

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.

**WESTRIDGE
COMMUNITY DEVELOPMENT DISTRICT**

The regular meeting of the Board of Supervisors of Westridge Community Development District was held on **Thursday, November 21, 2013 at 3:34 p.m.** at the Quality Inn Maingate, located at 43824 Highway 27, Davenport, FL 33837.

Present and constituting a quorum:

Nubia Carroll	Board Supervisor, Chairperson
Bob Bishop	Board Supervisor, Vice Chairman
John Blakley	Board Supervisor, Assistant Secretary
Jason Patrick	Board Supervisor, Assistant Secretary (via phone)

Also present were:

Jeremy Needham	District Manager, Rizzetta & Company, Inc.
Scott Clark	District Counsel, Clark & Albaugh
David Jae	Representative, Lerner Real Estate Advisors
Mark Wilson	District Engineer, Kimley-Horn (via phone)
Jorge Cepero	Representative, Prime Group
Audience Members	Not Present

FIRST ORDER OF BUSINESS

Call to Order

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

SECOND ORDER OF BUSINESS

Audience Comments

No audience members were present for comment.

THIRD ORDER OF BUSINESS

Staff Reports

A. District Counsel

Mr. Clark asked that the Board of Supervisors review the results of the Landowner Election. Mr. Needham discussed the results of the Landowner Election. Mr. Needham stated that as a result of the votes David Jae will receive a 4 year term (seat 1), Nubia Carroll will receive a 2 year term (seat 2) and Glenn Marvin will receive a 2 year term (seat 3).

Mr. Needham stated that he is a Notary Public of the State of Florida and duly authorized to administer the Oath of Office. He administered the Oath of Office to newly appointed Board Supervisor David Jae and Nubia Carroll who swore to and affirmed the oath.

Mr. Clark discussed the documents in relation to the foreclosure sale scheduled for December 11, 2013. Mr. Clark discussed the First Mortgage Deed and Security Agreement, Articles of Organization of Westridge Holdco, LLC, Tri-Party Agreement and Operating Agreement of Westridge Holdco, LLC and the Management and Brokerage Agreement. He stated that the Bondholders would like for the Westridge Community Development District (Westridge CDD) to set up a Limited Liability Company as a Special Purpose Entity (SPE) to take the title to the lands. Mr. Clark stated that the SPE for Westridge CDD was currently identified as Westridge Holdco, LLC, but could be altered if so desired. Mr. Clark stated that the first action the Board of Supervisors should take is to approve the filing of the Articles of Organization for the Limited Liability Company (LLC) in the State of Florida and to then approve the form of an Operating Agreement, which would have the Westridge CDD being the sole member of the LLC. He stated that this would give the Westridge CDD authority over the activities of the LLC. He stated that this would give the District Manager of Rizzetta and Company to manage the affairs of the LLC, under the supervision of the Board of Supervisors. Mr. Clark stated that the sole purpose was to hold the property until there was a sale or other transaction that the Bondholders approve to allow disposition of the property. Mr. Clark stated that in connection with this the Bondholders asked that Westridge CDD, the Trustee and the Special Purpose Entity enter into a Tri-Party Agreement. He stated that the Tri-Party Agreement was common in deals that occur in Florida in a similar situation. He stated that the Tri-Party Agreement would acknowledge that the LLC is holding the property for the benefit of the Trustee and the Bondholders and that the LLC would cooperate with marketing and sale of the property. He stated that the Bondholders were agreeing to fund the operations of the District and that there are remaining funds held by the Trustee in the area of around one million dollars. Mr. Clark stated that there would be some edits to the documents where the District could lien the property in the case that the Bondholders fail to fund the District. He stated that this would give Westridge CDD some leverage. Mr. Clark stated that the Bondholders asked that Westridge CDD enter in a Management Agreement between the LLC and Lerner Real Advisors Inc. and Lerner Real Estate Advisors Realty, Inc. where the entities would manage the development with a Brokerage Agreement as well. Mr. Clark stated that the payments under the agreement would be subject to a separate Compensation Agreement between the said entities, the Trustees and the Bondholders. Mr. Clark stated that he requested a copy of the Compensation Agreement but was not able to obtain it. He stated that he would like to add verbiage to the Agreement to clarify that the activities that are being performed by the Lerner entities are not being paid for by the Westridge CDD but by the Trustee for the Bondholders. He stated that the CDD had the right to terminate the agreement if they

chose to. Mr. Clark stated that the Trustee requested that the LLC enter into a mortgage after the foreclosure sale being that after the sale there will no longer be assessments on the property a mortgage would secure the property in the case that there were ever liens or judgments against the property. Mr. Clark stated that his concerns with the mortgage were to make sure that the obligations of the CDD were not expanded beyond their current obligations. Mr. Clark stated that he would like the Board of Supervisors to give conceptual approval to all of the documents he just discussed, subject to the edits he will make and any further negotiations so that prior to the sale date the SPE can be put in place and the agreements entered into. Mr. Clark stated that immediately after the sale they would to have the Mortgage to be executed and recorded as well as have an approval for the Management and Brokerage Agreement. Brief discussion ensued. Mr. Clark stated that the Board Supervisors that were with associated with the Lerner entities, and to the extent that they would receive a benefit or compensation under the Management and Brokerage Agreement or to the extent that these Board Supervisors should have an actual ownership in either of the entities that they should declare a conflict. The Board Supervisors associated with the Lerner entities stated that they did not have any conflict to declare. Mr. Clark stated that he would make the Board of Supervisors aware when they did receive title to the property.

On Motion by Mr. Jae, seconded by Mr. Blakley, with all in favor, the Board approved of the conceptual approval of the First Mortgage Deed and Security Agreement, Articles of Organization of Westridge Holdco, LLC, Tri-Party Agreement and Operating Agreement of Westridge Holdco, LLC and the Management and Brokerage Agreement subject to further review, edits and negotiations by District Counsel for Westridge Community Development District.

B. District Engineer

Mr. Wilson stated that his company was in the process of closing out all construction items and approvals with the County. He stated that he was meeting with the Contractor to discuss improvements to pond 11 for the CDD. Brief discussion ensued.

C. District Manager

No report.

FOURTH ORDER OF BUSINESS

Consideration of the Minutes of the Board of Supervisors' Meeting held on October 24, 2013

Mr. Needham stated that the minutes were reviewed by District Counsel.

On Motion by Mr. Bishop, seconded by Ms. Carroll, with all in favor, the Board approved the Minutes of the Board of Supervisors' Meeting held on October 24, 2013 for Westridge Community Development District.

FIFTH ORDER OF BUSINESS

Consideration of the Operations and Expenditures for October 2013

Mr. Needham discussed the operations and maintenance expenditures with the Board of Supervisors.

On Motion by Mr. Blakley, seconded by Mr. Bishop, with all in favor, the Board approved the Operations and Expenditures for October (\$8,512.30) 2013 for Westridge Community Development District.

SIXTH ORDER OF BUSINESS

Ratification of Bonds, Series 2005, Requisition #93

The Board of Supervisors reviewed requisition #93.

On Motion by Mr. Bishop, seconded by Ms. Carroll, with all in favor, the Board ratified Bonds, Series 2005, Requisition #93 for Westridge Community Development District.

SEVENTH ORDER OF BUSINESS

Audience Comments and Supervisor Requests

There were no Audience comments or Supervisor requests.

Mr. Needham stated that the next Regular Meeting of the Board of Supervisors is scheduled to be held on Thursday, December 19, 2013 at 2:30 p.m. at the Quality Inn Maingate, located at 43824 Highway 27, Davenport, Florida 33837.

EIGHTH ORDER OF BUSINESS

Adjournment

On a Motion by Ms. Carroll, seconded by Mr. Blakley, with all in favor, the Board adjourned the Meeting of the Board of Supervisors at 4:02 p.m. for Westridge Community Development District.



Assistant Secretary



Chairman/Vice Chairman