

**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**

A special meeting of the Board of Supervisors of the Heritage Plantation Community Development District was held on Wednesday, December 2, 2015 at 9:40 a.m. (CDT) at the office of Carr Riggs & Ingram, 4502 Highway 20 East, Suite A, Niceville, FL 32578.

Present and constituting a quorum:

Dale "Chip" Jones	<b>Board Supervisor, Chairman</b>
David Jae	<b>Board Supervisor, Vice Chairman</b>
Adam Lerner	<b>Board Supervisor, Assistant Secretary</b>
Glenn Gillyard	<b>Board Supervisor, Assistant Secretary</b>

Also present were:

Pete Williams	<b>Vice President, Rizzetta &amp; Company, Inc.</b>
Chris Cleveland	<b>District Manager, Rizzetta &amp; Company, Inc.</b>
Michael Eckert	<b>District Counsel, Hopping Green &amp; Sams, P.A.</b>
George Taylor	<b>Trustee Counsel, Burr &amp; Forman, LLP</b> <i>(via speakerphone)</i>
Jason Osborn	<b>Osborn Group, LLC</b>

Audience

**FIRST ORDER OF BUSINESS      Call to Order**

Mr. Williams called the meeting to order and read roll call.

**SECOND ORDER OF BUSINESS      Audience Comments**

There were no audience comments.

**THIRD ORDER OF BUSINESS**

**Consideration of Minutes of the  
Supervisors' Meeting held on August 14,  
2015**

On a Motion by Mr. Jae, seconded by Mr. Jones, with all in favor, the Board of Supervisors approved the Minutes of the Board of Supervisors' Meeting held on August 14, 2015, for the Heritage Plantation Community Development District.

**FOURTH ORDER OF BUSINESS**

**Consideration of Revised Bankruptcy Plan**

Mr. Eckert reviewed the revised bankruptcy plan and various other issues related to the bankruptcy proceedings. He stated that there are two provisions in the plan that affect the District, the first of which being the debt assessments that are owed on the property subject to the bankruptcy. The intention of the Bankruptcy Plan is such that the plan proponent or its affiliate will ultimately purchase the bonds from the existing bondholders. Therefore, the plan proponent will be somewhat in control of the debt assessments against the property and how the bonds will be restructured in the future. The debt assessment lien will remain unchanged throughout the Bankruptcy case. The new bondholders will then work with the District on the assessment levels and revenues.

Mr. Eckert stated that the second issue that affects the District has to do with the operation and maintenance assessments (O&M). The Bankruptcy Plan includes a provision that would require the District to reduce the outstanding O&M assessments on all property owned by the Debtor to the amount of the existing District payables, which is approximately \$375,000. The Debtor would then pay that amount to the District so that the District can be brought current on all outstanding invoices. The District will also enter into a funding agreement with the new landowner to pay the remainder of this fiscal year's operating expenses. It is the intention of the landowner as expressed in the Bankruptcy Plan to invest money in the community with the goal of selling lots in the future. Mr. Eckert stated that the District has received written direction from the bond trustee to vote in favor of the bankruptcy plan. Mr. Eckert opined that the Board should accept the Trustee's recommendation to approve the Bankruptcy Plan.

Mr. Osborn stated that the new Developer intends to eliminate all past due O&M assessments on all lands within the District, including on lots owned by persons and entities not involved in the bankruptcy. Mr. Eckert stated that the debt assessments will still have to be addressed with the new landowners/bondholders, as the Bankruptcy Court does not have the authority to adjust the relationship between the current landowners and the District.

Mr. Osborn stated that once the O&M assessments are paid (\$375,000), there is a substantial amount of money that will be invested to rehabilitate the community. The rehabilitation of the community will include the roadways, drainage, ponds, manhole covers, grates, lift station covers, the wastewater treatment plant and landscaping. He expects the work to be done over the course of the next 6-7 months.

Mr. Osborn and Mr. Eckert entertained various questions from the Board regarding the

Bankruptcy Court proceedings. Mr. Eckert noted for the record that the Bankruptcy Judge is the ultimate decision maker as it relates to whether the plan is approved or not.

On a Motion by Mr. Jones, seconded by Mr. Jae, with all in favor, the Board of Supervisors authorized the Chairman to execute ballots for each of the District's claims, approving the revised Bankruptcy Plan as amended, for the Heritage Plantation Community Development District.

**FIFTH ORDER OF BUSINESS**

**Discussion of Correspondence Received  
from David Merrill**

Mr. Eckert reviewed the correspondence, noting that the control of the wastewater assets are addressed in the Bankruptcy Plan and therefore no further action was required.

**SIXTH ORDER OF BUSINESS**

**Consideration of Resolution 2016-01; Re-  
Designating Public Depository**

On a Motion by Mr. Jones, seconded by Mr. Jae, with all in favor, the Board of Supervisors adopted Resolution 2016-01, designating SunTrust Bank as the Public Depository for the Heritage Plantation Community Development District.

**SEVENTH ORDER OF BUSINESS**

**Consideration of Resolution 2016-02,  
Appointing Assistant Secretary**

On a Motion by Mr. Jae, seconded by Mr. Lerner, with all in favor, the Board of Supervisors adopted Resolution 2016-02, appointing Chris Cleveland as Assistant Secretary for the Heritage Plantation Community Development District.

**EIGHTH ORDER OF BUSINESS**

**Staff Reports**

A. District Counsel

Mr. Eckert distributed a letter from Assessment Claims, LLC related to a loan that the District received prior to his resumption as District Counsel. He stated that a discount was built into the loan of approximately \$24,000 if a payment was received by a certain date. A payment was not received by that date and therefore the holder of the note is claiming the full amount is now due and payable by the District. Mr. Eckert mentioned a settlement agreement that would extend the discount forward, although at this point in time, the status of those negotiations are unknown. He stated that ultimately, the Bankruptcy Plan provides for the full amount of the payables to be paid.

B. District Manager

1. Discussion of Resident Correspondence and Request for Reimbursement (Mr. Smith)

Mr. Williams recommended that an active District Engineer be involved with the capital

improvements process to accept and certify the work once it is complete.

Mr. Williams introduced Mr. Smith and asked that he address the Board directly regarding his request for reimbursement. The Board decided to revisit the request in January or February once the Bankruptcy Plan has been confirmed. No formal Board action was taken.

**NINTH ORDER OF BUSINESS**

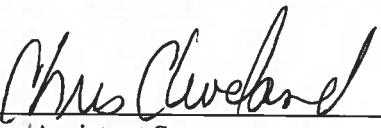
**Supervisor Requests**

There were no Supervisor requests.

**TENTH ORDER OF BUSINESS**

**Adjournment**

On a Motion by Mr. Jae, seconded by Mr. Jones, with all in favor, the Board of Supervisors adjourned the meeting at 10:30 a.m. CDT, for the Heritage Plantation Community Development District.

  
Secretary/Assistant Secretary

  
Chairman/Vice Chairman