

**MINUTES OF MEETING  
HERITAGE HARBOUR NORTH  
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Heritage Harbour North Community Development District's Board of Supervisors was held on Thursday, October 2, 2014, at 2:00 p.m., at the River Strand Golf and Country Club (Clubhouse), 7155 Grand Estuary Trail, Bradenton, Florida 34212.

**Present and constituting a quorum were:**

Anthony Burdett	Chairman
William Riley	Vice Chairman
Terry Kirschner	Assistant Secretary
Matthew Morris	Assistant Secretary

**Also present were:**

James P. Ward	District Manager
Greg Urbancic	District Counsel (Telephonic)
Brett Sealy	Banks Engineering
Denise Ganz	Bond Counsel (Telephonic)

**FIRST ORDER OF BUSINESS**

**Call to Order/Roll Call**

Mr. Ward called the meeting to order at 2:00 p.m. The record will reflect that all members of the Board are present at roll call with the exception of Supervisor Drake.

**SECOND ORDER OF BUSINESS**

**Consideration of Minutes**

**a) August 7, 2014 Regular Meeting**

Mr. Ward stated you've all been previously distributed a copy. If there are any additions, corrections or deletions, it would be appropriate at this time to so indicate, otherwise a motion for their approval would be in order.

**On MOTION by Mr. Riley and seconded by Mr. Kirschner, with all in favor of approving the regular meeting minutes of August 7, 2014 as presented.**

**THIRD ORDER OF BUSINESS**

Consideration of Resolution 2015-1, a resolution of the Heritage Harbour North Community Development District, amending and restating in its entirety, Resolution 2014-4 adopted on November 7, 2013; authorizing the issuance of not exceeding \$9,000,000 in aggregate principal amount of its special assessment bonds, Series 2014 to finance a portion of the cost of a series project consisting of certain infrastructure and facilities benefiting District lands, paying capitalized interest on the 2014 Bonds, funding the 2014 Reserve Account for the 2014 Bonds and paying costs of issuance of the 2014 Bonds; approving a first supplemental indenture in connection with the 2014 Bonds and authorizing the execution thereof; ratifying the appointment of a Trustee, paying agent, and registrar for the 2014 Bonds; providing for redemption of the 2014 Bonds; authorizing the application of the proceeds of the 2014 Bonds; approving the form, and authorizing execution, on a bond purchase contract for the 2014 Bonds; delegating to the Chairman or Vice Chairman the authority to award the 2014 Bonds within the parameters specified herein; approving the form, and authorizing the use of a preliminary limited offering memorandum for the 2014 Bonds; approving the distribution of a final limited offering memorandum for the 2014 Bonds, and the execution thereof; approving the form, and authorizing execution of a continuing disclosure agreement; providing a severability; and providing an effective date.

Mr. Ward stated the purpose of your meeting is to consider Resolution 2015-1, and this is basically the restart of the process that we did last September or October related to your 2013, now 2014 Series Bonds. Denise Ganz is on the phone with us, she is your bond counsel, and I'll ask Denise to take a few moments and go through the salient points of the

resolution with you, and I'll ask for a motion to adopt the resolution. Just for the record, Denise, I did provide to them a black line version of the 2015-1 Resolution for you.

Ms. Ganz stated that's fine. Basically, what we're going to do here is ask you to approve this resolution to amend and restate in its entirety Resolution 2014-4 that was adopted on November 7, 2013. Basically, it starts all over again and replaces that resolution in order to put in place the authorization needed to move forward with this specific series of bonds that were proposed to be issued sometime before the end of November. Those are the designated Series 2014 Bonds, which you noticed they had previously been called the 2013 Bonds.

What you're being asked to do here is put in place the authorization so that we can move forward to market the bonds and, ultimately, close them. The authorization is for not exceeding \$9,000,000 and the postponement of the 2014 Bonds for the purposes that are set forth on page three of the resolution, which would be to use the money to put into a construction account to construct and/or acquire improvements that are part of the overall CIP. That's called the 2014 Project, whatever it funds with the bond proceeds, the capitalized interest on the bonds, fund the reserve account, and pay cost of issuance.

To accomplish that among the things that have to be done, you will be authorizing a first supplemental indenture substantially in the form attached, and that will set forth the specific details of the 2014 Bonds. You provide for the bond to be subject to redemption, and it will be set forth in that indenture subject to certain parameters that are specified in section six of the resolution. It provides for the Chair or Vice Chair to sign a certificate showing how the proceeds of those 2014 Bonds will ultimately be applied against, subject to the parameters in here. You approve the negotiated sale and make certain findings associated with that sale of the bonds to NBS Capital Market and, in section six, you approve substantially in the form attached to this resolution a bond purchase agreement with NBS, and subject to certain parameters, as I've mentioned, that are noted in section six of this resolution.

In section seven, you approve a form of the preliminary offering memorandum that's substantially in the form attached. It will be used to market the bonds and delegate authority basically finalize that document before it's ready to be used for marketing, including to be able to have the Chair or the Vice Chairman approve updates to the

engineer’s report and assessment report that are necessary. Those will be included as exhibits to that offering statement, so we need to just get them cleaned up and brought up to date. We’ll do that and include them as appendices in the preliminary offering memorandum, and the Chairman or Vice Chairman is authorized to approve those updates without having to come back to the Board for that purpose.

In section eight, you’re asked to approve a form of a continuing disclosure agreement, substantially in the form presented, and that’s used to provide on an annual basis continuing information to the secondary market the trade in those 2014 bonds. You have the similar undertaking bonds that were issued by this District some years ago. Then there’s some general miscellaneous authorizations just to move forward to get the bond issue consummated, and some language that makes it clear. This is the amendment and restatement of that prior 2014-4 Resolution.

That’s it, so if there’s any questions, I’ll be happy to answer them.

Mr. Ward asked any questions from the Board? Hearing none, a motion to adopt Resolution 2015-1 would be in order.

**On MOTION by Mr. Kirschner and seconded by Mr. Morris with all in favor of approving Resolution 2015-1.**

**FOURTH ORDER OF BUSINESS**

**Staff Reports**

**a. Attorney**

None

**b. Engineer**

l) Consideration of acquisition of various infrastructure related to the Series 2007 Project

Mr. Ward stated Mr. Cooper is not with us today, but, Greg, can you take a few moments and go through this acquisition of this infrastructure, not the requisition, but at least the documents that we have related to that?

Mr. Urbancic asked for Requisition 26?

Mr. Ward stated yes.

Mr. Urbancic stated yes, I can talk about that. From the 2007 bond issue, there’s still money in the construction fund, and so the District received a requisition, which the

engineer has labeled "Requisition 26". We spent a little bit of time going through and making sure that whatever we were acquiring, we also had property rights that were associated with the assets that we were acquiring. What you see in your package today are a few things: there's bills of sale related to the various portions of the infrastructure, and there are also owner's affidavit, basically giving us some insurance that there's no encumbrance on those assets that we will be accepting.

There are also easements to cover the various areas where there weren't easement rights before to operate the assets that's being obtained. In a nutshell, that's what we're doing. I would ask you to approve the easements, because we need to accept the easements. Otherwise, the other documents are in order for the District's acceptance of these Requisition 26 assets.

Mr. Ward stated so a motion to approve the easements attached to your agenda would be in order.

**On MOTION by Mr. Morris and seconded by Mr. Riley with all in favor of approving the acquisition of various infrastructure related to the Series 2007 Project.**

**c. Manager**

No discussion

**FIFTH ORDER OF BUSINESS**

**Supervisors' Requests and Audience Comments**

Mr. Ward asked anything from the Board? The record will reflect that there are no members of the audience here.


**SIXTH ORDER OF BUSINESS**

**Adjournment**

Mr. Ward stated a motion to adjourn would be in order.

**On MOTION by Mr. Morris and seconded by Mr. Riley, with all in favor of adjourning at 2:29 p.m.**

  
James P. Ward Secretary

  
Terrence Kirschner, Chairman