so that this area of uplands, wetlands and submerged lands totals approximately 149 acres.

DONE AND EXECUTED in the City of Naples, Collier County, State of Florida, this
____ day of _____, 2003.

CITY OF NAPLES

By: _____
Bonnie R. MacKenzie, Mayor

Attest: _____
Tara A. Norman, City Clerk

HAMILTON HARBOR, INC.

By: _____
Its: _____

COLLIER ENTERPRISES, LTD.

By: _____
Its: _____

COLLIER DEVELOPMENT CORPORATION

By: _____
Its: _____