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June 6, 2014

VIA ELECTRONIC and U.S. MAIL

Village of Wellington
12300 Forest Hill Blvd.
Wellington, FL 33414
Attention: Laurie Cohen, Esq.

Re: Village of Wellington/ACME Improvement District
Subject: Legal Services Proposal for Ch. 170 Process – Saddle Trail Improvements

Dear Laurie:

As discussed, I would be pleased to assist Wellington in the Ch. 170, F.S. alternative assessment process for its proposed Saddle Trail improvements.

I would not expect the fee for such services to exceed \$11,000.00 and, as done in the past, the services would be provided on a tenth-of-an-hour basis at the rate of \$250.00 per hour.

This fee proposal is based on the following considerations and factors:

- Approximately fifteen (15) hours of consultation with Staff;
- Approximately ten (10) hours of consultation with Village Council members and attendance at their meetings;
- Review, comment and assistance to the Village Engineer on the preparation of the Ch. 170 plans and methodology report;
- Assistance in the preparation of necessary legal notices and resolutions; and
- Coordination and consultation with the Village's General Counsel.

Invoices for provision of services will be submitted monthly and contain an itemization of services provided, time expended and out-of-pocket expenses.

If the Village would also like assistance in the obtaining of public funds for the Ch. 170 Saddle Trail improvements by means of a bank loan or bond sale, attached is a per transaction

fee schedule which is on a "contingency basis" and would not to be paid unless the transaction closes.

I appreciate your consideration of my provision of these services and your thoughts on the above proposal would be most appreciated.

Sincerely,

A handwritten signature in blue ink, appearing to read "Kenneth W. Edwards". The signature is fluid and cursive, with the first name "Kenneth" and last name "Edwards" clearly distinguishable.

Kenneth W. Edwards, Esq.

Enclosure
KWE/cat

ISSUER CO-COUNSEL FEE
FOR
BOND/NOTE/FINANCING

Financing related representation would be provided on a “contingent” basis and paid when a transaction closes. The fee to be charged for such representation is as follows:

<u>Issue Size</u>	<u>Fee Per Issue</u>
(a) Up to \$1,000,000	On an hourly basis of \$300.00 per hour, with a minimum charge of \$3,000.00 and maximum of \$10,000.00
(b) From \$1,000,000 to \$20,000,00	\$10,000.00, plus \$1.50 per \$1,000 increment over \$1,000,000
(c) From \$20,000,000 to \$35,000,000	\$38,500.00, plus \$1.15 per \$1,000 increment over \$20,000,000
(d) From \$35,000,000 and up	\$55,750.00, plus \$1.00 per \$1,000 increment over \$35,000,000