

**The Groves Community Development District**  
Rizzetta & Co., Inc.  
5844 Old Pasco Road, Suite 100  
Wesley Chapel, Florida 33544

November 20, 2009

**VIA U.S. MAIL**

Smiles Catering Inc.  
7924 Melogold Circle  
Land O'Lakes, Florida 34637  
Attn: Scott Wall

**RE: Notice of Transition of the Grill from the HOA to The Groves  
Community Development District (the "CDD")**

Dear Scott:

As you may have heard, The Groves Golf and County Club Master Association, Inc. (the "HOA") and the CDD have agreed that the CDD should take over the lease with Smiles Catering Inc. ("Smiles") at the end of this year. The primary reason for this transition is that the CDD owns the clubhouse and both the CDD and the HOA have concluded that it will be simpler for the CDD to act as the landlord for the grill because the CDD owns the building. Please be assured that the CDD recognizes that the residents are happy with your company's service to the community and the importance of having Smiles remain as the food service provider at the grill. Therefore, the CDD has no intention of altering the community's relationship with Smiles once the CDD assumes control of the grill next year.

As part of the transition process, the CDD has elected not to renew the master lease between the CDD and the HOA for another year. Furthermore, the CDD has begun the process of requesting the transfer of the liquor license from the HOA to the CDD. However, the CDD's food and beverage attorney, Grace Yang, has indicated that it will probably take until February 1, 2010 to transfer the liquor licenses from the HOA to the CDD. Thus, the CDD and the HOA have agreed that the HOA may continue to occupy the grill on a month-to-month basis until the liquor license transfer is completed. Therefore, the HOA will continue to act as the landlord on a month to month basis until the liquor license transfer is completed; however, the HOA has agreed that after December 31, 2009 Smiles should pay the rent directly to the CDD. When the liquor license transfer is completed, the CDD will become the sole landlord for the grill and both the CDD and Smiles will be listed on the liquor license.

We appreciate your patience, cooperation and understanding during the transition process. The CDD looks forward to a very good relationship with Smiles for years to come. If you have any specific questions, please feel free to call me at 813-223-9400 or the HOA president, Bob Dietz, at any time.

Sincerely,

  
\_\_\_\_\_  
John M. Vericker

  
\_\_\_\_\_  
Bob Dietz

cc: Matthew Huber, District Manager (via email)  
Bill Anderson, CDD Supervisor (via email)  
Rick Dowswell, HOA Manager (via email)