

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, April 11, 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
Judy Long	Supervisor
Charles Oates	Supervisor
Rick Egger	Supervisor by telephone

Also present were:

Jim Perry	District Manager
Jennifer Kilinski	District Counsel
Jennings Cooksey	Hopping Green & Sams
Ryan Stillwell	District Engineer
Ernesto Torres	GMS
Dan Fagan	Vesta
Robert Beladi	Vesta
Jason Davidson	Vesta
Marcy Pollicino	Vesta
D.J. Smith	Mattamy
Brett Sealy	MBS Capital Markets
Cynthia Wilhelm	Nabors Giblin Nickerson by telephone

The following is a summary of the minutes and actions taken at the April 11, 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

Mr. Neal Barker asked we were wondering if pickleball lines could be painted on the basketball court so it could be multi-used.

Mr. Sessions stated I don't have an answer. This is the first I have heard about this. That will be the only basketball court and my concern would be the conflicting uses of it.

Mr. Fagan stated we can look into it, it would need to be enclosed for pickleball.

A resident stated it might be older people who might use it in the daytime and we would give basketball the first shot at it.

Mr. Sessions stated you would probably play more in the mornings and they would play more in the afternoons. That is something we will need to consider and talk about internally and that is on CDD property, Mattamy is paying for it so we will need to look at it. It doesn't need to be addressed at a future CDD meeting we just need to make a decision on it.

THIRD ORDER OF BUSINESS Organizational Matters

A. Acceptance of Resignation of Jason Beard

On MOTION by Mr. Session seconded by Mr. Oates with all in favor Jason Beard's resignation was accepted.

B. Consideration of Appointing a New Supervisor to Fill the Unexpired Term (11/2018)

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor Tara Jinks was appointed to fill the unexpired term of office.

C. Oath of Office of Newly Appointed Supervisor

Mr. Perry being a notary public of the State of Florida administered the oath of office to Tara Jinks.

Mr. Perry stated after the meeting I will have you sign this oath and we have documents for you to complete. There will be a W-4, form1 statement of financial interest that you will need to complete and file with the supervisor of elections in the county in which you reside within 30 days. They will fine you on a daily basis if you don't complete the form. After that is a short synopsis of community development districts, which is a Q&A, it goes over Chapter 190, F.S. We will also provide a guide to the sunshine amendment. You are a public official and as

such anything that may come before this board has to be discussed in a public meeting. You can talk to Jason about any manner of things other than if we are talking about striping the tennis courts you can't talk to him about that item that might come before the board as a vote. The other thing to keep in mind is that all of the documents you get during a regular meeting we maintain copies and if you decide to maintain copies of your own or make notes or whatever, we ask that you file them separately in your office or home and don't comingle those items with your personnel records and information in case we have a public records request you will have all that information in a folder and your other records are not subject to that public records request.

Ms. Kilinski stated after the meeting I will go over some of the items that Jim is giving you.

D. Consideration of Resolution 2018-03

Mr. Perry stated the current officers are: Mr. Sessions is chairman, Rick Egger is an assistant secretary, Judy Long is an assistant secretary, Charles Oates is an assistant secretary, I am secretary and assistant treasurer, Jim Oliver of my office is as assistant secretary and Dave deNagy of my office is the treasurer.

On MOTION by Mr. Oates seconded by Mr. Sessions with all in favor Resolution 2018-03 was approved designating Ms. Jinks as vice chair and assistant secretary and the other officers remaining the same.
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FOURTH ORDER OF BUSINESS

Consideration of Financing Documents

A. Resolution 2018-04 Delegated Award Resolution

Ms. Wilhelm stated Resolution 2018-04 is a delegated award resolution that delegates to the chairman of the board the authority to execute and deliver a bond purchase agreement to the underwriter, MBS Capital Markets, and for the underwriter to purchase the bonds so long as the offer contained in the purchase agreement is within the parameters that are attached as an appendix to the resolution. You are being asked to approve the forms of certain documents, which are necessary in order for the underwriter to market the bonds, including the purchase agreement, the fourth supplemental trust indenture, preliminary limited offering memorandum

and continuing disclosure agreement. The resolution allows for these documents to be approved in substantial form with the understanding that there will be revisions to the documents prior to execution at closing. The bond purchase agreement is standard in form and contains all the conditions that need to be satisfied in order to close the bond issue. The fourth supplemental indenture contains the terms, conditions and details of this particular issue of bonds and it will contain final pricing information when the information becomes available. The preliminary limited offering memorandum is the security bond disclosure document that is distributed to potential bondholders prior to the sale of the bonds. The resolution delegates to the chairman or the vice chairman the authority to deem the preliminary limited offering memorandum final for purposes of federal securities law. The continuing disclosure agreement is required by federal securities law and provides that the issuer and all obligated persons including the developer will provide certain information to MSRB EMMA system the details in the agreement. The chairman is also authorized and directed to execute and deliver together with the vice chair, secretary and any assistant secretary any and all other documents and instruments that are necessary in order to close the bond issue including those documents that Jennifer will be presenting shortly, which are the true-up agreement, completion agreement, collateral assignment, acquisition agreement and declaration of consent.

The parameters are: the maximum aggregate principal amount of the bonds is not to exceed \$8 million, the maximum coupon rate is the maximum statutory rate, the underwriting discount is a maximum of 2%, the not to exceed maturity date on the bonds will be May 1, 2049 and the redemption provisions are as they are set forth in the form of the bonds that is attached as an exhibit to the supplemental indenture and subject to actual redemption no earlier than May 1, 2028 at par.

Mr. Sessions stated we are issuing bonds on lands that are yet to be developed and are going to levy assessments at a very similar rate to the assessments on current landowners' lots. This does not add assessments to any current landowners or developed lots.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor Resolution 2018-04 was approved.
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B. Supplemental Engineer's Report

Mr. Stillwell stated you have a handout of the amended and restated master improvement plan. That master improvement plan has been around since the inception of RiverTown, it has been amended a couple of times and this amendment is to get up to speed with all the construction dollars that have been spent in the past so it increases the amount from approximately \$113 million to \$119 million. That is primarily for additional landscaping that has been completed throughout the development over the life of the CDD.

The second report that was in the agenda package is the 2018 engineer's report, that is specific to the 2018 project. This engineer's report covers the items being financed by the bonds, which includes the extension of RiverTown Main Street, additional work on the original Orange Branch Trail entry feature, additional landscaping that will be done on Longleaf Pine Parkway as well as neighborhood parks throughout all of RiverTown that have been constructed or is in the process of being constructed. The 2018 project has a total value of roughly \$17 million.

Mr. Sessions stated the location map shows all of RiverTown property as Rivers Edge CDD, which isn't correct any longer and as a location map would you prefer that just said RiverTown then he has a future map that shows the boundary of the CDD.

Mr. Stillwell stated we will amend that map.

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor the amended and restated master engineer's report was approved.

Mr. Perry stated we will also ask for a motion to approve the 2018 project engineer's report as presented with one change to the map.

On MOTION by Mr. Session seconded by Mr. Oates with all in favor the 2018 project engineer's report was approved with one change to the map as discussed.

C. Supplemental Assessment Methodology

Mr. Perry stated next is the supplemental assessment methodology report and this report is predicated on a potential bond issue of approximately \$7,030,000. There are anticipated to be 391 units associated with it and the debt service gross assessments range from \$964 to \$1,824 and these rates are consistent with what is currently out there. This is a preliminary report and

once they do the final pricing of the bonds we will come back to the board with a final report and that will reflect the final pricing. This does not affect any of the lands that have currently been developed or platted lots, this is for future development phase.

Mr. Sealy stated the draft in front of you contemplates a shorter duration of capitalized interest than what we have been discussing so there will be a revised sizing that will be done in conjunction with the pricing incorporated into the 18 months of capitalized interest that have been discussed versus the six months.

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor the supplemental assessment methodology was approved.

D. True-Up Agreement

Ms. Kilinski stated the next series of agreements are related to additional security for the bond issuance. The true-up agreement comes into play as the assessments are allocated to platted land or if unit counts change. At the time that any plat is presented to the District, the District will determine if the par amount of outstanding Series 2018 Bonds will be assigned to the total number of units to be developed, taking into account the submitted plat. If not, the District will determine the remaining par amount of outstanding Series 2018 Bonds unassigned to units and the total number of developable acres owned by the Developer remaining to be platted and will determine if the maximum par debt per acre, as provided in the Assessment Report, is exceeded. If the maximum par debt per acre is exceeded, a debt reduction payment in the amount equal to the par debt that is not capable of being assigned to the total number of developable acres, plus any applicable interest charges and collection fees shall become due and payable prior to the District's approval of the plat, in addition to the regular assessment installment payable for lands owned by the Developer for that tax year.

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor the true-up agreement was approved in substantial form.

E. Completion Agreement

Ms. Kilinski stated there is a separate handout of the completion agreement that is a little different than the one in the agenda package. A lot of research goes into the disclosure piece

associated with the project. There is an impact fee requirement that has to be paid by the current landowner to the former landowner pursuant to the purchase agreement that is not part of the district document but is a requirement that the credit be paid so we added to the completion agreement apart from what you see in the agenda package is that the credit payment is going to be made pursuant to the purchase agreement requirements. Otherwise what essentially this says is that the project that you just approved as part of the series 2018 engineer's report if that project isn't completed with the district's bonds the landowner agrees to complete the project on its own so long as the district uses its bonds.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the completion agreement was approved in substantial form.

F. Collateral Assignment Agreement

Ms. Kilinski stated next is the collateral assignment of rights agreement and this is additional security for payment of the 2018 assessments that are being allocated to the property to secure the 2018 bonds. It says that if the landowner defaults on timely paying the 2018 assessments the district would be entitled to remedial rights, which include assignment of those development rights so that the property can be developed as it was intended.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the collateral assignment agreement was approved in substantial form.

G. Acquisition Agreement

Ms. Kilinski stated this agreement specifies the process under which the district will undertake to acquire certain of the improvements, real property, work product, etc. that may have been done or may be done after issuance of the bonds. All of these would have to be run through the requisition process, Ryan will be reviewing and certifying to the district.

On MOTION by Ms. Long seconded by Mr. Sessions with all in favor the acquisition agreement was approved in substantial form.

H. Declaration of Consent

Ms. Kilinski stated this is a declaration of consent that will be recorded after bond issuance so the world knows if they do a title search that assessments are now allocated to the property that will get the 2018 assessments.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the declaration of consent was approved in substantial form.

FIFTH ORDER OF BUSINESS

Approval of the Minutes of the March 8, 2018 Meeting

On MOTION by Ms. Long seconded by Mr. Oates with all in favor the minutes of the March 8, 2018 meeting were approved as presented.

SIXTH ORDER OF BUSINESS

Consideration of Proposal from BrightView for Phase 2B Landscaping

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor the proposal from BrightView for Phase 2B landscaping in the approximate amount of \$42,000 was approved.

SEVENTH ORDER OF BUSINESS

Consideration of License Agreement for Signage in CDD ROW

Ms. Kilinski stated this is a license agreement for certain signage that Mattamy would like to place within the district's right of way. It essentially says we will grant a license to access the district's property for purposes of signage under certain parameters, which allows the access, requires the signage to comply with certain line of sight and height requirements and then gives the responsibility for repairing for repairing the property once the signs are removed to the developer. You also have a map as to where the signs can go to demonstrate where the district's property actually is. We cannot as a district grant any right to anybody's private property so this is only limited to the property actually owned by the district and I wanted to make sure that we have recorded what that property is.

Mr. Sessions this is for way finding signs to point people to amenities such as River House or River Club and communities that are for sale.

On MOTION by Ms. Long seconded by Mr. Sessions with all in favor the license agreement for signage in CDD ROW was approved.

EIGHTH ORDER OF BUSINESS

**Consideration of Resolution 2018-05
Confirming the District's Use of the St. Johns
County Supervisor of Elections to Conduct
the District's 2018 General Election**

Mr. Perry seated item eight is consideration of Resolution 2018-05 confirming the district's use of the St. Johns County supervisor of elections to conduct the district's 2018 general election. There are two seats, the seats held by Mr. Egger and Ms. Jinks will be in the general election this fall. This is a standard form resolution that we provide to the supervisor of elections so those seats will be on the ballot.

On MOTION by Ms. Long seconded by Mr. Sessions with all in favor Resolution 2018-05 was approved.

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 – Consideration of Requisitions 34 & 35

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor requisitions 34 and 35 were approved.

C. Manager

There being none, the next item followed.

D. Amenity Manager

1. Report

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

Mr. Sessions stated I was approached by a resident as to the proper format to request lighting at the dog park and my concern is that adding lights to the dog park will provide light pollution to the residents who live near there. It also encourages late night use and use that may be outside the hours that people would be comfortable having that noise around their home. Similar to basketball lights, we built a basketball court without lights for a reason. I recommend to the board that we not be in favor of that, but it is up for discussion. I think dog parks, soccer fields, basketball courts, public facilities should be limited in their use after hours, especially after dark.

Ms. Long stated I agree.

2. Running Club Outline

Ms. Pollicino stated we have a resident who likes to spearhead runs and an outline was included in the agenda package. She wanted to gain access to the River Club during that timeframe to put the juice and waters in the fridge and a place to put the food and when they come back they have their treat then they would leave the premises.

Mr. Sessions stated I suggest they use the patio area so as to avoid staff clean-up issue and wear and tear on the facilities.

Ms. Kilinski stated when we have clubs we may want to think about a larger umbrella from a liability and ownership perspective how the CDD wants to interact with clubs because once you start approving clubs it becomes a question of whether it is a CDD sponsored club if they are looking for funding, if they are looking for making sure it is residents versus non-residents that whole thing gets a little sticky. It is not like we don't do it but we have developed club forms where that person is taking ownership and they are held responsible for making sure it is cleaned up and that sort of thing.

Mr. Session stated we need to set a precedent as we start incorporating garden club, running club, biking club and figure that so let's make sure we have a format we are going to follow and reduce the liability on the CDD as much as possible. While it is part of the community it is 38 members and we have 450 residents so it is a small part.

Ms. Kilinski stated I will work with other club forms we have developed and we can bring it back to the board for your consideration. We have had districts that have decided that we will allow you to use facilities but you are not a CDD club versus people who are considered CDD clubs may be eligible for event funding and that sort of thing because you are actually sponsored by the district.

3. Garden Club Policies, Procedure and Expense Report

Ms. Pollicino gave an overview of the Rivertown Community Garden Packet, copy of which was included in the agenda package.

Mr. Sessions stated Jennifer needs to be involved in this and you need to go to her first for liability waivers and we can make sure we are covered. Has anyone estimated what the water and electric usage is?

Ms. Pollicino responded no.

Mr. Sessions asked do we have money in the budget for startup costs?

Mr. Sessions moved to approve the running club and garden club and directed staff to work with district counsel on any necessary paperwork and Mr. Oates seconded the motion.

Mr. Sessions asked are there any audience comments or board discussion?

A resident asked what the \$125 covered.

Mr. Sessions stated she is showing revenue of \$2,250 a year but I don't think she has calculated the expenses at this point. We can figure that out, but it should be a net zero to the CDD.

On voice vote with all in favor the motion passed.

E. Field Services

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

Mr. Sessions stated I have noticed BrightView has been parking on the multi-use path and driving down the multi-use path and that was not designed for vehicular traffic so any

damage will be at their cost and they were blocking a group of women walking down with strollers today from being able to use the path because the truck takes up the width of the path. They shouldn't be on the multi-use paths.

Mr. Perry stated we got sidetracked on the screens, there was a discussion of an amount not to exceed \$4,000 but we never had a motion to approve that.

Mr. Fagan stated if we are going to logo I would like to increase that.

Mr. Sessions stated I would like you to bring it back and understand where the money is coming from. We can't just approve things unless we understand where the money is.

ELEVENTH ORDER OF BUSINESS Supervisors' Requests and Audience Comments

A resident stated because the community is growing we have more bus stops you may want to consider in the future that a bike rack would be put up when you have another bus stop. I know they are expensive.

Mr. Sessions stated the damage that the students do in the area is worse than the cost of the bike racks. In another community we did that and then they moved the bus stops and we spent \$7,500 so until the community is built out we won't know where the bus stops are going to be.

A resident stated since we are going to be a golf cart community and have signage, I looked at what other communities have done and their rules and regulations and I thought once you do the signage it might be good as far as liability and everything else to have rules and regulations set up.

Mr. Stillwell stated we have those and will provide those to the district.

Mr. Sessions asked didn't we approve rules and regulations when we approved the signage?

Mr. Stillwell stated we might have I will check.

Ms. Kilinski stated I don't think we did. Jim and I have talked about this a little bit this week and we have done cart registration where people are signing that their golf cart is certified pursuant to Florida Statute and they are going to operate it pursuant to Florida Statute and that sort of thing and we anticipate bringing this back to the next meeting.

A resident stated a lot of people have complaints because of construction trash going into the ponds, nails have been left and a lot of people have gotten flat tires. I didn't know is this is something you can go to the contractor about.

Mr. Sessions stated that can be done. Where are we with the swim team?

Mr. Fagan stated they retracted their proposal and will come back next year with everything prepared correctly.

Mr. Sessions stated as people inquire about future amenities like pickleball courts we would like to have a better understanding from the developer's standpoint and CDD standpoint on the use of the current facilities. I propose that somehow you track usage over the next few months and give us numbers of use. In other words people will often say the pool is overcrowded so tell us what the use of that pool is. Tell us what the use of the tennis courts is. Mattamy has talked internally about repurposing this room. My comment back to some of those folks was that I think this room is rented every week for events. That used to be true but I don't know if it is still true. We need to get from you a better understanding about the use of the facilities so we can better plan for the community and the residents can better plan for costs, events and things of that nature because come November there will be four residents sitting up here and just me. We want to make sure we understand the use of the facilities.

Ms. Sharp stated I lived in a community that was golf cart friendly community and a number of issues came up. I know everyone is aware of safety issues and children driving carts and that sort of thing. The CDD or HOA are not a policy agency that is up to the police to handle the issues that maybe we should speak to people when we see that their children are driving the cart but we probably don't know those parents because the community is growing and everybody is spread out. What has worked in other communities is decals for people who were approved for golf carts and that could be tracked.

Ms. Kilinski stated we have done that in other communities.

A resident stated you talked about the sidewalks being blocked, there is a big section in the north lakes that is blocked all the way down and people with strollers were out in the street because they couldn't get through.

Mr. Sessions stated we can't encourage people to travel through a construction zone and something that is not fit for public use and that area is absolutely not fit for public use and it

requires from a liability standpoint and from a St. Johns County standpoint that we block off handicap access to handicap access.

TWELFTH ORDER OF BUSINESS Financial Reports

A. Tri-Party Funding Request No. 59

On MOTION by Mr. Session seconded by Mr. Oates with all in favor tri-party funding request no. 59 was approved.

B. Balance Sheet & Income Statement

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

C. Assessment Receipt Schedule

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

D. Approval of Check Register

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

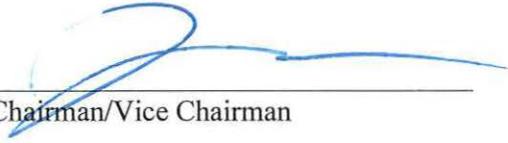
THIRTEENTH ORDER OF BUSINESS Next Scheduled Meeting – Wednesday, May 16, 2018 @ 11:00 a.m. at the Rivertown Amenity Center

Mr. Perry stated the next meeting is scheduled for May 16, 2018 at 11:00 a.m. at this location.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the meeting adjourned at 12:10 p.m.



Secretary/Assistant Secretary



Chairman/Vice Chairman