

Minutes of Meeting
Rivers Edge
Community Development District

The regular meeting of the Board of Supervisors of the Rivers Edge Community Development District was held Wednesday, March 16, 2016 at 11:00 a.m. at the Rivertown Amenity Center, 156 Landing Street, St. Johns, Florida.

Present and constituting a quorum were:

Jason Sessions	Chairman
Chris Reese	Vice Chairman
Kerry Soltis	Supervisor

Also present were:

Jim Perry	District Manager
Jere Earlywine	District Counsel
Ryan Stillwell	Prosser, Inc.
David Provost	Mattamy Homes
Dan Fagan	Vesta
Roy Deary	Vesta
Todd Myhill	Vesta
Chris Bark	Vesta
Robbie Cox	MBS Capital Markets by telephone

The following is a summary of the minutes and actions taken at the March 16, 2016 meeting. A copy of the proceedings can be obtained by contacting the District Manager.

FIRST ORDER OF BUSINESS

Roll Call

Mr. Perry called the meeting to order at 11:00 a.m.

SECOND ORDER OF BUSINESS

Audience Comments

A resident stated there are beautiful oak trees on the street where I live and there is mulch around them. Could we put grass there instead of mulch because the mulch is blown towards the homes.

Mr. Provost stated typically you want to keep a ring for fertilization purposes. We can minimize the size of the ring it doesn't have to be so big but I would not recommend grassing all the way because it would choke the tree.

THIRD ORDER OF BUSINESS

Approval of the Minutes of the February 17, 2016 Meeting

On MOTION by Ms. Soltis seconded by Mr. Sessions with all in favor the minutes of the February 17, 2016 meeting were approved.

FOURTH ORDER OF BUSINESS

Matters Related to Reissuance of Bonds

Mr. Earlywine stated we are in the early stages of issuing bonds. You have previously issued bonds and those affected the existing platted homes. The ones subject to the 2008 debt are not subject to this financing.

Mr. Sessions stated any landowner that currently has a home built on a lot and owns that land other than Mattamy is not subject to the new assessments.

Mr. Earlywine stated the first thing is to go through the process of levying assessments on the property that would secure the repayment of bonds and at today's meeting we are going to have a resolution considered that would begin that process of the assessments and we actually set a hearing in the May timeframe to hear comments from the public on the assessments then finalize and levy those assessments. After that assessment is in place you go through the bond financing process where you have the underwriter price and sell the bonds and we expect that to be done in the June/July timeframe.

A. Consideration of Preliminary Master Assessment Methodology

Mr. Perry stated the board has a draft of the assessment methodology report dated March 16, 2016. This is primarily related to the undeveloped lands and moving forward in regards to the refinancing of those bonds and the tendering of some of the 2008 bonds.

Table 1 is the master development plan, which would be related to the district when it is redistricted and contracted. There will be approximately 1,451 units in total.

Table 2 goes through the equivalent residential unit allocation for each of the different product types whether it be a 30 foot, 60 foot, 70 foot lot.

Table 3 is in regards to the construction improvement plan, which ties to the district engineer's report that will be discussed next and it breaks down to what has been currently constructed within the district boundaries and what is planned to be constructed for the constricted district.

Table 4 is a bond sizing related to the construction improvement plan.

Table 5 is the allocation of benefit in regards to that bond issue.

Table 6 shows the assessments related to that bond.

Table 7 shows a comparison of benefit to what has actually been issued for the 2008 A and B bonds.

Finally is an assessment roll schedule, which will show each of the different lots that have been platted in the district, which is approximately 468 lots and allocations to undeveloped land. It is quite a lengthy report. This is a draft and we ask that it be approved in substantial form. We know there are going to be changes but they will be relatively minor.

On MOTION by Mr. Sessions seconded by Mr. Soltis with all in favor the preliminary master assessment methodology was approved in substantial form.

B. Consideration of Preliminary Master Engineer's Report

Mr. Stillwell stated I brought an updated copy of the report. The changes in the report that was in your package to now are just text changes, recommendations by district counsel and no substantial changes. This outlines what the original improvements were contemplated by the 2006 engineer's report and we are restating what the updated improvements will be based on the new development program and the contracted boundary of the CDD.

On MOTION by Mr. Sessions seconded by Mr. Reese with all in favor the preliminary master engineer's report was approved in substantial form.

C. Consideration of Resolution 2016-02 Declaring Special Assessments

Mr. Earlywine stated this is the resolution that kicks off the assessment process and it incorporates certain findings related to the assessment methodology and engineer's report that we just heard. It sets forth the estimated cost of the improvements, it talks about what the

maximum amount of the assessments would be, it talks about how they would be apportioned and otherwise meets the requirements of Chapter 170, 197 and 190 with respect to beginning the assessment process. This kicks it off and authorizes staff to set a hearing and there is a second resolution 2016-03 that actually sets that hearing.

Mr. Perry stated on page 3 under item 3 the total estimated cost of the improvements is blank but we will insert the number \$113,543,124 which ties to the engineer's report and my report. On that same page item 4 says the assessments will defray approximately, we will insert \$155,010,000, which includes the estimated cost of financing, capitalized interest, etc.

Mr. Sessions asked the \$113,543,124 is to be completed not what's already in the ground, correct? In your report you are saying \$69 million has already been done.

Mr. Perry stated it is a combination.

Mr. Stillwell stated it is the actual improvement plan costs to date plus the future issuance.

Mr. Sessions stated just for the current CDD.

Mr. Stillwell stated correct.

Mr. Sessions stated if we decide not to change the boundary are we limiting ourselves for future Improvements outside the revised boundary because future improvements will be a lot higher than the \$15 million.

Mr. Perry stated we would have to go back through this process.

Mr. Earlywine you could go back through and do another engineer's report and methodology report.

Mr. Sessions stated if we are limiting our expenses to just what we are hoping to do as a boundary amendment in the future and we don't do the boundary amendment we are doing something that we shouldn't be doing today. Within the current boundary there is going to be another \$85 million, \$100 million at a minimum in expenses and I don't want to change what we have today in case we don't do what we do in the future and limiting ourselves and a different board takes place and decides not to make the change.

Mr. Earlywine asked do we have an estimate for what those other numbers might be?

Mr. Perry stated I would defer back to the original improvement plan.

Mr. Stillwell stated that would be \$379 million.

Mr. Sessions stated we don't want to lose the ability to continue with the original plan until we bifurcate the CDD.

Mr. Earlywine asked why don't we use that higher number? I think we can still adopt the resolution today and we will revise the engineer's report and methodology to be consistent with that. Do you want to do a financing number?

Mr. Perry stated it would be approximately \$480 million.

Mr. Cox stated this is more of a contingency in case our trajectory is changed that Mattamy is not going to be hindered to try to perform their original plans.

Mr. Earlywine stated that should be fine and that is consistent with what we have done in past projects.

Mr. Perry stated in regards to the financing costs it will be reflective of what was in the original master methodology.

On MOTION by Mr. Sessions seconded by Ms. Soltis with all in favor Resolution 2016-02 was approved as amended and in substantial form.

D. Consideration of Resolution 2016-03 Setting a Public Hearing Date on Special Assessments

Mr. Perry stated Resolution 2016-03 is setting the public hearing date on the special assessments. Currently that date is set for May 18th. This is a standard form resolution and it will be advertised as a public hearing.

On MOTION by Mr. Sessions seconded by Mr. Reese with all in favor Resolution 2016-03 was approved.

FIFTH ORDER OF BUSINESS

**Consideration of Resolution 2016-04
Confirming the District's Use of the St. Johns
County Supervisor of Elections to Conduct
the District's General Election**

Mr. Perry stated item five is consideration of Resolution 2016-04 confirming the district's use of the St. Johns County Supervisor of Elections to conduct the district's general election. The general election will include two seats, seat no. 3 and seat no. 5 and we will file this resolution with the supervisor of elections. Qualifying period is typically at the end of May,

NINTH ORDER OF BUSINESS

Other Business

There being none, the next item followed.

TENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

There being none, the next item followed.

B. Engineer

There being none, the next item followed.

C. Manager

There not being any, the next item followed.

D. Amenity Manager

1. Report

A copy of the amenity manager's report was included as part of the agenda package.

2. Pool Slide Restoration Bids

Mr. Myhill stated I'm not sure of the age of the pool slide but the slide is becoming heavily calcified and it would be wise to treat that slide to maintain and preserve the gel coat as long as possible. Our company has used SlideRenu in several communities and they are fairly reliable, provide a good product. Mr. Provost had suggested approaching White Water the manufacturer of the slide and they did provide a proposal but you will see they are vastly different.

On MOTION by Mr. Sessions seconded by Ms. Soltis with all in favor the proposal from SlideRenu in the amount of \$3,496 was approved.

E. Field Services

Mr. Provost stated the roadway construction is moving forward at a rapid pace. The Main Street District asphalt project is substantially complete. The parking lot lighting is now under construction to add the taller poles.

ELEVENTH ORDER OF BUSINESS Supervisors' Requests and Audience Comments

A resident asked all these reports and documents that you have, are any of those available to the homeowners?

Mr. Sessions responded yes, once they get completed they will be.

A resident stated it is hard to prepare for a meeting when you go through them.

Mr. Sessions stated the agenda is made available to the public before the meeting.

Mr. Myhill stated it is made available and there will be a hearing in May on the new project and you will have plenty of time to look at this before that hearing date and it is all related to the new phase of development so it shouldn't affect you.

Mr. Sessions stated the bonds we were speaking of today unplatted lands carry the debt that you don't pay for and we are trying to quantify that debt into individual lots we will be constructing in the future and bring it off some of the unplatted lands. Today there is \$10 million in debt out there, your house has \$15,000 of that debt and the 468 lots carry \$4 ½ million of the \$10 million of debt, the other \$5 ½ million is just Rivertown. It doesn't make sense to assign debt to forest lands when we know we are going to build X amount of lots here in the future, we need to assign that debt to those lots so we can have more flexibility in the future lands. We are restructuring things to benefit everybody. I think you were here during the restructuring of the HOA and CDD and that was in an effort to try to organize things in a better manor for the community. I certainly respect your question about the documents and we can get you an agenda package before the meetings. As you can see the documents evolve. We had a three hour conference call yesterday on the documents and they changed.

Mr. Perry stated we post the agenda on the website a week before the meetings.

Ms. Beck asked is the new road going in going to be a two-lane and how many miles is it in here to get to Bartram High School?

A resident stated it is 1.7 miles.

Mr. Sessions stated if you drive up the Main Street District road you will see an aluminum gate that is usually locked and from that gate moving north we will carry the road to Bartram Trail and you can see where the construction is on 244 today.

Mr. Provost stated it is a four-lane for the first half mile and it drops down to two-lanes.

TWELFTH ORDER OF BUSINESS Financial Reports

A. Tri-Party Funding Request No. 32

On MOTION by Mr. Sessions seconded by Ms. Soltis with all in favor tri-party funding request no. 32 in the amount of \$3,548.50 was approved.

B. Balance Sheet & Income Statement

A copy of the balance sheet and income statement was included as part of the agenda package.

C. FY 2016 Assessment Receipt Schedule

A copy of the assessment receipt schedule was included as part of the agenda package.

D. Approval of Check Register

On MOTION by Mr. Sessions seconded by Ms. Soltis with all in favor the check registers in the amount of \$70,545.00 were approved.

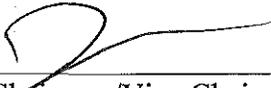
THIRTEENTH ORDER OF BUSINESS Next Scheduled Meeting – Wednesday, April 20, 2016 @ 6:00 p.m. at the Rivertown Amenity Center

Mr. Perry stated our next regularly scheduled meeting is Wednesday, April 20, 2016 and there was discussion of changing that meeting date.

On MOTION by Mr. Sessions seconded by Ms. Soltis with all in favor the April meeting was moved to Tuesday, April 12, 2016 at 6:00 p.m.

On MOTION by Mr. Sessions seconded by Ms. Soltis with all in favor the meeting adjourned at 11:47 a.m.


Secretary/Assistant Secretary


Chairman/Vice Chairman