

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, May 16, 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

Also present were:

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

The following is a summary of the minutes and actions taken at the May 16 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**Consideration of Resolution 2018-06
Supplemental Assessment Resolution**

Mr. Rowan stated we successfully completed the sale of the district's Series 2018 Bonds, this is in respect to the last phase we are referring to as Phase 3. The principal amount of bonds that were sold was \$7,050,000, interest was capitalized on the bonds through November 2019, the first principal payment is May 1, 2020, there is a debt service reserve fund on the bonds that we successfully negotiated down to 25% of annual debt service, which provided some additional construction proceeds and net amount of construction proceeds resulting from the bond issuance was \$6,064,582.14. The average coupon on the bonds was 5.28% and the bonds mature in 30 years on May 1, 2049. Within your packet are the final numbers and a 30 year amortization schedule.

Ms. Kilinski stated this is the last step in the actual issuance of the bonds. We wait to do the supplemental assessment resolution until the pricing that Justin just described so we know how much we are allocating by way of assessments on the 2018 assessment area. The resolution will make certain findings, back to the master assessment methodology and master assessment lien that the District previously adopted back in 2016 so you will see in the packet the 2018 engineer's report, the master engineer's report and the master assessment methodology, which was approved in 2016, and the supplemental assessment methodology that actually allocates the assessments securing the 2018 bonds that are being issued. It refers back to the 2016 resolution where you levied the master assessment lien. That master assessment lien ultimately provided notice for the master assessments, the maximum amount of assessments that could be allocated to the property. Remember that these assessments are not being allocated to existing platted lots or existing residents, rather these assessments are allocated over certain property that has not yet been platted or sold to end users. These assessments are very much the same type of assessments and yearly amount of assessments as any other lot owner that is currently in the District. The resolution also describes the 2018 project that Ryan previously went over. We will get into some of the specificity when we get into the acquisition of the 2018 project improvements because we will look to approve those forms of documents. We are actually acquiring the improvements for which we are financing with the 2018 bonds with now.

On MOTION by Mr. Sessions seconded by Ms. Jinks with all in favor Resolution 2018-06 was approved.

FOURTH ORDER OF BUSINESS

Consideration of Other Financing Related Matters

Ms. Kilinski stated this is the notice of assessments that will be recorded in the public record after we actually close on the 2018 bonds, which is anticipated to be tomorrow. We will complete the pre-closing and signing of the documents today.

On MOTION by Mr. Oates seconded by Mr. Sessions with all in favor recordation of the notice of assessments was approved.

FIFTH ORDER OF BUSINESS

Approval of the Minutes of the April 11, 2018 Meeting

On MOTION by Mr. Oates seconded by Mr. Sessions with all in favor the minutes of the April 11, 2018 meeting were approved as presented.

SIXTH ORDER OF BUSINESS

Consideration of Golf Cart Rules and Policies

Ms. Long stated this is very complicated. Will this be abbreviated in any way before it goes out? If this goes out it is going to be raising a lot of questions and confusion because it is so many different areas combined into one.

Mr. Stillwell stated anything that is abbreviated may be just a simple thing that is posted somewhere where you could see it but this would be the actual rules and regulations, similar to your pool rules you have the ten at the pool but really there are 100. If they are abbreviated at all it would say to refer to the whole document.

Ms. Kilinski stated the intent is to ensure that the District is covered and that we have incorporated everything that is required under the law. The golf cart rules and policies are what we would want the board to adopt. Having a more user friendly summary that highlights the important aspects is something that district staff can help generate to aid people in clearly understanding the adopted golf cart rules and policies. Is there specific language or section that you are finding confusing?

Ms. Long stated it is just that it is a lot. You have the use, what Mattamy is going to set up are rules and regulations with the pathways then you have the state law, then St. Johns County ordinance. You have the big signs that goes in front of your golf cart and behind, it is requiring that and yet in other neighborhood that have very strict golf cart rules I have not seen that on the golf carts yet you are requiring it in here.

Mr. Stillwell stated she is referring to the orange triangle sign.

Mr. Sessions stated warning devices are turn signals and brake lights and things of that nature.

Ms. Kilinski stated the good thing about policies is they can change from time to time at the board's direction, if we find a component is missing, needs to be refined or we missed.

Ms. Long asked if anyone wants things changed they can come to the board and do that, right?

Mr. Sessions responded yes and they also have the right to not wait for a meeting and send an email and have suggestions in there. That is not a problem. You made a comment that Mattamy was putting this in place, these are not Mattamy's guidelines these are Rivers Edge CDD guidelines.

Mr. Stillwell stated right now we are looking at reviewing these rules and regulations. The signage for the golf cart usage in Rivertown is still being installed at the moment. Once that signage is installed we will enter into a traffic enforcement agreement with the county sheriff's office that will allow the sheriff to start enforcing on our streets.

Ms. Long stated you have in there that we have to register the golf cart. I think that is a good idea. Also you can't drive over 20 mph and things like that. How as a board are you going to enforce those rules?

Ms. Kilinski stated that is going to come down to two things, it is going to be the traffic enforcement agreement so if you see somebody driving erratically, driving under the influence, it is incumbent upon the residents to call the police. The police are the enforcement mechanism. If you see a golf cart parked up here and you see the number on it, you could call the amenity management company and report that and in that case we have rules and an enforcement mechanism so if there is a repeat offender you could as a board take action on their amenity privileges.

Mr. Fagan stated if would you like us to give a 10 point synopsis of the rules and refer everyone to a link with a very detailed description we can do that and hit all the high points because ultimately they are going to come to us with those questions.

Mr. Sessions stated it just needs to be very clear that those are an abbreviated version and that the adopted and published golf cart rules and policies would govern full operation of such vehicles.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the Rivers Edge CDD golf cart rules and policies were approved.

SEVENTH ORDER OF BUSINESS

Ratification of Agreement with Vesta Property Services, Inc. for River Club Amenity Management and Field Operations Services

Mr. Perry stated this agreement is in place with the opening of the facility and as you will recall this is being funded by Mattamy as a pass through, but it is a contract with the district.

On MOTION by Mr. Sessions seconded by Ms. Jinks with all in favor the agreement with Vesta Property Services, Inc. for River Club amenity and field operations services was ratified.

EIGHTH ORDER OF BUSINESS

Consideration of Amenity and Club Related Forms

A. Consideration of Kayak Rental Agreement

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the kayak rental agreement was approved.

B. Consideration of Garden Club Documents

On MOTION by Ms. Long seconded by Mr. Sessions with all in favor the community garden documents were approved.

C. Consideration of Club Formation Documentation

On MOTION by Mr. Oates seconded by Mr. Sessions with all in favor the club formation documentation was approved.

NINTH ORDER OF BUSINESS

Consideration of Acquisition of Series 2018 Project Improvements and Documents Related to Same

Ms. Kilinski stated in your package are draft forms of acquisition documents and I separately passed out to you a more finalized form that we worked through with all of the existing requisitions as well. We have done a lot of work over the last couple weeks to ensure that the district has the backup for all of the improvements that are anticipated to be acquired by the district and financed through the issuance of the 2018 Bonds. Exhibit A identifies the types of improvements that the district is acquiring. Ryan has signed an engineer’s certificate that says these are all 2018 project improvements and these are all costs that were borne by Mattamy to construct these improvements. There is the Orange Branch Trail main entry, landscaping and parks, community trails, Longleaf Pine landscaping, Phase 2A pond construction and the roundabout was actually a district contract that you have been approving requisitions for as those invoices have come in so the district already owns that improvement but Mattamy was funding it because the district didn’t have any money. You have the list of improvements, the property descriptions, the district already owns most, if not all, of the underlying fee for the improvements.

The next document is an affidavit from Mattamy regarding the costs that were incurred in constructing those improvements. We have construction agreements, invoices, lien releases, assignments of warranties under the construction agreements to the district so if any of the improvements were to fail you have a direct line of contractual authority to go to the contractor to have those issues repaired. We have the acknowledgment of warranties by all three contractors, Costa Verde, Vallencourt and Mattamy and you also have the engineer’s certificate and bill of sale regarding the improvements that are listed in Exhibit A.

The idea would be to approve these acquisition documents with authority for the chairman to sign on behalf of the district and Mattamy will be reimbursed for the improvements based on the bond proceeds that were just approved as soon as we close tomorrow.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the acquisition of the series 2018 project improvements was

approved and the chairman was authorized to execute documents on behalf of the district.

Ms. Kilinski stated separately you have a requisition in front of you and this includes all of the amounts we just went over in the acquisition package, the \$6,064,582; the roundabout has a separate requisition package associated with it because it was a district improvement. We have our own invoices that are part of that requisition package.

On MOTION by Mr. Sessions seconded by Ms. Long with all in favor requisition 1 in the amount of \$6,064,582 for the series 2018 bonds was approved.

TENTH ORDER OF BUSINESS

Other Business

Mr. Perry stated under other business is consideration of the RFP for landscape and irrigation services. In front of you is a proforma project manual and other documents.

Mr. Sessions stated the goal is in working through the budget and adding landscape areas to the Rivers Edge CDD to be maintained we have been adding parcel by parcel to the landscaping budget and it is time we get a new bid for the total project to try to save some costs. We want to make sure we get the bids back in the proper format so that we have buckets that relate to where we are charging money to. If there is a common area that is a Mattamy responsibility that is a separate bucket, if we get Rivers Edge CDD 1 that is one bucket and River Club is another bucket so we are very clear on who is responsible for the different aspects of maintenance. This is one of the reasons we pushed off the budget presentation from today to June to try to get some feedback on these numbers. The RFP needs to be vetted by Robert, Louis, D.J. and David to make sure we have the proper maintenance requirements in the proposal.

Ms. Kilinski stated that the RFP documents in front of you consist of an advertisement, instructions to proposers and evaluation criteria. The resolution will give authorization for staff to refine the package, make sure all of our technical specifications are correct before it goes out to bidders but this evaluation criteria is not up to staff it is up to the board. If you have recommendations on changes to these categories we will need to know them now because this is something the board absolutely has to approve and that will drive evaluation of the bids that we

get back. The resolution has findings regarding the district's intent to issue a request for proposal package rather than qualifications or just a price driven package, which you have the authority to do under your rules of procedure and Florida law. Our experience with any contract is that there is much more than price, it is capability, understanding scope of work, how much equipment they have, all those kinds of things that are in that evaluation criteria that you will want to consider when you have those bids back. This district has for many years had a master contract that includes property other than the district. The district has to publicly bid because of the threshold amounts in this contract. You get significant cost savings overall in the project if you bid it as one project and you don't have more than one landscape maintenance contractor on the property.

Mr. Sessions moved to approve Resolution 2018-07 and Ms. Long seconded the motion.

Mr. Perry asked are there any additional comments or changes by the board? Since this is a new item added to the agenda we ask if there are any members of the public who would like to comment on this agenda item at this point. This is in regard to the RFP for landscape, irrigation maintenance services that will go out to bid.

A resident stated we need better landscaping over in the Landings. We have beds with no mulch and I don't think they are doing that great of a job.

Mr. Sessions asked have you sent anybody anything on that to try to follow-up with that?

A resident stated I spoke with this gentleman and he did get the mailbox area painted because that was all peeling. The maintenance overall in the Landings was wanting.

Mr. Sessions stated in order to help us improve things email Robert of Jim and that will help put it on record and we can make sure those things are completed in a timely manner. It is our responsibility to take care of it, but the project is getting bigger.

On voice vote with all in favor the motion passed.

ELEVENTH ORDER OF BUSINESS

Staff Reports

A. Attorney

There being none, the next item followed.

B. Engineer –Requisition No. 36

Mr. Stillwell stated requisition no. 036 is for the closeout of the roundabout project.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor requisition no. 036 payable to Prosser, Inc. in the amount of \$1,122.24 was approved.

C. Manager – Report on the Number of Registered Voters (765)

Mr. Perry stated on an annual basis we are to report to the board the number of registered voters within the district boundaries and there are 765.

The other thing I would ask the board to consider is our next meeting date is June 20th and if we could move that date up a week to June 12th at 11:00 a.m. if that works for the board.

On MOTION by Mr. Oates seconded by Mr. Sessions with all in favor the June meeting date was changed to June 12th at 11:00 a.m. in the same location.

D. Amenity Manager - Report

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

E. Field Services - Report

Mr. Beladi gave an overview of the field operation manager’s report, copy of which was included in the agenda package.

On MOTION by Mr. Sessions seconded by Ms. Jinks with all in favor the replacement of the tennis court windscreens in the amount of \$4,200 was approved.

TWELFTH ORDER OF BUSINESS Supervisors’ Requests and Audience Comments

A resident asked when the two new board members are elected in November will this board grow and there will be more board members?

Mr. Perry stated no, there will always be five board members.

A resident stated then the majority of board members will be residents.

Ms. Ring asked are we getting street lights soon?

Mr. Sessions stated we will get more information on that, we have met with FP&L twice.

Ms. Ring stated we finally got trash service and the mail service does not acknowledge us.

Ms. Pollicino stated the mail right now is labeled and ready to go. We are waiting for the post office to put in their master locks and they have not done so. We are calling on that daily to get them out here to put in the master locks.

Mr. Sessions stated unfortunately this is something we experience with every community and the U.S. Post Office, the fire department, FP&L, Comcast and AT&T and Teco are all out of our control. We plan endlessly with them to try to get ahead and nine out of ten times the answer is when you get enough residents we will make sure it happens. Unfortunately, a very real challenge in every development in the State of Florida is that the first handful of residents suffer because of that. I would say we do a better job than most I don't think any other developer in town has a bi-weekly meeting with FP&L and we get services a little bit quicker than they do but it is still embarrassingly late.

Ms. Ring asked how do we find out what is going on and what is coming up so when I come to the meeting when you are ready to approve something I know what you are talking about?

Mr. Sessions stated that is a great question. One of the things that should be in place by the end of the day today is the RiverTown website that will have all the HOA and CDD documents and we will send out a mass email with all the instructions. There are basic policies and rules and regulations on that page and there are links on that page that will take you to the CDD website and for the property management website. There will also be an article on there that explains who does what. Essentially the CDD does everything in RiverTown, the HOA strictly handles paint colors on houses, or if your neighbor leaves his trashcan out for 16 days in a row amongst other things. Every maintenance item is included in the CDD and on the CDD website Florida Statute requires us to post the agenda seven days prior to a meeting with the full agenda package.

Mr. Bush asked is there any information on the dock?

Mr. Sessions stated I had a meeting with the Corps of Engineers last week, I have a meeting with the water management district tomorrow and then we are going to present to the county and keep going. I said in the past that we will send an email out and hope that we have the support of the community and people show up at the county meeting. It is still quite a bit of a process in front of us, but the team has been working hard on it and meeting with agencies is time consuming.

A resident stated I see a lot of near misses of cars right here in front of us.

Mr. Sessions stated the county won't put a stop sign there yet. We can't put a stop sign in, the county has to do it. Call the commissioner and request one.

THIRTEENTH ORDER OF BUSINESS Financial Reports

A. Tri-Party Funding Request No. 60

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor tri-party funding request no. 60 in the amount of \$3,341.72 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.

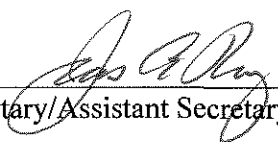
D. Approval of Check Register

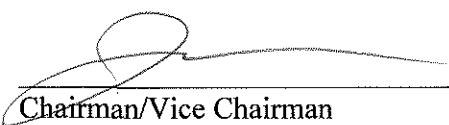
On MOTION by Ms. Jinks seconded by Mr. Sessions with all in favor the check register was approved.

FOURTEENTH ORDER OF BUSINESS Next Scheduled Meeting – Wednesday, June 20, 2018 @ 11:00 a.m. at the Rivertown Amenity Center

Mr. Perry stated our next scheduled meeting was originally June 20th it is now moved to June 12th at this location at 11:00 a.m.

On MOTION by Mr. Sessions seconded by Mr. Oates with all in favor the meeting adjourned at 12:03 p.m.


Secretary/Assistant Secretary


Chairman/Vice Chairman