

**HERITAGE PLANTATION
COMMUNITY DEVELOPMENT DISTRICT**

**BOARD OF SUPERVISORS
MEETING
MARCH 12, 2014**

HERITAGE PLANTATION COMMUNITY DEVELOPMENT DISTRICT AGENDA MARCH 12, 2014 9:00 a.m. (CDT)

Taking place at the office of Pelican Real Estate,
5210 S. Ferdon Blvd., Crestview, FL 32536

District Board of Supervisors	Louis Weltman Douglas Turner William Bailey Richard Bennett	Chair Vice Chair Supervisor Supervisor
District Manager	Debra Anderson	Rizzetta & Company, Inc.
District Attorney	Ronald Lewis	Bearden, Lewis & Thomas, L.L.P.
District Engineer	Matt Zinke	Gustin, Cothorn, & Tucker, Inc.

All Cellular phones and pagers must be turned off while in the meeting room.

The District Agenda is comprised of five different sections:

The meeting will begin promptly at **9:00 a.m. (CDT)** with the first section, which is called **Audience Comments**. The Audience Comment portion of the agenda is where individuals may comment on matters that concern the District. Each individual is limited to three (3) minutes for such comment. The Board of Supervisors or Staff is not obligated to provide a response until sufficient time for research or action is warranted. **IF THE COMMENT CONCERNS A MAINTENANCE RELATED ITEM, THE ITEM WILL NEED TO BE ADDRESSED BY THE DISTRICT MANAGER OUTSIDE THE CONTEXT OF THIS MEETING.** The second section is called **Business Administration**. The Business Administration section contains items that require the review and approval of the District Board of Supervisors as a normal course of business. The third section is called **Business Items**. The business items section contains items for approval by the District Board of Supervisors that may require discussion, motion and votes on an item-by-item basis. Occasionally, certain items for decision within this section are required by Florida Statute to be held as a Public Hearing. During the Public Hearing portion of the agenda item, the public will be permitted to provide one comment on the issue, prior to the Board of Supervisors discussion, motion and vote. Agendas can be reviewed by contacting the Manager's office at (850) 334-9055 at least seven days in advance of the scheduled meeting. Requests to address items that are not on this agenda must be submitted in writing with an explanation to the District Manager at least fourteen (14) days prior to the date of the meeting. The fourth section is called **Staff Reports**. This section allows the District Manager, Engineer, and Attorney to update the Board of Supervisors on any pending issues that are being researched for Board action. The final section is called **Supervisor Requests**. This is the section in which the Supervisors may request Staff to prepare certain items in an effort to meet residential needs.

Public workshops sessions may be advertised and held in an effort to provide informational services. These sessions allow staff or consultants to discuss a policy or business matter in a more informal manner and allow for lengthy presentations prior to scheduling the item for approval. Typically no motions or votes are made during these sessions.

Pursuant to provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this meeting is asked to advise the District Office at 850-334-9055, at least 48 hours before the meeting. If you are hearing or speech impaired, please contact the Florida Relay Service at 1 (800) 955-8770, who can aid you in contacting the District Office.

Any person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that this same person will need a record of the proceedings and that accordingly, the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which the appeal is to be based.

**HERITAGE PLANTATION COMMUNITY DEVELOPMENT DISTRICT
DISTRICT OFFICE • 120 RICHARD JACKSON BLVD • SUITE 220
PANAMA CITY BEACH, FL 32407**

March 4, 2014

Board of Supervisors
**Heritage Plantation Community
Development District**

Dear Board Members:

A special meeting (“Meeting”) of the Board of Supervisors of Heritage Plantation Community Development District (“CDD” or “District”) will be held on **Wednesday, March 12, 2014 at 9:00 a.m. (CDT)** at the office of Pelican Real Estate, 5210 S. Ferdon Blvd, Crestview, FL 32536. The following is the advanced agenda for this meeting.

- 1. CALL TO ORDER/ROLL CALL**
- 2. AUDIENCE COMMENTS**
- 3. BUSINESS ADMINISTRATION**
 - A. Consideration of Board Supervisor(s) Replacement
 - B. Administer Oath of Office to Newly Appointed Supervisor(s), if Applicable.....Tab 1
 - C. Consideration of Minutes of the Board of Supervisors’ Meeting Held on February 20, 2014.....Tab 2
- 4. BUSINESS ITEMS**
 - A. Discussion and vote of Supervisors to authorize the Chairman, without limitation, to negotiate and execute an Agreement with Southeastern Consulting & Development Co., Inc. (“SCDC”) consistent with the treatment of the District’s unsecured and secured claims against SCDC in connection with SCDC’s Plan of Reorganization, including but not limited to the assumption of obligations, as well as the conveyance of assets from SCDC to the District
 - B. Discussion and vote of Supervisors to authorize the Chairman, to retain counsel to file a Motion for Relief from the Automatic Stay in connection with SCDC’s Chapter 11 Proceedings and thereafter, to conclude the sale of the 240 Lots owned by SCDC subject to the District’s Foreclosure Judgment (the “Property”) in connection with the Foreclosure Sale thereof, and the disposition of the Bonds in the Event of a Sale of the Property.

5. ADJOURNMENT

I look forward to seeing you at the meeting. In the meantime, if you have any questions, please do not hesitate to call me at 850-334-9055.

Very truly yours,

Debi Anderson

Debra Anderson
District Manager

cc: Ronald Lewis, Bearden, Lewis & Thomas, LLP
Matt Zinke, Gustin, Cothorn, & Tucker, Inc.
George Taylor, III, Trustee Counsel, Burr & Forman, LLP

Tab 1

**HERITAGE PLANTATION
COMMUNITY DEVELOPMENT DISTRICT
BOARD OF SUPERVISORS
OATH OF OFFICE**

I, _____, A CITIZEN OF THE STATE OF FLORIDA AND OF THE UNITED STATES OF AMERICA, AND BEING EMPLOYED BY OR AN OFFICER OF HERITAGE PLANTATION COMMUNITY DEVELOPMENT DISTRICT AND A RECIPIENT OF PUBLIC FUNDS AS SUCH EMPLOYEE OR OFFICER, DO HEREBY SOLEMNLY SWEAR OR AFFIRM THAT I WILL SUPPORT THE CONSTITUTION OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

Board Supervisor

ACKNOWLEDGMENT OF OATH BEING TAKEN

STATE OF FLORIDA
COUNTY OF _____

The foregoing oath was administered before me this ___ day of _____, 20___, by _____, who personally appeared before me, and is personally known to me or has produced _____ as identification, and is the person described in and who took the aforementioned oath as a Board Member of the Board of Supervisors of Heritage Plantation Community Development District and acknowledged to and before me that he/she took said oath for the purposes therein expressed.

(NOTARY SEAL)

Notary Public, State of Florida

Print Name: _____

Commission No.: _____ Expires: _____

Tab 2

MINUTES OF MEETING

Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.

**HERITAGE PLANTATION
COMMUNITY DEVELOPMENT DISTRICT**

The regular meeting of the Board of Supervisors of Heritage Plantation Community Development District was held on **Thursday, February 20, 2014 at 10:00 a.m. (CST)** at the office of Pelican Real Estate, 5210 South Ferdon Boulevard, Crestview, FL 32536.

Present and constituting a quorum:

Louis Weltman	Board Supervisor, Chairman
Doug Turner	Board Supervisor, Vice Chairman
William A. Bailey	Board Supervisor, Assistant Secretary
Richard Bennett	Board Supervisor, Assistant Secretary

Also present were:

Debi Anderson	District Manager, Rizzetta & Company, Inc.
Ron Lewis	District Counsel, Bearden, Lewis & Thomas, LLP <i>(via speakerphone)</i>
George Taylor	Trustee Counsel, Burr & Forman, LLP

Audience Members	Nancy Shue, Joe Young, George and Marian Smith, Heath Owens, Richard Johnson, Esq., Gary Paulzak, Roy Roane, Esq. and Chantell Miller Brooks and her husband.
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FIRST ORDER OF BUSINESS

Call to Order

Ms. Anderson called the meeting to order and read roll call. Mr. Louis Weltman submitted Form 8B Memorandum of Voting Conflict for County, Municipal, and Other Local Public Officials.

SECOND ORDER OF BUSINESS

Audience Comments

There were no audience comments.

THIRD ORDER OF BUSINESS

Comments of Indenture Trustee Attorney

Mr. Taylor stated that Counsel on behalf of the Trustees has reviewed the proposed plan for bankruptcy reorganization and believes there is no possibility of a successful reorganization in the bankruptcy, and requests that the District proceed with a course of action to have the stay lifted in the Bankruptcy Court and proceed with the foreclosure action initiated by the District but stayed by the Developer's Chapter 11 Proceedings.

FOURTH ORDER OF BUSINESS

Update on Landscape Maintenance Services

Mr. Weltman said that he has no update at this time.

FIFTH ORDER OF BUSINESS

Status Update Regarding Landowner Bankruptcy Filing

Mr. Weltman said that he has no update at this time.

SIXTH ORDER OF BUSINESS

Status Update Regarding Bondholder Restructuring

Mr. Weltman said this is now a moot discussion.

SEVENTH ORDER OF BUSINESS

Consideration of Minutes of the Board of Supervisors' Meetings Held on November 21, 2013

On a Motion by Mr. Bailey, seconded by Mr. Turner, with all in favor, the Board approved the Minutes of the Board of Supervisors' Meeting held on November 21, 2013, for the Heritage Plantation Community Development District.

EIGHTH ORDER OF BUSINESS

Ratification of Operation and Maintenance Expenditures for October, November, and December 2013, including payments made by 3rd parties on behalf of the CDD

On a Motion by Mr. Bennett, seconded by Mr. Turner, with all in favor, the Board ratified Operation and Maintenance expenditures for October 2013 (\$5,135.08), for November 2013 (\$1,011.33), and for December 2013 (\$634.99), including payments made by 3rd parties on behalf of the CDD, for the Heritage Plantation Community Development District.

NINTH ORDER OF BUSINESS

Managers Financial Report Regarding Cash Balances, Accounts Receivable Balances and Accounts Payable Balances

Ms. Anderson stated that the general fund balance was \$288.63, the accounts receivable for operation and maintenance expenditures was \$82,639.61 and did not include the operation and maintenance assessments for the developer, Southeastern Consulting & Development Company, and the accounts payable was \$97,443.94.

TENTH ORDER OF BUSINESS

**Discussion of District's Directors &
Officers Insurance**

Mr. Weltman introduced Mr. Roy Roane of Cole, Scott & Kissane, P.A., the attorney representing the insurance company with whom the District has a policy representing the Directors and the District in connection with litigation.

ELEVENTH ORDER OF BUSINESS

**Consideration of Board Supervisor
Resignation(s)**

Mr. Weltman asked each Board member if they were comfortable in their position on the Board with respect to the current litigation. Mr. Turner expressed an interest in tendering his resignation to allow greater independence of the Board, but he does not wish to resign in detriment to the Board's ability to obtain a quorum to meet. Mr. Weltman then polled the audience members regarding willingness to serve on the Board. Mr. Heath Owens, Mr. Gary Paulzak and Ms. Chantell Brooks expressed a willingness to serve. After a brief discussion, it was decided to table the consideration of Board Supervisor resignations and replacement of Supervisors until the next meeting to allow additional time for substantive matters to be reviewed by Board candidates.

<p>On a Motion by Mr. Bailey, seconded by Mr. Turner, with all in favor, the Board tabled Consideration of Board Supervisor Replacement, for the Heritage Plantation Community Development District.</p>
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TWELFTH ORDER OF BUSINESS

**Discussion regarding the treatment of the
District's claims against Southern
Consulting & Development Company**

Mr. Taylor stated the Trustee requests the District honor its duty to the Bondholders by proceeding in Bankruptcy Court to file a motion to have the stay lifted so that the foreclosure action can proceed. Mr. Lewis stated that he has reviewed the Amended Disclosure Statement and believes that what the Bondholders are asking for is being offered in the First Alternative Treatment. Mr. Taylor said that he feels it is premature to discuss the Disclosure Statement or the plan and is only requesting that the District request action in the Bankruptcy Court for relief of the stay. Mr. Weltman interjected stating he could not believe Mr. Taylor's statement that "it was premature to discuss the Disclosure Statement", when a hearing on the Disclosure Statement is set for March 12, 2014 and this meeting's agenda was expressly to consider the District's proposed Treatment of the Developer (Debtor) under the Plan. Mr. Weltman further stated that, as Chairman, he would not add this item to the agenda for consideration at this time and that counsel for the Indenture Trustee had an opportunity to review the Agenda in advance and suggest revisions prior to the actual meeting. Mr. Taylor countered by stating that he would present a letter to the Board requesting an immediate special Board meeting be held for the express purpose of considering the Indenture Trustee's request that the District file a Motion seeking relief from the stay. Mr. Weltman stated that upon receipt of such a letter, he would

convene such a special meeting. However, prior to this special meeting to consider the relief from the stay, the Board would meet to address the issue of the constitution of the Board. Mr. Weltman stated he would send the Board candidates a copy of all the information contained in this document today as well as any information that is provided by the Indenture Trustee for the Board to consider as to whether or not a motion for the relief from the stay should be sought. Mr. Weltman asked Mr. Lewis to prepare a memorandum for the new supervisors as to what a motion for relief from stay is and what the issues are that would be contested at a hearing on a such a motion for relief from stay, to include the process, the mechanics, the expense, and the issues to be discussed.

THIRTEENTH ORDER OF BUSINESS

Consideration of Membership in Florida Rural Water Association; Cost of Membership; Initial Donation

On a Motion by Mr. Bailey, seconded by Mr. Weltman, with all in favor, the Board approved Membership in the Florida Rural Water Association, for the Heritage Plantation Community Development District.

FOURTEENTH ORDER OF BUSINESS

Consideration of Request for Inclusion for Funding from the Bureau of Water Facilities Funding

Mr. Weltman stated the Bureau of Water Facilities handles disbursement of state funds for the purposes of providing financing for new water and wastewater facilities to be built. He said that the District has been approved for \$152,054 loan for the design of the wastewater treatment plant, which would serve the District and meet the requirements of the Developer's and District's obligations to the County pursuant to the Development Agreement. He stated this is a loan and the District will be required either to have available cash collateral or demonstrate an ability to repay the loan. Mr. Weltman is requesting authority from the Board to execute a loan application for funding for the cash collateral necessary to proceed in obtaining the funds.

On a Motion by Mr. Turner, seconded by Mr. Bennett, with all in favor, the Board ratified the Request for Inclusion for Funding from the Bureau of Water Facilities, for the Heritage Plantation Community Development District.

On a Motion by Mr. Turner, seconded by Mr. Bailey, with all in favor, the Board authorized Mr. Weltman to execute a loan application, fulfill the requirements necessary to obtain the loan, and engage a design firm, for the wastewater treatment plant to be built to serve the Heritage Plantation Community Development District.

FIFTEENTH ORDER OF BUSINESS

**Consideration of Promissory Note
(Assessment Claims, LLC.)**

Mr. Weltman stated that these funds would be used to pay a retainer to District Counsel as well as cover the deductible owed to Cole Scott & Kissane under the Directors and Officers Liability insurance for the insurance company's attorney, membership fee to Florida Rural Water Association and provide some working capital to cover fees associated with the loan and usual and customary expenses.

On a Motion by Mr. Bennett, seconded by Mr. Turner, with all in favor, the Board approved the Promissory Note (Assessment Claims, LLC.), for the Heritage Plantation Community Development District.

SIXTEENTH ORDER OF BUSINESS

**Discussion Regarding Condition of
District's Stormwater System and
Roadways**

Mr. Heath Owens stated he has met with three contractors but will not have any firm quotes on repair cost until a request for proposal has been issued. He stated he is meeting with Wetland Science to obtain better guidelines for resolving the source of the problem so that it does not recur after repairs are completed. Mr. Owens stated that the current problems stem from the fact that none of the storm drains have been cleaned and have overflowed. After further discussion, it was decided to table this item until more information could be obtained.

On a Motion by Mr. Turner, seconded by Mr. Bailey, with all in favor, the Board tabled discussion regarding Condition of District's Stormwater System and Roadways, for the Heritage Plantation Community Development District.

SEVENTEENTH ORDER OF BUSINESS

**Status Update Regarding Michael O.
Gibson Complaint**

Mr. Weltman stated that there are depositions that have been noticed for Mr. Weltman, Mr. Bennett and Mr. Turner. Mr. Roane is representing the individuals, as well as the District, in connection with the complaint.

EIGHTEENTH ORDER OF BUSINESS

**Status Update Regarding Heritage FFR,
LLC Complaint**

Mr. Weltman stated that a temporary restraining order was issued in the First Judicial Circuit, which is the subject of an appeal process at this time.

NINETEENTH ORDER OF BUSINESS

Additional Audience Comments

Discussion ensued regarding the possibility of blocking off roads due to safety concerns related to roadway washouts. There was also discussion regarding homeowners paying assessments and other measures, which could help the District become more viable.

TWENTIETH ORDER OF BUSINESS

Adjournment

On a Motion by Mr. Bailey, seconded by Mr. Turner, with all in favor, the Board adjourned the meeting at 11:35 a.m. CST, for the Heritage Plantation Community Development District.
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Secretary/Assistant Secretary

Chairman/Vice Chairman

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME WELTMAN, Louis Solomon	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE BOARD OF SUPERVISORS
MAILING ADDRESS 6615 W. BOYATON BEACH BLVD, Ste 341	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: <input type="checkbox"/> CITY <input checked="" type="checkbox"/> COUNTY <input type="checkbox"/> OTHER LOCAL AGENCY
CITY COUNTY Boynton Beach FL 33437	NAME OF POLITICAL SUBDIVISION: HERITAGE PLANTATION COMMUNITY DEV. DIST
DATE ON WHICH VOTE OCCURRED February 20, 2014	MY POSITION IS: <input checked="" type="checkbox"/> ELECTIVE <input type="checkbox"/> APPOINTIVE

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies equally to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing the reverse side and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office **MUST ABSTAIN** from voting on a measure which inures to his or her special private gain or loss. Each elected or appointed local officer also is prohibited from knowingly voting on a measure which inures to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent organization or subsidiary of a corporate principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

* * * * *

ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; *and*

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

* * * * *

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you otherwise may participate in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Louis S. WATMAN, hereby disclose that on February 20, 20 14:

(a) A measure came or will come before my agency which (check one)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____;
- inured to the special gain or loss of my relative, _____;
- inured to the special gain or loss of _____, by whom I am retained; or
- inured to the special gain or loss of _____, which is the parent organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

votes in connection with the plan of reorganization of Southwestern Consulting & Development Co., Inc. and any other matters undertaken by the Board on this date

February 20, 2014
Date Filed

Louis S. Watman
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.