

PREPARED BY AND RETURN TO:

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Miami, Florida 33131

FIRST AMENDMENT TO AMENDED AND RESTATED DECLARATION
FOR HERITAGE HARBOR

THIS FIRST AMENDMENT TO AMENDED AND RESTATED DECLARATION FOR HERITAGE HARBOR ("First Amendment") is made by U.S. HOME CORPORATION, a Delaware corporation ("Declarant") and joined in by HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation ("Association").

RECITALS

- A. Declarant recorded the Amended and Restated Declaration for Heritage Harbor in Official Records Book 12817 at Page 1770 of the Public Records of Hillsborough County, Florida (the "Declaration"), respecting the residential community located in Hillsborough County, Florida known as the Heritage Harbor (the "Heritage Harbor Community").
- B. Section 11.5 of the Declaration permits Declarant to amend the Declaration without the consent of any other party, prior to the Turnover Date (as defined in the Declaration), which date has not yet occurred, by the recording of an amendment to the Declaration.
- C. Declarant desires to substitute Exhibit 1 of this First Amendment as Exhibit E to the Declaration.
- D. Declarant desires to add Exhibit 2 of this First Amendment to Exhibit I of the Declaration.
- E. Declarant desires to amend the Declaration as set forth herein

NOW THEREFORE, Declarant hereby declares that every portion of the Heritage Harbor Community is to be held, transferred, sold, conveyed, used and occupied subject to the covenants, conditions and restrictions hereinafter set forth.

- 1. Recitals. The foregoing Recitals are true and correct and are incorporated into and form a part of this First Amendment.
- 2. Conflicts. In the event that there is a conflict between this First Amendment and the Declaration, this First Amendment shall control. Whenever possible, this First Amendment and the Declaration shall be construed as a single document. Except as modified hereby, the Declaration shall remain in full force and effect.
- 3. Capitalized Terms. All initially capitalized terms not defined herein shall have the meaning set forth in the Declaration, except that the defined terms "Association" and "Declaration" are hereby modified as follows:

"Association" shall mean and refer to Heritage Harbor Golf & Country Club Community Association, Inc., a Florida not for profit corporation, its successors and assigns.

"Declaration" shall mean the Declaration and this First Amendment, together with all amendments and modifications thereof.

BEST IMAGES AVAILABLE

4. Amendment of Exhibit E. The Approved Budgets were not attached to the Declaration as Exhibit E. The Approved Budgets for 2003, 2004 and 2005 attached hereto as Exhibit 1 replace entirely Exhibit E attached to the Declaration.

5. Amendment of Exhibit 1. The CDD Lease attached to the Declaration as Exhibit 1 is hereby amended by the First Amendment to Commercial Lease attached hereto as Exhibit 2.

6. Covenant Running with the Heritage Harbor Community. This First Amendment is a covenant running with the Heritage Harbor Community.

IN WITNESS WHEREOF, the undersigned, being Declarant under the Declaration, has hereunto set its hand and seal this 17th day of July, 2003.

WITNESSES:

U.S. HOME CORPORATION, a Delaware corporation

Erin L. Cissel
Print Name: Erin L. Cissel

By: Francine Miller
Name: Francine Miller
Title: Division President

Molly Bourdon
Print Name: Molly Bourdon

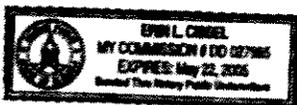
(SEAL)

STATE OF FLORIDA)
COUNTY OF Hillsborough) SS.:

The foregoing instrument was acknowledged before me this 17th day of July, 2003, by Francine Miller as Division President of U.S. HOME CORPORATION, a Delaware corporation, who is personally known to me or who has produced _____ as identification.

My commission expires:

Erin L. Cissel
NOTARY PUBLIC, State of Florida
at Large
Print Name: ERIN L. CISSEL



JOINDER

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC.,

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC does hereby join in the First Amendment to Amended and Restated Declaration for Heritage Harbor ("First Amendment"), to which this Joinder is attached, and the terms thereof are and shall be binding upon the undersigned and its successors in title. Association acknowledges that this Joinder is for convenience only and is not to the effectiveness of the First Amendment, as Association has no right to approve the First Amendment.

IN WITNESS WHEREOF, the undersigned has executed this Joinder on this 17th day of July, 2003.

WITNESSES:

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC., a Florida not for profit corporation

Elin L. Cissel
Print Name Elin L. Cissel

By: Betty D. Valenti
Name: Betty D. Valenti
Title: President

Molly Bourdon
Print Name Molly Bourdon

(SEAL)

STATE OF FLORIDA)
COUNTY OF Hillsborough) SS.:

The foregoing instrument was acknowledged before me this 17th day July, 2003, by Betty Valenti as President of HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC., a Florida not for profit corporation, who is personally known to me or who has produced _____ as identification.

My commission expires:

Elin L. Cissel
NOTARY PUBLIC, State of Florida
at Large
Print Name: Elin L. Cissel

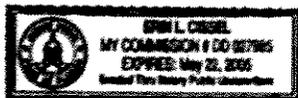


EXHIBIT 1

APPROVED BUDGETS FOR 2003, 2004 AND 2005

APPROVED FORM OF BUDGETS

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY
ASSOCIATION, INC. 1
ESTIMATED 2003 OPERATING BUDGET 1

PROPOSED BUDGET FOR 7/1/03-12/31/03

REVENUE	MONTHLY REVENUE	ANNUAL REVENUE
TOTAL CLUB REVENUE ¹ for period 7/1/03 - 12/31/03	33,501.50	201,009.00
TOTAL RESERVE REVENUE ² for period 7/1/03 - 12/31/03	183.00	1,098.00
TOTAL HOA REVENUE ³	4,187.50	25,125.00
TOTAL SEA COVE REVENUE ⁴	1,310.00	7,860.00
TOTAL REVENUE	39,182.00	245,092.00

CLUB EXPENSES PAYABLE BY ALL LOTS	MONTHLY CLUB	ANNUAL CLUB
Clubhouse Expense		
A/C Maintenance ¹	135.33	812.00
Advertising / Help Wanted ²	100.00	600.00
Alarm ³	27.87	168.00
Building Maintenance ⁴	187.50	1,125.00
Cleaning Service ⁵	1,015.00	6,090.00
Computer Support ⁶	50.00	300.00
Community Newsletter ⁷	150.00	900.00
Contingency ⁸	-6,823.83	(42,043.00)
Copy / Fax Machine Lease ⁹	145.00	870.00
Decorating ¹⁰	33.33	200.00
Electricity ¹¹	1,738.83	10,431.00
Exercise Room Eq. Repair ¹²	500.00	3,000.00
Equipment Purchase ¹³	0.00	-
Equipment Rental / W/W Treatment ¹⁴	23.00	138.00
Equipment Repair ¹⁵	0.00	-
Fire Alarm ¹⁶	22.17	133.00
Golf Ann. ¹⁷	200.00	1,200.00
Income Tax Preparation & Accounting Review ¹⁸	0.00	-
Insurance ¹⁹	2,315.87	13,894.00
Janitorial Supplies ²⁰	200.00	1,200.00
Management Fee ²¹	2,540.50	17,843.00
Miscellaneous Administrative ²²	158.33	950.00
Music / Cdn. ²³	145.00	870.00
Office Supplies ²⁴	475.00	2,850.00
Payroll Office ²⁵	1,585.00	9,510.00
Payroll Clubhouse Director ²⁶	2,254.00	13,524.00
Payroll Maintenance ²⁷	2,000.00	12,000.00
Payroll Taxes & Fees ²⁸	908.00	5,448.00
Payroll Related Group Ins. ²⁹	333.00	1,998.00
POSTAL ³⁰	35.00	210.00
Pool Control ³¹	43.00	258.00
Poolside ³²	100.00	600.00
Repairs / Maint. ³³	0.00	-
Supplies Misc. ³⁴	200.00	1,200.00
T-Machines ³⁵	348.00	2,088.00
Trash ³⁶	27.00	162.00
Training - Staff ³⁷	0.00	-
Tot Lot Maint. ³⁸	133.33	800.00
Uniforms ³⁹	0.00	-
Water & Sewer ⁴⁰	0.00	-
Total Clubhouse Expense	18,218.83	112,041.00
Pool Expense		
Electricity ⁴¹	2,042.33	12,254.00
Equipment Repair / Maint / Clean ⁴²	1,534.83	9,209.00
Insurance / Permits ⁴³	58.33	350.00
Leisure ⁴⁴	0.00	0.00
Pool Equipment ⁴⁵	0.00	0.00
Supplies ⁴⁶	1,430.00	8,580.00
Water & Sewer ⁴⁷	565.83	3,395.00
Total Pool Expense	6,051.33	38,548.00
Tennis Expense		
Repairs / Maintenance ⁴⁸	50.00	300.00
Supplies ⁴⁹	25.00	150.00
Electricity ⁵⁰	75.00	450.00
Total Tennis Expense	150.00	900.00
Debt Expense		
Debt Service ⁵¹	17,083.33	102,500.00
Total Debt Expense	17,083.33	102,500.00
TOTAL CLUB EXPENSES PAYABLE BY ALL LOTS	33,501.50	201,009.00
TOTAL CLUB EXPENSES PAYABLE BY EACH LOT	56.00	300.91

SCHEDULE

APPROVED FORM OF BUDGETS

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY
ASSOCIATION, INC. |
ESTIMATED 2003 OPERATING BUDGET |

PROPOSED BUDGET FOR 7/1/03-12/31/03

TOTAL RESERVES PAYABLE BY ALL LOTS	MONTHLY RESERVES	ANNUAL RESERVES
Reserves ²²	0.00	0.00
TOTAL RESERVES PAYABLE BY ALL LOTS	0.00	-
TOTAL RESERVES PAYABLE BY EACH LOT	0.00	-

HOA EXPENSES PAYABLE BY ALL LOTS	MONTHLY HOA	ANNUAL HOA
Annual Corporate Report ²³	68.87	800.00
Contingency ²⁴	165.83	1,989.00
Income Tax Preparation & Accounting Review ²⁵	25.00	300.00
Insurance ²⁶	333.33	4,000.00
Management Fee ²⁷	2,800.00	33,180.00
Multifunctional Administrative ²⁸	666.67	8,000.00
Professional Fees ²⁹	250.00	3,000.00
TOTAL HOA EXPENSES PAYABLE BY ALL LOTS	4,197.58	50,239.00
TOTAL HOA EXPENSES PAYABLE BY EACH LOT	6.23	75.00

ASSESSMENTS PAYABLE BY EACH LOT OTHER THAN SEA COVE LOTS	MONTHLY	ANNUAL
CLUB EXPENSES	50.00	600.00
RESERVES	0.00	-
HOA EXPENSES	6.23	75.00
TOTAL ASSESSMENTS PAYABLE BY EACH LOT OTHER THAN SEA COVE LOTS	56.23	675.00

SEA COVE LOTS

HOA EXPENSES PAYABLE BY SEA COVE LOTS ONLY	MONTHLY Sea Cove	ANNUAL Sea Cove
Sea Cove Grounds ³⁰	1,310.00	15,720.00
TOTAL HOA EXPENSES PAYABLE BY ALL SEA COVE LOTS	1,310.00	15,720.00
TOTAL HOA EXPENSES PAYABLE BY EACH SEA COVE LOT	65.50	786.00

ASSESSMENTS PAYABLE BY EACH SEA COVE LOT	MONTHLY	ANNUAL
CLUB EXPENSES	50.00	600.00
RESERVES	0.00	-
HOA EXPENSES - ALL LOTS	6.23	75.00
HOA EXPENSES - SEA COVE LOTS ONLY	65.50	786.00
TOTAL ASSESSMENTS PAYABLE BY EACH SEA COVE LOT	121.73	1,461.00

VILLAGE 17 LOTS

ASSESSMENTS PAYABLE BY EACH VILLAGE 17 LOT	MONTHLY	ANNUAL
CLUB EXPENSES	50.00	600.00
RESERVES	0.00	-
HOA EXPENSES - ALL LOTS	6.23	75.00
RESERVES - VILLAGE 17 LOTS ONLY (estimate) ³¹	1.50	18.00
TOTAL ASSESSMENTS PAYABLE BY EACH VILLAGE 17 LOT	57.73	693.00

APPROVED FORM OF BUDGETS

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY
ASSOCIATION, INC.)
ESTIMATED 2004 OPERATING BUDGET :

PROPOSED BUDGET FOR 2004

REVENUE	MONTHLY REVENUE	ANNUAL REVENUE
TOTAL CLUB REVENUE ¹	45,505.00	546,061.00
TOTAL RESERVE REVENUE ²	3,828.00	47,137.00
TOTAL HOA REVENUE ³	4,187.00	50,256.00
TOTAL SEA COVE REVENUE ⁴	1,316.00	15,792.00
TOTAL REVENUE	54,836.00	671,146.00

CLUB EXPENSES PAYABLE BY ALL LOTS	MONTHLY CLUB	ANNUAL CLUB
Clubhouse Expenses		
A/C Maintenance ¹	141.67	1,700.00
Advertising / Help Wanted ¹	100.00	1,200.00
Alarm ²	33.33	400.00
Building Maintenance ²	0.00	-
Cleaning Service ²	1,041.67	12,500.00
Computer Support ²	60.00	720.00
Community Newsletter ²	188.87	2,266.44
Consignee ²	2,806.25	31,275.00
Copy / Fax Machine Lease ²	180.00	1,800.00
Decorating ²	41.67	500.00
Electricity ²	1,833.33	22,000.00
Executive Room Eq. Repair ²	100.00	1,200.00
Equipment Purchase ²	0.00	-
Equipment Rental / WY Treatment ²	25.00	300.00
Equipment Repair ²	200.00	2,400.00
Fire Alarm ²	33.33	400.00
Golf Ares ²	200.33	2,400.00
Income Tax Preparation & Accounting Review ²	188.67	2,264.04
Insurance ²	2,375.00	28,500.00
Inventory Supplies ²	200.33	2,400.00
Management Fee ²	3,083.33	37,000.00
Merchandise Administrative ²	86.17	1,034.04
Music / Cable ²	150.00	1,800.00
Office Supplies ²	500.00	6,000.00
Payroll Office ²	1,790.00	21,480.00
Payroll Clubhouse Director ²	2,500.00	30,000.00
Payroll Maintenance ²	2,833.33	34,000.00
Payroll Taxes & Fees ²	1,000.00	12,000.00
Payroll Related Group Ins ²	341.67	4,100.04
POST ²	41.67	500.00
Pest Control ²	50.00	600.00
Postage ²	125.00	1,500.00
Receipts / Mails ²	233.33	2,800.00
Supplies Misc. ²	241.67	2,900.04
Telephone ²	350.33	4,200.00
Trash ²	33.33	400.00
Training - Staff ²	25.00	300.00
Turf Lot Munch ²	141.67	1,700.00
Uniforms ²	41.67	500.00
Water & Sewer ²	868.33	10,420.00
Total Clubhouse Expenses	23,478.78	281,748.00
Pool Expenses		
Electricity ²	1,482.75	17,793.00
Equipment Repair / Maint / Clean ²	1,348.20	16,178.40
Insurance / Permits ²	30.00	360.00
Interest ²	0.00	0.00
Pool Equipment ²	103.25	1,239.00
Supplies ²	1,269.82	15,237.84
Water & Sewer ²	774.42	9,293.04
Total Pool Expense	5,718.67	68,838.00
Tennis Expenses		
Receipts / Maintenance ²	51.67	620.00
Supplies ²	103.25	1,239.00
Electricity ²	77.42	929.04
Total Tennis Expenses	232.33	2,788.00
Debt Expenses		
Debt Service ²	17,083.33	205,000.00
Total Debt Expense	17,083.33	205,000.00
TOTAL CLUB EXPENSES PAYABLE BY ALL LOTS	46,503.08	558,661.00
TOTAL CLUB EXPENSES PAYABLE BY EACH LOT	69.41	832.33

EXHIBIT E

APPROVED FORM OF BUDGETS

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY
ASSOCIATION, INC.
ESTIMATED 2004 OPERATING BUDGET

PROPOSED BUDGET FOR 2004

TOTAL RESERVES PAYABLE BY ALL LOTS	MONTHLY RESERVES	ANNUAL RESERVES
Reserves ²⁰	3,748.00	44,941.00
TOTAL RESERVES PAYABLE BY ALL LOTS	3,748.00	44,941.00
TOTAL RESERVES PAYABLE BY EACH LOT	8.50	102.00

HOA EXPENSES PAYABLE BY ALL LOTS	MONTHLY HOA	ANNUAL HOA
Annual Corporate Report ²¹	88.87	800.00
Contingency ²²	165.83	1,990.00
Income Tax Preparation & Accounting Review ²³	25.00	300.00
Insurance ²⁴	333.33	4,000.00
Management Fee ²⁵	2,880.00	34,560.00
Miscellaneous Administrative ²⁶	608.87	7,306.44
Professional Fees ²⁷	250.00	3,000.00
TOTAL HOA EXPENSES PAYABLE BY ALL LOTS	4,151.80	50,356.44
TOTAL HOA EXPENSES PAYABLE BY EACH LOT	9.25	111.00

ASSESSMENTS PAYABLE BY EACH LOT OTHER THAN SEA COVE LOTS	MONTHLY	ANNUAL
CLUB EXPENSES	88.41	832.92
RESERVES	8.50	102.00
HOA EXPENSES	8.75	105.00
TOTAL ASSESSMENTS PAYABLE BY EACH LOT OTHER THAN SEA COVE LOTS	101.66	1,040.00

SEA COVE LOTS

HOA EXPENSES PAYABLE BY SEA COVE LOTS ONLY	MONTHLY Sea Cove	ANNUAL Sea Cove
Sea Cove Grounds ²⁸	1,310.00	15,720.00
TOTAL HOA EXPENSES PAYABLE BY ALL SEA COVE LOTS	1,310.00	15,720.00
TOTAL HOA EXPENSES PAYABLE BY EACH SEA COVE LOT	84.38	1,010.00

ASSESSMENTS PAYABLE BY EACH SEA COVE LOT	MONTHLY	ANNUAL
CLUB EXPENSES	88.41	832.92
RESERVES	8.50	102.00
HOA EXPENSES - ALL LOTS	8.25	100.00
HOA EXPENSES - SEA COVE LOTS ONLY	85.50	1,026.00
TOTAL ASSESSMENTS PAYABLE BY EACH SEA COVE LOT	168.75	1,961.00

VILLAGE 17 LOTS

ASSESSMENTS PAYABLE BY EACH VILLAGE 17 LOT	MONTHLY	ANNUAL
CLUB EXPENSES	88.41	832.92
RESERVES	8.50	102.00
HOA EXPENSES - ALL LOTS	8.25	100.00
RESERVES - VILLAGE 17 LOTS ONLY (estimate) ²⁹	1.50	18.00
TOTAL ASSESSMENTS PAYABLE BY EACH VILLAGE 17 LOT	106.66	1,053.00

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY
ASSOCIATION, INC. |
ESTIMATED 2005 OPERATING BUDGET |

PROPOSED BUDGET FOR 2005

REVENUE	MONTHLY REVENUE	ANNUAL REVENUE
TOTAL CLUB REVENUE ¹	53,113.33	637,360.00
TOTAL RESERVE REVENUE ⁴	4,621.87	48,260.00
TOTAL HOA REVENUE ³	4,187.50	50,250.00
TOTAL SEA COVE REVENUE ⁵	1,310.00	15,720.00
TOTAL REVENUE	63,232.70	751,590.00

CLUB EXPENSES PAYABLE BY ALL LOTS	MONTHLY CLUB	ANNUAL CLUB
Clubhouse Expense		
A/C Maintenance ¹	148.20	1,778.40
Advertising / Help Wanted ²	103.25	1,239.00
Alarm ³	34.42	413.04
Building Maintenance ⁴	0.00	-
Cleaning Service ⁵	1,076.50	12,918.00
Computer Support ⁶	21.87	262.44
Community Newsletter ⁷	172.08	2,065.00
Conductivity ⁸	3,260.00	40,000.00
Copy / Fax Machine Lease ⁹	154.82	1,857.84
Decorating ¹⁰	43.00	516.00
Electricity ¹¹	1,892.82	22,713.84
Exterior Alarm Eq. Repair ¹²	103.25	1,239.00
Equipment Purchase ¹³	0.00	-
Equipment Rental / W/ Treatment ¹⁴	25.83	310.00
Equipment Rental ¹⁵	268.00	3,216.00
Fire Alarm ¹⁶	34.42	413.04
Gate Ann. ¹⁷	218.08	2,617.00
Income Tax Preparation & Accounting Review ¹⁸	188.67	2,264.04
Insurance ¹⁹	2,452.25	29,427.00
Janitorial Supplies ²⁰	215.08	2,581.00
Management Fee ²¹	3,183.58	38,203.00
Miscellaneous Administration ²²	415.00	4,980.00
Music / Cables ²³	154.82	1,857.84
Office Supplies ²⁴	518.25	6,219.00
Payroll Office ²⁵	1,806.52	21,678.24
Payroll Clubhouse Director ²⁶	2,581.25	30,975.00
Payroll Maintenance ²⁷	2,428.17	29,138.04
Payroll Taxes & Fees ²⁸	1,032.50	12,390.00
Payroll Related Group Ins. ²⁹	352.75	4,233.00
PEIK ³⁰	43.00	516.00
Pest Control ³¹	91.87	1,102.44
Poolside ³²	129.00	1,548.00
Reception / Mail ³³	344.17	4,130.04
Shedding Misc. ³⁴	128.00	1,536.00
Telephone ³⁵	370.00	4,440.00
Trash ³⁶	34.42	413.04
Training - Staff ³⁷	25.83	310.00
Tot Lot Maint. ³⁸	148.20	1,778.40
Uniforms ³⁹	43.00	516.00
Water & Sewer ⁴⁰	886.25	10,635.00
Total Clubhouse Expense	25,004.17	301,170.00
Pool Expense		
Electricity ⁴¹	1,510.25	18,123.00
Equipment Repair / Maint / Clean ⁴²	2,000.00	24,000.00
Licenses / Permits ⁴³	31.00	372.00
Insurance ⁴⁴	0.00	0.00
Pool Equipment ⁴⁵	108.58	1,278.96
Supplies ⁴⁶	1,438.17	17,258.04
Water & Sewer ⁴⁷	798.58	9,583.00
Total Pool Expense	5,885.17	70,734.00
Tennis Expense		
Repairs / Maintenance ⁴⁸	53.33	640.00
Supplies ⁴⁹	106.58	1,278.96
Electricity ⁵⁰	79.92	958.56
Total Tennis Expense	239.83	2,877.52
Debt Expense		
Debt Service ⁵¹	21,878.17	262,538.00
Total Debt Expense	21,878.17	262,538.00
TOTAL CLUB EXPENSES PAYABLE BY ALL LOTS	53,113.33	637,360.00
TOTAL CLUB EXPENSES PAYABLE BY EACH LOT	79.27	951.28

EXHIBIT E

APPROVED FORM OF BUDGETS

OR BK 12868 PG 1413

HERITAGE HARBOR GOLF & COUNTRY CLUB COMMUNITY ASSOCIATION, INC. ESTIMATED 2005 OPERATING BUDGET

PROPOSED BUDGET FOR 2005

TOTAL RESERVES PAYABLE BY ALL LOTS	MONTHLY RESERVES	ANNUAL RESERVES
Reserves	3,838.87	46,064.00
TOTAL RESERVES PAYABLE BY ALL LOTS	3,838.87	46,064.00
TOTAL RESERVES PAYABLE BY EACH LOT	8.79	68.76

HOA EXPENSES PAYABLE BY ALL LOTS	MONTHLY HOA	ANNUAL HOA
Annual Corporate Report	88.87	800.00
Contingency	188.83	1,880.00
Income Tax Preparation & Accounting Review	35.00	300.00
Insurance	333.33	4,000.00
Management Fee	2,680.00	32,160.00
Professional Administrative	888.87	8,000.00
Professional Fees	280.00	3,000.00
TOTAL HOA EXPENSES PAYABLE BY ALL LOTS	4,107.80	38,340.00
TOTAL HOA EXPENSES PAYABLE BY EACH LOT	8.33	78.88

ASSESSMENTS PAYABLE BY EACH LOT OTHER THAN SEA COVE LOTS	MONTHLY	ANNUAL
CLUB EXPENSES	78.27	861.24
RESERVES	8.79	68.76
HOA EXPENSES	8.25	75.00
TOTAL ASSESSMENTS PAYABLE BY EACH LOT OTHER THAN SEA COVE LOTS	95.31	1,005.00

SEA COVE LOTS

HOA EXPENSES PAYABLE BY SEA COVE LOTS ONLY	MONTHLY Sea Cove	ANNUAL Sea Cove
Sea Cove Grounds	1,315.00	15,720.00
TOTAL HOA EXPENSES PAYABLE BY ALL SEA COVE LOTS	1,315.00	15,720.00
TOTAL HOA EXPENSES PAYABLE BY EACH SEA COVE LOT	65.50	786.00

ASSESSMENTS PAYABLE BY EACH SEA COVE LOT	MONTHLY	ANNUAL
CLUB EXPENSES	78.27	861.24
RESERVES	8.79	68.76
HOA EXPENSES - ALL LOTS	8.25	75.00
HOA EXPENSES - SEA COVE LOTS ONLY	65.50	786.00
TOTAL ASSESSMENTS PAYABLE BY EACH SEA COVE LOT	150.81	1,891.00

VILLAGE 17 LOTS

ASSESSMENTS PAYABLE BY EACH VILLAGE 17 LOT	MONTHLY	ANNUAL
CLUB EXPENSES	78.27	861.24
RESERVES	8.79	68.76
HOA EXPENSES - ALL LOTS	8.25	75.00
RESERVES - VILLAGE 17 LOTS ONLY (estimate)	1.89	18.00
TOTAL ASSESSMENTS PAYABLE BY EACH VILLAGE 17 LOT	97.20	1,023.00

**HERITAGE HARBOR GOLF & COUNTRY CLUB
COMMUNITY ASSOCIATION, INC.
2003-2005 ESTIMATED OPERATING BUDGETS**

NOTES

1. All initially capitalized terms not defined herein shall have the meanings assigned to such terms in the Amended and Restated Declaration for Heritage Harbor. Each Owner should consult the Declaration and its exhibits for a more complete description of Assessments.
2. These Estimated Operating Budgets are projected and are not a guarantee of the actual amount of Operating Costs; therefore it is possible that actual Assessments may be less than or greater than projected.
3. This estimated Club Revenue is based on 670 Lots.
4. This estimated Reserve Revenue is based on 670 Lots.
5. This estimated HOA Revenue is based on 670 Lots.
6. This is the estimated HOA Revenue for the Sea Cove Lots. This line item is applicable only to those twenty owners within the Sea Cove Neighborhood who receive grounds maintenance as a part of their association assessment.
7. This line item covers an annual contract for preventive maintenance of the AC system at the Club.
8. This line item includes the costs for advertising for personnel for the Club.
9. This line item covers the cost of the annual contract for monitoring the alarm system.
10. This is the estimated cost for maintenance of club buildings and the AC system.
11. This line item is the contracted amount for janitorial services.
12. This is the estimated cost of technical services for Club's computer system.
13. This is the cost of publishing and distributing newsletter and updating web-site.
14. This line item is for unanticipated expenses.
15. This line item is the contracted costs to lease fax and copy machines.
16. This line item includes the cost for decorating the Club for holidays and special event.
17. This is the estimated cost of electricity for the Clubhouse.
18. This line item covers the cost of repairs and preventive maintenance for the exercise equipment.
19. This line item includes the cost to purchase miscellaneous small equipment for the Club facilities and office.
20. This is the contracted amount for rental of water conditioning equipment.
21. This is the estimated cost of repairs to equipment owned by Club.
22. This line item covers the cost of annual inspection of the fire and emergency alarm system.
23. This line item includes the cost of maintaining secondary gate.
24. This is the estimated cost of having a professional accountant review the financial records for the Club and for preparing the annual tax return.
25. This is the cost for insurance policies to cover property and liability insurance plus directors and officers insurance.
26. This line item includes the cost of cleaning supplies and paper products.
27. Management fees are based upon contracted prices that equal \$4.50 per door.
28. Miscellaneous Administrative expenses are office and administrative expenses charged by our management company to cover such items as long distance calls, faxes, copies, etc.

29. Cost of cable TV and music service is included in this line item.
30. This line item includes cost of office supplies for the Club office.
31. This line item is for salaries and related expenses for office personnel.
32. This line item is for the salary and related expenses for Club director.
33. This line item is for salaries and related expenses for maintenance staff.
34. This line item is for the Club's portion of payroll taxes.
35. This line item is for Club's portion of group insurance for employees.
36. This line item is for the Club's portion of 401K plan for employees.
37. This is the annual contracted cost of monthly pest control services at the Club.
38. This is the estimated cost of postage for the Club.
39. This line item is for the cost of repairs and maintenance of the facilities.
40. This line item is for the various supplies that may be needed for maintenance of the facilities.
41. This line item is for the telephone service for the office and Clubhouse.
42. This line item is for the cost of trash removal for the Club.
43. This line item is for off-site staff training classes and/or seminars.
44. This is the estimated cost for maintaining mulch at the recommended depth on the tot lot.
45. This line item is for the cost of uniforms for Club staff.
46. This is the estimated cost of water and sewer services provided by Hillsborough County.
47. This line item covers the cost of electricity for the pool equipment and lights.
48. This line item includes the cost of maintaining the pool equipment.
49. This line item is for the cost of annual renewal of pool licenses and permits that are required by Hillsborough County.
50. At this time, the Association has chosen not to provide lifeguard services.
51. This line item is for the replacement of small pool equipment such as brushes, hoses, etc.
52. This line item is for chemicals and other supplies needed to maintain the pool facilities.
53. This is the estimated cost of water and sewer services provided by Hillsborough County.
54. This line item is for the cost of repairs and maintenance for the tennis courts.
55. This line item is for the cost of supplies such as nets, cranks, etc. that are needed to maintain the tennis courts.
56. This line item is for the cost of lighting the tennis courts.
57. The debt service is the loan payments for the debt obtained for the purchase of the Club.
58. The Reserve for capital repairs and replacements is based upon a professional reserve study.
59. The Corporate Annual Report is required by law and is an annual expense.
60. This line item is for unanticipated expenses.
61. This is the estimated cost for having a professional accountant review the financial records of the Association and for preparing the annual tax return.
62. This is the cost for insurance policies to cover property and liability insurance plus directors and officers insurance for the Association's Board of Directors.

63. The Management fees are based upon contracted prices that equal \$4.00 per door.
64. Miscellaneous Administrative expenses are office and administrative expenses charged by our management companies to cover such items as long distance calls, faxes, copies, etc.
65. Professional fees are those paid for accounting and legal services.
66. A portion of the Sea Cove Neighborhood is a full service neighborhood. These 20 Sea Cove Owners pay additional assessments for lawn and grounds maintenance. This is the contracted amount for the lawn maintenance service.
67. Road reserve payable by residents in Village 17 for private road repaving.