

**WATERFORD ESTATES
COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA
FINANCIAL REPORT
FOR THE FISCAL YEAR ENDED
SEPTEMBER 30, 2019**

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA**

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1-2
MANAGEMENT'S DISCUSSION AND ANALYSIS	3-6
BASIC FINANCIAL STATEMENTS	
Government-Wide Financial Statements:	
Statement of Net Position	7
Statement of Activities	8
Fund Financial Statements:	
Balance Sheet – Governmental Funds	9
Reconciliation of the Balance Sheet – Governmental Funds to the Statement of Net Position	10
Statement of Revenues, Expenditures and Changes in Fund Balances – Governmental Funds	11
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities	12
Notes to Financial Statements	13-21
REQUIRED SUPPLEMENTARY INFORMATION	
Schedule of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual – General Fund	22
Notes to Required Supplementary Information	23
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 <i>GOVERNMENT AUDITING STANDARDS</i>	24-25
INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE REQUIREMENTS OF SECTION 218.415, FLORIDA STATUTES, REQUIRED BY RULE 10.556(10) OF THE AUDITOR GENERAL OF THE STATE OF FLORIDA	26
MANAGEMENT LETTER REQUIRED BY CHAPTER 10.550 OF THE RULES OF THE AUDITOR GENERAL OF THE STATE OF FLORIDA	27-29



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INDEPENDENT AUDITOR'S REPORT

To the Board of Supervisors
Waterford Estates Community Development District
Charlotte County, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Waterford Estates Community Development District, Charlotte County, Florida ("District") as of and for the fiscal year ended September 30, 2019, 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 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 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.

Management has not included the blended component unit of the District, Special Purpose Entity (a special revenue fund that accounts for the activities of Maxcy Development Group Holdings – Waterford Estates, Inc. ("SPE"), in the District's financial statements. Accounting principles generally accepted in the United States of America require the special revenue fund to be presented as a major governmental fund and financial information about the special revenue fund to be part of the governmental activities, thus increasing that activity's assets, liabilities, revenues, and expenses, and changing its net position. 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.

The District was unable to provide sufficient competent evidential matter for 1) certain expenditures incurred by the SPE and reflected in the debt service fund and 2) certain revenues recognized in the debt service funds. The financial information of the Debt Service Fund is part of the governmental activities and is considered a major fund.

Opinions

In our opinion, because of the omission of the special revenue fund, as discussed above, 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 the District as of September 30, 2019, or the changes in financial position thereof for the fiscal year then ended.

In addition, in our opinion, except for the effects of not including financial information for the special revenue fund, and for the effects of such adjustments, if any, as might have been determined to be necessary had the District been able to provide sufficient competent evidential matter for the selected expenditures paid for by the Trustee from the debt service fund and the noted revenues of the debt service fund, the financial statements referred to above present fairly, in all material respects, the financial position of the general fund, debt service fund and capital projects fund of the District, as of September 30, 2019, and the respective changes in financial position thereof for the fiscal year then ended in conformity with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Notes 6 and other referenced notes to the basic financial statements the Debt Service Fund had a deficit fund balance of (\$7,041,563) at September 30, 2019. Due to the non-collection of assessments for prior, current, and subsequent fiscal years, the District did not have sufficient funds to make certain debt service payments and, as a result, the payments were not made. The District's failures to make its scheduled debt service payments when they are due are considered events of default. The District is economically dependent on the SPE and the Bondholders.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information 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 Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated June 16, 2020, 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, grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the District's 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.



June 16, 2020

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our discussion and analysis of Waterford Estates Community Development District, Charlotte County, Florida ("District") provides a narrative overview of the District's financial activities for the fiscal year ended September 30, 2019. Please read it in conjunction with the District's Independent Auditor's Report, basic financial statements, accompanying notes and supplementary information to the basic financial statements.

FINANCIAL HIGHLIGHTS

- The assets of the District exceeded its liabilities at the close of the most recent fiscal year resulting in a net position balance of \$632,260.
- The change in the District's total net position in comparison with the prior fiscal year was (\$312,723), a decrease. The key components of the District's net position and change in net position are reflected in the table in the government-wide financial analysis section.
- At September 30, 2019, the District's governmental funds reported combined ending fund balances of (\$6,877,413), a decrease of (\$371,064) in comparison with the prior fiscal year. A portion of fund balance is nonspendable for prepaid items and deposits, restricted for capital projects, unassigned fund balance which is available for spending at the District's discretion, and (\$7,041,563) is unassigned, deficit debt service fund balance.

OVERVIEW OF FINANCIAL STATEMENTS

This discussion and analysis are intended to serve as the introduction to the District's basic financial statements. The District's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

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 the District's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the residual amount being 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 assessments and SPE and Bondholders contributions. The District does not have any business-type activities. The governmental activities of the District include the general government (management), maintenance, and SPE functions.

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.

OVERVIEW OF FINANCIAL STATEMENTS (Continued)

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 outflow 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 District'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 governmental funds for external reporting. 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 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 the 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

As noted earlier, net position may serve over time as a useful indicator of an entity's financial position. In the case of the District, assets exceeded liabilities at the close of the most recent fiscal year.

Key components of the District's net position are reflected in the following table

	NET POSITION	
	SEPTEMBER 30,	
	2019	2018
Current and other assets	\$ 1,438,625	\$ 2,007,401
Capital assets, net of depreciation	12,287,591	12,376,613
Total assets	13,726,216	14,384,014
Current liabilities	8,530,976	8,732,011
Long-term liabilities	4,562,980	4,707,020
Total liabilities	13,093,956	13,439,031
Net position		
Net investment in capital assets	3,029,611	2,529,593
Restricted	91,323	89,546
Unrestricted	(2,488,674)	(1,674,156)
Total net position	\$ 632,260	\$ 944,983

The District's net position reflects its investment in capital assets (e.g. land, land improvements, and infrastructure) less any related debt used to acquire those assets that is still outstanding. These assets are used to provide services to residents; consequently, these assets are not available for future spending. Although the District's investment in capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

GOVERNMENT-WIDE FINANCIAL ANALYSIS (Continued)

The restricted portion of the District's net position represents resources that are subject to external restrictions on how they may be used.

The District's net position decreased during the most recent fiscal year. The majority of the decrease represents the extent to which the cost of operations and depreciation expense exceeded revenues from lot sales by the SPE.

Key elements of the change in net position are reflected in the following table:

	CHANGES IN NET POSITION FOR THE FISCAL YEAR ENDED SEPTEMBER 30,	
	2019	2018
Revenues:		
Program revenues		
Charges for services	\$ 692,690	\$ 4,416,288
Operating grants and contributions	64,135	390,532
Capital grants and contributions	1,777	1,333
General revenues	93	43
Total revenues	<u>758,695</u>	<u>4,808,196</u>
Expenses:		
General government	70,138	201,694
SPE Costs	315,826	222,967
Maintenance and operations	163,992	133,684
Interest	521,462	584,613
Total expenses	<u>1,071,418</u>	<u>1,142,958</u>
Special items		
Change in net position	(312,723)	3,665,238
Net position - beginning	944,983	(2,720,255)
Net position - ending	<u>\$ 632,260</u>	<u>\$ 944,983</u>

As noted above and in the statement of activities, the cost of all governmental activities during the fiscal year ended September 30, 2019 was \$1,071,418. The costs of the District's activities were funded by program revenues. Program revenues are comprised of assessments and SPE and bondholder contributions. The majority of the decrease in program revenue is the result of the decrease in proceeds from the sale of SPE-owned lots.

GENERAL BUDGETING 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. The legal level of budgetary control, the level at which expenditures may not exceed budget, is in the aggregate. Any budget amendments that increase the aggregate budgeted appropriations must be approved by the Board of Supervisors. Actual general fund expenditures did not exceed appropriations for the fiscal year ended September 30, 2019.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

At September 30, 2019, the District had \$12,821,723 invested in capital assets for its governmental activities. In the government-wide financial statements depreciation of \$534,132 has been taken, which resulted in a net book value of \$12,287,591. More detailed information about the District's capital assets is presented in the notes of the financial statements.

Capital Debt

At September 30, 2019, the District had \$9,275,000 Bonds outstanding for its governmental activities. More detailed information about the District's capital debt is presented in the notes of the financial statements.

ECONOMIC FACTORS AND NEXT YEAR'S BUDGETS AND OTHER EVENTS

As discussed in the notes to the basic financial statements, the Debt Service Fund had a total deficit fund balance of (\$7,041,563). Due to delinquent assessments due on the property owned by the SPE, the District did not have sufficient funds to make certain scheduled debt service payments and, as a result, the payments were not made. The District's failures to make its scheduled debt service payments when they are due are considered events of default. The District is economically dependent on the SPE and the Bondholders.

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, land owners, customers, investors and creditors with a general overview of the District's finances and to demonstrate the District's accountability for the financial resources it manages and the stewardship of the facilities it maintains. If you have questions about this report or need additional financial information, contact the Waterford Estates Community Development District's Finance Department at 5385 N. Nob Hill Road, Sunrise, Florida, 33351.

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA
STATEMENT OF NET POSITION
SEPTEMBER 30, 2019**

	Governmental Activities
ASSETS	
Cash and cash equivalents	\$ 64,889
Investments	3,707
Accrued interest receivable	2,023
Assessments receivable	5,301
Prepaid items and deposits	8,609
Restricted assets:	
Investments	1,354,096
Capital assets	
Nondepreciable	11,041,282
Depreciable, net	1,246,309
Total assets	13,726,216
 LIABILITIES	
Accounts payable	6,189
Due to bondholders	
Principal	4,695,000
Interest	3,614,849
Accrued interest payable	214,938
Non-current liabilities:	
Due within one year*	155,000
Due in more than one year	4,407,980
Total liabilities	13,093,956
 NET POSITION	
Net investment in capital assets	3,029,611
Restricted for capital projects	91,323
Unrestricted	(2,488,674)
Total net position	\$ 632,260

* The missed debt service payments due for the Series 2006A and 2006B Bonds is included in the Due to Bondholders amount.

See notes to the financial statements

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA
STATEMENT OF ACTIVITIES
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2019**

Functions/Programs	Program Revenues				Net (Expense) Revenue and Changes in Net Position
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
Primary government:					
Governmental activities:					
General government	\$ 70,138	\$ 147,097	\$ -	\$ -	\$ 76,959
Maintenance and operations	163,992	-	-	1,777	(162,215)
Interest on long-term debt	521,462	545,593	31,733	-	55,864
SPE costs	315,826	-	32,402	-	(283,424)
Total governmental activities	1,071,418	692,690	64,135	1,777	(312,816)
General revenues:					
Unrestricted investment earnings					93
Total general revenues					93
Change in net position					(312,723)
Net position - beginning					944,983
Net position - ending					\$ 632,260

See notes to the financial statements

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA
BALANCE SHEET
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2019**

	Major Funds			Total Governmental Funds
	General	Debt Service	Capital Projects	
ASSETS				
Cash and cash equivalents	\$ 64,889	\$ -	\$ -	\$ 64,889
Investments	3,707	1,262,909	91,187	1,357,803
Accrued interest receivable	6	1,881	136	2,023
Assessments receivable	1,805	3,496	-	5,301
Prepaid items and deposits	8,609	-	-	8,609
Total assets	<u>\$ 79,016</u>	<u>\$ 1,268,286</u>	<u>\$ 91,323</u>	<u>\$ 1,438,625</u>
LIABILITIES AND FUND BALANCES				
Liabilities:				
Accounts payable	\$ 6,189	\$ -	\$ -	\$ 6,189
Due to bondholders	-	8,309,849	-	8,309,849
Total liabilities	<u>6,189</u>	<u>8,309,849</u>	<u>-</u>	<u>8,316,038</u>
Fund balances:				
Nonspendable:				
Prepaid items and deposits	8,609	-	-	8,609
Restricted for:				
Capital projects	-	-	91,323	91,323
Unassigned	64,218	(7,041,563)	-	(6,977,345)
Total fund balances	<u>72,827</u>	<u>(7,041,563)</u>	<u>91,323</u>	<u>(6,877,413)</u>
Total liabilities and fund balances	<u>\$ 79,016</u>	<u>\$ 1,268,286</u>	<u>\$ 91,323</u>	<u>\$ 1,438,625</u>

See notes to the financial statements

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
 CHARLOTTE COUNTY, FLORIDA
 RECONCILIATION OF THE BALANCE SHEET - GOVERNMENTAL FUNDS
 TO THE STATEMENT OF NET POSITION
 SEPTEMBER 30, 2019**

Total fund balances - governmental funds \$ (6,877,413)

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 as assets in the governmental funds. The statement of net position includes those capital assets, net of any accumulated depreciation, in the net position of the government as a whole.

Cost of capital assets	12,821,723	
Accumulated depreciation	<u>(534,132)</u>	12,287,591

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

Accrued interest payable	(214,938)	
Bonds payable*	<u>(4,562,980)</u>	<u>(4,777,918)</u>
Net position of governmental activities		<u><u>\$ 632,260</u></u>

* The missed debt service payments due for the Series 2006A and 2006B Bonds is included in the Due to Bondholders amount.

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2019**

	Major Funds			Total Governmental Funds
	General	Debt Service	Capital Projects	
REVENUES				
Assessments	\$ 147,097	\$ 545,593	\$ -	\$ 692,690
Contributions	-	32,402	-	32,402
Interest	93	31,733	1,777	33,603
Total revenues	<u>147,190</u>	<u>609,728</u>	<u>1,777</u>	<u>758,695</u>
EXPENDITURES				
Current:				
General government	70,138	-	-	70,138
Maintenance and operations	74,970	-	-	74,970
SPE costs	-	315,826	-	315,826
Debt service:				
Principal	-	145,000	-	145,000
Interest	-	523,825	-	523,825
Total expenditures	<u>145,108</u>	<u>984,651</u>	<u>-</u>	<u>1,129,759</u>
Excess (deficiency) of revenues over (under) expenditures	2,082	(374,923)	1,777	(371,064)
Fund balances - beginning	<u>70,745</u>	<u>(6,666,640)</u>	<u>89,546</u>	<u>(6,506,349)</u>
Fund balances - ending	<u>\$ 72,827</u>	<u>\$ (7,041,563)</u>	<u>\$ 91,323</u>	<u>\$ (6,877,413)</u>

See notes to the financial statements

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
 CHARLOTTE COUNTY, FLORIDA
 RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN
 FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
 FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2019**

Net change in fund balances - total governmental funds	\$ (371,064)
Amounts reported for governmental activities in the statement of activities are different because:	
Depreciation of capital assets is not recognized in the governmental fund financial statements, but is reported as an expense in the statement of activities.	(89,022)
Amortization of Bond discounts/premiums is not recognized in the governmental fund financial statements, but is reported as an expense in the statement of activities.	(960)
Expenditures related to debt service payments must be recognized in governmental funds in the period in which they become due. While a principal payment was not made in the current fiscal year, the expenditure is recognized in the governmental fund financial statements.	145,000
The change in accrued interest on long-term liabilities between the current and prior fiscal years is recorded in the statement of activities, but not in the governmental fund financial statements.	<u>3,323</u>
Change in net position of governmental activities	<u><u>\$ (312,723)</u></u>

See notes to the financial statements

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – NATURE OF ORGANIZATION AND REPORTING ENTITY

Waterford Estates Community Development District ("District") was created on April 21, 2006 by Ordinance 2006-045 of the Charlotte County, Florida, 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, 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 purposes 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 ("Board"), which is composed of five members. The Supervisors are elected by the owners of the property within the District. The Board of Supervisors of the District exercise all powers granted to the District pursuant to Chapter 190, Florida Statutes. At September 30, 2019, four of the Board members are affiliated with Maxcy Development Group Holdings – Waterford Estates, Inc. ("SPE").

The Board has the responsibility for:

1. Assessing 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. Under the provisions of those standards, the financial reporting entity consists of the primary government, organizations for which the District 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. A blended component unit includes entities that provide services entirely, or almost entirely, to the primary government or otherwise exclusively, or almost exclusively, benefit the primary government even though it does not provide services directly to it. Blended component units, although legally separate entities, are, in substance, part of the government's operations and therefore should be included as an integral part of the primary government.

Blended Component Unit

The Special Purpose Entity ("SPE") owns, manages, maintains, and will sell and/or dispose of the Property for the benefit of the District. The SPE should be reported as a special revenue fund. However, the District has no access to the financial records of the SPE; therefore, the SPE was omitted from the District's financial report.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Government-Wide and Fund Financial Statements

The basic 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.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government-Wide and Fund Financial Statements (Continued)

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; operating-type special assessments for maintenance and debt service are treated as charges for services and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. 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 to be recognized as revenue 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 government 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

Assessments are non-ad valorem assessments on benefitted property within the District. Operating and Maintenance Assessments are based upon adopted budget and levied annually at a public hearing of the District. Debt Service Assessments are levied when Bonds are issued and assessed and collected on an annual basis. The District may collect assessments directly or utilize the uniform method of collection (Chapter 197.3632, Florida Statutes). Direct collected assessments are due as determined by annual assessment resolution adopted by the Board of Supervisors. Assessments collected under the uniform method are mailed by County Tax Collector on November 1 and due on or before March 31 of each year. Property owners may prepay a portion or all of the Debt Service Assessments on their property subject to various provisions in the Bond documents.

Assessments and interest associated with the current fiscal period are considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. The portion of assessments receivable due within the current fiscal period is considered to be susceptible to accrual as revenue of the current period.

The District reports the following major governmental funds:

General Fund

The general fund is the general operating fund of the District. It is used to account for all financial resources except those required to be accounted for in another fund.

Debt Service Fund

The debt service fund is used to account for the accumulation of resources for the annual payment of principal and interest on long-term debt.

Capital Projects Fund

This fund accounts for the financial resources to be used for the acquisition or construction of major infrastructure within the District.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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 government's policy to use restricted resources first for qualifying expenditures, then unrestricted resources as they are needed.

Assets, Liabilities and Net Position or Equity

Restricted Assets

These assets represent cash and investments set aside pursuant to Bond covenants or other contractual restrictions.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and demand deposits (interest and non-interest bearing).

The District has elected to proceed under the Alternative Investment Guidelines as set forth in Section 218.415 (17) Florida Statutes. The District may invest any surplus public funds in the following:

- a) The Local Government Surplus Trust Funds, or any intergovernmental investment pool authorized pursuant to the Florida Interlocal Cooperation Act;
- b) Securities and Exchange Commission registered money market funds with the highest credit quality rating from a nationally recognized rating agency;
- c) Interest bearing time deposits or savings accounts in qualified public depositories;
- d) Direct obligations of the U.S. Treasury.

Securities listed in paragraph c and d shall be invested to provide sufficient liquidity to pay obligations as they come due.

The District records all interest revenue related to investment activities in the respective funds. Investments are measured at amortized cost or reported at fair value as required by generally accepted accounting principles.

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.

Capital Assets

Capital assets which include property, plant and equipment, and infrastructure assets (e.g., roads, sidewalks and similar items) are reported in the government activities columns 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 (amount not rounded) 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 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 assets lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are constructed.

Property, plant and equipment of the District are depreciated using the straight-line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Roadways	30

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Assets, Liabilities and Net Position or Equity (Continued)

Capital Assets (Continued)

In the governmental fund financial statements, amounts incurred for the acquisition of capital assets are reported as fund expenditures. Depreciation expense is not reported in the governmental fund financial statements.

Unearned Revenue

Governmental funds report unearned revenue in connection with resources that have been received, but not yet earned.

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 ratably over the life of the Bonds. Bonds payable are reported net of applicable premiums or discounts. Bond issuance costs are expensed when incurred.

In the fund financial statements, governmental fund types recognize premiums and discounts, as well as 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 debt service 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.

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.

Fund Equity/Net Position

In the fund financial statements, governmental funds report non spendable and restricted fund balance for amounts that are not available for appropriation or are legally restricted by outside parties for use for a specific purpose. Assignments of fund balance represent tentative management plans that are subject to change.

The District can establish limitations on the use of fund balance as follows:

Committed fund balance – Amounts that can be used only for the specific purposes determined by a formal action (resolution) of the Board of Supervisors. Commitments may be changed or lifted only by the Board of Supervisors taking the same formal action (resolution) that imposed the constraint originally. Resources accumulated pursuant to stabilization arrangements sometimes are reported in this category.

Assigned fund balance – Includes spendable fund balance amounts established by the Board of Supervisors that are intended to be used for specific purposes that are neither considered restricted nor committed. The Board may also assign fund balance as it does when appropriating fund balance to cover differences in estimated revenue and appropriations in the subsequent year's appropriated budget. Assignments are generally temporary and normally the same formal action need not be taken to remove the assignment.

The District first uses committed fund balance, followed by assigned fund balance and then unassigned fund balance when expenditures are incurred for purposes for which amounts in any of the unrestricted fund balance classifications could be used.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Assets, Liabilities and Net Position or Equity (Continued)

Fund Equity/Net Position (Continued)

Net position is the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. Net position in the government-wide financial statements are categorized as net investment in capital assets, restricted or unrestricted. Net investment in capital assets represents net position related to infrastructure and property, plant and equipment. Restricted net position represents the assets restricted by the District's Bond covenants or other contractual restrictions. Unrestricted net position consists of the net position not meeting the definition of either of the other two components.

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 3 – BUDGETARY INFORMATION

The District is required to establish a budgetary system and an approved Annual Budget. Annual Budgets are adopted on a basis consistent with generally accepted accounting principles for the general fund. All annual appropriations lapse at fiscal year-end.

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) Public hearings are conducted to obtain public comments.
- c) Prior to October 1, the budget is legally adopted by the District Board.
- d) All budget changes must be approved by the District Board.
- e) The budgets are adopted on a basis consistent with generally accepted accounting principles.
- f) Unused appropriation for annually budgeted funds lapse at the end of the year.

NOTE 4 – DEPOSIT 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's investments were held as follows at September 30, 2019:

	<u>Amortized Cost</u>	<u>Credit Risk</u>	<u>Maturities</u>
US Bank Money Market Account	<u>\$ 1,357,803</u>	Not Available	Not Available

Credit risk – For investments, credit risk is generally the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Investment ratings by investment type are included in the preceding summary of investments.

NOTE 4 – DEPOSIT AND INVESTMENTS (Continued)

Investments (Continued)

Concentration risk – The District places no limit on the amount the District may invest in any one issuer.

Interest rate risk – The District does not have a formal policy that limits investment maturities as a means of managing exposure to fair value losses arising from increasing interest rates.

However, the Bond Indenture limits the type of investments held using unspent proceeds.

Fair Value Measurement – When applicable, the District measures and records its investments using fair value measurement guidelines established in accordance with GASB Statements. The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques.

These guidelines recognize a three-tiered fair value hierarchy, in order of highest priority, as follows:

- *Level 1:* Investments whose values are based on unadjusted quoted prices for identical investments in active markets that the District has the ability to access;
- *Level 2:* Investments whose inputs - other than quoted market prices - are observable either directly or indirectly; and,
- *Level 3:* Investments whose inputs are unobservable.

The fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the entire fair value measurement. Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs.

Money market investments that have a maturity at the time of purchase of one year or less and are held by governments other than external investment pools should be measured at amortized cost. Accordingly, the District's investments have been reported at amortized cost above.

NOTE 5 – CAPITAL ASSETS

Capital asset activity for the fiscal year ended September 30, 2019 was as follows:

	Beginning Balance	Additions	Deletions	Ending Balance
<u>Governmental activities</u>				
Capital assets, not being depreciated				
Land and land improvements	\$ 3,900,878	\$ -	\$ -	\$ 3,900,878
Infrastructure under construction	7,140,404	-	-	7,140,404
Total capital assets, not being depreciated	11,041,282	-	-	11,041,282
Capital assets, being depreciated				
Roadways	1,780,441	-	-	1,780,441
Total capital assets, being depreciated	1,780,441	-	-	1,780,441
Less accumulated depreciation for:				
Roadways	445,110	89,022	-	534,132
Total accumulated depreciation	445,110	89,022	-	534,132
Total capital assets, being depreciated, net	1,335,331	(89,022)	-	1,246,309
Governmental activities capital assets, net	\$ 12,376,613	\$ (89,022)	\$ -	\$ 12,287,591

Total improvements for the District were estimated to cost approximately \$11.9 million. Of that amount, a portion was to be funded from the Series 2006 Bonds and the remainder would be funded by the Developer. In addition, upon completion, certain improvements are to be conveyed to other governments. However, in a prior fiscal year, the Developer and a major landowner conveyed all assessable property within the District to the SPE. Infrastructure construction was halted for several years however construction of the final roadway improvements were completed in the 2015 fiscal year.

NOTE 5 – CAPITAL ASSETS (Continued)

The economic conditions have changed considerably since the project was initially planned and the Developer has since abandoned the project so the future of the project remains uncertain. Further, due to the uncertainty as to the completion of the project within a reasonable period of time, the infrastructure may not be able to be used for its intended purpose as anticipated in the original project description. There is no estimate at this time for the additional funding that might be required if there is a change to the project.

Depreciation expense was charged to the maintenance and operations function.

NOTE 6 – LONG-TERM LIABILITIES

On August 16, 2006, the District issued \$12,795,000 of Special Assessment Bonds, Series 2006 consisting of \$5,900,000 Term Bonds Series 2006A due on May 1, 2037 with a fixed interest rate of 5.50% and \$6,895,000 Term Bonds Series 2006A due in May 1, 2013 with a fixed interest rate of 5.125%. The Bonds were issued to finance the acquisition and construction of certain improvements for the benefit of the District. Interest is to be paid semiannually on each May 1 and November 1. Principal on the Bonds is to be paid serially commencing May 1, 2008 through May 1, 2037. The Series 2006B were not paid off when due and were outstanding at September 30, 2019.

The Series 2006A Bonds are subject to redemption at the option of the District prior to their maturity on or after May 1, 2015. The Bonds are subject to extraordinary mandatory redemption prior to their selected maturity in the manner determined by the Bond Registrar if certain events occurred as outlined in the Bond Indenture.

The Bond Indenture established a debt service reserve requirement as well as other 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 agrees to levy special assessments in annual amounts adequate to provide payment of debt service and to meet the reserve requirements. The District was not in compliance with the requirements at September 30, 2019.

As noted in Note 8, the District agreed to defer the collection of certain assessments encumbering the property owned by the SPE; however these assessments continue to constitute a lien on the property. As a result of the delinquent assessments, the District did not have sufficient funds to make the Series 2006A and Series 2006B debt service payments due during fiscal year 2009 – 2019. During the current fiscal year, the District paid off delinquent principal and interest in the amounts of \$590,000 and \$247,190, respectively. The District failures to make its scheduled debt service payments, when due, are considered events of default. The amount due have been accrued in the financial statements as due to Bondholders and reflects \$4,695,000 due for principal and \$3,614,849 due for interest. Due to the use of the District's Series 2006A Debt Service Reserve Account to finance default related costs, SPE costs and operating costs of the District, the District reported a deficit of approximately \$160,000 in the Series 2006A Debt Service Reserve Account.

Changes in long-term liability activity for the fiscal year ended September 30, 2019 were as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
<u>Governmental activities</u>					
Bonds payable:					
Series 2006A	\$ 4,865,000	\$ -	\$ 145,000	\$ 4,720,000	\$ 295,000
Less: original issue discount	(17,980)	-	(960)	(17,020)	-
Series 2006B	5,000,000	-	445,000	4,555,000	4,555,000
Total	\$ 9,847,020	\$ -	\$ 589,040	\$ 9,257,980	\$ 4,850,000

NOTE 6 – LONG-TERM LIABILITIES (Continued)

At September 30, 2019, the scheduled debt service requirements on the long-term debt were as follows:

Year ending September 30:	Governmental Activities		
	Principal	Interest	Total
2020	\$ 4,850,000 *	\$ 3,874,449 *	\$ 8,724,449
2021	160,000	251,075	411,075
2022	170,000	242,275	412,275
2023	180,000	232,925	412,925
2024	190,000	223,025	413,025
2025-2029	1,130,000	945,450	2,075,450
2030-2034	1,485,000	597,850	2,082,850
2035-2037	1,110,000	147,400	1,257,400
Total	<u>\$ 9,275,000</u>	<u>\$ 6,514,449</u>	<u>\$ 15,789,449</u>

* Includes the missed debt service payments due for the Series 2006A and 2006B Bonds which were not paid.

NOTE 7 – DEFICIT FUND EQUITY

At September 30, 2019, the debt service fund had a deficit fund of (\$7,041,563). It is unclear how the deficit will be covered in the near term as it is unlikely that the deficit will be covered until all the land owned by the SPE is sold.

NOTE 8 – SPECIAL PURPOSE ENTITY “SPE” AND SETTLEMENT AGREEMENT

In a prior year, the majority of the Bondholders and the trustee requested that an SPE be formed to own, manage, maintain, and dispose of certain properties within the District formerly owned by LO Land Assets, LP (the “Real Property”); as such Maxcy Development Group Holdings – Waterford Estates, Inc (“SPE”) was created. The Real Property was conveyed to the SPE by LO Land Assets, LP pursuant to a Settlement Agreement between the District and LO Land Assets, LP in order to avoid the unwanted expense associated with a potential litigation by the District as LO Land Assets, LP became delinquent in the payment of the installment of the assessment on the Real Property.

By an agreement between the District and the SPE, the District agreed to defer collection of the Capital Assessments encumbering the Real Property until such time as direction to the contrary is given by the Trustee to the District. However, the Parties agreed that the District will continue to collect the O&M Assessments burdening the Real Property. For fiscal year ended September 30, 2019, the SPE agreed to fund the operation of the District.

NOTE 9 – RELATED PARTY TRANSACTIONS

As noted in Note 8 above, the SPE owns a portion of land within the District and has agreed to fund the general operations of the District. No amounts were contributed to the general fund during the current fiscal year.

During the current fiscal year, the SPE remitted lots sales proceeds debt service fund in the amount of \$265,860 to the District. These amounts are reflected in the Assessments line item in the governmental debt service fund. See Note 13 – Subsequent Events for additional lots sales proceeds received by the District subsequent to the fiscal year end.

During the current fiscal year, the District incurred approximately \$316,000 to fund the SPE’s operating expenses; this amount represents the balance in the SPE costs line item in the governmental debt service fund. A portion of these expenses were funded by the Bondholders. As such, Bondholder contributions to the debt service were \$32,402. The District’s activity is dependent upon the continued involvement of the SPE and the Bondholders.

NOTE 10 – EVENT OF DEFAULT

As a result of the delinquent assessments and the missed debt service payments, the District declared the occurrence of an event of default in accordance with the 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 in aggregate principal amount of the Bonds then outstanding may direct the Trustee with regard to such rights and remedies following an event of default and upon provision of indemnity satisfactory to the Trustee and in accordance with provisions of the Indenture.

NOTE 11 – MANAGEMENT COMPANY

The District has contracted with a management company to perform management advisory services, which include financial and accounting services. Certain employees of the management company also serve as officers of the District. Under the agreement, the District compensates the management company for management, accounting, financial reporting, computer and other administrative costs.

NOTE 12 – 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. There were no settled claims during the past three years.

NOTE 13 – SUBSEQUENT EVENTS

Lots Sales Proceeds

Subsequent to fiscal year end, and as of the date of the report, the SPE remitted a total of \$2,961,270 from lots sales proceeds to the District. \$2,776,293 of the amount was allocated to the debt service fund and \$184,977 was allocated to the general fund.

Events of Default

Subsequent to fiscal year end, certain scheduled debt service payments were due on the 2006 Bonds. However, shortfalls in the collection of special assessments caused there to be insufficient amounts available to fund the scheduled debt service payments. As a result, the scheduled debt service payments were not made. The failure by the District to pay its debt service is considered an event of default.

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
 CHARLOTTE COUNTY, FLORIDA
 SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
 FUND BALANCE - BUDGET AND ACTUAL – GENERAL FUND
 FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2019**

	Budgeted Amounts	Actual Amounts	Variance with Final Budget - Positive (Negative)
	Original & Final		
REVENUES			
Assessments	\$ 142,111	\$ 147,097	\$ 4,986
Contributions	90,646	-	(90,646)
Interest	-	93	93
Total revenues	232,757	147,190	(85,567)
EXPENDITURES			
Current:			
General government	132,137	70,138	61,999
Maintenance and operations	100,620	74,970	25,650
Total expenditures	232,757	145,108	87,649
Excess (deficiency) of revenues over (under) expenditures	\$ -	2,082	\$ 2,082
Fund balance - beginning		70,745	
Fund balance - ending		\$ 72,827	

See notes to required supplementary information

**WATERFORD ESTATES COMMUNITY DEVELOPMENT DISTRICT
CHARLOTTE COUNTY, FLORIDA
NOTES TO REQUIRED SUPPLEMENTARY INFORMATION**

The District is required to establish a budgetary system and an approved Annual Budget for the general fund. The District's budgeting process is based on estimates of cash receipts and cash expenditures which are approved by the Board. The budget approximates a basis consistent with accounting principles generally accepted in the United States of America (generally accepted accounting principles).

The legal level of budgetary control, the level at which expenditures may not exceed budget, is in the aggregate. Any budget amendments that increase the aggregate budgeted appropriations must be approved by the Board of Supervisors. Actual general fund expenditures did not exceed appropriations for the fiscal year ended September 30, 2019.



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
Waterford Estates Community Development District
Charlotte 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 Waterford Community Development District, Charlotte County, Florida ("District") as of and for the fiscal year ended September 30, 2019, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and have issued our opinion thereon dated June 16, 2020, which include explanatory paragraphs regarding the adverse opinion for the omission of the special revenue fund and the modified opinion for the debt service fund due to the lack of sufficient competent evidential matter, and an emphasis of matter paragraph.

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

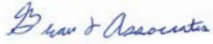
As part of obtaining reasonable assurance about whether the District's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and agreements, noncompliance with which could have a direct and material effect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

We noted certain matters that we reported to management of the District in a separate letter dated June 16, 2020.

The District's responses to the findings identified in our audit are described in the accompanying Management Letter. We did not audit the District's responses and, accordingly, we express no opinion on them.

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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



June 16, 2020



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**INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE
REQUIREMENTS OF SECTION 218.415, FLORIDA STATUTES, REQUIRED BY
RULE 10.556(10) OF THE AUDITOR GENERAL OF THE STATE OF FLORIDA**

To the Board of Supervisors
Waterford Estates Community Development District
Charlotte County, Florida

We have examined Waterford Estates Community Development District, Charlotte County, Florida's ("District") compliance with the requirements of Section 218.415, Florida Statutes, in accordance with Rule 10.556(10) of the Auditor General of the State of Florida during the fiscal year ended September 30, 2019. Management is responsible for 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. Those standards require that we plan and perform the examination to obtain reasonable assurance about whether the District complied, in all material respects, with the specified requirements referenced in Section 218.415, Florida Statutes. An examination involves performing procedures to obtain evidence about whether the District complied with the specified requirements. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risks of material noncompliance, whether due to fraud or error. We believe that the evidence we obtained is sufficient and appropriate to provide 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 fiscal year ended September 30, 2019.

This report 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, management, and the Board of Supervisors of Waterford Estates Community Development District, Charlotte County, Florida and is not intended to be and should not be used by anyone other than these specified parties.

Grau & Associates

June 16, 2020



**MANAGEMENT LETTER PURSUANT TO THE RULES OF
THE AUDITOR GENERAL FOR THE STATE OF FLORIDA**

To the Board of Supervisors
Waterford Estates Community Development District
Charlotte County, Florida

Report on the Financial Statements

We have audited the accompanying basic financial statements of Waterford Estates Community Development District, Charlotte County, Florida ("District") as of and for the fiscal year ended September 30, 2019, and have issued our report thereon dated June 16, 2020, which includes explanatory paragraphs regarding the adverse opinion for the omission of the special revenue fund and the modified opinion for the debt service fund due to the lack of sufficient competent evidential matter, and an emphasis of matter paragraph.

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 Florida Auditor General.

Other Reporting Requirements

We have issued our Independent Auditor's Report on Internal Control over Financial Reporting and on 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*, AT-C Section 315, regarding compliance requirements in accordance with Chapter 10.550, Rules of the Auditor General. Disclosures in those reports, which are dated June 16, 2020, should be considered in conjunction with this management letter.

Purpose of this Letter

The purpose of this letter is to comment on those matters required by Chapter 10.550 of the Rules of the Auditor General for the State of Florida. Accordingly, in connection with our audit of the financial statements of the District, as described in the first paragraph, we report the following:

- I. Current year findings and recommendations.**
- II. Status of prior year findings and recommendations.**
- III. Compliance with the Provisions of the Auditor General of the State of Florida.**

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, as applicable, management, and the Board of Supervisors of Waterford Estates Community Development District, Charlotte County, Florida and is not intended to be and should not be used by anyone other than these specified parties.

We wish to thank Waterford Estates Community Development District, Charlotte County, Florida and the personnel associated with it, for the opportunity to be of service to them in this endeavor as well as future engagements, and the courtesies extended to us.

Grau & Associates

June 16, 2020

REPORT TO MANAGEMENT

I. CURRENT YEAR FINDINGS AND RECOMMENDATIONS

2019-01: Financial Condition Assessment:

Observation: As a result of delinquent assessments for current and prior fiscal years, certain scheduled debt service payments were not made resulting in events of default. In addition, the debt service funds reported a deficit fund balance of (\$7,041,563) at September 30, 2019. In addition the reserve requirement has not been met.

Recommendations: The District should take the necessary steps to alleviate the deteriorating financial condition.

Management Response: The District has taken all necessary and available actions in order to comply with the Trust Indenture including entering into an agreement which conveyed the property to a Special Purpose entity (SPE) in lieu of foreclosure, to own, manage, maintain and dispose of the property in an orderly and efficient manner. Through these agreements, the collection of the capital assessments are deferred until such time as direction to the contrary is given by the Trustee to the District and the SPE shall fund the operating expenses of the District.

II. PRIOR YEAR FINDINGS AND RECOMMENDATIONS

2009-01: Non Compliance with Indenture and Financial Condition Assessment:

2015-01: Financial Condition Assessment:

2016-01: Financial Condition Assessment:

2017-01: Financial Condition Assessment:

2018-01: Financial Condition Assessment:

Current Status: See finding no. 2019-01 above.

III. COMPLIANCE WITH THE PROVISIONS OF THE AUDITOR GENERAL OF THE STATE OF FLORIDA

Unless otherwise required to be reported in the auditor's report on compliance and internal controls, the management letter shall include, but not be limited to the following:

1. A statement as to whether or not corrective actions have been taken to address findings and recommendations made in the preceding annual financial audit report.

There were no significant findings and recommendations made in the preceding annual financial audit report for the fiscal year ended September 30, 2018, except as noted above.

2. Any recommendations to improve the local governmental entity's financial management.

There were no such matters discovered by, or that came to the attention of, the auditor, to be reported for the fiscal year ended September 30, 2019, except as noted above.

3. 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.

There were no such matters discovered by, or that came to the attention of, the auditor, to be reported, for the fiscal year ended September 30, 2019, except as noted above.

4. The name or official title and legal authority of the District are disclosed in the notes to the financial statements.

REPORT TO MANAGEMENT (Continued)

III. COMPLIANCE WITH THE PROVISIONS OF THE AUDITOR GENERAL OF THE STATE OF FLORIDA (Continued)

5. In connection with our audit, we determined that the District has met one or more of the financial emergency conditions described in Section 218.503(1), Florida Statutes. Due to the non-collection of assessments for prior, current, and subsequent fiscal years, the District did not have sufficient funds to make certain debt service payments and, as a result, the payments were not made. The District's failures to make its scheduled debt service payments when they are due are considered events of default. We applied financial condition assessment procedures pursuant to Rule 10.556(7) and determined that a deteriorating financial condition was noted. See Findings section above for additional information. It is management's responsibility to monitor 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.