

BOARD OF SUPERVISOR'S

HERITAGE HARBOUR MARKET PLACE COMMUNITY DEVELOPMENT DISTRICT

REGULAR MEETING AGENDA

October 5, 2017

Board of Supervisor's

Terry Kirschner, Chairman
William Riley, Vice Chairman
David Negip, Assistant Secretary
Matt Morris, Assistant Secretary
Russell Smith, Assistant Secretary

James P. Ward
District Manager
2900 NE 12th Terrace
Suite 1
Oakland Park, Florida 33334

Phone: 954-658-4900
E-mail:
JimWard@JPWardAssociates.com



www.heritageharbourmarketplacecdd.org

HERITAGE HARBOUR MARKET PLACE COMMUNITY DEVELOPMENT DISTRICT

September 28, 2017

Board of Supervisors
Heritage Harbour Market Place
Community Development District

Dear Board Members:

The Regular Meeting of the Board of Supervisors of the Heritage Harbour Market Place Community Development District will be held on **Thursday, October 5, 2017** at **2:15 p.m.** at the **River Strand Golf & Country Club (Club House), 7155 Grand Estuary Trail, Bradenton, Florida 34212.**

1. Call to Order & Roll Call
2. Consideration of Minutes.
 - a) August 3, 2017 Regular Meeting
3. Consideration of Resolution 2018-1 making certain findings, authorizing and/or ratifying the cancellation of a portion of a tax certificate; addressing the collection of the special assessments; providing a severability clause; and providing an effective date.
4. Staff Reports
 - a) Attorney
 - b) Engineer
 - c) Manager
 - I. Financial Statements for the period ended August 31, 2017.
5. Supervisor's Requests and Audience Comments
6. Adjournment

The second order of business is consideration of the minutes of the August 3, 2017 regular meeting.



James P. Ward
District Manager

2900 NE 12TH TERRACE, SUITE 1
OAKLAND PARK, FLORIDA 33334
PHONE (954) 658-4900
E-MAIL JimWard@JPWardAssociates.com

The third order of business deals with the on-going non-payment of assessments from Parcels 19/20 since 2015. As you are aware, the District placed the FY 2015 assessments directly on the tax bill that the property owner received from the Tax Collector in Manatee County for FY 2015. That tax bill is labeled 2014, and, the property owner at that time (LNR Properties) did not pay the tax bill, the District's bonds went into default as a result of that non-payment, and the certificate issued was never purchased and as of this date, is still outstanding and struck to Manatee County.

Subsequent to that date, the District began billing the assessments for Parcels 19/20 utilizing the non-uniform method (direct billing to landowner), also which resulted in non payment of the assessments by the landowner, as such, the District initiated foreclosure action against parcel 19/20 and that action for those non-uniform method billings, and that action is pending at this time.

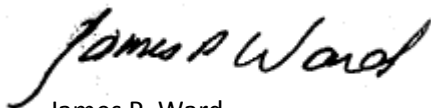
Recently, parcel 19/20 has been sold by LNR Properties to Heritage Holdings LLC, who also purchased a majority interest in the District's Bonds.

The majority holder of the Bonds has directed the District to seek cancellation of the portion of the Tax Certificate that relate to the District's assessments on Parcel 19/20 for the 2014 tax year, and to immediately file the appropriate forms with the required agencies. Additionally, the majority holder has agreed to pay the remaining portion of the certificate, once the CDD's assessments have been removed, and to indemnify the District, It's Supervisors, Agents, and employees, for any actions that may be taken as a result of this action. See the exhibits to the Resolution.

It should be pointed out that there are two entities that hold the District's bonds, and the minority holder is not in agreement with this action.

The balance of the Agenda is standard in nature and I look forward to seeing you at the meeting, and if you have any questions and/or comments, please do not hesitate to contact me directly at (954) 658-4900.

Yours sincerely,
Heritage Harbour Market Place
Community Development District



James P. Ward
District Manager



James P. Ward
District Manager

2900 NORTHEAST 12TH TERRACE, SUITE 1
OAKLAND PARK, FLORIDA 33334
PHONE (954) 658-4900
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The Fiscal Year 2018 schedule is as follows

October 5, 2017	November 2, 2017
December 7, 2017	January 4, 2018
February 1, 2018	March 1, 2018
April 5, 2018	May 3, 2018
June 7, 2018	July 5, 2018
August 2, 2018	September 6, 2018



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**MINUTES OF MEETING
HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Heritage Harbour Market Place Community Development District's Board of Supervisors was held on Thursday, **August 3, 2017**, at **2:15 p.m.**, at the **River Strand Golf & Country Club (Clubhouse), 7155 Grand Estuary Trail, Bradenton, Florida 34212.**

Present and constituting a quorum were:

William Riley	Vice Chairman
David Negip	Assistant Secretary
Russell Smith	Assistant Secretary

Absent were:

Matthew Morris	Assistant Secretary
Terry Kirschner	Chairman

Also present were:

James P. Ward	District Manager
Jere Earlywine	District Counsel
Shane Cooper	District Engineer

FIRST ORDER OF BUSINESS

Call to Order/Roll Call

Mr. Ward called the meeting to order at 2:30 p.m., and roll call determined that all members of the Board were present with the exception of Mr. Morris and Mr. Kirschner.

SECOND ORDER OF BUSINESS

Consideration of the Minutes

Mr. Ward asked for any additions, corrections or deletions to the minutes of the February 2, 2017 meeting. Hearing none, he asked for a motion for their approval.

MOTION was made by Mr. Negip and seconded by Mr. Riley to approve the minutes of the February 2, 2017 meeting, and with all in favor, the motion was approved.

THIRD ORDER OF BUSINESS

Public Hearing

Mr. Ward said there were two Public Hearings.

- a) The first was related to the Fiscal Year 2018 Budget, and he asked for a motion to open the first Public Hearing.

MOTION was made by Mr. Negip and seconded by Mr. Riley to open the Public Hearing, and with all in favor, the motion was approved.

Mr. Ward stated there were no members present in person and he had not received any written or verbal comment with respect to the proposed Budget for Fiscal Year 2018. He then asked for a motion to close the Public Hearing.

MOTION was made by Mr. Negip and seconded by Mr. Riley to close the Public Hearing, and with all in favor, the motion was approved.

Mr. Ward asked for Board comments, and there were none.

Mr. Ward requested the Board consider Resolution 2017-5, which was the resolution to adopt the annual appropriation and Budget for Fiscal Year 2018.

MOTION was made by Mr. Negip and seconded by Mr. Riley to approve Resolution 2017-5 as described above, and with all in favor, the motion was approved.

- b) Mr. Ward directed the second Public Hearing was related to the imposition of special assessments, the adoption of an assessment roll, and the approval of the general fund methodology. He asked for a motion to open the Public Hearing.

MOTION was made by Mr. Negip and seconded by Mr. Riley to open the Public Hearing, and with all in favor, the motion was approved.

Mr. Ward stated there were no members of the public present in person, and he had not received any written or verbal comment with respect to the imposition of the special assessments, the adoption of the assessment roll, or the general fund methodology. He then called for a motion to close the Public Hearing.

MOTION was made by Mr. Riley and seconded by Mr. Negip to close the Public Hearing, and with all in favor, the motion was approved.

Mr. Ward requested the Board to consider the adoption of Resolution 2017-6 which imposed the special assessments levies, certified the assessment roll, and approved the general fund special assessment methodology for Fiscal Year 2018. He asked if there were any questions from the Board. Hearing none, he called for a motion.

MOTION was made by Mr. Negip and seconded by Mr. Riley to approve Resolution 2017-6 as described above, and with all in favor, the motion was approved.

FOURTH ORDER OF BUSINESS

Consideration of Resolution 2017-7

Mr. Ward stated this resolution set in place the meetings for Fiscal Year 2018, which were scheduled for the first Thursday of the month at 2:15 p.m. at the River Strand Golf and Country Club. He added that if there was no need for a meeting, they would not meet. He stated they would probably have a meeting next month because the Landowner's meeting needed to be set 90 days in advance and the instructions, formal ballot and proxy needed to be included in the agenda package. He said the Landowner's meeting would most likely be in December.

Mr. Ward then called for questions, and hearing none, called for a motion.

MOTION was made by Mr. Negip and seconded by Mr. Riley to approve Resolution 2017-7 as described above, and with all in favor, the motion was approved.

FIFTH ORDER OF BUSINESS

Staff Reports

a) Attorney

Mr. Earlywine gave an update on Parcels 19 and 20, which he said were still in default, but the owner of the property had changed. He said there was some

interest in the purchase of the bonds, but the settlement had fallen through. He said litigation counsel was continuing to pursue foreclosure.

b) Engineer – No report.

c) Manager – No report.

SIXTH ORDER OF BUSINESS

Supervisor’s Requests and Audience Comments

Mr. Ward asked if there was any discussion or comment from the Board, and there was none. He stated there were no audience members present.

SEVENTH ORDER OF BUSINESS

Adjournment

MOTION was made by Mr. Riley and seconded by Mr. Negip, and with all in favor, motion to adjourn the meeting was approved.

The meeting was adjourned at 2:36 p.m.

James P. Ward, District Manager

Terry Kirschner, Chairperson

RESOLUTION 2018-____

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE HERITAGE HARBOUR MARKET PLACE COMMUNITY DEVELOPMENT DISTRICT MAKING CERTAIN FINDINGS; AUTHORIZING AND/OR RATIFYING THE CANCELLATION OF A PORTION OF A TAX CERTIFICATE; ADDRESSING THE COLLECTION OF THE SPECIAL ASSESSMENTS; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Heritage Harbour Market Place Community Development District (“**District**”) is a local unit of special-purpose government established pursuant to Chapter 190, *Florida Statutes*, for the purpose of providing, financing, constructing, acquiring, operating and maintaining infrastructure improvements, facilities and services benefitting the lands within the District; and

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WHEREAS, the District is located in Manatee County, Florida (“**County**”); and

WHEREAS, on October 11, 2005, and in order to finance a portion of the District’s capital improvement plan, the District issued its \$16,755,000 Heritage Harbour Market Place Community Development District (Manatee County, Florida) Capital Improvement Revenue Bonds, Series 2005 (“**2005 Bonds**”); and

WHEREAS, in order to secure the repayment of the 2005 Bonds, and pursuant to Resolution 2005-12 adopted on September 21, 2005, the District levied debt service special assessments on benefitted properties within the District; and

WHEREAS, on August 7, 2014, the District adopted Resolution 2014-3 and thereby authorized the collection of certain debt service assessments and operation and maintenance assessments, (together, “**Special Assessments**”) on the Manatee County tax roll and pursuant to the “**Uniform Method**” of collection established under Chapter 197, *Florida Statutes*; and

WHEREAS, taxes due April 1, 2015 (including the Special Assessments) were not paid for the parcel (“**Defaulted Parcel**”) identified by Manatee County Tax Collector with Property ID Number 1108601509, and a tax certificate – specifically, Certificate #2015-1288 (“**Tax Certificate**”) – was issued in the spring of 2015 and in the face amount of \$937,874.80; and

WHEREAS, the Tax Certificate was not purchased but instead was struck to Manatee County; and

WHEREAS, Section 197.502(3), *Florida Statutes*, provides:

“(3) The county in which the property described in the certificate is located shall apply for a tax deed on all county-held certificates on property valued at \$5,000 or more on the property appraiser’s most recent assessment roll, except deferred payment tax certificates, and may apply for tax deeds on certificates on property valued at less than \$5,000 on the property appraiser’s most recent assessment roll. The application shall be

RESOLUTION 2018-____

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE HERITAGE HARBOUR MARKET PLACE COMMUNITY DEVELOPMENT DISTRICT MAKING CERTAIN FINDINGS; AUTHORIZING AND/OR RATIFYING THE CANCELLATION OF A PORTION OF A TAX CERTIFICATE; ADDRESSING THE COLLECTION OF THE SPECIAL ASSESSMENTS; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

made 2 years after April 1 of the year of issuance of the certificates or as soon thereafter as is reasonable;" and

WHEREAS, after the 2015 tax year, the District began to attempt to collect debt service special assessments and operations and maintenance assessments for the Defaulted Parcel using a direct bill "non-uniform" method, rather than via the Uniform Method; and

WHEREAS, such direct billed special assessments were also unpaid, and, to recover such special assessments, the District subsequently filed a foreclosure action titled, *Heritage Harbour Market Place Community Development District v. LNR Heritage Harbour, LLLP, et al.*, Case No. 2015CA005766AX (Fla. 12th Cir. Ct.) ("**Foreclosure**"), which Foreclosure is still pending; and

WHEREAS, the majority bondholder of the 2005 Bonds has directed (see **Exhibit A**) that the District seek to cancel the portion of the Tax Certificate relating to the Special Assessments, and has informed the District that the majority bondholder would then pay any remaining taxes and/or costs and cause the final cancellation of the Tax Certificate; and

WHEREAS, based on such direction, District Staff has taken the necessary steps to cancel the portion of the Tax Certificate relating to the Special Assessments; and

WHEREAS, the District's Board of Supervisors ("**Board**") now desires to ratify District Staff's actions in effecting the cancellation and to provide additional authorization relating thereto.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE HERITAGE HARBOUR MARKET PLACE COMMUNITY DEVELOPMENT DISTRICT:

1. FINDINGS. The foregoing recitals are incorporated herein as factual findings of the Board. Additionally, the Board finds and determines that cancellation of the Tax Certificate is in the best interests of the District to help simplify the Foreclosure, and avoid the issuance of a tax deed, and is consistent with the direction of the majority bondholder.

2. AUTHORIZATION. The Board expressly ratifies District Staff's actions to effect the cancellation of the portion of the Tax Certificate related to the Special Assessments, and further authorizes District Staff and the Chairperson (or Vice-Chairperson in the Chairperson's absence) to take any further actions necessary to effect such cancellation.

RESOLUTION 2018-____

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE HERITAGE HARBOUR MARKET PLACE COMMUNITY DEVELOPMENT DISTRICT MAKING CERTAIN FINDINGS; AUTHORIZING AND/OR RATIFYING THE CANCELLATION OF A PORTION OF A TAX CERTIFICATE; ADDRESSING THE COLLECTION OF THE SPECIAL ASSESSMENTS; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

3. COLLECTION. By cancelling the portion of the Tax Certificate relating to the Special Assessments, the Special Assessments themselves remain in full force and effect, and the Board hereby directs District Staff to invoice the landowner for payment of the Special Assessments (plus all interest and collection costs accrued to date), with such payment due within thirty (30) days from the invoice date. Nothing herein shall be construed to change the original due date of the Special Assessments, or waive the District's ability to charge interest (past-due or otherwise) or collection costs in connection with the collection of the Special Assessments. In the event that an assessment payment is not made in accordance with the schedule stated above, any prejudgment interest on delinquent assessments shall continue to accrue at the rate of any bonds secured by the assessments, or at the statutory prejudgment interest rate, as applicable. In the event an assessment subject to direct collection by the District shall be delinquent, the District's litigation counsel prosecuting the Foreclosure may, without further authorization by the Board, initiate foreclosure proceedings pursuant to Chapter 170, *Florida Statutes*, or other applicable law (or otherwise include the Special Assessments in the pending Foreclosure) to collect and enforce the Special Assessments, as set forth herein.

4. SEVERABILITY. The invalidity or unenforceability of any one or more provisions of this Resolution shall not affect the validity or enforceability of the remaining portions of this Resolution, or any part thereof.

5. EFFECTIVE DATE. This Resolution shall take effect upon the passage and adoption of this Resolution by the Board.

PASSED AND ADOPTED this _____ day of _____, 2017.

ATTEST:

**HERITAGE HARBOUR MARKET
PLACE COMMUNITY
DEVELOPMENT DISTRICT**

Secretary / Assistant Secretary

By: _____

Its: _____

EXHIBIT A: Direction Letter

September 27, 2017

Mr. James Ward
District Manager
Heritage Harbour Marketplace CDD
c/o JPWard & Associates, LLC
2900 Northeast 12th Terrace, Suite 1
Oakland Park, Florida 33334

RE: Heritage Harbour Marketplace CDD

Dear Mr. Ward:

Heritage Holdings, LLC (the "Majority Holder") is the holder of the majority in principal amount of the Heritage Harbour Market Place Community Development District (Manatee County, Florida) Capital Improvement Revenue Bonds, Series 2005 ("2005 Bonds"). We are directing you to seek the cancellation of the District special assessment portion of the Tax Certificate #2015-1288 ("Tax Certificate") issued by Manatee County Tax Collector in the spring of 2015 and in the face amount of \$937,874.80 and currently titled in the name of the County. Upon cancellation, an affiliated entity TH Harbour, LLLP (f/k/a LNR Heritage Harbour, LLLP) (the "Landowner") will immediately pay the remaining amount owed on the Tax Certificate, including but not limited to any County costs, to the County. We are also directing you to invoice the Landowner for payment of the special assessments (plus all interest and collection costs accrued to date) (the "Assessments"), previously part of the Tax Certificate, with such payment due within thirty (30) days from the invoice date. We also acknowledge the Landowner will enter into a recordable tolling agreement, in the form attached hereto as **Exhibit A**, with respect to collection of the Assessments in the event the Assessments are not paid within the thirty days.

Heritage Holdings, LLC

By: 
Joseph Manno, Manager

Acknowledged and Accepted:

TH Harbour, LLLP (f/k/a LNR Heritage Harbour,
LLLP)

BY: M&M Bradenton GP, LLC, a Delaware limited
liability company

By: 

Jack Morris, Manager

Cc: U.S. Bank National Association, as Trustee
60 Livingston Avenue
EP-MN-WS1D
St. Paul, Minnesota 55107
Attention: Mr. Benjamin J. Krueger
benjamin.krueger@usbank.com

Warren Bloom

**BONDHOLDER INDEMNITY
(Heritage Harbour Market Place)**

September 27, 2017

via email

Mr. James Ward
District Manager
Heritage Harbour Marketplace CDD
c/o JPWard & Associates, LLC
2900 Northeast 12th Terrace, Suite 1
Oakland Park, Florida 33334

Dear Mr. Ward:

The undersigned certifies that it is the beneficial owner of a majority of the outstanding principal amount of the Heritage Harbour Market Place Community Development District (Manatee County, Florida) Capital Improvement Revenue Bonds, Series 2005 (the "Bondholder").

Reference is made to that certain Master Trust Indenture, dated November 1, 2004 (the "Master Indenture"), as supplemented by a Second Supplemental Trust Indenture dated as of October 1, 2005 (the "Supplemental Indenture" and collectively with the Master Indenture, the "Indenture") each between the Heritage Harbour Market Place Community Development District (the "District") and U.S. Bank National Association, as Trustee. Capitalized terms used, but not defined, herein shall have the meanings assigned thereto in the Indenture. On the date hereof the Bondholder has delivered a letter to the District's manager directing the District to seek the cancellation of the District's special assessment portion of the Tax Certificate #2015-1288 ("**Tax Certificate**") issued by the Manatee County Tax Collector in the spring of 2015. A copy of which is attached hereto.

The Bondholder agrees to indemnify and hold harmless the District, including its agents, attorneys, manager, employees and supervisors (collectively, the "Indemnified Parties") from , and shall on demand reimburse the Indemnified Parties for, all liability, costs, claims, and expenses, including without limitation, costs of court and reasonable attorneys' fees, to which the Indemnified Parties may be put and to protect the Indemnified Parties against all liability or claims arising directly or indirectly from the District's compliance with the Direction Letter, except any costs, expenses, liability or claims which are adjudicated to have resulted from the District's negligence or willful failure to comply with the Direction Letter.

The Bondholder further acknowledges and agrees that it has the full power and authority to execute and deliver this letter of indemnification and that the person executing on behalf of the Bondholder is an authorized signatory of such Bondholder.

Heritage Holdings, LLC

By: _____
Joseph Marmo, Manager

**This space reserved for use by
the Clerk of the Circuit Court**

Upon recording, this instrument
should be returned to:

Jere Earlywine, Esq.
HOPPING GREEN & SAMS, P.A.
119 South Monroe Street, Suite 300
Tallahassee, Florida 32301

**DECLARATION OF CONSENT RELATING TO
HERITAGE HARBOUR MARKETPLACE COMMUNITY DEVELOPMENT DISTRICT**

TH Harbour, LLLP f/k/a LNR Heritage Harbour, LLLP, a Florida limited liability limited partnership (“**Landowner**”), is the owner of those lands described in **Exhibit A** attached hereto (“**Property**”) located within the boundaries of Heritage Harbour Marketplace Community Development District (“**District**”). The Landowner, intending that it and its respective successors in interest and assigns shall be legally bound by this Declaration, hereby declares, acknowledges and agrees as follows:

1. The District is, and has been at all times, on and after September 9, 2002, a legally created, duly organized, and validly existing community development district under the provisions of Chapter 190, *Florida Statutes*, as amended (“**Act**”). Without limiting the generality of the foregoing, the Landowner acknowledges that: (a) the petition filed with the Board of County Commissioners in and for Manatee County, Florida (“**County**”), relating to the creation of the District contained all matters required by the Act to be contained therein and was filed in the manner and by the persons required by the Act; (b) Ordinance No. 02-28, effective as of September 9, 2002, was duly and properly adopted by the County in compliance with all applicable requirements of law; and (c) the members of the Board of Supervisors of the District were duly and properly designated pursuant to the Act to serve in their capacities and had the authority and right to authorize, approve and undertake all actions of the District approved and undertaken from September 9, 2002, to and including the date of this Declaration. The Landowner has no objection to, and waives any right to challenge, any such prior actions.

2. The Landowner, on behalf of itself and its respective heirs, successors and assigns, hereby confirms and agrees that: (a) Resolution No. 2005-12, (the “**Assessment Resolution**”) imposing debt service special assessments and securing the repayment of the District’s Capital Improvement Revenue Bonds, Series 2005 Bonds (“**Special Assessments**”), were duly adopted by the Board of Supervisors of the District; (b) all proceedings undertaken by the District with respect to the Assessment Resolution described above have been in accordance with applicable Florida law; (c) the District has taken all action necessary to levy and impose the Special Assessments; (d) the benefit from the District’s capital improvement plan equals or exceeds the Special Assessments as described herein and the Special Assessments are fairly and reasonably allocated as described herein; and (e) the Special Assessments imposed upon the Property pursuant to the Assessment Resolution, and in particular the annual installment thereof for the District’s 2014-2015 fiscal year which installment the District attempted to collect

utilizing the “Uniform Method” of collection permitted by Chapter 197, *Florida Statutes*, are outstanding, and are legal, valid and binding first liens, co-equal with the lien of all state, county, district and municipal taxes, and superior in dignity to all other liens, titles and claims.

3. The Landowner, on behalf of itself and its respective heirs, successors and assigns, further hereby expressly acknowledges, represents and agrees that (i) the Special Assessments, the Assessment Resolution, and the terms of all related financing documents (collectively, “**Financing Documents**”) are and/or establish valid and binding obligations enforceable in accordance with their terms; (ii) there are no claims or offsets whatsoever against, or defenses or counterclaims whatsoever to, payment of the Special Assessments, including but not limited to a defense that collection of the Special Assessments or any annual installment thereof (and specifically including the annual installment thereof for the District’s 2014-2015 fiscal year which installment the District initially attempted to collect utilizing the “Uniform Method”) is barred by any applicable statute of limitations as may be provided in Chapter 95, *Florida Statutes*, or claims of invalidity, deficiency or unenforceability of the Financing Documents (and the Landowner hereby expressly waives any such claims, offsets, defenses or counterclaims); and (iii) the Landowner expressly waives and relinquishes any argument, claim or defense that (a) foreclosure proceedings cannot be commenced until one (1) year after the date of the Landowner’s default and agrees that, immediate use of remedies in Chapter 170, *Florida Statutes*, is an appropriate and available remedy, notwithstanding the provisions of Section 190.026, *Florida Statutes*, and (b) having elected to collect the Special Assessments, including installments thereof, utilizing the “Uniform Method” of collection permitted by Chapter 197, *Florida Statutes*, the District is precluded from subsequently electing to collect the Special Assessments, including installments thereof, in any other manner permitted by applicable law, and agrees that the District may elect to utilize alternate methods of collecting the Special Assessments, including, but not limited to, utilization of those remedies permitted by Chapter 170 or Chapter 173, *Florida Statutes*, even though the District previously utilized the “Uniform Method” of collection. The Landowner, on behalf of itself and its respective heirs, successors and assigns, further agrees that the Special Assessments run with the land.

4. The Landowner, on behalf of itself and its respective heirs, successors and assigns, hereby waives the right granted in Chapter 170.09, *Florida Statutes*, to prepay the Special Assessments without interest within thirty (30) days after the improvements are completed, in consideration of the rights granted by the District to prepay the Special Assessments in full or in part at any time, but with interest, under the circumstances set forth in the Assessment Resolutions.

5. The Landowner, on behalf of itself and its respective heirs, successors and assigns, acknowledges that, at its request, the District has agreed to cause Tax Certificate #2015-1288 issued with respect to the Property to be amended by the Manatee County Tax Collector’s office for the purpose of removing the annual installment of the Special Assessments for the District’s 2014-2015 fiscal year from the 2014 tax bill for the Property, which tax bill is unpaid and has been “struck” to Manatee County in accordance with the provisions of Chapter 197, *Florida Statutes*. The Landowner further acknowledges that such action on the part of the District is an accommodation by the District following the direction of the owners of not less than a majority of the District’s Series 2005 Bonds and in no way releases, compromises, reduces, limits, forgives or otherwise affects the amounts owing to the District, including interest

and all collection costs, with regard to the Special Assessments generally and, specifically, the annual installment thereof due the District for its 2014-2015 fiscal year. To such end and in consideration of the District's agreement to amend the 2014 tax bill for the Property as described above, the Landowner agrees that any statute of limitations which may be applicable to the collection and enforcement of the annual installment of the Special Assessments for the District's 2014-2015 fiscal year shall be tolled for the period commencing November 1, 2014 through the date the date of recording of this Declaration of Consent in the public records of Manatee County, Florida.

6. This Declaration shall represent a lien of record for purposes of Chapter 197, *Florida Statutes*, including, without limitation, Section 197.573, *Florida Statutes*. Other information regarding the Special Assessments is available from the District Manager JP Ward & Associates, LLC, located at 2900 Northeast 12th Terrace, Suite 1, Oakland Park, Florida 33334.

THE DECLARATIONS, ACKNOWLEDGEMENTS AND AGREEMENTS CONTAINED HEREIN SHALL BE BINDING ON THE LANDOWNER AND ON ALL PERSONS (INCLUDING CORPORATIONS, ASSOCIATIONS, TRUSTS AND OTHER LEGAL ENTITIES) TAKING TITLE TO ALL OR ANY PART OF THE PROPERTY, AND THEIR SUCCESSORS IN INTEREST, WHETHER OR NOT THE PROPERTY IS PLATTED AT SUCH TIME. BY TAKING SUCH TITLE, SUCH PERSONS SHALL BE DEEMED TO HAVE CONSENTED AND AGREED TO THE PROVISIONS OF THIS DECLARATION TO THE SAME EXTENT AS IF THEY HAD EXECUTED IT AND BY TAKING SUCH TITLE, SUCH PERSONS SHALL BE ESTOPPED FROM CONTESTING, IN COURT OR OTHERWISE, THE VALIDITY, LEGALITY AND ENFORCEABILITY OF THIS DECLARATION.

[SIGNATURES ON FOLLOWING PAGE]

WHEREFORE, the undersigned hereby executes that certain Declaration of Consent Relating to Heritage Harbour Market Community Development District, to be effective the ____ day of September, 2017.

WITNESSES

TH HARBOUR, LLLP, a Florida limited liability limited partnership

By: _____
Name: _____
Title: _____

By: TH Harbour GP, LLC, a Florida limited liability company
As its general partner

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

STATE OF _____)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 2017, by _____, as _____ of TH Harbour GP, LLC, a Florida limited liability company, as general partner of TH Harbour, LLLP, a Florida limited liability limited partnership, on behalf of the company and the partnership. He/she is [__] personally known to me or [__] produced _____ as identification.

NOTARY STAMP:

Signature of Notary Public

Printed Name of Notary Public

Exhibit A

Legal Description

BOARD OF SUPERVISOR'S

HERITAGE HARBOUR MARKET PLACE COMMUNITY DEVELOPMENT DISTRICT

FINANCIAL STATEMENTS

August 31, 2017

Board of Supervisor's

Terry Kirschner, Chairman
William Riley, Vice Chairman
Russell Smith, Assistant Secretary
Scott Edwards, Assistant Secretary
Matthew Morris, Assistant Secretary

James P. Ward
District Manager
2900 NE 12th Terrace, Suite 1
Oakland Park, Florida 33334

Phone: 954-658-4900
E-mail:
JimWard@jpwardassociates.com



Heritage Harbour Market Place Community Development District

Balance Sheet - All Funds and Account Groups as of August 31, 2017

	Governmental Funds			Account Groups		Totals (Memorandum Only)
	General Fund	Debt Service Fund	Capital Projects Fund	General Long Term Debt	General Fixed Assets	
Assets						
Cash and Investments						
General Fund - Invested Cash	\$ 87,407	\$ -	\$ -	\$ -	\$ -	\$ 87,407
Capital Projects Fund-Deferred Cost Account	-	-	237,655	-	-	237,655
Debt Service Fund						
Revenue Account	-	235,903	-	-	-	235,903
Reserve Account	-	631,919	-	-	-	631,919
Prepayment Account	-	-	-	-	-	-
Due from Other Funds						
General Fund	-	-	-	-	-	-
Debt Service - Series 2005	-	-	-	-	-	-
Capital Projects Fund	-	-	-	-	-	-
Market Valuation Adjustments						
	-	-	-	-	-	-
Due from Other Governments						
	-	-	-	-	-	-
Accounts Receivable	316,294	1,833,499	-	-	-	2,149,793
Prepaid Expenses	-	-	-	-	-	-
Amount Available in Debt Service Funds	-	-	-	2,701,321	-	2,701,321
Amount to be Provided by Debt Service Funds	-	-	-	10,708,679	-	10,708,679
General Fixed Assets	-	-	-	-	4,346,527	4,346,527
Total Assets	\$ 403,701	\$ 2,701,321	\$ 237,655	\$ 13,410,000	\$ 4,346,527	\$ 21,099,204

Heritage Harbour Market Place Community Development District

Balance Sheet - All Funds and Account Groups as of August 31, 2017

	Governmental Funds			Account Groups		Totals (Memorandum Only)
	General Fund	Debt Service Fund	Capital Projects Fund	General Long Term Debt	General Fixed Assets	
Liabilities						
Accounts Payable & Payroll Liabilities	\$ 43,634	\$ -	\$ -	\$ -	\$ -	\$ 43,634
Deferred Revenue	316,294	1,833,499	-	-	-	2,149,793
Due to Other Governments	-	-	-	-	-	-
Due to Other Funds						
General Fund	-	-	-	-	-	-
Debt Service - Series 2005	-	-	-	-	-	-
Matured Bonds Payable - Series 2005	-	355,000	-	-	-	355,000
Matured Interest Payable - Series 2005	-	770,840	-	-	-	770,840
Bonds Payable - Series 2005	-	-	-	13,410,000	-	13,410,000
Total Liabilities	\$ 359,928	\$ 2,959,339	\$ -	\$ 13,410,000	\$ -	\$ 16,729,267
Fund Equity and Other Credits						
Investment in General Fixed Assets	-	-		-	4,346,527	4,346,527
Fund Balance						
Restricted						
Beginning: October 1, 2016	-	(300,334)	236,468	-	-	(63,866)
Results from Current Operations	-	42,316	1,187	-	-	43,503
Unassigned						
Beginning: October 1, 2016	8,325	-	-	-	-	8,325
Results from Current Operations	35,447	-	-	-	-	35,447
Total Fund Equity and Other Credits	43,773	(258,018)	237,655	-	4,346,527	4,369,937
Total Liabilities, Fund Equity and Other Credits	\$ 403,701	\$ 2,701,321	\$ 237,655	\$ 13,410,000	\$ 4,346,527	\$ 21,099,204

Heritage Harbour Market Place Community Development District

General Fund

Statement of Revenue, Expenditures and Changes in Fund Balance
for the Period Ending August 31, 2017

	October	November	December	January	February	March	April	May	June	July	August	Year to Date	Annual Budget	% of Budget
Revenue and Other Sources														
Carryforward	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	N/A
Miscellaneous Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Interest														
Interest - General Checking	6	9	40	56	53	59	82	77	60	75	69	587	60	978%
Special Assessment Revenue														
Special Assessments - Uniform Method	53	35,696	-	9,404	-	-	-	(21,425)	-	-	-	23,728	17,986	132%
Special Assessments - Non-Uniform Mthd	-	97,206	-	-	-	-	-	(5,612)	-	-	-	91,594	345,958	26%
Inter-Fund Group Transfers In														
Inter-Fund Group Transfers In	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Total Revenue and Other Sources:	\$ 58	\$ 132,911	\$ 40	\$ 9,461	\$ 53	\$ 59	\$ 82	\$ (26,960)	\$ 60	\$ 75	\$ 69	\$ 115,909	\$ 364,004	32%
Expenditures and Other Uses														
Legislative														
Board of Supervisor's Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 200	\$ -	\$ -	\$ 200	\$ -	\$ 200	\$ 600	\$ 1,200	50%
Board of Supervisor's - FICA	-	-	-	-	-	15	-	-	15	-	15	46	92	50%
Executive														
Executive Salaries	2,692	2,692	4,038	2,692	2,692	2,692	1,346	4,038	4,038	2,692	2,692	32,308	35,000	92%
Executive Salaries - FICA	206	206	309	206	206	206	103	309	309	206	206	2,472	2,678	92%
Executive Salaries - Insurance	324	324	324	324	324	324	324	324	324	324	324	3,563	3,100	115%
Financial and Administrative														
Audit Services	-	-	-	-	-	6,800	-	-	-	-	-	6,800	6,800	100%
Accounting Services	68	45	406	308	374	746	259	661	543	45	550	4,004	4,400	91%
Assessment Roll Preparation	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Arbitrage Rebate Services	-	-	-	-	-	500	-	-	-	-	-	500	500	100%
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Other Contractual Services														
Recording and Transcription	-	-	-	-	-	48	-	-	80	-	96	224	250	90%
Legal Advertising	-	-	101	-	-	-	-	-	-	-	1,351	1,452	2,400	60%
Trustee Services	-	-	-	-	-	-	-	-	-	-	-	-	5,810	0%
Dissemination Agent Services	-	-	-	-	-	-	-	-	5,000	-	-	5,000	1,000	500%

Heritage Harbour Market Place Community Development District

General Fund

**Statement of Revenue, Expenditures and Changes in Fund Balance
for the Period Ending August 31, 2017**

	October	November	December	January	February	March	April	May	June	July	August	Year to Date	Annual Budget	% of Budget
Property Appraiser Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Bank Services	32	47	59	32	33	33	33	31	32	32	31	394	500	79%
Travel and Per Diem	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Communications & Freight Services														
Telephone	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Postage, Freight & Messenger	-	19	-	9	40	9	18	-	60	10	50	215	300	72%
Rentals & Leases														
Miscellaneous Equipment Leasing	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Computer Services and Website	-	-	-	-	-	-	-	-	-	-	-	-	-	
Development	559	559	559	559	559	559	-	1,117	559	-	1,117	6,144	8,000	77%
Insurance	5,778	-	-	-	-	-	-	-	-	-	-	5,778	6,300	92%
Printing & Binding	-	-	-	-	192	10	-	-	179	-	121	502	100	502%
Office Supplies	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Subscription & Memberships	-	175	-	-	-	-	-	-	-	-	-	175	175	100%
Legal Services														
Legal - General Counsel	-	-	-	-	-	-	-	6,732	1,189	397	745	9,062	60,000	15%
Legal - Foreclosure Counsel	-	-	-	-	-	-	-	-	-	-	-	-	150,000	0%
Comprehensive Planning														
Professional Services-Planning	-	-	-	-	-	-	-	-	-	-	-	-	75,000	0%
Other General Government Services														
Engineering Services - General Fund	-	-	225	150	-	-	-	-	737	-	113	1,224	400	306%
Capital Outlay	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Total Expenditures and Other Uses:	\$ 9,658	\$ 4,067	\$ 6,020	\$ 4,280	\$ 4,420	\$ 12,142	\$ 2,082	\$ 13,212	\$ 13,264	\$ 3,706	\$ 7,611	\$ 80,461	\$ 364,005	22%
Net Increase/ (Decrease) of Fund Balance	(9,600)	128,844	(5,980)	5,181	(4,367)	(12,083)	(2,000)	(40,172)	(13,204)	(3,631)	(7,542)	35,447		N/A
Fund Balance - Beginning	8,325	(1,274)	127,569	121,589	126,771	122,404	110,321	108,321	68,149	54,945	51,315	8,325	42,540	
Fund Balance - Ending	<u>\$ (1,274)</u>	<u>\$ 127,569</u>	<u>\$ 121,589</u>	<u>\$ 126,771</u>	<u>\$ 122,404</u>	<u>\$ 110,321</u>	<u>\$ 108,321</u>	<u>\$ 68,149</u>	<u>\$ 54,945</u>	<u>\$ 51,315</u>	<u>\$ 43,773</u>	<u>\$ 43,773</u>	<u>\$ 42,540</u>	

Heritage Harbour Market Place Community Development District

Debt Service Fund - Series 2005 Bonds

**Statement of Revenue, Expenditures and Changes in Fund Balance
for the Period Ending August 31, 2017**

	October	November	December	January	February	March	April	May	June	July	August	Year to Date	Budget	% of Budget
Revenue and Other Sources														
Carryforward	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	N/A
Interest Income														
Revenue Account	16	16	12	20	45	42	46	59	63	42	40	402	-	N/A
Reserve Account	52	54	52	54	79	73	81	102	107	104	107	863	-	N/A
Prepayment Account	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Special Assessment Revenue														
Special Assessments - Uniform Method	87	-	-	89	-	-	-	27,037	-	-	-	27,214	27,002	101%
Special Assessments - Non-Uniform Mthd	-	300,791	-	-	-	-	-	-	-	-	-	300,791	1,080,198	28%
Prepayment Revenue	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Total Revenue and Other Sources:	\$ 155	\$ 300,861	\$ 64	\$ 163	\$ 124	\$ 115	\$ 127	\$ 27,198	\$ 170	\$ 146	\$ 147	\$ 329,271	\$ 1,107,200	30%
Expenditures and Other Uses														
Debt Service														
Principal - Mandatory	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 375,000	0%
Principal - Early Redemptions	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	732,200	0%
Legal Services														
Legal - Foreclosure Counsel	-	-	-	-	-	-	-	-	155,623	-	-	155,623	-	N/A
Operating Transfers Out	52	-	-	159	79	73	81	102	107	104	107	863	-	N/A
Inter-Fund Group Transfers Out														
Trustee Services	-	7,827	-	-	-	-	-	-	-	-	-	7,827	-	N/A
GF-Litigation (Parcel 19/20)	-	79,052	43,590	-	-	-	-	-	-	-	-	122,642	-	N/A
CPF-Deferred Cost Account	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Total Expenditures and Other Uses:	\$ 52	\$ 86,879	\$ 43,590	\$ 159	\$ 79	\$ 73	\$ 81	\$ 102	\$ 155,730	\$ 104	\$ 107	\$ 286,955	\$ 1,107,200	26%
Net Increase/ (Decrease) of Fund Balance	104	213,982	(43,526)	4	45	42	46	27,096	(155,560)	42	40	42,316	-	
Fund Balance - Beginning	(300,334)	(300,230)	(86,248)	(129,773)	(129,770)	(129,724)	(129,682)	(129,636)	(102,540)	(258,100)	(258,058)	(300,334)	958,772	
Fund Balance - Ending	<u>\$ (300,230)</u>	<u>\$ (86,248)</u>	<u>\$ (129,773)</u>	<u>\$ (129,770)</u>	<u>\$ (129,724)</u>	<u>\$ (129,682)</u>	<u>\$ (129,636)</u>	<u>\$ (102,540)</u>	<u>\$ (258,100)</u>	<u>\$ (258,058)</u>	<u>\$ (258,018)</u>	<u>\$ (258,018)</u>	<u>\$ 958,772</u>	

Heritage Harbour Market Place Community Development District

Capital Projects Fund

Statement of Revenue, Expenditures and Changes in Fund Balance

for the Period Ending August 31, 2017

	October	November	December	January	February	March	April	May	June	July	August	Year to Date	Budget	% of Budget
Revenue and Other Sources														
Carryforward	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	N/A
Interest Income														
Deferred Cost Account	19	20	19	20	30	27	30	38	40	39	40	324	-	N/A
Operating Transfers In	52	-	-	159	79	73	81	102	107	104	107	863	-	N/A
Total Revenue and Other Sources:	\$ 71	\$ 20	\$ 19	\$ 179	\$ 108	\$ 100	\$ 111	\$ 140	\$ 148	\$ 143	\$ 148	\$ 1,187	\$ -	N/A
Expenditures and Other Uses														
Flood Control - Stormwater Management														
Engineering Services	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	N/A
Legal Services	-	-	-	-	-	-	-	-	-	-	-	-	-	N/A
Operating Transfers Out														
Total Expenditures and Other Uses:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	N/A
Net Increase/ (Decrease) of Fund Balance	71	20	19	179	108	100	111	140	148	143	148	1,187	-	
Fund Balance - Beginning	236,468	236,539	236,559	236,578	236,757	236,866	236,966	237,076	237,217	237,364	237,507	236,468	234,491	
Fund Balance - Ending	<u>\$ 236,539</u>	<u>\$ 236,559</u>	<u>\$ 236,578</u>	<u>\$ 236,757</u>	<u>\$ 236,866</u>	<u>\$ 236,966</u>	<u>\$ 237,076</u>	<u>\$ 237,217</u>	<u>\$ 237,364</u>	<u>\$ 237,507</u>	<u>\$ 237,655</u>	<u>\$ 237,655</u>	<u>\$ 234,491</u>	