

Hopping Green & Sams

Attorneys and Counselors

December 3, 2003

Durbin Crossing Community Development District
Board of Supervisors
c/o Gary Moyer
10300 N.W. 11th Manor
Coral Springs, Florida 33071

Re: Service as District Counsel
Durbin Crossing Community Development District

Dear Board Members:

On behalf of Hopping Green & Sams, P.A., we are pleased to submit this letter regarding our interest in serving as counsel to the Board of Supervisors of the newly-established Durbin Crossing Community Development District (the "District").

Hopping Green & Sams, P.A., has extensive experience counseling persons interested in the establishment and effective operation of community development districts such as the District. As you know, the establishment of a community development district is only part of a much larger process which includes possible bond validation, financing and development of the project's infrastructure. Having assisted in the creation of several districts including the District, and now serving as general counsel to many districts, we are quite familiar with this process. We regularly provide advice to districts in contractual matters, bidding, budgeting, and the many other issues with which district boards are confronted on a day-to-day basis. We currently represent several districts in Northeast Florida, including several in St. Johns, Clay, Duval, Volusia, and Flagler Counties.

With respect to the District, our firm handled the petitioning process which led to adoption of the rule establishing the District. We are also familiar with the underlying project, the activities the District will likely undertake, and the various financing strategies which must be considered in advance of any bond validation if such is contemplated. It is extremely important that counsel to the District be familiar with the significant responsibilities and obligations of the members of the Board of Supervisors. It is also critical that counsel function effectively as a part of the District's "staff" or management team to ensure that the operations of the District are effectively and smoothly administered. In that regard, we have worked with a variety of engineers, consultants, and other attorneys and fully understand the importance of functioning as a team.

For services as counsel to the District, we propose the following fee arrangement. For attendance at each Board meeting and any preparation necessary for that meeting, we propose to charge a flat fee of \$1,500 per meeting plus direct out-of-pocket expenses for travel costs, telephone, postage, copying charges, and the like. This fee covers any travel time as well as time preparing for and attending the meeting.

For other matters, such as work on bond issues, contracts, agreements, permitting, drafting documents, etc., we propose to charge an hourly rate for the attorney performing the work plus direct out-of-pocket expenses. Our rates vary depending generally on the experience of that attorney. For example, my proposed hourly rate is \$280. Associates who are most likely to assist in this work are billed at \$170 to \$230 per hour depending upon experience. Other work by attorneys in the firm would also be performed at their established rates. Our rates are reviewed annually and may be adjusted from time to time in conjunction with such reviews, after providing notice to you. Let me assure you that we will make every effort to keep legal costs as low as possible while providing services consistent with our professional responsibilities. Itemized bills showing all time spent for services are rendered monthly and are due upon receipt. We have also attached a copy of the firm's policy with respect to expenses, although to the extent that Chapter 112, F.S., conflicts with these policies, Chapter 112, F.S., will govern.

With respect to conflicts, and as discussed previously, our firm represented the petitioner in the establishment of the District. It is also important to disclose that our firm has represented or currently works with a number of land developers throughout Florida. We also represent the following CDDs as general counsel: Aberdeen; Arlington Ridge; Bartram Springs; Bella Terra; Boggy Creek; Brandy Creek; Brighton Lakes; Capital Region; Celebration; Central Viera; Double Branch; Dovera; Dunes; East Park; Enterprise; Falcon Trace; GreeneWay; Greyhawk Landing; Hamal; Harbor Bay; Harbour Isles; Highlands; Indigo; Julington Creek Plantation; Lexington; Marshall Creek; Middle Village; Mud Lake; Myrtle Creek; Narcoosee; Rivercrest; St. Johns Forest; Sampson Creek; Viera East; Pier Park; Urban Orlando; Poinciana; and Tomoka. In addition, we serve as counsel for the petitioner in the pending petitions for establishment of the Heritage Park CDD to be located in St. Johns County, the Westport CDD and the Freedom Commerce CDD to be located in the City of Jacksonville, the Lake Austin CDD to be located in Orange County, the Amelia National CDD to be located in Nassau County, the Connerton West and Oak Creek CDDs to be located in Pasco County, the Arborwood CDD to be located in Lee County, and two community development districts for the Nocatee project (Tolomato CDD in St. Johns County and Split Pine CDD in City of Jacksonville). Finally, we represent the petitioner in relation to the recently established World Commerce CDD in St. Johns County and will have a proposal pending before the District's Board of Supervisors. We are unaware of any ethical conflicts in our representation of the District. Acceptance of this fee proposal will constitute your waiver of any "conflict" with any of these entities.

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Durbin Crossing Community Development District
Board of Supervisors
December 3, 2003
Page Three

If we can provide you with any additional information, please feel free to contact us. Thank you for this opportunity, and we look forward to working with you.

Very truly yours,

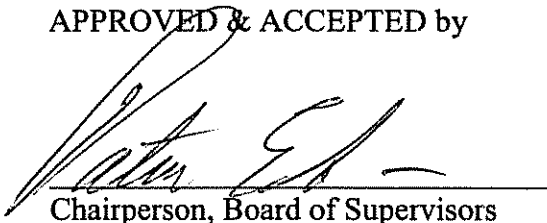
HOPPING GREEN & SAMS, P.A.



Cheryl G. Stuart
For the firm

CGS/dmr
Enclosure

APPROVED & ACCEPTED by



Chairperson, Board of Supervisors

Patrick E. Sessions

12 10-03

Date

Hopping Green & Sams

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HOPPING GREEN & SAMS P.A.
EXPENSE REIMBURSEMENT POLICY

The following is Hopping Green & Sams' standard expense reimbursement policy. This policy applies unless a different arrangement has been negotiated based on the unique circumstances of a particular client or matter.

All expenses are billed monthly. Billings ordinarily reflect expenses for the most recent month, except where there are delays in receiving bills from third party vendors.

Interest. For all statements outstanding ninety (90) days past the invoice date, simple interest at a rate of one percent (1%) per month (twelve percent per annum) will be assessed on the outstanding fees and expenses.

Telephone. Long distance telephone charges for direct dialed calls are billed at MCI's standard Dial-One rates. Operator assisted and conference calls are billed at actual cost. Cellular telephone usage is billed at cost.

Photocopying and Printing. In-house photocopying and printing is charged at \$0.25 per page. Outside copying is billed as a pass-through of the outside vendor's charges.

Facsimile. Outgoing facsimile transmissions are charged at \$1.00 per page. There is no charge for incoming faxes.

Postage. Postage is billed at actual cost.

Overnight Delivery. Overnight delivery is billed at actual cost.

Local Messenger Service. Local messenger service is billed at the IRS approved reimbursement rate, currently 36.0 cents per mile.

Computerized Legal Research. No charge is made for computerized research using the firm's in-house resources, which currently include Florida case law, statutes, and administrative rules, and selected federal and environmental law materials. Charges for WESTLAW, LEXIS and other outside services are billed as a pass-through of the outside vendor's charges.

Travel. Travel (including air fare, rental cars, taxicabs, hotel, meals, tips, etc.) is billed at actual cost. Where air travel is required, coach class is used wherever feasible. Out-of-town mileage is billed at the IRS approved reimbursement rate, currently 36.0 cents per mile.

Consultants. Unless prior arrangements are made, consultants are ordinarily employed directly by the client. Where consultants are employed by the firm, their charges are passed-through with no mark-up. The client is responsible for notifying the firm of any particular billing arrangements or procedures which the client requires of the consultant.

Other Expenses. Other outside expenses, such as court reporters, agency copies, etc. are billed at actual cost.

Word Processing and Secretarial Overtime. No charge is made for word processing. No charge is made for secretarial overtime except in major litigation matters where unusual overtime demands are imposed.