March 27, 2013

Board of Supervisors of
Portofino Shores Community Development District
St. Lucie County, Florida

U.S. Bank National Association, as Trustee
Orlando, Florida

Re: $4,450,000 Portofino Shores Community Development District
Special Assessment Revenue Refunding Bonds, Series 2013

Ladies and Gentlemen:

The undersigned (the "Initial Purchaser") hereby acknowledges receipt of $4,450,000 in aggregate principal amount of the above-referenced bonds (the "Bonds"). Capitalized terms used, but not defined, herein shall have the meanings assigned thereto in the Trust Indenture dated as of March 1, 2013 (the "Indenture"), by and between the Portofino Shores Community Development District (the "District") and U.S. Bank National Association , as trustee (the "Trustee").

In connection with the purchase of the Bonds by the Initial Purchaser, the Initial Purchaser hereby makes the following representations upon which you may rely:

1. The Initial Purchaser has authority to purchase the Bonds and to execute this Purchaser's Investor Letter and any other instruments and documents required to be executed by the Initial Purchaser in connection with the purchase of the Bonds.

2. The Initial Purchaser is not purchasing for more than one account or with a view to distributing the Bonds.

3. The Initial Purchaser understands that the Bonds are not registered under the Securities Act of 1933 and that such registration is not legally required as of the date hereof; and further understands that the Bonds (a) are not being registered or otherwise qualified for sale under the "Blue Sky" laws and regulations of any state, (b) will not be listed in any stock or other securities exchange, (c) will not carry a rating from any rating service and (d) will be delivered in a form which may not be readily marketable.

4. The Initial Purchaser is a North Carolina banking corporation and has extensive experience in financial and business matters, including the purchase of bonds issued by a special district of the State of Florida (the "State") wherein the obligation of the special district to make said payments constitutes a limited obligation payable solely from special assessments levied by the special district for such purpose, and the Initial Purchaser is able, independently, to evaluate the merits of, and to bear the risk of, the investment represented by the purchase of the Bonds.

5. The Initial Purchaser acknowledges that it (i) has either been furnished with or has had access to all necessary information including, without limitation, the financial statements of the District, that it desires in order to enable it to make an informed investment decision regarding investment in the Bonds, (ii) had the opportunity to ask questions of and receive answers from representatives of the Board of Supervisors of the District (the "Board"), as the governing body of the District, and the District Manager of the District and other knowledgeable individuals concerning the District, the Board, the District Manager and the Bonds and the security therefor and (iii) had such access to such documents and instruments concerning the District, the Board, the District Manager and the Bonds and the security therefor as the Initial Purchaser has desired, so that the Initial Purchaser has been able to make an informed decision to purchase the Bonds.

6. The Initial Purchaser has not received from the District, the Board, or the District Manager any formal or informal offering or disclosure document relating to the Bonds, and the Initial Purchaser has concluded that the receipt of one prior to its purchase of the Bonds is not required.

7. The Initial Purchaser has made its own inquiry and analysis with respect to the Bonds and the security therefor, and other material factors affecting the security and payment of the Bonds. The Initial Purchaser is aware that special assessment securities such as the Bonds involve certain economic variables and risks that could adversely affect the security for the Bonds.

8. The Initial Purchaser understands that the Bonds shall be payable solely from Pledged Revenues as defined in the Indenture. The Initial Purchaser further understands that the Bonds are limited obligations of the District payable solely out of the Pledged Revenues, and neither the property, the full faith and credit, nor the taxing power of the District, St. Lucie County, Florida, the State of Florida, or any other political subdivision thereof, is pledged as security for the payment of the Bonds, except that the District is obligated under the Indenture to levy, and to evidence and certify, or cause to be certified, for collection, and collect Special Assessments (as defined in the Indenture) to secure and pay the Bonds. The Bonds do not constitute an indebtedness of St. Lucie County, Florida, the State of Florida, or any political subdivision thereof within the meaning of any constitutional or statutory provision or limitation.

9. The Initial Purchaser acknowledges and understands that:

i) The federal tax opinion contained in the approving opinion of Greenberg Traurig, P.A., as bond counsel, is delivered based on the opinion standard of the National Association of Bond Lawyers that bond counsel be firmly convinced that, under the law in effect on the date of its opinion, the Supreme Court of the United States, acting reasonably and properly briefed on the issues, would reach the legal conclusion that interest on the Bonds is excludable from the gross income of the holders thereof for federal income tax purposes.

ii) Village Center Community Development District ("Village Center CDD") posted an "Event Notice" on the Municipal Securities Rulemaking Board's Electronic Municipal Market Access website ("EMMA") to the effect that the Internal Revenue Service, Office of Chief Counsel ("Chief Counsel"), in connection with the audit by the bond enforcement branch

("TEB") of the Internal Revenue Service of the Village Center CDD's bonds, has tentatively concluded that the Village Center CDD is not a political subdivision for purposes of Section 103(a) of the Internal Revenue Code of 1986 because a controlling portion of the governing board of the Village Center CDD at the time it issued bonds was elected by one property owner.

iii) Such a conclusion would lead to the further conclusion that the interest on the bonds of the Village Center CDD under audit was not excludable from gross income of the holders for federal income tax purposes.

iv) While Greenberg Traurig, P.A. believes that the position of the Chief Counsel (as expressed in the Village Center CDD Event Notice described above) is not supported by law, and, the formal conclusion, if and when released, will be in the form of a non-precedential technical advice memorandum addressed to and binding only on TEB and the Village Center CDD in connection with the audited bonds, if Chief Counsel officially takes the position in written advice that a community development district is not a political subdivision if it is controlled by a single developer, TEB may open additional audits of bonds issued by other community development districts on the same basis (i.e. that at the time the bonds were issued (or original bonds now refunded were issued) and conclude that such other community development districts are not political subdivisions).

v) Although Greenberg Traurig, P.A. believes that the Supreme Court of the United States would agree with its opinion with respect to the excludability of interest on the Bonds from gross income for Federal income tax purposes, if the Bonds were audited, there is a risk that TEB could determine that interest on the Bonds is not excluded from gross income for the reasons stated above.

vi) The District could settle an audit of the Bonds in which TEB determined the interest on the Bonds was not excludable from gross income on this basis or the District could file an administrative appeal within the Internal Revenue Service. If the District were to lose such an appeal, the interest on the Bonds would be declared subject to inclusion in gross income of the holders thereof from the issue date of the Bonds, unless the District entered into a settlement with TEB.

vii) In the event TEB determines in an audit that the interest on the Bonds is not excludable from gross income for the reasons stated above, unless a bondholder, such as the Initial Purchaser, refuses to pay tax on the interest it receives or pays such tax and sues the Internal Revenue Service for a refund, there is no procedural avenue to bring the TEB determination to a court for review.

viii) The Initial Purchaser acknowledges that Greenberg Traurig, P.A. has advised it that: (a) TEB and Chief Counsel may take the position in connection with an audit of the Bonds that the District was not a political subdivision at the time the bonds being refunded by the Bonds were issued; (b) for that reason, TEB or the Internal Revenue Service appeals office might determine that interest on the Bonds from the date of issue of the Bonds was subject to inclusion in gross income of the holders thereof for federal income tax purposes, and (c) the ability of the Initial Purchaser to seek relief from a court is limited.

ix) The increased likelihood of audit and the risk that interest on the Bonds might be declared subject to inclusion in gross income of the holders of the Bonds for federal income tax purposes may adversely affect the market value of the Bonds.

10. The Initial Purchaser acknowledges and agrees that its rights to challenge, object, enforce or otherwise make claims related to the Bonds and this transaction are limited to those provided for in the Indenture.

Very truly yours,

BRANCH BANKING AND TRUST COMPANY

By: _____
Michael C. Smith
Vice President

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