

Heritage Harbour Market Place Community Development District

Basic Financial Statements
For the Year Ended September 30, 2016

Heritage Harbour Market Place Community Development District

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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, 2016, 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.

CPA's + Trusted Advisors

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 each major fund of the District as of September 30, 2016, and the respective changes in financial position and respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter Regarding Delinquent Assessments

As discussed in Note 7, parcels 19/20 have not paid any assessments since fiscal year ended September 30, 2014. For the fiscal year ended September 30, 2015 through the date of this report, this continued lack of activity has had a material adverse effect on the District's operations.

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 March 3, 2017, 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
March 3, 2017

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, 2016 and 2015. Please read it in conjunction with the District's financial statements, which immediately follow this discussion.

Financial Highlights

The following are the highlights of government-wide financial activity for the year ended September 30, 2016:

- The District's total liabilities exceeded its assets at September 30, 2016 by \$ 7,282,121. 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 \$ 1,728,381, \$ 1,723,194 from assessments, \$ 962 from interest income, and \$ 4,225 from miscellaneous sources. The District's expenses for the year were \$ 1,374,485.
- The District defaulted on its Series 2005 Capital Improvement Revenue Bonds at the end of the interest period on November 1, 2015 and continues to remain in default. Since fiscal year ended September 30, 2015, the District has levied \$ 1,860,969 to pay for operations and maintenance and debt service assessments all of which remain outstanding at September 30, 2016.
- In fiscal year 2015, the bondholders agreed to permit the non-payment of principal and interest due, the total of which is \$ 1,125,840 at September 30, 2016. Additionally, at the bondholder's request, the total amount of funds utilized from the Debt Service Fund for general operations was \$ 220,707. It is unlikely that the General Fund will be able to repay these funds any time in the foreseeable future.

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.

**Heritage Harbour Market Place Community Development District
Management's Discussion and Analysis
September 30, 2016**

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.

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, 2016 and 2015:

Heritage Harbour Market Place Community Development District Statements of Net Position		
	<u>2016</u>	<u>2015</u>
Current and other assets	\$ 1,114,093	\$ 984,040
Assessments receivable	2,149,793	861,230
Capital assets	<u>4,346,527</u>	<u>4,605,046</u>
Total assets	<u>7,610,413</u>	<u>6,450,316</u>
Other liabilities	1,857,534	676,333
Long-term liabilities	<u>13,035,000</u>	<u>13,410,000</u>
Total liabilities	<u>14,892,534</u>	<u>14,086,333</u>
Net position:		
Net investment in capital assets (deficit)	(8,786,554)	(8,444,541)
Unrestricted	<u>1,504,433</u>	<u>808,524</u>
Total net position (deficit)	<u>\$ (7,282,121)</u>	<u>\$ (7,636,017)</u>

**Heritage Harbour Market Place Community Development District
Management's Discussion and Analysis
September 30, 2016**

Governmental Activities: Governmental activities for the year ended September 30, 2016 increased the District's net position by \$ 353,896, as reflected in the table below:

Heritage Harbour Market Place Community Development District
Statements of Activities

	2016	2015
Revenues:		
Program revenues:		
Non-ad valorem assessments	\$ 1,723,194	\$ 1,236,200
General revenue:		
Miscellaneous revenue:	4,225	-
Interest income	962	602
Total revenues	1,728,381	1,236,802
Expenses:		
Interest expense	762,557	781,783
Physical environment	258,519	258,519
General government	353,409	90,333
Total expenses	1,374,485	1,130,635
Change in net position	353,896	106,167
Net Position (Deficit), Beginning of Year,	(7,636,017)	(7,742,184)
Net Position (Deficit), End of Year,	\$ (7,282,121)	\$ (7,636,017)

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 (deficit) of approximately \$ (55,541). This deficit was caused by delinquent assessments for which the District has initiated foreclosure proceedings.

Capital Assets and Debt Administration

The District's investment in capital assets, net of accumulated depreciation, for its governmental activities as of September 30, 2016 amounts to \$ 4,346,527, and consists of improvements other than buildings and infrastructure.

**Heritage Harbour Market Place Community Development District
Management's Discussion and Analysis
September 30, 2016**

At the end of the year, the District had total bonded debt outstanding of \$ 13,765,000. 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 5 on pages 20 and 21 of this report.

General Fund Budgetary Highlights

Revenues were below amounts originally budgeted, while expenditures exceeded the budgeted amount which resulted in a \$ 24,369 unfavorable to budget amount for the year ending September 30, 2016.

Economic Factors and Next Year's Budget

The General Fund budget for 2017 includes planned revenues and expenditures of \$ 365,359.

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. The District Manager can be reached at (954) 658-4900 or emailed at jimward@jpwardassociates.com.

BASIC FINANCIAL STATEMENTS

Heritage Harbour Market Place Community Development District
Statement of Net Position
September 30, 2016

	Governmental Activities
Assets:	
Cash and cash equivalents	\$ 1,114,093
Assessments receivable	2,149,793
Capital assets:	
Depreciable, net	<u>4,346,527</u>
 Total assets	 <u>7,610,413</u>
Liabilities:	
Accounts payable	43,794
Accrued interest payable	1,083,740
Bonds payable, due within one year	730,000
Bonds payable, due in more than one year	<u>13,035,000</u>
 Total liabilities	 <u>14,892,534</u>
Net Position:	
Net investment in capital assets (deficit)	(8,786,554)
Unrestricted	<u>1,504,433</u>
 Total net position (deficit)	 \$ <u><u>(7,282,121)</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 Activities
For the Year Ended September 30, 2016

		<u>Program Revenues</u>			<u>Governmental Activities</u>
	<u>Expenses</u>	<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	<u>Capital Grants and Contributions</u>	<u>Net Revenues (Expenses) and Change in Net Position</u>
Functions/Programs:					
Governmental activities:					
Interest expense	\$ 762,557	\$ 27,190	\$ 1,332,905	\$ -	\$ 597,538
Physical environment	258,519	-	-	-	(258,519)
General government	<u>353,409</u>	<u>16,265</u>	<u>346,834</u>	<u>-</u>	<u>9,690</u>
 Total governmental activities	 <u>\$ 1,374,485</u>	 <u>\$ 43,455</u>	 <u>\$ 1,679,739</u>	 <u>\$ -</u>	 348,709
General revenues:					
Miscellaneous revenue					4,225
Interest income					<u>962</u>
 Change in net position					 353,896
 Net position (deficit), October 1, 2015					 <u>(7,636,017)</u>
 Net position (deficit), September 30, 2016					 <u>\$ (7,282,121)</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, 2016

	Major Funds			Total Governmental Funds
	General Fund	Debt Service Fund	Capital Projects Fund	
Assets:				
Cash and cash equivalents	\$ 52,119	\$ 825,506	\$ 236,468	\$ 1,114,093
Assessments receivable	<u>316,294</u>	<u>1,833,499</u>	<u>-</u>	<u>2,149,793</u>
Total assets	<u>\$ 368,413</u>	<u>\$ 2,659,005</u>	<u>\$ 236,468</u>	<u>\$ 3,263,886</u>
Liabilities:				
Accounts payable	\$ 43,794	\$ -	\$ -	\$ 43,794
Matured bonds payable	-	355,000	-	355,000
Matured interest payable	<u>-</u>	<u>770,840</u>	<u>-</u>	<u>770,840</u>
Total liabilities	<u>43,794</u>	<u>1,125,840</u>	<u>-</u>	<u>1,169,634</u>
Deferred Inflows of Resources:				
Deferred revenue - assessments	<u>316,294</u>	<u>1,833,499</u>	<u>-</u>	<u>2,149,793</u>
Total deferred inflows of resources	<u>316,294</u>	<u>1,833,499</u>	<u>-</u>	<u>2,149,793</u>
Fund Balances (Deficit):				
Restricted for capital projects	-	-	236,468	236,468
Unassigned (deficit)	<u>8,325</u>	<u>(300,334)</u>	<u>-</u>	<u>(292,009)</u>
Total fund balance (deficit)	<u>8,325</u>	<u>(300,334)</u>	<u>236,468</u>	<u>(55,541)</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 368,413</u>	<u>\$ 2,659,005</u>	<u>\$ 236,468</u>	<u>\$ 3,263,886</u>

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 - Governmental Funds
 to the Statement of Net Position
 September 30, 2016**

Total Fund Balances (Deficit) - Governmental Funds, Page 9	\$ (55,541)
<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	(2,580,566)
<p>Assessment revenues not available as a current financial resource are considered deferred inflows of resources on the fund level financial statements but are recognized as revenue in the statement of activities.</p>	
	2,149,793
<p>Certain liabilities are not due and payable in the current period and therefore are not reported in the funds:</p>	
Accrued interest payable	(312,900)
Governmental revenue bonds payable	<u>(13,410,000)</u>
Net Position (Deficit) of Governmental Activities, Page 7	\$ <u><u>(7,282,121)</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, 2016**

	Major Funds			
	General Fund	Debt Service Fund	Capital Projects Fund	Total Governmental Funds
Revenues:				
Assessments:				
Uniform method	\$ 16,265	\$ 27,190	\$ -	\$ 43,455
Non-uniform method	87,725	303,451	-	391,176
Miscellaneous income	4,225	-		4,225
Interest income	118	602	242	962
	<u>108,333</u>	<u>331,243</u>	<u>242</u>	<u>439,818</u>
Total revenues				
Expenditures:				
Current:				
General government	353,409	-	-	353,409
Debt service:				
Principal	-	355,000	-	355,000
Interest	-	770,840	-	770,840
	<u>353,409</u>	<u>1,125,840</u>	<u>-</u>	<u>1,479,249</u>
Total expenditures				
Excess (deficiency) of revenues over expenditures	(245,076)	(794,597)	242	(1,039,431)
Other Financing Sources (Uses):				
Transfers in	220,707	-	454	221,161
Transfers out	<u>-</u>	<u>(221,161)</u>	<u>-</u>	<u>(221,161)</u>
Total other financing sources (uses)	<u>220,707</u>	<u>(221,161)</u>	<u>454</u>	<u>-</u>
Net change in fund balance	(24,369)	(1,015,758)	696	(1,039,431)
Fund Balances, October 1, 2015	<u>32,694</u>	<u>715,424</u>	<u>235,772</u>	<u>983,890</u>
Fund Balances (Deficit), September 30, 2016	<u>\$ 8,325</u>	<u>\$ (300,334)</u>	<u>\$ 236,468</u>	<u>\$ (55,541)</u>

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 Change in
 Fund Balances - Governmental Funds to the Statement of Activities
 For the Year Ended September 30, 2016**

Net Change in Fund Balances - Governmental Funds, Page 11 \$ (1,039,431)

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)

Revenues reported in the statement of activities that do not provide current financial resources are reported as deferred inflows of resources in the governmental funds. 1,288,563

Repayment of debt principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position. 355,000

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 8,283

Change in Net Position of Governmental Activities, Page 8 \$ 353,896

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, 2016**

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance</u>
Revenues:			
Assessments:			
Uniform method	\$ 16,216	\$ 16,265	\$ 49
Non-uniform method	311,928	87,725	(224,203)
Miscellaneous income	-	4,225	4,225
Interest income	60	118	58
	<u>328,204</u>	<u>108,333</u>	<u>(219,871)</u>
Expenditures:			
Current:			
General government	<u>328,204</u>	<u>353,409</u>	<u>(25,205)</u>
Excess (deficiency) of revenues over expenditures	-	(245,076)	(194,666)
Other Financing Sources:			
Transfers in	<u>-</u>	<u>220,707</u>	<u>220,707</u>
Net change in fund balance	<u>\$ -</u>	<u>\$ (24,369)</u>	<u>\$ (24,369)</u>

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

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.

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, 2016 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.

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, 2016, the District does not report any proprietary funds.

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.

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.

Note 2 - Summary of Significant Accounting Policies (continued)

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

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 has only one item, which arises only under a modified accrual basis of accounting that qualifies for reporting in this category. Accordingly, the item unavailable revenue is reported only in the governmental funds balance sheet. The governmental funds report unavailable revenues from assessments that were earned but not received within sixty days of year-end. This amount is deferred and recognized as an inflow of resources in the period that the amount becomes available.

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.

Note 2 - Summary of Significant Accounting Policies (continued)

- c. Unrestricted net position - all other net position that does 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, 2016

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, 2016.

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. The District did not have any assigned fund balance as of September 30, 2016.

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.

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Date of management review: Subsequent events were evaluated by management through March 3, 2017, which is the date the financial statements were available to be issued.

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 \$ 52,119 and the bank balance was \$ 55,613.

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. As of September 30, 2016, these funds held \$ 1,061,974 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.

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 A+ 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.

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, 2016, the District's investments were not subject to custodial credit risk.

Heritage Harbour Market Place Community Development District
Notes to Basic Financial Statements
September 30, 2016

Note 4 - Capital Assets

Capital asset activity for the year ended September 30, 2016 was as follows:

	Balance at October 1, 2015	Additions	Deletions	Balance at September 30, 2016
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	368,192	41,424	-	409,616
Infrastructure	<u>1,953,855</u>	<u>217,095</u>	<u>-</u>	<u>2,170,950</u>
Total accumulated depreciation	<u>2,322,047</u>	<u>258,519</u>	<u>-</u>	<u>2,580,566</u>
Governmental activities capital assets, net	<u>\$ 4,605,046</u>	<u>\$ (258,519)</u>	<u>\$ -</u>	<u>\$ 4,346,527</u>

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, 2015, there is a balance of \$ 236,394 in the deferred cost account. The District has not yet determined if a liability exists for deferred costs.

Note 5 - Long-Term Debt

a. Summary of Long-Term Debt of Governmental Activities

Long-term debt of the governmental activities at September 30, 2016 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>13,765,000</u>
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Heritage Harbour Market Place Community Development District
Notes to Basic Financial Statements
September 30, 2016

Note 5 - Long-Term Debt (continued)

The following is a summary of changes in governmental activities long-term debt for the year ended September 30, 2016:

	Balance October 1, 2015	Additions	Deletions	Balance September 30, 2016	Due Within One Year
Capital Improvement Revenue Bonds, Series 2005	\$ 13,765,000	\$ -	\$ -	\$ 13,765,000	\$ 730,000

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 (Note 7).

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.

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. The debt service reserve requirement was underfunded by \$ 317,590 at September 30, 2016. The use of reserve funds to pay fiscal year 2015 debt service payments was the result of unpaid debt service assessments by a property owner. 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 annual debt service requirements for the Series 2005 Capital Improvement Revenue Bonds consist of:

Year Ending September 30,	Principal	Interest	Total
2017	\$ 730,000	\$ 1,521,880	\$ 2,251,880
2018	395,000	729,960	1,124,960
2019	420,000	707,840	1,127,840
2020	440,000	684,320	1,124,320
2021	470,000	659,680	1,129,680
2022-2026	2,780,000	2,872,800	5,652,800
2027-2031	3,670,000	2,000,600	5,670,600
2032-2036	4,860,000	847,280	5,707,280
	\$ <u>13,765,000</u>	\$ <u>10,024,360</u>	\$ <u>23,789,360</u>

Note 6 - 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 7 - Event of Default and Foreclosure Proceedings

The District filed a lawsuit on December 11, 2015 against LNR Heritage Harbour, LLLP ("LNR") for foreclosure of a special assessment lien as a result of LNR's failure to pay its special assessments owed in 2015. The 2015 special assessments were invoiced separately from the ad valorem taxes, and such delinquent amounts total \$ 999,740 plus interest of \$ 99,640. The 2014 special assessments totaling \$ 861,229 plus interest of \$ 189,184 are also delinquent, but they were billed on the tax roll, and a tax certificate has been issued by the Manatee County Tax Collector for the delinquency.

LNR filed a counterclaim against the District, and alleges that certain of the assessments are excessive or invalid. LNR answered the District's foreclosure complaint, and filed a counterclaim against the District. The District answered the counterclaim of LNR, and raised various affirmative defenses. The District is in the process of seeking leave to amend its operative complaint to add the special assessments that became delinquent on November 30, 2016 during the course of the litigation. The 2016 delinquent special assessments total \$ 1,024,769.

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, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and have issued our report thereon dated March 3, 2017.

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 instances of noncompliance that are required to be reported under *Government Auditing Standards* and which are described below.

- 2015-01: The District is not compliant with a provision of its Bond Indenture that requires maintaining adequate funds in the debt service reserve account.
- 2016-01: The District did not meet the debt service requirements for the Capital Improvement Revenue Bonds, Series 2005 for the year ended September 30, 2016.

The District's response to the finding identified in our audit is described below. We did not audit the District's response and, accordingly, we express no opinion on it.

- The District did not receive billed assessments from certain property owners and has initiated foreclosure proceedings in an effort to collect assessments. If successful, the collection of assessments will allow the District to replenish the debt service reserve account, make past due debt service payments and fund the operations of the District.

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
March 3, 2017

INDEPENDENT AUDITOR'S REPORT TO DISTRICT MANAGEMENT

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

Report on the Financial Statements

We have audited the financial statements of Heritage Harbour Market Place Community Development District (the "District"), as of and for the year ended September 30, 2016, and have issued our report thereon dated March 3, 2017.

Auditor's Responsibility

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 Comptroller General of the United States and Chapter 10.550, Rules of the Auditor General.

Other Reports

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 *Government Auditing Standards* and Independent Auditor's Report on an examination conducted in accordance with *AICPA Professional Standards*, Section 601, regarding compliance requirements in accordance with Chapter 10.550, Rules of the Auditor General. Disclosures in those reports, which are dated March 3, 2017, should be considered in conjunction with this management letter.

Prior Audit Findings

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. The finding and recommendation made in the preceding annual financial audit report is repeated in the current fiscal year and is listed as 2015-01 on page 24.

Official Title and Legal Authority

Section 10.554(1)(i)4., 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. Heritage Harbour Market Place Community Development 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.

Financial Condition

Section 10.554(1)(i)5.a. and 10.556(7), Rules of the Auditor General, requires that we apply appropriate procedures and report the results of our determination 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 met the condition described in Section 218.503(1)(a), Florida Statutes. The condition resulted from a deteriorating financial condition which was caused by the noncollection of special assessments which caused the District to not have sufficient funds to make the debt service payments on the Series 2005 Capital Improvement Revenue Bonds for the year ended September 30, 2016 as described in Note 7.

Pursuant to Sections 10.554(1)(i)5.c. and 10.556(8), Rules of the Auditor General, we applied financial condition assessment procedures. It is management's responsibility to monitor the entity'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.

Annual Financial Report

Section 10.554(1)(i)5.b. and 10.556(7), Rules of the Auditor General, requires that we apply appropriate procedures and report the results of our determination as to whether the annual financial report for the District for the fiscal year ended September 30, 2016, 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, 2016. In connection with our audit, we determined that these two reports were in agreement.

Other Matters

Section 10.554(1)(i)2., 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)3., 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 attention of those charged with governance. In connection with our audit, we did not have any such findings.

Purpose of this Letter

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, the Board of Supervisors 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
March 3, 2017

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE
WITH SECTION 218.415, FLORIDA STATUTES

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

We have examined Heritage Harbour Market Place Community Development District's (the "District") compliance with the requirements of Section 218.415, Florida Statutes, Local Government Investment Policies, during the year ended September 30, 2016. Management is responsible for the District's compliance with those requirements. Our responsibility is to express an opinion on the District's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the District's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the District's compliance with specified requirements.

In our opinion, the District complied, in all material respects, with the aforementioned requirements for the year ended September 30, 2016.

This report is intended solely for the information and use of management and the State of Florida Auditor General and is not intended to be and should not be used by anyone other than these specified parties.

Keefe McCullough

KEEFE McCULLOUGH

Fort Lauderdale, Florida
March 3, 2017