

**HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT**

BASIC FINANCIAL STATEMENTS

September 30, 2013

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
BASIC FINANCIAL STATEMENTS
September 30, 2013

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BASIC FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Supervisors
Heritage Harbour Market Place Community Development District
Manatee County, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Heritage Harbour Market Place Community Development District (the "District") as of and for the year ended September 30, 2013, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Controller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major funds of the District as of September 30, 2013, and the respective changes in financial position and budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 through 6 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Government Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated June 2, 2014, on our consideration of the District's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control over financial reporting and compliance.



KEEFE McCULLOUGH

Fort Lauderdale, Florida
June 2, 2014

**HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2013**

Our discussion and analysis of Heritage Harbour Market Place Community Development District's (the "District") financial performance provides an overview of the District's financial activities for the years ended September 30, 2013 and 2012. Please read it in conjunction with the District's financial statements, which immediately follow this discussion.

FINANCIAL HIGHLIGHTS

The following are the highlights of financial activity for the year ended September 30, 2013:

- The District's total liabilities exceeded its assets at September 30, 2013 by \$ 7,817,151. This deficit relates to various infrastructure improvements which have been financed through the issuance of long-term debt, but were conveyed to other governmental entities.
- The District's total revenues were \$ 1,224,787, \$ 1,219,691 from non-ad-valorem assessments, \$ 4,286 from miscellaneous income and \$ 810 from interest income. The District's expenses for the year were \$ 1,155,018.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to financial statements.

Government-Wide Financial Statements

The government-wide financial statements, which consist of the following two statements, are designed to provide readers with a broad overview of the District's finances, in a manner similar to a private sector business.

The statement of net position presents information on all the District's assets, liabilities and deferred inflows/outflows of resources with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District is improving or deteriorating.

The statement of activities presents information showing how the District's net position changed during the year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

The government-wide financial statements can be found on pages 7 and 8 of this report.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District has only one fund type: governmental funds.

**HERITAGE HARBOUR MARKET PLACE
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MANAGEMENT'S DISCUSSION AND ANALYSIS**
September 30, 2013

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as balances of spendable resources available at the end of the year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the District's near-term financing decisions. Both the governmental fund balance sheet and the statement of revenues, expenditures and changes in fund balances provide reconciliations to facilitate this comparison between governmental funds and governmental activities.

The governmental fund financial statements can be found on pages 9 through 13 of this report.

Notes to Basic Financial Statements

The notes provide additional information that is essential for a full understanding of the data provided in the government-wide and fund financial statements. The notes to basic financial statements can be found on pages 14 through 22 of this report.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

As noted earlier, net position may serve over time as a useful indicator of financial position. The following table reflects the condensed government-wide statements of net position as of September 30, 2013 and 2012:

Heritage Harbour Market Place Community Development District
Statements of Net Position

	2013	2012
Current and other assets	\$ 1,839,728	\$ 1,829,474
Capital assets	5,122,084	5,380,603
Total assets	6,961,812	7,210,077
Other liabilities	658,963	646,997
Long-term liabilities	14,120,000	14,450,000
Total liabilities	14,778,963	15,096,997
Net position:		
Net investment in capital assets (deficit)	(8,300,353)	(8,351,841)
Unrestricted	483,202	464,921
Total net position (deficit)	\$ (7,817,151)	\$ (7,886,920)

**HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS**
September 30, 2013

Governmental Activities

Governmental activities for the year ended September 30, 2013 increased the District's net position by \$ 69,769, as reflected in the table below:

Heritage Harbour Market Place Community Development District Statements of Activities		
	2013	2012
REVENUES:		
Program revenues:		
Non-ad valorem assessments	\$ 1,219,691	\$ 1,546,898
General revenue:		
Miscellaneous	4,286	-
Interest income	810	2,127
Total revenues	1,224,787	1,549,025
EXPENSES:		
Interest expense	819,000	840,700
Physical environment	258,519	258,321
General government	77,499	96,914
Total expenses	1,155,018	1,195,935
Change in net position	69,769	353,090
NET POSITION (DEFICIT), BEGINNING OF YEAR, RESTATED	(7,886,920)	(8,240,010)
NET POSITION (DEFICIT), END OF YEAR, RESTATED	\$ (7,817,151)	\$ (7,886,920)

ANALYSIS OF THE GOVERNMENTAL FUNDS

As noted earlier, the District uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The focus of the District's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the District's financing requirements. In particular, unassigned fund balance may serve as a useful measure of a District's net resources available for spending at the end of the fiscal year. The General, Debt Service and Capital Project Funds comprise the total governmental funds. As of the end of the current fiscal year, the District's governmental funds reported a combined ending fund balance of approximately \$ 1,838,000.

**HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2013**

CAPITAL ASSETS AND DEBT ADMINISTRATION

The District's investment in capital assets, net of accumulated depreciation, for its governmental activities as of September 30, 2013 amounts to \$ 5,122,084, and consists of improvements other than buildings and infrastructure.

At the end of the year, the District had total bonded debt outstanding of \$ 14,440,000. The District's debt represents bonds secured solely by a specified revenue source (i.e., revenue bonds).

Additional information on the District's long-term debt can be found in Note 6 on pages 21 and 22 of this report.

GENERAL FUND BUDGETARY HIGHLIGHTS

Revenues were over the budget while expenditures were under the budget for the fiscal year ending September 30, 2013.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET

The General Fund budget for 2014 includes planned revenues of \$ 83,634 and planned expenditures of \$ 86,314.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of Heritage Harbour Market Place Community Development District's finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Heritage Harbour Market Place Community Development District; 2041 N.E. Sixth Terrace, Wilton Manors, FL 33305.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF NET POSITION
September 30, 2013

	<u>Governmental Activities</u>
ASSETS:	
Cash and cash equivalents	\$ 1,804,105
Assessments receivable	35,623
Capital assets:	
Depreciable, net	<u>5,122,084</u>
Total assets	<u>6,961,812</u>
 LIABILITIES:	
Accounts payable	1,796
Accrued interest payable	337,167
Bonds payable, due within one year	320,000
Bonds payable, due in more than one year	<u>14,120,000</u>
Total liabilities	<u>14,778,963</u>
 NET POSITION:	
Net investment in capital assets	(8,300,353)
Unrestricted	<u>483,202</u>
Total net position (deficit)	<u>\$ (7,817,151)</u>

The accompanying notes to basic financial statements are an integral part of these statements.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF ACTIVITIES
For the Year Ended September 30, 2013

	<u>Expenses</u>	<u>Program Revenues</u>			<u>Governmental</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Activities Net Revenues (Expenses) and Change in Net Position</u>
FUNCTIONS/PROGRAMS:					
Governmental activities:					
Interest expense	\$ 819,000	\$ 814,252	\$ 327,256	\$ -	\$ 322,508
Physical environment	258,519	-	-	-	(258,519)
General government	<u>77,499</u>	<u>56,345</u>	<u>21,838</u>	<u>-</u>	<u>684</u>
 Total governmental activities	 \$ <u>1,155,018</u>	 \$ <u>870,597</u>	 \$ <u>349,094</u>	 \$ <u>-</u>	 64,673
General revenues:					
Miscellaneous					4,286
Interest income					<u>810</u>
 Change in net position					 69,769
Net position (deficit), October 1, 2012, as restated (Note 9)					<u>(7,886,920)</u>
Net position (deficit), September 30, 2013					\$ <u>(7,817,151)</u>

The accompanying notes to basic financial statements are an integral part of these statements.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
BALANCE SHEET - GOVERNMENTAL FUNDS
September 30, 2013

A S S E T S

	Major Funds		Nonmajor Fund	Total Governmental Funds
	General Fund	Debt Service Fund	Capital Projects Fund	
ASSETS:				
Cash and cash equivalents	\$ 285,455	\$ 1,308,513	\$ 210,137	\$ 1,804,105
Due from other funds	-	184,762	-	184,762
Assessments receivable	-	35,623	-	35,623
Total assets	\$ 285,455	\$ 1,528,898	\$ 210,137	\$ 2,024,490

L I A B I L I T I E S A N D F U N D B A L A N C E S

LIABILITIES:				
Due to other funds	\$ 184,762	\$ -	\$ -	\$ 184,762
Accounts payable	1,796	-	-	1,796
Total liabilities	186,558	-	-	186,558
FUND BALANCES:				
Restricted for debt service	-	1,528,898	-	1,528,898
Restricted for capital projects	-	-	210,137	210,137
Assigned to subsequent years budget	2,680	-	-	2,680
Unassigned	96,217	-	-	96,217
Total fund balance	98,897	1,528,898	210,137	1,837,932
Total liabilities and fund balances	\$ 285,455	\$ 1,528,898	\$ 210,137	\$ 2,024,490

The accompanying notes to basic financial statements are an integral part of these statements.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF NET POSITION
September 30, 2013

TOTAL FUND BALANCES OF GOVERNMENTAL FUNDS IN THE BALANCE SHEET, PAGE 9	\$	1,837,932
<p>Amounts reported for governmental activities in the statement of net position are different because:</p>		
<p>Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the governmental funds:</p>		
Governmental capital assets		6,927,093
Less accumulated depreciation		(1,805,009)
<p>Certain liabilities are not due and payable in the current period and therefore are not reported in the funds:</p>		
Accrued interest payable		(337,167)
Governmental revenue bonds payable		<u>(14,440,000)</u>
NET POSITION OF GOVERNMENTAL ACTIVITIES, PAGE 7	\$	<u><u>(7,817,151)</u></u>

The accompanying notes to basic financial statements are an integral part of these statements.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGE IN FUND BALANCES - GOVERNMENTAL FUNDS
For the Year Ended September 30, 2013

	Major Funds		Nonmajor Fund	Total
	General Fund	Debt Service Fund	Capital Projects Fund	Governmental Funds
REVENUES:				
Assessments:				
Uniform method	\$ 56,345	\$ 814,252	\$ -	\$ 870,597
Non-uniform method	21,838	327,256	-	349,094
Miscellaneous	4,286	-	-	4,286
Interest income	127	590	93	810
Total revenues	82,596	1,142,098	93	1,224,787
 EXPENDITURES:				
Current:				
General government	77,499	-	-	77,499
Debt service:				
Principal	-	310,000	-	310,000
Interest	-	826,000	-	826,000
Total expenditures	77,499	1,136,000	-	1,213,499
Net change in fund balance	5,097	6,098	93	11,288
 FUND BALANCES,				
October 1, 2012	93,800	1,522,800	210,044	1,826,644
 FUND BALANCES,				
September 30, 2013	\$ 98,897	\$ 1,528,898	\$ 210,137	\$ 1,837,932

The accompanying notes to basic financial statements are an integral part of these statements.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES AND CHANGES IN FUND BALANCES
OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
For the Year Ended September 30, 2013

NET CHANGES IN FUND BALANCES - TOTAL GOVERNMENTAL FUNDS, PAGE 11	\$	11,288
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Amounts reported for governmental activities in the statement of activities are different because:

Governmental funds report capital outlays as expenditures; however, in the statement of activities, the cost of those assets is depreciated over their estimated useful lives:

Current year provision for depreciation		(258,519)
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Repayment of debt principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position.		310,000
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Certain items reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in the governmental funds:

Change in accrued interest payable		<u>7,000</u>
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CHANGE IN NET POSITION OF GOVERNMENTAL ACTIVITIES, PAGE 8	\$	<u><u>69,769</u></u>
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The accompanying notes to basic financial statements are an integral part of these statements.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND
BALANCE - BUDGET AND ACTUAL - GENERAL FUND
For the Year Ended September 30, 2013

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance</u>
REVENUES:			
Assessments:			
Uniform method	\$ 55,200	\$ 56,345	\$ 1,145
Non-uniform method	21,808	21,838	30
Interest income	500	127	(373)
Miscellaneous	-	4,286	4,286
	<u>77,508</u>	<u>82,596</u>	<u>5,088</u>
EXPENDITURES:			
Current:			
General government	<u>82,358</u>	<u>77,499</u>	<u>4,859</u>
Net change in fund balance	(4,850)	5,097	9,947
FUND BALANCE, October 1, 2012	<u>102,138</u>	<u>93,800</u>	<u>(8,338)</u>
FUND BALANCE, September 30, 2013	<u><u>\$ 97,288</u></u>	<u><u>\$ 98,897</u></u>	<u><u>\$ 1,609</u></u>

The accompanying notes to basic financial statements are an integral part of these statements.

**HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013**

NOTE 1 - ORGANIZATION AND OPERATIONS

The Heritage Harbour Market Place Community Development District (the "District") was established on September 2, 2002, pursuant to the Uniform Community Development District Act of 1980, otherwise known as Chapter 190 of the Florida Statutes by Manatee County Ordinance 02-28. The Act provides, among other things, the power to manage basic services for community development, the power to borrow money and issue bonds, and to levy and assess non-ad valorem assessments for the financing and delivery of capital infrastructure.

The District was established for the purpose of planning, financing, constructing, operating and maintaining certain portions of community-wide infrastructure. The District consists of 258 acres of land and is located entirely within Manatee County, Florida.

The District is governed by a Board of Supervisors (the "Board"), which is composed of five members. The Supervisors are elected on an at large basis by the owners of property within the District. Certain members of the Board of Supervisors are affiliated with Lennar Homes, LLC (the "Developer"). The Board of Supervisors of the District exercise all powers granted to the District pursuant to Chapter 190, Florida Statutes.

The Board has the final responsibility for:

- Assessing and levying special assessments
- Approving and adopting budgets
- Exercising control over facilities and property
- Controlling the use of funds generated by the District
- Hiring the District Manager, District Engineer and District Attorney
- Financing, operating and maintaining improvements

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the District conform to Generally Accepted Accounting Principles (GAAP) as applicable to governments in accordance with those promulgated by the Governmental Accounting Standards Board (GASB). The District's more significant accounting policies are described below:

The financial reporting entity:

The criteria used for including component units consist of identification of legally separate organizations for which the Board of Supervisors of the District are financially accountable. This criteria also includes identification of organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting District's financial statements to be misleading or incomplete. Based upon this review, there were no potential component units of the District.

Basis of presentation:

FINANCIAL STATEMENTS - GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

The District's basic financial statements include both government-wide (reporting the District as a whole) and fund financial statements (reporting the District's major funds). Both the government-wide and fund financial statements categorize primary activities as either governmental or business-type. All of the District's activities are classified as governmental activities.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information on all the non-fiduciary activities of the primary government. Governmental activities, which normally are supported by assessments, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. The business-type activities are reported separately in government-wide financial statements; however, at September 30, 2013 the District did not have any business-type activities and therefore, no business-type activities are reported. Interest income and other items not properly included as program revenues (i.e., charges to customers or applicants who purchase, use or directly benefit from goods or services) are reported as general revenues. In the government-wide statement of net position, the governmental activities column is presented on a consolidated basis, if applicable, and is reported on a full-accrual, economic resource basis, which recognizes all noncurrent assets and receivables as well as all noncurrent debt and obligations, when and if applicable.

The government-wide statement of activities reports both the gross and net cost of each of the District's functions. The net costs, by function, are also supported by general revenues. The statement of activities reduces gross expenses by related program revenues, operating and capital grants. Program revenues must be directly associated with the function. Operating grants include operating-specific and discretionary (either operating or capital) grants while the capital grants column reflects capital-specific grants.

This government-wide focus is more on the ability to sustain the District as an entity and the change in the District's net position resulting from the current year's activities.

Separate financial statements are provided for governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

FINANCIAL STATEMENTS - FUND FINANCIAL STATEMENTS

The accounts of the District are organized on the basis of funds. The operations of the funds are accounted for with separate self-balancing accounts that comprise their assets, liabilities, fund equity, revenues and expenditures.

The District reports the following major governmental funds:

General Fund - This fund is used to account for all operating activities of the District. At this time, revenues are derived principally from non-ad valorem assessments and interest income.

Debt Service Fund - This fund is used to account for the accumulation of resources for and the payment of long-term debt principal, interest and other financing costs.

The District also reports the following non-major governmental fund:

Capital Projects Fund - This fund is used to account for the accumulation of resources for the acquisition and construction of major infrastructure within the District.

For the year ended September 30, 2013, the District does not report any proprietary funds.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Measurement focus, basis of accounting and presentation:

Basis of accounting refers to the point at which revenues or expenditures/expenses are recognized in the accounts and reported in the basic financial statements. It relates to the timing of the measurements made regardless of the measurement focus applied. Governmental funds use the current financial resources measurement focus and the government-wide statements use the economic resources measurement focus.

Governmental activity in the government-wide financial statements is presented on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred.

The governmental fund financial statements are presented on the modified accrual basis of accounting under which revenue is recognized in the accounting period in which it becomes susceptible to accrual (i.e., when it becomes both measurable and available). "Measurable" means the amount of the transaction can be determined and "available" means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within sixty days of the end of the current year.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements.

Budget:

A budget is adopted for the General Fund and Debt Service Fund on an annual basis. Appropriations lapse at fiscal year-end. Changes or amendments to the total budgeted expenditures of the District must be approved by the District Board of Supervisors.

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

- a. Each year the District Manager submits to the District Board a proposed operating budget for the fiscal year commencing the following October 1.
- b. A public hearing is conducted to obtain property owner's comments.
- c. Prior to October 1, the budget is legally adopted by the District Board.
- d. The budgets are adopted on a basis consistent with generally accepted accounting principles.

The legal level of budgetary control, the level at which expenditures may not exceed budget, is in the aggregate.

Cash, cash equivalents and investments:

Cash and cash equivalents are defined as demand deposits, money market accounts, and short-term investments with original maturities of three months or less from the date of acquisition.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments, if applicable, are stated at their fair value, which is based on quoted market prices. Unrealized gains and losses in fair value are recognized. Certain money market investments are stated at amortized cost if they have a remaining maturity of one year or less when purchased.

Capital assets:

Capital assets, which include improvements other than buildings and infrastructure, are reported in the governmental activities column in the government-wide financial statements. The District defines capital assets as assets with an initial, individual cost of more than \$ 5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair market value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized.

Capital assets of the District are depreciated using the straight-line method over the following estimated useful lives:

Roadways, parks, courts and fields	20 years
Stormwater	25 years
Buildings	30 years
Water and sewer systems	25 years
Landscaping and entry features	15 years
Motor vehicles	5 years

Special assessments:

The District's special assessment revenue (non-ad valorem) is included on the property tax bill that all residents receive each November 1 from the Manatee County Tax Collector and is based on the District's approved budget submitted by the District on or before September 15 of each tax year. The assessment is due on or before March 31.

The imposition of special assessments for the administration of the District (i.e., the General Fund) are adopted and imposed by the Board of Supervisors each year as determined solely by the Board.

Deferred outflows/inflows of resources:

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any items that qualify for reporting in this category.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will *not* be recognized as an inflow of resources (revenue) until that time. The District does not have any items that qualify for reporting in this category.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Equity classifications:

Government-wide statements

Equity is classified as net position and displayed in three components:

- a. Net investment in capital assets - consists of capital assets including restricted capital assets, net of accumulated depreciation, if applicable, and reduced by the outstanding balances of any bonds, or other borrowings that are attributable to the acquisition, construction or improvement of those assets.
- b. Restricted net position - consists of net position with constraints placed on the use either by 1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments, or 2) law through constitutional provisions or enabling legislation.
- c. Unrestricted net position - all other net position that do not meet the definition of "restricted" or "net investment in capital assets."

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as they are needed.

Fund statements

GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions* requires that governmental fund financial statements present fund balances based on classifications that comprise a hierarchy that is based primarily on the extent to which the District is bound to honor constraints on the specific purposes for which amounts in the respective governmental funds can be spent. The classifications used in the governmental fund financial statements are as follows:

Nonspendable: This classification includes amounts that cannot be spent because they are either (a) not in spendable form or (b) are legally or contractually required to be maintained intact. The District has no nonspendable fund balances as of September 30, 2013

Restricted: This classification includes amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors (such as through a debt covenant), grantors, contributors, or laws or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. Debt service resources are to be used for future servicing of the revenue note and are restricted through debt covenants.

Committed: This classification includes amounts that can be used only for specific purposes pursuant to constraints imposed by formal action of the District Board of Supervisors (the "Board"). These amounts cannot be used for any other purpose unless the Board removes or changes the specified use by taking the same type of action (ordinance or resolution) that was employed when the funds were initially committed. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements. The District did not have any committed fund balance as of September 30, 2013.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Assigned: This classification includes amounts that are constrained by the District's intent to be used for a specific purpose but are neither restricted nor committed. This intent can be expressed by the Board or through the Board delegating this responsibility to the District Manager through the budgetary process. This classification also includes the remaining positive fund balance for all governmental funds except for the General Fund.

Unassigned: This classification includes the residual fund balance for the General Fund.

When the District has expenditures for which committed, assigned or unassigned fund balance is available, the District would consider committed funds to be spent first, then assigned funds and lastly unassigned funds.

NOTE 3 - DEPOSITS AND INVESTMENTS

Deposits:

The District maintains deposits with "Qualified Public Depositories" as defined in Chapter 280, Florida Statutes. All Qualified Public Depositories must place with the Treasurer of the State of Florida securities equal to various percentages of the average daily balance for each month of all public deposits in excess of any applicable deposit insurance. In the event of default by a Qualified Public Depository, the State Treasurer will pay public depositors all losses. Losses in excess of insurance and collateral will be paid through assessments between all Qualified Public Depositories.

Under this method, all the District's deposits are fully insured or collateralized at the highest level of security as defined by Governmental Accounting Standards Board, Statement Number 40, Deposits and Investment Disclosures (an Amendment of Governmental Accounting Standards Board, Statement Number 3).

At year end, the carrying amount of the District's General Fund deposits was \$ 285,455 and the bank balance was \$ 285,860.

Investments:

Investments of the General Fund are governed by Section 218.415, Florida Statutes. The authorized investments include, among others, negotiable direct or indirect obligations which are secured by the United States Government, the Local Government Surplus Funds Trust as created by Section 218.415, Florida Statutes; and interest-bearing time deposits or savings accounts in authorized financial institutions.

Investments of the Debt Service and Capital Projects Funds are governed by the provisions of the Trust Indenture.

Investments of the Debt Service Fund and Capital Project Fund as of September 30, 2013 were \$ 1,518,650 and were in money market mutual funds.

These deposits and investments are reflected in the accompanying statement of net position and balance sheet - governmental funds in cash and cash equivalents.

**HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013**

NOTE 3 - DEPOSITS AND INVESTMENTS (continued)

Credit risk:

Florida Statutes require the money market mutual funds held by the District to have the highest credit quality rating from a nationally recognized rating agency. The money market mutual funds held by the District are rated AAAM by Standard and Poor's.

Interest rate risk:

Florida Statutes provide that the investment portfolio be structured in such manner as to provide sufficient liquidity to pay obligations as they come due. The money market mutual funds have a weighted average maturity of 53 days.

Custodial credit risk:

For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the District will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. At September 30, 2013, the District's investments were not subject to custodial credit risk.

NOTE 4 - INTERFUND BALANCES

At September 30, 2013, the General Fund owes the Debt Service Fund \$ 184,762. This balance is the result of a timing difference between when funds are received into the General Fund and when they are transferred to the Debt Service Fund.

NOTE 5 - CAPITAL ASSETS

Capital asset activity for the year ended September 30, 2013 was as follows:

	Balance at October 1, 2012	Additions	Deletions	Balance at September 30, 2013
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Governmental Activities:				
Capital assets, being depreciated:				
Improvements other than buildings	\$ 414,241	\$ -	\$ -	\$ 414,241
Infrastructure	<u>6,512,852</u>	<u>-</u>	<u>-</u>	<u>6,512,852</u>
Total capital assets, being depreciated	<u>6,927,093</u>	<u>-</u>	<u>-</u>	<u>6,927,093</u>
Less accumulated depreciation for:				
Improvements other than buildings	243,920	41,424	-	285,344
Infrastructure	<u>1,302,570</u>	<u>217,095</u>	<u>-</u>	<u>1,519,665</u>
Total accumulated depreciation	<u>1,546,490</u>	<u>258,519</u>	<u>-</u>	<u>1,805,009</u>
Governmental activities capital assets, net	<u>\$ 5,380,603</u>	<u>\$ (258,519)</u>	<u>\$ -</u>	<u>\$ 5,122,084</u>

**HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013**

NOTE 5 - CAPITAL ASSETS (continued)

Provision for depreciation was charged to functions as follows:

Governmental Activities:	
Physical environment	\$ <u>258,519</u>

In connection with the 2005 project, the District established a deferred cost account reported in the Capital Projects Fund. In the event there are excess 2005 reserves, they are to be used in the Capital Projects Fund and used to repay funds advanced for the project or for the purchase of additional components. However, if funds in the account are not needed for that purpose they are to be transferred to the Debt Service Fund and used to redeem outstanding related debt. At September 30, 2013, there is a balance of \$ 210,137 in the deferred cost account. The District has not yet determined if a liability exists for deferred costs.

NOTE 6 - LONG-TERM DEBT

a. Summary of Long-Term Debt of Governmental Activities

Long-term debt of the governmental activities at September 30, 2013 is comprised of the following:

\$ 16,755,000 Capital Improvement Revenue Bonds, Series 2005; due in annual installments through May 1, 2036; interest payable semi-annually at 5.60%	\$ <u>14,440,000</u>
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The following is a summary of changes in governmental activities long-term debt for the year ended September 30, 2013:

	Balance October 1, 2012	Additions	Deletions	Balance September 30, 2013	Due Within One Year
Capital Improvement Revenue Bonds, Series 2005	\$ <u>14,750,000</u>	\$ <u>-</u>	\$ <u>310,000</u>	\$ <u>14,440,000</u>	\$ <u>320,000</u>

b. Summary of Significant Debt Terms of Governmental Activities

\$ 16,755,000 Capital Improvement Revenue Bonds, Series 2005 -The District previously issued \$ 16,755,000 of Capital Improvement Revenue Bonds, Series 2005 for the purpose of funding certain capital projects within the boundaries of the District. The bonds bear interest at 5.60% and mature May 1, 2036. Interest is payable semi-annually on the first day of each May and November. The bonds are secured by a pledge of revenues derived from the collection of non-ad valorem special assessments.

The Bonds are subject to redemption at the option of the District prior to maturity as outlined in the Bond Indenture. The Bonds are also subject to extraordinary mandatory redemption prior to their maturity in the manner determined by the Bond Registrar if certain events occurred as outlined in the Bond Indenture.

HERITAGE HARBOUR MARKET PLACE
COMMUNITY DEVELOPMENT DISTRICT
NOTES TO BASIC FINANCIAL STATEMENTS
September 30, 2013

NOTE 6 - LONG-TERM DEBT (continued)

The Bond Indenture requires that the District maintain adequate funds in a reserve account to meet the debt service reserve requirement as defined in the Indenture. In addition, the Bond Indenture has certain restrictions and requirements relating principally to the procedures to be followed in the collection of pledged revenues and the application of the revenues to the various restricted accounts. The District is in compliance with the requirements of the Bond Indenture as if September 30, 2013.

The annual debt service requirements for the Series 2005 Capital Improvement Revenue Bonds consist of:

<u>Year Ending September 30.</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2014	\$ 320,000	\$ 809,200	\$ 1,129,200
2015	335,000	791,280	1,126,280
2016	355,000	772,520	1,127,520
2017	375,000	752,640	1,127,640
2018	395,000	731,640	1,126,640
2019-2023	2,355,000	3,298,400	5,653,400
2024-2028	3,110,000	2,559,480	5,669,480
2029-2033	4,120,000	1,582,000	5,702,000
2034-2036	3,075,000	351,960	3,426,960
	<u>\$ 14,440,000</u>	<u>\$ 11,649,120</u>	<u>\$ 26,089,120</u>

NOTE 7 - RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The District has obtained commercial insurance from independent third parties to mitigate the costs of these risks; coverage may not extend to all situations. Settled claims from these risks have not exceeded commercial insurance coverage over the past three years. There have been no claims against the District during the last three fiscal years.

NOTE 8 - DEVELOPER TRANSACTIONS

For the fiscal year ended September 30, 2013, the Developer was assessed in the General and Debt Service Funds \$ 21,838 and \$ 327,256, respectively.

NOTE 9 - RESTATEMENT OF BEGINNING OF NET POSITION

For the year ended September 30, 2013, the District implemented GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*. This resulted in a decrease to the beginning net position on the statement of activities of \$ 245,713 to remove bond issuance costs in accordance with GASB 65.

**OTHER REPORTS OF
INDEPENDENT AUDITORS**

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL
OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Supervisors
Heritage Harbour Market Place Community Development District
Manatee County, Florida

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, and each major fund, of Heritage Harbour Market Place Community Development District (the "District"), as of and for the year ended September 30, 2013, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and have issued our report thereon dated June 2, 2014.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the District's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the District's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.


KEEFE McCULLOUGH

Fort Lauderdale, Florida
June 2, 2014

INDEPENDENT AUDITOR'S REPORT TO DISTRICT MANAGEMENT

To the Board of Supervisors
Heritage Harbour Market Place Community Development District
Manatee County, Florida

We have audited the basic financial statements of Heritage Harbour Market Place Community Development District (the "District"), as of and for the fiscal year ended September 30, 2013, and have issued our report thereon dated June 2, 2014.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. We have issued our Independent Auditor's Report on Internal Control over Financial Reporting and Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with *Governmental Auditing Standards*. Disclosures in that report, which is dated June 2, 2014, should be considered in conjunction with this management letter.

Additionally, our audit was conducted in accordance with the provisions of Chapter 10.550, Rules of the Auditor General, which governs the conduct of local governmental entity audits performed in the State of Florida. This letter includes the following information, which is not included in the aforementioned auditor's reports.

Section 10.554(1)(i)1., Rules of the Auditor General, requires that we determine whether or not corrective actions have been taken to address findings and recommendations made in the preceding annual financial audit report. There were no findings and recommendations made in the preceding annual financial audit report.

Section 10.554(1)(i)2., Rules of the Auditor General, requires our audit to include a review of the provisions of Section 218.415, Florida Statutes, regarding the investment of public funds. In connection with our audit, we determined that the District complied with Section 218.415, Florida Statutes.

Section 10.554(1)(i)3., Rules of the Auditor General, requires that we address in the management letter any recommendations to improve financial management. In connection with our audit, we did not have any such recommendations.

Section 10.554(1)(i)4., Rules of the Auditor General, requires that we address noncompliance with provisions of contracts or grant agreements, or abuse, that have occurred, or are likely to have occurred, that have an effect on the financial statements that is less than material but which warrants the attention of those charged with governance. In connection with our audit, we did not have any such findings.

Section 10.554(1)(i)5., Rules of the Auditor General, requires that the name or official title and legal authority for the primary government and each component unit of the reporting entity be disclosed in this management letter, unless disclosed in the notes to the financial statements. The District was established September 2, 2002 by Manatee County Ordinance No. 02-28, pursuant to the provisions of Chapter 190, of the laws of the State of Florida. The District does not have any component units.

Heritage Harbour Market Place Community Development District

Section 10.554(1)(i)6.a., Rules of the Auditor General, requires a statement be included as to whether or not the local governmental entity has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and identification of the specific condition(s) met. In connection with our audit, we determined that the District did not meet any of the conditions described in Section 218.503(1), Florida Statutes.

Section 10.554(1)(i)6.b., Rules of the Auditor General, requires that we determine whether the annual financial report for the District for the fiscal year ended September 30, 2013, filed with the Florida Department of Financial Services pursuant to Section 218.32(1)(a), Florida Statutes, is in agreement with the annual financial audit report for the fiscal year ended September 30, 2013. In connection with our audit, we determined that these two reports were in agreement.

Pursuant to Sections 10.554(1)(i)6.c. and 10.556(7), Rules of the Auditor General, we applied financial condition assessment procedures. It is management's responsibility to monitor the District's financial condition, and our financial condition assessment was based in part on representations made by management and the review of financial information provided by same.

Our management letter is intended solely for the information and use of the Legislative Auditing Committee, members of the Florida Senate and the Florida House of Representatives, the Florida Auditor General, Federal and other granting agencies, and applicable management, and is not intended to be and should not be used by anyone other than these specified parties.



KEEFE McCULLOUGH

Fort Lauderdale, Florida
June 2, 2014