

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 LANDING COMMUNITY DEVELOPMENT DISTRICT

The **continued** meeting of the Board of Supervisors of Heritage Landing Community Development District was held on **Wednesday, February 25, 2015 at 9:30 a.m.** at the Heritage Landing Amenity Center, located at 370 Heritage Landing Parkway, St. Augustine, Florida 32092.

Present and constituting a quorum:

Bret Sovine	Board Supervisor, Chairman
Kathy Shippey	Board Supervisor, Vice Chairman
Elmer Bley	Board Supervisor, Assistant Secretary
Dallas Dunn	Board Supervisor, Assistant Secretary
Virginia Moore	Board Supervisor, Assistant Secretary

Also present were:

Melissa Dobbins	District Manager, Rizzetta & Company, Inc.
Scott Brizendine	Rizzetta & Company, Inc.
Brianne Beirl	Rizzetta & Company, Inc.
Wes Haber	Hopping Green & Sams, P.A.
Brett Sealy	MBS Capital Markets
Robbie Cox	MBS Capital Markets
Preston Doub	District Engineer, England-Thims & Miller
Camille Evans	Bond Counsel, Greenberg Traurig (via speakerphone)
Bob Gang	Bond Counsel, Greenberg Traurig (via speakerphone)

Audience Members

FIRST ORDER OF BUSINESS

Call to Order

Mr. Sovine called the meeting to order at 9:30 a.m. and read the roll call.

SECOND ORDER OF BUSINESS

Audience Comments on Agenda Items

There were no audience comments on agenda items.

THIRD ORDER OF BUSINESS

Staff Reports

A. District Counsel
No Report.

B. District Engineer
Mr. Doub updated the Board of Supervisors on his on-going research regarding creating additional parking on the FPL easement. The issues they are reviewing are

drainage/stormwater, sidewalk access to the amenity center and ADA parking regulations.

C. District Manager

Ms. Dobbins noted that the next regularly scheduled Board of Supervisors' meeting will be held March 12, 2015 at 10:00 a.m.

FOURTH ORDER OF BUSINESS

**Consideration of Resolution 2015-03,
Delegation Resolution**

Mr. Sealy presented an update to bond re-financing opportunities, dated February 25, 2015 (marked as Exhibit "A").

After discussion, the Board of Supervisors authorized staff to proceed with re-financing opportunities.

A member of the audience indicated that he believes that DR Horton failed to adequately disclose certain issues regarding the CDD and requested that the Board refuse to pay DR Horton the deferred costs payment contemplated in connection with the bond refunding. Mr. Haber advised the Board that the CDD has a contractual obligation to pay the deferred costs and that such payment is necessary in order to move forward with the proposed refunding. Mr. Haber also noted that the alleged disclosure issue is between the resident and DR Horton and not one in which the District has a role.

Ms. Evans reviewed Resolution 2015-03, Delegation Resolution which adopts its exhibits in substantial form. Discussion ensued.

The Board of Supervisors agreed to insert the minimum reduction amount in Section 6 to be 9.5%.

The Board of Supervisors approved Resolution 2015-03, authorizing the issuance of Series 2015 Bonds.

On a motion by Mr. Bley, seconded by Mr. Dunn, with four favor and one abstention from Kathy Shippey (Exhibit "B") the Board approved Resolution 2015-03, authorizing the issuance of Series 2015 Bonds for Heritage Landing Community Development District.
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FIFTH ORDER OF BUSINESS

**Audience Comments and
Supervisor Requests**

There were no audience comments.

There were no Supervisor requests.

SIXTH ORDER OF BUSINESS

Adjournment

On a motion by Ms. Moore, seconded by Ms. Shippey, with all in favor, the Board adjourned the meeting at 10:25 a.m. Heritage Landing Community Development District.



Secretary / Asst. Secretary



Chairman / Vice Chairman

Exhibit “A”



Heritage Landing Community Development District

Presentation to the Board of Supervisors
Update to Refinancing Opportunities
February 25, 2015

Presented by
MBS Capital Markets, LLC

MBS Capital Markets, LLC
152 Lincoln Avenue
Winter Park, FL 32789
(407) 622-0130

MBS Capital Markets, LLC
4890 West Kennedy Boulevard
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(813) 281-2700

MBS Capital Markets, LLC
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Boulder, CO 80503
(303) 652-0205

MBS Capital Markets, LLC
1005 Bradford Way
Kingston, TN 37763
(865) 717-0303

Estimated Refunding Results

The table below provides an update to the refunding results under current market conditions based upon the receipt of a confidential rating from S&P of "BBB". The estimated results in the table below are subject to change based upon fluctuations in market conditions. Accompanying footnotes are included on the following page.

Series 2005 Bonds Refunding Analysis		Current
Dated Date		3/13/2015
Principal Amount to be Refunded		\$14,455,000
Current Est. Average Coupon		5.60%
Current Max Annual Debt Service		\$1,144,500 *
Estimated Refunding Results		
Estimated Par Amount of Refunding Bonds		\$14,430,000
Estimated Average Coupon		3.96%
Estimated Net Interest Cost (inclusive of U/D and OID)		4.14%
Estimated Max Annual Debt Service (1)		\$1,012,462 *
Estimated NPV Savings % (2)		12.39%
Estimated NPV Savings \$ (2)		\$1,790,951
Estimated Max Annual Debt Service Reduction \$ (3)		\$132,038
Estimated Max Annual Debt Service Reduction % (3)		11.53%
Final Maturity (4)		5/1/2036
Estimated DSRF Cash Requirement (5)		50% of MADS
Underwriter's Discount (6)		1.5%
Estimated Costs of Issuance (7)		\$150,000

Estimated Refunding Results (cont'd)

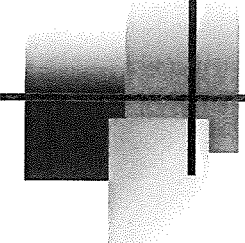
- (1) The projected maximum annual debt service does not include the gross-up to provide for the 4% discount for early payment and the collection fees charged by the St. Johns County Tax Collector and Appraiser.
- (2) These figures are net of all costs, transfers from the existing trust estate.
- (3) The reduction of annual debt service is calculated based upon comparing the debt service on the outstanding Series 2005 Bonds and the debt service on the proposed refunding bonds.
- (4) The maturity date on the proposed refunding bonds is 5/1/2036 which is consistent with the maturity date on the Series 2005 Bonds.
- (5) A portion of the proceeds of the prior Debt Service Reserve Fund is assumed to be utilized to repay Deferred Costs on a discounted basis in the amount of \$250,000.
- (6) Our contractual fee for this refinancing transaction is 1.5% which is consistent with our fees for other recently closed CDD refinancing transactions. This fee is contingent upon the closing of the refinancing transaction.
- (7) The estimated costs of issuance of the refinancing are based on recently closed refunding transactions.

Est. Reduction of Annual Debt Service Assessments

Product Type	Current Annual Debt Service Assmnts.*	Est. Post-Refunding Annual Debt Service Assmnts.*	Est. Reduction in Annual Debt Service Assmnts.*	Est. % Reduction in Annual Debt Service Assmnts.
SF	\$1,100	\$972	\$128	11.63%

* Includes allowance for collection costs and early payment discount.

NOTE: Reduction in debt service assessments are based upon the assumptions presented on page 2 and are subject to change based upon fluctuations in market conditions.



Process/Timing

Feb. 25 th -	Board Meeting – Present delegation resolution along with forms of the preliminary official statement, supplemental indenture, escrow deposit agreement, continuing disclosure certificate and supplemental assessment methodology.
Feb. 27 th –	Print and mail preliminary official statement.
March 5 th –	Price the bonds.
Mar. 5 th – Mar. 11 th -	District financing team to prepare all necessary certificates, documents and opinions to close.
March 12 th -	Board Meeting – Pre-closing.
March 13 th -	Fund and close.

Disclosures Regarding Underwriter's Role – MSRB Rule G-17

Disclosures Concerning the Underwriter's Role

- (i) Municipal Securities Rulemaking Board Rule G-17 requires an underwriter to deal fairly at all times with both municipal issuers and investors;
- (ii) The Underwriter's primary role is to purchase securities with a view to distribution in an arm's-length commercial transaction with the District and it has financial and other interests that differ from those of the District;
- (iii) Unlike a municipal advisor, the Underwriter does not have a fiduciary duty to the District under the federal securities laws and is, therefore, not required by federal law to act in the best interests of the District without regard to its own financial or other interests;
- (iv) The Underwriter has a duty to purchase securities from the District at a fair and reasonable price, but must balance that duty with its duty to sell municipal securities to investors at prices that are fair and reasonable; and
- (v) The Underwriter will review the official statement for the District's securities in accordance with, and as part of, its responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of the transaction.

Disclosure Concerning the Underwriter's Compensation

Underwriter's compensation that is contingent on the closing of a transaction or the size of a transaction presents a conflict of interest, because it may cause the Underwriter to recommend a transaction that it is unnecessary or to recommend that the size of the transaction be larger than is necessary.

Disclosures Regarding Underwriter's Role – MSRB Rule G-17 (cont'd)

Conflicts of Interest

Payments to or from Third Parties. There are no undisclosed payments, values, or credits to be received by the Underwriter in connection with its underwriting of this new issue from parties other than the District, and there are no undisclosed payments to be made by the Underwriter in connection with this new issue to parties other than the District (in either case including payments, values, or credits that relate directly or indirectly to collateral transactions integrally related to the issue being underwritten). In addition, there are no third-party arrangements for the marketing of the District's securities.

Profit-Sharing with Investors. There are no arrangements between the Underwriter and an investor purchasing new issue securities from the Underwriter (including purchases that are contingent upon the delivery by the District to the Underwriter of the securities) according to which profits realized from the resale by such investor of the securities are directly or indirectly split or otherwise shared with the Underwriter.

Credit Default Swaps. There will be no issuance or purchase by the Underwriter of credit default swaps for which the reference is the District for which the Underwriter is serving as underwriter, or an obligation of that District.

Retail Order Periods. For new issues in which there is a retail order period, the Underwriter will honor such agreement to provide the retail order period. No allocation of securities in a manner that is inconsistent with an District's requirements will be made without the District's consent. In addition, when the Underwriter has agreed to underwrite a transaction with a retail order period, it will take reasonable measures to ensure that retail clients are bona fide.

Dealer Payments to District Personnel. Reimbursements, if any, made to personnel of the District will be made in compliance with MSRB Rule G-20, on gifts, gratuities, and non-cash compensation, and Rule G-17, in connection with certain payments made to, and expenses reimbursed for, District personnel during the municipal bond issuance process.

Exhibit “B”

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

LAST NAME—FIRST NAME—MIDDLE NAME SHIPPEY KATHLEEN TRIPLETT	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE HERITAGE LANDING CDD
MAILING ADDRESS 3180 TROUT CREEK COURT	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF:
CITY COUNTY ST AUGUSTINE SAINT JOHNS	<input type="checkbox"/> CITY <input type="checkbox"/> COUNTY <input checked="" type="checkbox"/> OTHER LOCAL AGENCY
DATE ON WHICH VOTE OCCURRED FEBRUARY 25, 2015	NAME OF POLITICAL SUBDIVISION: HERITAGE LANDING CDD
	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 minutes of the meeting, who will incorporate the form in the minutes. (Continued on other side)

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, KATHLEEN T SHIPPEY, hereby disclose that on FEBRUARY 25, 20 15 :

(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 D.R. HORTON, INC. - JACKSONVILLE, 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:

The Heritage Landing CDD's Board of Supervisors adopted Resolution 2015-03 which, in part, authorized the refunding of the District's Series 2005 Bonds (the "Refunding"). In connection with the Refunding, it is anticipated that the District will pay \$250,000 to D.R. Horton, Inc. - Jacksonville ("Horton"), to fully satisfy certain amounts owed to Horton for Deferred Costs, as such term is defined in the Series 2005 Bond documents. In addition to being a homeowner and duly elected Supervisor of the District, I am an employee of D.R. Horton, Inc.; therefore, I abstained from voting on this issue to avoid any perceived conflict of interest.

February 25, 2015
Date Filed

Kathleen T Shippey
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.