

**MINUTES OF MEETING
SOUTH-DADE VENTURE
COMMUNITY DEVELOPMENT DISTRICT**

The special meeting of the Board of Supervisors of the South-Dade Venture Community Development District was held on Thursday, May 9, 2013 at 4:00 p.m., at the Waterstone Clubhouse, Phase II, 1355 Waterstone Way, Homestead, Florida.

Present and constituting a quorum were:

Miguel Aponte
Mike Lopez
Sonia Castro

Vice Chairman
Assistant Secretary
Assistant Secretary (by phone)

Also present was:

Mike Pawelczyk
Paul Winkeljohn
Jon Kessler
Pedro Hernandez

District Attorney
District Manager
FMS Bonds
Bond Counsel

FIRST ORDER OF BUSINESS

Roll Call & Pledge of Allegiance

Mr. Aponte called the meeting to order, called the roll and the Pledge of Allegiance was recited by all who attended the meeting.

SECOND ORDER OF BUSINESS

**Consideration of Resolution
#2013-03 Bond Authorizing
Resolution for the 2013
Refunding Bonds**

- A. Exhibit A Fifth Supplemental Indenture
 - B. Exhibit B Bond Purchase Agreement
 - C. Exhibit C Preliminary Official Statements
 - D. Exhibit D Rule 15c2-12 Certificate (included in document)
 - E. Exhibit E Continue Disclosure Agreement
 - F. Exhibit F Escrow Deposit Agreement
 - G. Exhibit G Commitment Letter
- Mr. Aponte: Moving on to item No. 2A.

Mr. Winkeljohn: Before we start Jon, you want to give us an overview of where we are?

Mr. Kessler: Yes, and I just wanted to bring updated numbers because these should be pretty close to final. So as I reported at the last meeting, was everyone here at the last meeting?

Mr. Aponte: Yes.

Mr. Kessler: Ok, so it's been nonstop with Regions Bank, back and forth and unfortunately it hasn't been as simple as possible but we're very optimistic. We have a commitment letter from them, we're still negotiating a covenant which Paul's been involved with District counsel, your bond counsel, and everyone has been involved to try to make that work. I think we have a conceptual agreement but we're still waiting on that final term sheet from Regions and we should have that I'm hoping by tomorrow and at that point in time the resolution that you're going to be presented will authorize the chair to sign that commitment letter and then Regions will sign the commitment letter, then what we'll do is we'll go sell the bonds, so there will be a bond component and a bank component. I just wanted to bring these numbers to show you, these should be pretty close to final, they could vary slightly. The reason why I wanted to bring these just to show you these is because in the resolution, I believe there's a parameters resolution which shows what the minimum annual savings is. As you can see on the 04 Bonds your savings, because the bonds vary by roughly \$5,000 each year because of the denomination of the bonds, the savings varies from as you can see every year, 14%, 15%, 15%, 14%, 14%, 14%, and then the last couple of years it's 13%, 12%, 13%, 12%, like that, so I believe the parameters resolution has a lower parameter, I think I had them put 12% in.

Mr. Pawelczyk: I think it's 13%.

Mr. Kessler: Ok, so it's 13%, is it average, what does it say?

Mr. Pawelczyk: Average 13%.

Mr. Kessler: Ok, so average 13%, and this may be slightly one way or the other by a couple of thousand dollars but it should be pretty close based upon what Regions has provided and inclusive of all costs net and then the 08 Bonds obviously reflect the lower rate.

Mr. Winkeljohn: So I'd be comfortable with the board approving this form subject to the final version being here and being executed.

Mr. Pawelczyk: Well we still have to go through all the stuff.

Mr. Winkeljohn: Right.

Mr. Pawelczyk: Do you want me to try and go through this with the board? If you have any questions as we go through this, Jon, or myself or Paul will be able to answer them. Pedro Hernandez who is the bond counsel is on his way, he can answer anything as well, so I'm going to do my best to go through this. I didn't write the documents but I've gone through many of these in my career as a CDD lawyer and District counsel, so we'll go through it real quick. What this resolution does is, in essence it's a delegation resolution and it does a number of things. You'll see on your agenda that there are a number of exhibits, basically by approving the resolution you're authorizing the execution of these instruments and the approval of these instruments. The first one is a fifth supplement indenture, the indenture is an agreement between the District and the trustee, this is the fifth supplement so it will basically deal with this particular refunding itself, and it basically says how the funds are used, it sets forth the parameters of the issuance of that debt and what we can do with it. The fifth supplemental indenture is attached, it's in substantial form, as are all these documents there may be some minor changes between now and the closing date. Certainly if there are any material changes we'll come back to the board for that but typically that's not necessary, it's typically some minor tweaking of the language, or in most cases tweaking of any numbers that are contained within that document based on the time that the bonds close. The bond purchase agreement, is what it is, it's the purchase of the bonds itself, it sets forth that agreement. The preliminary officials statements, basically is the overview of what the District is and that's what is relied on by Regions in this case for them to purchase the bonds and do the deal. The continuing disclosure agreement, that's an agreement that GMS is a party to which requires GMS and the District to disclose things on a fairly regular basis based on a schedule as to the condition of the District and it's basically there so the bondholders have something to

rely on and they know that their investment is still ok and sound. There's an escrow deposit agreement dealing with the escrow of the money, the commitment letter as Mr. Kessler referred to is still being finalized, we're still waiting on final terms from Regions on that and when we get those we'll finalize that instrument as well and move forward with it.

Mr. Winkeljohn: That's the offering statement, that's what it looks like roughly.

Mr. Pawelczyk: Actually as a board member, it might be something that you want to just glance through once we finalize this because it does give a good overview of the District and what the District does. The resolution authorizes the issuance of not to exceed \$10.69 million dollars in special assessment revenue bonds, the Series 2013. As I indicated we're approving the form of those documents that I referenced and which are shown on your agenda. It appoints a trustee, which is US Bank, National Association is the trustee here, they are also the paying agent, registrar, and escrow agent as defined in the indenture and US Bank and Wells Fargo are really the two primary trustees that handle these kinds of CDD bonds, so it will be US Bank for the record. The resolution further authorizes the property District officials to execute these documents as we move forward, and based on the parameters set forth in the resolution. If you want something short to read, those parameters are set forth in section 4 of the resolution, and it basically indicates that the principal amount of the bonds can't exceed \$10.69 million. The final maturity date of those 2013 Bonds shall not be later than the final maturity date of the bond we're refunding, so you're not increasing the term at all. That the average annual debt service savings shall not be less than 13%, as Jon indicated, and I think it's still 13%.

Mr. Kessler: It's an average annual.

Mr. Pawelczyk: Yes, average annual and that's inclusive of the underwriter's discount, placement agent fee and issuance costs. It says if the 2013 Bonds are to be subject to an optional redemption, the first optional redemption date shall not be earlier than May 1, 2013, so it basically indicates that we can't really refund the bonds until 2023 without incurring a penalty. I know we discussed this before in a prior meeting,

and it's not a penalty per se but, if you think about it in terms of paying extra money to refund the bonds it seems like a penalty, but that's the best way I can explain it. I don't have anything further to add, we will finalize these documents as we move forward and we close on these, and that's resolution #2013-03. Jon, do you have anything else to add on that?

Mr. Kessler: Not with respect to the resolution.

Mr. Pawelczyk: Ok. So unless there are any questions from the board, a motion to approve resolution #2013-03 would be in order. Are there any questions?

Ms. Castro: Why is Regions Bank so hesitate to sign this?

Mr. Kessler: I wouldn't say that they're hesitate to sign it, what's been happening is they put in some covenants, they wanted to put provisions that weren't standard or customary for a CDD bond and so we've been resisting and trying to meet common ground basically and it really stems from the fact that they don't do a lot of lending to CDDs and so they're trying to basically use covenants from other types of financings and apply them to a CDD so that's what we've been working with them on, and they've also pushed on a couple of other things but we're 99% confident now and I think we have common ground, but we're not in a position yet to sign it until we see the final commitment letter.

Mr. Winkeljohn: One part that really helped out was that Regions Bank actually agreed to hire the attorney that we used on bond deals as their attorney so it worked out great, but from your standpoint you didn't give up anything, it was pretty simple, they just wanted to figure out how to rate the CDD and prove that we were going to pay the bill every year, and they just don't quite get that we're not a city, and they're used to cities who have revenue from lots of different streams and they just wanted to put a blanket over it and say all this revenue comes to us and that's how it works anyway, so it's just comfort, and we're comfortable now. Steve Sanford is writing the little details that they've asked about, I already tested them off of Rich Hans from our office, so I'd say we're in good shape, and the alternative of it not working out was not

pretty, we were going to have to wait a year, so we're very happy that it is working out this year.

Ms. Castro: Ok, and if Regions doesn't want to sign for some reason at the last moment, what are our options other than waiting for a year?

Mr. Kessler: Well I think to get to the same level of savings, I don't know but because of the provision in the 08 Bond it really hamstrings the District, I think we'd have to wait, I ran the math, probably about 6 months to basically get the same level of savings, so we would just go issue bonds, we'd have to refinance with Regions, we have to refinance your 08 Bonds, but it's not preferable, this is a much easier solution I think and here is your bond counsel now.

Mr. Winkeljohn: Hi Pedro.

Mr. Hernandez: Good morning.

Mr. Winkeljohn: Just to bring Pedro up to speed, we did like you said on the phone, we went through all the basic elements of resolution #2013-03, and the board I think understands basically what they're allowing, what it's for, what the savings will be per Jon and I think they're ready to approve resolution #2013-03 which would allow the chairman to sign the documents as discussed to close this item.

Mr. Pawelczyk: I do have one question for Pedro only because I got the email, there was a later revision of this delegation resolution that came through, were any of the parameters changed?

Mr. Hernandez: No, they were not.

Mr. Pawelczyk: Ok, so it's still 13% average annual savings?

Mr. Hernandez: That's correct.

Mr. Pawelczyk: Ok, that's all I have. So basically as opposed to these other delegation resolutions you may have been a part of in the past, some of you anyway, it gives a little bit extra authority to the chairman or the vice chairman, whoever is going to do the negotiating to basically finalize the commitment letter, and I think the chairman's authority is limited to those parameters, so he can't negotiate anything that's going to give us a 12% savings, then the chairman doesn't have authority to

negotiate that, and I guess that's the best way to do it, so you have your parameters set forth in there, and then between Jon, myself, Pedro and Paul, and the chairman we'll work to finalize that to meet or exceed those parameters, or do better.

Mr. Winkeljohn: Any questions?

Mr. Pawelczyk: Are there any questions for myself or bond counsel?

Mr. Aponte: No questions.

Mr. Winkeljohn: Is there a motion on resolution #2013-03?

On MOTION by Ms. Castro seconded by Mr. Lopez with all in favor, Resolution #2013-03 the Bond Authorizing Resolution for the 2013 Refunding Bonds was approved.

THIRD ORDER OF BUSINESS

Consideration of Resolution #2013-04 Authorizing the First Amendment to the Third Supplemental Trust Indenture to Reduce the Interest Rate on the Series 2008 Bonds

Mr. Winkeljohn: Resolution #2013-04 is the cleanest and easiest little deal you'll ever get, they're just lowering the rate on the gate bond and that will be a 7% savings straight across and no fee is tied to it, so it's all good. There is a little adjustment in the trust indenture to reflect that and it's just catching the paperwork up to the new interest rate, so we would just need a motion on that.

Mr. Pawelczyk: Just to give some additional explanation. You can look at the title of the resolution and it's real clear, it basically just authorizes the execution and delivery of an amendment to that third supplemental trust indenture, and the third supplemental trust indenture dealt with the 2008 Bonds. So it's just authorizing the execution of that which is all a part of this deal. Do we have a motion to approve resolution #2013-04?

On MOTION by Ms. Castro seconded by Mr. Lopez with all in favor, Resolution #2013-04 authorizing the First Amendment to the Third Supplement Trust Indenture to reduce the interest rate on the Series 2008 Bonds was approved.

FOURTH ORDER OF BUSINESS

Consideration of Allocation Report

Mr. Winkeljohn: Item No. 4 is what we call the allocation report and I believe I already passed it out. This is the document that my firm is responsible for and the responsibility of the District manager and your assessment manager is to make sure that the right amount of debt is always assigned by the right amount of units and that your assessments match what you need to pay that debt, so it's pretty simple on one level but it could be catastrophic if it's not done properly and all of these documents make sure that no individual piece of property is being unfairly treated and all of those concepts. We also convert that into the assessment roll which goes on to the tax system, and we also monitor that, receive the money and apply it accordingly as this document dictates, so that's what that is. Your budget basically reflects the way this is being allocated, and I already gave it to you, so you've approved it in that form but today I need a motion approving the allocation report.

Ms. Castro: I have a question though, I see that Portofino Lakes is included in here that does not affect them when it comes to their debt portion for the clubhouse, right?

Mr. Winkeljohn: Right, the assessment allocation is only changing because of the new bonds, it does not affect the gate portion or the clubhouse portion.

Ms. Castro: Ok, perfect.

Mr. Aponte: A motion is in order please.

On MOTION by Ms. Castro seconded by Mr. Lopez with all in favor, accepting the Allocation Report was approved.

FIFTH ORDER OF BUSINESS

Staff Reports

Mr. Aponte: Alright, so item No. 5, Staff Reports, attorney?

A. Attorney

There not being any, the next item followed.

B. Engineer

There not being any, the next item followed.

C. Field Manager

There not being any, the next item followed.

D. Manager

Mr. Winkeljohn: Just a couple of quick updates, the pumps came in on the pool today, and he'll be here Saturday putting them in and the pool should be up by Saturday afternoon.

Mr. Aponte: Excellent.

Mr. Winkeljohn: We're foregoing the pressure washing because it was just cosmetic and I don't want to leave the pool out of commission anymore, so we'll wait until next year and clean it.

Mr. Aponte: Right.

Ms. Castro: How are we on the fans and the furniture?

Mr. Winkeljohn: Well I had a great solution, I got rid of the fans and capped them.

Ms. Castro: Yes, but I thought the board was moving toward replacing them?

Mr. Winkeljohn: Well it's cosmetic and nobody really turns the fans on, all they're going to do is look bad in 5 years and have to be replaced. I was getting used to them being gone and I was hoping everyone else would too, but it's up to you.

Ms. Castro: Well now that we got rid of the pool table because it was not very attractive looking, what are we going to do to replace it? Are we going to get a new one, what are our plans, I'd like to know?

Mr. Winkeljohn: I don't know. I have never heard that it was the greatest thing around, it looked like it hadn't been used in a long time, outdoor pool tables are a maintenance nightmare.

Mr. Aponte: Yes.

Mr. Winkeljohn: So there is no plan as of right now.

Ms. Castro: Ok, perfect, I just have been getting questions.

Mr. Aponte: I think the previous board picked it up for a couple of hundred dollars, it was just a gift.

Mr. Winkeljohn: Right, so it was one of those, if I give you this will you take it?

Mr. Aponte: Right, so it basically sat there for a while.

Mr. Winkeljohn: But we're very happy to get the pool open again.

Ms. Castro: And it will take care of all the rust problems?

Mr. Winkeljohn: Well there won't be new rust, the rust that is there now we'll have to live with it for a year, until next winter, and then we'll shut the pool down and when it's the right time to shut the pool down, not now, but we'll pressure wash it next year.

Mr. Aponte: Yes, it's time to get it open, I agree.

Mr. Winkeljohn: Right.

Ms. Castro: Ok.

Mr. Winkeljohn: That's all I have.

SIXTH ORDER OF BUSINESS

Supervisors Requests and Audience Comments

Mr. Aponte: Moving on, does anybody have any supervisors requests or audience comments? Anybody?

Ms. Castro: Well I don't know is there a report from Dennis?

Mr. Winkeljohn: On what specifically?

Ms. Castro: On the status of the plants, anything that he wanted to bring forward?

Mr. Winkeljohn: No, he didn't have anything that couldn't wait until next time. I know Jeff was here keeping an eye on the guardhouses today, we put the water in at

guardhouse #2 and did a little test we're going to see how it works. We found the right spot in the guardhouses to put it, there's plenty of room going towards the doorway in the back. They don't go out that door, they don't use that door, so that's a good spot and it's not like it's an emergency exit or anything, so that's where they're going to go.

Mr. Aponte: Right.

Mr. Winkeljohn: The first one we got was a little one to sit on a desk, I thought there would be room on the desk but there isn't, so we're going to go with the freestanding ones and they're \$30 per month each, so we have a budget for them next year.

Ms. Castro: Ok. As far as the magazine goes, you received mine?

Mr. Winkeljohn: Yes, I didn't make any changes to yours, the way it was written was good and I liked it, it was fine, it was a lot of information. My instinct would have been to thin it down a little bit.

Ms. Castro: That is thinned down, believe me.

Mr. Winkeljohn: I didn't mean in terms of verbiage but the details about this person's life were stated quite clearly, but you wrote it and I'm totally fine with it if that's how you want to go and if she's fine with it and you're certain of that it's going to go.

Ms. Castro: She volunteered more than that.

Mr. Winkeljohn: Ok. Mike's and Curtis' writings have been edited and finalized and John has that and he has yours, and I have one, we'll see how it fits together and then we'll see what's missing, he's going to take a picture of her and some security pictures and we'll just make it the security issue.

Ms. Castro: Now, I received Julian's email with a list of the people that do work in every guardhouse, however he did not give me the times because I know that Mikal had requested one of the people to actually be the one interviewed but from the email that he sent I have no way of knowing when she's there.

Mr. Winkeljohn: You don't know their shifts?

Ms. Castro: In guardhouse #1, but I know the shifts for my guardhouse.

Mr. Winkeljohn: Ok, well I can figure it out for you but our best guards are the ones that get the day shifts, that's how it's always going to work out, then there will be another tier and there will be guards that you'll want to do next round, but we have plenty of time.

Ms. Castro: Ok.

Mr. Winkeljohn: So the magazine is coming together and is pretty much ready to go, so in the next couple of weeks it will be ready to press, so I just need a few finalized articles that we're talking about, so we're pretty much there.

Ms. Castro: Kim gave her part or is she not going to do it?

Mr. Winkeljohn: I didn't ask her, do you want me to?

Ms. Castro: Yes, I think that would be awesome.

Mr. Winkeljohn: Ok.

Mr. Aponte: Anything else Sonia?

Ms. Castro: I had something else but I don't remember right now.

Mr. Aponte: Are we still meeting at the end of this month?

Mr. Winkeljohn: It's up to you guys, I don't think I'll have a lot for you.

Ms. Castro: Oh, I remember now, again the FPL easement, there is incredible amounts of shrubbery that are not being mowed all the way to the fence line. People are getting rats, roaches, an inordinate amount of weeds that are coming from that area into their houses, so if we could mow that and keep cleaning it with Roundup.

Mr. Winkeljohn: Ok.

Ms. Castro: Thank you.

Mr. Aponte: We're in charge of that, is that our responsibility?

Ms. Castro: Yes, it is, it is the FPL easement and it is an area of about 3 to 4 feet from the fence line.

Mr. Winkeljohn: Yes, where a lot of people have trees and things, in between the trees there's grass that grows and they don't really cut that but we can work on it.

Ms. Castro: Ok, thank you.

Mr. Aponte: Ok, I know exactly where it's at.

May 9, 2013

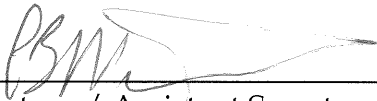
South-Dade Venture CDD

SEVENTH ORDER OF BUSINESS

Adjournment

Mr. Winkeljohn: If there's nothing else, is there a motion to adjourn?

On MOTION by Mr. Aponte seconded by Mr. Lopez with all in favor, the Meeting was adjourned.



Secretary / Assistant Secretary

 CHAIR

Chairman / Vice Chairman