

Financial Report

September 30, 2018

Treeline Preserve Community Development District

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

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INDEPENDENT AUDITOR'S REPORT

To the Board of Supervisors
Treeline Preserve Community Development District

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, and each major fund of the *Treeline Preserve Community Development District* (the "District"), as of and for the year ended September 30, 2018, 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

The District's 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 Comptroller 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 of 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 principles 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

Basis for Adverse Opinion Due to Component Unit

Management has not included financial data for the Special Purpose Entity (“SPE”), which is a blended component unit, Special Revenue Fund in the Treeline Preserve Community Development District’s financial statements. Accounting principles generally accepted in the United States of America require financial data of this component unit to be reported with the financial data of the District if the nature and significance of its relationship with the District is such that, if excluded, the financial statements of the District would be considered misleading. We believe that the exclusion of the financial data of the above mentioned component unit results in financial statements that are misleading. The amount by which this departure would affect the assets, liabilities, net position, revenues and expenses of the governmental activities and the omitted major fund is not reasonably determinable.

Adverse Opinion on Governmental Activities and Special Revenue Fund

In our opinion, because of the omission of the Special Revenue fund, the financial statements referred to above do not present fairly, in conformity with accounting principles generally accepted in the United States of America, the financial position of the Special Revenue Fund and the Governmental Activities of Treeline Preserve Community Development District as of September 30, 2018, or the changes in financial position thereof for the fiscal year then ended.

Unmodified Opinions on General, Debt Service and Capital Projects Funds

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the General Fund, Debt Service Fund, and Capital Projects Fund of the District, as of September 30, 2018, and the respective changes in financial position thereof and the respective budgetary comparison for the general fund for the year then ended in conformity 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 starting on page 4, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental 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 Information

As discussed in the Notes to the Financial Statements, the Developer did not pay assessments owed to the District. As a result, the District was unable to make all of its debt service payments due on the Series 2007 Bonds in the current or prior years.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued a report dated June 11, 2019 on our consideration of the District's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, 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 the 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.

McDiernit Davis & Company, LLC

Orlando, Florida
June 11, 2019

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our discussion and analysis of the *Treeline Preserve Community Development District* (the "District") financial accomplishments provide an overview of the District's financial activities for the year ended September 30, 2018. Please read it in conjunction with the District's Independent Auditor's Report, financial statements and accompanying notes.

This information is being presented to provide additional information regarding the activities of the District and to meet the disclosure requirements of Government Accounting Standards Board Statement (GASB) No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments* issued June 1999.

Financial Highlights

- The liabilities of the District exceeded its assets at September 30, 2018 by \$8,533,377, an increase in the deficit of \$1,439,081 in comparison with the prior year.
- At September 30, 2018, the District's governmental funds reported a combined fund balance deficit of \$5,349,264, an increase in the deficit of \$1,619,081 in comparison with the prior year.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the *Treeline Preserve Community Development District's* financial statements. The District's financial statements comprise 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 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 of the District's assets and liabilities, 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 government's net position changed during the most recent fiscal 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 include all governmental activities that are principally supported by special assessment revenues. The District does not have any business-type activities. The governmental activities of the District include general government and maintenance and operations related functions.

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

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, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The District has one fund category: Governmental Funds.

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 on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a District'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 government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The District maintains three individual governmental funds. Information is presented separately in the governmental fund balance sheet and the governmental fund statement of revenues, expenditures and changes in fund balances for the general fund, debt service fund and capital projects fund, all of which are considered to be major funds.

The District adopts an annual appropriated budget for its general fund. A budgetary comparison schedule has been provided for the general fund to demonstrate compliance with the budget.

Notes to Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Government-Wide Financial Analysis

Statement of Net Position - The District's net position was \$(8,533,377) at September 30, 2018. The following analysis focuses on the net position of the District's governmental activities.

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

Government-Wide Financial Analysis (Continued):

Treeline Preserve Community Development District
Statement of Net Position

	September 30, 2018	September 30, 2017
Assets, excluding capital assets	\$ 838,364	\$ 1,601,556
Capital Assets, net of depreciation	<u>5,784,829</u>	<u>5,784,829</u>
Total assets	<u>6,623,193</u>	<u>7,386,385</u>
Liabilities, excluding long-term liabilities	6,466,570	5,610,681
Long-term Liabilities	<u>8,690,000</u>	<u>8,870,000</u>
Total liabilities	<u>15,156,570</u>	<u>14,480,681</u>
Net Position:		
Net investment in capital assets	(4,060,171)	(4,060,171)
Restricted for capital projects	167,691	858,342
Unrestricted	<u>(4,640,897)</u>	<u>(3,892,467)</u>
Total net position	<u><u>\$ (8,533,377)</u></u>	<u><u>\$ (7,094,296)</u></u>

The following is a summary of the District's governmental activities for the fiscal years ended September 30, 2018 and 2017.

Changes in Net Position
Year ended September 30,

	2018	2017
Revenues:		
Program revenues	\$ 2,019,041	\$ 117,370
General revenues	<u>5,914</u>	<u>3,645</u>
Total revenues	<u>2,024,955</u>	<u>121,015</u>
Expenses:		
General government	2,785,967	112,032
Maintenance and operations	8,609	-
Interest on long-term debt	<u>669,460</u>	<u>669,460</u>
Total expenses	<u>3,464,036</u>	<u>781,492</u>
Change in net position	(1,439,081)	(660,477)
Net position - beginning of year	<u>(7,094,296)</u>	<u>(6,433,819)</u>
Net position - ending	<u><u>\$ (8,533,377)</u></u>	<u><u>\$ (7,094,296)</u></u>

As noted above and in the statement of activities, the cost of all governmental activities during the year ended September 30, 2018 was \$3,464,036. The majority of these costs are general government expenses.

MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

Financial Analysis of the Government's Funds

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 government's net resources available for spending at the end of the fiscal year. At September 30, 2018, the District's governmental funds reported combined ending fund balances of \$(5,349,264). Of this total, \$110,326 is assigned and \$(5,627,281) is unassigned. The remainder of the fund balance \$167,691 is restricted to pay capital project costs.

The fund balance of the general fund decreased \$83,897 due to an increase in expenses and decrease in assessments. The debt service fund balance decreased \$844,533 due to no debt service assessment revenue collected. The capital projects fund balance decreased \$690,651.

General Fund Budgetary Highlights

An operating budget was adopted and maintained by the governing board for the District pursuant to the requirements of Florida Statutes. The budget is adopted using the same basis of accounting that is used in preparation of the fund financial statements. There were no amendments to the September 30, 2018 general fund budget. The legal level of budgetary control is at the fund level.

Capital Asset and Debt Administration

Capital Assets - At September 30, 2018, the District had \$5,784,829 invested in infrastructure, not being depreciated, since it is considered in progress. More detailed information about the District's capital assets is presented in the notes to the financial statements.

Capital Debt - At September 30, 2018, the District had \$9,845,000 in bonds outstanding, including matured bonds payable of \$1,155,000. More detailed information about the District's capital debt is presented in the notes to the financial statements.

Requests for Information

If you have questions about this report or need additional financial information, contact the *Treeline Preserve Community Development District's* Finance Department at 5385 N. Nob Hill Road, Sunrise, Florida 33351.

FINANCIAL STATEMENTS

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

STATEMENT OF NET POSITION

September 30, 2018

	Governmental Activities
Assets:	
Cash	\$ 47,750
Investments	301,509
Assessments receivable	29
Accounts receivable	5,000
Restricted assets:	
Temporarily restricted investments	484,076
Capital assets:	
Capital assets not being depreciated	5,784,829
Total assets	<u>6,623,193</u>
Liabilities:	
Accounts payable and accrued expenses	11,678
Accrued interest payable	278,942
Matured bonds payable	1,155,000
Matured interest payable	5,020,950
Noncurrent liabilities:	
Due within one year	195,000
Due in more than one year	8,495,000
Total liabilities	<u>15,156,570</u>
Net Position:	
Net investment in capital assets	(4,060,171)
Restricted for capital projects	167,691
Unrestricted	(4,640,897)
Total net position	<u>\$ (8,533,377)</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

STATEMENT OF ACTIVITIES

Year Ended September 30, 2018

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenue</u>		<u>Net (Expense) Revenue and Changes in Net Position</u>
		<u>Charges for Services</u>	<u>Operating Grants and Contributions</u>	
Governmental activities:				
General government	\$2,785,967	\$ 49,105	\$ 1,944,846	\$ -
Maintenance and operations	8,609	3,167	-	-
Interest on long-term debt	669,460	700	4,227	16,996
Total governmental activities	<u>\$3,464,036</u>	<u>\$ 52,972</u>	<u>\$ 1,949,073</u>	<u>\$ 16,996</u>
General Revenues:				
Investment income				5,914
Change in net position				(1,439,081)
Net Position - beginning				(7,094,296)
Net Position - ending				<u>\$ (8,533,377)</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

BALANCE SHEET
GOVERNMENTAL FUNDS

September 30, 2018

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
Assets:				
Cash	\$ 47,750	\$ -	\$ -	\$ 47,750
Investments	301,509	316,385	167,691	785,585
Accounts Receivables	5,000	-	-	5,000
Assessments receivable	29	-	-	29
Total assets	<u>\$ 354,288</u>	<u>\$ 316,385</u>	<u>\$ 167,691</u>	<u>\$ 838,364</u>
Liabilities and Fund Balances:				
Liabilities:				
Accounts payable and accrued expenses	\$ 11,678	\$ -	\$ -	\$ 11,678
Matured bonds payable	-	1,155,000	-	1,155,000
Matured interest payable	-	5,020,950	-	5,020,950
Total liabilities	<u>11,678</u>	<u>6,175,950</u>	<u>-</u>	<u>6,187,628</u>
Fund Balances:				
Restricted for:				
Capital projects	-	-	167,691	167,691
Assigned:				
Subsequent years' expenditures	110,326	-	-	110,326
Unassigned	232,284	(5,859,565)	-	(5,627,281)
Total fund balances (deficit)	<u>342,610</u>	<u>(5,859,565)</u>	<u>167,691</u>	<u>(5,349,264)</u>
Total liabilities and fund balances	<u>\$ 354,288</u>	<u>\$ 316,385</u>	<u>\$ 167,691</u>	

Amounts reported for governmental activities in the statement of net position are different because:

Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds. 5,784,829

Liabilities not due and payable from current available resources are not reported in governmental fund statements. All liabilities, both current and long-term, are reported in the government-wide statements.

Accrued interest payable	(278,942)	
Bonds payable	<u>(8,690,000)</u>	<u>(8,968,942)</u>
Net Position of Governmental Activities		<u><u>\$ (8,533,377)</u></u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS

Year Ended September 30, 2018

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
Revenues:				
Special assessments	\$ 52,272	\$ 700	\$ -	\$ 52,972
Investment income	5,914	4,227	16,996	27,137
Bondholder contribution			1,944,846	1,944,846
Total revenues	<u>58,186</u>	<u>4,927</u>	<u>1,961,842</u>	<u>2,024,955</u>
Expenditures:				
Current:				
General government	133,474	-	2,652,493	2,785,967
Maintenance and operations	8,609			8,609
Debt service:				
Interest	-	669,460	-	669,460
Principal	-	180,000	-	180,000
Total expenditures	<u>142,083</u>	<u>849,460</u>	<u>2,652,493</u>	<u>3,644,036</u>
Excess (Deficit) of Revenues Over Expenditures	<u>(83,897)</u>	<u>(844,533)</u>	<u>(690,651)</u>	<u>(1,619,081)</u>
Net change in fund balances	(83,897)	(844,533)	(690,651)	(1,619,081)
Fund Balances (deficit) - beginning of year	<u>426,507</u>	<u>(5,015,032)</u>	<u>858,342</u>	<u>(3,730,183)</u>
Fund Balances (deficit) - end of year	<u>\$ 342,610</u>	<u>\$ (5,859,565)</u>	<u>\$ 167,691</u>	<u>\$ (5,349,264)</u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

**RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE
STATEMENT OF ACTIVITIES**

Year Ended September 30, 2018

Amounts reported for Governmental Activities in the Statement of Activities are different because:

Net Change in Fund Balances - total governmental funds	\$ (1,619,081)
Repayments of long-term liabilities are reported as expenditures in governmental funds, while repayments reduce long-term liabilities in the statement of net position.	<u>180,000</u>
Change in Net Position of Governmental Activities	<u><u>\$ (1,439,081)</u></u>

The accompanying Notes to Financial Statements are an integral part of this statement.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL - GENERAL FUND

Year Ended September 30, 2018

	Budgeted Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
Revenues:				
Special Assessments	\$ 50,726	\$ 50,726	\$ 52,272	\$ 1,546
Investment Income	150	150	5,914	5,764
Total revenues	50,876	50,876	58,186	7,310
Expenditures:				
Current:				
General government	101,601	101,601	133,474	(31,873)
Maintenance and operations	-	-	8,609	(8,609)
Total expenditures	101,601	101,601	142,083	(40,482)
Net change in fund balance	(50,725)	(50,725)	(83,897)	(33,172)
Fund Balance - beginning	426,507	426,507	426,507	-
Fund Balance - ending	\$ 375,782	\$ 375,782	\$ 342,610	\$ (33,172)

The accompanying Notes to Financial Statements are an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

Year Ended September 30, 2018

Note 1 - Summary of Significant Accounting Policies:

Reporting Entity

The *Treeline Preserve Community Development District*, (the "District") was established by the City of Fort Myers, Ordinance No. 3377 enacted on January 16, 2007 pursuant to the Uniform Community Development District Act of 1980, otherwise known as Chapter 190, Florida Statutes. The Act provides, among other things, the power to manage basic services for community development, the power to borrow money and issue bonds, and the power to levy and collect non-ad valorem assessments for the financing and delivery of capital infrastructure. The District was established for the purpose of financing and managing the acquisition, construction, maintenance and operation of a portion of the infrastructure necessary for community development within the District.

The District is governed by the Board of Supervisors (the "Board"), which is composed of five members. At present, the Supervisors are elected on an at large basis by the owners of the property within the District. The Board of Supervisors of the District exercises all powers granted to the District pursuant to Chapter 190, Florida Statutes. At September 30, 2018, one of the Board members is affiliated with Naples Realty, LLC ("NRG"). The managing member of the Developer is BBMP, LLC, an affiliate of NRG. NRG owns approximately 24% of the Developer, with the balance being owned by a number of individuals that have previously invested with NRG. The District is economically dependent on the Developer.

The Board has the final responsibility for, among other things:

1. Allocating and levying assessments.
2. Approving budgets.
3. Exercising control over facilities and properties.
4. Controlling the use of funds generated by the District.
5. Approving the hiring and firing of key personnel.
6. Financing improvements.

The financial statements were prepared in accordance with Governmental Accounting Standards Board ("GASB") Statements 14, 39, and 61. Under the provisions of those standards, the financial reporting entity consists of the primary government, organizations for which the District Board of Supervisors is considered to be financially accountable, and other organizations for which the nature and significance of their relationship with the District are such that, if excluded, the financial statements of the District would be considered incomplete or misleading. Management has determined there are no entities considered to be component units of the District.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 1 - Summary of Significant Accounting Policies (Continued):

Government-Wide and Fund Financial Statements

The financial statements include both government-wide and fund financial statements.

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the non-fiduciary activities of the primary government. For the most part, the effect of interfund activity has been removed from these statements.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment is offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. *Program revenues* include 1) charges to customers who purchase, use, or directly benefit from goods, services or privileges provided by a given function or segment and 2) grants, contributions and investment income that are restricted to meeting the operational or capital requirements of a particular function or segment and 3) operating-type special assessments that are treated as charges for services (including assessments for maintenance and debt service). Other items not included among program revenues are reported instead as *general revenues*.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The government-wide financial statements are reported using the *economic resources measurement* focus and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Assessments are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the modified *accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are recorded when a liability is incurred, as under accrual accounting; however, debt service expenditures are recorded only when payment is due.

Assessments, including debt service assessments and operation and maintenance assessments, are non-ad valorem assessments imposed on all lands located within the District and benefited by the District's activities. Operation and maintenance assessments are levied by the District prior to the start of the fiscal year which begins October 1st and ends on September 30th. These assessments are imposed upon all benefited lands located in the District. Debt service special assessments are imposed upon certain lots and lands as described in each resolution imposing the special assessment for each series of bonds issued by the District. Certain debt service assessments are collected upon the closing of those lots subject to short term debt and are used to prepay a portion of the bonds outstanding.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 1 - Summary of Significant Accounting Policies (Continued):

Measurement Focus, Basis of Accounting and Financial Statement Presentation (Continued):

Assessments and interest associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. Only the portion of assessments receivable due within the current fiscal period is considered to be susceptible to accrual as revenue of the current period. All other revenue items are considered to be measurable and available only when cash is received by the District.

The District reports the following major governmental funds:

General Fund - is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

Debt Service Fund - accounts for the accumulation of resources for the annual payment of principal and interest on long-term debt.

Capital Projects Fund - accounts for the financial resources to be used for the acquisition or construction of major infrastructure within the District.

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

Assets, Liabilities, Deferred Outflows/Inflows of Resources and Net Position/Fund Balance

Restricted Assets - These assets represent cash and investments set aside pursuant to bond covenants.

Deposits and Investments - The District's cash and cash equivalents are considered to be cash on hand and demand deposits.

Investments of the District are reported at fair value and are categorized within the fair value hierarchy established in accordance with GASB Statement No. 72, *Fair Value Measurement and Application*. The District's investments consist of investments authorized in accordance with Section 218.415, Florida Statutes.

Prepaid Items - Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 1 - Summary of Significant Accounting Policies (Continued):

Assets, Liabilities, Deferred Outflows/Inflows of Resources and Net Position/Fund Balance (Continued):

Capital Assets - Capital assets, which include property, plant, equipment and infrastructure assets (e.g., utilities system, stormwater system, landscaping and similar items), are reported in the applicable governmental activities column in the government-wide financial statements. Capital assets are defined by the government 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 or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition 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 assets lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are constructed.

No depreciation has been taken as all depreciable capital assets are considered under construction.

Long Term Obligations - In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the statement of net position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of premiums or discounts.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as expenditures.

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 item that qualifies for reporting in this category for the year ended September 30, 2018.

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 item that qualifies for reporting in this category for the year ended September 30, 2018.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 1 - Summary of Significant Accounting Policies (Continued):

Assets, Liabilities, Deferred Outflows/Inflows of Resources and Net Position/Fund Balance (Continued):

Net Position Flow Assumption - Sometimes the District will fund outlays for a particular purpose from both restricted and unrestricted resources. In order to calculate the amounts to report as restricted - net position and unrestricted - net position in the government-wide financial statements, a flow assumption must be made about the order in which the resources are considered to be applied. It is the District's policy to consider restricted - net position to have been depleted before unrestricted-net position is applied.

Fund Balance Flow Assumptions - Sometimes the District will fund outlays for a particular purpose from both restricted and unrestricted resources (total of committed, assigned, and unassigned fund balance). In order to calculate the amounts to report as restricted, committed, assigned, and unassigned fund balance in the governmental fund financial statements a flow assumption must be made about the order in which the resources are considered to be applied. It is the District's policy to consider restricted fund balance to have been depleted before using any of the components of unrestricted fund balance. Further, when the components of unrestricted fund balance can be used for the same purpose, committed fund balance is depleted first, followed by assigned fund balance. Unassigned fund balance is applied last.

Fund Balance Policies - Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. The District itself can establish limitations on the use of resources through either commitment (committed fund balance) or an assignment (assigned fund balance).

The committed fund balance classification includes fund balance amounts that can be used only for the specific purposes determined by a formal action of the government's highest level of decision-making authority. The Board of Supervisors is the highest level of decision-making authority for the government that can, by adoption of an ordinance or resolution prior to the end of the fiscal year, commit fund balance. Once adopted, the limitation imposed by the ordinance or resolution remains in place until a similar action is taken to remove or revise the limitation.

Amounts in the assigned fund balance classification are intended to be used by the government for specific purposes but do not meet the criteria to be classified as committed. The Board of Supervisors has authorized the District Manager to assign amounts for specific purposes. The Board of Supervisors may also assign fund balance as it does when appropriating fund balance to cover a gap between estimated revenue and appropriations in the subsequent year's appropriated budget. Unlike commitments, assignments generally only exist temporarily. In other words, an additional action does not normally have to be taken for the removal of an assignment. Conversely, as discussed above an additional action is essential to either remove or revise a commitment.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 1 - Summary of Significant Accounting Policies (Continued):

Other Disclosures

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

Note 2 - Stewardship, Compliance and Accountability:

Budgetary Information

The District is required to establish a budgetary system and an approved annual budget for the General Fund. Annual budgets are adopted on a basis consistent with accounting principles generally accepted in the United States of America. All annual appropriations lapse at the fiscal year end. The legal level of budgetary control is at the fund level. Any budget amendments that increase the aggregate budgeted appropriations, at the fund level, must be approved by the Board of Supervisors.

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

1. Each year the District Manager submits to the District Board proposed budgets for the fiscal year commencing the following October 1.
2. A public hearing is conducted to obtain public comments.
3. Prior to October 1, the budget is legally adopted by the District Board.
4. Subject to certain limited exceptions set forth in the District's appropriation resolutions adopted each year, all budget changes must be approved by the District Board.
5. The budgets are adopted on a basis consistent with accounting principles generally accepted in the United States of America.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 3 - Deposits and Investments:

Deposits

The District's cash balances were entirely covered by federal depository insurance or by a collateral pool pledged to the State Treasurer. Florida Statutes Chapter 280, "Florida Security for Public Deposits Act", requires all qualified depositories to deposit with the Treasurer or another banking institution eligible collateral equal to various percentages of the average daily balance for each month of all public deposits in excess of any applicable deposit insurance held. The percentage of eligible collateral (generally, U.S. Governmental and agency securities, state or local government debt, or corporate bonds) to public deposits is dependent upon the depository's financial history and its compliance with Chapter 280. In the event of a failure of a qualified public depository, the remaining public depositories would be responsible for covering any resulting losses.

Investments

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The hierarchy is based on the valuation inputs used to measure the fair value of the asset.

Under GASB 72, assets or liabilities are classified into one of three levels. Level 1 is the most reliable and is based on quoted price for identical assets, or liabilities, in an active market. Level 2 uses significant other observable inputs when obtaining quoted prices for identical or similar assets, or liabilities, in markets that are not active. Level 3 is the least reliable, and uses significant unobservable inputs that uses the best information available under the circumstances, which includes the District's own data in measuring unobservable inputs.

The District has the following recurring fair value measurements as of September 30, 2018:

- Money market mutual funds of \$484,076 are valued using Level 2 inputs.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 3 - Deposits and Investments (Continued):

Investments (Continued):

The District's investment policy is governed by State Statutes and the District Trust Indenture. This policy allows investments in any financial institution that is a qualified public depository of the State of Florida as identified by the State Treasurer, in accordance with Chapter 280 of the Florida Statutes. Authorized investments are:

1. The State Board of Administration Local Government Investment Pool (SBA);
2. Securities and Exchange Commission Registered Money Market Funds with the highest credit quality rating from a nationally recognized rating agency;
3. Interest-bearing savings accounts and certificates of deposit in state-certified qualified public depositories;
4. Direct obligations of the U.S. Treasury.

The SBA is not a registrant with the Securities and Exchange Commission (SEC); however, the Board has adopted operating procedures consistent with the requirements for a 2a-7-like fund for the Florida Prime Fund. Therefore, the pool account balance can be used as fair value for financial reporting.

Investments made by the District at September 30, 2018 are summarized below. In accordance with GASB 31, investments are reported at fair value.

<u>Investment Type</u>	<u>Fair Value</u>	<u>Credit Rating</u>	<u>Weighted Average Maturity</u>
Fidelity Institutional Government Class I	\$ 484,076	AAAm	36 days
Local Government Investment Pool:			
Florida Prime	301,509	AAAm	33 days
	\$ 785,585		

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 3 - Deposits and Investments (Continued):

Investments (Continued):

Credit Risk:

The District's investment policy limits credit risk by restricting authorized investments to those described. Investments in U.S. Government securities and agencies must be backed by the full faith and credit of the United States Government. Short term bond funds shall be rated by a nationally recognized ratings agency and shall maintain the highest credit quality rating.

Custodial Credit Risk:

In the case of deposits, this is the risk that, in the event of a bank failure, the District's deposits may not be returned to it. The District's investment policy requires that bank deposits be secured as provided by Chapter 280, Florida Statutes. This law requires local governments to deposit funds only in financial institutions designated as qualified public depositories by the Chief Financial Officer of the State of Florida, and creates the Public Deposits Trust Fund, a multiple financial institution pool with the ability to assess its member financial institutions for collateral shortfalls if a default or insolvency has occurred. At September 30, 2018, all of the District's bank deposits were in qualified public depositories.

For an investment, this is the risk that, in the event of the failure of the counterparty, the government 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, 2018, none of the investments listed are exposed to custodial credit risk because their existence is not evidenced by securities that exist in physical or book entry form.

Concentration of Credit Risk:

The District's investment policy does not specify limits on the amount the District may invest in any one issuer.

Interest Rate Risk:

The District's investment policy does not specifically address interest rate risk; however, the general investment policy is to apply the prudent-person rule: Investments are made as a prudent person would be expected to act, with discretion and intelligence, to seek reasonable income, preserve capital, and in general, avoid speculative investments. The District manages its exposure to declines in fair values by investing primarily in pooled investments that have a weighted average maturity of less than three months.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 4 - Capital Assets:

Capital asset activity for the year ended September 30, 2018 was as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Disposals</u>	<u>Ending Balance</u>
Governmental Activities:				
Capital Assets, not being depreciated:				
Infrastructure under construction	\$ 5,784,829	\$ -	\$ -	\$ 5,784,829
Total capital assets, not being depreciated	<u>5,784,829</u>	<u>-</u>	<u>-</u>	<u>5,784,829</u>
Governmental activities capital assets, net	<u>\$ 5,784,829</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,784,829</u>

No depreciation expense has been taken on capital assets since it is all considered construction in progress.

The total cost of the project was estimated at approximately \$17.6 million. Proceeds of the Series 2007A Bonds were expected to fund a portion of the total cost of the project, with the Developer being responsible for the cost of any infrastructure not included in the project and the recreational amenities needed for the development. Pursuant to the acquisition Agreement between the Developer and the District, the Developer was supposed to be responsible for funding the cost of the project to the extent proceeds of the Series 2007A Bonds, City of Fort Myers funds (funds payable by the City to the District as repayment of advances made by the District in satisfaction of certain obligations set forth in the Developer Agreement dated January 16, 2007 by and between the City and the Developer), if any, and any future Bond proceeds, if issued. In accordance with the terms of the Acquisition Agreement, the District will pay the Developer for the acquisition of certain portions of the project constructed by or on behalf of the Developer. Upon completion, certain improvements are expected to be conveyed to other governments.

The economic condition of Lee County has changed considerably since the project was initially planned and the Developer has since abandoned the project so the future of the project remains uncertain. See Note 6 for additional information related to the Developer. No stormwater, sewer, water or other District related infrastructure has been constructed. To-date, the costs incurred for the project are primarily comprised of professional fees, site preparation, and a contribution of \$3.458 million to the City of Fort Myers to pay the Development's proportionate share of the cost of widening State Road 82 and certain other related improvements.

In connection with the 2007 project, if the amount by which the cost of the 2007 project or portion thereof to be conveyed by the Developer to the District pursuant to the Acquisition Agreement exceeds the amount actually paid by the District for the 2007 project or portion thereof from proceeds of the Series 2007A Bonds, it may be determined that deferred obligations exist. Upon completion of the project, certain funds available from the Bonds may be used to pay deferred obligations, as outlined in the Bond Indenture. At September 30, 2018, the 2007 project has not been completed and the District has not yet determined if a liability exists for deferred obligations.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 5 - Long-Term Liabilities:

On August 15, 2007, the District issued \$9,950,000 of Special Assessment Bonds, Series 2007A due on May 1, 2039 with a fixed interest rate of 6.8%. The Bonds were issued to finance the acquisition and construction of certain improvements for the benefit of the property within the District. Interest is paid semiannually on each May 1 and November 1. Principal is payable annually commencing May 1, 2010 through May 1, 2039.

The Series 2007A Bonds are subject to redemption at the option of the District, in whole or in part at a redemption price set forth in the Bond Indenture. The Series 2007A Bonds are subject to optional and extraordinary mandatory redemption prior to maturity in the manner determined by 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. This requirement was not met at September 30, 2018.

The Bond Indenture has certain restrictions and requirements relating principally to the use of proceeds to pay for the infrastructure improvements and the procedures to be followed by the District on assessments to property owners. The District agreed to levy special assessments in annual amounts adequate to provide payment of debt service and to meet the reserve requirements. Payment of principal and interest on the 2007A Bonds is secured by a pledge of and a first lien upon the pledged special assessment revenue. The District is not in compliance with the requirements of the Bond Indenture.

Total principal and interest remaining on the Series 2007A Bonds at September 30, 2018 is \$24,440,010, which includes matured bonds payable of \$1,155,000 and matured interest payable of \$5,020,950. For the year ended September 30, 2018, principal of \$180,000 was due but not paid. The principal amount was included in matured bonds payable at September 30, 2018. Interest of \$669,460 was due but not paid. The interest amount was included in matured interest payable at September 30, 2018. Special assessment revenue pledged for the year ended September 30, 2018 was \$700.

During a prior fiscal year, an event of default was declared due to the District's inability to fulfill its obligations under the Series 2007A Bond Indenture. The occurrence of an event of default creates certain remedial rights and remedies in favor of the Trustee. Pursuant to the Indenture, the owners of a majority of the Bonds then outstanding may direct the Trustee with regard to such rights and remedies.

During prior fiscal years, approximately \$579,000 for Trustee fees, legal expenses, and other charges were paid out of the trust accounts for event of default, foreclosure and other costs. An additional amount of approximately \$1,500,000 was incurred in the current fiscal year for related costs.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 5 - Long-Term Liabilities (Continued):

Long-term debt activity for the year ended September 30, 2018 was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
Governmental activities:					
Bonds Payable:					
Series 2007	\$ 8,870,000	\$ -	\$ (180,000)	\$ 8,690,000	\$ 195,000
Governmental activity long-term liabilities	<u>\$ 8,870,000</u>	<u>\$ -</u>	<u>\$ (180,000)</u>	<u>\$ 8,690,000</u>	<u>\$ 195,000</u>

The \$180,000 reduction above was not paid, but was accrued to matured bonds payable. The beginning balance is reduced by \$975,000 which was also not paid, but accrued to matured bonds payable in prior years. At year end, total matured bonds payable is \$1,155,000.

At September 30, 2018, the scheduled debt service requirements on the bonds payable were as follows:

<u>Year Ending September 30,</u>	<u>Governmental Activities</u>	
	<u>Principal</u>	<u>Interest</u>
2019	\$ 195,000	\$ 669,460
2020	205,000	656,200
2021	220,000	642,260
2022	235,000	627,300
2023	255,000	611,320
2024 - 2028	1,560,000	2,772,360
2029 - 2033	2,190,000	2,161,720
2034 - 2038	3,080,000	1,303,900
2039 - 2039	750,000	129,540
	<u>\$ 8,690,000</u>	<u>\$ 9,574,060</u>

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 6 - Related Party Transaction:

Assessments from Developer:

The Developer owns all of the land within the District; therefore, assessment revenues include the assessments levied on those lots owned by the Developer. The Developer stopped funding the District during a prior fiscal year and has not paid its share of assessments for prior, current and subsequent to year end. This has resulted in significant delinquent assessments, which are deemed uncollectible and not recognized in the financial statements. In addition, no amounts have been recognized in the financial statements relating to prior and current fiscal year debt service assessments for the Series 2007A Bonds that were not billed or collected while the property is involved in a foreclosure lawsuit (See Note 8).

Concentrations:

A significant portion of the District's activity is dependent upon the continued involvement of the Developer. Due to the non-payment of assessments by the Developer, the District's financial condition has deteriorated.

Note 7 - Interlocal Agreement:

In order to provide the necessary drainage and drainage easements in connection with State Road 82 improvements in Lee County, Florida, the Florida Department of Transportation ("FDOT") entered into a Drainage Easement Agreement ("Agreement") with the District and the Developer. In addition to certain obligations granted to the FDOT and the Developer, the Agreement states that the District, at its expense, shall perpetually operate and maintain the surface water management system ("SWMS"). Additionally, at no time shall the FDOT reimburse the Developer or the District for any expenses incurred in maintenance of the SWMS. The District incurred no expenses related to this Agreement in the current fiscal year. As of September 30, 2018, construction on the drainage conveyance has not begun.

Note 8 - Litigation

During a prior fiscal year, the District initiated legal action in the Circuit Court in and for Lee County, Florida, seeking to foreclose on delinquent special assessments levied thereon and pledged to pay debt service on the Series 2007 Bonds. On December 8, 2017, the Court entered its Amended Final Judgment of Foreclosure (the "Final Judgment") concluding, inter alia, the amounts due and owing to the District were \$22,992,755.74. One of the defendants in the litigation, Busey Bank, filed a Notice of Appeal; however, Busey Bank unilaterally dismissed its appeal on June 19, 2018, and no other litigation or appeals are pending.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Year Ended September 30, 2018

Note 8 - Litigation (Continued)

In lieu of taking title to the foreclosed property in its name, the District established a special-purpose entity, Treeline Preserve Holdings, LLC, a Florida limited liability company (the "SPE"), and assigned its rights under the Final Judgment to the SPE. The SPE credit bid at the foreclosure sale and obtained title to the foreclosed property through the Clerk of Court's Certificate of Title on January 23, 2018. The property is presently being owned, operated and maintained pursuant to a Tri-Party Agreement entered into by and between the District, SPE and Bond Trustee, and marketed for sale pursuant to a Management and Brokerage Agreement by and between the Bond Trustee, SPE, Lerner Real Estate Advisors, Inc., and Lerner Real Estate Advisors Realty, Inc., the proceeds of which will be used to pay all or a portion of the amounts due on the Series 2007 Bonds. The forgoing was at the direction and/or consent of the Bond Trustee and owners of 100% of the outstanding principal amount of the Series 2007 Bonds.

Note 9 - Management Company:

The District has contracted with a management company to perform management services, which include financial consulting and accounting services. Certain employees of the management company also serve as officers (Board appointed non-voting positions) of the District. Under the agreement, the District compensates the management company for management, accounting, financial reporting and other administrative costs.

Note 10 - 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. These risks are covered by commercial insurance from independent third parties. The District has not filed any claims under this commercial coverage during the last three years.

Note 11 - Subsequent Events:

The District was not able to make the November 2018 and May 2019 debt service payments on the Series 2007A Bonds.

COMPLIANCE SECTION

**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
Treeline Preserve Community Development District

We have audited, 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, the financial statements of the governmental activities and each major fund of the *Treeline Preserve Community Development District* (the "District") as of and for the year ended September 30, 2018, which collectively comprise the District's financial statements and have issued our report thereon dated June 11, 2019 which includes an explanatory paragraph regarding the adverse opinion for the omission of the blended component unit.

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 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 over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control over financial reporting 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, 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 or other matters that are required to be reported under *Government Auditing Standards*. See Appendix A.

We noted certain other matters that we reported to management of the District, in a separate letter dated June 11, 2019. The District's response to our findings identified in our audit is included in this report. We did not audit the District's response, and accordingly, we express no opinion on it.

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 District'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.

McDiernit Davis & Company, LLC

Orlando, Florida
June 11, 2019

MANAGEMENT COMMENTS

Board of Supervisors
Treeline Preserve Community Development District

We have audited the financial statements of the *Treeline Preserve Community Development District* (the “District”), as of and for the fiscal year ended September 30, 2018, and have issued our report thereon dated June 11, 2019, which included an adverse opinion due to the exclusion of the blended component unit.

Auditor’s Responsibility

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 and Chapter 10.550, Rules of the Auditor General.

Other Reporting Requirements

We have issued our Independent Auditor’s Report on Internal Control over Financial Reporting and Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards* and Independent Auditor’s Report on an examination conducted in accordance with *AICPA Professional Standards*, AT-C Section 315, regarding compliance requirements in accordance with Chapter 10.550, Rules of the Auditor General. Disclosures in these reports, which are dated June 11, 2019, should be considered in conjunction with this management letter.

Prior Audit Findings

Section 10.554(1)(i).1., Rules of the Auditor General, require that we determine whether or not corrective actions have been taken to address findings and recommendations made in the preceding annual financial audit report. Corrective actions have been taken to address findings and recommendations made in the preceding annual financial report, except as noted below.

Tabulation of Uncorrected Audit Findings		
Current Year Finding #	2016-17 FY Finding #	2015-16 FY Finding #
15-01	15-01	15-01
15-02	15-02	15-02

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. This information has been disclosed in the notes to the financial statements.

Financial Condition and Management

Section 10.554(1)(i)5.a. and 10.556(7), Rules of the Auditor General, require us to apply appropriate procedures and communicate the results of our determination as to whether or not the District has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and to identify the specific condition(s) met. In connection with our audit, we determined that the District met one of the conditions described in Section 218.503(1), Florida Statutes, as listed in Appendix B.

Pursuant to Sections 10.554(1)(i)5.c. and 10.556(8), Rules of the Auditor General, we applied financial condition assessment procedures for the District. 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. Deteriorating financial conditions were noted as indicated in the Independent Auditor's Report.

Section 10.554(1)(i)2., Rules of the Auditor General, requires that we communicate any recommendations to improve financial management. In connection with our audit, we did not have any such recommendations.

Additional Matters

Section 10.554(1)(i)3., Rules of the Auditor General, requires us to communicate 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 note 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.

McDiernit Davis & Company, LLC

Orlando, Florida
June 11, 2019

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

**APPENDIX A - COMPLIANCE, VIOLATIONS OF LAWS,
REGULATIONS AND CONTRACTUAL PROVISIONS**

Year Ended September 30, 2018

15-01 - Failure to Make Debt Service Payments When Due

Criteria

The Special Assessment Revenue Bonds Series 2007A require semiannual interest payments and annual principal payments as per the Bond Indenture.

Condition

In the current and prior years, the District did not pay all of the principal and interest due on the Series 2007A Bonds.

Cause

The Developer did not pay debt service assessments owed to the District.

Effect

At September 30, 2018, the District was not in compliance with the requirements of the Bond Indenture and has met a financial emergency condition as described in Florida Statute Section 218.503(1).

Recommendation

We recommend the District utilize all remedies available to bring debt service payments current.

Management Response

The District has taken all actions afforded under the Bond Indenture and statutory law to alleviate the deteriorating financial conditions, including filing for foreclosure on the property within the District that has delinquent assessments.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

**APPENDIX A - COMPLIANCE, VIOLATIONS OF LAWS,
REGULATIONS AND CONTRACTUAL PROVISIONS (CONTINUED)**

Year Ended September 30, 2018

15-02 - Failure to Meet Debt Service Reserve Account Requirement

Criteria

The Trust Indenture requires the District to maintain a minimum balance in the Debt Service Reserve Account.

Condition

At September 30, 2018, the Debt Service Reserve Account was deficient.

Cause

The balance in the Debt Service Reserve Account was used to pay debt service expenditures.

Effect

The District is not in compliance with the Trust Indenture.

Recommendation

We recommend the District utilize all remedies available to replenish the Debt Service Reserve Account.

Management Response

After resolution of delinquent assessments and foreclosure process, the District will comply with reserve Fund Requirements. The District will report event notices in accordance with Securities Exchange Commission Rule 15c2-12 as recommended by the auditor.

TREELINE PRESERVE COMMUNITY DEVELOPMENT DISTRICT

APPENDIX B - CONDITIONS OF FINANCIAL EMERGENCY

Year Ended September 30, 2018

15-01 - Failure to Make Debt Service Payments When Due

In the current and prior years, the District did not pay all of the principal and interest due on the Series 2007A Bonds due to lack of funds; therefore the District meets Section 218.503(1)(a) as a financial emergency condition.

**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE
REQUIREMENTS OF SECTION 218.415, FLORIDA STATUTES**

To the Board of Supervisors
Treeline Preserve Community Development District

We have examined *Treeline Preserve Community Development District's* (the "District") compliance with the requirements of Section 218.415, Florida Statutes, during the year ended September 30, 2018. Management is responsible for the District's compliance with those requirements. Our responsibility is to express an opinion on 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 the standards applicable to attestation engagements contained in Government Auditing Standards issued by the Comptroller General of the United States*, 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, 2018.

MCDIRMIT DAVIS & COMPANY, LLC

Orlando, Florida
June 11, 2019