

**Willow Walk
Community
Development District**

FINANCIAL STATEMENTS

September 30, 2017



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Willow Walk Community Development District
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September 30, 2017

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INDEPENDENT AUDITORS' REPORT

To the Board of Supervisors
Willow Walk Community Development District
Manatee County, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Willow Walk Community Development District (hereinafter referred to as "District"), as of and for the year ended September 30, 2017, 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.

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

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

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of September 30, 2017, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information, as listed in the table of contents, 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 a report dated June 25, 2018, on our consideration of the District's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control over financial reporting and compliance.

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida
June 25, 2018



Management's Discussion and Analysis

Willow Walk Community Development District Management's Discussion and Analysis

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our discussion and analysis of the Willow Walk Community Development District's financial performance provides an overview of the District's financial activities for the fiscal year ended September 30, 2017. Please read it in conjunction with the District's financial statements, which begin on page 8.

FINANCIAL HIGHLIGHTS

- At September 30, 2017, the assets of the District exceeded its liabilities by approximately \$554,000.
- During the year ended September 30, 2017, the District incurred approximately \$201,000 of interest expenditures and repaid \$55,000 of outstanding long-term bond principal. In addition, the District established infrastructure of approximately \$63,000.

USING THE ANNUAL REPORT

This annual report consists of a series of financial statements. The Statement of Net Position and the Statement of Activities on pages 8 – 9 provide information about the activities of the District as a whole and present a longer-term view of the District's finances. Fund financial statements start on page 10. For governmental activities, these statements tell how these services were financed in the short-term as well as what remains for future spending. Fund financial statements also report the District's operations in more detail than the government-wide statements by providing information about the District's most significant funds.

Reporting the District as a Whole

Our analysis of the District as a whole begins on page 4. One of the most important questions asked about the District's finances is, "Is the District as a whole better off or worse off as a result of the year's activities?" The Statement of Net Position and the Statement of Activities report information about the District as a whole and about its activities in a way that helps answer this question. These statements include all assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid.

These two statements report the District's net position and the related changes during the current year. You can think of the District's net position – the difference between assets and liabilities – as one way to measure the District's financial health, or financial position. Over time, increases or decreases in the District's net position are one indicator of whether its financial health is improving or deteriorating. You will need to consider other nonfinancial factors, however, such as changes in the District's assessment base and the condition of the District's infrastructure, to assess the overall health of the District.

Willow Walk Community Development District Management's Discussion and Analysis

Reporting the District's Most Significant Funds

Our analysis of the District's major funds begins on page 5. The fund financial statements begin on page 10 and provide detailed information about the most significant funds – not the District as a whole. Some funds are required to be established by State law and by bond covenants. All of the District's funds are governmental fund-types.

- *Governmental funds* – All of the District's basic services are reported in governmental funds, which focus on how money flows into and out of those funds and the balances left at year-end that are available for spending. These funds are reported using an accounting method called modified accrual accounting, which measures cash and all other financial assets that can readily be converted to cash. The governmental fund statements provide a detailed short-term view of the District's general government operations and the basic services it provides. Governmental fund information helps you determine whether there are more or fewer financial resources that can be spent in the near future to finance the District's programs.

THE DISTRICT AS A WHOLE

The following table reflects the condensed Statement of Net Position and is compared to the prior year.

<i>September 30,</i>	2017	2016	Change
Assets			
Current and other assets	\$ 447,441	\$ 326,319	\$ 121,122
Capital assets, net	3,860,923	3,889,010	(28,087)
Total assets	\$ 4,308,364	\$ 4,215,329	\$ 93,035
Liabilities			
Current liabilities	\$ 191,044	\$ 162,768	\$ 28,276
Other liabilities	3,562,944	3,622,497	(59,553)
Total liabilities	3,753,988	3,785,265	(31,277)
Net position			
Net investment in capital assets	497,825	470,013	27,812
Restricted for:			
Capital projects	197	1	196
Unrestricted	56,354	(39,950)	96,304
Total net position	554,376	430,064	124,312
Total liabilities and net position	\$ 4,308,364	\$ 4,215,329	\$ 93,035

For more detailed information, see the accompanying Statement of Net Position.

Willow Walk Community Development District Management's Discussion and Analysis

During the fiscal year ended September 30, 2017, total assets increased by approximately \$93,000 and liabilities decreased by approximately \$31,000. The increase in assets is primarily due to an increase in assessments receivable. The decrease in liabilities is primarily due to the repayment of outstanding long-term bond principal.

The following schedule compares the Statement of Activities for the current and previous fiscal years.

<i>Year ended September 30,</i>	2017	2016	Change
Revenues:			
Program revenues			
Charges for services	\$ 643,611	180,668	\$ 462,943
Grants and contributions	65,039	893,782	(828,743)
Total revenues	708,650	1,074,450	(365,800)
Expenses:			
General government	92,831	103,383	(10,552)
Maintenance and operations	290,831	75,939	214,892
Interest	200,676	203,588	(2,912)
Total expenses	584,338	382,910	201,428
Change in net position	124,312	691,540	(567,228)
Net position (deficit), beginning of year	430,064	(261,476)	691,540
Net position, end of year	\$ 554,376	\$ 430,064	\$ 124,312

For more detailed information, see the accompanying Statement of Activities.

Revenues decreased from prior year by approximately \$366,000 and expenses increased by approximately \$201,000. The decrease in revenues is primarily due to a decrease in developer contributions related to the infrastructure construction project. The increase in expenses is primarily due to depreciation of capital assets and the increase in maintenance activity in the current year, as Phase I of the construction project was placed into service during fiscal year 2017. The overall result was a \$124,312 increase in net position for fiscal year 2017.

THE DISTRICT'S FUNDS

As the District completed the year, its governmental funds (as presented in the balance sheet on page 10) reported a combined fund balance of approximately \$399,000, which is an increase over prior year's balance that totaled approximately \$302,000. Significant transactions are discussed below.

Willow Walk Community Development District Management's Discussion and Analysis

- During the year ended September 30, 2017, the District incurred approximately \$201,000 of interest expenditures and repaid \$55,000 of outstanding long-term bond principal.
- During the fiscal year ended September 30, 2017, the District established infrastructure of approximately \$63,000.

The overall increase in fund balance for the year ended September 30, 2017 totaled \$96,700.

GOVERNMENTAL FUNDS BUDGETARY HIGHLIGHTS

An Operating budget was established by the governing board for the District pursuant to the requirements of the Florida Statutes. The budget to actual comparison for the General Fund, including the original budget and final adopted budget, is shown on page 24.

The District experienced a favorable variance in revenues and an unfavorable variance in expenditures as compared to the budget in the amount of \$74,445 and \$10,571, respectively. The variance in revenues is primarily due to higher lot sales than anticipated in fiscal year 2017. The variance in expenditures is primarily due to unanticipated maintenance and repairs expenses.

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

At September 30, 2017, the District had approximately \$3.9 million invested in capital assets (net of accumulated depreciation). This amount represents a net decrease (including additions and deductions for depreciation) of approximately \$28,000 from the fiscal year 2016 total.

A listing of capital assets by major category for the current and prior year is as follows:

<i>September 30,</i>	2017	2016	Change
Capital assets not being depreciated	\$ -	\$ 3,889,010	\$ (3,889,010)
Capital assets being depreciated	3,952,275	-	3,952,275
Total, prior to depreciation	3,952,275	3,889,010	63,265
Accumulated depreciation	(91,352)	-	(91,352)
Net capital assets	\$ 3,860,923	\$ 3,889,010	\$ (28,087)

More information about the District's capital assets is presented in Note 4 to the financial statements.

Willow Walk Community Development District Management's Discussion and Analysis

Debt

At September 30, 2017, the District had approximately \$3.6 million of bonds outstanding. This amount represents a decrease of \$55,000 from the fiscal year 2016 total.

<i>September 30,</i>	2017	2016	Change
Series 2015 bonds	\$ 3,635,000	\$ 3,690,000	\$ (55,000)
	\$ 3,635,000	\$ 3,690,000	\$ (55,000)

More information about the District's long-term debt is presented in Note 5 to the financial statements.

FUTURE FINANCIAL FACTORS

Willow Walk Community Development District is an independent special district that operates under the provisions of Chapter 190, Florida Statutes. The District operates under an elected Board of Supervisors, which establishes policy and sets assessment rates. Assessment rates for fiscal year 2018 were established to provide for the operations of the District as well as necessary debt service requirements.

In October 2017, the District issued \$3,045,000 of Special Assessment Bonds, Series 2017 to finance the acquisition and construction of certain improvements in the North Parcel Assessment Area (Phase II). See Note 10 to the financial statements for further information.

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of the District's finances. If you have questions about this report or need additional financial information, contact the Willow Walk Community Development District's finance department at 12750 Citrus Park Lane, Suite 115, Tampa, FL 33625.



Basic Financial Statements

**Willow Walk Community Development District
Statement of Net Position**

<i>September 30,</i>	2017
	Governmental Activities
Assets	
Cash and cash equivalents	\$ 14,925
Investments	322,247
Assessments receivable	108,769
Deposits	1,500
Capital assets:	
Depreciable, net	3,860,923
Total assets	4,308,364
Liabilities	
Accounts payable	48,283
Accrued interest payable	82,761
Non-current liabilities:	
Due within one year	60,000
Due in more than one year	3,562,944
Total liabilities	3,753,988
Net position	
Net investment in capital assets	497,825
Restricted for:	
Capital projects	197
Unrestricted	56,354
Total net position	\$ 554,376

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

Willow Walk Community Development District Statement of Activities

Year ended September 30,

2017

Functions/Programs	Expenses	<u>Program Revenues</u>		Capital Grants and Contributions	Governmental Activities	Net (Expense) Revenue and Changes in Net Position
		Charges for Services	Operating Grants and Contributions			
Primary government:						
Governmental activities:						
General government	\$ (92,831)	\$ 113,116	\$ -	\$ -	\$ 20,285	
Maintenance and operations	(290,831)	243,068	-	-	(47,763)	
Interest	(200,676)	287,427	1,578	63,461	151,790	
Total governmental activities	\$ (584,338)	\$ 643,611	\$ 1,578	\$ 63,461	124,312	
						Net position - beginning of year
						430,064
						Net position - end of year
						\$ 554,376

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

**Willow Walk Community Development District
Balance Sheet - Governmental Funds**

September 30,

2017

	General	Debt Service	Capital Projects	Total Governmental Funds
Assets				
Cash and cash equivalents	\$ 14,925	\$ -	\$ -	\$ 14,925
Investments	-	322,050	197	322,247
Assessments receivable	90,399	18,370	-	108,769
Deposits	1,500	-	-	1,500
Due from other funds	-	1,016	-	1,016
Total assets	\$ 106,824	\$ 341,436	\$ 197	\$ 448,457
Liabilities and Fund Balances				
Liabilities				
Accounts payable	\$ 48,283	\$ -	\$ -	\$ 48,283
Due to other funds	1,016	-	-	1,016
Total liabilities	49,299	-	-	49,299
Fund balances				
Nonspendable	1,500	-	-	1,500
Restricted for debt service	-	341,436	-	341,436
Restricted for capital projects	-	-	197	197
Unassigned	56,025	-	-	56,025
Total fund balances	57,525	341,436	197	399,158
Total liabilities and fund balances	\$ 106,824	\$ 341,436	\$ 197	\$ 448,457

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

**Willow Walk Community Development District
Reconciliation of the Balance Sheet of Governmental Funds to the Statement of
Net Position**

<i>September 30,</i>	2017
Total fund balances, governmental funds	\$ 399,158
Capital assets used in governmental activities are not financial resources and therefore are not reported in the fund level statements.	3,860,923
Liabilities not due and payable from current resources, including accrued interest, are not reported in the fund level statements.	(3,705,705)
Total net position - governmental activities	\$ 554,376

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

**Willow Walk Community Development District
Statement of Revenues, Expenditures and Changes in Fund Balances -
Governmental Funds**

Year ended September 30,

2017

	General	Debt Service	Capital Projects	Total Governmental Funds
Revenues				
Assessment revenue	\$ 356,184	\$ 287,427	\$ -	\$ 643,611
Developer contributions	-	-	63,265	63,265
Interest	-	1,578	196	1,774
Total revenues	356,184	289,005	63,461	708,650
Expenditures				
Current:				
General government	92,831	-	-	92,831
Maintenance and operations	199,479	-	-	199,479
Debt service:				
Principal	-	55,000	-	55,000
Interest	-	201,375	-	201,375
Capital outlay	-	-	63,265	63,265
Total expenditures	292,310	256,375	63,265	611,950
 Excess of revenues over expenditures	 63,874	 32,630	 196	 96,700
 Fund balances (deficit), beginning of year	 (6,349)	 308,806	 1	 302,458
 Fund balances, end of year	 \$ 57,525	 \$ 341,436	 \$ 197	 \$ 399,158

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

**Willow Walk Community Development District
Reconciliation of the Statement of Revenues, Expenditures and Changes
in Fund Balances of Governmental Funds to the Statements of Activities**

<i>Year ended September 30,</i>	2017
Net change in fund balances - governmental funds	\$ 96,700
Capital outlay, reported as expenditures in the governmental funds, is shown as capital assets on the Statement of Net Position.	63,265
Depreciation on capital assets is not recognized in the fund financial statements but is reported as an expense in the Statement of Activities.	(91,352)
Repayment of long-term liabilities are reported as expenditures in the governmental fund statement but such repayments reduce liabilities in the Statement of Net Position and are eliminated in the Statement of Activities.	55,000
Amortization of original issue discount is not recognized in the governmental funds statements but is recognized as a decrease of long-term liabilities in the Statement of Net Position.	(447)
The change in accrued interest between the current and prior year is recorded on the Statement of Activities but not on the fund level statements.	1,146
Change in net position of governmental activities	\$ 124,312

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

Willow Walk Community Development District Notes to Financial Statements

NOTE 1: NATURE OF ORGANIZATION

The Willow Walk Community Development District (the “District”) was established in February 24, 2015 pursuant to the Uniform Community Development District Act of 1980, otherwise known as Chapter 190, Florida Statutes, by Manatee County Ordinance 15-11. 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 a Board of Supervisors (“Board”), which is comprised of five members. The Supervisors are elected on an at large basis by the owners of the property within the District. As of September 30, 2017, all the Board of Supervisors were affiliated with OK Willow Walk, LLC (“Developer”). The Board of Supervisors of the District exercises all powers granted to the District pursuant to Chapter 190, Florida Statutes.

The Board has the final responsibility for:

1. Assessing and levying special 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.

In evaluating how to define the government, for financial reporting purposes, management has considered all potential component units. The decision to include or exclude a potential component unit in the reporting entity was made by applying the criteria set forth in Generally Accepted Accounting Principles (GAAP) as defined by the Governmental Accounting Standards Board (GASB). Based on the criteria identified, no potential component units were found.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the District conform to GAAP as applicable to governments in accordance with those promulgated by GASB. The following is a summary of the more significant policies:

Government-wide and Fund Financial Statements

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

Willow Walk Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information on all the non-fiduciary activities of the primary government. Governmental activities, which normally are supported by assessments, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. The business-type activities are reported separately in government-wide financial statements; however, at September 30, 2017, the District did not have any significant business-type activities. Therefore, no business-type activities are reported. Assessments and other items not properly included as program revenues (i.e., charges to customers or applicants who purchase, use, or directly benefit from goods or services) are reported as general revenues.

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

Measurement Focus, Basis of Accounting and Basis of 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 the related cash flows. Assessments are recognized as revenues in the year for which they are levied. Grants and other 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 District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

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

Assessments, developer contributions and interest associated with the current fiscal period are all considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the District.

Willow Walk Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The District reports the following major governmental funds:

General Fund – The General Fund is the primary operating fund of the District. It is used to account for all financial resources except those required to be accounted for in other funds.

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 for the Series 2015 Bonds.

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

For the year ended September 30, 2017, the District does not report any proprietary funds.

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

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as they are needed. When committed, assigned, or unassigned resources are available for use in governmental fund financial statements, it is the government's policy to use committed resources first, followed by assigned resources, and then unassigned resources as needed.

Cash, Deposits and Investments

The District maintains deposits with "Qualified Public Depositories" as defined in Chapter 280, Florida Statutes. All Qualified Public Depositories must place with the Treasurer of the State of Florida securities in accordance with collateral requirements determined by the State's Chief Financial Officer. In the event of default by a Qualified Public Depository, the State Treasurer will pay public depositors all losses. Losses in excess of insurance and collateral will be paid through assessments between all Qualified Public Depositories.

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

The District is authorized to invest in financial instruments as established by Section 218.415, Florida Statutes. The authorized investments include among others, direct obligations of the U.S. Treasury; the Local Government Surplus Funds Trust as created by Section 218.405, Florida Statutes; SEC registered money market funds with the highest credit quality rating from a nationally recognized rating agency; and interest-bearing time deposits or savings accounts in authorized financial institutions.

Willow Walk Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

Capital assets, which include primarily infrastructure assets (e.g., roads, sidewalks, water management systems and similar items), are reported in the governmental activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial/individual cost of more than \$5,000 and an estimated useful life in excess of 2 years. Such assets are recorded at historical cost and estimated historical cost if purchased or constructed. Donated assets are recorded at estimated fair market value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are constructed.

When completed and placed in service, property, plant and equipment of the primary government will be depreciated using the straight-line method over the following estimated useful lives: roadways: 20 years; stormwater system: 25 years; utilities: 30 years; landscaping: 15 years; recreational facilities: 20 years.

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.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the Statement of Net Position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line or effective interest method. Bonds payable are reported net of these premiums or discounts. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as current period expenses.

In the fund financial statements, governmental fund types recognize bond premiums and discounts during the current period. The face amount of the 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.

Estimates

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

Willow Walk Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred Outflows/Inflows of Resources

In addition to assets, the Statement of Net Position and Balance Sheet – Governmental Funds will sometimes include a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any of this type of item at September 30, 2017.

In addition to liabilities, the Statement of Net Position and Balance Sheet – Governmental Funds will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District does not have any of this type of item at September 30, 2017.

Fund Equity

Net position in the government-wide financial statements represents the difference between assets and deferred outflows of resources and liabilities and deferred inflows of resources and is categorized as net investment in capital assets, restricted or unrestricted. Net investment in capital assets represents assets related to infrastructure and property, plant and equipment, net of any related debt. Restricted net position represents the net position restricted by the District's bond covenants.

Governmental fund equity is classified as fund balance. Fund balance is further classified as nonspendable, restricted, committed, assigned, or unassigned. Nonspendable fund balance cannot be spent because of its form. Restricted fund balance has limitations imposed by creditors, grantors, or contributors or by enabling legislation or constitutional provisions. Committed fund balance is a limitation imposed by the District board through approval of resolutions. Assigned fund balances is a limitation imposed by a designee of the District board. Unassigned fund balance in the General Fund is the net resources in excess of what can be properly classified in one of the above four categories. Negative unassigned fund balance in other governmental funds represents excess expenditures incurred over the amounts restricted, committed, or assigned to those purposes.

Budgets

The District is required to establish a budgetary system and an approved annual budget. Annual budgets are legally adopted on a basis consistent with GAAP for the General Fund. Any revision to the budget must be approved by the District Board. The budgets are compared to actual expenditures. In instances where budget appropriations and estimated revenues have been revised during the year, budget data presented in the financial statements represent final authorization amounts. During the year ended September 30, 2017, actual expenditures exceeded budgeted appropriations in the District's General Fund due to unanticipated maintenance and repairs expenditures.

Willow Walk Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

- A. Each year the District Manager submits to the District Board a proposed operating budget for the fiscal year commencing the following October 1.
- B. A public hearing is conducted to obtain 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. Budgets are adopted on a basis consistent with accounting principles generally accepted in the United States of America.

NOTE 3: INVESTMENTS

The District's investments consist of money market funds and similar instruments in which shares are owned in a fund rather than the underlying investments. In accordance with GASB 72, *Fair Value Measurement and Application*, the money market amounts are reported at amortized cost.

<i>September 30,</i>	2017	Credit Risk	Weighted Average Maturities
Short-term Money Market Funds	\$ 322,247	S&P AAAM	24 days
Total investments	\$ 322,247		

Concentration risk – The District's investment policy requires diversification, but does not specify limits on types of investments.

Custodial credit risk – For an investment, custodial credit risk is the risk that the District will not be able to recover the value of the investments or collateral securities that are in the possession of an outside party. The District has no formal policy for custodial risk. At September 30, 2017, none of the investments listed above are exposed to custodial credit risk because their existence is not evidenced by securities that exist in physical or book entry form.

Interest rate risk – The District does not have a formal policy for addressing interest rate risk; however, investments are made with discretion, to seek reasonable returns, preserve capital, and in general, avoid speculative investments. The District manages its exposure to declines in fair values from interest rate changes by reviewing the portfolio on an ongoing basis for changes in effective yield amounts.

Willow Walk Community Development District Notes to Financial Statements

NOTE 4: CAPITAL ASSETS

Total infrastructure improvements for the District were estimated to cost approximately \$19.9 million. Of that amount, a portion was funded from the Series 2015 and 2017 Bonds. The District completed Phase I (South Parcel Assessment Area) of the project in fiscal year 2017.

In August 2017, the District accepted the assignment of the Series 2017 Project construction project from the Developer, which totaled approximately \$3.5 million. The District began Phase II (North Parcel Assessment Area) of the project in October 2017 with the issuance of the Series 2017 Bonds (see Note 10). The Series 2017 project is the first part of Phase II. The Developer will fund the portion of the Series 2017 Project that is not funded with proceeds from the Series 2017 Bonds.

The following is a summary of changes in the capital assets for the year ended September 30, 2017:

	Beginning Balance	Additions	Transfers and Conveyances	Ending Balance
Governmental Activities:				
<i>Capital assets not being depreciated:</i>				
Infrastructure under construction	\$ 3,889,010	\$ 63,265	\$ (3,952,275)	\$ -
Total capital assets not being depreciated	3,889,010	63,265	(3,952,275)	-
<i>Capital assets being depreciated:</i>				
Roadways	-	-	593,385	593,385
Stormwater system	-	-	1,950,118	1,950,118
Utilities	-	-	1,310,603	1,310,603
Landscaping	-	-	20,057	20,057
Recreational facilities	-	-	78,112	78,112
Total capital assets being depreciated	-	-	3,952,275	3,952,275
<i>Less accumulated depreciation for:</i>				
Roadways	-	(17,307)	-	(17,307)
Stormwater system	-	(45,503)	-	(45,503)
Utilities	-	(25,484)	-	(25,484)
Landscaping	-	(780)	-	(780)
Recreational facilities	-	(2,278)	-	(2,278)
Total accumulated depreciation	-	(91,352)	-	(91,352)
Total capital assets being depreciated, net	-	(91,352)	3,952,275	3,860,923
Governmental activities capital assets	\$ 3,889,010	\$ (28,087)	\$ -	\$ 3,860,923

Depreciation expense of \$91,352 has been allocated to Maintenance and operations on the accompanying Statement of Activities.

Willow Walk Community Development District Notes to Financial Statements

NOTE 5: BONDS PAYABLE

On July 15, 2015, the District issued \$3,745,000 of Special Assessment Bonds, Series 2015 consisting of \$1,045,000 2015 Term Bonds due on May 1, 2029 with a fixed interest rate of 5% and \$2,700,000 of 2015 Term Bonds due on May 1, 2045 with a fixed interest rate of 5.625%. The Bonds were issued to finance the acquisition and construction of certain improvements for the benefit of the District. Interest is paid semiannually on each May 1 and November 1. Principal is paid serially commencing on May 1, 2016 through May 1, 2045.

The Bond Indenture has certain restrictions and requirements relating principally to the use of proceeds to pay for infrastructure improvements and the procedure to be followed by the District on assessments to property owners. The District agreed to levy special assessments in annual amounts adequate to provide payment of debt service and to meet the debt service reserve requirement. The District is in compliance with the requirements of the Bond Indenture.

The Bond Indenture requires that the District maintain adequate funds in the reserve account to meet the debt service reserve requirement as defined in the Indenture. The requirement has been met for the fiscal year ended September 30, 2017.

The balance of the Series 2015 Bonds at September 30, 2017 is summarized as follows:

<i>September 30,</i>	2017
Bond principal balance	\$ 3,635,000
Less unamortized bond discount	(12,056)
Net balance, Series 2015 Bonds	\$ 3,622,944

Long-term liability activity for the year ended September 30, 2017, was as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
<i>Governmental Activities</i>					
Bonds Payable:					
Series 2015	\$ 3,690,000	\$ -	\$ (55,000)	\$ 3,635,000	\$ 60,000
	\$ 3,690,000	\$ -	\$ (55,000)	\$ 3,635,000	\$ 60,000

**Willow Walk Community Development District
Notes to Financial Statements**

NOTE 5: BONDS PAYABLE (Continued)

At September 30, 2017, the scheduled debt service requirements on long-term debt were as follows:

<i>Year Ending September 30,</i>	Principal	Interest	Total Debt Service
2018	\$ 60,000	\$ 198,626	\$ 258,626
2019	60,000	195,626	255,626
2020	65,000	192,626	257,626
2021	70,000	189,376	259,376
2022	70,000	185,876	255,876
2023 - 2027	415,000	872,130	1,287,130
2028 - 2032	535,000	755,846	1,290,846
2033 - 2037	710,000	588,656	1,298,656
2038 - 2042	945,000	363,654	1,308,654
2043 - 2045	705,000	81,000	786,000
	\$ 3,635,000	\$ 3,623,416	\$ 7,258,416

NOTE 6: RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The District maintains commercial insurance coverage to mitigate the risk of loss. Coverage may not extend to all situations. Management believes such coverage is sufficient to preclude any significant uninsured losses to the District. The District has not filed any claims under this commercial coverage during the last three years.

NOTE 7: MANAGEMENT COMPANY

The District has contracted with a management company to perform management advisory services, which include financial and accounting advisory 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 8: CONCENTRATION

A significant portion of the District's future activity is dependent upon the continued involvement of the Developer, OK Willow Walk, LLC, the loss of which could have a materially adverse effect on the District's operations.

Willow Walk Community Development District Notes to Financial Statements

NOTE 9: RELATED PARTY TRANSACTIONS

The Developer has agreed to fund the general operations of the District. In connection with that agreement, the Developer contribution revenue for the year ended September 30, 2017 totaled \$63,265 to the Capital Projects Fund. Also, during the year ended September 30, 2017, the Developer was directly assessed operations and maintenance and debt service assessments totaling \$168,389 and \$79,397, respectively. As of September 30, 2017, the Developer owed the District \$90,399 and \$18,370 for operations and maintenance and debt service assessments, respectively, which are reported as Assessments receivable on the accompanying Statement of Net Position and Balance Sheet – Governmental Funds, and all of which was paid to the District subsequent to year-end.

In addition, in October 2017, the District paid the Developer \$750,000 to acquire the amenity center. This acquisition was funded by the Series 2017 Bond proceeds.

NOTE 10: SUBSEQUENT EVENTS

In October 2017, the District issued \$3,045,000 of Special Assessment Bonds, Series 2017 consisting of \$270,000 2017 Term Bonds due on May 1, 2023 with a fixed interest rate of 3.5%, \$330,000 2017 Term Bonds due on May 1, 2028 with a fixed interest rate of 4%, \$935,000 2017 Term Bonds due on May 1, 2038 with a fixed interest rate of 4.625% and \$1,510,000 of 2017 Term Bonds due on May 1, 2048 with a fixed interest rate of 5%. The Bonds were issued to finance the acquisition and construction of certain improvements in the North Parcel Assessment Area (Phase II) for the benefit of the District. Interest is paid semiannually on each May 1 and November 1. Principal is paid serially commencing on November 1, 2019 through November 1, 2048.

As discussed in Note 4, in August 2017, the District accepted the assignment of the Series 2017 Project construction project from the Developer, which totaled approximately \$3.5 million. Subsequent to year-end, substantially all of the Series 2017 Bond proceeds allocated to the construction account, totaling approximately \$2.6 million, were expended on the Series 2017 Project.



**Required Supplemental Information
(Other Than MD&A)**

**Willow Walk Community Development District
Budget to Actual Comparison Schedule - General Fund**

<i>Year ended September 30,</i>	2017		
	Original and Final Budget	Actual Amounts	Variance with Final Budget
Revenues			
Assessments	\$ 281,739	\$ 356,184	\$ 74,445
Total revenues	281,739	356,184	74,445
Expenditures			
General government	83,775	92,831	(9,056)
Maintenance and operations	197,964	199,479	(1,515)
Total expenditures	281,739	292,310	(10,571)
Excess of revenues over expenditures	\$ -	\$ 63,874	\$ 63,874



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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
Willow Walk Community Development District
Manatee County, Florida

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities and each major fund of Willow Walk Community Development District (hereinafter referred to as the "District"), as of and for the year ended September 30, 2017, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and have issued our report dated June 25, 2018.

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

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the result 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.

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida
June 25, 2018



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MANAGEMENT LETTER

To the Board of Supervisors
Willow Walk Community Development District
Manatee County, Florida

Report on the Financial Statements

We have audited the financial statements of Willow Walk Community Development District (“District”) as of and for the fiscal year ended September 30, 2017, and have issued our report thereon dated June 25, 2018.

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 Accountant’s Report on an examination conducted in accordance with *AICPA Professional Standards*, AT-C Section 315, regarding compliance requirements in accordance with Chapter 10.550, Rules of the Auditor General. Disclosures in these reports, which are dated June 25, 2018, should be considered in conjunction with this management letter.

Prior Audit Findings

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

Official Title and Legal Authority

Section 10.554(1)(i)4., Rules of the Auditor General, requires that the name or official title and legal authority for the primary government and each component unit of the reporting entity be disclosed in this management letter, unless disclosed in the notes to the financial statements. The information required is disclosed in the notes to the financial statements.

Financial Condition and Management

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

Pursuant to Sections 10.554(1)(i)5.c. and 10.556(8), Rules of the Auditor General, we applied financial condition assessment procedures. It is management's responsibility to monitor the District's financial condition, and our financial condition assessment was based in part on representations made by management and the review of financial information provided by same.

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

Annual Financial Report

Sections 10.554(1)(i)5.b. and 10.556(7), Rules of the Auditor General, require that we apply appropriate procedures and communicate the results of our determination as to whether the annual financial report for the District for the fiscal year ended September 30, 2017, filed with the Florida Department of Financial Services pursuant to Section 218.32(1)(a), Florida Statutes, is in agreement with the annual financial audit report for the fiscal year ended September 30, 2017. In connection with our audit, we determined that these two reports were in agreement.

Additional Matters

Section 10.554(1)(i)3., Rules of the Auditor General, requires us to communicate noncompliance with provisions of contracts or grant agreements, or abuse, that have occurred, or are likely to have occurred, that have an effect on the financial statements that is less than material but which warrants the attention of those charged with governance. In connection with our audit, we did not have any such findings.

Purpose of this Letter

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

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida
June 25, 2018



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INDEPENDENT ACCOUNTANTS' REPORT

To the Board of Supervisors
Willow Walk Community Development District
Manatee County, Florida

We have examined Willow Walk Community Development District's compliance with the requirements of Section 218.415, Florida Statutes, *Local Government Investment Policies*, during the year ended September 30, 2017. 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 performed the examination to obtain reasonable assurance about whether the District complied, in all material respects, with the specified requirements referenced above. 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 judgement, 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 year ended September 30, 2017.

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

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida
June 25, 2018