

**GRAND OAKS
COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
FINANCIAL REPORT
FOR THE FISCAL YEAR ENDED
SEPTEMBER 30, 2023**

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA**

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INDEPENDENT AUDITOR'S REPORT

To the Board of Supervisors
Grand Oaks Community Development District
St. Johns County, Florida

Report on the Audit of the Financial Statements

Opinions

We have audited the accompanying financial statements of the governmental activities, and each major fund of Grand Oaks Community Development District, St. Johns County, Florida ("District") as of and for the fiscal year ended September 30, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, and each major fund of the District as of September 30, 2023, and the respective changes in financial position thereof for the fiscal year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the District and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Emphasis of Matter

As discussed in the Notes to the basic financial statements, the District's financial conditions are deteriorating and the District has met one or more of the financial emergency conditions described in Section 218.503(1), Florida Statutes. The general fund reported a deficit fund balance of (\$131,898) at September 30, 2023. Subsequent to fiscal year end, the District did not collect enough assessments to make the scheduled Series 2020 and Series 2021 debt service payments on November 1, 2024. The District made the November 1, 2024 debt service payments for the Series 2020 and 2021, in part, with funds drawn from the respective reserve accounts. If the reserve accounts are not replenished within 120 days this will be considered an event of default in accordance with the Bond indentures. The Series 2020 reserve account has been replenished within 120 days, but the Series 2021 reserve account has not been replenished as of the date of this report. Furthermore, there is a dispute regarding the performance of certain obligations in the infrastructure improvements agreements with St. Johns County. As a result, the District is unable to plat certain parcels within the Series 2020 and 2021 assessment areas.

Responsibilities of Management for the Financial Statements

The District's management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

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 is the responsibility of management and, 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 Included in the Financial Report

Management is responsible for the other information included in the financial report. The other information comprises the information for compliance with FL Statute 218.39 (3) (c) but does not include the financial statements and our auditor's report thereon. Our opinions on the financial statements do not cover the other information, and we do not express an opinion or any form of assurance thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated February 5, 2025, 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.



February 5, 2025

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our discussion and analysis of Grand Oaks Community Development District, St. Johns County, Florida ("District") provides a narrative overview of the District's financial activities for the fiscal year ended September 30, 2023. 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 liabilities of the District exceeded its assets at the close of the most recent fiscal year resulting in a net position deficit balance of (\$14,987,611).
- The change in the District's total net position in comparison with the prior fiscal year was (\$14,665,172), 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, 2023, the District's governmental funds reported combined ending fund balances of \$2,423,194, a decrease of (\$1,126,779) in comparison with the prior fiscal year. A portion of the fund balance is restricted for debt service and capital projects, non-spendable for prepaid items and deposits, and the remainder is unassigned deficit fund balance in the general fund.

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 assessments. The District does not have any business-type activities. The governmental activities of the District include the general government (management), maintenance and recreational 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 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 District's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balance 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, liabilities exceeded assets 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,	
	2023	2022
Current and other assets	\$ 2,969,192	\$ 4,092,511
Capital assets, net of depreciation	13,705,091	27,963,377
Total assets	16,674,283	32,055,888
Current liabilities	1,014,030	1,106,705
Long-term liabilities	30,647,864	31,271,622
Total liabilities	31,661,894	32,378,327
Net Position		
Net investment in capital assets	(16,616,653)	(2,726,451)
Restricted	1,673,539	2,363,826
Unrestricted	(44,497)	40,186
Total net position	\$ (14,987,611)	\$ (322,439)

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 is attributed to the conveyance of completed infrastructure to other entities for maintenance and ownership responsibilities.

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,		
	2023	2022
Revenues:		
Program revenues		
Charges for services	\$ 1,875,298	\$ 2,191,188
Operating grants and contributions	41,151	-
Capital grants and contributions	10,144	101
General revenues	-	8
Total revenues	<u>1,926,593</u>	<u>2,191,297</u>
Expenses:		
General government	144,908	109,682
Physical environment	689,087	268,776
Parks and recreation	240,864	91,865
Bond issuance costs	-	333,875
Conveyance of capital assets	14,172,845	-
Interest	1,344,061	1,333,162
Total expenses	<u>16,591,765</u>	<u>2,137,360</u>
Change in net position	(14,665,172)	53,937
Net position - beginning	(322,439)	(376,376)
Net position - ending	<u>\$ (14,987,611)</u>	<u>\$ (322,439)</u>

As noted above and in the statement of activities, the cost of all governmental activities during the fiscal year ended September 30, 2023 was \$16,591,765. The costs of the District's activities were funded by program revenues which were comprised primarily of assessments and investment earnings. In total, expenses increased from the prior fiscal year. The majority of the increase was the result of the conveyance of completed infrastructure to other entities for maintenance and ownership responsibilities.

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, 2023.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

At September 30, 2023, the District had \$14,091,844 invested in capital assets for its governmental activities. In the government-wide financial statements, depreciation of \$386,753 has been taken, which resulted in a net book value of \$13,705,091. More detailed information about the District's capital assets is presented in the notes of the financial statements.

CAPITAL ASSETS AND DEBT ADMINISTRATION (Continued)

Capital Debt

At September 30, 2023, the District had \$30,585,000 in Bonds outstanding and \$62,956 in leases payable 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 BUDGET

As discussed in the Notes to the basic financial statements, the District's financial conditions are deteriorating and the District has met one or more of the financial emergency conditions described in Section 218.503(1), Florida Statutes. The general fund reported a deficit fund balance of (\$131,898) at September 30, 2023. Subsequent to fiscal year end, the District did not collect enough assessments to make the scheduled Series 2020 and Series 2021 debt service payments on November 1, 2024. The District made the November 1, 2024 debt service payments for the Series 2020 and 2021, in part, with funds drawn from the respective reserve accounts. If the reserve accounts are not replenished within 120 days this will be considered an event of default in accordance with the Bond indentures. The Series 2020 reserve account has been replenished within 120 days, but the Series 2021 reserve account has not been replenished as of the date of this report. Furthermore, there is a dispute regarding the performance of certain obligations in the infrastructure improvements agreements with St. Johns County. As a result, the District is unable to plat certain parcels within the Series 2020 and 2021 assessment areas.

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, land owners, taxpayers, 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 Grand Oaks Community Development District's Finance Department at 475 West Town Place, Suite 114, St. Augustine, FL 32092.

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
STATEMENT OF NET POSITION
SEPTEMBER 30, 2023**

	Governmental Activities
ASSETS	
Cash	\$ 3,323
Assessments receivable	7,973
Due from Developer	225,768
Prepaid items	9,003
Deposits	1,560
Restricted assets:	
Investments	2,721,565
Capital assets:	
Nondepreciable	2,918,713
Depreciable, net	10,786,378
Total assets	16,674,283
 LIABILITIES	
Accounts payable	258,295
Contracts and retainage payable	200,302
Accrued interest payable	555,433
Non-current liabilities:	
Due within one year	589,795
Due in more than one year	30,058,069
Total liabilities	31,661,894
 NET POSITION	
Net investment in capital assets	(16,616,653)
Restricted for debt service	1,673,539
Unrestricted	(44,497)
Total net position	\$ (14,987,611)

See notes to the financial statements

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
STATEMENT OF ACTIVITIES
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2023**

<u>Functions/Programs</u>	Program Revenues				Net (Expense) Revenue and Changes in Net Position
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Primary government:					
Governmental activities:					
General government	\$ 144,908	\$ 144,908	\$ -	\$ -	\$ -
Physical environment	689,087	474,543	-	10,144	(204,400)
Parks and recreation	240,864	3,200	-	-	(237,664)
Interest on long-term debt	1,344,061	1,252,647	41,151	-	(50,263)
Conveyance of capital assets	14,172,845	-	-	-	(14,172,845)
Total governmental activities	16,591,765	1,875,298	41,151	10,144	(14,665,172)
Change in net position					(14,665,172)
Net position - beginning					(322,439)
Net position - ending					\$ (14,987,611)

See notes to the financial statements

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
BALANCE SHEET
GOVERNMENTAL FUNDS
SEPTEMBER 30, 2023**

	Major Funds			Total Governmental Funds
	General	Debt Service	Capital Projects	
ASSETS				
Cash	\$ 3,323	\$ -	\$ -	\$ 3,323
Investments	-	2,195,135	526,430	2,721,565
Assessments receivable	2,418	5,555	-	7,973
Due from Developer	225,768	-	-	225,768
Due from other funds	-	28,282	-	28,282
Prepaid items	9,003	-	-	9,003
Deposits	1,560	-	-	1,560
Total assets	<u>\$ 242,072</u>	<u>\$ 2,228,972</u>	<u>\$ 526,430</u>	<u>\$ 2,997,474</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES				
Liabilities:				
Accounts payable	\$ 258,295	\$ -	\$ -	\$ 258,295
Contracts and retainage payable	-	-	200,302	200,302
Due to other funds	28,274	-	8	28,282
Total liabilities	<u>286,569</u>	<u>-</u>	<u>200,310</u>	<u>486,879</u>
Deferred inflows of resources:				
Unavailable revenue	87,401	-	-	87,401
Total deferred inflows of resources	<u>87,401</u>	<u>-</u>	<u>-</u>	<u>87,401</u>
Fund balances:				
Nonspendable:				
Prepaid items and deposits	10,563	-	-	10,563
Restricted for:				
Debt service	-	2,228,972	-	2,228,972
Capital projects	-	-	326,120	326,120
Unassigned	(142,461)	-	-	(142,461)
Total fund balances	<u>(131,898)</u>	<u>2,228,972</u>	<u>326,120</u>	<u>2,423,194</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 242,072</u>	<u>\$ 2,228,972</u>	<u>\$ 526,430</u>	<u>\$ 2,997,474</u>

See notes to the financial statements

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
RECONCILIATION OF THE BALANCE SHEET –
GOVERNMENTAL FUNDS TO THE STATEMENTS OF NET POSITION
SEPTEMBER 30, 2023**

Total fund balances - governmental funds \$ 2,423,194

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	14,091,844	
Accumulated depreciation	<u>(386,753)</u>	13,705,091

Assets recorded in the governmental fund financial statements that are not available to pay for current-period expenditures are unavailable revenue in the governmental funds.

87,401

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	(555,433)	
Bonds payable	(30,584,908)	
Lease payable	<u>(62,956)</u>	<u>(31,203,297)</u>
Net position of governmental activities		<u>\$ (14,987,611)</u>

See notes to the financial statements

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
STATEMENT OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2023**

	Major Funds			Total Governmental Funds
	General	Debt Service	Capital Projects	
REVENUES				
Assessments	\$ 532,050	\$ 1,252,647	\$ -	\$ 1,784,697
Interest earnings	-	41,151	10,144	51,295
Miscellaneous revenues	3,200	-	-	3,200
Total revenues	<u>535,250</u>	<u>1,293,798</u>	<u>10,144</u>	<u>1,839,192</u>
EXPENDITURES				
Current:				
General government	144,908	-	-	144,908
Physical environment	471,768	-	-	471,768
Parks and recreation	72,731	-	-	72,731
Debt Service:				
Principal	13,995	610,000	-	623,995
Interest	3,932	1,348,626	-	1,352,558
Capital outlay	-	-	300,011	300,011
Total expenditures	<u>707,334</u>	<u>1,958,626</u>	<u>300,011</u>	<u>2,965,971</u>
Excess (deficiency) of revenues over (under) expenditures	(172,084)	(664,828)	(289,867)	(1,126,779)
OTHER FINANCING SOURCES (USES)				
Transfers in (out)	-	(34,193)	34,193	-
Total other financing sources (uses)	<u>-</u>	<u>(34,193)</u>	<u>34,193</u>	<u>-</u>
Net change in fund balances	(172,084)	(699,021)	(255,674)	(1,126,779)
Fund balances - beginning	<u>40,186</u>	<u>2,927,993</u>	<u>581,794</u>	<u>3,549,973</u>
Fund balances - ending	<u>\$ (131,898)</u>	<u>\$ 2,228,972</u>	<u>\$ 326,120</u>	<u>\$ 2,423,194</u>

See notes to the financial statements

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS 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, 2023**

Net change in fund balances - total governmental funds	\$ (1,126,779)
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlays as expenditures, however, in the statement of activities, the cost of those assets is eliminated and capitalized in the statement of net position.	300,011
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the governmental fund financial statements.	87,401
Repayment of long-term liabilities are reported as expenditures in the governmental fund financial statements, but such repayments reduce liabilities in the statement of net position and are eliminated in the statement of activities.	623,995
Depreciation on capital assets is not recognized in the governmental fund financial statements, but is reported as an expense in the statement of activities.	(385,452)
Conveyances of infrastructure improvements to other governments of previously capitalized capital assets is recorded as an expense in the statement of activities.	(14,172,845)
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.	(237)
The change in accrued interest on long-term liabilities between the current and prior fiscal year recorded in the statement of activities but not in the governmental fund financial statements.	8,734
Change in net position of governmental activities	<u>\$ (14,665,172)</u>

See notes to the financial statements

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – NATURE OF ORGANIZATION AND REPORTING ENTITY

Grand Oaks Community Development District ("District") was established on August 21, 2018, effective on August 23, 2018, by Ordinance 2018-47 of St. Johns 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, 2023, three of the Board members are affiliated with Southeast Land Ventures, LLC (the "Developer").

The Board has the final 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. There are no entities considered to be component units of the District; therefore, the financial statements include only the operations of the District.

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.

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*.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 all platted lots within the District. Assessments are levied each November 1 on property as of the previous January 1 to pay for the operations and maintenance of the District. The fiscal year for which annual assessments are levied begins on October 1 with discounts available for payments through February 28 and become delinquent on April 1. For debt service assessments, amounts collected as advance payments are used to prepay a portion of the Bonds outstanding. Otherwise, assessments are collected annually to provide funds for the debt service on the portion of the Bonds which are not paid with prepaid assessments.

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.

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

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 for qualifying expenditures, then unrestricted resources as they are needed.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 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.

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>
Infrastructure and roadways	30
Amenity center	30
Right-to-use leased equipment	5

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.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Assets, Liabilities and Net Position or Equity (Continued)

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 over the life of the Bond. Bonds payable are reported net of applicable premium 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 period of issuance. 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 capital projects fund 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 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 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 – 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's investments were held as follows at September 30, 2023:

	<u>Amortized Cost</u>	<u>Credit Risk</u>	<u>Maturities</u>
US Bank Money Market	\$ 2,721,565	N/A	Not available
	<u>\$ 2,721,565</u>		

NOTE 4 – DEPOSITS AND INVESTMENTS (Continued)

Investments (Continued)

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.

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 – INTERFUND RECEIVABLES, PAYABLES AND TRANSFERS

Interfund receivables and payables at September 30, 2023 were as follows:

Fund	Due from	Due to
General	\$ -	\$ 28,274
Debt service	28,282	-
Capital projects	-	8
Total	<u>\$ 28,282</u>	<u>\$ 28,282</u>

The outstanding balances between funds result primarily from the time lag between the dates that transactions are recorded in the accounting system and payments between funds are made. In the case of the District, the balances between the general fund and the debt service fund relate to assessments collected in the general fund that have not yet been transferred to the debt service fund.

Interfund transfers for the fiscal year ended September 30, 2023 were as follows:

Fund	Transfer in	Transfer out
Debt service	\$ -	\$ 34,193
Capital projects	34,193	-
Total	<u>\$ 34,193</u>	<u>\$ 34,193</u>

NOTE 5 – INTERFUND RECEIVABLES, PAYABLES AND TRANSFERS (Continued)

Transfers are used to move revenues from the fund where collection occurs to the fund where funds have been reallocated for use. In the case of the District, transfers from the debt service fund to the capital projects fund were made in accordance with the Bond Indentures.

NOTE 6 – CAPITAL ASSETS

Capital asset activity for the fiscal year ended September 30, 2023 was as follows:

	Beginning Balance	Additions	Reductions	Ending Balance
<u>Governmental activities</u>				
Capital assets, not being depreciated				
Construction in progress	\$ 27,886,595	\$ 300,011	\$ 25,267,893	\$ 2,918,713
Total capital assets, not being depreciated	<u>27,886,595</u>	<u>300,011</u>	<u>25,267,893</u>	<u>2,918,713</u>
Capital assets, being depreciated				
Infrastructure and roadways	-	6,519,567	-	6,519,567
Amenity center	-	4,575,481	-	4,575,481
Fitness equipment	78,083	-	-	78,083
Total capital assets, being depreciated	<u>78,083</u>	<u>11,095,048</u>	<u>-</u>	<u>11,173,131</u>
Less accumulated depreciation for:				
Infrastructure and roadways	-	217,319	-	217,319
Amenity center	-	152,516	-	152,516
Fitness equipment	1,301	15,617	-	16,918
Total accumulated depreciation	<u>1,301</u>	<u>385,452</u>	<u>-</u>	<u>386,753</u>
Total capital assets, being depreciated, net	<u>76,782</u>	<u>10,709,596</u>	<u>-</u>	<u>10,786,378</u>
Governmental activities capital assets, net	<u>\$ 27,963,377</u>	<u>\$ 11,009,607</u>	<u>\$ 25,267,893</u>	<u>\$ 13,705,091</u>

The infrastructure intended to serve the District has been estimated at a total cost of about \$36,416,600. The infrastructure will include roads, stormwater management, utilities, community facilities, entry features, and offsite improvements. A portion of the project costs are to be funded with the proceeds from the issuance of Bonds and the remainder is intended to be funded by the Developer. Upon completion, certain assets will be conveyed to others for ownership and maintenance. During the current fiscal year the District conveyed \$14,172,845 of infrastructure improvements to other entities.

Depreciation expense was charged to function/programs as follows:

Physical environment	\$ 217,319
Parks and recreation	168,133
Total	<u>\$ 385,452</u>

NOTE 7 – LONG TERM LIABILITIES

Series 2019

In April 2019, the District issued \$11,460,000 of Special Assessment Revenue Bonds, Series 2019 consisting of multiple term bonds with due dates ranging from November 1, 2024 to November 1, 2050 and fixed interest rates ranging from 3.75% to 5%. The Bonds were issued to redeem the District's Series 2018 BAN and 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 November 1, 2021 through November 1, 2050.

The Series 2019 Bonds are subject to redemption at the option of the District prior to their maturity. 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. This occurred during the current fiscal year as the District collected assessments from lot closings and prepaid \$55,000 of the Series 2019 Bonds.

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 in compliance with the requirements at September 30, 2023.

Series 2020

In September 2020, the District issued \$15,490,000 of Special Assessment Revenue Bonds, Series 2020 (Assessment Area 2), consisting of multiple term bonds with due dates ranging from May 1, 2024 to May 1, 2052 and fixed interest rates ranging from 3.25% to 4.5%. 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, commencing May 1, 2021. Principal on the Bonds is to be paid serially commencing May 1, 2023 through May 1, 2052.

The Series 2020 Bonds are subject to redemption at the option of the District prior to their maturity. 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. Upon satisfaction of certain conditions, a portion of the original reserve requirements will be released to the Developer for construction costs paid on behalf of the District; this did not occur during the current fiscal year. The District was in compliance with the requirements at September 30, 2023.

Series 2021

In November 2021, the District issued \$5,295,000 of Special Assessment Revenue Bonds, Series 2021 (Assessment Area 3), consisting of multiple term bonds with due dates ranging from November 1, 2026 to November 1, 2051 and fixed interest rates ranging from 2.625% to 4%. 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, commencing May 1, 2022. Principal on the Bonds is to be paid serially commencing November 1, 2022 through November 1, 2051.

The Series 2021 Bonds are subject to redemption at the option of the District prior to their maturity. 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.

NOTE 7 – LONG TERM LIABILITIES (Continued)

Series 2021 (Continued)

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. Upon satisfaction of certain conditions, a portion of the original reserve requirements will be released to the Developer for construction costs paid on behalf of the District; this did not occur during the current fiscal year. The District was in compliance with the requirements at September 30, 2023.

Fitness Equipment

In September 2022, the District entered into a financed purchase agreement for the purchase of fitness equipment that will terminate on August 1, 2027. As of September 30, 2023, the total principal balance was \$62,956. The District is required to make total monthly fixed payments of \$1,494. The value of the fitness equipment capital asset as of September 30, 2023 was \$78,083 with an accumulated depreciation of \$16,918.

Long-term Debt Activity

Changes in long-term liability activity for the fiscal year ended September 30, 2023 were as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
<u>Governmental activities</u>					
Bonds payable					
Series 2019	\$ 10,410,000	\$ -	\$ 240,000	\$ 10,170,000	\$ 190,000
Less: original issue discount	62,693	-	2,322	60,371	-
Series 2020	15,490,000	-	270,000	15,220,000	275,000
plus: original issue premium	2,668	-	95	2,573	-
Series 2021	5,295,000	-	100,000	5,195,000	110,000
plus: original issue premium	59,696	-	1,990	57,706	-
Finance purchased note	76,951	-	13,995	62,956	14,795
Total	<u>\$ 31,271,622</u>	<u>\$ -</u>	<u>\$ 623,758</u>	<u>\$ 30,647,864</u>	<u>\$ 589,795</u>

At September 30, 2023, the scheduled debt service requirements on the Bonds payable debt were as follows:

Year ending September 30:	Governmental Activities		
	Principal	Interest	Total
2024	\$ 575,000	\$ 1,328,032	\$ 1,903,032
2025	595,000	1,308,922	1,903,922
2026	610,000	1,288,860	1,898,860
2027	640,000	1,265,519	1,905,519
2028	660,000	1,240,755	1,900,755
2029-2033	3,745,000	5,780,552	9,525,552
2034-2038	4,615,000	4,907,176	9,522,176
2039-2043	5,695,000	3,769,332	9,464,332
2044-2048	7,135,000	2,307,350	9,442,350
2049-2052	6,315,000	571,775	6,886,775
Total	<u>\$ 30,585,000</u>	<u>\$ 23,768,273</u>	<u>\$ 54,353,273</u>

NOTE 7 – LONG TERM LIABILITIES (Continued)

Long-term Debt Activity (Continued)

At September 30, 2023, the scheduled debt service requirements on the financed purchased note were as follows:

Year ending September 30:	Governmental Activities		
	Principal	Interest	Total
2024	\$ 14,795	\$ 3,133	\$ 17,928
2025	15,641	2,287	17,928
2026	16,535	1,393	17,928
2027	15,985	449	16,434
Total	<u>\$ 62,956</u>	<u>\$ 7,262</u>	<u>\$ 70,218</u>

NOTE 8 – DEVELOPER TRANSACTIONS

The Developer owns a portion of land within the District; therefore, assessment revenues in the general and debt service funds include the assessments levied on those lots owned by the Developer.

The District has recorded assessments receivable from the Developer of \$225,768 in the general fund as of September 30, 2023. A total of \$138,367 of the receivable was collected subsequent to fiscal year end, and the remaining \$87,401 has not been collected as of the date of the report. The District expects to collect the remaining \$87,401, therefore this amount is classified as a receivable and unavailable revenue as of September 30, 2023.

NOTE 9 – CONCENTRATION

The District's activity is dependent upon the continued involvement of the Developer and major landowners, the loss of which would have a material adverse effect on the District's operations.

NOTE 10 – 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 (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 11 – 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 12 – DEFICIT FUND EQUITY

The general fund had a deficit fund balance of (\$131,898) at September 30, 2023. The deficit will be covered by proceeds from a short-term note, a revolving line of credit, or assessments collected in the subsequent period.

NOTE 13 - ADDITIONAL INFORMATION

During a prior fiscal year, the Developer and St. Johns County (the "County") entered an agreement in which the Developer agreed to pay certain costs related to widening roads that are in or near the District. There is a dispute regarding the performance of certain obligations in the infrastructure improvements agreements with St. Johns County. As a result, the District is unable to plat certain parcels within the Series 2020 and 2021 assessment areas.

NOTE 14 – LITIGATION

Independent Construction of the Treasure Coast, LLC v. Day Late Enterprises, Inc.

The District was named in connection with one count seeking to foreclose a lien for amounts allegedly unpaid under a construction contract to which the District not a party. The trial court dismissed the District from the case with prejudice. However, that final order is currently on appeal. As of the date of the report, a judgement to the likelihood of an unfavorable outcome or estimate of any potential loss cannot be made.

W. Gardner, LLC v. Southeastern Development Partners, LLC

The District has been named in connection with one count seeking to foreclose a lien for amounts allegedly unpaid under a construction contract to which the District was not a party. As of the date of the report, a judgement to the likelihood of an unfavorable outcome or estimate of any potential loss cannot be made.

Costa Verde Lands, LLC, v. Keith Hyatt

The District has been named in connection with two counts relating to a lack of payment bond and foreclosure of a lien both related to amounts allegedly unpaid under a construction contract to which the District was not a party. As of the date of the report, a judgement to the likelihood of an unfavorable outcome or estimate of any potential loss cannot be made.

NOTE 15 – SUBSEQUENT EVENTS

Bond Prepayments

Subsequent to fiscal year end, the District prepaid a total of \$30,000 of the Series 2020 Bonds. The prepayments were considered extraordinary mandatory redemptions as outlined in the Bond Indenture.

Bond Reserve Compliance

Subsequent to fiscal year end, the District did not collect sufficient assessments from the Developer in order to make the scheduled November 1, 2024 interest payments for both the Series 2020 and Series 2021 Bonds. As a result, the District drew on the Series 2020 and 2021 reserve accounts in order to make the scheduled interest payments. The District has 120 days from the date of the draws to replenish the reserve account. If the reserve accounts are not replenished within 120 days, then the reserve accounts will not be in compliance which is considered an event of default in accordance with the Bond indentures. The Series 2020 reserve account has been replenished within 120 days, but the Series 2021 reserve account has not been replenished as of the date of this report.

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN
FUND BALANCE - BUDGET AND ACTUAL – GENERAL FUND
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2023**

	Budgeted Amounts	Actual Amounts	Variance with Final Budget - Positive (Negative)
	Original & Final		
REVENUES			
Assessments	\$ 847,785	\$ 532,050	\$ (315,735)
Miscellaneous revenue	-	3,200	3,200
Total revenues	847,785	535,250	(312,535)
EXPENDITURES			
Current:			
General government	115,261	144,908	(29,647)
Physical environment	631,524	471,768	159,756
Parks and recreation	101,000	72,731	28,269
Debt Service:			
Principal	-	13,995	(13,995)
Interest	-	3,932	(3,932)
Total expenditures	847,785	707,334	140,451
Excess (deficiency) of revenues over (under) expenditures	\$ -	(172,084)	\$ (172,084)
Fund balance - beginning		40,186	
Fund balance - ending		\$ (131,898)	

See notes to required supplementary information

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS 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, 2023.

**GRAND OAKS COMMUNITY DEVELOPMENT DISTRICT
ST. JOHNS COUNTY, FLORIDA
OTHER INFORMATION – DATA ELEMENTS
REQUIRED BY FL STATUTE 218.39(3)(C)
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2023
UNAUDITED**

<u>Element</u>	<u>Comments</u>
Number of District employees compensated in the last pay period of the District's fiscal year being reported.	0
Number of independent contractors compensated to whom nonemployee compensation was paid in the last month of the District's fiscal year being reported.	0
Employee compensation	0
Independent contractor compensation	0
Construction projects to begin on or after October 1; (\$65K)	
Series 2021 - Assessment Area 3	\$668,307
Budget variance report	See the Schedule of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - General Fund
Ad Valorem taxes;	Not applicable
Non ad valorem special assessments;	
Special assessment rate	Operations and maintenance - \$ 903.06 Debt service - \$ 1,806.97 - \$2,766.48
Special assessments collected	\$1,784,697
Outstanding Bonds:	see Note 7 for details



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
Grand Oaks Community Development District
St. Johns 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 Grand Oaks Community Development District, St. Johns County, Florida ("District") as of and for the fiscal year ended September 30, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and have issued our opinion thereon dated February 5, 2025.

Report on 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 or significant deficiencies may exist that were not identified.

Report on 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 February 5, 2025.

The District's Response to Findings

Government Auditing Standards requires the auditor to perform limited procedures on the District's response to the findings identified in our audit and described in the accompanying Management Letter. The District's response was not subjected to the other auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on the response.

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.

Bhav & Associates

February 5, 2025



**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
Grand Oaks Community Development District
St. Johns County, Florida

We have examined Grand Oaks Community Development District, St. Johns 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, 2023. Management is responsible for the District's compliance with those requirements. Our responsibility is to express an opinion on the District's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. 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.

We are required to be independent and to meet our other ethical responsibilities in accordance with relevant ethical requirements relating to the examination engagement.

In our opinion, the District complied, in all material respects, with the aforementioned requirements for the fiscal year ended September 30, 2023.

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 Grand Oaks Community Development District, St. Johns County, Florida and is not intended to be and should not be used by anyone other than these specified parties.

Grau & Associates

February 5, 2025



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

To the Board of Supervisors
Grand Oaks Community Development District
St. Johns County, Florida

Report on the Financial Statements

We have audited the accompanying basic financial statements of Grand Oaks Community Development District, St. Johns County, Florida ("District") as of and for the fiscal year ended September 30, 2023, and have issued our report thereon dated February 5, 2025.

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 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 February 5, 2025, 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 Grand Oaks Community Development District, St. Johns County, Florida and is not intended to be and should not be used by anyone other than these specified parties.

We wish to thank the District, 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

February 5, 2025

REPORT TO MANAGEMENT

I. CURRENT YEAR FINDINGS AND RECOMMENDATIONS

2023-01 Financial Condition Assessment:

Observation: The District's financial conditions are deteriorating. The Developer failed to pay \$87,401 in operations and maintenance assessments during the current fiscal year. In addition, the Developer failed to pay assessments for the Series 2020 and Series 2021 Bonds subsequent to fiscal year end, which has resulted in the District drawing on the respective reserve accounts for the Series 2020 and 2021 Bonds in order to make the scheduled interest payments on November 1, 2024. If the reserve accounts are not replenished within 120 days, then this will be considered an event of default in accordance with the Bond indentures. The Series 2020 reserve account has been replenished within 120 days, but the Series 2021 reserve account has not been replenished as of the date of this report. In addition, the general fund reported a deficit fund balance of (\$131,898) at September 30, 2023.

Recommendation: We recommend that the District take steps to alleviate the deteriorating financial conditions.

Reference Number for Prior Year Finding: Not applicable.

Management Response: The District has taken steps to alleviate the deteriorating financial condition that includes but not limited to the replacement of the majority controlled Board of Supervisors and management team. All legally available options to the District to levy and collect current and past due assessments to reduce and/or eliminate the deteriorating financial condition will be implemented.

2023-02 Construction Expenditures:

Observation: During the audit it was noted that the District used Series 2021 construction account funds to pay over \$200,000 to reimburse the Developer for litigation costs that relate to a suit between the Developer and St. Johns County. It is not evident that these expenditures are eligible to be paid with construction account funds. During December 2024, the District has retained legal counsel in order to determine if these costs are eligible to be paid from the construction account bond proceeds.

Recommendation: We recommend that the District ensure that all construction related expenditures paid with the use of Bond proceeds are for eligible project costs prior to the amounts being paid.

Reference Number for Prior Year Finding: Not applicable.

Management Response: The District has replaced all individuals and entities responsible for the approval of the developer related litigation cost and will ensure there are no potentially unauthorized expenditure of construction funds in the future.

II. PRIOR YEAR FINDINGS AND RECOMMENDATIONS

None

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, 2022.

REPORT TO MANAGEMENT (Continued)

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, 2023, 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, 2023, 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.

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. The District failed to pay uncontested claims from creditors within 90 days after the claims were presented as a result of a lack of funds. Furthermore, The District failed to collect operations and maintenance assessments in the amount of \$87,401 during the fiscal year ended September 30, 2023. The general fund reported a deficit fund balance of (\$131,898) at September 30, 2023. See Findings section above for additional information. We applied financial condition assessment procedures pursuant to Rule 10.556(7) and determined that a deteriorating financial condition was noted. It is management's responsibility to monitor financial condition, and our condition assessment was based in part on representations made by management and the review of financial information provided by the same.

6. Management has provided the specific information required by Section 218.39(3)(c) in the Other Information section of the financial statements on page 27.