



# ASSOCIATED PUBLIC-SAFETY COMMUNICATIONS OFFICERS, INC.

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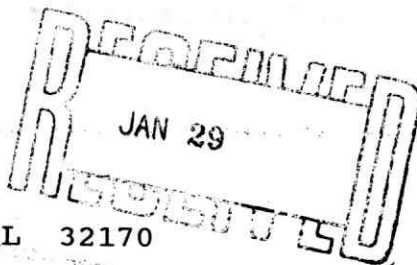
PRESIDENT-ELECT  
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January 22, 1990

Robert E. Tall  
Executive Director  
APCO, Inc.  
100 DiVito Drive  
New Smyrna Beach, FL 32170



Dear Bob,

I was instructed during our Board of Officers meeting to provide you with a letter stating our contingencies and procedures in acquiring the DiVito property. They are as follows:

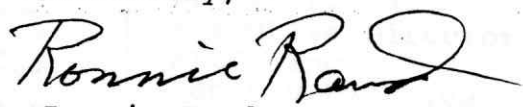
- I. We will immediately obtain a lease/purchase option on the property to carry us from the period of the April expiration of the current option through December 31, 1990. This is to be acquired prior to annexation or any zoning changes.

The option is to read that the seller will obtain all requirements for actual construction such as necessary building permits, impact fees, rights of way for water/sewer, permission for septic system, environmental requirements, etc. (have our attorney list all necessities and also review document before we sign it), prior to our purchase. The inability of the seller to obtain any requirements needed to actually construct our building on the site with availability of water and sewer as well as initial approval for the septic system will negate our agreement and any and all earnest dollars he may be holding will be returned to APCO. We will reimburse actual fees, not the seller's time in obtaining the necessary permits, documents and approvals.

II. Immediately after the lease/purchase option is signed, you are to take all necessary steps to obtain annexation to the City of New Smyrna Beach with the appropriate straight Business zoning, rather than the BPUD.

We would like to report to the Executive Council that the option has been signed and annexation at least initiated. If you move promptly and get this project nailed down, we will be well on our way to actual acquisition. Good luck, Bob.

Sincerely,



Ronnie Rand

cc: Board of Officers