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This Instrument Prepared by
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Hopping Green & Sams, P.A.
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Suite 300
Tallahassee, Florida 32301

Public Records of
St. Johns County, FL
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**UPDATED DISCLOSURE OF PUBLIC FINANCING AND MAINTENANCE
OF IMPROVEMENTS TO REAL PROPERTY UNDERTAKEN BY
THE BRANDY CREEK COMMUNITY DEVELOPMENT DISTRICT**

**Board of Supervisors¹
Brandy Creek Community Development District**

Gary Williams
Chairman

Barbara Little
Assistant Secretary

Diane Drinkwater
Vice Chairman

Charles W. Arnold, III
Assistant Secretary

Jason Hill
Assistant Secretary

District Manager
Governmental Management Services, Inc.
475 West Town Place, Suite 114
St. Augustine, Florida 32092
(904) 288-9130

District records are on file at 475 Town Place, Suite 111, St. Augustine, Florida 32092, the local District Records Office. District records are available for public inspection upon request during normal business hours.

¹ This list reflects the composition of the Board of Supervisors as of August 1, 2013. For a current list, please call the District Manager.

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Introduction

On behalf of the Board of Supervisors of the Brandy Creek Community Development District ("District"), the following information is provided to give you a description of the District's services and the assessments that have been levied within the District to pay for certain community infrastructure and the manner in which the District is operated. The District is a unit of special purpose local government created pursuant to and existing under the provisions of Chapter 190, Florida Statutes. Unlike city and county governments, the District has only certain limited powers and responsibilities. These powers and responsibilities include, for example, certain water and sewer facilities and water management and drainage control facilities.

Under Florida law, community development districts are required to take affirmative steps to provide for the full disclosure of information relating to the public financing and maintenance of improvements to real property undertaken by such districts. The law specifically provides that this information shall be made available to all persons currently residing within the District and to all prospective District residents. The following information, describing the District and the assessments, fees and charges that are anticipated to be levied within the District to pay for certain community infrastructure, is provided to fulfill this statutory requirement.

The District is here to serve the needs of the community and we encourage your participation in District activities.

What is the District and how is it governed?

The District is an independent special taxing district created pursuant to and existing under the provisions of Chapter 190, Florida Statutes. The District was established by Ordinance No. 2003-53 of the Board of County Commissioners of St. Johns County, Florida (the "BOCC"), which became effective on June 17, 2003. The District's boundaries were expanded by Ordinance 2006-36 of the BOCC, which became effective on April 6, 2006. The District currently encompasses approximately 341 acres of land in unincorporated St. Johns County, Florida. As a local unit of special-purpose government, the District provides an alternative means for planning, financing, constructing, operating and maintaining various public improvements and community facilities within its jurisdiction.

The District is governed by a five-member Board of Supervisors, the members of which must be residents of the State of Florida and citizens of the United States. Within ninety (90) days of appointment of the initial board, members were elected on an at-large basis by the owners of property within the District, each landowner being entitled to one vote for each acre of land owned with fractions thereof rounded upward to the nearest whole number. Thereafter, elections are held every two (2) years in November. Commencing six (6) years after the initial appointment of Supervisors and when the District attains a minimum of two hundred and fifty (250) qualified electors, the positions of two board members whose terms are expiring shall be filled by qualified electors of the District. The remaining board member whose term is expiring shall be selected by the landowners and is not required to be a qualified elector. Thereafter, as

terms expire, board members shall be qualified electors elected by qualified electors of the district for a term of four (4) years. A "qualified elector" in this instance is any person at least eighteen (18) years of age who is a citizen of the United States, a legal resident of Florida and of the District, and who is also registered with the Supervisor of Elections to vote in St. Johns County. Notwithstanding the foregoing, if at any time the Board proposes to exercise its ad valorem taxing power, it shall, prior to the exercise of such power, call an election at which all members of the Board shall be elected by qualified electors of the District.

Board meetings are noticed in the local newspaper and are conducted in a public forum in which public participation is permitted. Consistent with Florida's public records laws, the records of the District are available for public inspection during normal business hours. Members of the Board are similarly bound by the State's open meetings law and are subject to the same disclosure requirements as other elected officials under the State's ethics laws.

**What infrastructure improvements does the
District provide and how are the improvements paid for?**

The District currently consists of approximately 341 acres of land located in St. Johns County located along County Road 210 approximately two miles west of Interstate 95. The legal description of the lands that encompass the District is attached hereto as Exhibit "A". Current development plans for the District include construction of 583 residences. The District is being developed in two phases. Phase I called for the construction of a total of 400 residential units and is complete. Development within Phase II is anticipated to include approximately 183 residential units and is complete. The public infrastructure necessary to support the development programs within both phases is described further below.

Certain public infrastructure improvements were funded in part by the District's sale of bonds. On September 8, 2003, the Circuit Court of the Seventh Judicial Circuit of the State of Florida, in and for St. Johns County, Florida, entered a Final Judgment validating the District's ability to issue an aggregate principal amount not to exceed \$15,000,000 in Special Assessment Bonds for the infrastructure needs of the District. On October 10, 2003, the District issued \$5,510,000 of its Brandy Creek Community Development District Special Assessment Bonds, Series 2003A ("Series 2003A Bonds") and \$5,650,000 of its Brandy Creek Community Development District Special Assessment Bonds, Series 2003B ("Series 2003B Bonds") for the purpose of financing the cost of acquiring, constructing, and equipping certain infrastructure improvements within Phase I of the District (described below). On July 20, 2006, the District issued \$2,715,000 of its Brandy Creek Community Development District Special Assessment Bonds, Series 2006A ("Series 2006 Bonds") for the purpose of financing the cost of acquiring, constructing, and equipping certain infrastructure improvements within Phase II of the District (described below).

In 2013, the District refunded its Series 2003A Bonds and issued its Special Assessment Refunding Bonds, Series 2013 (the "Series 2013 Bonds"). The Series 2013 Bonds were issued, among other reasons, to refund and redeem all of the outstanding Series 2003A Bonds and to pay

certain costs of issuance for the Series 2013 Bonds. The result of the refinancing was to reduce the annual debt service assessments paid for all Phase I lots.

District Infrastructure Improvements – Phase I

To plan the infrastructure improvements necessary for Phase I of the District, the District adopted an Improvement Plan, as supplemented and amended, which details the District's proposed infrastructure improvements for Phase I including, but not limited to, transportation improvements, water and sewer construction, stormwater drainage facilities, entry monumentation, landscape and signage, and construction of community recreation facilities, each of which is described more fully below. Copies of the Improvement Plan are available for review in the District's public records.

Transportation Improvements

The District has financed, designed and constructed certain transportation facilities within Phase I of the District. These improvements include the clearing, grubbing and earthwork necessary for all work within the rights-of-way and utility easements for underground electrical and street lighting. The internal roadways, totaling approximately 3.8 miles, provide access throughout the residential area of Phase I of the District. In addition, a 0.35-mile portion of roadway called Nature Walk Parkway connecting the District to County Road 210 was constructed. These transportation improvements are owned and maintained by St. Johns County.

Water and Sewer Improvements

The water distribution improvements consist of the main underground transmission system required to service the District. The sanitary sewer collection improvements consist of the lift stations and force main. These systems include piping, manholes, valves, services and all appurtenances required to construct the sewer system. The water and sewer systems, designed according to Jacksonville Electric Authority (JEA) and Florida Department of Environmental Protection (FDEP) standards, are owned and maintained by the JEA.

Stormwater Management Improvements

The stormwater collection and overflow systems include a combination of drainage catch basins, inlets, underground storm piping and any site fill required to provide a complete stormwater management system in addition to treatment ponds and control structures required to serve the District in accordance with County and St. Johns River Water Management District permits. The District owns and maintains these facilities.

Recreation Facility Improvements

The recreation facility improvements consist of an amenity center located at the intersection of Nature Walk Parkway and Johns Creek Parkway. The basic components of the recreation facility include a clubhouse, tennis court, basketball court, family pool and spray

ground, playground, parking, landscaping and lighting, and a multipurpose field. The District owns and maintains this facility.

Entry Monumentation, Landscaping and Signage Improvements

The entry features, landscaping and signage improvements consist of entry monumentation and signage at the neighborhood entrance, and includes landscaping at the entrance and at common areas throughout the District. The District owns and maintains these improvements.

District Infrastructure Improvements – Phase II

To plan the infrastructure improvements necessary for Phase II of the District, the District amended its Improvement Plan, as supplemented and amended, detailing the District's planned infrastructure improvements for Phase II including, but not limited to, transportation improvements, entry monumentation, landscape and signage, and construction of a lift station and force main, each of which is described more fully below. Copies of the Improvement Plan for Phase II are available for review in the District's public records.

Transportation Improvements

As in Phase I, the District financed, designed and constructed certain transportation facilities within Phase II of the District. These improvements include the clearing, grubbing, and earthwork necessary for all work within the rights-of-way and utility easements for underground electrical and street lighting. The internal roadways provide access throughout the residential area within Phase II of the District and will provide a future access to County Road 2209. These transportation improvements are owned and maintained by St. Johns County.

Water and Sewer Improvements

The lift station and force main are necessary to serve the District and are required by the JEA and FDEP. The construction of these systems included piping, structures, valves and all appurtenances required to construct the system. These systems were designed according to JEA and FDEP standards. These water and sewer improvements are owned and maintained by JEA.

Entry Monumentation, Landscaping and Signage Improvements

The entry features, landscaping and signage improvements have been extended into the Phase II project. The improvements consist of entry monumentation and signage at the neighborhood entrance, and include landscaping at the entrance and at common areas throughout Phase II of the District. The District owns and maintains these improvements.

Recreation Facility Improvements

The developer of Phase II constructed additional recreational facilities within Phase II. These recreational facilities include a park with playground equipment and a walking trail and an amenity center including a pool, clubhouse, basketball court and recreation field. These improvements were conveyed to the District at no cost. The District owns and maintains the Phase II recreation facilities.

Assessments, Fees and Charges

Proceeds of the Series 2003A, Series 2003B, Series 2006 Bonds and Series 2013 Bonds have been, and/or will continue to be, used to finance the acquisition and construction of proposed infrastructure improvements to serve the lands within the District. The amortization schedules for each of the Series of Bonds are attached hereto as Composite Exhibit "B."

The annual debt service payments, including interest due thereon, for each Series of Bonds are payable solely from and secured by the levy of non-ad valorem or special assessments against lands within the District which benefit from the construction, acquisition, establishment and operation of the District's improvements. The annual debt service obligations of the District which must be defrayed by annual assessments upon each parcel of land or platted lot will depend upon the type of property purchased. Provided below are the current maximum annual assessment levels for the Series 2013 Bonds and Series 2006 Bonds. There are no longer any debt assessments associated with the Series 2003B Bonds as they have been fully repaid. Interested persons are encouraged to contact the District Manager for information regarding special assessments on a particular lot or parcel of lands. A copy of the District's assessment methodology and assessment roll are available for review in the District's public records.

The current annual debt assessment for the Series 2013 Bonds (Phase I) for a platted lot is as follows:

Product Type	Maximum Annual Assessment Level
Single Family Residential	\$855

Note: The current maximum annual assessments level amounts have been grossed up to include 2% for collection costs and a 4% maximum discount for early payment as authorized by current law. However, the fees for collection costs and the maximum discount for early payment are subject to change by statute and other law, and may increase in the future resulting in an increased maximum annual assessment level.

The current annual debt assessment for the Series 2006 Bonds (Phase II) for a platted lot is as follows:

Product Type	Maximum Annual Assessment Level
Single Family Residential	\$1,100

Note: The current maximum annual assessments level amounts have been grossed up to include 2% for collection costs and a 4% maximum discount for early payment as authorized by current law. However, the fees for collection costs and the maximum discount for early payment are subject to change by statute and other law, and may increase in the future resulting in an increased maximum annual assessment level.

The amounts described above exclude any operations and maintenance assessments which may be determined and calculated annually by the District's Board of Supervisors against all benefited lands in the District.

A detailed description of costs and allocations which result in the formulation of assessments, fees and charges is available for public inspection upon request.

The District may undertake the construction, acquisition, or installation of other future improvements and facilities, which may be financed by bonds, notes or other methods authorized by Chapter 190, Florida Statutes.

Method of Collection

The District's special and maintenance assessments may appear on that portion of the annual real estate tax bill entitled "non-ad valorem assessments" and will be collected by the county tax collector in the same manner as county ad valorem taxes. Each property owner must pay both ad valorem and non-ad valorem assessments at the same time. Property owners will, however, be entitled to the same discounts as provided for ad valorem taxes. As with any tax bill, if all taxes and assessments due are not paid within the prescribed time limit, the tax collector is required to sell tax certificates which, if not timely redeemed, may result in the loss of title to the property.

This description of the District's operation, services and financing structure is intended to provide assistance to landowners and purchasers concerning the important role that the District plays in providing infrastructure improvements essential to the development of new communities. If you have questions or would simply like additional information about the District, please write to District Manager, 475 Town Place, Suite 111, St. Augustine, Florida 32092 or call (904) 940-5850.

IN WITNESS WHEREOF, this Updated Disclosure of Public Financing and Maintenance of Improvements to Real Property Undertaken has been executed as of the 14th day of August, 2013, and recorded in the Official Records of St. Johns County, Florida.

**BRANDY CREEK COMMUNITY
DEVELOPMENT DISTRICT**

By: [Signature]
Gary Williams, Chairperson

[Signature]
Witness

JASON Walters

Print Name

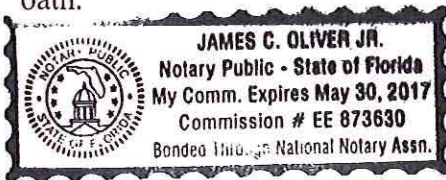
[Signature]
Witness

Michael Viana

Print Name

**STATE OF FLORIDA
COUNTY OF St. Johns**

The foregoing instrument was acknowledged before me this 14th day of August, 2013, by Gary Williams, Chairman of the Brandy Creek Community Development District, who [☒] is personally known to me or who [☐] has produced as identification, and did [☐] or did not [☐] take the oath.



[Signature]
Notary Public, State of Florida

Print Name: _____

Commission No.: _____

My Commission Expires: _____

Exhibit A - Legal Description
Exhibit B - Amortization Schedule(s)

Brandy Creek
Community Development District
 Series 2006A Special Assessment Bonds
AMORTIZATION SCHEDULE

DATE	BALANCE	RATE	PRINCIPAL	INTEREST	TOTAL
11/01/13	\$ 2,445,000.00	5.60%	-	\$ 68,460.00	\$ 68,460.00
05/01/14	\$ 2,445,000.00	5.60%	\$ 50,000.00	\$ 68,460.00	\$ 185,520.00
11/01/14	\$ 2,395,000.00	5.60%	-	\$ 67,060.00	
05/01/15	\$ 2,395,000.00	5.60%	\$ 55,000.00	\$ 67,060.00	\$ 187,580.00
11/01/15	\$ 2,340,000.00	5.60%	-	\$ 65,520.00	
05/01/16	\$ 2,340,000.00	5.60%	\$ 55,000.00	\$ 65,520.00	\$ 184,500.00
11/01/16	\$ 2,285,000.00	5.60%	-	\$ 63,980.00	
05/01/17	\$ 2,285,000.00	5.60%	\$ 60,000.00	\$ 63,980.00	\$ 186,280.00
11/01/17	\$ 2,225,000.00	5.60%	-	\$ 62,300.00	
05/01/18	\$ 2,225,000.00	5.60%	\$ 60,000.00	\$ 62,300.00	\$ 182,920.00
11/01/18	\$ 2,165,000.00	5.60%	-	\$ 60,620.00	
05/01/19	\$ 2,165,000.00	5.60%	\$ 65,000.00	\$ 60,620.00	\$ 184,420.00
11/01/19	\$ 2,100,000.00	5.60%	-	\$ 58,800.00	
05/01/20	\$ 2,100,000.00	5.60%	\$ 70,000.00	\$ 58,800.00	\$ 185,640.00
11/01/20	\$ 2,030,000.00	5.60%	-	\$ 56,840.00	
05/01/21	\$ 2,030,000.00	5.60%	\$ 75,000.00	\$ 56,840.00	\$ 186,580.00
11/01/21	\$ 1,955,000.00	5.60%	-	\$ 54,740.00	
05/01/22	\$ 1,955,000.00	5.60%	\$ 80,000.00	\$ 54,740.00	\$ 187,240.00
11/01/22	\$ 1,875,000.00	5.60%	-	\$ 52,500.00	
05/01/23	\$ 1,875,000.00	5.60%	\$ 85,000.00	\$ 52,500.00	\$ 187,620.00
11/01/23	\$ 1,790,000.00	5.60%	-	\$ 50,120.00	
05/01/24	\$ 1,790,000.00	5.60%	\$ 85,000.00	\$ 50,120.00	\$ 182,860.00
11/01/24	\$ 1,705,000.00	5.60%	-	\$ 47,740.00	
05/01/25	\$ 1,705,000.00	5.60%	\$ 90,000.00	\$ 47,740.00	\$ 182,960.00
11/01/25	\$ 1,615,000.00	5.60%	-	\$ 45,220.00	
05/01/26	\$ 1,615,000.00	5.60%	\$ 95,000.00	\$ 45,220.00	\$ 182,780.00
11/01/26	\$ 1,520,000.00	5.60%	-	\$ 42,560.00	
05/01/27	\$ 1,520,000.00	5.60%	\$ 105,000.00	\$ 42,560.00	\$ 187,180.00
11/01/27	\$ 1,415,000.00	5.60%	-	\$ 39,620.00	
05/01/28	\$ 1,415,000.00	5.60%	\$ 110,000.00	\$ 39,620.00	\$ 186,160.00
11/01/28	\$ 1,305,000.00	5.60%	-	\$ 36,540.00	
05/01/29	\$ 1,305,000.00	5.60%	\$ 115,000.00	\$ 36,540.00	\$ 184,860.00
11/01/29	\$ 1,190,000.00	5.60%	-	\$ 33,320.00	
05/01/30	\$ 1,190,000.00	5.60%	\$ 120,000.00	\$ 33,320.00	\$ 183,280.00
11/01/30	\$ 1,070,000.00	5.60%	-	\$ 29,960.00	
05/01/31	\$ 1,070,000.00	5.60%	\$ 130,000.00	\$ 29,960.00	\$ 186,280.00
11/01/31	\$ 940,000.00	5.60%	-	\$ 26,320.00	
05/01/32	\$ 940,000.00	5.60%	\$ 135,000.00	\$ 26,320.00	\$ 183,860.00
11/01/32	\$ 805,000.00	5.60%	-	\$ 22,540.00	
05/01/33	\$ 805,000.00	5.60%	\$ 145,000.00	\$ 22,540.00	\$ 186,020.00
11/01/33	\$ 660,000.00	5.60%	-	\$ 18,480.00	
05/01/34	\$ 660,000.00	5.60%	\$ 150,000.00	\$ 18,480.00	\$ 182,760.00
11/01/34	\$ 510,000.00	5.60%	-	\$ 14,280.00	
05/01/35	\$ 510,000.00	5.60%	\$ 160,000.00	\$ 14,280.00	\$ 184,080.00
11/01/35	\$ 350,000.00	5.60%	-	\$ 9,800.00	
05/01/36	\$ 350,000.00	5.60%	\$ 170,000.00	\$ 9,800.00	\$ 184,840.00
11/01/36	\$ 180,000.00	5.60%	-	\$ 5,040.00	
05/01/37	\$ 180,000.00	5.60%	\$ 180,000.00	\$ 5,040.00	\$ 185,040.00
			\$ 2,445,000.00	\$ 2,064,720.00	\$ 4,509,720.00

Brandy Creek
Community Development District
Series 2013 Special Assessment Refunding Bonds
AMORTIZATION SCHEDULE

DATE	BALANCE	RATE	PRINCIPAL	INTEREST	TOTAL
03/20/13			-		
11/01/13	\$ 4,545,000.00	3.570%	\$ -	\$ 99,607.48	\$ 99,607.48
05/01/14	\$ 4,545,000.00	3.570%	\$ 160,000.00	\$ 81,128.25	\$ 319,400.50
11/01/14	\$ 4,385,000.00	3.570%	\$ -	\$ 78,272.25	
05/01/15	\$ 4,385,000.00	3.570%	\$ 165,000.00	\$ 78,272.25	\$ 318,599.25
11/01/15	\$ 4,220,000.00	3.570%	\$ -	\$ 75,327.00	
05/01/16	\$ 4,220,000.00	3.570%	\$ 170,000.00	\$ 75,327.00	\$ 317,619.50
11/01/16	\$ 4,050,000.00	3.570%	\$ -	\$ 72,292.50	
05/01/17	\$ 4,050,000.00	3.570%	\$ 175,000.00	\$ 72,292.50	\$ 316,461.25
11/01/17	\$ 3,875,000.00	3.570%	\$ -	\$ 69,168.75	
05/01/18	\$ 3,875,000.00	3.570%	\$ 185,000.00	\$ 69,168.75	\$ 320,035.25
11/01/18	\$ 3,690,000.00	3.570%	\$ -	\$ 65,866.50	
05/01/19	\$ 3,690,000.00	3.570%	\$ 190,000.00	\$ 65,866.50	\$ 318,341.50
11/01/19	\$ 3,500,000.00	3.570%	\$ -	\$ 62,475.00	
05/01/20	\$ 3,500,000.00	3.570%	\$ 195,000.00	\$ 62,475.00	\$ 316,469.25
11/01/20	\$ 3,305,000.00	3.570%	\$ -	\$ 58,994.25	
05/01/21	\$ 3,305,000.00	3.570%	\$ 205,000.00	\$ 58,994.25	\$ 319,329.25
11/01/21	\$ 3,100,000.00	3.570%	\$ -	\$ 55,335.00	
05/01/22	\$ 3,100,000.00	3.570%	\$ 210,000.00	\$ 55,335.00	\$ 316,921.50
11/01/22	\$ 2,890,000.00	3.570%	\$ -	\$ 51,586.50	
05/01/23	\$ 2,890,000.00	3.570%	\$ 220,000.00	\$ 51,586.50	\$ 319,246.00
11/01/23	\$ 2,670,000.00	3.570%	\$ -	\$ 47,659.50	
05/01/24	\$ 2,670,000.00	3.570%	\$ 225,000.00	\$ 47,659.50	\$ 316,302.75
11/01/24	\$ 2,445,000.00	3.570%	\$ -	\$ 43,643.25	
05/01/25	\$ 2,445,000.00	3.570%	\$ 235,000.00	\$ 43,643.25	\$ 318,091.75
11/01/25	\$ 2,210,000.00	3.570%	\$ -	\$ 39,448.50	
05/01/26	\$ 2,210,000.00	3.570%	\$ 245,000.00	\$ 39,448.50	\$ 319,523.75
11/01/26	\$ 1,965,000.00	3.570%	\$ -	\$ 35,075.25	
05/01/27	\$ 1,965,000.00	3.570%	\$ 255,000.00	\$ 35,075.25	\$ 320,598.75
11/01/27	\$ 1,710,000.00	3.570%	\$ -	\$ 30,523.50	
05/01/28	\$ 1,710,000.00	3.570%	\$ 260,000.00	\$ 30,523.50	\$ 316,408.00
11/01/28	\$ 1,450,000.00	3.570%	\$ -	\$ 25,882.50	
05/01/29	\$ 1,450,000.00	3.570%	\$ 270,000.00	\$ 25,882.50	\$ 316,945.50
11/01/29	\$ 1,180,000.00	3.570%	\$ -	\$ 21,063.00	
05/01/30	\$ 1,180,000.00	3.570%	\$ 280,000.00	\$ 21,063.00	\$ 317,128.00
11/01/30	\$ 900,000.00	3.570%	\$ -	\$ 16,065.00	
05/01/31	\$ 900,000.00	3.570%	\$ 290,000.00	\$ 16,065.00	\$ 316,953.50
11/01/31	\$ 610,000.00	3.570%	\$ -	\$ 10,888.50	
05/01/32	\$ 610,000.00	3.570%	\$ 300,000.00	\$ 10,888.50	\$ 316,422.00
11/01/32	\$ 310,000.00	3.570%	\$ -	\$ 5,533.50	
05/01/33	\$ 310,000.00	3.570%	\$ 310,000.00	\$ 5,533.50	\$ 315,533.50
11/01/33	\$ -	3.570%	\$ -	\$ -	
			\$ 4,545,000.00	\$ 1,910,936.21	\$ 6,455,936.21

LEGAL DESCRIPTION

BRANDY CREEK CDD

PARCEL "A"

A PORTION OF SECTIONS 24 AND 25, TOWNSHIP 5 SOUTH, RANGE 27 EAST, TOGETHER WITH A PORTION OF SECTION 19 AND 41, TOWNSHIP 5 SOUTH, RANGE 28 EAST, ALL BEING IN ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF REFERENCE COMMENCE AT THE NORTHWEST CORNER OF SAID SECTION 19 FROM THE POINT OF REFERENCE THUS DESCRIBED RUN SOUTH 02°14'09" EAST ALONG THE WESTERLY LINE OF SAID SECTION 19, A DISTANCE OF 594.51 FEET TO A POINT IN THE SOUTHERLY RIGHT-OF-WAY LINE OF COUNTY ROAD NO. 210 (FORMERLY STATE ROAD NO. 210) A 100' RIGHT-OF-WAY AS PER STATE OF FLORIDA STATE ROAD DEPARTMENT RIGHT-OF-WAY SECTION 7831-250; THENCE RUN SOUTH 73°30'56" WEST ALONG THE SAID SOUTHERLY RIGHT-OF-WAY, A DISTANCE OF 123.67 FEET TO THE POINT OF BEGINNING; SAID POINT OF BEGINNING BEING THE POINT OF CURVATURE OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 25.00 FEET; FROM THE POINT OF BEGINNING THUS DESCRIBED RUN SOUTHWESTERLY ALONG AND AROUND SAID CURVE AN ARC DISTANCE OF 39.27 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 28°30'56" WEST, 35.36 FEET; THENCE RUN SOUTH 16°29'04" EAST, A DISTANCE OF 762.75 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHEAST AND HAVING A RADIUS OF 460.0 FEET; THENCE RUN SOUTHEAST ALONG AND AROUND SAID CURVE, AN ARC DISTANCE OF 318.75 FEET TO THE POINT OF TANGENCY OF SAID CURVE; SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 36°20'08" EAST, 312.41 FEET; THENCE RUN SOUTH 56°11'12" EAST A DISTANCE OF 392.20 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE RIGHT, SAID CURVE BEING CONCAVE TO THE SOUTHWEST AND HAVING A RADIUS OF 540.0 FEET; THENCE RUN SOUTHEASTERLY ALONG AND AROUND SAID CURVE, AN ARC DISTANCE OF 83.05 FEET TO THE POINT OF TANGENCY OF SAID CURVE; SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 51°40'29" EAST, 84.96 FEET; THENCE RUN SOUTH 47°09'46" EAST, A DISTANCE OF 250.63' TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT, SAID CURVE BEING CONCAVE TO THE NORTHWEST AND HAVING A RADIUS OF 25.00 FEET; THENCE NORTHEASTERLY ALONG AND AROUND SAID CURVE, AN ARC DISTANCE OF 39.27 FEET TO A POINT; SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 87°50'14" EAST, 35.36 FEET; THENCE RUN ON A NON-TANGENT BEARING OF SOUTH 47°09'46" EAST, A DISTANCE OF 60.00 FEET; THENCE RUN NORTH 42°50'14" EAST, A DISTANCE OF 13.98 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT; SAID CURVE BEING CONCAVE TO THE NORTHWEST AND HAVING A RADIUS OF 230.0 FEET; THENCE RUN NORTHEASTERLY ALONG AND AROUND SAID CURVE, AN ARC DISTANCE OF 150.09 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 24°08'35" EAST, 147.44 FEET; THENCE RUN NORTH 05°26'55" EAST, A DISTANCE OF 39.64 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE RIGHT, SAID CURVE BEING CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 470.0 FEET; THENCE RUN NORTHEASTERLY ALONG AND AROUND SAID CURVE, AN ARC DISTANCE OF 113.31 FEET TO A POINT; SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 06°08'21" EAST, 113.31 FEET; THENCE RUN ON A NON-TANGENT BEARING OF SOUTH 84°17'51" EAST, A DISTANCE OF 215.19 FEET; THENCE RUN SOUTH 28°25'31" EAST, A DISTANCE OF 286.37 FEET; THENCE RUN NORTH 86°28'41" EAST, A DISTANCE OF 281.21 FEET; THENCE RUN SOUTH 02°45'14" EAST, A DISTANCE OF 4152.52 FEET; THENCE RUN NORTH 89°24'01" WEST, A DISTANCE OF 2420.89 FEET TO A POINT IN THE EASTERLY LINE OF SOUTH HAMPTON UNIT ONE AS RECORDED IN MAP BOOK 38, PAGES 32-50, INCLUSIVE, OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE RUN ALONG THE SAID EASTERLY LINE OF SOUTH HAMPTON UNIT ONE THE FOLLOWING FOUR COURSES; COURSE NO. 1); RUN NORTH 00°00'00" WEST, A DISTANCE OF 1789.25 FEET; COURSE NO. 2); RUN NORTH 26°34'25" WEST, A DISTANCE OF 1615.36 FEET; COURSE NO. 3); RUN NORTH 47°21'22" EAST, A DISTANCE OF 1260.33 FEET; COURSE NO. 4); RUN NORTH 14°42'52" WEST, A DISTANCE OF 144.31 FEET; THENCE DEPARTING SAID EASTERLY LINE RUN NORTH 67°44'03" EAST, A DISTANCE OF 698.62 FEET; THENCE RUN NORTH 36°11'12" WEST, A DISTANCE OF 58.64 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE RIGHT, SAID CURVE BEING CONCAVE TO THE NORTHEAST AND HAVING A RADIUS OF 540.0 FEET; THENCE RUN NORTHWESTERLY ALONG AND AROUND SAID CURVE AN ARC DISTANCE OF 374.18 FEET; SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 36°20'08" WEST, 366.74 FEET TO THE POINT OF TANGENCY OF SAID CURVE; THENCE RUN NORTH 16°29'04" WEST, A DISTANCE OF 31.65 FEET; THENCE RUN SOUTH 73°30'56" WEST, A DISTANCE OF 20.00 FEET; THENCE RUN NORTH 16°29'04" WEST, A DISTANCE OF 731.10 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT; SAID CURVE BEING CONCAVE TO THE SOUTHWEST AND HAVING A RADIUS OF 25.00 FEET; THENCE RUN NORTHWESTERLY ALONG AND AROUND SAID CURVE AN ARC DISTANCE OF 39.27 FEET TO A POINT OF TANGENCY OF SAID CURVE; SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 61°29'04" WEST, 35.36 FEET; SAID POINT LYING IN THE AFOREMENTIONED SOUTHERLY RIGHT-OF-WAY LINE OF COUNTY ROAD NUMBER 210; THENCE RUN NORTH 73°30'56" EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, A DISTANCE OF 150.00 FEET TO THE POINT OF BEGINNING

LANDS THUS DESCRIBED CONTAIN 248.39 ACRES, MORE OR LESS.

PARCEL "B"

A PORTION OF SECTION 25, TOWNSHIP 5 SOUTH, RANGE 37 EAST AND A PORTION OF SECTIONS 30 AND 41, TOWNSHIP 5 SOUTH, RANGE 28 EAST, ST. JOHNS COUNTY, FLORIDA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF BEGINNING, COMMENCE AT THE SOUTHWEST CORNER OF JOHNS CREEK AS RECORDED IN MAP BOOK 48, PAGES 76 THROUGH 95 AS RECORDED IN THE PUBLIC RECORDS OF SAID ST. JOHNS COUNTY, FLORIDA; THENCE SOUTH 89°23'02" EAST, ALONG THE SOUTHERLY LINE OF SAID JOHNS CREEK, A DISTANCE OF 2420.89 FEET TO THE SOUTHEAST CORNER OF SAID JOHNS CREEK; THENCE SOUTH 02°44'15" EAST, A DISTANCE OF 14.56 FEET TO THE POINT OF CURVATURE OF A CURVE; THENCE SOUTHERLY, ALONG THE ARC OF A CURVE, CONCAVE EASTERLY AND HAVING A RADIUS OF 3100.00 FEET, AN ARC DISTANCE OF 537.51 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 07°42'18" EAST, 536.85 FEET; THENCE SOUTH 12°40'21" EAST, A DISTANCE OF 309.20 FEET TO THE NORTHERLY EXTENSION OF THE WESTERLY LINE OF THAT CERTAIN GMC CONSERVATION EASEMENT 3 RECORDED IN OFFICIAL RECORDS 1856, PAGE 953 OF SAID PUBLIC RECORDS; THENCE ALONG SAID GMC CONSERVATION EASEMENT 3 THE FOLLOWING 9 COURSES; COURSE NO. 1) THENCE SOUTH 20°40'41" WEST, A DISTANCE OF 102.24 FEET; COURSE NO. 2) THENCE SOUTH 28°10'49" WEST, A DISTANCE OF 97.19 FEET; COURSE NO. 3) THENCE SOUTH 20°34'06" WEST, A DISTANCE OF 112.39 FEET; COURSE NO. 4) THENCE SOUTH 14°45'23" WEST, A DISTANCE OF 129.22 FEET; COURSE NO. 5) SOUTH 26°34'40" WEST, A DISTANCE OF 132.36 FEET; COURSE NO. 6) THENCE SOUTH 22°37'58" WEST, A DISTANCE OF 85.50 FEET; COURSE NO. 7) THENCE SOUTH 02°52'31" WEST, A DISTANCE OF 131.70 FEET; COURSE NO. 8) THENCE SOUTH 25°43'22" WEST, A DISTANCE OF 197.09 FEET; COURSE NO. 9) THENCE SOUTH 17°56'30" WEST, ALONG SAID WESTERLY LINE AND ITS SOUTHERLY PROLONGATION, A DISTANCE OF 308.33 FEET TO A POINT IN THE NORTHERLY LINE OF THAT CERTAIN WCC CONSERVATION EASEMENT 8 AS RECORDED IN OFFICIAL RECORDS 2090, PAGE 566 OF SAID PUBLIC RECORDS; THENCE ALONG THE NORTHERLY AND WESTERLY LINES OF SAID WCC CONSERVATION EASEMENT 8 THE FOLLOWING 11 COURSES; COURSE NO. 1) THENCE NORTH 83°55'22" WEST, A DISTANCE OF 53.75 FEET; COURSE NO. 2) THENCE NORTH 59°43'19" WEST, A DISTANCE OF 21.76 FEET; COURSE NO. 3) THENCE NORTH 43°18'58" WEST, A DISTANCE OF 177.41 FEET; COURSE NO. 4) THENCE NORTH 51°00'21" WEST, A DISTANCE OF 211.01 FEET; COURSE NO. 5) THENCE NORTH 48°44'33" WEST, A DISTANCE OF 198.54 FEET; COURSE NO. 6) THENCE NORTH 52°08'44" WEST, A DISTANCE OF 438.77 FEET; COURSE NO. 7) SOUTH 11°54'20" WEST, A DISTANCE OF 24.44 FEET; COURSE NO. 8) THENCE SOUTH 04°06'26" WEST, A DISTANCE OF 74.62 FEET; COURSE NO. 9) THENCE SOUTH 23°59'03" WEST, A DISTANCE OF 104.72 FEET; COURSE NO. 10) THENCE SOUTH 47°44'53" WEST, A DISTANCE OF 79.03 FEET; COURSE NO. 11) THENCE SOUTH 19°03'55" WEST, A DISTANCE OF 8.27 FEET TO A POINT IN THE EASTERLY PROLONGATION OF THE NORTHERLY LINE OF THAT CERTAIN WCC CONSERVATION EASEMENT 9 AS RECORDED IN SAID OFFICIAL RECORDS 2090, PAGE 566; THENCE ALONG SAID NORTHERLY LINE THE FOLLOWING 12 COURSES; COURSE NO. 1) THENCE SOUTH 87°37'58" WEST, A DISTANCE OF 327.99 FEET; COURSE NO. 2) THENCE SOUTH 81°53'19" WEST, A DISTANCE OF 150.37 FEET; COURSE NO. 3) THENCE NORTH 81°00'31" WEST, A DISTANCE OF 102.26 FEET; COURSE NO. 4) THENCE NORTH 70°32'29" WEST, A DISTANCE OF 95.84 FEET; COURSE NO. 5) THENCE NORTH 65°12'22" WEST, A DISTANCE OF 76.12 FEET; COURSE NO. 6) THENCE NORTH 61°22'15" WEST, A DISTANCE OF 66.61 FEET; COURSE NO. 7) THENCE NORTH 43°08'01" WEST, A DISTANCE OF 116.60 FEET; COURSE NO. 8) NORTH 57°14'46" WEST, A DISTANCE OF 88.48 FEET; COURSE NO. 9) THENCE NORTH 34°40'36" WEST, A DISTANCE OF 84.06 FEET; COURSE NO. 10) THENCE NORTH 33°40'17" WEST, A DISTANCE OF 57.50 FEET; COURSE NO. 11) THENCE NORTH 32°27'09" WEST, A DISTANCE OF 69.32 FEET; COURSE NO. 12) THENCE NORTH 60°22'03" WEST, A DISTANCE OF 107.69 FEET TO A POINT IN THE EASTERLY BOUNDARY LINE OF SOUTH HAMPTON UNIT ONE AS RECORDED IN MAP BOOK 38, PAGES 32 THROUGH 50 OF THE SAID PUBLIC RECORDS OF ST. JOHNS COUNTY; THENCE NORTH 00°00'59" EAST, ALONG SAID EASTERLY BOUNDARY LINE, A DISTANCE OF 1223.05 FEET TO THE POINT OF BEGINNING

THE ABOVE DESCRIBED LANDS CONTAIN 92.62 ACRES, MORE OR LESS.