

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 Tuesday, June 12, 2018 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
Tara Jinks	Vice Chair by telephone
Judy Long	Supervisor
Charles Oates	Supervisor
Justin Frisbee	Supervisor

Also present were:

Jim Perry	District Manager
Jennifer Kilinski	District Counsel
Jennings Cooksey	Hopping Green & Sams
Ryan Stillwell	District Engineer
Roy Deary	Vesta
Jason Davidson	Vesta
Robert Beladi	Vesta
Louis Cowling	Mattamy
Mark Roberts	Mattamy
D.J. Smith	Mattamy
Ernesto Torres	GMS
Justin Rowan	MBS Capital Markets, LLC

The following is a summary of the minutes and actions taken at the June 12, 2018 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. and called the roll.

SECOND ORDER OF BUSINESS

Audience Comments

There being none, the next item followed.

THIRD ORDER OF BUSINESS

Organizational Matters

A. Acceptance of Resignation from Rick Egger

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor Rick Egger's resignation was accepted.

B. Appointment of New Supervisor to Fill Unexpired Term of Office 11/2018

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor Justin Frisbee was appointed to fill the unexpired term of office.

C. Oath of Office for Newly Appointed Supervisor

Mr. Perry being a notary public of the State of Florida administered the oath of office to Justin Frisbee.

Mr. Perry stated after the meeting we will sit down and go through all the documents that we will be providing you. There is a form 1 statement of financial interest that you need to fill out and submit to the supervisor of elections in the county in which you reside within 30 days. It is very important because if you do not fill it out and send it to them they will fine you. After that are some documents, some relate to questions and answers about what community development districts are and there is a copy of Chapter 190, Florida Statutes, which governs community development districts and a Florida Commission on Ethics guide to the sunshine amendment. Anything that may come before this board in the future you cannot talk about to another supervisor outside of a public meeting. It doesn't mean you can't talk to them about golf or football but you can't talk to them about pool repair or landscaping bidding and things of that nature that would come back before this board for consideration. We do have copies of everything we provide at the meetings so you don't really need to retain them but if you do want to retain it we suggest you keep it separate from any of your personal belongings or business dealings. If there is ever a public records request you have a specific file. In addition to the communication or meeting with other supervisors you can't communicate with them by email or things of that nature. You will be getting from district staff periodically documents and if it says,

do not reply to all, do not do that because sometimes we send them out to the whole board of supervisors.

Ms. Kilinski stated the biggest thing is that this office is treated just like a city or county commissioner is it is not different in terms of application of sunshine law or Chapter 112 so if you have any questions it is not always intuitive, the biggest thing is not talking about anything that is pending or may come before the board with any other supervisor.

D. Consideration of Resolution 2018-08 Election of Officers

Mr. Perry stated your current officers are Jason Sessions chairman, Tara Jinks Vice Chair, Judy long, Charles Oates, James Oliver assistant secretaries, Dave deNagy treasurer and I am the secretary and assistant treasurer and we suggest unless you want to make changes to keep that same slate and add Justin as an assistant secretary.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor Resolution 2018-08 was approved as read into the record and adding Mr. Frisbee as an assistant secretary.

FOURTH ORDER OF BUSINESS

Discussion of Refunding the Outstanding Series 2008A Bonds

Ms. Kilinski stated in your agenda package you have an engagement letter from MBS Capital Markets. You have seen a form of this before.

Mr. Rowan stated the SEC requires that we first be hired on a particular transaction before we can discuss any structuring or refinancing or any type of analysis. The intent is to clarify our role in transactions being investment bankers as opposed to a municipal advisor. We ask that you approve hiring us to look into refinancing the outstanding series 2008A bonds. We have a presentation that I can hand out, we can review that and the board is able to terminate our contract but as a formality we first need to be hired.

Ms. Kilinski stated there is no cost involved in the presentation, the cost will only be involved if the refunding actually happened. The contract provides for termination with or without cause immediately without a notice period.

Mr. Perry stated as background MBS has been involved in all the bonds on this district since inception and they have a long history with the district.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor an agreement with MBS Capital Markets for the purpose of refunding the 2008A bonds was approved.

Mr. Sessions outlined the areas encompassed by the 2008A Bonds

Mr. Rowan stated when a district issues new bonds for a new project or ongoing project as we just did for Phase 3, the bonds are issued on a non-rated basis and that is primarily because of the diversification of the assessment payers. Generally, over seven to ten years as the project matures, residents move in and you go from one to hundreds of assessment payers the value of the property increases, the district can go out and seek investment grade rating or bond insurance and that is why districts refinance their bonds at a lower interest rate.

Mr. Rowan gave a brief synopsis of what has transpired with the Series 2003 Bonds and stated in 2008 the district issued 2008 A and B Bonds on a non-rated basis and in 2011 Main Street CDD and Rivers Edge CDD merged and Rivers Edge CDD assumed Main Street's debt then the 2008B Bonds were paid down and are no longer outstanding. In 2016 there was a series of bonds issued that partially refunded the outstanding series 2008A bonds leaving a balance that was not refinanced at that time and the portion that was not refinanced is what we are looking at today. The outstanding amount of the series 2008 A bonds today is \$6,225,000 the current interest coupon is 6.8% and those bonds mature in May 2038.

When we looked at who the assessment payers are rather than 90% of the assessment payers being homeowners, which is generally where a district will seek to get investment grade rating in this situation it is about 60/40 split, 63% of the assessment payers are residents 37% is still the developer. Even though it isn't a prime candidate for bonds to be refinanced we have been successful in the past in doing senior/subordinate structure. In essence that allows us to bifurcate the refunding bonds and form a Series A1 and Series A2 and seek an investment grade rating on the portion of the bonds that are being paid by residents and the portion of the bonds being paid by the developer would be the A2 series. We are able to seek a lower interest rate on 63% of the bonds the other 37% will be a higher interest rate but allows us to blend that interest rate.

We suggest that you allow us to go out and start seeing if we can get a portion of these bonds rated. The other thing we will do is approach banks to see if we can do a private placement as opposed to a public offering. When you do a private placement with a bank

generally it gets a lower interest rate, lower cost of issuance, less documentation, a quicker turnaround from start to finish. That is a little more iffy on this particular situation but still an option that we would pursue. If the board would approve, that would be our next step to approach banks and seek a rating for a portion of the bonds and at the next board meeting we would come back and present the board with all the options and you would then direct us on how to move forward. Depending on where we come back with next month there is a possibility that the particular structure even though we could generate a reduction in annual debt service it is possible that it would increase the total principal amount of the outstanding bonds. As an example when you roll into the closing costs into a home refinancing you might end up with a higher loan amount even though you are reducing the annual payment. If that were the case the board would need to go through the assessment process again and you would have to notice all landowners.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor MBS Capital Markets was authorized to move forward with a potential refinancing of the 2008A bonds and to come back at the next board meeting with options available to the board.

FIFTH ORDER OF BUSINESS**Consideration of Resolution 2018-09
Approving the Proposed Budget for Fiscal
Year 2019 and Setting a Public Hearing Date
for Adoption**

Mr. Perry stated we provided the board members with copies of the proposed budget. This is the start of the budget process, staff has been working through this the last couple of months and we are proposing that the board approve this budget, we will have a public hearing scheduled for August 16th, which is a 6:00 p.m. meeting. We are proposing an increase in assessments, which are highlighted as follows. The developer cost share went up, developer funding of the River Club. Grounds maintenance went up for additional landscaping services, increases for services, mulch and irrigation and water use, increases for certain line items in the amenity center that is related to the level of service. The biggest line item we changed is a general reserve and that is for future repairs and replacement of assets of the district. The biggest component of that is roadways. We did a fixed asset study and we need to fund that on a yearly basis and that is built into this budget. Amenity River Club and all those expenses are being reimbursed by Mattamy. The proposed assessments are on the last page that shows the proposed

increase for individual lot owners in regard to O&M if this budget stays in place and we make no further refinements to expenditures. For a single-family 50-59 foot lot the total increase would be \$132 and that is the gross increase for the year. If you paid it early you would receive a 4% discount and it would be about \$127 increase for the year. We would mail notice to all the individual lot owners letting them know of the increase on the O&M assessments.

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor Resolution 2018-09 approving the fiscal year 2019 budget and setting a public hearing for August 16, 2018 at 6:00 p.m. was approved.

SIXTH ORDER OF BUSINESS

**Consideration of Resolution 2018-10
Ratifying the Sale of the series 2018 Bonds**

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor Resolution 2018-10 was approved.

SEVENTH ORDER OF BUSINESS

**Consideration of Second Amended &
Restated Disclosure of Public Financing**

Mr. Perry stated this is an update of the public financing disclosure to reflect the 2018 bonds.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the second amended and restated disclosure of public financing was approved in substantial form.

EIGHTH ORDER OF BUSINESS

**Approval of the Minutes of the May 16, 2018
Meeting**

On MOTION by Ms. Long seconded by Mr. Sessions with all in favor the minutes of the May 16, 2018 were approved as presented.

NINTH ORDER OF BUSINESS

Staff Reports

A. Attorney

Ms. Kilinski stated I wanted to talk the board through conceptual approval of a maintenance agreement for maintenance of stormwater management systems that the district

acquired with the 2018 issuance. It came to our attention that certain of the improvements the district owns we don't have platted easement access at this point. I would like to draft a very simple maintenance easement in favor of the district to cross developer owned lands so we can get to the ponds in order to maintain them and operate them pursuant to our permits.

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor district counsel was authorized to draft maintenance easements for the purpose of maintaining or operating surface water management systems to be ratified at the next meeting.

B. Engineer – Consideration of Requisitions 37 - 39

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor requisitions 37 – 39 were approved.

C. Manager

Ms. Kilinski stated we will likely in July have information and a proposal and we will talk about any budgetary impacts. There has been a recent rash of lawsuits against governmental entities for compliance with ADA accessibility standards for websites. A couple lawsuits have been filed in South Florida that made us aware of additional standards that were promulgated in federal rule, we were tracking the rules in 2016 and 2017, those rules were disbanded under President Trump but there have been lawsuits that have been filed. There is a growing body of case law not in Florida but elsewhere that we think at some point we are going to need to pay attention to.

Ms. Long asked which websites are you talking about?

Ms. Kilinski stated any district run website, any unit of government, it was counties and cities in Florida that has now moved to special districts that are requiring Title 2. Our office is working on putting together a list of potential consultants that could make the district's websites compliant and we will hopefully be prepared in July to bring back a proposal for that for you to consider.

D. Amenity Manager

Mr. Davidson gave an overview of the amenities manager report, copy of which was included in the agenda package.

The board gave an okay for the St. Johns County Fire and Rescue to use the lap pool a couple times a week.

E. Field Services

1. Report

Mr. Beladi gave an overview of the field operations report, which was included in the agenda package.

2. Howard Services Proposals

Mr. Beladi stated I need approval for HVAC services for the refrigerators, walk in coolers and reach in coolers,

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the proposals from Howard Services for HVAC maintenance and inspection and refrigeration maintenance and inspections were approved.

TENTH ORDER OF BUSINESS

Supervisors' Requests and Audience Comments

Mr. Oates stated my wife and I were driving through RiverTown the other evening at dusk and a golf cart with no headlights driven by kids and we barely saw them in time and potentially that could have been a problem. Are they required to have headlights on?

Mr. Sessions responded yes.

Ms. Long stated we make major decisions here and we don't have a lot of public attend the meetings. I feel that the board members need to have communication with them. I was hoping that when we make decisions like Jason will say we will have golf cart signs put up and we are having pending discussion about rules and regulations for golf carts, and once we voted on this and decided if we could somehow in the newsletter each month put out a short synopsis of what the CDD board has decided so it is not such a shock when people get things that they are already going to be prepared for and what is going to be coming down to them. Communication with the community is vital.

Mr. Perry stated the district does have a website and the minutes get posted on there.

Ms. Long stated they don't go to that and they don't know but they did get monthly reports from Vesta and I have noticed in other communities they have a little excerpt at the bottom that says we are going to be putting up new signs, the basketball court will be done in two weeks, we are very excited about it. We have to communicate because of Facebook it can turn against us real quick and against the developer. I'm trying to submit this as being open and aboveboard with the community. You have a happy community you are going to have people talk about what a great community it is and you are going to have more people come in and buy homes.

Mr. Sessions stated we have meetings, we post the meeting time on the sign and we have them during the day but when we have them at night we don't get a better turn out. I think we are doing a better job with the newsletter in putting out information like the basketball court and those kinds of things.

Ms. Long stated if we were to do something and let people kind of know what is coming down the pike why couldn't we put a short synopsis of what is going on in the newsletter.

Mr. Sessions stated I would be concerned with summarizing the meeting minutes and someone taking the position of what is important and what is not, which is why I think we should refer them to the meeting minutes. I agree on the development items that Mattamy is doing and funding. That is a marketing tool for us and we would love to have more of that information going out and we are working on that process. We have a marketing company reformatting the newsletter and we are going to get better with that but I would be concerned summarizing the meeting minutes and what is important and what is not because to me everything we discussed today, the refinancing, the budgets all those things are important.

Ms. Long stated I know that is very important to the board but if you were to make a short synopsis of that it is fine too, but we have a lot of problems with golf carts. We have already approved that we are going to be a golf cart community, but nobody out there even knows that. We are working on rules and laws that come down from the county and State of Florida and I want people to know this is not a personal thing that we are doing that this is according to the laws of the State of Florida. What we are going to put out to them is basically what other communities have done that want to comply with being a golf cart community. On top is communication, that is all.

Ms. Kilinski stated from a legal standpoint there is a lot of different ways you can approach it. What Jason was saying is what we have run into in a number of districts and the folks from Vesta can attest to this too is that you start doing that and there becomes a certain level of what is important and what is not and why did you say it this way, if you had said it this way then I would have been more reactive to it. It is not so much a legal issue and it sounds silly, but you have seen at first hand it becomes a very major headache more than it seems like it would be sitting here today.

Ms. Long stated when we present the golf cart rules and regulations, can we put an explanation in that this is not drawn up by Mattamy but is the way we have to do it to comply with the county.

Ms. Kilinski stated Vesta is working on something. Your comment at the last meeting was can we make it user friendly and have a summary and refer them back to the major package and the only way to structure that is to make everybody aware in the newsletter that the minutes are available. If you want to see a synopsis of what the board is considering and what has been approved tell them exactly where to find the minutes so they can review them in full and then some of the items you are concerned about summarizing and getting feedback from the community maybe Vesta can help.

Mr. Sessions stated when they are taking their picture and redoing their access, they are having to sign that they have read all the existing rules. That is one thing we do to make sure people can't say they didn't know.

Ms. Long stated I think that would be good and add that in the newsletter.

Ms. Kilinski stated Roy can speak a lot to this because he is at so many different districts and sees this first hand all the time. It is always a balance between communicating and making sure people are informed so that Facebook isn't the only source of their information because there is a lot of untruth there with over communicating and leaving important things out that then becomes a politically contentious issue unnecessarily.

Mr. Sessions stated I think there is a happy medium here. We are working to better communicate with the residents.

Ms. Long stated due to an incident that happened in Florida, I was very concerned because we have so many ponds in Rivertown and so many people move here who are not aware

of alligators. We already have no swimming signs if we could add beware of alligator signs because we had a 10-foot alligator in the Landings.

Mr. Sessions stated we had talked about doing that already and we will do that.

Ms. Long stated keep running the ads so people know there is an election.

Ms. Kilinski stated next week is qualifying.

Mr. Perry stated I think two people have registered to run.

Mr. Sessions stated you said July 18th is the next meeting, but the website had August 15th for the public meeting.

Mr. Perry stated I have the wrong date, it should be August 15th not 16th at 6:00 p.m.

On MOTION by Ms. Long seconded by Mr. Oates with all in favor Resolution 2018-09 setting the public hearing date for adoption of the budget for August 15, 2018 at 6:00 p.m. was approved.

Ms. Long asked when someone has something to report to the board such as Vesta can we have it beforehand, before the board meeting, before we have a vote? Sometimes they present things and we have to vote on it right now. Could we look at it and defer it to the next meeting?

Mr. Perry stated most of the items are included in the agenda package.

Ms. Long stated such as the garden, it was presented and I hadn't seen it prior to that so I couldn't formulate questions. In the future when they present something to the board we should have it prior to the meeting or defer it to the next meeting.

Mr. Perry stated we try to have everything to you a week ahead of time and this last one, the budget didn't go out until Friday but there will be things that will come up before the board that unfortunately won't make the package.

Ms. Long stated we can defer it ourselves.

Mr. Perry stated if the board wants to defer it they can. We try to get everything in plenty of time that not only you but the public is aware because these get posted on the website so they have the ability to look at what you are looking at also.

ELEVENTH ORDER OF BUSINESS Financial Reports

A. Tri-Party Funding Request No. 61

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor tri-party funding request no. 61 was approved.

B. Balance Sheet & Income Statement

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

C. Assessment Receipt Schedule

A copy of the assessment receipt schedule indicating that assessments are 100% collected was included in the agenda package.

D. Approval of Check Register

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the check register was approved.

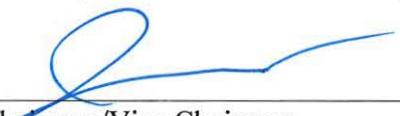
TWELFTH ORDER OF BUSINESS

Next Scheduled Meeting – Wednesday, July 18, 2018 @ 11:00 a.m. at the RiverTown Amenity Center

Mr. Perry stated our next scheduled meeting is going to be July 18th, the August meeting will be August 15, 2018. The July meeting will be at 11:00 a.m. and the August meeting will be at 6:00 p.m.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the meeting adjourned at 11:58 a.m.


Secretary/Assistant Secretary


Chairman/Vice Chairman